



QUARTERLY STATEMENT AS OF June 30, 2012 OF THE CONDITION AND AFFAIRS OF THE UNITY FINANCIAL LIFE INSURANCE COMPANY

NAIC Group Code	0000	0000	NAIC Company Code	63819	Employer's ID Number	23-1640528
	(Current Period)	(Prior Period)				
Organized under the Laws of	Ohio		State of Domicile or Port of Entry	Ohio		
Country of Domicile	United States of America					
Incorporated/Organized	05/06/1964		Commenced Business	05/06/1964		
Statutory Home Office	4675 Cornell Road, Suite 160			Cincinnati, OH 45241		
	(Street and Number)			(City, or Town, State and Zip Code)		
Main Administrative Office	4675 Cornell Road, Suite 160					
	(Street and Number)					
	Cincinnati, OH 45241			(513)247-0711		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Mail Address	P.O. Box 625700			Cincinnati, OH 45262-5700		
	(Street and Number or P.O. Box)			(City, or Town, State and Zip Code)		
Primary Location of Books and Records	4675 Cornell Road, Suite 160					
	(Street and Number)					
	Cincinnati, OH 45241			(513)247-0711		
	(City, or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Internet Web Site Address	www.uflife.com					
Statutory Statement Contact	Beth Adkins			(513)247-5665		
	(Name)			(Area Code)(Telephone Number)(Extension)		
	badkins@uflife.com			(513)247-5040		
	(E-Mail Address)			(Fax Number)		

OFFICERS

Name	Title
Thomas Cresson Hardy	Chairman/President/CEO
Janeen Rene Rutherford	Secretary
Beth Anne Adkins	Treasurer

VICE-PRESIDENTS

Beth Anne Adkins, Vice President
Jay Cresson Hardy, Senior Vice President

Janeen Rene Rutherford, Assistant Vice President

DIRECTORS OR TRUSTEES

David Benjamin Abraham	Thomas Cresson Hardy
Alexander Meeker Clark	John Joseph Waller
Jerry Michael Gannon #	John Bernard Yanko
Jay Cresson Hardy	

State of Ohio
County of Hamilton ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Thomas Hardy	Janeen Rutherford	Beth Adkins
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	Treasurer
(Title)	(Title)	(Title)

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

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

Yes[X] No[]

(Notary Public Signature)

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	129,678,483		129,678,483	118,920,109
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....427,257), cash equivalents (\$.....0) and short-term investments (\$.....2,166,512)	2,593,769		2,593,769	2,791,337
6. Contract loans (including \$.....0 premium notes)	73,604		73,604	65,679
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	132,345,856		132,345,856	121,777,125
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	1,589,837		1,589,837	1,485,794
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	19,537		19,537	17,756
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)	2,212,251		2,212,251	1,962,279
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	61,548		61,548	153,679
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	2,271,864	1,059,934	1,211,930	1,093,359
19. Guaranty funds receivable or on deposit	34,708		34,708	30,298
20. Electronic data processing equipment and software	111,285	101,220	10,065	14,569
21. Furniture and equipment, including health care delivery assets (\$.....0)	6,358	6,358		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$.....0) and other amounts receivable	819,702	819,702		
25. Aggregate write-ins for other than invested assets	12,359	12,359		
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	139,485,306	1,999,573	137,485,733	126,534,859
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	139,485,306	1,999,573	137,485,733	126,534,859
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. Premiums Receivable	3,397	3,397		
2502. Prepaid Expenses	8,961	8,961		
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	12,359	12,359		

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....120,378,244 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve)	120,378,244	109,106,708
2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve)		
3. Liability for deposit-type contracts (including \$.....0 Modco Reserve)		
4. Contract claims:		
4.1 Life	778,082	746,976
4.2 Accident and health		
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco)		
6.2 Dividends not yet apportioned (including \$.....0 Modco)		
6.3 Coupons and similar benefits (including \$.....0 Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident & health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums	18,513	12,164
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including the liability of \$.....0 accident and health experience rating refunds of which \$.....0 is for medical loss ratio rebate per the Public Health Service Act		
9.3 Other amounts payable on reinsurance; including \$.....0 assumed and \$.....592,102 ceded	592,102	1,089,844
9.4 Interest Maintenance Reserve	1,134,564	1,103,736
10. Commissions to agents due or accrued-life and annuity contracts \$.....27,972, accident and health \$.....0 and deposit-type contract funds \$.....0	27,972	5,571
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	225,148	326,398
13. Transfers to Separate Accounts due or accrued (net) (Including \$.....0 accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	199,289	321,659
15.1 Current federal and foreign income taxes, including \$.....33,257 on realized capital gains (losses)	65,122	68,791
15.2 Net deferred tax liability		
16. Unearned investment income		
17. Amounts withheld or retained by company as agent or trustee	82,749	76,166
18. Amounts held for agents' account, including \$.....775,812 agents' credit balances	775,812	657,630
19. Remittances and items not allocated	542,407	608,343
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$.....0 and interest thereon \$.....0		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	359,648	326,228
24.02 Reinsurance in unauthorized companies		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers	34,370	125,567
24.04 Payable to parent, subsidiaries and affiliates		
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance		
24.08 Derivatives		
24.09 Payable for securities	1,472,150	
24.10 Payable for securities lending		
24.11 Capital notes \$.....0 and interest thereon \$.....0		
25. Aggregate write-ins for liabilities		1,173,915
26. Total Liabilities excluding Separate Accounts business (Lines 1 to 25)	126,686,172	115,749,696
27. From Separate Accounts Statement		
28. Total Liabilities (Lines 26 and 27)	126,686,172	115,749,696
29. Common capital stock	2,524,500	2,524,500
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes		
33. Gross paid in and contributed surplus	2,584,370	2,584,370
34. Aggregate write-ins for special surplus funds		566,954
35. Unassigned funds (surplus)	5,690,690	5,109,339
36. Less treasury stock, at cost:		
36.10 shares common (value included in Line 29 \$.....0)		
36.20 shares preferred (value included in Line 30 \$.....0)		
37. Surplus (Total Lines 31 to 35, Less 36) (including \$.....0 in Separate Accounts Statement)	8,275,060	8,260,663
38. Totals of Lines 29, 30 and 37	10,799,560	10,785,163
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	137,485,733	126,534,859
DETAILS OF WRITE-INS		
2501. Amount payable to TPA's		1,173,915
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)		1,173,915
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. TOTALS (Lines 3101 through 3103 plus 3198) (Line 31 above)		
3401. Adoption of SSAP No. 10R		566,954
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)		566,954

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	22,953,911	18,588,748	39,002,729
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	2,766,946	2,535,823	5,220,191
4. Amortization of Interest Maintenance Reserve (IMR)	102,200	90,509	168,131
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	2,840,734	4,727,482	8,994,056
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts			
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income			
9. Totals (Lines 1 to 8.3)	28,663,790	25,942,562	53,385,107
10. Death benefits	8,343,716	7,396,841	15,185,194
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits			
13. Disability benefits and benefits under accident and health contracts			
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	84,505	35,070	102,162
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	1,305	(99)	936
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	10,862,651	8,177,544	17,358,173
20. TOTALS (Lines 10 to 19)	19,292,177	15,609,356	32,646,466
21. Commissions on premiums, annuity considerations, and deposit type contract funds (direct business only)	5,880,456	7,514,055	14,567,807
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	1,329,420	1,528,158	2,930,242
24. Insurance taxes, licenses and fees, excluding federal income taxes	857,356	658,169	1,367,427
25. Increase in loading on deferred and uncollected premiums	275,612	165,398	192,756
26. Net transfers to or (from) Separate Accounts, net of reinsurance			
27. Aggregate write-ins for deductions			
28. Totals (Lines 20 to 27)	27,635,021	25,475,136	51,704,698
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	1,028,769	467,426	1,680,410
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	1,028,769	467,426	1,680,410
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	83,550	72,839	277,825
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	945,220	394,587	1,402,585
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....0 (excluding taxes of \$.....0 transferred to the IMR)			
35. Net income (Line 33 plus Line 34)	945,220	394,587	1,402,585
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	10,785,163	10,180,028	10,180,030
37. Net Income (Line 35)	945,220	394,587	1,402,585
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0			
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	57,628	48,162	132,803
41. Change in nonadmitted assets	438,854	(81,489)	(849,430)
42. Change in liability for reinsurance in unauthorized companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease	(408,885)		
44. Change in asset valuation reserve	(33,420)	(36,041)	(80,826)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in			
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance			
52. Dividends to stockholders	(385,000)		
53. Aggregate write-ins for gains and losses in surplus	(600,000)	(149,059)	
54. Net change in capital and surplus (Lines 37 through 53)	14,397	176,160	605,133
55. Capital and surplus as of statement date (Lines 36 + 54)	10,799,560	10,356,188	10,785,163
DETAILS OF WRITE-INS			
08.301. Other Income			
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. TOTALS (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)			
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above)			
5301. Adoption of SSAP No. 10R additional admitted DTA			(141,585)
5302. Reclass DTA of additional admitted DTA from special surplus to unassigned surplus			141,585
5303. Adoption of SSAP No. 10R		(149,059)	
5398. Summary of remaining write-ins for Line 53 from overflow page	(600,000)		
5399. TOTALS (Lines 5301 through 5303 plus 5398) (Line 53 above)	(600,000)	(149,059)	

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	22,432,894	18,259,124	38,590,591
2. Net investment income	2,821,073	2,553,437	5,236,413
3. Miscellaneous income	2,840,734	4,678,563	8,994,056
4. Total (Lines 1 to 3)	28,094,702	25,491,124	52,821,060
5. Benefit and loss related payments	8,896,163	7,705,365	14,512,645
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	8,132,912	9,939,263	18,913,613
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	120,475	101,001	201,001
10. Total (Lines 5 through 9)	17,149,550	17,745,628	33,627,260
11. Net cash from operations (Line 4 minus Line 10)	10,945,152	7,745,496	19,193,800
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	7,769,315	11,861,967	19,654,290
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	600,000		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	1,472,150		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	9,841,464	11,861,967	19,654,290
13. Cost of investments acquired (long-term only):			
13.1 Bonds	18,520,808	19,521,766	37,108,777
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			600,000
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	18,520,808	19,521,766	37,708,777
14. Net increase (or decrease) in contract loans and premium notes	7,925	6,525	36,736
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(8,687,268)	(7,666,324)	(18,091,223)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders	385,000		
16.6 Other cash provided (applied)	(2,070,452)	122,424	1,406,162
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(2,455,452)	122,424	1,406,162
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)	(197,568)	201,596	2,508,739
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	2,791,337	282,599	282,598
19.2 End of period (Line 18 plus Line 19.1)	2,593,769	484,195	2,791,337

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001				
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EXHIBIT 1**DIRECT PREMIUMS AND DEPOSIT - TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance	13,769,047	15,514,437	27,742,588
3. Ordinary individual annuities			
4. Credit life (group and individual)		77,717	(802)
5. Group life insurance	21,273,681	16,773,281	35,532,928
6. Group annuities			
7. A & H - group			
8. A & H - credit (group and individual)			
9. A & H - other			
10. Aggregate of all other lines of business			
11. Subtotal	35,042,728	32,365,435	63,274,714
12. Deposit-type contracts			
13. Total	35,042,728	32,365,435	63,274,714
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 through 1003 plus 1098) (Line 10 above)			

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Unity Financial Life Insurance Company (“the Company”) are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance (the Department).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under 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.

2. Accounting Changes and Correction of Errors – No Change.

3. Business Combinations and Goodwill – No Change.

4. Discontinued Operations – No Change.

5. Investments

D. Loan Backed Securities

(1) Prepayment assumptions for mortgage-backed/loan backed and structured securities were obtained from broker dealer survey values.

(2) The Company does not have any recognized securities with Other Than Temporary Impairments.

(3) The Company does not have any recognized securities with Other Than Temporary Impairments to list by cusip.

(4) Impaired Securities (Fair Value less than Cost or Amortized Cost)

a. The aggregate amount of unrealized losses:

1. Less than 12 months	\$ 0
2. 12 months or Longer	\$ 3.75

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

1. Less than 12 months	\$ 0
2. 12 months or Longer	\$ 173.47

(5) For loan backed securities with an unrealized loss, management considers the size and duration of the loss, whether the security is backed by an agency of the United States government, general economic data, management’s assessment of whether it has the ability and intent to hold the security and whether it is more than likely than not it will be required to sell the security before its anticipated recovery. Based upon management’s review of the Company’s loan backed securities using the aforementioned criteria and the relative insignificance of the unrealized loss position of those securities, the Company concluded that there are no Other Than Temporary Impaired loan backed securities as of June 30, 2012.

6. Joint Ventures, Partnerships, and Limited Liability Companies – No Change.

7. Investment Income – No Change.

8. Derivative Instruments – No Change.

9. Income Taxes – No Change.

10. Information Concerning Parent, Subsidiaries and Affiliates – No Change.

11. Debt – No Change.

12. Retirement Plans, Deferred Compensation, and Other Postretirement Benefits – No Change.

13. Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations

4. Shareholder dividends of \$385,000 were paid in 2012.

14. Contingent Liabilities – No Change.

15. Leases – No Change.

16. Financial Instruments with Off-Balance Sheet Risk – No Change.

Notes to Financial Statement

17. Sales Transfer and Servicing of Financial Assets and Extinguishments of Liabilities – No Change.
18. Gain or Loss from Uninsured A&H Plans – No Change.
19. Direct Premium Written by Managing General Agents/Third Party Administrators – No Change.
20. Fair Value Measurements – No Change.
21. Other Items – No Change.
22. Events Subsequent – No Change.
23. Reinsurance – No Change.
24. Retrospectively Rated Contracts and Contracts Subject to Redetermination – No Change.
25. Change in Incurred Losses and Loss Adjustment Expenses – No Change.
26. Intercompany Pooling Managements – No Change.
27. Structured Settlements – No Change.
28. Health Care Receivables – No Change.
29. Participating Policies – No Change.
30. Premium Deficiency Reserves – No Change.
31. Reserves for Life Contracts and Deposit Type Contracts – No Change.
32. Analysis of Annuity Actuarial Reserves and Deposit Liabilities – No Change.
33. Premiums and Annuity Considerations Deferred and Uncollected – No Change.
34. Separate Accounts – No Change.
35. Loss/Claim Adjustment Expense – No Change.

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[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[] No[X]
 If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[] No[] N/A[X]
 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.12/31/2007.....
 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.12/31/2007.....
 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).09/14/2008.....
 6.4 By what department or departments?
 Pennsylvania
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[] No[] N/A[X]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
 8.4 If 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
.....	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 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[] No[X]
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[] No[X]
 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0
 13. Amount of real estate and mortgages held in short-term investments: \$..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[] No[X]
 14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

	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		
14.24 Short-Term Investments		
14.25 Mortgages Loans on Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
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]
Yes[] No[] N/A[X]

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

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
Fifth Third Bank, NA	38 Fountain Square, Cincinnati, OH 45263

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes[] No[X]

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

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

16.5 Identify all investment advisors, 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	McDonnell Investment Management, LLC	1515 West 22nd St., 11th Fl., Oak Brook, IL 60523

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 - LIFE & HEALTH**

	Amount
1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:	
1.1 Long-Term Mortgages in Good Standing	
1.11 Farm Mortgages	\$ 0
1.12 Residential Mortgages	\$ 0
1.13 Commercial Mortgages	\$ 0
1.14 Total Mortgages in Good Standing	\$ 0
1.2 Long-Term Mortgages in Good Standing with Restructured Terms	
1.21 Total Mortgages in Good Standing with Restructured Terms	\$ 0
1.3 Long-Term Mortgage Loans upon which Interest is Overdue more than Three Months	
1.31 Farm Mortgages	\$ 0
1.32 Residential Mortgages	\$ 0
1.33 Commercial Mortgages	\$ 0
1.34 Total Mortgages with Interest Overdue more than Three Months	\$ 0
1.4 Long-Term Mortgage Loans in Process of Foreclosure	
1.41 Farm Mortgages	\$ 0
1.42 Residential Mortgages	\$ 0
1.43 Commercial Mortgages	\$ 0
1.44 Total Mortgages in Process of Foreclosure	\$ 0
1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$ 0
1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61 Farm Mortgages	\$ 0
1.62 Residential Mortgages	\$ 0
1.63 Commercial Mortgages	\$ 0
1.64 Total Mortgages Foreclosed and Transferred to Real Estate	\$ 0
2. Operating Percentages:	
2.1 A&H loss percent 0.000%
2.2 A&H cost containment percent 0.000%
2.3 A&H expense percent excluding cost containment expenses 0.000%
3.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
3.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$ 0
3.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
3.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$ 0

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**Current Year To Date - Allocated by States and Territories**

	1	Direct Business Only					7
		Life Contracts		4	5	6	
		2	3				
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations			Deposit-Type Contracts	
1. Alabama (AL)	L	783,139				783,139	
2. Alaska (AK)	N	628				628	
3. Arizona (AZ)	L	111,678				111,678	
4. Arkansas (AR)	L	131,421				131,421	
5. California (CA)	L	217,670				217,670	
6. Colorado (CO)	L	184,233				184,233	
7. Connecticut (CT)	L	18,548				18,548	
8. Delaware (DE)	L	31,156				31,156	
9. District of Columbia (DC)	L	71,388				71,388	
10. Florida (FL)	L	3,178,537				3,178,537	
11. Georgia (GA)	L	1,186,510				1,186,510	
12. Hawaii (HI)	N	356				356	
13. Idaho (ID)	L	5,078				5,078	
14. Illinois (IL)	L	1,174,484				1,174,484	
15. Indiana (IN)	L	859,613				859,613	
16. Iowa (IA)	L	107,175				107,175	
17. Kansas (KS)	L	223,033				223,033	
18. Kentucky (KY)	L	163,127				163,127	
19. Louisiana (LA)	L	1,421,787				1,421,787	
20. Maine (ME)	L	57,353				57,353	
21. Maryland (MD)	L	475,326				475,326	
22. Massachusetts (MA)	L	67,374				67,374	
23. Michigan (MI)	N	24,310				24,310	
24. Minnesota (MN)	L	424,361				424,361	
25. Mississippi (MS)	L	1,703,964				1,703,964	
26. Missouri (MO)	L	718,688				718,688	
27. Montana (MT)	L	1,556				1,556	
28. Nebraska (NE)	L	64,522				64,522	
29. Nevada (NV)	L	30,343				30,343	
30. New Hampshire (NH)	N	1,057				1,057	
31. New Jersey (NJ)	L	552,148				552,148	
32. New Mexico (NM)	L	101,964				101,964	
33. New York (NY)	N	46,374				46,374	
34. North Carolina (NC)	L	4,352,809				4,352,809	
35. North Dakota (ND)	L	2,938				2,938	
36. Ohio (OH)	L	2,619,633				2,619,633	
37. Oklahoma (OK)	L	147,519				147,519	
38. Oregon (OR)	L	116,183				116,183	
39. Pennsylvania (PA)	L	953,005				953,005	
40. Rhode Island (RI)	L						
41. South Carolina (SC)	L	1,217,694				1,217,694	
42. South Dakota (SD)	L	6,842				6,842	
43. Tennessee (TN)	L	778,914				778,914	
44. Texas (TX)	L	7,464,757				7,464,757	
45. Utah (UT)	L	8,671				8,671	
46. Vermont (VT)	L	1,680				1,680	
47. Virginia (VA)	L	290,663				290,663	
48. Washington (WA)	L	14,362				14,362	
49. West Virginia (WV)	L	139,172				139,172	
50. Wisconsin (WI)	L	2,066,083				2,066,083	
51. Wyoming (WY)	L	1,866				1,866	
52. American Samoa (AS)	N						
53. Guam (GU)	N						
54. Puerto Rico (PR)	N	486				486	
55. U.S. Virgin Islands (VI)	N						
56. Northern Mariana Islands (MP)	N						
57. Canada (CN)	N						
58. Aggregate other alien (OT)	X X X	60				60	
59. Subtotal	(a) 46	34,322,238				34,322,238	
90. Reporting entity contributions for employee benefits plans	X X X						
91. Dividends or refunds applied to purchase paid-up additions and annuities	X X X						
92. Dividends or refunds applied to shorten endowment or premium paying period	X X X						
93. Premium or annuity considerations waived under disability or other contract provisions	X X X						
94. Aggregate other amounts not allocatable by State	X X X						
95. Totals (Direct Business)	X X X	34,322,238				34,322,238	
96. Plus Reinsurance Assumed	X X X						
97. Totals (All Business)	X X X	34,322,238				34,322,238	
98. Less Reinsurance Ceded	X X X	11,889,344				11,889,344	
99. Totals (All Business) less Reinsurance Ceded	X X X	22,432,894				22,432,894	
DETAILS OF WRITE-INS							
5801. All Others	X X X	60				60	
5802.	X X X						
5803.	X X X						
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X						
5899. TOTAL (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X	60				60	
9401.	X X X						
9402.	X X X						
9403.	X X X						
9498. Summary of remaining write-ins for Line 94 from overflow page	X X X						
9499. TOTAL (Lines 9401 through 9403 plus 9498) (Line 94 above)	X X X						

(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.

12 Schedule Y Part 1 NONE

13 Schedule Y Part 1A - Detail of Insurance Holding Company System NONE

OVERFLOW PAGE FOR WRITE-INS**SUMMARY OF OPERATIONS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
5304. Forgiveness of ownership shares	(600,000)		
5397. Summary of remaining write-ins for Line 53 (Lines 5304 through 5396)	(600,000)		

STATEMENT AS OF **June 30, 2012** OF THE **UNITY FINANCIAL LIFE INSURANCE COMPANY**
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	600,000	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		600,000
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	600,000	
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)		600,000
12. Deduct total nonadmitted amounts		600,000
13. Statement value at end of current period (Line 11 minus Line 12)		

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	118,920,110	101,180,227
2. Cost of bonds and stocks acquired	18,520,808	37,108,773
3. Accrual of discount	128,574	225,622
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	166,285	459,048
6. Deduct consideration for bonds and stocks disposed of	7,769,315	19,654,287
7. Deduct amortization of premium	287,978	399,273
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)	129,678,484	118,920,110
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	129,678,484	118,920,110

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)	101,836,905	7,575,817	76,170	(45,232)	101,836,905	109,291,320		96,195,636
2. Class 2 (a)	23,211,706	332,928	949,935	(41,023)	23,211,706	22,553,676		23,136,674
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	125,048,611	7,908,745	1,026,105	(86,255)	125,048,611	131,844,996		119,332,310
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 & Preferred Stock	125,048,611	7,908,745	1,026,105	(86,255)	125,048,611	131,844,996		119,332,310

(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 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

QS102

SCHEDULE DA - PART 1**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	2,166,512	X X X	2,166,512		

SCHEDULE DA - Verification**Short-Term Investments**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,127,385	
2. Cost of short-term investments acquired	1,039,127	30,686,802
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		29,559,417
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)	2,166,512	1,127,385
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,166,512	1,127,385

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SI08 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
313376FE0	FEDERAL HOME LOAN BANK		06/22/2012	PIPER JA	X X X	2,127,580	2,000,000.00	18,608	1
3137EACW7	FREDDIE MAC		04/30/2012	BARCLAYS	X X X	785,764	750,000.00	2,750	1
83162CUG6	SMALL BUSINESS ADMIN SER 2011-210		04/27/2012	SELECT ONE	X X X	1,524,417	1,470,424.58	7,101	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	4,437,761	4,220,424.58	28,459	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
196696LD8	CO ST DEPT HGT ED-BAB		06/29/2012	OPPENHEIMER & CO	X X X	400,226	375,000.00	2,613	1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	400,226	375,000.00	2,613	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
10112RAS3	BOSTON PROPERTIES LP		06/28/2012	BK NYC	X X X	1,063,810	1,000,000.00	5,500	1FE
149123BS9	CATERPILLAR INC.		05/31/2012	DEUTSCHE	X X X	182,364	150,000.00	173	1FE
20825CAQ7	CONOCOPHILLIPS		04/24/2012	CSFIRST	X X X	471,961	350,000.00	5,435	1FE
260543BX0	DOW CHEMICAL CO/THE		05/31/2012	BANK AME	X X X	332,928	250,000.00	1,188	2FE
345397VU4	FORD MOTOR CREDIT CO LLC		05/31/2012	CSFIRST	X X X	911,072	800,000.00	16,058	1FE
438516AT3	HONEYWELL INTERNATIONAL		04/30/2012	FIRST TN	X X X	498,164	400,000.00	3,040	1FE
96950FAH7	WILLIAMS PARTNERS LP		04/24/2012	GOLMAN S	X X X	1,034,270	1,000,000.00	17,778	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	4,494,569	3,950,000.00	49,172	X X X
8399997 Subtotal - Bonds - Part 3					X X X	9,332,556	8,545,424.58	80,244	X X X
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds					X X X	9,332,556	8,545,424.58	80,244	X X X
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	X X X	X X X	X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	9,332,556	X X X	80,244	X X X

QE04

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
31359M7M9	FNMA II POOL 3250		04/11/2012	BANK AME	X X X	1,500,000	1,500,000.00	1,413,645	1,432,510		1,348		1,348		1,433,858		66,142	66,142	40,313	04/11/2022	1FE
36202D2F8	GNMA II POOL 521704		06/20/2012	PRINCIPAL RECEIPT	X X X	439	439.09	449	443		(4)		(4)		439				12	06/01/2032	1FE
36211SRZ2	GNMA I POOL 521704		06/15/2012	PRINCIPAL RECEIPT	X X X	25	25.31	25	25						25				1	12/15/2029	1FE
36202AJP3	GNMA II POOL 000270M		06/20/2012	PRINCIPAL RECEIPT	X X X	17	17.11	18	18		(1)		(1)		17				1	01/20/2015	1FE
36201ATD0	GOVT NATL MTG ASSN POOL 577548		06/15/2012	PRINCIPAL RECEIPT	X X X	93	93.19	93	93						93				2	01/15/2032	1FE
36200ME33	GOVT NATL MTG ASSN POOL 604154		06/15/2012	PRINCIPAL RECEIPT	X X X	4,519	4,518.73	4,698	4,682		(163)		(163)		4,519				134	04/01/2033	1FE
83162CSD6	SMALL BUSINESS ADMIN SER 2008-20K		05/01/2012	PRINCIPAL RECEIPT	X X X	10,636	10,636.12	11,543	11,426		(790)		(790)		10,636				363	11/01/2028	1FE
0599999	Subtotal - Bonds - U.S. Governments				X X X	1,515,729	1,515,729.55	1,430,471	1,449,197		391		391		1,449,587		66,142	66,142	40,826	X X X	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
89910NCP4	TULARE CALIF LOC HEALTH CARE		04/17/2012	EDJONES	X X X	227,500	200,000.00	200,000	200,000						200,000		27,500	27,500	11,511	08/01/2039	1FE
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions				X X X	227,500	200,000.00	200,000	200,000						200,000		27,500	27,500	11,511	X X X	X X X
Bonds - U.S. Special Revenue, Special Assessment																					
31297H2Y4	FED HOME LN MTG CORP POOL A29791		06/15/2012	PRINCIPAL RECEIPT	X X X	5,964	5,963.91	5,820	5,843		121		121		5,964				92	02/01/2035	1FE
31287MS4	FED HOME LN MTG CORP POOL A46669		06/15/2012	PRINCIPAL RECEIPT	X X X	17,039	17,039.32	16,403	16,487		553		553		17,039				319	08/01/2035	1FE
31292HXA7	FED HOME LN MTG CORP POOL C01573		06/15/2012	PRINCIPAL RECEIPT	X X X	5,862	5,861.91	6,067	5,992		(130)		(130)		5,862				136	06/01/2033	1FE
31287SNL7	FED HOME LN MTG CORP POOL C66899		06/15/2012	PRINCIPAL RECEIPT	X X X	556	555.63	556	555						556				14	05/01/2032	1FE
31288HQD5	FED HOME LN MTG CORP POOL C78552		06/15/2012	PRINCIPAL RECEIPT	X X X	393	393.43	401	399		(5)		(5)		393				9	04/01/2033	1FE
31283KLZ9	FED HOME LN MTG CORP POOL G11244		06/15/2012	PRINCIPAL RECEIPT	X X X	1,034	1,034.19	1,048	1,039		(5)		(5)		1,034				26	04/01/2017	1FE
31395HGB0	FED HOME LN MTG CORP SER 2869		06/15/2012	PRINCIPAL RECEIPT	X X X	9,026	9,025.65	9,030	9,032		(6)		(6)		9,026				166	11/15/2032	1FE
31396HE54	FED HOME LN MTG CORP SER 3113		06/15/2012	PRINCIPAL RECEIPT	X X X	156,826	156,825.80	151,092	151,822		5,004		5,004		156,826				3,331	10/01/2031	1FE
31371LDJ5	FED NATL MTG ASSN POOL 254905		06/25/2012	PRINCIPAL RECEIPT	X X X	2,535	2,535.41	2,618	2,603		(68)		(68)		2,535				61	10/01/2033	1FE
31371LZM0	FED NATL MTG ASSN POOL 255580		06/25/2012	PRINCIPAL RECEIPT	X X X	9,980	9,980.40	10,168	10,112		(132)		(132)		9,980				232	02/01/2035	1FE
31371L4P1	FED NATL MTG ASSN POOL 255630		06/25/2012	PRINCIPAL RECEIPT	X X X	21,486	21,485.93	21,471	21,456		30		30		21,486				460	02/01/2035	1FE
31388UQA1	FED NATL MTG ASSN POOL 615249		06/25/2012	PRINCIPAL RECEIPT	X X X	11,795	11,794.57	12,212	12,030		(236)		(236)		11,795				248	11/25/2016	1FE
31389R847	FED NATL MTG ASSN POOL 632859		06/25/2012	PRINCIPAL RECEIPT	X X X	3,449	3,448.57	3,557	3,524		(75)		(75)		3,449				72	03/25/2017	1FE
31390L6J0	FED NATL MTG ASSN POOL 649873		06/25/2012	PRINCIPAL RECEIPT	X X X	4,393	4,392.58	4,446	4,425		(32)		(32)		4,393				100	08/01/2032	1FE
31401WMD8	FED NATL MTG ASSN POOL 720456		06/25/2012	PRINCIPAL RECEIPT	X X X	5,173	5,172.86	5,282	5,186		(13)		(13)		5,173				93	08/01/2018	1FE
31402DMP2	FED NATL MTG ASSN POOL 725866		06/25/2012	PRINCIPAL RECEIPT	X X X	18,247	18,246.50	17,836	17,880		367		367		18,247				338	09/01/2034	1FE
31403DWD7	FED NATL MTG ASSN POOL 745944		06/25/2012	PRINCIPAL RECEIPT	X X X	37,272	37,271.67	37,876	38,030		(759)		(759)		37,272				771	12/25/2033	1FE
31403LPS4	FED NATL MTG ASSN POOL 752033		06/25/2012	PRINCIPAL RECEIPT	X X X	1,943	1,943.29	2,049	2,004		(61)		(61)		1,943				49	10/01/2018	1FE
31403MJC8	FED NATL MTG ASSN POOL 753175		06/25/2012	PRINCIPAL RECEIPT	X X X	7,103	7,102.90	7,438	7,386		(283)		(283)		7,103				192	12/01/2033	1FE
31406BQQ7	FED NATL MTG ASSN POOL 804907		06/25/2012	PRINCIPAL RECEIPT	X X X	14,006	14,005.54	13,775	13,672		333		333		14,006				235	01/01/2035	1FE
31406NJP0	FED NATL MTG ASSN POOL 814870		06/25/2012	PRINCIPAL RECEIPT	X X X	3,047	3,046.59	3,021	3,005		41		41		3,047				57	04/01/2020	1FE
31407EHZ9	FED NATL MTG ASSN POOL 828348		06/25/2012	PRINCIPAL RECEIPT	X X X	20,335	20,335.44	19,433	19,510		826		826		20,335				383	07/01/2035	1FE
31407LZNO	FED NATL MTG ASSN POOL 834249		06/25/2012	PRINCIPAL RECEIPT	X X X	1,104	1,103.74	1,036	1,044		60		60		1,104				21	08/01/2035	1FE
31408F5V7	FED NATL MTG ASSN POOL 850660		06/25/2012	PRINCIPAL RECEIPT	X X X	14,805	14,805.38	14,326	14,371		434		434		14,805				306	12/01/2035	1FE
31412F5V6	FED NATL MTG ASSN POOL 924032		06/25/2012	PRINCIPAL RECEIPT	X X X	44,769	44,768.99	42,254	42,549		2,220		2,220		44,769				859	05/01/2037	1FE
31412UY61	FED NATL MTG ASSN POOL 935533		06/25/2012	PRINCIPAL RECEIPT	X X X	22,092	22,092.30	22,553	22,479		(387)		(387)		22,092				420	08/01/2039	1
31414ANVO	FED NATL MTG ASSN POOL 960404		06/25/2012	PRINCIPAL RECEIPT	X X X	27,763	27,763.22	28,701	28,652		(889)		(889)		27,763				468	12/01/2037	1
31415XA76	FED NATL MTG ASSN POOL 992030		06/25/2012	PRINCIPAL RECEIPT	X X X	20,822	20,821.51	20,688	20,644		177		177		20,822				419	10/01/2038	1FE
31417MQQ9	FED NATL MTG ASSN POOL AC3162		06/25/2012	PRINCIPAL RECEIPT	X X X	79,449	79,449.14	84,112	81,928		(2,479)		(2,479)		79,449				1,398	10/01/2024	1
31417SAA8	FED NATL MTG ASSN POOL AC5400		06/25/2012	PRINCIPAL RECEIPT	X X X	49,904	49,903.68	50,608	50,536		(633)		(633)		49,904				914	10/01/2039	1
31418SCJ6	FED NATL MTG ASSN POOL AD4572		06/25/2012	PRINCIPAL RECEIPT	X X X	52,478	52,478.09	54,566	54,299		(1,821)		(1,821)		52,478				1,093	05/01/2040	1FE
31418TD53	FED NATL MTG ASSN POOL AD5523		06/25/2012	PRINCIPAL RECEIPT	X X X	67,851	67,851.05	68,957	68,806		(955)		(955)		67,851				1,271	06/01/2040	1FE
31419CD34	FED NATL MTG ASSN POOL AE1921		06/25/2012	PRINCIPAL RECEIPT	X X X	62,031	62,030.92	63,791	63,675		(1,644)		(1,644)		62,031				991	09/25/2040	1FE
3138A9CX0	FED NATL MTG ASSN POOL AH7285		06/25/2012	PRINCIPAL RECEIPT	X X X	64,434	64,433.84	63,317	63,321		1,113		1,113		64,434				1,008	03/01/2041	1
3138ADHM0	FED NATL MTG ASSN POOL AI0235		06/25/2012	PRINCIPAL RECEIPT	X X X	10,807	10,807.31	10,892	10,888		(81)		(81)		10,807				158	05/01/2026	1
31417YTU1	FED NATL MTG ASSN POOL MA0562		06/25/2012	PRINCIPAL RECEIPT	X X X	25,034	25,033.54	26,141	26,066		(1,032)		(1,032)		25,034				469	10/25/2040	1FE
31417YW37	FED NATL MTG ASSN POOL MA0665		06/25/2012	PRINCIPAL RECEIPT	X X X	51,741	51,741.30	52,010	52,003		(262)		(262)		51,741				829	02/01/2041	1
31393THN9	FED NATL MTG ASSN REMIC SER2003-81		06/25/2012	PRINCIPAL RECEIPT	X X X	21,047	21,047.41	19,397	19,761		1,286		1,286		21,047				394	08/01/2033	1FE
31416BNK0	FN 995094		06/25/2012	PRINCIPAL RECEIPT	X X X	93,675	93,675.01	99,954	99,954		(6,279)		(6,279)		93,675				1,047	11/01/2035	1
31389PNK2	FNMA POOL 631394		06/25/2012	PRINCIPAL RECEIPT	X X X	3,427	3,427.01	3,472	3,458		(31)		(31)		3,427				108	02/01/2032	1FE
31389PSY7	FNMA POOL 631535		06/25/2012	PRINCIPAL RECEIPT	X X X	383	382.81	390	388		(5)		(5)		383				10	03/01/2032	1FE
31390BTJ7	FNMA POOL 641453		06/25/2012	PRINCIPAL RECEIPT	X X X	63	62.6														

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.								
14986DAB6	CITIGROUP/DEUTSCHE BANK COMM		04/17/2012	PRINCIPAL RECEIPT	X X X	248,210	248,209.69	249,445	248,210						248,210				4,600	02/01/2012	2FM	
36828QRV0	MTG GE CAPITAL COMM MTG CORP SER		06/11/2012	PRINCIPAL RECEIPT	X X X	29,139	29,138.51	29,185	29,139						29,139				786	03/01/2011	1FM	
59023BAB0	MERRILL LYNCH MTG TR		06/12/2012	PRINCIPAL RECEIPT	X X X	790	789.51	794	790						790				18	05/01/2039	2FM	
61749MAS8	MORGAN STANLEY CAPITAL I		06/12/2012	PRINCIPAL RECEIPT	X X X	935	935.32	940	935						935				20	08/01/2041	2FM	
875127AS1	TAMPA ELECTRIC		06/15/2012	MATURITY	X X X	350,000	350,000.00	370,693	352,381		(2,381)		(2,381)		350,000				12,031	06/15/2012	2FE	
89417EAB5	TRAVELERS P & C CAPITAL I		06/15/2012	MATURITY	X X X	300,000	300,000.00	298,905	299,889		111		111		300,000				8,063	06/15/2012	1FE	
984121BS1	XEROX CORPORATION		05/15/2012	MATURITY	X X X	350,000	350,000.00	348,808	349,876		124		124		350,000				9,625	05/15/2012	2FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	1,279,074	1,279,073.03	1,298,770	1,281,220		(2,146)		(2,146)		1,279,074				35,143	X X X	X X X	
8399997	Subtotal - Bonds - Part 4				X X X	4,093,446	4,065,943.56	4,008,069	3,907,341		(7,494)		(7,494)		3,999,804		93,642	93,642	107,049	X X X	X X X	
8399998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
8399999	Subtotal - Bonds				X X X	4,093,446	4,065,943.56	4,008,069	3,907,341		(7,494)		(7,494)		3,999,804		93,642	93,642	107,049	X X X	X X X	
8999998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9899999	Subtotal - Preferred and Common Stocks				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9999999	Total - Bonds, Preferred and Common Stocks				X X X	4,093,446	X X X	4,008,069	3,907,341		(7,494)		(7,494)		3,999,804		93,642	93,642	107,049	X X X	X X X	

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

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D NONE

E09 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E10 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH**Month End Depository Balances**

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
						6 First Month	7 Second Month	8 Third Month	
open depositories									
JP Morgan Chase Bank	Madison, WI					626,559	1,208,705	677,796	X X X
Fifth Third Bank	Cincinnati, OH					138,002	(115,829)	(250,539)	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository - open depositories		X X X	X X X						X X X
0199999 Totals - Open Depositories		X X X	X X X			764,561	1,092,875	427,257	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository - suspended depositories		X X X	X X X						X X X
0299999 Totals - Suspended Depositories		X X X	X X X						X X X
0399999 Total Cash On Deposit		X X X	X X X			764,561	1,092,875	427,257	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash		X X X	X X X			764,561	1,092,875	427,257	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
N O N E							
8699999 Total - Cash Equivalents							

INDEX TO LIFE AND ACCIDENT AND HEALTH QUARTERLY STATEMENT

Accident and Health; Q3; Q4; Q6; Q11; QSupp3
 Accounting Changes and Corrections of Errors; Q4; Q7, Note 2
 Accounting Practices and Policies; Q7, Note 1
 Admitted Assets; Q2; Q8; QSI01; QSI03; QSI08; QSupp2
 Affiliated Transactions; Q2; Q3; Q7, Note 10; Q8; Q8.1
 Annuities; Q3; Q4; Q6; Q11; QSupp3
 Annuity Actuarial Reserves; Q7, Note 32
 Annuity Benefits; Q4
 Asset Valuation Reserve; Q3; Q4
 Bonds; Q2; Q5; Q8.1; Q8.2; QSI01; QSI02; QE04; QE05; QSupp2
 Business Combinations and Goodwill; Q7, Note 3
 Capital Gains (Losses); Q3; Q4; Q5
 Capital Stock; Q3; Q4; Q7, Note 13
 Capital Notes; Q3; Q5; Q7, Note 11
 Caps; QE06; QSI04
 Cash; Q2; Q5; QSI04; QE11; QSupp2
 Cash Equivalents; Q2; Q5; QSI08; QE12
 Claim Adjustment Expenses; Q7, Note 35
 Claims; Q3; QSupp1
 Coinsurance; Q3
 Collars; QE06; QSI04
 Commissions; Q3; Q4; Q5
 Common Stock; Q2; Q3; Q5; Q7, Note 13; Q8.1; Q8.2; QSI01; QE04; QE05; QSupp2
 Contract Loans; Q2; Q5
 Contingencies; Q7, Note 14
 Counterparty Exposure; Q7, Note 8; QE06; QE08
 Coupons; Q3; Q4
 Credit Life; Q6
 Death Benefits; Q4
 Debt; Q7, Note 11
 Deferred Compensation; Q7, Note 12
 Deposit Liabilities by Withdrawal Characteristics; Q7, Note 32
 Derivative Instruments; Q7, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08
 Deposit-Type Contracts; Q3; Q4; Q5; Q6; Q11
 Disability Benefits; Q11
 Discontinued Operations; Q7, Note 4
 Dividends or Refunds; Q5; Q11
 Electronic Data Processing Equipment; Q2
 Exchange or Counterparty; QE06; QE07; QE08
 Expenses; Q3; Q4; Q5; QE01
 Experience Rating Refunds; Q3; Q4
 Extinguishment of Liabilities; Q7, Note 17
 Extraordinary Items; Q7, Note 21
 Fair Value; Q7, Note 20
 Federal ID Number; Q10
 Federal Reserve Board; Q8
 Floors; QE06; QSI04
 Foreign Exchange; Q2; Q3; Q4; QSI01; QSI03; QSI08; QE01; QE02; QE03; QE05
 Forwards; QE06; QSI04
 Furniture and Equipment; Q2
 Futures Contracts; QE07; QSI04
 General Insurance Expenses; Q4
 Group Life Insurance; Q6
 Guaranty Fund; Q2
 Health Care Receivables; Q2; Q7, Note 28
 Holding Company; Q8; Q12; Q13
 Income; Q2; Q3; Q4; Q5; QE01; QE03; QE06; QE07; QSupp2
 Income Generation Transactions; QE06; QE07
 Income Taxes; Q2; Q3; Q4; Q5; Q7, Note 9
 Incurred Losses and Loss Adjustment Expenses; Q7, Note 25
 Individual Annuities; Q6
 Industrial Life; Q6
 Insurance Futures Options; QE07
 Intercompany Pooling; Q7, Note 26
 Interest Maintenance Reserve; Q3; Q4
 Investment Income; Q3; Q7, Note 7; QE12
 Accrued; Q2; QSupp2
 Earned; Q4
 Received; Q5
 Investments; Q2; Q3; Q4; Q5; Q7, Note 5; Q8.1; Q8.2; QSI01; QSI03; QSI08; QE01; QE02; QE03; QE04; QE05; QE06; QE07; QE08; QE11; QE12; QSupp2
 Joint Venture; Q7, Note 6; QE03

INDEX TO LIFE AND ACCIDENT AND HEALTH QUARTERLY STATEMENT

Leases; Q7, Note 15
 Licensing; Q3; Q4; Q8
 Limited Liability Company (LLC); Q7, Note 6; QE03
 Limited Partnership; Q7, Note 6; QE03
 Long-Term Invested Assets; Q5; Q9; QSI01; QE03; QE04; QE05
 Managing General Agents; Q7, Note 19; Q8
 Matured Endowments; Q4
 Medicare Part D Coverage; QSupp5
 Mergers; Q7, Note 3; Q8
 Modco Reserve; Q3
 Mortgage Loans; Q2; Q5; Q8.1; Q9; QSI01; QE02; QSupp2
 Nonadmitted Assets; Q2; Q4; QSI01; QSI03; QSI08
 Non-Cash Transactions; Q5
 Off-Balance Sheet Risk; Q7, Note 16
 Options; Q8.1; QE06; QSI04
 Ordinary Life Insurance; Q6
 Organizational Chart; Q8; Q12
 Other Derivative Transactions; QE06; QE07
 Parent, Subsidiaries and Affiliates; Q2; Q3; Q7, Note 10; Q8.1; Q12
 Participating Policies; Q7, Note 29
 Pharmaceutical Rebates; Q2; Q7, Note 28
 Policies; Q3; QSupp3
 Policyholder Dividends; Q3; Q4; Q5
 Postemployment Benefits; Q7, Note 12
 Postretirement Benefits; Q7, Note 12
 Preferred Stock; Q2; Q3; Q5; Q8.1; Q8.2; QSI01; QSI02; QE04; QE05; QSupp2
 Premium Deficiency Reserves; Q3; Q7, Note 30
 Premiums and Annuity Considerations; Q7, Note 33
 Advance; Q3
 Collected; Q4; Q5
 Deferred; Q2; QSupp3
 Direct; Q2; Q4; Q6; Q11
 Uncollected; Q2; QSupp3
 Quasi Reorganizations; Q7, Note 13
 Real Estate; Q2; Q5; Q8.1; Q9; QSI01; QE01; QSupp2
 Redetermination, Contracts Subject to; Q7, Note 24
 Reinsurance; Q7, Note 23
 Assumed; Q3; Q4; Q10
 Ceded; Q3; Q4; Q11
 Funds Held; Q2; Q3
 Payable; Q3; Q4
 Receivable; Q2; QSupp3
 Unauthorized; Q3; Q4; QSupp3
 Replicated (Synthetic) Assets; QSI05; QSI06
 Reserves; Q7, Note 31
 Accident and Health; Q3; Q4
 Annuity; Q3
 Claim; Q3
 Life; Q3; Q4
 Retirement Plans; Q7, Note 12
 Retrospectively Rated Policies; Q7, Note 24
 Securities Lending; Q2; Q3; QE09; QE10
 Separate Accounts; Q2; Q3; Q4; Q5; Q7, Note 34
 Servicing of Financial Assets; Q7, Note 17
 Short-Term Investments; Q2; Q5; Q8.1; QSI03; QSupp2
 Special Deposits; QSupp2
 Stockholder Dividends; Q3; Q4; Q5
 Structured Settlements; Q7, Note 27
 Subsequent Events; Q7, Note 22
 Supplementary Contracts; Q4
 Surplus; Q3; Q4; Q5; Q7, Note 13; QSupp1; QSupp2; QSupp3
 Surplus Notes; Q3; Q4; Q5; QE03; Q7, Note 13
 Surrender Values; Q3; Q4
 Swaps; QE07; QSI04
 Taxes; Q2; Q3; Q4; Q5; QE01
 Third Party Administrator; Q7, Note 19; Q8
 Treasury Stock; Q3; Q4; Q5
 Uninsured Accident and Health; Q2; Q3; Q7, Note 18
 Valuation Allowance; QSI01
 Wash Sales; Q7, Note 17