



QUARTERLY STATEMENT

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

Family Heritage Life Insurance Company of America

NAIC Group Code.....0000, 0000 (Current Period) (Prior Period)	NAIC Company Code..... 77968	Employer's ID Number..... 34-1626521
Organized under the Laws of Ohio	State of Domicile or Port of Entry Ohio	Country of Domicile US
Incorporated/Organized..... August 22, 1989	Commenced Business..... November 17, 1989	
Statutory Home Office	6001 East Royalton Road, Suite 200..... Cleveland OH 44147-3529 <i>(Street and Number) (City or Town, State and Zip Code)</i>	
Main Administrative Office	6001 East Royalton Road, Suite 200..... Cleveland OH 44147-3529 <i>(Street and Number) (City or Town, State and Zip Code)</i>	440-922-5200 <i>(Area Code) (Telephone Number)</i>
Mail Address	P. O. Box 470608..... Cleveland OH 44147-0608 <i>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</i>	
Primary Location of Books and Records	6001 East Royalton Road, Suite 200..... Cleveland OH 44147-3529 <i>(Street and Number) (City or Town, State and Zip Code)</i>	440-922-5200 <i>(Area Code) (Telephone Number)</i>
Internet Web Site Address	www.FamilyHeritageLife.com	
Statutory Statement Contact	John A. Wise <i>(Name)</i> acctdept@familyheritagelife.com <i>(E-Mail Address)</i>	440-922-5200 <i>(Area Code) (Telephone Number) (Extension)</i> 440-922-5120 <i>(Fax Number)</i>

OFFICERS

Name	Title	Name	Title
1. Howard L. Lewis	President/Chief Executive Officer	2. Ronald L. Sarosy	Treasurer/Chief Financial Officer
3. Edward J. Rocheck	Secretary/Chief Operations Officer	4. Jeffrey S. Morris	Actuary

OTHER

Jeffrey S. Morris	Senior Vice President	Edward J. Rocheck	Senior Vice President
Henry G. Grendell	Vice President	Douglas B. Kelly	Vice President
Ronald L. Sarosy	Vice President		

DIRECTORS OR TRUSTEES

Henry E. Bedford	Howard L. Lewis	Edward J. Rocheck	Cynthia D. Johnstone
Jeffrey S. Morris			

State of..... Ohio
County of..... Cuyahoga

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

_____ (Signature) Howard L. Lewis 1. (Printed Name) President/Chief Executive Officer (Title)	_____ (Signature) Ronald L. Sarosy 2. (Printed Name) Treasurer/Chief Financial Officer (Title)	_____ (Signature) Edward J. Rocheck 3. (Printed Name) Secretary/Chief Operations Officer (Title)
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Subscribed and sworn to before me

This _____ day of _____ August, 2012

a. Is this an original filing? Yes [X] No []

b. If no:

1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	491,109,351		491,109,351	460,236,713
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$.....(1,361,748)), cash equivalents (\$.....26,408,028) and short-term investments (\$.....1,188,152).....	26,234,432		26,234,432	20,815,779
6. Contract loans (including \$.....0 premium notes).....	968		968	
7. Derivatives.....			.0	
8. Other invested assets.....	570,313		570,313	565,477
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets.....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	517,915,064	.0	517,915,064	481,617,969
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	1,577,080		1,577,080	1,211,000
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	1,716,565		1,716,565	1,721,342
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	180,983		180,983	169,224
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	11,700		11,700	74,787
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....			.0	
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....	512,825		512,825	292,825
18.2 Net deferred tax asset.....	20,465,467	16,237,467	4,228,000	3,228,000
19. Guaranty funds receivable or on deposit.....			.0	
20. Electronic data processing equipment and software.....	372,122	203,759	168,363	144,344
21. Furniture and equipment, including health care delivery assets (\$.....0).....	48,110	48,110	.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....			.0	
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	10,975,114	10,975,114	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	553,775,030	27,464,450	526,310,580	488,459,491
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	553,775,030	27,464,450	526,310,580	488,459,491

DETAILS OF WRITE-INS

1101.....			.0	
1102.....			.0	
1103.....			.0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0
2501. Agent Balances.....	10,149,593	10,149,593	.0	
2502. Prepaid Expenses.....	785,024	785,024	.0	
2503. Other Assets Non-Admitted.....	40,497	40,497	.0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	10,975,114	10,975,114	.0	.0

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....1,215,912 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....	1,215,912	1,107,560
2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve).....	442,359,762	411,996,287
3. Liability for deposit-type contracts (including \$.....0 Modco Reserve).....		
4. Contract claims:		
4.1 Life.....		26,520
4.2 Accident and health.....	11,679,605	11,793,199
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid.....		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco).....		
6.2 Dividends not yet apportioned (including \$.....0 Modco).....		
6.3 Coupons and similar benefits (including \$.....0 Modco).....		
7. Amount provisionally held for deferred dividend policies not included in Line 6.....		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums.....		
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 \$.....34,398 ceded.....	34,398	21,142
9.4 Interest Maintenance Reserve.....	120,241	132,764
10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0.....	385,500	360,000
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued.....	5,099,028	4,526,594
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.....	966,500	1,302,000
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....		
15.2 Net deferred tax liability.....		
16. Unearned investment income.....		
17. Amounts withheld or retained by company as agent or trustee.....		
18. Amounts held for agents' account, including \$.....0 agents' credit balances.....		
19. Remittances and items not allocated.....	520,754	500,652
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.....	1,380,000	333,000
24.02 Reinsurance in unauthorized companies.....		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers.....		
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.....		505,950
24.10 Payable for securities lending.....		
24.11 Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	580,245	545,641
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	464,341,945	433,151,309
27. From Separate Accounts statement.....		
28. Total liabilities (Lines 26 and 27).....	464,341,945	433,151,309
29. Common capital stock.....	2,556,950	2,556,950
30. Preferred capital stock.....		
31. Aggregate write-ins for other than special surplus funds.....	0	0
32. Surplus notes.....		
33. Gross paid in and contributed surplus.....	32,646,050	32,646,050
34. Aggregate write-ins for special surplus funds.....	0	0
35. Unassigned funds (surplus).....	26,765,635	20,105,182
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 29 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 30 \$.....0).....		
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$.....0 in Separate Accounts Statement).....	59,411,685	52,751,232
38. Totals of Lines 29, 30 and 37.....	61,968,635	55,308,182
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	526,310,580	488,459,491

DETAILS OF WRITE-INS

2501. Unclaimed Property.....	580,245	545,641
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	580,245	545,641
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page.....	0	0
3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above).....	0	0
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page.....	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	0	0

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.....	87,204,484	78,701,349	160,990,164
2. Considerations for supplementary contracts with life contingencies.....			
3. Net investment income.....	12,738,810	11,688,081	23,679,225
4. Amortization of Interest Maintenance Reserve (IMR).....	12,523	6,726	13,612
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....			
6. Commissions and expense allowances on reinsurance ceded.....	433,121	168,624	556,188
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.....	0	0	0
9. Totals (Lines 1 to 8.3).....	100,388,938	90,564,780	185,239,189
10. Death benefits.....	12,433	10,000	61,733
11. Matured endowments (excluding guaranteed annual pure endowments).....			
12. Annuity benefits.....			
13. Disability benefits and benefits under accident and health contracts.....	21,909,185	20,501,076	41,505,940
14. Coupons, guaranteed annual pure endowments and similar benefits.....			
15. Surrender benefits and withdrawals for life contracts.....	38,897	889	18,050
16. Group conversions.....			
17. Interest and adjustments on contract or deposit-type contract funds.....	(168)		288
18. Payments on supplementary contracts with life contingencies.....			
19. Increase in aggregate reserves for life and accident and health contracts.....	30,471,827	25,744,685	52,915,427
20. Totals (Lines 10 to 19).....	52,432,174	46,256,650	94,501,438
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....	21,555,748	19,492,473	39,686,235
22. Commissions and expense allowances on reinsurance assumed.....			
23. General insurance expenses.....	10,736,232	10,654,356	20,101,228
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	2,096,783	1,910,717	3,920,931
25. Increase in loading on deferred and uncollected premiums.....	53,526	(8,083)	9,393
26. Net transfers to or (from) Separate Accounts net of reinsurance.....			
27. Aggregate write-ins for deductions.....	0	0	0
28. Totals (Lines 20 to 27).....	86,874,463	78,306,113	158,219,225
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	13,514,475	12,258,667	27,019,964
30. Dividends to policyholders.....			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	13,514,475	12,258,667	27,019,964
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	5,680,000	5,370,206	11,439,129
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).....	7,834,475	6,888,461	15,580,835
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).....	7,834,475	6,888,461	15,580,835
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year.....	55,308,182	48,331,135	48,331,135
37. Net income (Line 35).....	7,834,475	6,888,461	15,580,835
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....	4,836	(22,966)	(62,966)
39. Change in net unrealized foreign exchange capital gain (loss).....			
40. Change in net deferred income tax.....	1,000,000	200,000	1,844,906
41. Change in nonadmitted assets.....	(1,131,858)	(1,241,333)	(3,372,729)
42. Change in liability for reinsurance in unauthorized companies.....			
43. Change in reserve on account of change in valuation basis, (increase) or decrease.....			
44. Change in asset valuation reserve.....	(1,047,000)	9,000	(13,000)
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.....		950	950
50.2 Transferred from surplus (Stock Dividend).....			
50.3 Transferred to surplus.....			
51. Surplus adjustment:			
51.1 Paid in.....		94,999,050	94,999,050
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.....		(100,000,000)	(101,999,999)
53. Aggregate write-ins for gains and losses in surplus.....	0	0	0
54. Net change in capital and surplus (Lines 37 through 53).....	6,660,453	833,162	6,977,047
55. Capital and surplus as of statement date (Lines 36 + 54).....	61,968,635	49,164,297	55,308,182

DETAILS OF WRITE-INS

08.301.			
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	0	0	0
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	0	0	0
5301.			
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page.....	0	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....	0	0	0

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.....	87,149,971	78,691,565	160,851,094
2. Net investment income.....	3,323,436	2,820,415	5,850,266
3. Miscellaneous income.....	428,222	168,624	556,188
4. Total (Lines 1 through 3).....	90,901,629	81,680,604	167,257,548
5. Benefit and loss related payments.....	22,024,118	20,667,689	41,269,562
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	34,090,919	32,651,552	63,343,483
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	5,900,000	5,500,000	11,500,000
10. Total (Lines 5 through 9).....	62,015,037	58,819,241	116,113,045
11. Net cash from operations (Line 4 minus Line 10).....	28,886,592	22,861,363	51,144,503
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	105,219,531	19,478,249	49,125,007
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	105,219,531	19,478,249	49,125,007
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	127,044,777	40,677,638	73,467,970
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	505,950	1,999,014	4,494,050
13.7 Total investments acquired (Lines 13.1 to 13.6).....	127,550,727	42,676,652	77,962,020
14. Net increase (decrease) in contract loans and premium notes.....	968		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(22,332,164)	(23,198,403)	(28,837,013)
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.....		95,000,000	95,000,000
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....		100,000,000	101,999,999
16.6 Other cash provided (applied).....	(1,135,775)		(1,624,175)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(1,135,775)	(5,000,000)	(8,624,174)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	5,418,653	(5,337,040)	13,683,316
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	20,815,779	7,132,463	7,132,463
19.2 End of period (Line 18 plus Line 19.1).....	26,234,432	1,795,423	20,815,779

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.....	410,190	266,367	605,836
3. Ordinary individual annuities.....			
4. Credit life (group and individual).....			
5. Group life insurance.....			
6. Group annuities.....			
7. A&H - group.....	1,629,955	551,587	1,591,136
8. A&H - credit (group and individual).....			
9. A&H - other.....	85,746,639	78,088,703	159,455,522
10. Aggregate of all other lines of business.....	.0	.0	.0
11. Subtotal.....	87,786,784	78,906,657	161,652,494
12. Deposit-type contracts.....			
13. Total.....	87,786,784	78,906,657	161,652,494

DETAILS OF WRITE-INS

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

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

A. Accounting Practices

The Company presents these financial statements on the basis of accounting principles prescribed or permitted by the Ohio Insurance Department. 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.

	<u>06-30-2012</u>	<u>12-31-2011</u>
Net Income - Ohio Basis	\$7,834,475	\$15,580,835
State Prescribe Practices - None	-0-	-0-
State Permitted Practices - None	<u>-0-</u>	<u>-0-</u>
Net Income - NAIC SAP	\$7,834,475	\$15,580,835
Statutory Surplus - Ohio Basis	\$61,968,635	\$55,308,182
State Prescribe Practices - None	-0-	-0-
State Permitted Practices - None	<u>-0-</u>	<u>-0-</u>
Statutory Surplus - NAIC SAP	\$61,968,635	\$55,308,182

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Life premiums are recognized as income over the premium paying period of the related policies. Health premiums are earned ratably over the terms of the related insurance policies. Expenses incurred in connection with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

In addition, the Company uses the following accounting policies:

1. Short-term investments are stated at amortized cost.
2. Bonds not backed by other loans are stated at amortized cost using yield to worst.
3. Liabilities for losses and loss/claim adjustment expenses for accident and health contracts are estimated by the Company's valuation actuary using statistical claim development models and tabular reserves employing mortality/morbidity tables.
4. The Company has a 50% ownership interest in the joint venture which owns the company's home office site. This investment is carried at equity at June 30, 2012.

Note 2 - Accounting Changes and Corrections of Errors

Not applicable.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

Not applicable.

Note 5 - Investments

Not applicable.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

Not applicable.

Note 9 - Income Taxes

No significant change.

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

No significant change.

Note 11 - Debt

Not applicable.

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

No significant change.

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

Not applicable.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

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

Not applicable.

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

Not applicable.

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

Not applicable.

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

Not applicable.

Note 20 - Fair Value

Not applicable

Note 21 - Other Items

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 22 - Events Subsequent

On 08/01/2012 Torchmark Corporation signed a definitive agreement to acquire Family Heritage Life Insurance Company of America. The transaction is expected to close in the fourth quarter of 2012.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves on accident and health contracts for incurred losses and loss adjustment expenses attributable to insured events or prior years developed as anticipated during 2011. See Schedule H - Part 3 and the Five Year Historical Data. Original estimates are increased or decreased as additional information becomes known regarding individual claims. However, no significant trends or unanticipated events were noted in 2011. None of the Company's accident and health contracts are subject to retrospective rating or experience refunds.

Note 26 - Intercompany Pooling Arrangements

Not applicable.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

Not applicable.

Note 29 - Participating Policies

Not applicable.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Reserves for Life Contracts and Annuity Contracts

No significant change.

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

Not applicable.

Note 33 - Premiums and Annuity Considerations Deferred and Uncollected

No significant change.

Note 34 - Separate Accounts

Not applicable.

Note 35 - Loss/Claim Adjustment Expenses

No significant 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 []

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

2.2 If yes, date of change:

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

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

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

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

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

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

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

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 7/16/2008.....

6.4 By what department or departments?
Ohio Department of Insurance

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

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

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

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

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
PNC Bank, National Association	PO Box 5756, Cleveland OH 44101

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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:

Statement as of June 30, 2012 of the **Family Heritage Life Insurance Company of America**
GENERAL INTERROGATORIES (continued)
PART 2 - LIFE & HEALTH

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:		
1.1	Long-term mortgages in good standing		Amount
1.11	Farm mortgages.....	\$.....	
1.12	Residential mortgages.....	\$.....	
1.13	Commercial mortgages.....	\$.....	
1.14	Total mortgages in good standing.....	\$.....	0
1.2	Long-term mortgages in good standing with restructured terms		
1.21	Total mortgages in good standing with restructured terms.....	\$.....	
1.3	Long-term mortgage loans upon which interest is overdue more than three months		
1.31	Farm mortgages.....	\$.....	
1.32	Residential mortgages.....	\$.....	
1.33	Commercial mortgages.....	\$.....	
1.34	Total mortgages with interest overdue more than three months.....	\$.....	0
1.4	Long-term mortgage loans in process of foreclosure		
1.41	Farm mortgages.....	\$.....	
1.42	Residential mortgages.....	\$.....	
1.43	Commercial mortgages.....	\$.....	
1.44	Total mortgages in process of foreclosure.....	\$.....	0
1.5	Total mortgage loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$.....	0
1.6	Long-term mortgages foreclosed, properties transferred to real estate in current quarter		
1.61	Farm mortgages.....	\$.....	
1.62	Residential mortgages.....	\$.....	
1.63	Commercial mortgages.....	\$.....	
1.64	Total mortgages foreclosed and transferred to real estate.....	\$.....	0
2.	Operating Percentages:		
2.1	A&H loss percent.....		59.8
2.2	A&H cost containment percent.....		
2.3	A&H expense percent excluding cost containment expenses.....		39.1
3.1	Do you act as a custodian for health savings accounts?.....		Yes [] No [X]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$.....	
3.3	Do you act as an administrator for health savings accounts?.....		Yes [] No [X]
3.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$.....	

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

Family Heritage Life Insurance Company of America

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1	Direct Business Only					
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Mem- bership and Other Fees	5 Other Considerations	6 Total Columns 2 through 5	7 Deposit-Type Contracts
		2 Life Insurance Premiums	3 Annuity Considerations				
1. Alabama.....AL.....L.....		5,402		1,410,695		1,416,097	
2. Alaska.....AK.....L.....				21,928		21,928	
3. Arizona.....AZ.....L.....		3,735		1,914,058		1,917,793	
4. Arkansas.....AR.....L.....		24,934		3,250,518		3,275,452	
5. California.....CA.....L.....		15,073		1,411,360		1,426,433	
6. Colorado.....CO.....L.....		5,265		2,224,438		2,229,703	
7. Connecticut.....CT.....L.....				6,280		6,280	
8. Delaware.....DE.....L.....		262		98,329		98,591	
9. District of Columbia.....DC.....L.....				10,338		10,338	
10. Florida.....FL.....L.....		6,077		1,273,271		1,279,348	
11. Georgia.....GA.....L.....		9,144		3,601,479		3,610,623	
12. Hawaii.....HI.....L.....				6,318		6,318	
13. Idaho.....ID.....L.....		660		330,863		331,523	
14. Illinois.....IL.....L.....		9,491		5,142,360		5,151,851	
15. Indiana.....IN.....L.....		827		4,293,828		4,294,655	
16. Iowa.....IA.....L.....		699		909,054		909,753	
17. Kansas.....KS.....L.....		5,445		2,419,530		2,424,975	
18. Kentucky.....KY.....L.....		12,966		2,617,061		2,630,027	
19. Louisiana.....LA.....L.....		1,411		1,995,074		1,996,485	
20. Maine.....ME.....L.....				152,450		152,450	
21. Maryland.....MD.....L.....		1,175		630,884		632,059	
22. Massachusetts.....MA.....L.....		583		11,472		12,055	
23. Michigan.....MI.....L.....		970		489,409		490,379	
24. Minnesota.....MN.....L.....		157		1,755,007		1,755,164	
25. Mississippi.....MS.....L.....		643		409,218		409,861	
26. Missouri.....MO.....L.....		7,303		1,742,394		1,749,697	
27. Montana.....MT.....L.....		3,341		925,528		928,869	
28. Nebraska.....NE.....L.....		6,762		3,035,459		3,042,221	
29. Nevada.....NV.....L.....		1,424		462,504		463,928	
30. New Hampshire.....NH.....L.....		1,984		176,180		178,164	
31. New Jersey.....NJ.....L.....				8,809		8,809	
32. New Mexico.....NM.....L.....		3,433		928,973		932,406	
33. New York.....NY.....N.....						0	
34. North Carolina.....NC.....L.....		25,334		3,034,151		3,059,485	
35. North Dakota.....ND.....L.....		1,618		539,276		540,894	
36. Ohio.....OH.....L.....		15,158		8,242,344		8,257,502	
37. Oklahoma.....OK.....L.....		566		1,228,677		1,229,243	
38. Oregon.....OR.....L.....		1,204		257,710		258,914	
39. Pennsylvania.....PA.....L.....		4,497		1,002,322		1,006,819	
40. Rhode Island.....RI.....L.....				4,291		4,291	
41. South Carolina.....SC.....L.....		3,481		742,299		745,780	
42. South Dakota.....SD.....L.....		4,985		1,687,655		1,692,640	
43. Tennessee.....TN.....L.....		6,848		2,001,833		2,008,681	
44. Texas.....TX.....L.....		114,259		17,811,450		17,925,709	
45. Utah.....UT.....L.....				1,474,601		1,474,601	
46. Vermont.....VT.....L.....		4,441		27,818		32,259	
47. Virginia.....VA.....L.....		8,959		1,841,867		1,850,826	
48. Washington.....WA.....L.....		15,469		1,132,490		1,147,959	
49. West Virginia.....WV.....L.....		6,850		915,487		922,337	
50. Wisconsin.....WI.....L.....		2,208		584,339		586,547	
51. Wyoming.....WY.....L.....		44		1,180,941		1,180,985	
52. American Samoa.....AS.....N.....						0	
53. Guam.....GU.....N.....						0	
54. Puerto Rico.....PR.....L.....				5,559		5,559	
55. US Virgin Islands.....VI.....N.....						0	
56. Northern Mariana Islands.....MP.....N.....						0	
57. Canada.....CN.....N.....						0	
58. Aggregate Other Alien.....OT.....XXX.....		0	0	0	0	0	0
59. Subtotal.....(a).....51.....		345,087	0	87,380,179	0	87,725,266	0
90. Reporting entity contributions for employee benefit plans.....		XXX				0	
91. Dividends or refunds applied to purchase paid-up additions and annuities.....		XXX				0	
92. Dividends or refunds applied to shorten endowment or premium paying period.....		XXX				0	
93. Premium or annuity considerations waived under disability or other contract provisions.....		XXX				0	
94. Aggregate other amounts not allocable by State.....		XXX	0	0	0	0	0
95. Totals (Direct Business).....		XXX	345,087	0	87,380,179	0	87,725,266
96. Plus Reinsurance Assumed.....		XXX				0	
97. Totals (All Business).....		XXX	345,087	0	87,380,179	0	87,725,266
98. Less Reinsurance Ceded.....		XXX	13,436		561,859		575,295
99. Totals (All Business) less Reinsurance Ceded.....		XXX	331,651	0	86,818,320	0	87,149,971

DETAILS OF WRITE-INS

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

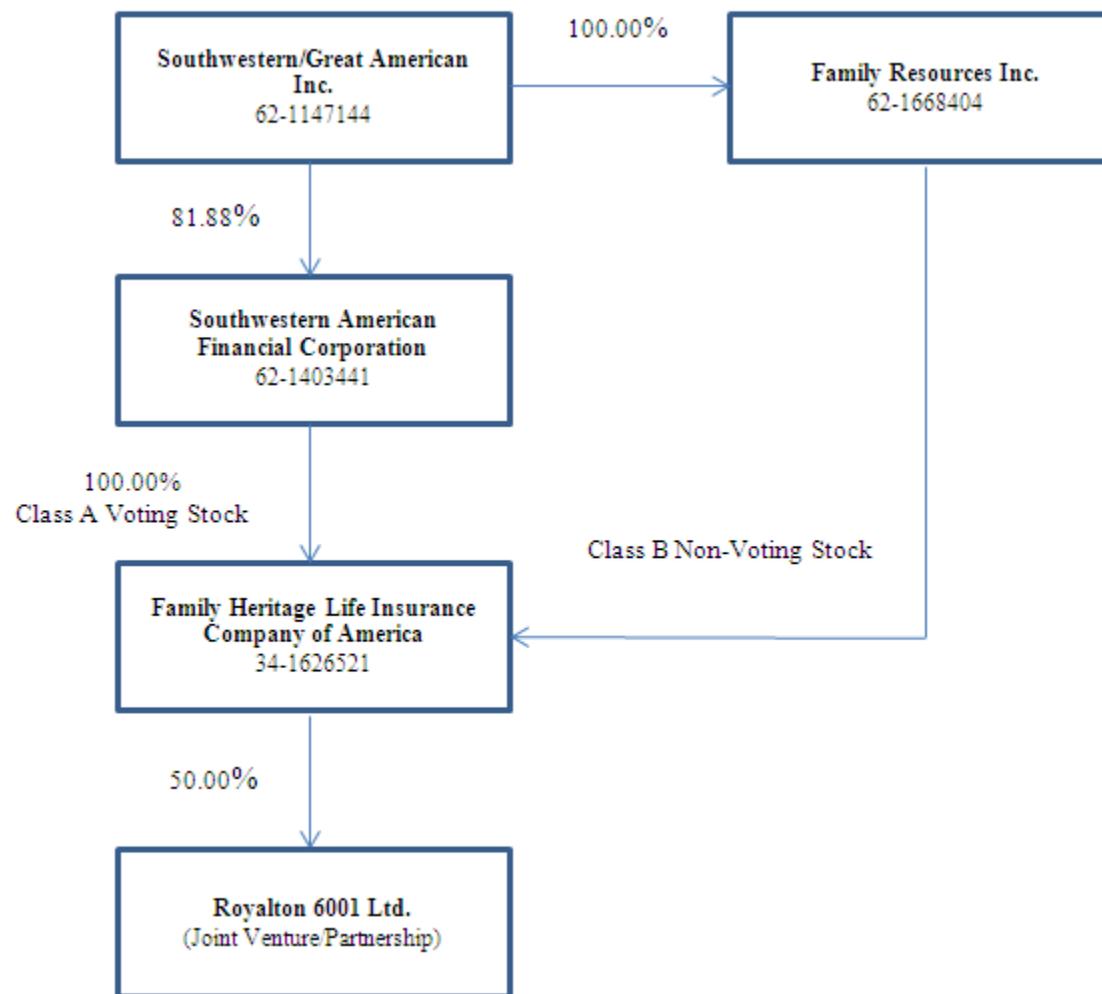
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

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

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

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



Note – percentages reflect voting stock ownership/control

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

Members

		77968	34-1626521				Family Heritage Life Ins Co of America.....	OH.....		Southwestern American Financial Corporation...		...100.000	Southwestern/Great American Inc.....	
			62-1403441				Southwestern American Financial Corporation.....	OH.....	UDP.....	Southwestern/Great American Inc.....	Ownership.....	...81.880	Southwestern/Great American Inc.....	
			62-1668404				Family Resources Inc.....	TN.....	UIP.....	Southwestern/Great American Inc.....	Other.....	...100.000	Southwestern/Great American Inc.....	
			62-1147144				Southwestern/Great American Inc.....	TN.....	UDP.....	N/A.....	Board.....			
							Royalton 6001 Ltd (Joint Venture).....	OH.....	DS.....	Family Heritage Life Ins Co of America.....	Ownership.....	...50.000	Family Heritage Life Ins Co of America.....	

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanations:

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

Bar Code:



NONE

Statement as of June 30, 2012 of the **Family Heritage Life Insurance Company of America**
SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	565,477	628,443
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).....	29,836	62,034
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....	25,000	125,000
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).....	570,313	565,477
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	570,313	565,477

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.....	460,236,713	417,703,247
2. Cost of bonds and stocks acquired.....	127,044,777	73,467,970
3. Accrual of discount.....	9,178,731	18,223,023
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		170,839
6. Deduct consideration for bonds and stocks disposed of.....	105,219,531	49,125,007
7. Deduct amortization of premium.....	131,339	203,359
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).....	491,109,351	460,236,713
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	491,109,351	460,236,713

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	481,523,343	20,203,289	16,273,816	4,308,710	481,523,343	489,761,526		457,769,191
2. Class 2 (a).....	2,514,239			21,738	2,514,239	2,535,977		2,492,767
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	484,037,582	20,203,289	16,273,816	4,330,448	484,037,582	492,297,503	0	460,261,958
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	484,037,582	20,203,289	16,273,816	4,330,448	484,037,582	492,297,503	0	460,261,958

QS102

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....	.....1,188,152	.....XXX.....	.....1,188,152	.....2,097	.....

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.....	.....25,245	.....40,914
2. Cost of short-term investments acquired.....	.....1,162,907	.....
3. Accrual of discount.....	.....	.....
4. Unrealized valuation increase (decrease).....	.....	.....
5. Total gain (loss) on disposals.....	.....	.....
6. Deduct consideration received on disposals.....	.....	.....15,669
7. Deduct amortization of premium.....	.....	.....
8. Total foreign exchange change in book/adjusted carrying value.....	.....	.....
9. Deduct current year's other than temporary impairment recognized.....	.....	.....
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	.....1,188,152	.....25,245
11. Deduct total nonadmitted amounts.....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	.....1,188,152	.....25,245

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

**Sch. DB-Pt C-Sn 1
NONE**

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. DB-Verification
NONE**

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	21,986,008	8,162,803
2. Cost of cash equivalents acquired.....	4,422,020	13,823,205
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....		
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).....	26,408,028	21,986,008
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	26,408,028	21,986,008

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)			
Bonds - U.S. States, Territories and Possessions												
605580 4X 4	MISSISSIPPI STATE (TAXABLE)		05/08/2012	PNC CAPITAL MARKETS		619,860	500,000	3,149	1FE			
1799999	Total - Bonds - U.S. States, Territories & Possessions								619,860	500,000	3,149	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions												
52908E UT 8	LEXINGTON-FAYETTE KENTUCKY (TAXABLE)		06/06/2012	ANCORA ADVISORS LLC		497,720	500,000		1FE			
680616 VF 3	OLENTANGY OHIO (TAXABLE)		05/30/2012	FTN FINANCIAL		1,170,000	1,000,000	516	1FE			
713176 2E 4	PEORIA ILLINOIS (TAXABLE)		04/05/2012	ANCORA ADVISORS LLC		497,300	500,000		1FE			
2499999	Total - Bonds - U.S. Political Subdivision of States, Territories & Possessions								2,165,020	2,000,000	516	XXX
Bonds - U.S. Special Revenue and Special Assessment												
313379 RP 6	FEDERAL HOME LOAN BANK		06/04/2012	CREDIT SUISSE		2,000,000	2,000,000		1FE			
3134A4 KY 9	FEDERAL HOME LOAN MTG CORP - STRIPPED		04/03/2012	FTN FINANCIAL		9,218,275	20,995,000		1FE			
3134A4 NT 7	FEDERAL HOME LOAN MTG CORP - STRIPPED		04/03/2012	CREDIT SUISSE		493,830	1,080,000		1FE			
3134A4 NV 2	FEDERAL HOME LOAN MTG CORP - STRIPPED		06/20/2012	CREDIT SUISSE		1,336,311	2,805,000		1FE			
45528S 4Y 9	INDIANAPOLIS BOND BANK INDIANA (TAXABLE)		06/19/2012	ANCORA ADVISORS LLC		1,197,950	1,000,000	25,530	1FE			
485428 ZY 5	KANSAS DEV FINANCE AUTHORITY (TAXABLE)		06/13/2012	FTN FINANCIAL		1,180,000	1,000,000	7,182	1FE			
49130T PQ 3	KENTUCKY HOUSING CORPORATION (TAXABLE)		06/06/2012	PNC CAPITAL MARKETS		250,000	250,000		1FE			
74529J PA 7	PUERTO RICO SALES TAX FINANCING CORP		05/15/2012	ANCORA ADVISORS LLC		24,980	100,000		1FE			
874461 GL 4	TALLAHASSEE FLORIDA (TAXABLE)		06/20/2012	FTN FINANCIAL		566,250	500,000	5,913	1FE			
3199999	Total - Bonds - U.S. Special Revenue & Special Assessments								16,267,596	29,730,000	38,625	XXX
8399997	Total - Bonds - Part 3								19,052,476	32,230,000	42,290	XXX
8399999	Total - Bonds								19,052,476	32,230,000	42,290	XXX
9999999	Total - Bonds, Preferred and Common Stocks								19,052,476	XXX	42,290	XXX

QE04

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

SCHEDULE D - PART 4

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

1 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 Desig- nation 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.							

Bonds - U.S. Special Revenue and Special Assessment

3128X5 3C 0	FEDERAL HOME LOAN MTG CORP.....	04/16/2012	CALLED BY ISSUER at 100.000	.....	.....1,000,000	.....1,000,000	.....970,000	.....971,404	.....	.....28,596	.....	.....28,596	.....	.....1,000,000	.....	.....	.....0	.....30,000	04/16/2037	1FE.....
3134G2 X8 0	FEDERAL HOME LOAN MTG CORP - STRIPPED...	04/18/2012	CALLED BY ISSUER at 26.369..	.....	.....5,273,816	.....20,000,000	.....5,156,001	.....5,203,461	.....	.....70,355	.....	.....70,355	.....	.....5,273,816	.....	.....	.....0	.....	10/18/2041	1FE.....
3136FP GG 6	FEDERAL NATIONAL MTG ASSOC.....	06/23/2012	CALLED BY ISSUER at 100.000	.....	.....10,000,000	.....10,000,000	.....10,000,000	.....10,000,000	.....	.....	.....	.....0	.....	.....10,000,000	.....	.....	.....0	.....300,000	09/23/2030	1FE.....
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....				.....16,273,816	.....31,000,000	.....16,126,001	.....16,174,865	.....0	.....98,951	.....0	.....98,951	.....0	.....16,273,816	.....0	.....0	.....0	.....330,000	.....XXX...	.....XXX...
8399997.	Total - Bonds - Part 4.....				.....16,273,816	.....31,000,000	.....16,126,001	.....16,174,865	.....0	.....98,951	.....0	.....98,951	.....0	.....16,273,816	.....0	.....0	.....0	.....330,000	.....XXX...	.....XXX...
8399999.	Total - Bonds.....				.....16,273,816	.....31,000,000	.....16,126,001	.....16,174,865	.....0	.....98,951	.....0	.....98,951	.....0	.....16,273,816	.....0	.....0	.....0	.....330,000	.....XXX...	.....XXX...
9999999.	Total - Bonds, Preferred and Common Stocks.....				.....16,273,816	.....XXX.....	.....16,126,001	.....16,174,865	.....0	.....98,951	.....0	.....98,951	.....0	.....16,273,816	.....0	.....0	.....0	.....330,000	.....XXX...	.....XXX...

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

**Sch. DB-Pt A-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1
NONE**

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

**Sch. DB-Pt D
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

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

PNC - Checking.....	Cleveland, OH.....	.....0.250	.....582	.....96	.....1,030,806	.....938,928	.....312,006	XXX..
SunTrust - Checking.....	Nashville, TN.....	.....0.200			.....1,986	.....1,986	.....1,986	XXX..
American Founders Bank - Checking.....	Frankfort, KY.....				.....67,495	.....64,377	.....39,802	XXX..
Wells Fargo Bank, N.A. - DDA & Cont. Disb.....	Cleveland, OH.....				.....(1,875,428)	.....(1,879,262)	.....(1,718,942)	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....582	.....96	.....(775,141)	.....(873,971)	.....(1,365,148)	XXX..

Suspended Depositories

0299998. Deposits in.....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories.....	...XXX.....	...XXX.....						XXX..
0299999. Total Suspended Depositories.....	...XXX.....	...XXX.....	.....0	.....0	.....3,400	.....3,400	.....3,400	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....582	.....96	.....(771,741)	.....(870,571)	.....(1,361,748)	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....582	.....96	.....(771,741)	.....(870,571)	.....(1,361,748)	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Sweep Accounts							
Wells Fargo - Stagecoach Sweep Preferred.....		06/29/2012		07/02/2012	26,408,028	.216	11,257
8499999. Total - Sweep Accounts.....					26,408,028	.216	11,257
8699999. Total - Cash Equivalents.....					26,408,028	.216	11,257

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