



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2012

OF THE CONDITION AND AFFAIRS OF THE

Scottsdale Insurance Company

NAIC Group Code 0140 0140 NAIC Company Code 41297 Employer's ID Number 31-1024978
(Current) (Prior)

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

Country of Domicile United States of America

Incorporated/Organized 01/04/1982 Commenced Business 07/01/1982

Statutory Home Office One West Nationwide Blvd., Columbus, OH 43215-2220
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 8877 N. Gainey Center Drive
(Street and Number)
Scottsdale, AZ 85258-2108, 480-365-4000
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address One West Nationwide Blvd., 1-04-701, Columbus, OH 43215-2220
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records One West Nationwide Blvd., 1-04-701
(Street and Number)
Columbus, OH 43215-2220, 614-249-1545
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.scottsdaleins.com

Statutory Statement Contact Arlene E. Swanson, 614-249-1545
(Name) (Area Code) (Telephone Number)
FinRpt@nationwide.com, 866-315-1430
(E-mail Address) (FAX Number)

OFFICERS

President & COO Michael Dean Miller VP & Treasurer Michael Patrick Leach #
VP & Asst Secretary Randall Lee Orr VP & Secretary Robert William Horner III

OTHER

Pamela Ann Biesecker Sr VP-Head of Taxation Thomas Williams Dietrich Sr VP-Div General Counsel John Edward Goodloe # Sr VP Brokerage Scottsdale
Craig Edward Landi Sr VP-Underwriting Gary Lynn Tiepelman Sr VP-Underwriting Susan Feola Wain Sr VP-Claims

DIRECTORS OR TRUSTEES

Michael Patrick Leach # Michael Dean Miller Doreen Katherine Reinke
Gary Lynn Tiepelman Susan Feola Wain

State of Arizona SS:
County of Maricopa

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.

Michael Dean Miller
President & COO

Randall Lee Orr
VP & Asst Secretary

Michael Patrick Leach
VP & Treasurer

Subscribed and sworn to before me this _____ day of July, 2012

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

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	908,600,954		908,600,954	891,782,192
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	217,866,756		217,866,756	199,843,451
3. Mortgage loans on real estate:				
3.1 First liens	3,109,538		3,109,538	3,193,281
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$(61,866,550)), cash equivalents (\$) and short-term investments (\$61,687,259)	(179,291)		(179,291)	14,466,451
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets	14,539,114		14,539,114	14,652,947
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,143,937,071		1,143,937,071	1,123,938,322
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	9,363,360	2,750	9,360,610	9,052,347
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	409,916,079	71,781,344	338,134,735	166,745,426
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	94,937,417	166,975	94,770,442	89,769,118
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	139,400,266		139,400,266	166,225,695
16.2 Funds held by or deposited with reinsured companies	1,281		1,281	1,432
16.3 Other amounts receivable under reinsurance contracts	1,151,976		1,151,976	
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	215,140		215,140	4,796,659
18.2 Net deferred tax asset	38,515,105	2,884,790	35,630,315	36,746,828
19. Guaranty funds receivable or on deposit	1,157,908		1,157,908	1,034,544
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$)				
22. Net adjustment in assets and liabilities due to foreign exchange rates	271		271	
23. Receivables from parent, subsidiaries and affiliates	49,279,403		49,279,403	141,928,910
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	18,298,092	13,944,438	4,353,654	7,236,015
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,906,173,369	88,780,297	1,817,393,072	1,747,475,296
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	1,906,173,369	88,780,297	1,817,393,072	1,747,475,296
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Miscellaneous assets	4,753,343	400,200	4,353,143	7,236,015
2502. Deposits and prepaid assets	6,314,285	6,314,285		
2503. Other assets nonadmitted	7,229,953	7,229,953		
2598. Summary of remaining write-ins for Line 25 from overflow page	511		511	
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	18,298,092	13,944,438	4,353,654	7,236,015

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$94,518,680)	316,481,617	310,802,977
2. Reinsurance payable on paid losses and loss adjustment expenses	87,852,005	89,196,665
3. Loss adjustment expenses	66,684,307	66,904,127
4. Commissions payable, contingent commissions and other similar charges	12,645,412	14,869,803
5. Other expenses (excluding taxes, licenses and fees)	2,638,000	3,806,406
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	824,873	2,981,913
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))		
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$1,069,646,196 and including warranty reserves of \$1,743,681 and accrued accident and health experience rating refunds including \$ for medical loss ratio rebate per the Public Health Service Act)	232,997,255	224,670,185
10. Advance premium	6,021,960	4,580,490
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	272,011	251,061
12. Ceded reinsurance premiums payable (net of ceding commissions)	399,111,848	316,029,388
13. Funds held by company under reinsurance treaties	60,436	60,436
14. Amounts withheld or retained by company for account of others	5,091,590	5,136,430
15. Remittances and items not allocated		
16. Provision for reinsurance	3,321,518	3,321,518
17. Net adjustments in assets and liabilities due to foreign exchange rates		275
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	6,569,730	3,424,606
20. Derivatives		
21. Payable for securities		98,409
22. Payable for securities lending	14,712,500	14,828,900
23. Liability for amounts held under uninsured plans		
24. Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	5,212,066	7,742,815
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	1,160,497,128	1,068,706,404
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	1,160,497,128	1,068,706,404
29. Aggregate write-ins for special surplus funds		
30. Common capital stock	6,027,200	6,027,200
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds		10,073,643
33. Surplus notes		
34. Gross paid in and contributed surplus	143,973,300	143,973,300
35. Unassigned funds (surplus)	506,895,444	518,694,749
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 30 \$)		
36.2 shares preferred (value included in Line 31 \$)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	656,895,944	678,768,892
38. Totals (Page 2, Line 28, Col. 3)	1,817,393,072	1,747,475,296
DETAILS OF WRITE-INS		
2501. Contingent suits	390,089	397,926
2502. Loss based assessment	429,117	429,117
2503. Reserve for state escheat payment	4,206,518	5,970,187
2598. Summary of remaining write-ins for Line 25 from overflow page	186,342	945,585
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	5,212,066	7,742,815
2901.		
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)		
3201. SSAP 10 DTA		10,073,643
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)		10,073,643

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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 \$ 638,820,700)	583,556,650	513,528,794	1,061,197,310
1.2 Assumed (written \$ 865,728,608)	809,954,937	744,390,085	1,518,183,880
1.3 Ceded (written \$ 1,206,534,178)	1,103,823,527	973,836,008	2,010,192,775
1.4 Net (written \$ 298,015,130)	289,688,060	284,082,871	569,188,415
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 180,673,033):			
2.1 Direct	281,262,072	236,722,079	479,438,622
2.2 Assumed	478,031,635	451,871,016	930,856,906
2.3 Ceded	581,524,063	499,025,835	1,036,812,859
2.4 Net	177,769,644	189,567,260	373,482,669
3. Loss adjustment expenses incurred	30,870,736	31,217,484	64,487,769
4. Other underwriting expenses incurred	102,562,498	97,103,616	193,540,993
5. Aggregate write-ins for underwriting deductions			5,283
6. Total underwriting deductions (Lines 2 through 5)	311,202,878	317,888,360	631,516,714
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(21,514,818)	(33,805,489)	(62,328,299)
INVESTMENT INCOME			
9. Net investment income earned	17,335,574	21,304,877	38,807,765
10. Net realized capital gains (losses) less capital gains tax of \$ (28,561)	(634,625)	548,714	311,035
11. Net investment gain (loss) (Lines 9 + 10)	16,700,949	21,853,591	39,118,800
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 35,734 amount charged off \$ 1,484,612)	(1,448,878)	(1,339,734)	(2,504,497)
13. Finance and service charges not included in premiums	3,397,177	3,509,311	6,914,565
14. Aggregate write-ins for miscellaneous income	639,352	1,141,971	2,173,718
15. Total other income (Lines 12 through 14)	2,587,651	3,311,548	6,583,786
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(2,226,218)	(8,640,350)	(16,625,713)
17. Dividends to policyholders	165,524	140,516	306,958
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)	(2,391,742)	(8,780,866)	(16,932,671)
19. Federal and foreign income taxes incurred	100,951	(2,614,625)	(5,347,897)
20. Net income (Line 18 minus Line 19)(to Line 22)	(2,492,693)	(6,166,241)	(11,584,774)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	678,768,892	655,121,410	655,121,410
22. Net income (from Line 20)	(2,492,693)	(6,166,241)	(11,584,774)
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ 4,059,333	19,418,859	7,261,920	6,356,175
25. Change in net unrealized foreign exchange capital gain (loss)	69,906	124,870	(80,190)
26. Change in net deferred income tax	1,898,530	1,487,043	2,014,685
27. Change in nonadmitted assets	14,306,093	5,278,130	14,201,048
28. Change in provision for reinsurance			12,370,480
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		180	
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	(45,000,000)		
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	(10,073,643)	1,055,750	370,058
38. Change in surplus as regards policyholders (Lines 22 through 37)	(21,872,948)	9,041,652	23,647,482
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	656,895,944	664,163,062	678,768,892
DETAILS OF WRITE-INS			
0501. Loss based assessment			5,283
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598)(Line 5 above)			5,283
1401. Change in contingent suit liability	7,658	113,948	106,161
1402. Other income	631,694	1,028,023	2,067,557
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	639,352	1,141,971	2,173,718
3701. SSAP 10 DTA	(10,073,643)	1,055,750	370,058
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(10,073,643)	1,055,750	370,058

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	206,432,802	257,516,418	663,361,028
2. Net investment income	17,692,344	22,857,590	41,614,484
3. Miscellaneous income	643,868	5,319,555	8,762,762
4. Total (Lines 1 to 3)	224,769,014	285,693,562	713,738,274
5. Benefit and loss related payments	146,610,233	162,554,467	422,448,414
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	139,326,255	132,273,574	256,994,804
8. Dividends paid to policyholders	144,574	131,694	266,479
9. Federal and foreign income taxes paid (recovered) net of \$ 172,450 tax on capital gains (losses)	(4,509,129)	7,974,454	7,929,995
10. Total (Lines 5 through 9)	281,571,933	302,934,188	687,639,693
11. Net cash from operations (Line 4 minus Line 10)	(56,802,918)	(17,240,626)	26,098,581
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	46,131,124	117,477,343	149,537,020
12.2 Stocks	58,323		49,577
12.3 Mortgage loans	84,071	78,401	159,837
12.4 Real estate			
12.5 Other invested assets	136,780	391,120	
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(31,270)	1,536	1,536
12.7 Miscellaneous proceeds		173,987	210,412
12.8 Total investment proceeds (Lines 12.1 to 12.7)	46,379,028	118,122,387	149,958,381
13. Cost of investments acquired (long-term only):			
13.1 Bonds	58,700,239	113,026,226	129,440,513
13.2 Stocks		504,000	553,577
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			14,194,617
13.6 Miscellaneous applications	181,829	31,834	182,885
13.7 Total investments acquired (Lines 13.1 to 13.6)	58,882,068	113,562,060	144,371,593
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(12,503,039)	4,560,327	5,586,789
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		180	
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders	45,000,000		
16.6 Other cash provided (applied)	99,660,216	(43,033,032)	(94,979,202)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	54,660,216	(43,032,852)	(94,979,202)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(14,645,742)	(55,713,151)	(63,293,832)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	14,466,451	77,760,283	77,760,283
19.2 End of period (Line 18 plus Line 19.1)	(179,291)	22,047,132	14,466,451

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

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NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying statutory financial statements of Scottsdale Insurance Company (the Company) have been prepared in conformity with accounting practices prescribed or permitted by the National Association of Insurance Commissioners (NAIC) and the State of Ohio.

The Ohio Insurance Department recognizes only statutory accounting practices (SAP) prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, as well as, determining its solvency under the Ohio Insurance law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Ohio.

C. Accounting Policies

7. Investments in subsidiary and affiliated companies are stated as follows:

The admitted investments in all subsidiary, controlled, and affiliated (SCA) entities are valued using an equity method approach. Under this approach, investments in insurance affiliated companies are stated at underlying statutory equity adjusted for unamortized goodwill. Investments in non-insurance affiliated companies that have no significant ongoing operations other than to hold assets that are primarily for the direct or indirect benefit or use of the reporting entity or its affiliates are stated at audited GAAP equity adjusted to a statutory basis of accounting. Investments in non-insurance affiliated companies that have significant ongoing operations beyond holding assets that are primarily for the direct or indirect benefit or use of the reporting entity or its affiliates are stated at audited GAAP equity. Unaudited affiliated companies of the reporting entity or its affiliates are non-admitted under prescribed SAP accounting practices. Goodwill arising from the acquisition of affiliated companies is amortized over a period of ten years. Unamortized goodwill at June 30, 2012 was \$17.6 million, which was fully admitted based upon adjusted policyholder surplus. Unamortized goodwill at December 31, 2011 was \$19.0 million, of which \$5.1 million was nonadmitted due to no statutory audit having been performed on an acquired entity, Freedom Specialty Insurance Company (formerly Atlantic Insurance Company).

Note 2 - Accounting Changes and Corrections of Errors

On January 1, 2012, the Company adopted a new standard, SSAP No. 101, Income Taxes, which supersedes SSAP No. 10R, Income Taxes Revised - A Temporary Replacement of SSAP No. 10. The standard applies a 'more likely than not' threshold for the recognition of federal and foreign tax loss contingencies and establishes a new framework for determining the admissibility of deferred tax assets (DTA). 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 No. 3, Accounting Changes and Corrections of Errors. There was no cumulative effect of this change in accounting principle as of January 1, 2012.

Note 3 - Business Combinations and Goodwill

No change.

Note 4 - Discontinued Operations

No change.

Note 5 - Investments

A. Mortgage Loans

No change.

B. Troubled Debt Restructuring for Creditors

No change.

C. Reverse Mortgages

No change.

D. Loan-Backed Securities

1. Prepayment assumptions are generally obtained using a model provided by a third-party vendor.

2. The following table summarizes by quarter other-than-temporary impairments for loan-backed securities recorded during the year because the Company had either the intent to sell the securities or the inability or lack of intent to retain as cited in the table:

(1) Amortized Cost Basis Before Other-than- Temporary Impairment	(2) Other-than- Temporary Impairment Recognized in Loss	(3) Fair Value 1 - 2
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OTTI recognized 1st Quarter

a. Intent to Sell

\$ -	\$ -	\$ -
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b. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis

\$ -	\$ -	\$ -
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c. Total 1st Quarter

\$ -	\$ -	\$ -
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OTTI recognized 2nd Quarter

d. Intent to Sell

\$ -	\$ -	\$ -
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e. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis

\$ -	\$ -	\$ -
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f. Total 2nd Quarter

\$ -	\$ -	\$ -
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NOTES TO FINANCIAL STATEMENTS

OTTI recognized 3rd Quarter

g. Intent to Sell	\$	-	\$	-	\$	-
h. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	\$	-	\$	-	\$	-
i. Total 3rd Quarter	\$	-	\$	-	\$	-

OTTI recognized 4th Quarter

j. Intent to Sell	\$	-	\$	-	\$	-
k. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	\$	-	\$	-	\$	-
l. Total 4th Quarter	\$	-	\$	-	\$	-

m. Annual Aggregate Total \$ -

3. The following table summarizes other-than-temporary impairments for loan-backed securities held at the end of the quarter based on the fact that the present value of projected cash flows expected to be collected was less than the amortized cost of the securities:

(1) CUSIP	(2) Amortized Cost Before Current Period OTTI	(3) Present Value of Projected Cash Flows	(4) Recognized Other-Than-Temporary Impairment	(5) Amortized Cost After Other-Than-Temporary Impairment	(6) Fair Value at time of OTTI	(7) Date of Financial Statement Where Reported
Total			\$ -			

4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):

a. The aggregate amount of unrealized losses:

1. Less than 12 Months	\$	(66,764)
2. 12 Months or Longer	\$	(647,626)

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	\$	1,785,144
2. 12 Months or Longer	\$	6,342,672

5. The Company reviews all loan-backed and structured securities in which the fair value of the given security is less than the amortized cost to determine if a given security is other-than-temporarily impaired. The Company examines characteristics of the underlying collateral, such as delinquency and default rates, the quality of the underlying borrower, the type of collateral in the pool, the vintage year of the collateral, subordination levels within the structure of the collateral pool, the quality of any credit guarantors, to determine the cash flows expected to be received for the security.

If the severity and duration of the security's unrealized loss indicates a risk of an other-than-temporary impairment, then the Company will evaluate if the amortized cost basis of the security will be recovered by comparing the present value of the cash flows expected to be received for the given security with the amortized cost basis of the security. If the present value of cash flows is greater than the amortized cost basis of a security then the security is deemed not to be other-than-temporarily impaired.

E. Repurchase Agreements and Securities Lending Transactions

No change.

F. Real Estate

No change.

G. Low-Income Housing Tax Credits

No change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No change.

Note 7 - Investment Income

No change.

Note 8 - Derivative Instruments

No change.

Note 9 - Income Taxes

No change.

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

No change.

NOTES TO FINANCIAL STATEMENTS

Note 11 - Debt

No change.

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

No change.

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

D. Dividends Paid

On April 25, the Company paid an ordinary dividend of \$45 million to its parent, Nationwide Mutual Insurance Company.

Note 14 - Contingencies

No change.

Note 15 - Leases

No change.

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

No change.

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

A. Transfers of Receivables Reported as Sales

No change.

B. Transfers and Servicing of Financial Assets

No change.

C. Wash Sales

Not applicable.

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

No change.

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

No change.

Note 20 - Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources while unobservable inputs reflect the Company's view of market assumptions in the absence of observable market information. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. In determining fair value, the Company uses various methods including market, income and cost approaches.

The Company categorizes its assets and liabilities reported at fair value in the quarterly statement into a three-level hierarchy based on the priority of the inputs to the valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the lowest priority level input that is significant to the fair value measurement of the instrument in its entirety.

The fair value hierarchy levels are as follows:

Level 1. Unadjusted quoted prices accessible in active markets for identical assets or liabilities at the measurement date and mutual funds where the value per share (unit) is determined and published daily and is the basis for current transactions.

Level 2. Unadjusted quoted prices for similar assets or liabilities in active markets or inputs (other than quoted prices) that are observable or that are derived principally from or corroborated by observable market data through correlation or other means.

Level 3. Prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Inputs reflect management's best estimate about the assumptions market participants would use at the measurement date in pricing the asset or liability. Consideration is given to the risk inherent in both the method of valuation and the valuation inputs.

The Company periodically reviews its fair value hierarchy classifications for financial assets and liabilities. Changes in observability of significant valuation inputs identified during these reviews may trigger reclassifications. Reclassifications into/out of the fair value hierarchy levels are reported as transfers at the beginning of the period in which the change occurs.

To determine the fair value of bonds and stocks for which market quotations are available, independent pricing services are most often utilized. For these bonds and stocks, the Company obtains the pricing services' methodologies, inputs and assumptions and classifies the investments accordingly in the fair value hierarchy.

Non-binding broker quotes are also utilized to determine the fair value of certain bonds when quotes are not available from independent pricing services. Broker quotes are considered unobservable inputs, and these bonds are classified accordingly in the fair value hierarchy as only one broker quote is ordinarily obtained, the investment is not traded on an exchange, the pricing is not available to other entities and/or the transaction volume in the same or similar investments has decreased such that generally only one quotation is available. As the brokers often do not provide the necessary transparency into their quotes and methodologies, the Company periodically performs reviews and tests to ensure that quotes are a reasonable estimate of the investments' fair value.

NOTES TO FINANCIAL STATEMENTS

For certain bonds not valued using independent services or broker quotes, a corporate pricing matrix or internally developed pricing model is most often used. The corporate pricing matrix is developed using private spreads for bonds with varying weighted average lives and credit quality ratings. The weighted average life and credit quality rating of a particular bond to be priced using the corporate pricing matrix are important inputs into the model and are used to determine a corresponding spread that is added to the appropriate U.S. Treasury yield to create an estimated market yield for that security. The estimated market yield and other relevant factors are then used to estimate the fair value of the particular bond.

The following table summarizes assets and liabilities reported at fair value as of June 30, 2012:

	Level 1	Level 2	Level 3	Total
Assets at Fair Value				
U.S. Government bonds	-	-	-	-
States, Territories and Possessions	-	-	-	-
Political subdivisions	-	-	-	-
Special revenues	-	-	-	-
Hybrid Securities	-	-	-	-
Credit tenant loans	-	-	-	-
Industrial & Misc.	-	3,834,138	-	3,834,138
Total Bonds	\$ -	\$ 3,834,138	\$ -	\$ 3,834,138
Sec Lending	-	58,482	-	58,482
Preferred Stocks	-	-	-	-
Common Stocks	-	-	-	-
Loans held for sale	-	-	-	-
Separate Account Assets	-	-	-	-
Derivative Assets	-	-	-	-
Total Assets at Fair Value	\$ -	\$ 3,892,620	\$ -	\$ 3,892,620
Liabilities at Fair Value				
Derivatives Liabilities	-	-	-	-
Total Liabilities at Fair Value	\$ -	\$ -	\$ -	\$ -

The following table summarizes aggregate carrying value and fair value, by level, for all financial instruments, excluding assets and liabilities reported at fair value, as of June 30, 2012:

	Carrying Value	Aggregate Fair	Level 1	Level 2	Level 3
Assets					
Bonds	\$ 904,766,816	\$ 1,022,096,949	\$ 333,591,906	\$ 637,232,765	\$ 51,272,278
Stocks	217,866,756	217,866,756	-	-	217,866,756
Mortgage loans	3,109,538	3,114,628	-	-	3,114,628
Short-term investments	61,687,258	61,687,258	-	61,687,258	-
Derivative assets	-	-	-	-	-
Policy loans	-	-	-	-	-
Securities lending collateral assets	14,480,632	14,480,632	-	14,480,632	-
Total Assets	\$ 1,201,911,000	\$ 1,319,246,223	\$ 333,591,906	\$ 713,400,655	\$ 272,253,662
Liabilities					
Derivative liabilities	\$ -	\$ -	\$ -	\$ -	\$ -
Total Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -

Note 21 - Other Items

C. Other Disclosures

Effective June 1, 2012, the Company renewed its Property Catastrophe Program at 90% of \$100 million in excess of \$300 million.

Effective April 1, 2012, the reinsurance layering on the Company's Ocean Marine contract was modified. The Company now retains the first \$5 million of the \$25 million excess of loss program. Previously, the layers were ceded at \$22.5 million excess of the Company's \$2.5 million retention.

Note 22 - Events Subsequent

Subsequent events have been considered through August 6, 2012 for these statutory financial statements which are to be issued August 8, 2012. There were no events occurring subsequent to the end of the quarter that merited recognition or disclosure in these statements.

Note 23 - Reinsurance

No change.

Note 24 - Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 - Changes in Incurred Losses and Loss Adjustment Expenses

No change.

Note 26 - Intercompany Pooling Arrangements

No change.

Note 27 - Structured Settlements

No change.

NOTES TO FINANCIAL STATEMENTS

Note 28 - Health Care Receivables

No change.

Note 29 - Participating Policies

No change.

Note 30 - Premium Deficiency Reserves

No change.

Note 31 - High Deductibles

No change.

Note 32 - Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses

No change.

Note 33 - Asbestos/Environmental Reserves

No change.

Note 34 - Subscriber Savings Accounts

No change.

Note 35 - Multiple Peril Crop Insurance

No change.

Note 36 – Financial Guaranty Insurance

A. and B. Not applicable.

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 [X] No []
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 the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2006
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 03/29/2008
- 6.4 By what department or departments?
OH
- 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 [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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
Nationwide Mutual Insurance Company	Columbus, OH	YES	NO	NO	NO
Nationwide Mutual Fire Insurance Company	Columbus, OH	YES	NO	NO	NO
Nationwide Financial Services, Inc.	Columbus, OH	YES	NO	NO	NO
Nationwide Corporation	Columbus, OH	YES	NO	NO	NO
Nationwide Bank	Columbus, OH	NO	YES	NO	NO
Nationwide Investment Services Corp.	Columbus, OH	NO	NO	NO	YES
Nationwide Investment Advisors, LLC	Columbus, OH	NO	NO	NO	YES
Nationwide Securities, LLC	Dublin, OH	NO	NO	NO	YES
Nationwide SA Capital Trust	King of Prussia, PA	NO	NO	NO	YES
Nationwide Fund Advisors	King of Prussia, PA	NO	NO	NO	YES
Nationwide Fund Distributors, LLC	King of Prussia, PA	NO	NO	NO	YES
Nationwide Asset Management, LLC	Columbus, OH	NO	NO	NO	YES

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? 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]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$37,509,952

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:\$
13. Amount of real estate and mortgages held in short-term investments:\$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No []
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$ 199,775,817	\$ 217,866,756
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 199,775,817	\$ 217,866,756
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
- If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

GENERAL INTERROGATORIES

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

1 Name of Custodian(s)	2 Custodian Address
The Bank of New York Mellon Royal Trust	1 Wall Street, New York, NY 10286 77 King St. West, 10th Flr., Toronto, ON M5W 1p9

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

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

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]
- 16.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
N/A	Members of the investment staff designated by the Chief Investment Officer as detailed in the Corporate Resolution.	One Nationwide Blvd., Columbus, OH 43215-2220

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - 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 Discount 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
TOTAL										

5. Operating Percentages:

5.1 A&H loss percent 73.000 %

5.2 A&H cost containment percent 0.000 %

5.3 A&H expense percent excluding cost containment expenses 30.000 %

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 \$.....

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

6.4 If yes, please provide the balance of the funds administered as of the reporting date \$.....

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

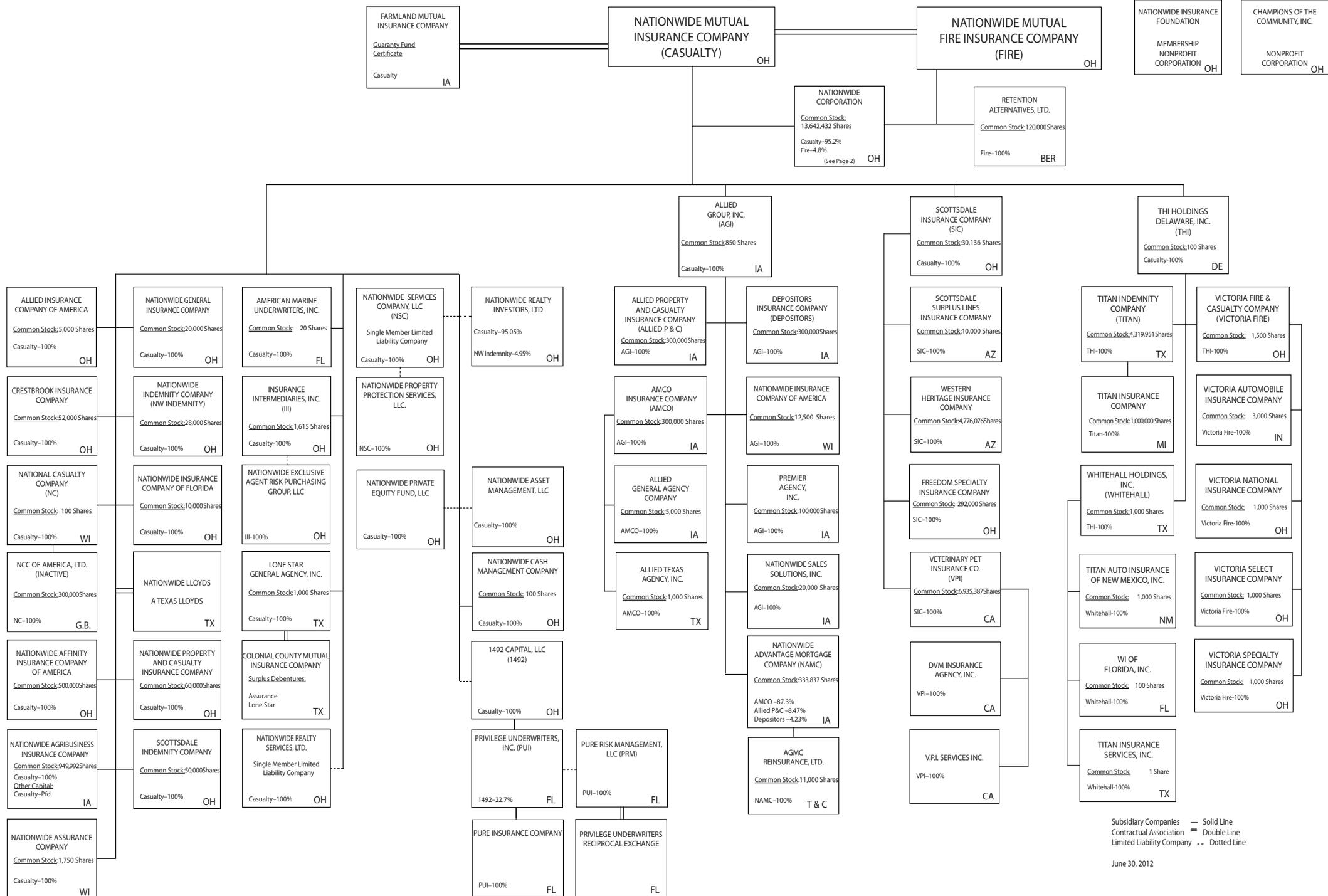
Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid		
		2	3	4	5	6	7	
States, etc.	Active Status	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	
1. Alabama	AL	E	11,850,660	12,039,843	4,422,252	6,395,100	12,428,204	17,645,145
2. Alaska	AK	E	1,869,633	986,569	182,040	165,899	2,922,659	2,724,628
3. Arizona	AZ	L	5,234,019	4,961,905	2,269,698	8,627,133	4,540,059	7,425,100
4. Arkansas	AR	E	3,996,201	3,146,995	3,666,373	1,717,317	5,335,735	4,724,184
5. California	CA	E	101,574,456	83,048,077	35,400,857	32,221,643	197,856,824	184,654,273
6. Colorado	CO	E	6,499,293	5,137,950	1,267,983	2,086,618	13,418,017	13,123,102
7. Connecticut	CT	E	4,351,265	4,092,388	1,948,426	1,359,181	11,421,915	11,133,735
8. Delaware	DE	L	469,477	384,079	124,820	57,295	1,052,506	1,098,504
9. District of Columbia	DC	E	962,557	1,001,294	1,451,165	217,892	4,197,033	1,336,748
10. Florida	FL	E	92,374,564	82,499,416	27,191,476	25,858,604	114,200,543	119,767,056
11. Georgia	GA	E	17,490,943	16,119,659	5,192,315	6,234,660	26,453,664	21,085,854
12. Hawaii	HI	E	5,484,061	6,180,432	930,246	486,936	9,641,836	12,715,925
13. Idaho	ID	E	1,714,110	1,537,235	106,658	165,147	3,444,173	3,282,993
14. Illinois	IL	E	16,144,216	13,592,238	10,880,800	3,530,990	52,512,465	62,062,018
15. Indiana	IN	E	7,212,650	5,840,796	2,045,132	2,734,679	13,600,921	13,177,280
16. Iowa	IA	E	4,671,570	4,051,199	1,536,239	867,647	8,724,791	5,760,503
17. Kansas	KS	E	3,938,239	2,884,950	2,537,336	964,986	3,954,799	4,706,153
18. Kentucky	KY	E	2,338,565	2,344,171	10,628,857	579,896	5,275,477	14,752,497
19. Louisiana	LA	E	41,828,531	33,489,505	6,615,204	11,227,462	53,944,541	112,849,684
20. Maine	ME	E	955,070	737,822	334,227	145,044	2,097,507	2,037,215
21. Maryland	MD	E	6,993,370	6,209,141	14,291,654	3,055,330	14,469,418	19,383,216
22. Massachusetts	MA	E	14,491,525	11,661,867	7,520,151	4,580,573	32,956,976	28,335,807
23. Michigan	MI	E	4,241,819	3,619,599	532,384	967,111	10,517,284	9,862,556
24. Minnesota	MN	E	3,855,561	2,905,617	4,271,628	1,266,945	9,814,776	11,690,160
25. Mississippi	MS	E	7,771,325	7,062,490	2,469,892	2,723,639	7,292,706	6,843,043
26. Missouri	MO	E	9,243,898	6,467,485	3,123,926	3,625,480	11,384,062	13,673,419
27. Montana	MT	E	2,255,518	1,772,183	565,928	991,530	3,013,586	5,924,750
28. Nebraska	NE	E	2,373,558	1,953,449	901,109	602,524	3,985,916	2,874,298
29. Nevada	NV	E	3,659,551	3,841,235	2,880,098	9,192,071	8,149,673	11,169,063
30. New Hampshire	NH	E	941,498	973,695	21,740	178,808	2,332,776	2,168,388
31. New Jersey	NJ	E	30,345,791	23,226,179	13,026,531	15,698,059	56,342,661	59,526,440
32. New Mexico	NM	E	2,708,030	2,441,906	463,465	1,838,587	6,220,417	5,684,159
33. New York	NY	E	61,019,768	41,425,185	39,507,042	22,347,522	196,346,928	208,961,781
34. North Carolina	NC	E	13,069,223	12,067,821	5,529,596	4,328,788	12,879,070	12,886,585
35. North Dakota	ND	E	988,763	493,806	307,617	121,980	977,466	932,832
36. Ohio	OH	L	2,788,655	3,164,560	3,526,117	2,015,647	3,378,458	7,144,585
37. Oklahoma	OK	E	6,062,714	5,691,796	5,294,271	5,533,647	8,324,092	7,840,151
38. Oregon	OR	E	4,639,878	4,571,938	1,840,661	5,221,585	11,005,886	11,437,791
39. Pennsylvania	PA	E	12,090,723	9,998,399	4,589,297	7,717,020	31,708,851	32,846,415
40. Rhode Island	RI	E	1,393,370	1,287,098	667,796	612,019	3,269,064	3,307,336
41. South Carolina	SC	E	12,930,246	12,950,586	5,771,767	6,459,256	14,269,823	14,600,944
42. South Dakota	SD	E	577,610	456,458	77,429	6,838	861,434	711,696
43. Tennessee	TN	E	8,555,343	6,785,845	4,260,937	5,339,688	12,340,974	13,287,103
44. Texas	TX	E	66,480,888	57,550,227	32,277,337	34,171,256	100,420,234	91,582,956
45. Utah	UT	E	2,634,308	2,491,285	689,034	899,577	6,955,272	6,735,519
46. Vermont	VT	E	707,375	479,126	15,964	29,537	1,346,713	1,283,758
47. Virginia	VA	E	9,882,949	8,484,221	3,374,209	1,851,814	15,266,371	14,962,758
48. Washington	WA	E	8,998,229	9,291,643	102,499	13,551,213	34,692,001	28,514,514
49. West Virginia	WV	E	2,432,600	2,098,223	1,272,116	375,865	3,206,792	3,838,512
50. Wisconsin	WI	E	2,803,471	2,263,458	4,354,902	757,761	7,462,098	8,136,997
51. Wyoming	WY	E	940,834	864,506	862,958	238,766	1,345,432	1,448,170
52. American Samoa	AS	N						
53. Guam	GU	N						
54. Puerto Rico	PR	E	17,793	42,320	64,900	(2,500)	143,642	136,386
55. U.S. Virgin Islands	VI	N						
56. Northern Mariana Islands	MP	N						
57. Canada	CN	N						
58. Aggregate Other Alien	OT	XXX	(35,564)	58,125			50,912	16,529
59. Totals	(a) 3		638,820,700	538,727,995	283,187,059	261,942,065	1,179,755,433	1,263,811,214
DETAILS OF WRITE-INS								
5801. England		XXX	(35,564)	58,125			50,912	16,529
5802.		XXX						
5803.		XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page		XXX						
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)		XXX	(35,564)	58,125			50,912	16,529

(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.

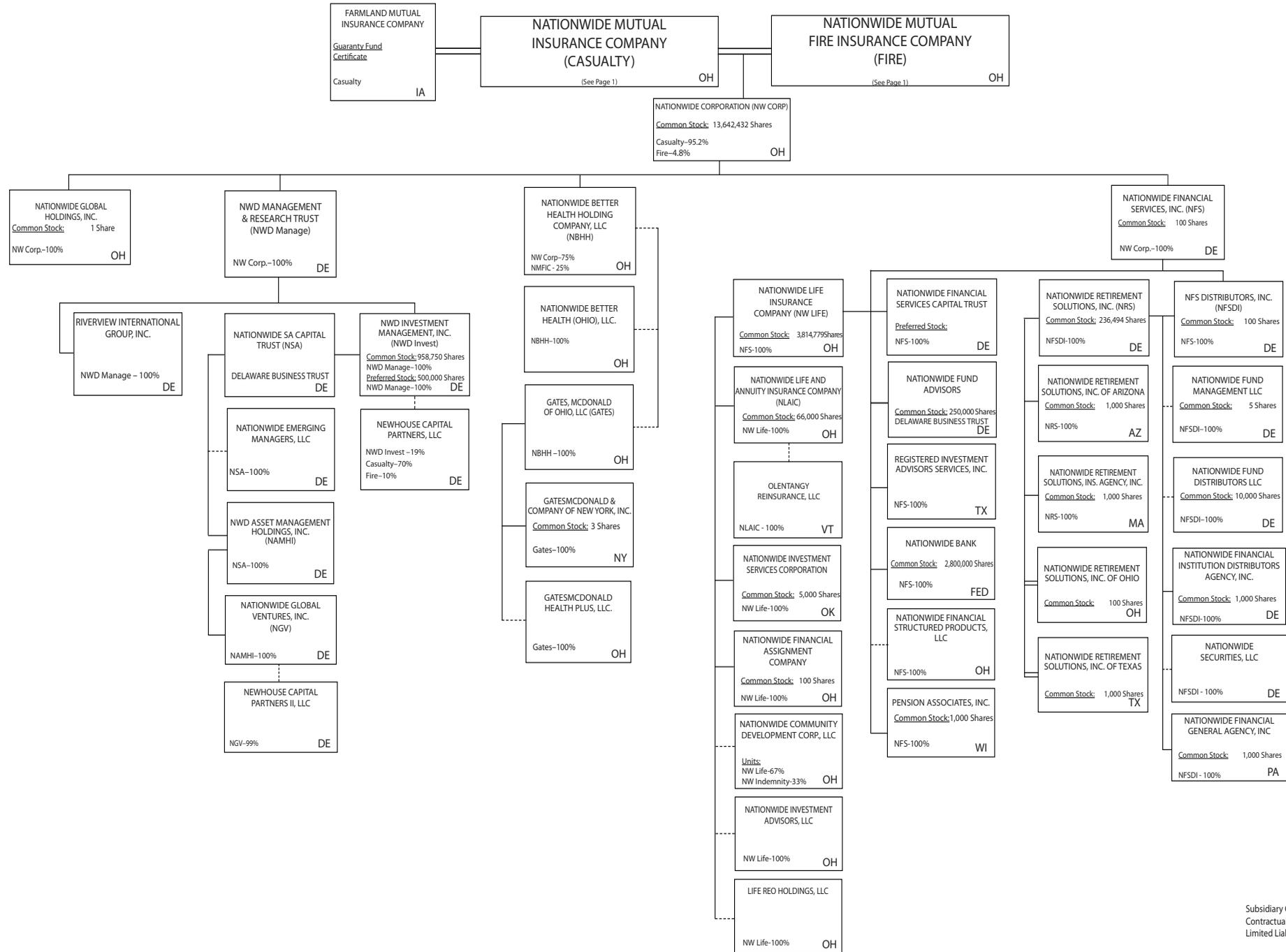
NATIONWIDE®



Subsidiary Companies — Solid Line
 Contractual Association = Double Line
 Limited Liability Company - - Dotted Line

June 30, 2012

NATIONWIDE®

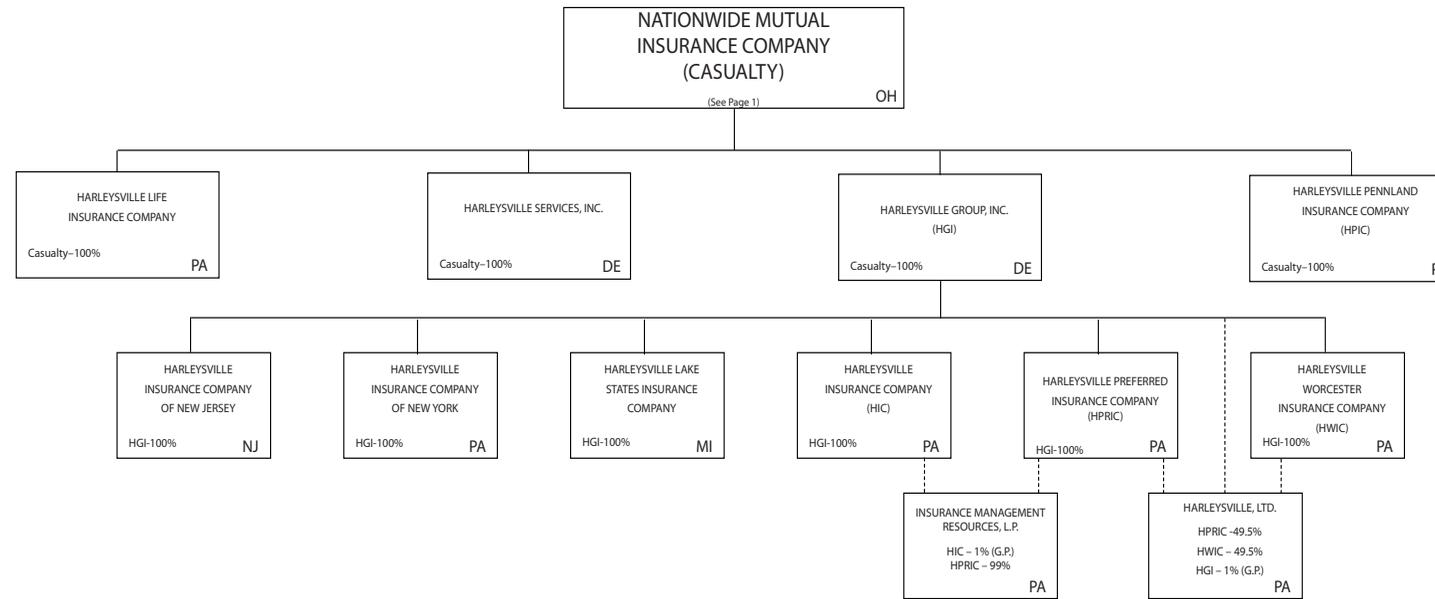


Subsidiary Companies — Solid Line
 Contractual Association = Double Line
 Limited Liability Company - - Dotted Line

May 1, 2012

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

NATIONWIDE®



STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

11.2

Subsidiary Companies — Solid Line
 Contractual Association = Double Line
 Limited Liability Company - - Dotted Line

NATIONWIDE INSURANCE COMPANIES

NAIC Group Code	Group Name	NAIC Company Code	State of Domicile	Federal ID Number	Name of Company
0140	Nationwide	42579	IA	42-1201931	Allied Property and Casualty Insurance Company
0140	Nationwide	19100	IA	42-6054959	AMCO Insurance Company
0140	Nationwide	10127	OH	27-0114983	Allied Insurance Company of America
0140	Nationwide	22209	OH	75-6013587	Freedom Specialty Insurance Company
0140	Nationwide	29262	TX	74-1061659	Colonial County Mutual Insurance Company
0140	Nationwide	18961	OH	68-0066866	Crestbrook Insurance Company
0140	Nationwide	42587	IA	42-1207150	Depositors Insurance Company
0140	Nationwide	13838	IA	42-0618271	Farmland Mutual Insurance Company
0140	Nationwide	11991	WI	38-0865250	National Casualty Company
0140	Nationwide	26093	OH	48-0470690	Nationwide Affinity Insurance Company of America
0140	Nationwide	28223	IA	42-1015537	Nationwide Agribusiness Insurance Company
0140	Nationwide	10723	WI	95-0639970	Nationwide Assurance Company
0140	Nationwide	23760	OH	31-4425763	Nationwide General Insurance Company
0140	Nationwide	10070	OH	31-1399201	Nationwide Indemnity Company
0140	Nationwide	25453	WI	95-2130882	Nationwide Insurance Company of America
0140	Nationwide	10948	OH	31-1613686	Nationwide Insurance Company of Florida
0140	Nationwide	92657	OH	31-1000740	Nationwide Life and Annuity Insurance Company
0140	Nationwide	66869	OH	31-4156830	Nationwide Life Insurance Company
0140	Nationwide	42110	TX	75-1780981	Nationwide Lloyds
0140	Nationwide	23779	OH	31-4177110	Nationwide Mutual Fire Insurance Company
0140	Nationwide	23787	OH	31-4177100	Nationwide Mutual Insurance Company
0140	Nationwide	37877	OH	31-0970750	Nationwide Property & Casualty Insurance Company
0140	Nationwide	15580	OH	31-1117969	Scottsdale Indemnity Company
0140	Nationwide	41297	OH	31-1024978	Scottsdale Insurance Company
0140	Nationwide	10672	AZ	86-0835870	Scottsdale Surplus Lines Insurance Company
0140	Nationwide	13242	TX	74-2286759	Titan Indemnity Company
0140	Nationwide	36269	MI	86-0619597	Titan Insurance Company
0140	Nationwide	42285	CA	95-3750113	Veterinary Pet Insurance Company
0140	Nationwide	10644	IN	34-1785903	Victoria Automobile Insurance Company
0140	Nationwide	42889	OH	34-1394913	Victoria Fire & Casualty Company
0140	Nationwide	10778	OH	34-1842604	Victoria National Insurance Company
0140	Nationwide	10105	OH	34-1777972	Victoria Select Insurance Company
0140	Nationwide	10777	OH	34-1842602	Victoria Specialty Insurance Company
0140	Nationwide	37150	AZ	86-0561941	Western Heritage Insurance Company
0140	Nationwide	13999	VT	27-1712056	Olentangy Reinsurance, LLC
4664	PURE	13204	FL	26-3109178	PURE Insurance Company
4664	PURE	12873	FL	20-8287105	Privilege Underwriters Reciprocal Exchange
0253	Harleysville Insurance	23582	PA	41-0417250	Harleysville Insurance Company
0253	Harleysville Insurance	42900	NJ	23-2253669	Harleysville Insurance Company of New Jersey
0253	Harleysville Insurance	10674	PA	23-2864924	Harleysville Insurance Company of New York
0253	Harleysville Insurance	40983	PA	23-2612951	Harleysville Pennland Insurance Company
0253	Harleysville Insurance	35696	PA	23-2384978	Harleysville Preferred Insurance Company
0253	Harleysville Insurance	14516	MI	38-3198542	Harleysville Lake States Insurance Company
0253	Harleysville Insurance	26182	PA	04-1989660	Harleysville Worcester Insurance Company
0253	Harleysville Insurance	64327	PA	23-1580983	Harleysville Life Insurance Company

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0140	Nationwide		31-1486309	2059226			10 W. Nationwide, LLC			Nationwide Realty Investors, Ltd.			Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1992319			101 N. Twentieth St, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1733036	3298210			120 Acre Partners, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		26-2451988	1774032			1492 Capital, LLC	DE	NIA	Nationwide Realty Investors, Ltd.	Ownership	95.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-1347603	1467890			180 E. Broad Partners, LLC	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			4186374			3Stone Inflection Fund, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	33.330	Nationwide Mutual Insurance Company	1
...0140	Nationwide		31-1580283	2030884			400 West Nationwide Boulevard, LLC	DE	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
...0140	Nationwide		31-1580283	2012588			425 West Nationwide Boulevard, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	2052244			44 Chestnut, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-4939866	1953275			775 Yard Street Restaurant, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-4939866	1881987			775 Yard Street, LLC	OH	NIA	NRI Equity Land Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-4939866	1880839			800 Bobcat Avenue, LLC	OH	NIA	NRI Equity Land Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-4939866	2051266			805 Bobcat Avenue, LLC	OH	NIA	NRI Equity Land Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-4939866	1881988			850 Goodale Blvd., LLC	OH	NIA	NRI Equity Land Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-4939866	2116496			925 Burrell Avenue Acquisitions, LLC	OH	NIA	NRI Equity Land Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1680808	1107195			AD Investments, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	60.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1580283	1203104			ADTV, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		52-2227314				AGMC Reinsurance, Ltd.	Turk/Caic	JA	Nationwide Advantage Mortgage Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		42-1011300	1573			ALLIED General Agency Company	JA	JA	AMCO Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		42-0958655	1575			ALLIED Group, Inc.	JA	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	10127	27-0114983	1519361			ALLIED Insurance Company of America (fka Atlantic Floridian Insurance Company)	OH	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	45279	42-1201931	89532			ALLIED Property and Casualty Insurance Company	OH	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		42-1527863				ALLIED Texas Agency, Inc.	JA	JA	AMCO Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	19100	42-6054959	69720			AMCO Insurance Company	JA	JA	ALLIED Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		59-1031596	248504			American Marine Underwriters, Inc.	FL	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1580283	1419007			Arena District CA I, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1580283	1144891			Arena Theatres, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide						Artessa at Quarry Village, LLC	TX	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
...0140	Nationwide		31-1486309	1691018			Atkins Circle I, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1386677			Atkins Circle II, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			4508087			BCCS Investment Fund LLC	DE	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1022546			Beckett Ridge Communities, LLC	OH	OTH	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1184438	1007292			Boulevard Inn Limited Liability Company	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	94.800	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1555487	2782835			Broad Street Retail, LLC	DE	NIA	Nationwide Realty Investors, Ltd.	Ownership	60.000	Nationwide Mutual Insurance Company	

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0140	Nationwide			4061319			Brooke School Investment Fund, LLC	DE	OTH	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide						CHP New Market Investment Fund, LLC	OH	OTH	Nationwide Mutual Insurance Company	Limited partner /no control	50.000	other non-Nationwide	
..0140	Nationwide		20-1618232	1619986			CNRI-Cannonsport Condominium, LLC	OH	NIA	CNRI-Cannonsport, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-1618232	1486898			CNRI-Cannonsport, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide			3218126			Co-Investment Fund, L.P.	DE	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
..0140	Nationwide						COLHOC Limited Partnership	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	31.000	Other non-Nationwide	
..0140	Nationwide	29262	74-1061659	36000			Colonial County Mutual Insurance Company	TX	OTH	Other non-Nationwide	contract	0.000	Other non-Nationwide	
..0140	Nationwide		04-3750770	1379969			Continental/North Shore I, L.P.	OH	NIA	Continental/NRI North Shore Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	1
..0140	Nationwide		20-0366090	1421903			Continental/North Shore II, L.P.	OH	NIA	Continental/NRI North Shore Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	1
..0140	Nationwide		20-0142724	1405651			Continental/NRI North Shore Investments, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	50.500	Nationwide Mutual Insurance Company	1
..0140	Nationwide						Cotton Mill Partners, LLC	VA	NIA	Nationwide Mutual Insurance Company	Limited partner /no control	2.000	other non-Nationwide	
..0140	Nationwide	18961	68-0066866	1425788			Crestbrook Insurance Company	OH	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	1080734			Crewville, Ltd.	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	42587	42-1207150	89535			Depositors Insurance Company	JA	JA	ALLIED Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		33-0096671				DVM Insurance Agency, Inc.	CA	NIA	Veterinary Pet Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-1945276	3869407			East of Madison, LLC	DE	NIA	120 Acre Partners, Ltd.	Ownership	24.910	Nationwide Mutual Insurance Company	1
..0140	Nationwide		31-1486309	1374333			Easton Communities II, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	1008298			Easton Communities, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide						ELH Investment LLC	DE	NIA	Nationwide Mutual Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	13838	42-0618271	69573			Farmland Mutual Insurance Company	JA	OTH	Other non-Nationwide	debt	0.000	Other non-Nationwide	
..0140	Nationwide	22209	75-6013587	1874832			Freedom Specialty Insurance Company (fka Atlantic Insurance Company)	OH	JA	Scottsdale Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-4187660	144612			Gates McDonald of Ohio, LLC	OH	NIA	Nationwide Better Health Holding Company, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		13-4933584				Gates, McDonald & Company of New York, Inc.	NY	NIA	Gates McDonald of Ohio, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		76-0810957	1588883			GatesMcDonald DTAO, LLC	OH	NIA	Gates McDonald of Ohio, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		76-0810958	1588884			GatesMcDonald DTC, LLC	OH	NIA	Gates McDonald of Ohio, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1478706	950745			GatesMcDonald Health Plus, LLC	OH	NIA	Gates McDonald of Ohio, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-4939866	1809307			Grandview Yard Hotel Holdings, LLC	OH	NIA	NRI Equity Land Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-4939866	1808094			Grandview Yard Hotel, LLC	OH	NIA	Grandview Yard Hotel Holdings, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		51-0241172	876834			Harleysville Group, Inc.	DE	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	23582	41-0417250	3691381			Harleysville Insurance Company	PA	JA	Harleysville Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	33235	16-1075588				Harleysville Insurance Company of New Jersey	NJ	JA	Harleysville Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	10674	23-2864924	2719450			Harleysville Insurance Company of New York	PA	JA	Harleysville Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0140	Nationwide	14516	38-3198542				Harleysville Lake States Insurance Company	MI	JA	Harleysville Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	64327	23-1580983	153756			Harleysville Life Insurance Company	PA	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	40983	23-2612951	1596290			Harleysville Pennland Insurance Company	PA	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	35896	23-2384978	890691			Harleysville Preferred Insurance Company	PA	JA	Harleysville Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		51-0259283	90768			Harleysville Services, Inc.	DE	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	26182	04-1989660	3696747			Harleysville Worcester Insurance Company	PA	JA	Harleysville Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		23-2403000	887472			Harleysville, Ltd.	PA	NIA	Harleysville Preferred Insurance Company	Ownership	49.500	Nationwide Mutual Insurance Company	
..0140	Nationwide		23-2403000	887472			Harleysville, Ltd.	PA	NIA	Harleysville Worcester Insurance Company	Ownership	49.500	Nationwide Mutual Insurance Company	
..0140	Nationwide		23-2403000	887472			Harleysville, Ltd.	PA	NIA	Harleysville Group, Inc.	Ownership	1.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	1569099			Harris Blvd. Communities I, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		32-0051216				Hideaway Properties Corp.	CA	OTH	Nationwide Realty Investors, Ltd.	Ownership	50.000	Nationwide Mutual Insurance Company	1
..0140	Nationwide		31-0871532	474143			Insurance Intermediaries, Inc.	OH	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		23-2882311	2738642			Insurance Management Services, L.P.	PA	NIA	Harleysville Insurance Company	Ownership	1.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		23-2882311	2738642			Insurance Management Services, L.P.	PA	NIA	Harleysville Preferred Insurance Company	Ownership	99.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	1592475			Jerome Village Company, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	2004939			Jerome Village Master Property Owners Association	OH	NIA	Jerome Village Company, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	2004980			Jerome Village Residential Property Owners Association, Inc.	OH	NIA	Jerome Village Company, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide			4475300			Leaguers Investment Fund LLC	DE	OTH	Nationwide Mutual Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		56-3789189	1500255			Life REO Holdings, LLC	OH	NIA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		56-3789187	1500255			Life REO Holdings, LLC	OH	NIA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		74-1395229	17243100			Lone Star General Agency, Inc.	TX	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide			4006322			Match School Investment Fund, LLC	DE	OTH	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	2813559			Maxtown Communities, LLC	DE	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	1001932			Maxtown Retail, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	11991	38-0865250				National Casualty Company	WI	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide			837003			National Casualty Company of America, Ltd.	GB	JA	National Casualty Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		42-1154244	1577			Nationwide Advantage Mortgage Company	IA	NIA	AMCO Insurance Company	Ownership	87.300	Nationwide Mutual Insurance Company	
..0140	Nationwide		42-1154244	1577			Nationwide Advantage Mortgage Company	IA	NIA	ALLIED Property & Casualty Insurance Company	Ownership	8.470	Nationwide Mutual Insurance Company	

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0140	Nationwide		42-1154244	1577			Nationwide Advantage Mortgage Company	IA	NIA	Depositors Insurance Company	Ownership	4.230	Nationwide Mutual Insurance Company	
..0140	Nationwide	26093	48-0470690	1590224			Nationwide Affinity Insurance Company of America	OH	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	28223	42-1015537	69693			Nationwide Agribusiness Insurance Company	IA	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-5976272	1662083			Nationwide Alternative Investments, LLC	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1578869	993794			Nationwide Arena, LLC	OH	NIA	Nationwide Realty Investors, LLC	Ownership	90.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-8670712	1685468			Nationwide Asset Management, LLC	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-8670712	1685468			Nationwide Asset Management, LLC	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	10723	95-0639970				Nationwide Assurance Company	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1592130	2729677			Nationwide Bank	WI	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		52-1776258	1994715			Nationwide Better Health (Ohio), LLC	FED	OTH	Nationwide Financial Services, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		11-3766032	1573772			Nationwide Better Health Holding Company, LLC	OH	NIA	Nationwide Better Health Holding Company, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		11-3766032	1573772			Nationwide Better Health Holding Company, LLC	OH	NIA	Nationwide Corporation	Ownership	75.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1036287	594869			Nationwide Better Health Holding Company, LLC	OH	NIA	Nationwide Mutual Fire Insurance Company	Ownership	25.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1752320	1189453			Nationwide Cash Management Company	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1752320	1189453			Nationwide Community Development Corporation, LLC	OH	NIA	Nationwide Life Insurance Company	Ownership	67.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1752320	1189453			Nationwide Community Development Corporation, LLC	OH	NIA	Nationwide Indemnity Company	Ownership	33.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1752320	1189453			Nationwide Community Development Corporation, LLC	OH	NIA	Nationwide Life Insurance Company	Ownership	67.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1752320	1189453			Nationwide Community Development Corporation, LLC	OH	NIA	Nationwide Indemnity Company	Ownership	33.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-4416546	199852			Nationwide Corporation	OH	NIA	Nationwide Mutual Insurance Company	Ownership	95.200	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-4416546	199852			Nationwide Corporation	OH	NIA	Nationwide Mutual Fire Insurance Company	Ownership	4.800	Nationwide Mutual Insurance Company	
..0140	Nationwide		04-3679407	3526499			Nationwide Emerging Managers, LLC	DE	NIA	Nationwide SA Capital Trust	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		05-0630007	1586317			Nationwide Exclusive Agent Risk Purchasing Group, LLC	OH	NIA	Insurance Intermediaries, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1667326	1096699			Nationwide Financial Assignment Company	OH	NIA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		23-2412039	917471			Nationwide Financial General Agency, Inc.	PA	NIA	NFS Distributors, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1316276	2248294			Nationwide Financial Institution Distributors Agency, Inc.	DE	NIA	NFS Distributors, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-6554353	2697294			Nationwide Financial Services Capital Trust	DE	NIA	Nationwide Financial Services, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486870	2685530			Nationwide Financial Services, Inc.	DE	NIA	Nationwide Corporation	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		52-6969857	2999617			Nationwide Fund Advisors	DE	NIA	Nationwide Financial Services, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0140	Nationwide		31-1748721	3314331			Nationwide Fund Distributors LLC	DE	NIA	NFS Distributors, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-0900518	4334484			Nationwide Fund Management LLC	DE	NIA	NFS Distributors, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	23760	31-4425763	265684			Nationwide General Insurance Company			Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1570938	985417			Nationwide Global Holdings, Inc.	OH	JA	Nationwide Corporation	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		04-3732385	3608565			Nationwide Global Ventures, Inc.	OH	NIA	Nationwide Asset Management Holdings, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1399201	864164			Nationwide Indemnity Company	DE	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	25453	95-2130882				Nationwide Insurance Company of America	OH	JA	ALLIED Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	10948	31-1613686	1024751			Nationwide Insurance Company of Florida	WI	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-6022301	281027			Nationwide Insurance Foundation	OH	JA	Other non-Nationwide	Ownership	100.000	Other non-Nationwide	
...0140	Nationwide		41-2206199	162578			Nationwide Investment Advisors, LLC	OH	OTH	Nationwide Life Insurance Company	n/a	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		73-0988442				Nationwide Investment Services Corporation	OH	NIA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	92657	31-1000740	569000			Nationwide Life and Annuity Insurance Company	OK	NIA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	66869	31-4156830	135635			Nationwide Life Insurance Company	OH	JA	Nationwide Financial Services, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		13-4212969	1341354			Nationwide Life Tax Credit Partners 2002-A, LLC	OH	JA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		01-0749754	1348020			Nationwide Life Tax Credit Partners 2002-B, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		03-0498148	1358198			Nationwide Life Tax Credit Partners 2002-C, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		54-2113175	1392627			Nationwide Life Tax Credit Partners 2003-A, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		58-2672725	1392628			Nationwide Life Tax Credit Partners 2003-B, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-0357951	1420220			Nationwide Life Tax Credit Partners 2003-C, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-0382144	1421592			Nationwide Life Tax Credit Partners 2004-A, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-0745944	1440822			Nationwide Life Tax Credit Partners 2004-B, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-0745965	1440823			Nationwide Life Tax Credit Partners 2004-C, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-1128408	1457085			Nationwide Life Tax Credit Partners 2004-D, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-1128472	1457086			Nationwide Life Tax Credit Partners 2004-E, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-1918935	1502552			Nationwide Life Tax Credit Partners 2004-F, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-2303694	1516155			Nationwide Life Tax Credit Partners 2005-A, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		20-2303602	1516156			Nationwide Life Tax Credit Partners 2005-B, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0140	Nationwide		20-2450960	1523496			Nationwide Life Tax Credit Partners 2005-C, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-2451052	1523497			Nationwide Life Tax Credit Partners 2005-D, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		20-2774223	1531819			Nationwide Life Tax Credit Partners 2005-E, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		21-1288836	1735030			Nationwide Life Tax Credit Partners 2007-A, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		26-3427373	1807374			Nationwide Life Tax Credit Partners 2009-A, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		26-3427435	1807375			Nationwide Life Tax Credit Partners 2009-B, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		26-3427479	1807376			Nationwide Life Tax Credit Partners 2009-C, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		26-3427525	1807377			Nationwide Life Tax Credit Partners 2009-D, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		26-4737055	1852582			Nationwide Life Tax Credit Partners 2009-E, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		26-4737157	1852583			Nationwide Life Tax Credit Partners 2009-F, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		27-1362364	1896597			Nationwide Life Tax Credit Partners 2009-I, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide			1302988			Nationwide Life Tax Credit Partners No. 1, LLC	OH	NIA	Nationwide Life Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	42110	75-1780981	93707			Nationwide Lloyds	TX	JA	n/a	contract	0.000	Nationwide Mutual Insurance Company	
..0140	Nationwide			3943056			Nationwide Mutual Capital I, LLC	DE	NIA	Nationwide Mutual Capital, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		75-3191025	1319580			Nationwide Mutual Capital, LLC			Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	23779	82-0549218	157635			Nationwide Mutual Fire Insurance Company	OH	NIA	Other non-Nationwide	Ownership	100.000	Other non-Nationwide	
..0140	Nationwide	23787	31-4177100	119343			Nationwide Mutual Insurance Company	OH	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
..0140	Nationwide		34-2012765	1484247			Nationwide Private Equity Fund, LLC	OH	UDP	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
..0140	Nationwide		34-2012765	1484247			Nationwide Private Equity Fund, LLC	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide	37877	31-0970750	544821			Nationwide Property and Casualty Insurance Company	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		01-0852763	1580214			Nationwide Property Protection Services, LLC	OH	JA	Nationwide Services Company, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	961715			Nationwide Realty Investors, Ltd.	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	961715			Nationwide Realty Investors, Ltd.	OH	NIA	Nationwide Mutual Insurance Company	Ownership	95.790	Nationwide Mutual Insurance Company	
..0140	Nationwide		31-1486309	1172972			Nationwide Realty Management, LLC	OH	NIA	Nationwide Indemnity Company	Ownership	4.210	Nationwide Mutual Insurance Company	
..0140	Nationwide		04-3833929	1172972			Nationwide Realty Management, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide		06-0987812	60987812			Nationwide Realty Management, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide						Nationwide Realty Services, Ltd.	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
..0140	Nationwide						Nationwide Retirement Solutions Insurance Agency, Inc.	MA	NIA	Nationwide Retirement Solutions, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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...0140	Nationwide		73-0948330	789729			Nationwide Retirement Solutions, Inc.			NFS Distributors, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		86-0924069				Nationwide Retirement Solutions, Inc. of Arizona	DE	NIA	Nationwide Retirement Solutions, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1331479	800935			Nationwide Retirement Solutions, Inc. of Ohio	AZ	NIA	Nationwide Retirement Solutions, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		74-2200854	58122300			Nationwide Retirement Solutions, Inc. of Texas	OH	NIA	Nationwide Retirement Solutions, Inc.	contract	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		52-6969856	3006934			Nationwide SA Capital Trust	TX	NIA	Nationwide Retirement Solutions, Inc.	contract	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		42-1373380	152408			Nationwide Sales Solutions, Inc.	DE	NIA	NWD Investment Management, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		36-2434406	4436858			Nationwide Securities, LLC	JA	NIA	ALLIED Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-4177100				Nationwide Services Company, LLC	OH	NIA	NFS Distributors, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		27-0743545	1876581			Nationwide Tax Credit Partners 2009-G, LLC	OH	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		27-0768791	1876582			Nationwide Tax Credit Partners 2009-H, LLC	OH	NIA	Nationwide Mutual Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		11-3651828	3546936			ND La Quinta Partners, LLC	OH	NIA	Nationwide Mutual Insurance Company	Other	0.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3726748			Newhouse Capital Partners II, LLC	DE	NIA	Nationwide Realty Investors, Ltd.	Ownership	95.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3726748			Newhouse Capital Partners II, LLC	DE	NIA	Nationwide Global Ventures, Inc.	Ownership	80.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3183115			Newhouse Capital Partners, LLC	DE	NIA	Nationwide Global Ventures, Inc.	Ownership	99.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3183115			Newhouse Capital Partners, LLC	DE	NIA	NWD Investment Management, Inc.	Ownership	19.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3183115			Newhouse Capital Partners, LLC	DE	NIA	Nationwide Mutual Insurance Company	Ownership	70.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1630871	2985416			NFS Distributors, Inc.	DE	NIA	Nationwide Mutual Fire Insurance Company	Ownership	10.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		14-1892640				NHT XII Tax Credit Fund, LLC	DE	NIA	Nationwide Financial Services, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		14-1892640				NHT XII Tax Credit Fund, LLC	DC	NIA	Nationwide Life Insurance Company	Ownership	49.990	Nationwide Mutual Insurance Company	1
...0140	Nationwide		14-1892640				NHT XII Tax Credit Fund, LLC	DC	NIA	Nationwide Assurance Company	Ownership	25.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide		20-4939866	2055239			North of Third, LLC	DC	NIA	Nationwide Mutual Insurance Company	Ownership	25.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide		26-4083207	1830221			Northstar Commercial Development, LLC	OH	NIA	NRI Equity Land Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		26-4083354	1830220			Northstar Residential Development, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	50.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide		31-1486309	1858630			NRI 12325 Copper Way, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	50.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide		31-1486309	1597892			NRI 220 Schrock, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	2055238			NRI Arena, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1592013			NRI Brookledge, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1867758			NRI Builders, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	971741			NRI Communities, Ltd.	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1238758			NRI Communities/Charlotte, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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0140	Nationwide		31-1486309	1352285			NRI Communities/Harris Blvd., LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1486309	1593046			NRI Cramer Creek, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		20-4939866	1625434			NRI Equity Land Investments, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	80.000	Nationwide Mutual Insurance Company	
0140	Nationwide			1694382			NRI Equity Tampa, LLC	OH	OTH	Nationwide Realty Investors, Ltd.	Ownership	50.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1486309	2089836			NRI Maxtown, LLC	OH	OTH	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		30-4939866	1019147			NRI Office Ventures, Ltd	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1486309	1073212			NRI Telecom, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-3123274	2044085			NTCIF-2011 Georgia State Investor, LLC	OH	NIA	Nationwide Property and Casualty Company	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		90-0729552	2023000			NTCIF-2011, LLC	OH	NIA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4700627	1984016			NTCP 2011-A, LLC	OH	NIA	Nationwide Life Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-2724980	2033323			NW - Cameron, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-2076516	4793269			NW-2100 Latham, LLC	DE	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		36-4702264	2021396			NW-Arvida, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-5159092	2099231			NW-Bayshore, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		26-0901660	4421180			NW-CNC Coppell, LLC	DE	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4431267	4920564			NW-Collection, LLC	DE	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-2764819	4831231			NW-Commerce Center, LLC	DE	NIA	NW REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide			2057662			NW-Corvallis, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1891773			NWD 205 Vine, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1405488			NWD 225 Nationwide, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1681262			NWD 230 West, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1694896			NWD 265 Neil, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1563474			NWD 275 Marconi, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1459199			NWD 295 McConnell, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1407725			NWD 300 Neil, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1557704			NWD 300 Spring, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	2061126			NWD 355 McConnell, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	2044467			NWD 425 Nationwide, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	2041938			NWD 500 Nationwide, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1340700			NWD Arena Crossing, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1146303			NWD Arena District I, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1172974			NWD Arena District II, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1278786			NWD Arena District MM, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1278788			NWD Arena District PW, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1195624			NWD Arena District V, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		04-3679396	3531320			NWD Asset Management Holdings, Inc.	DE	NIA	Nationwide SA Capital Trust	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	1448370			NWD Athletic Club, LLC	OH	NIA	NWD Investments, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1636299	3003214			NWD Investment Management, Inc.	DE	NIA	NWD Management & Research Trust	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1580283	994899			NWD Investments, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	80.000	Nationwide Mutual Insurance Company	
0140	Nationwide		25-6711069	3227468			NWD Management & Research Trust	DE	NIA	Nationwide Corporation	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		90-0732898	2021397			NW-DuIles, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0140	Nationwide			2117501			NW-Eastpark, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-2647960	2029200			NW-Grapevine, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4750498	1990538			NW-Harvard Row, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		26-3336778	4598125			NW-Highland Park, LLC	DE	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4387718	4918214			NW-Highmeadow, LLC	DE	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-5408178	2110505			NW-Kentwood Towne Center, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4749640	1990535			NW-Kohls Market, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-5314607	2106446			NW-Lovers Lane, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-4630497	2084158			NW-Mueller II, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4749848	1994254			NW-Northridge, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-5388656	1990540			NW-Park Memorial, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4749937	1990540			NW-Park Village, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		26-1903919	4500117			NW-REI, LLC	DE	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4387647	4918706			NW-Ross Hall, LLC	DE	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-4439608	2078682			NW-Sanibel Beach Place, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		45-5159117	2099232			NW-South Park, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide			2057663			NW-Southline, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4749587	1990537			NW-Taylor Farmer Jack, LLC	OH	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		27-4387563	4918360			NW-University, LLC	DE	NIA	NW-REI, LLC	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-0947092				OCH Company, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-0947092	908127			Ohio Center Hotel Company, Ltd.	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	56.250	Nationwide Mutual Insurance Company	
0140	Nationwide		26-0263012	1702560			Old Track Street Owners Association	OH	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
0140	Nationwide	13999	27-1712056				Olentangy Reinsurance, LLC	VT	JA	Nationwide Life and Annuity Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide			3971381			OYS Fund, LLC	DE	OTH	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide						Park 288 Industrial, LLC	TX	OTH	Nationwide Mutual Insurance Company	Investor member / no control	95.000	other non-Nationwide	
0140	Nationwide		39-1805904				Pension Associates, Inc.	WI	NIA	Nationwide Financial Services, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1486309	1030050			Perimeter A, Ltd	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1486309	2807109			Pine Communities, LLC	DE	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1677602	1113742			Pizzuti Properties, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	65.000	Nationwide Mutual Insurance Company	
0140	Nationwide		31-1486309	1069902			Polaris A, Ltd.	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		39-1907217	209310			Premier Agency, Inc.	IA	NIA	ALLIED Group, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
4664	Pure	12873	20-8287105	12873			Privilege Underwriters Reciprocal Exchange	FL	JA	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
4664	Pure			4089944			Privilege Underwriters, Inc.	FL	JA	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
4664	Pure	13204	26-3109178				Pure Insurance Company	FL	JA	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
4664	Pure						Pure Risk Management, LLC	FL	JA	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
0140	Nationwide		75-2938844	159615800			Registered Investment Advisors Services, Inc.	TX	NIA	Nationwide Financial Services, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
0140	Nationwide		82-0549218	32219			Retention Alternatives, Ltd.	Bermuda	JA	Nationwide Mutual Fire Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0140	Nationwide			3922674			Riverview Diversified Opportunities Fund, LLC	DE	OTH	Nationwide Mutual Insurance Company	Ownership	0.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide			3922674			Riverview Diversified Opportunities Fund, LLC	DE	OTH	Nationwide Mutual Fire Insurance Company	Ownership	0.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide			3922674			Riverview Diversified Opportunities Fund, LLC	DE	OTH	Nationwide Life Insurance Company	Ownership	0.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide		22-3655264	3043824			Riverview International Group, Inc.	DE	NIA	NWD Management & Research Trust	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3394557			Riverview Multi Series Fund, LL - Class Event	DE	OTH	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3394557			Riverview Multi Series Fund, LL - Class N	DE	OTH	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide			3394557			Riverview Polyphony Fund, LLC	DE	OTH	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	15580	31-1117969	643981			Scottsdale Indemnity Company	OH	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	41297	31-1024978	704061			Scottsdale Insurance Company	OH	JA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	10672	86-0835870				Scottsdale Surplus Lines Insurance Company	AZ	JA	Scottsdale Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1032440			South Pittsburgh, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1486309	1822953			Streets of Toringdon, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide						The Association for Theater Based Community Development, LLC			Nationwide Mutual Insurance Company	Limited partner /no control	50.000	other non-Nationwide	
...0140	Nationwide		91-2158214				The Hideaway Club	CA	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
...0140	Nationwide		86-1094799				The Hideaway Owners Association	CA	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
...0140	Nationwide		20-3541511				The Madison Club	CA	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
...0140	Nationwide		20-3541507				The Madison Club Owners Association	CA	OTH	Other non-Nationwide	n/a	0.000	Other non-Nationwide	
...0140	Nationwide		31-1610040	1017852			The Waterfront Partners, LLC	OH	NIA	Nationwide Realty Investors, Ltd.	Ownership	50.000	Nationwide Mutual Insurance Company	1
...0140	Nationwide		52-2031677	2735015			THI Holdings (Delaware), Inc.	DE	NIA	Nationwide Mutual Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		74-2825853	1855329			Titan Auto Insurance of New Mexico, Inc.	NM	JA	Whitehall Holdings, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	13242	74-2286759				Titan Indemnity Company	TX	JA	THI Holdings (Delaware), Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	36269	86-0619597				Titan Insurance Company	MI	JA	Titan Indemnity Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		75-1284530	23586800			Titan Insurance Services, Inc.	TX	NIA	Whitehall Holdings, Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		33-0160222				V.P.I. Services, Inc.	CA	NIA	Veterinary Pet Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	42285	95-3750113				Veterinary Pet Insurance Company	CA	JA	Scottsdale Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	10644	34-1785903				Victoria Automobile Insurance Company	IN	JA	Victoria Fire & Casualty Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	42889	34-1394913	616574			Victoria Fire & Casualty Company	OH	JA	THI Holdings (Delaware), Inc.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	10778	34-1842604	930061			Victoria National Insurance Company	OH	JA	Victoria Fire & Casualty Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	10105	34-1777972	872957			Victoria Select Insurance Company	OH	JA	Victoria Fire & Casualty Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	10777	34-1842602	937963			Victoria Specialty Insurance Company	OH	JA	Victoria Fire & Casualty Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide		31-1682140	1123485			Waterfront Apartments, LLC	OH	NIA	NRI Communities, Ltd.	Ownership	100.000	Nationwide Mutual Insurance Company	
...0140	Nationwide	37150	86-0561941				Western Heritage Insurance Company	AZ	JA	Scottsdale Insurance Company	Ownership	100.000	Nationwide Mutual Insurance Company	

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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 Domi-ciliary 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 *
...0140 ...	Nationwide						Westport Capital Partners II			Nationwide Mutual Insurance Company Nationwide Defined Benefit Master Trust	Investor member / no control .....	..71.000	other non-Nationwide	
...0140 ...	Nationwide		74-2767942	138315500			Whitehall Holdings, Inc. ....	...CT...	...OTH...	THI Holdings (Delaware), Inc.	Ownership.....	..100.000	Nationwide Mutual Insurance Company	
...0140 ...	Nationwide		59-3471667				WI of Florida, Inc. ....	...TX...	...NIA...	Whitehall Holdings, Inc.	Ownership.....	..100.000	Nationwide Mutual Insurance Company	
...0140 ...	Nationwide		31-1486309	1447207			Yacht Club Communities II, LLC .....	...FL...	...NIA...	NRI Communities, Ltd.	Ownership.....	..100.000	Nationwide Mutual Insurance Company	
...0140 ...	Nationwide		31-1486309	2813555			Yacht Club Communities, LLC .....	...OH...	...NIA...	NRI Communities, Ltd.	Ownership.....	..100.000	Nationwide Mutual Insurance Company	
...0140 ...	Nationwide			4410206			Zais Zephyr A-4, LLC .....	...DE...	...NIA...	Nationwide Life Insurance Company	limited member / no control .....	..60.000	other non-Nationwide	

Asterisk	Explanation
1	For the purposes of this schedule, Nationwide presumed control of these entities because they are owned by at least 10% and are not wholly-owned by a Nationwide entity.
2	Other ownership indicates a non-ownership circumstance by a Nationwide entity.

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

PART 1 - LOSS EXPERIENCE

Line 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	20,168,825	6,478,239	32.1	21.0
2. Allied Lines	53,430,340	24,113,634	45.1	50.2
3. Farmowners multiple peril	1,298,502	358,017	27.6	69.0
4. Homeowners multiple peril	30,988,180	16,803,819	54.2	61.9
5. Commercial multiple peril	137,844,807	70,740,099	51.3	51.9
6. Mortgage guaranty				
8. Ocean marine	17,489	(87,619)	(501.0)	(362.9)
9. Inland marine	7,282,069	2,246,288	30.8	18.5
10. Financial guaranty				
11.1 Medical professional liability - occurrence		873		
11.2 Medical professional liability - claims-made	17,413	(73,831)	(424.0)	
12. Earthquake	1,314,516	524	0.0	
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation				
17.1 Other liability - occurrence	220,018,451	108,474,915	49.3	45.5
17.2 Other liability - claims-made	73,187,853	24,606,987	33.6	19.7
17.3 Excess workers' compensation				
18.1 Products liability - occurrence	8,303,225	5,264,085	63.4	79.0
18.2 Products liability - claims-made	152,443	75,000	49.2	63.2
19.1,19.2 Private passenger auto liability				
19.3,19.4 Commercial auto liability	20,539,892	16,097,327	78.4	73.9
21. Auto physical damage	3,955,910	2,926,808	74.0	43.7
22. Aircraft (all perils)				
23. Fidelity	1,544	434	28.1	(82.1)
24. Surety				
26. Burglary and theft	110,283	(67,809)	(61.5)	(125.7)
27. Boiler and machinery	936,483	273,329	29.2	59.6
28. Credit	438,238	89,671	20.5	(2,250.8)
29. International				
30. Warranty	3,550,187	2,941,282	82.8	87.3
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				
35. Totals	583,556,650	281,262,072	48.2	46.1
DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire	11,870,072	22,012,190	19,174,710
2. Allied Lines	29,881,951	57,490,460	49,535,450
3. Farmowners multiple peril	697,280	1,323,683	1,210,965
4. Homeowners multiple peril	18,524,264	33,171,786	28,545,521
5. Commercial multiple peril	82,688,531	159,357,543	136,218,389
6. Mortgage guaranty			
8. Ocean marine	1,160	7,137	2,318
9. Inland marine	2,488,380	4,139,539	8,220,936
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims-made	30,450	34,600	
12. Earthquake	3,757,812	5,578,945	52,611
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability - occurrence	127,115,504	238,695,215	206,925,691
17.2 Other liability - claims-made	33,894,275	73,133,353	59,355,669
17.3 Excess workers' compensation			
18.1 Products liability - occurrence	4,921,615	8,863,808	7,141,837
18.2 Products liability - claims-made	65,421	76,808	75,338
19.1,19.2 Private passenger auto liability			
19.3,19.4 Commercial auto liability	16,645,509	25,093,599	13,907,388
21. Auto physical damage	2,426,267	4,627,882	3,398,462
22. Aircraft (all perils)			
23. Fidelity	525	1,336	803
24. Surety			
26. Burglary and theft	76,280	115,651	95,468
27. Boiler and machinery	672,806	1,261,138	1,101,897
28. Credit	190,832	343,681	473,354
29. International			
30. Warranty	2,076,855	3,492,346	3,291,188
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			
35. Totals	338,025,789	638,820,700	538,727,995
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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	90,017	49,462	139,479	25,919	764	26,683	72,561	1,052	37,943	111,556	8,463	(9,703)	(1,240)
2. 2010	46,704	30,109	76,813	15,936	969	16,905	35,522	1,202	22,079	58,803	4,754	(5,859)	(1,105)
3. Subtotals 2010 + Prior	136,721	79,571	216,292	41,855	1,733	43,588	108,083	2,254	60,022	170,359	13,217	(15,562)	(2,345)
4. 2011	86,132	75,284	161,416	40,914	16,638	57,552	57,748	7,168	41,211	106,127	12,530	(10,267)	2,263
5. Subtotals 2011 + Prior	222,853	154,855	377,708	82,769	18,371	101,140	165,831	9,422	101,233	276,486	25,747	(25,829)	(82)
6. 2012	XXX	XXX	XXX	XXX	102,042	102,042	XXX	45,492	61,188	106,680	XXX	XXX	XXX
7. Totals	222,853	154,855	377,708	82,769	120,413	203,182	165,831	54,914	162,421	383,166	25,747	(25,829)	(82)
8. Prior Year-End Surplus As Regards Policyholders	678,769										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. 11.6	2. (16.7)	3. 0.0
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. 0.0

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.

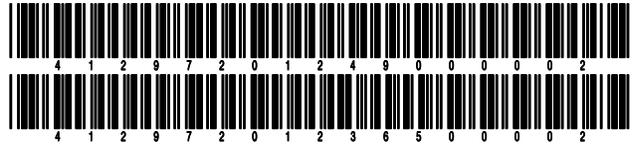
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	YES
3. Will the Medicare Part D Coverage Supplement be filed with the state 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

Explanations:

- 1.
- 3.

Bar Codes:

1. Trusteed Surplus Statement [Document Identifier 490]
3. Medicare Part D Coverage Supplement [Document Identifier 365]



STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY
OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Funds held equity pools & associations	511		511	
2597. Summary of remaining write-ins for Line 25 from overflow page	511		511	

Additional Write-ins for Liabilities Line 25

	1 Current Statement Date	2 December 31, Prior Year
2504. Miscellaneous liabilities	186,342	152,911
2505. Funds held equity pools & associations		717
2506. Pooling expense payable		791,957
2597. Summary of remaining write-ins for Line 25 from overflow page	186,342	945,585

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE A - VERIFICATION

Real Estate

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

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	3,209,179	3,369,016
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	84,071	159,837
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)	3,125,108	3,209,179
12. Total valuation allowance	(15,568)	(15,897)
13. Subtotal (Line 11 plus Line 12)	3,109,540	3,193,282
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	3,109,540	3,193,282

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

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	1,091,625,645	1,104,380,610
2. Cost of bonds and stocks acquired	58,700,239	129,994,090
3. Accrual of discount	938,170	1,378,670
4. Unrealized valuation increase (decrease)	23,454,918	8,383,522
5. Total gain (loss) on disposals	(525,219)	644,964
6. Deduct consideration for bonds and stocks disposed of	46,189,447	149,598,587
7. Deduct amortization of premium	1,606,499	3,477,433
8. Total foreign exchange change in book/adjusted carrying value	69,906	(80,191)
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,126,467,713	1,091,625,645
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,126,467,713	1,091,625,645

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	812,314,631	11,940,470	26,400,013	(833,063)	812,314,631	797,022,025		822,474,324
2. Class 2 (a)	48,989,837	54,111,093	577,369	4,125,889	48,989,837	106,649,450		50,639,558
3. Class 3 (a)	1,096,103			(764)	1,096,103	1,095,339		1,119,199
4. Class 4 (a)	17,313,320		13,965,000	381,848	17,313,320	3,730,168		17,319,494
5. Class 5 (a)	111,738			(7,769)	111,738	103,969		229,616
6. Class 6 (a)								
7. Total Bonds	879,825,629	66,051,563	40,942,382	3,666,141	879,825,629	908,600,951		891,782,191
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	879,825,629	66,051,563	40,942,382	3,666,141	879,825,629	908,600,951		891,782,191

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

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	61,687,259	XXX	61,687,259	394	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	64,257,609	78,143,085
2. Cost of short-term investments acquired	1,310,825,586	2,251,780,214
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	1,313,395,936	2,265,665,690
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)	61,687,259	64,257,609
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	61,687,259	64,257,609

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Loan Number	2 Location		3 State	4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisition	9 Value of Land and Buildings
	City								
NONE									
3399999 - Totals									

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1 Loan Number	2 Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	8 Change in Book Value/Recorded Investment					13 Total Foreign Exchange Change in Book Value	14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consid-eration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal
	City	State					8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization) /Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8+9-10+11)						
00-1000999	AURORA	CO		03/03/2004		830,387						3,550	3,550				
00-1001090	MASON	OH		12/20/2002		1,717,584						10,432	10,432				
00-1001233	HOUSTON	TX		11/20/2002		477,427						26,795	26,795				
00-9000147	SAN DIEGO	CA		09/03/2002		183,780						1,594	1,594				
0299999. Mortgages with partial repayments						3,209,178						42,370	42,370				
0599999 - Totals																	

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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 Desig- nation or Market Indicator (a)
135087-YZ-1	Canada /Govt/ Bd CDNS 3.500% 06/01/20	C	06/25/2012	Pressprich R W		3,335,511	2,903,600	7,518	1FE
1099999. Subtotal - Bonds - All Other Governments						3,335,511	2,903,600	7,518	XXX
641461-WR-5	Nevada St GO Mun Bd Bk PJ-77 78 Preref		04/11/2012	Tax Free Exchange		411,778	405,000	9,000	2FE
641461-WT-1	Nevada St GO Mun Bd Bk PJ-77 78 Unref		04/11/2012	Tax Free Exchange		604,959	595,000	13,222	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						1,016,737	1,000,000	22,222	XXX
277432-AM-2	Eastman Chem Co Sr Nt 2.400% 06/01/17		05/29/2012	Morgan/JP/Securities - Bonds		9,966,400	10,000,000		2FE
441060-AJ-9	Hospira Inc Sr Nt 6.050% 03/30/17		06/08/2012	Barclays Capital		5,661,350	5,000,000	61,340	2FE
500760-AA-4	Kraft Foods Inc Sr Nt 2.250% 06/05/17		05/30/2012	Citigroup		9,981,700	10,000,000		2FE
58405U-AD-4	Medco Health Solutions Inc Sr Nt 7.125		05/30/2012	Morgan/JP/Securities - Bonds		7,141,615	5,750,000	89,904	2FE
58405U-AD-4	Medco Health Solutions Inc Sr Nt 7.125		06/01/2012	Barclays Capital		6,824,950	5,500,000	88,172	2FE
90265E-AG-5	UDR Inc Co Gtd Nt 4.625% 01/10/22		06/04/2012	Citigroup		5,324,300	5,000,000	94,427	2FE
03512T-AA-9	Anglogold Holdings PLC Co Gtd Nt 5.375	F	04/18/2012	Barclays Capital		3,117,000	3,000,000	3,583	2FE
893830-BB-4	Transocean Sedco Forex Inc Co Gtd Nt 6	F	06/06/2012	RBC Dominion Securities		5,682,000	5,000,000	164,688	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						53,699,315	49,250,000	502,114	XXX
8399997. Total - Bonds - Part 3						58,051,563	53,153,600	531,854	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						58,051,563	53,153,600	531,854	XXX
8999997. Total - Preferred Stocks - Part 3							XXX		XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX		XXX
9799997. Total - Common Stocks - Part 3							XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX		XXX
9899999. Total - Preferred and Common Stocks							XXX		XXX
9999999 - Totals						58,051,563	XXX	531,854	XXX

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

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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	Foreign	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 Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
649085-AA-5	New Valley Generation II Ser 2001 5.57		05/01/2012	Redemption 100.0000		148,733	148,733	155,469	151,975				(3,242)	(3,242)	148,733				4,144	05/01/2020	1FE
0599999	Subtotal - Bonds - U.S. Governments					148,733	148,733	155,469	151,975				(3,242)	(3,242)	148,733				4,144	XXX	XXX
452150-6Y-6	Illinois St GO First Ser 5.500% 04/01/		04/01/2012	Call 100.0000		1,000,000	1,000,000	1,137,050	1,004,721				(4,721)	(4,721)	1,000,000				27,500	04/01/2012	1FE
546415-QK-9	Louisiana St GO Ser 2002A 5.000% 04/01		04/01/2012	Call 100.0000		2,000,000	2,000,000	2,049,220	2,001,511				(1,511)	(1,511)	2,000,000				50,000	04/01/2012	1FE
641460-VT-4	Nevada St GO Mun Bd Bk PJ-77 78 5.000%		04/11/2012	Tax Free Exchange		411,778	405,000	442,082	412,944				(1,165)	(1,165)	411,778				9,000	11/01/2013	1FE
641460-VT-4	Nevada St GO Mun Bd Bk PJ-77 78 5.000%		04/11/2012	Tax Free Exchange		604,959	595,000	649,478	606,671				(1,712)	(1,712)	604,959				13,222	11/01/2013	1FE
977056-8D-5	Wisconsin St GO Ref Ser 1 5.000% 05/01		05/01/2012	Maturity		2,000,000	2,000,000	2,205,120	2,010,261				(10,261)	(10,261)	2,000,000				50,000	05/01/2012	1FE
1799999	Subtotal - Bonds - U.S. States, Territories and Possessions					6,016,737	6,000,000	6,482,950	6,036,108				(19,370)	(19,370)	6,016,737				149,722	XXX	XXX
011832-S3-7	Alaska St Hsg Fin Corp Rev AMT 1st Vets		04/01/2012	Call 100.0000		780,000	780,000	780,000	780,000						780,000				12,090	12/01/2024	1AM
011832-S3-7	Alaska St Hsg Fin Corp Rev AMT 1st Vets		05/01/2012	Call 100.0000		230,000	230,000	230,000	230,000						230,000				4,456	12/01/2024	1AM
011832-S3-7	Alaska St Hsg Fin Corp Rev AMT 1st Vets		06/01/2012	Call 100.0000		165,000	165,000	165,000	165,000						165,000				3,836	12/01/2024	1AM
312905-YJ-5	FHLMC REMIC Ser 1077-E 9.000% 05/15/21		04/01/2012	Paydown		1,722	1,722	1,745	1,725			(4)	(4)	1,722					52	05/15/2021	1
312905-YJ-5	FHLMC REMIC Ser 1077-E 9.000% 05/15/21		05/01/2012	Paydown		1,698	1,698	1,721	1,702			(4)	(4)	1,698					64	05/15/2021	1
312905-YJ-5	FHLMC REMIC Ser 1077-E 9.000% 05/15/21		06/01/2012	Paydown		2,405	2,405	2,437	2,410			(5)	(5)	2,405					108	05/15/2021	1
31339D-KD-9	FHLMC REMIC Ser 2415 CE 5.500% 02/15/1		04/01/2012	Paydown		40,717	40,717	42,142	41,078			(361)	(361)	40,717					746	02/15/2017	1
31339D-KD-9	FHLMC REMIC Ser 2415 CE 5.500% 02/15/1		05/01/2012	Paydown		27,288	27,288	28,244	27,531			(242)	(242)	27,288					625	02/15/2017	1
31339D-KD-9	FHLMC REMIC Ser 2415 CE 5.500% 02/15/1		06/01/2012	Paydown		36,675	36,675	37,959	37,001			(325)	(325)	36,675					1,009	02/15/2017	1
313373-02-7	FHLMC REMIC Ser 1674-Z 6.750% 02/15/24		04/01/2012	Paydown		5,363	5,363	5,548	5,467			(104)	(104)	5,363					121	02/15/2024	1
313373-02-7	FHLMC REMIC Ser 1674-Z 6.750% 02/15/24		05/01/2012	Paydown		5,601	5,601	5,795	5,710			(109)	(109)	5,601					158	02/15/2024	1
313373-02-7	FHLMC REMIC Ser 1674-Z 6.750% 02/15/24		06/01/2012	Paydown		6,250	6,250	6,467	6,372			(121)	(121)	6,250					211	02/15/2024	1
31337C-6P-8	FHLMC Structured Ser 2008 M 7.000% 11/		04/01/2012	Paydown		4,766	4,766	4,946	4,877			(111)	(111)	4,766					111	11/20/2027	1
31337C-6P-8	FHLMC Structured Ser 2008 M 7.000% 11/		05/01/2012	Paydown		4,340	4,340	4,504	4,441			(101)	(101)	4,340					127	11/20/2027	1
31337C-6P-8	FHLMC Structured Ser 2008 M 7.000% 11/		06/01/2012	Paydown		2,953	2,953	3,065	3,022			(69)	(69)	2,953					103	11/20/2027	1
31337C-AU-2	FHLMC Structured Ser FSPC T-9 A6 6.564		04/01/2012	Paydown		315	315	303	314			2	2	315					7	03/25/2029	1
31337C-AU-2	FHLMC Structured Ser FSPC T-9 A6 6.564		05/01/2012	Paydown		345	345	332	343			2	2	345					9	03/25/2029	1
31337C-AU-2	FHLMC Structured Ser FSPC T-9 A6 6.564		06/01/2012	Paydown		379	379	365	377			2	2	379					12	03/25/2029	1
31340Y-DB-2	FHLMC REMIC Ser 12-A 9.250% 11/15/19		04/15/2012	Paydown		823	823	864	841			(18)	(18)	823					32	11/15/2019	1
31340Y-DB-2	FHLMC REMIC Ser 12-A 9.250% 11/15/19		05/15/2012	Paydown		239	239	251	244			(5)	(5)	239					11	11/15/2019	1
31340Y-DB-2	FHLMC REMIC Ser 12-A 9.250% 11/15/19		06/15/2012	Paydown		206	206	216	211			(4)	(4)	206					11	11/15/2019	1
31340Y-DB-2	FHLMC REMIC Ser 12-A 9.250% 11/15/19		07/15/2012	Paydown		280	280	293	286			(6)	(6)	280					17	11/15/2019	1
31340Y-GR-4	FHLMC REMIC Ser 22-C 9.500% 04/15/20		04/15/2012	Paydown		802	802	831	807			(5)	(5)	802					25	04/15/2020	1
31340Y-GR-4	FHLMC REMIC Ser 22-C 9.500% 04/15/20		05/15/2012	Paydown		819	819	849	824			(5)	(5)	819					32	04/15/2020	1
31340Y-GR-4	FHLMC REMIC Ser 22-C 9.500% 04/15/20		06/15/2012	Paydown		673	673	698	678			(4)	(4)	673					32	04/15/2020	1
31340Y-GR-4	FHLMC REMIC Ser 22-C 9.500% 04/15/20		07/15/2012	Paydown		1,076	1,076	1,115	1,083			(7)	(7)	1,076					60	04/15/2020	1
31358E-XG-2	FNMA REMIC Ser 1990-83A 9.250% 07/25/2		04/01/2012	Paydown		342	342	341	340			2	2	342					11	07/25/2020	1
31358E-XG-2	FNMA REMIC Ser 1990-83A 9.250% 07/25/2		05/01/2012	Paydown		326	326	325	325			2	2	326					13	07/25/2020	1
31358E-XG-2	FNMA REMIC Ser 1990-83A 9.250% 07/25/2		06/01/2012	Paydown		329	329	328	327			2	2	329					15	07/25/2020	1
31358G-X4-4	FNMA REMIC Ser 1991-56G 8.600% 06/25/2		04/01/2012	Paydown		8,240	8,240	8,253	8,228			12	12	8,240					236	06/25/2021	1
31358G-X4-4	FNMA REMIC Ser 1991-56G 8.600% 06/25/2		05/01/2012	Paydown		1,220	1,220	1,222	1,218			2	2	1,220					44	06/25/2021	1
31358G-X4-4	FNMA REMIC Ser 1991-56G 8.600% 06/25/2		06/01/2012	Paydown		4,081	4,081	4,087	4,075			6	6	4,081					175	06/25/2021	1
31358L-VM-5	FNMA REMIC Ser G92-14Z 7.000% 02/25/22		04/01/2012	Paydown		4,224	4,224	4,290	4,254			(30)	(30)	4,224					99	02/25/2022	1
31358L-VM-5	FNMA REMIC Ser G92-14Z 7.000% 02/25/22		05/01/2012	Paydown		5,726	5,726	5,816	5,767			(41)	(41)	5,726					167	02/25/2022	1
31358L-VM-5	FNMA REMIC Ser G92-14Z 7.000% 02/25/22		06/01/2012	Paydown		5,153	5,153	5,234	5,190			(37)	(37)	5,153					180	02/25/2022	1
31358N-SB-4	FNMA REMIC Ser 1992-124 PZ 7.000% 07/2		04/01/2012	Paydown		4,884	4,884	5,024	4,952			(68)	(68)	4,884					114	07/25/2022	1
31358N-SB-4	FNMA REMIC Ser 1992-124 PZ 7.000% 07/2		05/01/2012	Paydown		2,619	2,619	2,695	2,656			(37)	(37)	2,619					76	07/25/2022	1
31358N-SB-4	FNMA REMIC Ser 1992-124 PZ 7.000% 07/2		06/01/2012	Paydown		4,511	4,511	4,641	4,574			(63)	(63)	4,511					158	07/25/2022	1
31358N-RT-1	FNMA REMIC Ser G 1992-30Z 7.000% 06/25		04/01/2012	Paydown		2,137	2,137	2,172	2,159			(22)	(22)	2,137					50	06/25/2022	1
31358N-RT-1	FNMA REMIC Ser G 1992-30Z 7.000% 06/25		05/01/2012	Paydown		1,866	1,866	1,896	1,885			(19)	(19)	1,866					54	06/25/2022	1
31358N-RT-1	FNMA REMIC Ser G 1992-30Z 7.000% 06/25		06/01/2012	Paydown		2,879	2,879	2,926	2,908			(29)	(29)	2,879					101	06/25/2022	1
31359V-BH-5	FNMA Ser 1998-73 CI MZ 6.300% 10/17/38		04/01/2012	Paydown		66,360	66,360	68,077	67,401			(1,042)	(1,042)	66,360					1,394	10/17/2038	1
31359V-BH-5	FNMA Ser 1998-73 CI MZ 6.300% 10/17/38		05/01/2012	Paydown		849	849	871	863			(13)	(13)	849					22	10/17/2038	1
31359V-BH-5	FNMA Ser 1998-73 CI MZ 6.300% 10/17/38		06/01/2012	Paydown		855	855	877	868			(13)	(13)	855					27	10/17/2038	1
313603-GW-6	FNMA REMIC Ser 1989-86E 8.750% 11/25/1		04/01/2012	Paydown																	

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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	Foreign	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 Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
313603-YL-0	FNMA REMIC Ser 1990-16E 9.000% 03/25/2		06/01/2012	Paydown		1,183	1,183	1,288	1,217		(34)		(34)		1,183				53	03/25/2020	1
31381G-SY-5	FNMA DUS Pool #460535 6.500% 11/25/13		04/01/2012	Paydown		5,104	5,104	5,130	5,091		13		13		5,104				111	11/25/2013	1
31381G-SY-5	FNMA DUS Pool #460535 6.500% 11/25/13		05/01/2012	Paydown		1,144,427	1,144,427	1,150,149	1,141,408		3,019		3,019		1,144,427				30,995	11/25/2013	1
31392E-SX-9	FNMA REMIC Ser 2002-59 CI B 5.500% 09/		04/01/2012	Paydown		7,906	7,906	8,220	8,066		(160)		(160)		7,906				145	09/25/2017	1
31392E-SX-9	FNMA REMIC Ser 2002-59 CI B 5.500% 09/		05/01/2012	Paydown		6,425	6,425	6,680	6,555		(130)		(130)		6,425				147	09/25/2017	1
31392E-SX-9	FNMA REMIC Ser 2002-59 CI B 5.500% 09/		06/01/2012	Paydown		7,901	7,901	8,215	8,061		(160)		(160)		7,901				217	09/25/2017	1
31392T-WT-0	FHLMC REMIC Ser 2478 JF 6.000% 08/15/2		04/01/2012	Paydown		5,981	5,981	6,229	6,069		(89)		(89)		5,981				120	08/15/2022	1
31392T-WT-0	FHLMC REMIC Ser 2478 JF 6.000% 08/15/2		05/01/2012	Paydown		9,200	9,200	9,582	9,336		(137)		(137)		9,200				230	08/15/2022	1
31392T-WT-0	FHLMC REMIC Ser 2478 JF 6.000% 08/15/2		06/01/2012	Paydown		6,254	6,254	6,514	6,347		(93)		(93)		6,254				188	08/15/2022	1
31392U-KL-7	FHLMC REMIC Ser 2504 N 5.500% 09/15/1		04/01/2012	Paydown		14,876	14,876	15,517	15,133		(257)		(257)		14,876				273	09/15/2017	1
31392U-KL-7	FHLMC REMIC Ser 2504 N 5.500% 09/15/1		05/01/2012	Paydown		12,790	12,790	13,341	13,011		(221)		(221)		12,790				293	09/15/2017	1
31392U-KL-7	FHLMC REMIC Ser 2504 N 5.500% 09/15/1		06/01/2012	Paydown		13,073	13,073	13,637	13,299		(226)		(226)		13,073				360	09/15/2017	1
31392U-MQ-4	FHLMC REMIC Ser 2503 BH 5.500% 09/15/1		04/01/2012	Paydown		9,663	9,663	9,970	9,734		(71)		(71)		9,663				177	09/15/2017	1
31392U-MQ-4	FHLMC REMIC Ser 2503 BH 5.500% 09/15/1		05/01/2012	Paydown		8,187	8,187	8,446	8,246		(60)		(60)		8,187				188	09/15/2017	1
31392U-MQ-4	FHLMC REMIC Ser 2503 BH 5.500% 09/15/1		06/01/2012	Paydown		8,864	8,864	9,145	8,929		(65)		(65)		8,864				244	09/15/2017	1
31392U-RH-9	FHLMC REMIC Ser 2501 AN 5.500% 09/15/1		04/01/2012	Paydown		27,523	27,523	28,538	27,841		(317)		(317)		27,523				505	09/15/2017	1
31392U-RH-9	FHLMC REMIC Ser 2501 AN 5.500% 09/15/1		05/01/2012	Paydown		26,953	26,953	27,947	27,263		(311)		(311)		26,953				618	09/15/2017	1
31392U-RH-9	FHLMC REMIC Ser 2501 AN 5.500% 09/15/1		06/01/2012	Paydown		28,162	28,162	29,201	28,487		(325)		(325)		28,162				774	09/15/2017	1
31392V-2F-8	FHLMC REMIC Ser 2494 J 5.500% 09/15/17		04/01/2012	Paydown		31,764	31,764	32,375	31,853		(89)		(89)		31,764				582	09/15/2017	1
31392V-2F-8	FHLMC REMIC Ser 2494 J 5.500% 09/15/17		05/01/2012	Paydown		30,723	30,723	31,314	30,809		(86)		(86)		30,723				704	09/15/2017	1
31392V-2F-8	FHLMC REMIC Ser 2494 J 5.500% 09/15/17		06/01/2012	Paydown		18,352	18,352	18,705	18,403		(51)		(51)		18,352				505	09/15/2017	1
31392V-7G-1	FHLMC REMIC Ser 2498 BM 5.500% 09/15/1		04/01/2012	Paydown		13,753	13,753	14,138	13,860		(107)		(107)		13,753				252	09/15/2017	1
31392V-7G-1	FHLMC REMIC Ser 2498 BM 5.500% 09/15/1		05/01/2012	Paydown		20,978	20,978	21,564	21,140		(163)		(163)		20,978				481	09/15/2017	1
31392V-7G-1	FHLMC REMIC Ser 2498 BM 5.500% 09/15/1		06/01/2012	Paydown		18,445	18,445	18,960	18,587		(143)		(143)		18,445				507	09/15/2017	1
31392V-SN-3	FHLMC REMIC Ser 2496 BK 5.500% 09/15/1		04/01/2012	Paydown		10,320	10,320	10,642	10,405		(85)		(85)		10,320				189	09/15/2017	1
31392V-SN-3	FHLMC REMIC Ser 2496 BK 5.500% 09/15/1		05/01/2012	Paydown		8,109	8,109	8,363	8,176		(67)		(67)		8,109				186	09/15/2017	1
31392V-SN-3	FHLMC REMIC Ser 2496 BK 5.500% 09/15/1		06/01/2012	Paydown		7,532	7,532	7,768	7,595		(62)		(62)		7,532				207	09/15/2017	1
31393D-J6-9	FNMA REMIC Ser 2003-59 CI VJ 5.000% 08		04/01/2012	Paydown		167,971	167,971	169,808	167,917		54		54		167,971				2,800	08/25/2020	1
31393D-J6-9	FNMA REMIC Ser 2003-59 CI VJ 5.000% 08		05/01/2012	Paydown		102,981	102,981	104,108	102,981		33		33		102,981				2,145	08/25/2020	1
31393D-J6-9	FNMA REMIC Ser 2003-59 CI VJ 5.000% 08		06/01/2012	Paydown		99,489	99,489	100,577	99,457		32		32		99,489				2,487	08/25/2020	1
31393H-6S-6	FHLMC REMIC Ser 2543 CI AN 5.000% 12/1		04/01/2012	Paydown		28,261	28,261	28,153	28,153		107		107		28,261				471	12/15/2017	1
31393H-6S-6	FHLMC REMIC Ser 2543 CI AN 5.000% 12/1		05/01/2012	Paydown		30,171	30,171	29,907	30,056		115		115		30,171				629	12/15/2017	1
31393H-6S-6	FHLMC REMIC Ser 2543 CI AN 5.000% 12/1		06/01/2012	Paydown		15,112	15,112	14,980	15,054		57		57		15,112				378	12/15/2017	1
31396N-EM-4	FHLMC REMIC Ser 3140 CI UP 6.000% 03/1		04/01/2012	Paydown		327,765	327,765	325,766	326,037		1,729		1,729		327,765				6,555	03/15/2036	1
31396N-EM-4	FHLMC REMIC Ser 3140 CI UP 6.000% 03/1		05/01/2012	Paydown		219,191	219,191	217,856	218,035		1,156		1,156		219,191				5,480	03/15/2036	1
31396N-EM-4	FHLMC REMIC Ser 3140 CI UP 6.000% 03/1		06/01/2012	Paydown		239,634	239,634	238,174	238,370		1,264		1,264		239,634				7,189	03/15/2036	1
3837HO-NF-6	GNMA REMIC Ser 1996-5 CI Z 7.000% 05/1		04/01/2012	Paydown		8,822	8,822	9,070	8,990		(168)		(168)		8,822				206	05/16/2026	1
3837HO-NF-6	GNMA REMIC Ser 1996-5 CI Z 7.000% 05/1		05/01/2012	Paydown		3,054	3,054	3,140	3,112		(58)		(58)		3,054				89	05/16/2026	1
3837HO-NF-6	GNMA REMIC Ser 1996-5 CI Z 7.000% 05/1		06/01/2012	Paydown		2,869	2,869	2,950	2,924		(55)		(55)		2,869				100	05/16/2026	1
452226-SN-4	Illinois St Sales Tax Rev Ref Ser Q 6		06/15/2012	Maturity	100.0000	1,405,000	1,405,000	1,638,497	1,420,530		(15,530)		(15,530)		1,405,000				42,150	06/15/2012	1FE
67755C-DA-4	Ohio St Bldg Auth Rev Adult Correct Bldg		04/01/2012	Call	100.0000	1,000,000	1,029,840	1,000,000	1,000,972		(972)		(972)		1,000,000				25,000	04/01/2012	1FE
911760-GT-7	Vendee Mtg Tr REMIC Ser 1995-3 1Z RMBS		04/01/2012	Paydown		19,542	19,542	20,086	19,865		(322)		(322)		19,542				472	09/15/2025	1
911760-GT-7	Vendee Mtg Tr REMIC Ser 1995-3 1Z RMBS		05/01/2012	Paydown		22,422	22,422	23,046	22,792		(370)		(370)		22,422				677	09/15/2025	1
911760-GT-7	Vendee Mtg Tr REMIC Ser 1995-3 1Z RMBS		06/01/2012	Paydown		11,440	11,440	11,759	11,629		(189)		(189)		11,440				415	09/15/2025	1
911760-HH-2	Vendee Mtg Tr REMIC Ser 1996-2 1Z RMBS		04/01/2012	Paydown		14,611	14,611	14,538	14,545		66		66		14,611				329	06/15/2026	1
911760-HH-2	Vendee Mtg Tr REMIC Ser 1996-2 1Z RMBS		05/01/2012	Paydown		13,320	13,320	13,254	13,260		60		60		13,320				375	06/15/2026	1
911760-HH-2	Vendee Mtg Tr REMIC Ser 1996-2 1Z RMBS		06/01/2012	Paydown		27,682	27,682	27,544	27,557		125		125		27,682				934	06/15/2026	1
3199999	Subtotal - Bonds - U.S. Special Revenues					6,705,115	6,705,115	6,993,420	6,721,498		(16,382)		(16,382)		6,705,115				165,270	XXX	XXX
01082#-AA-3	Alameda Cnty CA Ser 2002-A CTL 7.500%		04/15/2012	Redemption	100.0000	5,833	5,833	6,183	6,045		(212)		(212)		5,833				146	06/15/2021	1
01082#-AA-3	Alameda Cnty CA Ser 2002-A CTL 7.500%		05/15/2012	Redemption	100.0000	5,869	5,869	6,222	6,083		(214)		(214)		5,869				183	06/15/2021	1
01082#-AA-3	Alameda Cnty CA Ser 2002-A CTL 7.500%		06/15/2012	Redemption	100.0000	5,906	5,906	6,260	6,121		(215)		(215)		5,906				221	06/15/2021	1

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
..05164#-AA-5	Aurora Health Care (Badger RE) CTL 6.9		05/15/2012	Redemption 100.0000		3,766	3,766	3,655	3,698		69		69		3,766				110	12/15/2022	2
..05164#-AA-5	Aurora Health Care (Badger RE) CTL 6.9		06/15/2012	Redemption 100.0000		3,788	3,788	3,676	3,719		69		69		3,788				132	12/15/2022	2
..05549#-AA-3	BJs Wholesale Club Inc RMBS Ser 2002-2 C		04/15/2012	Redemption 100.0000		4,540	4,540	4,584	4,568		(28)		(28)		4,540				105	05/15/2022	2
..05549#-AA-3	BJs Wholesale Club Inc RMBS Ser 2002-2 C		05/15/2012	Redemption 100.0000		4,566	4,566	4,610	4,594		(28)		(28)		4,566				132	05/15/2022	2
..05549#-AA-3	BJs Wholesale Club Inc RMBS Ser 2002-2 C		06/15/2012	Redemption 100.0000		4,593	4,593	4,637	4,621		(28)		(28)		4,593				160	05/15/2022	2
..12669C-E4-8	CMBS Inc Ser 2002-8 CI A4 RMBS 6.500%		04/01/2012	Paydown 13,393		13,393	13,393	13,878	13,453		(60)		(60)		13,393				291	07/25/2032	1FM
..12669C-E4-8	CMBS Inc Ser 2002-8 CI A4 RMBS 6.500%		05/01/2012	Paydown 7,094		7,094	7,094	7,351	7,126		(32)		(32)		7,094				192	07/25/2032	1FM
..12669C-E4-8	CMBS Inc Ser 2002-8 CI A4 RMBS 6.500%		06/01/2012	Paydown 11,241		11,241	11,241	11,648	11,291		(50)		(50)		11,241				366	07/25/2032	1FM
..151895-A*-0	CenterPoint Properties Tr CTL 7.530% 1		04/01/2012	Redemption 100.0000		7,648	7,648	7,648	7,648						7,648				192	10/01/2014	1
..151895-A*-0	CenterPoint Properties Tr CTL 7.530% 1		05/01/2012	Redemption 100.0000		7,696	7,696	7,696	7,696						7,696				241	10/01/2014	1
..151895-A*-0	CenterPoint Properties Tr CTL 7.530% 1		06/01/2012	Redemption 100.0000		7,744	7,744	7,744	7,744						7,744				292	10/01/2014	1
..37946J-AM-9	Global Tel*Link Corp Term Ln Nt 1 7.00		04/12/2012	Redemption 100.0000		295,709	295,709	289,794	289,820		5,889		5,889		295,709				6,555	12/15/2017	4FE
..37946J-AM-9	Global Tel*Link Corp Term Ln Nt 1 7.00		04/18/2012	Redemption 100.0000		13,669,291	13,669,291	13,396,392	12,748,831		271,784		271,784		13,669,291				442,654	12/15/2017	4FE
..50026*-AA-3	Kohls Corp Shelby MI CTL 7.600% 12/15/		04/15/2012	Redemption 100.0000		7,152	7,152	7,556	7,398		(246)		(246)		7,152				181	12/15/2022	2
..50026*-AA-3	Kohls Corp Shelby MI CTL 7.600% 12/15/		05/15/2012	Redemption 100.0000		7,198	7,198	7,604	7,445		(247)		(247)		7,198				228	12/15/2022	2
..50026*-AA-3	Kohls Corp Shelby MI CTL 7.600% 12/15/		06/15/2012	Redemption 100.0000		7,243	7,243	7,652	7,492		(249)		(249)		7,243				275	12/15/2022	2
..52465#-BP-9	Legg Mason Mtg Cap Corp Ser 2003-CTL-21		04/01/2012	Redemption 100.0000		7,077	7,077	7,077	7,077						7,077				114	03/01/2023	1
..52465#-BP-9	Legg Mason Mtg Cap Corp Ser 2003-CTL-21		05/01/2012	Redemption 100.0000		7,105	7,105	7,105	7,105						7,105				143	03/01/2023	1
..52465#-BP-9	Legg Mason Mtg Cap Corp Ser 2003-CTL-21		06/01/2012	Redemption 100.0000		7,134	7,134	7,134	7,134						7,134				172	03/01/2023	1
..52467#-AW-5	Legg Mason Mtg Cap Corp CTL 5.070% 02/		04/05/2012	Redemption 100.0000		3,386	3,386	3,386	3,386						3,386				57	02/05/2013	1
..52467#-AW-5	Legg Mason Mtg Cap Corp CTL 5.070% 02/		05/05/2012	Redemption 100.0000		3,400	3,400	3,400	3,400						3,400				72	02/05/2013	1
..52467#-AW-5	Legg Mason Mtg Cap Corp CTL 5.070% 02/		06/05/2012	Redemption 100.0000		3,415	3,415	3,415	3,415						3,415				87	02/05/2013	1
..653240-AA-9	Newtown Ser 2002 CTL 6.082% 05/15/23		04/15/2012	Redemption 100.0000		10,399	10,399	10,398	10,398						10,399				211	05/15/2023	1
..653240-AA-9	Newtown Ser 2002 CTL 6.082% 05/15/23		05/15/2012	Redemption 100.0000		10,451	10,451	10,451	10,451						10,451				265	05/15/2023	1
..653240-AA-9	Newtown Ser 2002 CTL 6.082% 05/15/23		06/15/2012	Redemption 100.0000		10,504	10,504	10,504	10,504						10,504				319	05/15/2023	1
..67020B-AA-8	NRRC-D Facilities Corp GSA Rev Bd Ls Ren		04/07/2012	Redemption 100.0000		7,000	7,000	7,000	7,000						7,000				152	11/07/2023	1
..67020B-AA-8	NRRC-D Facilities Corp GSA Rev Bd Ls Ren		05/07/2012	Redemption 100.0000		7,038	7,038	7,038	7,038						7,038				191	11/07/2023	1
..67020B-AA-8	NRRC-D Facilities Corp GSA Rev Bd Ls Ren		06/07/2012	Redemption 100.0000		7,076	7,076	7,076	7,076						7,076				230	11/07/2023	1
..674135-CT-3	Oakwood Mtg Inv Inc Sr Sub PTC 1997-D A3		04/01/2012	Paydown 339		339	339	342	338		1		1		339				7	02/15/2028	1AM
..674135-CT-3	Oakwood Mtg Inv Inc Sr Sub PTC 1997-D A3		05/01/2012	Paydown 282		282	282	284	281		1		1		282				8	02/15/2028	1AM
..674135-CT-3	Oakwood Mtg Inv Inc Sr Sub PTC 1997-D A3		06/01/2012	Paydown 227		227	227	229	227						227				7	02/15/2028	1AM
..718172-AA-7	Philip Morris Intl Inc Sr Nt 5.650% 05		04/18/2012	Credit Suisse First Boston		2,995,400	2,500,000	2,689,300	2,647,671		(6,242)		(6,242)		2,641,429		353,971	353,971	61,601	05/16/2018	1FE

E05.2

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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	Foreign	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 Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
76126C-GB-2	RACERS Tr Ser 1999-24-S-CCE CI A1 ABS		05/15/2012	Redemption	100.0000																	
78442G-GG-5	SLM Student Loan Tr Ser 2003-4 CI A5D AB		06/15/2012	Paydown		30,956	30,956	28,739	30,002		953		953		30,956				1,025	05/15/2018	1	
91737#-AA-3	United States Govt SS Ls FinTr GSA Gtd P		04/15/2012	Redemption	100.0000	20,774	20,774	21,297	21,081		(307)		(307)		20,774				133	03/15/2033	1AM	
91737#-AA-3	United States Govt SS Ls FinTr GSA Gtd P		05/15/2012	Redemption	100.0000	24,838	24,838	24,756	24,796		42		42		24,838				389	11/15/2018	1	
91737#-AA-3	United States Govt SS Ls FinTr GSA Gtd P		06/15/2012	Redemption	100.0000	24,935	24,935	24,853	24,893		43		43		24,935				489	11/15/2018	1	
91737#-AA-3	United States Govt SS Ls FinTr GSA Gtd P		04/01/2012	Paydown		25,033	25,033	24,951	24,990		43		43		25,033				589	11/15/2018	1	
921796-HB-7	Vanderbilt Mtg Fin Ser 1999-C CI 144 ABS		05/01/2012	Paydown		8,416	8,416	8,416	8,416						8,416				212	06/07/2026	1AM	
921796-HB-7	Vanderbilt Mtg Fin Ser 1999-C CI 144 ABS		06/01/2012	Paydown		10,048	10,048	10,048	10,048						10,048				317	06/07/2026	1AM	
921796-HB-7	Vanderbilt Mtg Fin Ser 1999-C CI 144 ABS		06/01/2012	Paydown		14,189	14,189	14,189	14,189						14,189				536	06/07/2026	1AM	
928510-AA-3	Vivendi SPC Tr CTL 6.630% 04/15/22		04/15/2012	Redemption	100.0000	3,932	3,932	3,932	3,932						3,932				87	04/15/2022	2	
928510-AA-3	Vivendi SPC Tr CTL 6.630% 04/15/22		05/15/2012	Redemption	100.0000	3,953	3,953	3,953	3,953						3,953				109	04/15/2022	2	
928510-AA-3	Vivendi SPC Tr CTL 6.630% 04/15/22		06/15/2012	Redemption	100.0000	3,975	3,975	3,975	3,975						3,975				132	04/15/2022	2	
94978#-AT-4	Wells Fargo Bank Northwest NA Ser 2002 C		04/01/2012	Redemption	100.0000	2,463	2,463	2,463	2,463						2,463				55	08/01/2027	1	
94978#-AT-4	Wells Fargo Bank Northwest NA Ser 2002 C		05/01/2012	Redemption	100.0000	2,476	2,476	2,476	2,476						2,476				69	08/01/2027	1	
94978#-AT-4	Wells Fargo Bank Northwest NA Ser 2002 C		06/01/2012	Redemption	100.0000	2,490	2,490	2,490	2,490						2,490				83	08/01/2027	1	
94978#-AU-1	Wells Fargo Bank Northwest NA MWRA Ls Bk		04/15/2012	Redemption	100.0000	3,139	3,139	3,287	3,254		(115)		(115)		3,139				77	05/15/2032	1	
94978#-AU-1	Wells Fargo Bank Northwest NA MWRA Ls Bk		05/15/2012	Redemption	100.0000	3,158	3,158	3,307	3,274		(116)		(116)		3,158				97	05/15/2032	1	
94978#-AU-1	Wells Fargo Bank Northwest NA MWRA Ls Bk		06/15/2012	Redemption	100.0000	3,178	3,178	3,327	3,294		(116)		(116)		3,178				117	05/15/2032	1	
94978#-AX-5	Wells Fargo Bank Northwest NA CVS Corp C		04/10/2012	Redemption	100.0000	6,271	6,271	6,271	6,271						6,271				139	10/10/2024	2	
94978#-AX-5	Wells Fargo Bank Northwest NA CVS Corp C		05/10/2012	Redemption	100.0000	6,306	6,306	6,306	6,306						6,306				174	10/10/2024	2	
94978#-AX-5	Wells Fargo Bank Northwest NA CVS Corp C		06/10/2012	Redemption	100.0000	6,341	6,341	6,341	6,341						6,341				211	10/10/2024	2	
363203-AA-8	Gale Force CLO LTD Ser 2005-1A CLO 0.7	F	05/15/2012	Paydown		2,478,852	2,478,852	2,395,191	2,405,843		73,009		73,009		2,478,852				9,395	11/15/2017	1AM	
02759#-AJ-6	Consolidated Press Fin Ltd Gtd Sr Nt Ser	F	04/29/2012	Maturity		500,000	500,000	500,000	500,000						500,000				12,325	04/29/2012	2FE	
8399999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					20,425,770	19,930,370	19,774,509	19,085,412		337,711		337,711		20,071,799		353,971	353,971	546,588	XXX	XXX	
8399997	Total - Bonds - Part 4					33,296,355	32,784,218	33,406,348	31,994,993		298,717		298,717		32,942,384		353,971	353,971	865,724	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					33,296,355	32,784,218	33,406,348	31,994,993		298,717		298,717		32,942,384		353,971	353,971	865,724	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4							XXX												XXX	XXX	
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks							XXX												XXX	XXX	
25247X-10-7	Dial Global Inc Com		04/02/2012	State Street Global Mkts	3,000	8	8	7	10	(3)			(3)		7			1	1			
25247X-10-7	Dial Global Inc Com		04/03/2012	State Street Global Mkts	76,000	190	190	178	242	(65)			(65)		178		12	12				
25247X-10-7	Dial Global Inc Com		04/04/2012	State Street Global Mkts	999,000	2,288	2,288	2,336	3,187	(851)			(851)		2,336		(48)	(48)				
25247X-10-7	Dial Global Inc Com		04/05/2012	State Street Global Mkts	92,000	212	212	215	293	(78)			(78)		215		(3)	(3)				
25247X-10-7	Dial Global Inc Com		04/09/2012	State Street Global Mkts	410,000	936	936	959	1,308	(349)			(349)		959		(23)	(23)				
25247X-10-7	Dial Global Inc Com		04/10/2012	State Street Global Mkts	38,000	89	89	89	121	(32)			(32)		89							

E05.3

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

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	Foreign	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 Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)		
25247X-10-7	Dial Global Inc Com		04/11/2012	State Street Global Mkts	160.000	366		374	510	(136)			(136)		374		(8)	(8)					
25247X-10-7	Dial Global Inc Com		04/12/2012	State Street Global Mkts	289.000	662		676	922	(246)			(246)		676		(14)	(14)					
25247X-10-7	Dial Global Inc Com		04/13/2012	State Street Global Mkts	368.000	839		861	1,174	(313)			(313)		861		(21)	(21)					
25247X-10-7	Dial Global Inc Com		04/16/2012	State Street Global Mkts	820.000	1,882		1,917	2,616	(698)			(698)		1,917		(35)	(35)					
25247X-10-7	Dial Global Inc Com		04/17/2012	State Street Global Mkts	728.000	1,683		1,702	2,322	(620)			(620)		1,702		(19)	(19)					
25247X-10-7	Dial Global Inc Com		04/18/2012	State Street Global Mkts	344.000	788		804	1,097	(293)			(293)		804		(16)	(16)					
25247X-10-7	Dial Global Inc Com		04/19/2012	State Street Global Mkts	56.000	128		131	179	(48)			(48)		131		(2)	(2)					
25247X-10-7	Dial Global Inc Com		04/20/2012	State Street Global Mkts	77.000	177		180	246	(66)			(66)		180		(3)	(3)					
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						10,248	XXX	10,429	14,227	(3,798)			(3,798)		10,429		(179)	(179)			XXX	XXX	
9799997. Total - Common Stocks - Part 4						10,248	XXX	10,429	14,227	(3,798)			(3,798)		10,429		(179)	(179)			XXX	XXX	
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						10,248	XXX	10,429	14,227	(3,798)			(3,798)		10,429		(179)	(179)			XXX	XXX	
9899999. Total - Preferred and Common Stocks						10,248	XXX	10,429	14,227	(3,798)			(3,798)		10,429		(179)	(179)			XXX	XXX	
9999999 - Totals						33,306,603	XXX	33,416,777	32,009,220	(3,798)	298,717		294,919		32,952,813		353,792	353,792		865,724	XXX	XXX	

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

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

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open

N O N E

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
0599999. Total	U.S. Government Bonds					XXX
1099999. Total	All Other Government Bonds					XXX
1799999. Total	U.S. States, Territories and Possessions Bonds					XXX
2499999. Total	U.S. Political Subdivisions Bonds					XXX
3199999. Total	U.S. Special Revenues Bonds					XXX
362334-BQ-6	RMBGSAA Home Equity Tr Ser 2006-3 CI A1 RMB		1FM	9,623	9,623	10/25/2022
81376G-AC-4	RMBGS Securitized AB Receivables LLC Ser 2006-		6AM	48,859	48,859	08/25/2036
3399999. Subtotal	Bonds - Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities			58,482	58,482	XXX
3899999. Total	Industrial and Miscellaneous (Unaffiliated) Bonds			58,482	58,482	XXX
4899999. Total	Hybrid Securities					XXX
5599999. Total	Parent, Subsidiaries and Affiliates Bonds					XXX
6199999. Total	Issuer Obligations					XXX
6299999. Total	Residential Mortgage-Backed Securities			58,482	58,482	XXX
6399999. Total	Commercial Mortgage-Backed Securities					XXX
6499999. Total	Other Loan-Backed and Structured Securities					XXX
6599999. Total	Bonds			58,482	58,482	XXX
7099999. Total	Preferred Stocks					XXX
7599999. Total	Common Stocks					XXX
7699999. Total	Preferred and Common Stocks					XXX
	Overnight Repos			14,480,632	14,480,632	07/02/2012
8999999. Total	Short-Term Invested Assets (Schedule DA type)			14,480,632	14,480,632	XXX
9999999. Total	Totals			14,539,114	14,539,114	XXX

General Interrogatories:

- Total activity for the year to date Fair Value \$(113,833) Book/Adjusted Carrying Value \$(113,833)
- Average balance for the year to date Fair Value \$14,383,907 Book/Adjusted Carrying Value \$14,383,907
- Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
 NAIC 1 \$9,623 NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$48,859

STATEMENT AS OF JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
0599999	Total - U.S. Government Bonds					XXX
1099999	Total - All Other Government Bonds					XXX
1799999	Total - U.S. States, Territories and Possessions Bonds					XXX
2499999	Total - U.S. Political Subdivisions Bonds					XXX
3199999	Total - U.S. Special Revenues Bonds					XXX
3899999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds					XXX
4899999	Total - Hybrid Securities					XXX
5599999	Total - Parent, Subsidiaries and Affiliates Bonds					XXX
6199999	Total - Issuer Obligations					XXX
6299999	Total - Residential Mortgage-Backed Securities					XXX
6399999	Total - Commercial Mortgage-Backed Securities					XXX
6499999	Total - Other Loan-Backed and Structured Securities					XXX
6599999	Total Bonds					XXX
7099999	Total - Preferred Stocks					XXX
7599999	Total - Common Stocks					XXX
7699999	Total - Preferred and Common Stocks					XXX
9999999	Totals					XXX

General Interrogatories:

- | | | |
|--|-------------------------------|---|
| 1. Total activity for the year to date | Fair Value \$ | Book/Adjusted Carrying Value \$ |
| 2. Average balance for the year to date | Fair Value \$ | Book/Adjusted Carrying Value \$ |
| 3. Grand Total Schedule DL Part 1 and Part 2 | Fair Value \$14,539,114 | Book/Adjusted Carrying Value \$14,539,114 |

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 and Accrued	8 Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

Designate the type of health care providers reported on this page:
Physicians, including surgeons and osteopaths

**SUPPLEMENT A TO SCHEDULE T
EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES**

States, etc.	1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid		5 Direct Losses Incurred	Direct Losses Unpaid		8 Direct Losses Incurred But Not Reported
			3 Amount	4 No. of Claims		6 Amount Reported	7 No. of Claims	
1. Alabama .....AL								
2. Alaska .....AK								
3. Arizona .....AZ								
4. Arkansas .....AR					(233)			402
5. California .....CA	24,250	11,115			2,644			2,644
6. Colorado .....CO								
7. Connecticut .....CT								
8. Delaware .....DE								
9. District of Columbia .....DC								
10. Florida .....FL					(173)			372
11. Georgia .....GA								
12. Hawaii .....HI								
13. Idaho .....ID								
14. Illinois .....IL					(279)			500
15. Indiana .....IN								
16. Iowa .....IA								
17. Kansas .....KS								
18. Kentucky .....KY								
19. Louisiana .....LA					(43)			151
20. Maine .....ME								
21. Maryland .....MD								
22. Massachusetts .....MA								
23. Michigan .....MI	10,350	6,298			1,074			2,482
24. Minnesota .....MN								
25. Mississippi .....MS					(2)			10
26. Missouri .....MO					(33)			93
27. Montana .....MT								
28. Nebraska .....NE								
29. Nevada .....NV								
30. New Hampshire .....NH								
31. New Jersey .....NJ					(116)			293
32. New Mexico .....NM					(15)			(3,805)
33. New York .....NY					(325)			526
34. North Carolina .....NC								
35. North Dakota .....ND								
36. Ohio .....OH								
37. Oklahoma .....OK								
38. Oregon .....OR								
39. Pennsylvania .....PA					(76,263)			2,492
40. Rhode Island .....RI								
41. South Carolina .....SC								
42. South Dakota .....SD								
43. Tennessee .....TN								
44. Texas .....TX					(64)			223
45. Utah .....UT								
46. Vermont .....VT								
47. Virginia .....VA								
48. Washington .....WA								
49. West Virginia .....WV								
50. Wisconsin .....WI					(3)			14
51. Wyoming .....WY								
52. American Samoa .....AS								
53. Guam .....GU								
54. Puerto Rico .....PR								
55. U.S. Virgin Islands .....VI								
56. Northern Mariana Islands .....MP								
57. Canada .....CN								
58. Aggregate Other Aliens .....OT								
59. Totals	34,600	17,413			(73,831)			6,397
DETAILS OF WRITE-INS								
5801.								
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)								



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

Designate the type of health care providers reported on this page: Hospitals

SUPPLEMENT A TO SCHEDULE T EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Table with 8 columns: States, etc.; Direct Premiums Written; Direct Premiums Earned; Direct Losses Paid (Amount, No. of Claims); Direct Losses Incurred; Direct Losses Unpaid (Amount Reported, No. of Claims); Direct Losses Incurred But Not Reported. The table contains a large 'NONE' watermark across the center.



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

Designate the type of health care providers reported on this page:
 Other health care professionals, including dentists, chiropractors, and podiatrists

**SUPPLEMENT A TO SCHEDULE T
 EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN
 ALLOCATED BY STATES AND TERRITORIES**

States, etc.	1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid		5 Direct Losses Incurred	Direct Losses Unpaid		8 Direct Losses Incurred But Not Reported
			3 Amount	4 No. of Claims		6 Amount Reported	7 No. of Claims	
1. Alabama AL								
2. Alaska AK								
3. Arizona AZ								
4. Arkansas AR								
5. California CA								233
6. Colorado CO								
7. Connecticut CT								
8. Delaware DE								
9. District of Columbia DC								
10. Florida FL								361
11. Georgia GA					36			36
12. Hawaii HI								
13. Idaho ID								
14. Illinois IL					442			442
15. Indiana IN					148	(60,000)	1	(59,445)
16. Iowa IA								
17. Kansas KS								
18. Kentucky KY								
19. Louisiana LA								
20. Maine ME								
21. Maryland MD								
22. Massachusetts MA								
23. Michigan MI								99
24. Minnesota MN								
25. Mississippi MS								
26. Missouri MO								
27. Montana MT								
28. Nebraska NE								
29. Nevada NV								
30. New Hampshire NH								
31. New Jersey NJ					96			276
32. New Mexico NM								
33. New York NY					65			248
34. North Carolina NC								
35. North Dakota ND								
36. Ohio OH								
37. Oklahoma OK								
38. Oregon OR								
39. Pennsylvania PA								303
40. Rhode Island RI								
41. South Carolina SC								
42. South Dakota SD								
43. Tennessee TN					86			142
44. Texas TX								
45. Utah UT								
46. Vermont VT								
47. Virginia VA								46
48. Washington WA								
49. West Virginia WV								
50. Wisconsin WI								
51. Wyoming WY								
52. American Samoa AS								
53. Guam GU								
54. Puerto Rico PR								
55. U.S. Virgin Islands VI								
56. Northern Mariana Islands MP								
57. Canada CN								
58. Aggregate Other Aliens OT								
59. Totals					873	(60,000)	1	(57,259)
DETAILS OF WRITE-INS								
5801.								
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)								



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

Designate the type of health care providers reported on this page:
Other health care facilities

**SUPPLEMENT A TO SCHEDULE T
EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES**

States, etc.	1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid		5 Direct Losses Incurred	Direct Losses Unpaid		8 Direct Losses Incurred But Not Reported
			3 Amount	4 No. of Claims		6 Amount Reported	7 No. of Claims	
1. Alabama AL								
2. Alaska AK								
3. Arizona AZ								
4. Arkansas AR								
5. California CA								
6. Colorado CO								
7. Connecticut CT								
8. Delaware DE								
9. District of Columbia DC								
10. Florida FL								
11. Georgia GA								
12. Hawaii HI								
13. Idaho ID								
14. Illinois IL								
15. Indiana IN								
16. Iowa IA								
17. Kansas KS								
18. Kentucky KY								
19. Louisiana LA								
20. Maine ME								
21. Maryland MD								
22. Massachusetts MA								
23. Michigan MI								
24. Minnesota MN								
25. Mississippi MS								
26. Missouri MO								
27. Montana MT								
28. Nebraska NE								
29. Nevada NV								
30. New Hampshire NH								
31. New Jersey NJ								
32. New Mexico NM								
33. New York NY								
34. North Carolina NC								
35. North Dakota ND								
36. Ohio OH								
37. Oklahoma OK								
38. Oregon OR								
39. Pennsylvania PA								
40. Rhode Island RI								
41. South Carolina SC								
42. South Dakota SD								
43. Tennessee TN								
44. Texas TX								
45. Utah UT								
46. Vermont VT								
47. Virginia VA								
48. Washington WA								
49. West Virginia WV								
50. Wisconsin WI								
51. Wyoming WY								
52. American Samoa AS								
53. Guam GU								
54. Puerto Rico PR								
55. U.S. Virgin Islands VI								
56. Northern Mariana Islands MP								
57. Canada CN								
58. Aggregate Other Aliens OT								
59. Totals								
DETAILS OF WRITE-INS								
5801.								
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)								

NONE



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2012 OF THE SCOTTSDALE INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended JUNE 30, 2012

NAIC Group Code 0140

NAIC Company Code 41297

Company Name SCOTTSDALE INSURANCE COMPANY

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

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
\$421,590	\$555,167	\$220,138

2. Commercial Multiple Peril (CMP) Packaged Policies

2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? Yes [] No [X]

2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? Yes [] No [X]

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified:.....\$

2.32 Amount estimated using reasonable assumptions:.....\$

2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverage provided in CMP packaged policies.\$