



# QUARTERLY STATEMENT

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

## American Retirement Life Insurance Company

NAIC Group Code.....0084, 0084 (Current Period) (Prior Period)	NAIC Company Code..... 88366	Employer's ID Number..... 59-2760189
Organized under the Laws of Ohio	State of Domicile or Port of Entry Ohio	Country of Domicile US
Incorporated/Organized..... May 12, 1978	Commenced Business..... November 27, 1978	
Statutory Home Office	301 East Fourth Street..... Cincinnati ..... OH ..... 45202 (Street and Number) (City or Town, State and Zip Code)	
Main Administrative Office	11200 Lakeline Blvd., Suite 100..... Austin ..... TX ..... 78717 (Street and Number) (City or Town, State and Zip Code)	512-451-2224 (Area Code) (Telephone Number)
Mail Address	11200 Lakeline Blvd., Suite 100..... Austin ..... TX ..... 78717 (Street and Number or P. O. Box) (City or Town, State and Zip Code)	
Primary Location of Books and Records	11200 Lakeline Blvd., Suite 100..... Austin ..... TX ..... 78717 (Street and Number) (City or Town, State and Zip Code)	512-451-2224 (Area Code) (Telephone Number)
Internet Web Site Address	www.gafri.com	
Statutory Statement Contact	Jesse Navarrete (Name) austinfirpt@gafri.com (E-Mail Address)	512-807-4801 (Area Code) (Telephone Number) (Extension) 512-467-1399 (Fax Number)

### OFFICERS

Name	Title	Name	Title
1. Bradley Allen Wolfram	President	2. Brenda Weigilia Hardison	Secretary
3. Byron Keith Buescher	Treasurer	4. James Monroe Garvin III #	Appointed Actuary

### OTHER

Mark Francis Muething	Executive Vice President	Christopher Patrick Miliano	Assistant Treasurer
Paul Adolph Severt	Chief Financial Officer	Michael Kenneth Brown #	Vice President

### DIRECTORS OR TRUSTEES

Stephen Craig Lindner	Christopher Patrick Miliano	Mark Francis Muething	Michael James Prager
Paul Adolph Severt	Bradley Allen Wolfram		

State of..... Texas  
County of..... Williamson

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) Bradley Allen Wolfram 1. (Printed Name) President (Title)	_____ (Signature) Brenda Weigilia Hardison 2. (Printed Name) Secretary (Title)	_____ (Signature) Byron Keith Buescher 3. (Printed Name) Treasurer (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.....	3,537,691		3,537,691	3,573,535
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 (\$.....716,725), cash equivalents (\$.....0) and short-term investments (\$.....1,569,046).....	2,285,771		2,285,771	2,320,265
6. Contract loans (including \$.....0 premium notes).....	4,806		4,806	4,450
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets.....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	5,828,268	.0	5,828,268	5,898,250
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	21,169		21,169	31,723
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	(875)		(875)	(545)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	760		760	322
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	305,748		305,748	196,298
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....	10,006		10,006	
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....	82,863		82,863	
18.2 Net deferred tax asset.....	100,260	52,153	48,107	227,674
19. Guaranty funds receivable or on deposit.....	17,373		17,373	17,594
20. Electronic data processing equipment and software.....			.0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			.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.....	.0	.0	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	6,365,572	52,153	6,313,419	6,371,316
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	6,365,572	52,153	6,313,419	6,371,316

### 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.....			.0	
2502.....			.0	
2503.....			.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).....	.0	.0	.0	.0

## LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....628,882 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....	628,882	632,141
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.....	3,000	3,000
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 and health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums.....	38	38
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 \$.....0 ceded.....		
9.4 Interest Maintenance Reserve.....	47,696	48,059
10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0.....		
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued.....	6,400	6,730
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.....	4,908	5,225
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....		1,615
15.2 Net deferred tax liability.....		
16. Unearned investment income.....		
17. Amounts withheld or retained by company as agent or trustee.....		13
18. Amounts held for agents' account, including \$.....0 agents' credit balances.....		
19. Remittances and items not allocated.....		21,946
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.....	120	
24.02 Reinsurance in unauthorized companies.....		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers.....		
24.04 Payable to parent, subsidiaries and affiliates.....		273
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.....		
24.10 Payable for securities lending.....		
24.11 Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	130,698	134,473
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	821,742	853,513
27. From Separate Accounts statement.....		
28. Total liabilities (Lines 26 and 27).....	821,742	853,513
29. Common capital stock.....	2,500,000	2,500,000
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.....	2,677,365	2,677,365
34. Aggregate write-ins for special surplus funds.....	0	22,565
35. Unassigned funds (surplus).....	314,312	317,873
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).....	2,991,677	3,017,803
38. Totals of Lines 29, 30 and 37.....	5,491,677	5,517,803
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	6,313,419	6,371,316

## DETAILS OF WRITE-INS

2501. Deferred Reinsurance Gain.....	115,925	119,700
2502. Escheat Liability.....	14,773	14,773
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).....	130,698	134,473
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. SSAP 10R Additional Surplus.....		22,565
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	22,565

**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.....	1,906	1,906	2,329
2. Considerations for supplementary contracts with life contingencies.....			
3. Net investment income.....	55,463	69,969	137,337
4. Amortization of Interest Maintenance Reserve (IMR).....	363	(430)	(861)
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....			
6. Commissions and expense allowances on reinsurance ceded.....	15,512	20,400	39,105
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.....	3,775	4,584	9,599
9. Totals (Lines 1 to 8.3).....	77,019	96,429	187,509
10. Death benefits.....	23,294	5,735	21,772
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.....		4,494	4,494
16. Group conversions.....			
17. Interest and adjustments on contract or deposit-type contract funds.....			
18. Payments on supplementary contracts with life contingencies.....			
19. Increase in aggregate reserves for life and accident and health contracts.....	(3,258)	8,588	3,536
20. Totals (Lines 10 to 19).....	20,036	18,817	29,802
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....			
22. Commissions and expense allowances on reinsurance assumed.....			
23. General insurance expenses.....	47,409	45,446	95,625
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	53,032	50,568	61,207
25. Increase in loading on deferred and uncollected premiums.....	305	305	
26. Net transfers to or (from) Separate Accounts net of reinsurance.....			
27. Aggregate write-ins for deductions.....	0	530	530
28. Totals (Lines 20 to 27).....	120,782	115,666	187,164
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	(43,763)	(19,237)	345
30. Dividends to policyholders.....			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	(43,763)	(19,237)	345
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	(15,496)	(9,177)	(6,383)
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).....	(28,267)	(10,060)	6,728
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....0 (excluding taxes of \$.....(174,982) transferred to the IMR).....	174,982	(10,028)	(14,847)
35. Net income (Line 33 plus Line 34).....	146,715	(20,088)	(8,119)

**CAPITAL AND SURPLUS ACCOUNT**

36. Capital and surplus, December 31, prior year.....	5,517,803	5,527,615	5,527,615
37. Net income (Line 35).....	146,715	(20,088)	(8,119)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....176,763.....	(176,723)	3,510	5,171
39. Change in net unrealized foreign exchange capital gain (loss).....			
40. Change in net deferred income tax.....	(654)	(4,768)	(7,088)
41. Change in nonadmitted assets.....	27,220	7,810	(294)
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.....	(119)		
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.....			
53. Aggregate write-ins for gains and losses in surplus.....	(22,565)	(179)	518
54. Net change in capital and surplus (Lines 37 through 53).....	(26,126)	(13,715)	(9,812)
55. Capital and surplus as of statement date (Lines 36 + 54).....	5,491,677	5,513,900	5,517,803

**DETAILS OF WRITE-INS**

08.301. Amortization of Deferred Reinsurance Gain.....	3,775	4,584	9,599
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).....	3,775	4,584	9,599
2701. Penalties.....		530	530
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	530	530
5301. SSAP 10R Additional Surplus.....	(22,565)	(179)	518
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).....	(22,565)	(179)	518

**CASH FLOW**

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....	1,493	2,566	1,910
2. Net investment income.....	72,355	76,314	149,707
3. Miscellaneous income.....	19,287	24,984	43,105
4. Total (Lines 1 through 3).....	93,135	103,864	194,722
5. Benefit and loss related payments.....	142,750	8,987	(58,271)
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	104,642	102,825	159,018
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	(106,000)	(7,000)	435
10. Total (Lines 5 through 9).....	141,392	104,812	101,182
11. Net cash from operations (Line 4 minus Line 10).....	(48,257)	(948)	93,540
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	627,343	77,063	138,740
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).....	627,343	77,063	138,740
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	597,797		
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....			
13.7 Total investments acquired (Lines 13.1 to 13.6).....	597,797	0	0
14. Net increase (decrease) in contract loans and premium notes.....	356	329	329
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	29,190	76,734	138,411
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
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.....			
16.6 Other cash provided (applied).....	(15,427)	3,790	18,966
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(15,427)	3,790	18,966
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(34,494)	79,576	250,917
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	2,320,265	2,069,348	2,069,348
19.2 End of period (Line 18 plus Line 19.1).....	2,285,771	2,148,924	2,320,265

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.....	1,905	1,906	2,329
3. Ordinary individual annuities.....	2,691	3,742	6,215
4. Credit life (group and individual).....			
5. Group life insurance.....			
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.....	0	0	0
11. Subtotal.....	4,596	5,648	8,544
12. Deposit-type contracts.....			
13. Total.....	4,596	5,648	8,544

**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

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## NOTES TO FINANCIAL STATEMENTS

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**Note 1 - Summary of Significant Accounting Policies**

- A. The financial statements of American Retirement Life Insurance Company ("ARLIC" or "the Company") are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only Statutory Accounting Practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners ("NAIC") *Accounting Practices and Procedures Manual* ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the State of Ohio. The State has not adopted prescribed accounting practices that differ from those found in NAIC SAP.

**Note 2 - Accounting Changes and Corrections of Errors**

On August 31, 2011, the NAIC issued Statement of Statutory Accounting Principles No. 101, Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10. The Company adopted SSAP No. 101, effective January 1, 2012.

There was no impact on total assets, liabilities or net income as a result of adopting SSAP No. 101.

**Note 3 - Business Combinations and Goodwill**

Not applicable.

**Note 4 - Discontinued Operations**

Not applicable.

**Note 5 - Investments**

## D. Loan-Backed Securities

- The Company uses dealer-modeled prepayment assumptions for mortgage-backed and asset-backed securities at the date of purchase to determine effective yields; significant changes in estimated cash flows from the original purchase assumptions are accounted for on a prospective basis.
- The Company does not currently hold any securities with a recognized other-than-temporary impairment where there is an intent to sell or an inability or lack of intent to hold the securities for a sufficient period of time necessary to recover the amortized cost basis of the securities.
- The Company did not have any securities with an other-than-temporary ("OTTI") impairment recognized as of June 30, 2012.
- The following table shows all loan-backed securities with a an unrealized loss:

Less Than 12 Months		12 Months or More	
Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
\$ 10,723	\$ (450)	\$ 204,328	\$ (16,244)

- Based on cash flow projections received from independent sources (which reflect loan to collateral values, subordination, vintage and geographic concentration), implied cash flows inherent in security ratings and analysis of historical payment data, management believes that the Company will recover its cost basis in all securities with unrealized losses at June 30, 2012. The Company has the intent to hold such securities until they recover in value or mature.

**Note 6 - Joint Ventures, Partnerships and Limited Liability Companies**

Not applicable.

**Note 7 - Investment Income**

No significant change.

**Note 8 - Derivative Instruments**

Not applicable.

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**NOTES TO FINANCIAL STATEMENTS**


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**Note 9 - Income Taxes**

No significant change.

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

No significant change.

**Note 11 - Debt**

No significant change.

**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**

No significant change.

**Note 14 - Contingencies**

No significant change.

**Note 15 - Leases**

Not applicable.

**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**

C. The company was not involved in any wash sale transactions in 2012.

**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 Measurements**

A. The Company does not have any assets or liabilities carried at fair value.

B. Not applicable.

C. The fair value, statement value and fair value level in which they are included of all financial instruments for which it is practicable to estimate fair value (excluding cash and equivalents) is presented below:

Description	Total Fair Value	Statement Value	Fair Value		
			Level 1	Level 2	Level 3
Assets:					
Bonds:					
U.S. Government and government agencies	\$ 3,337,844	\$ 3,302,065	\$ 3,337,844	\$ -	\$ -
Residential MBS	237,836	235,626	-	232,836	-
Total Bonds	<u>\$ 3,570,680</u>	<u>\$ 3,537,691</u>	<u>\$ 3,337,844</u>	<u>\$ 232,836</u>	<u>\$ -</u>

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## NOTES TO FINANCIAL STATEMENTS

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- D. It is not practicable to estimate the fair values of policy loans as they have no stated maturity. Policy loans are fully collateralized by the cash surrender values of the underlying insurance policies. Carrying value of policy loans at June 30, 2012 is \$4,806 with an 8% interest rate.

### **Note 21 - Other Items**

No significant change.

### **Note 22 - Events Subsequent**

Management has evaluated the financial statements for subsequent events through August 10, 2012, the date the financial statements were available to be issued. On May 10, 2012, Great American Financial Resources, Inc. and certain of its subsidiaries, including American Retirement Life Insurance Company ("ARLIC"), Central Reserve Life Insurance Company ("CRLIC"), Continental General Insurance Company ("CGIC"), Great American Life Insurance Company ("GALIC"), Loyal American Life Insurance Company ("LALIC"), Provident American Life & Health Insurance Company ("PALHIC"), United Benefit Life Insurance Company ("UBLIC") and United Teacher Associates Insurance Company ("UTAIC") entered into an agreement (the "Agreement") to sell their Medicare supplement and other supplemental health insurance policies to Cigna Health and Life Insurance Company ("Cigna"). Pursuant to the Agreement, Cigna will acquire all of the outstanding common stock of ARLIC, CRLIC, LALIC, PALHIC and UBLIC (collectively, the "Targets"). Immediately prior to the sale, the Targets will reinsure any life or annuity business they hold to GALIC and GALIC, CGIC and UTAIC will reinsure all Medicare supplement and other supplemental health policies they hold into LALIC. The sale and reinsurance transactions are subject to regulatory approval and are expected to be completed either late in the third or early in the fourth quarter of 2012. CGIC and UTAIC have agreed to continue writing Medicare supplement and other supplemental health business for up to two years following completion of these transactions, with all business written during that period being reinsured by LALIC.

### **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**

The Company has no reserves for incurred losses and loss adjustment expenses attributable to insured events of prior years.

### **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**

Not applicable.

### **Note 31 - Reserves for Life Contracts and Annuity Contracts**

No significant change.

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## **NOTES TO FINANCIAL STATEMENTS**

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

No significant change.

**Note 33 - Premiums and Annuity Considerations Deferred and Uncollected**

No significant change.

**Note 34 - Separate Accounts**

Not applicable.

**Note 35 - Loss/Claim Adjustment Expenses**

Not applicable.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes  No

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

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   
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

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  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). 1/25/2008.....

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

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

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

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

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

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  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

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

Statement as of June 30, 2012 of the **American Retirement Life Insurance Company**  
**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 [X]  
 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
The Bank of New York Mellon	One Wall Street, New York, NY 10286

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
N/A	American Money Management Corporation	301 East Fourth Street, Cincinnati, OH 45202

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 (continued)**

**PART 2 - LIFE & HEALTH**

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:

	Amount	
1.1 Long-term mortgages in good standing		
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.....	.....	
2.2 A&H cost containment percent.....	.....	
2.3 A&H expense percent excluding cost containment expenses.....	.....	
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**

# American Retirement Life Insurance Company

## SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only					6 Total Columns 2 through 5	7 Deposit-Type Contracts
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	3 Annuity Considerations		
		2 Life Insurance Premiums	3 Annuity Considerations					
1. Alabama.....	AL	L					0	
2. Alaska.....	AK	N					0	
3. Arizona.....	AZ	L					0	
4. Arkansas.....	AR	L					0	
5. California.....	CA	L					0	
6. Colorado.....	CO	L					0	
7. Connecticut.....	CT	N					0	
8. Delaware.....	DE	L					0	
9. District of Columbia.....	DC	N					0	
10. Florida.....	FL	L		552			552	
11. Georgia.....	GA	L		592			592	
12. Hawaii.....	HI	N					0	
13. Idaho.....	ID	N					0	
14. Illinois.....	IL	L					0	
15. Indiana.....	IN	L					0	
16. Iowa.....	IA	L					0	
17. Kansas.....	KS	L					0	
18. Kentucky.....	KY	L					0	
19. Louisiana.....	LA	L					0	
20. Maine.....	ME	N					0	
21. Maryland.....	MD	L					0	
22. Massachusetts.....	MA	N					0	
23. Michigan.....	MI	N					0	
24. Minnesota.....	MN	L					0	
25. Mississippi.....	MS	L					0	
26. Missouri.....	MO	L					0	
27. Montana.....	MT	L					0	
28. Nebraska.....	NE	L					0	
29. Nevada.....	NV	L					0	
30. New Hampshire.....	NH	L					0	
31. New Jersey.....	NJ	N					0	
32. New Mexico.....	NM	L					0	
33. New York.....	NY	N					0	
34. North Carolina.....	NC	L					0	
35. North Dakota.....	ND	L					0	
36. Ohio.....	OH	L					0	
37. Oklahoma.....	OK	L					0	
38. Oregon.....	OR	L					0	
39. Pennsylvania.....	PA	L					0	
40. Rhode Island.....	RI	L					0	
41. South Carolina.....	SC	L					0	
42. South Dakota.....	SD	L					0	
43. Tennessee.....	TN	L	1,164	536			1,700	
44. Texas.....	TX	L		769			769	
45. Utah.....	UT	L					0	
46. Vermont.....	VT	N					0	
47. Virginia.....	VA	L					0	
48. Washington.....	WA	N					0	
49. West Virginia.....	WV	L					0	
50. Wisconsin.....	WI	L					0	
51. Wyoming.....	WY	L		242			242	
52. American Samoa.....	AS	N					0	
53. Guam.....	GU	N					0	
54. Puerto Rico.....	PR	N					0	
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) 39		1,164	2,691	0	0	3,855	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	0
95. Totals (Direct Business).....	XXX		1,164	2,691	0	0	3,855	0
96. Plus Reinsurance Assumed.....	XXX						0	
97. Totals (All Business).....	XXX		1,164	2,691	0	0	3,855	0
98. Less Reinsurance Ceded.....	XXX			2,361			2,361	
99. Totals (All Business) less Reinsurance Ceded.....	XXX		1,164	330	0	0	1,494	0

**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**

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
American Financial Capital Trust II	DE	31-6549738	
American Financial Capital Trust III	DE	16-6543606	
American Financial Capital Trust IV	DE	16-6543609	
American Financial Enterprises, Inc.	CT	31-0996797	
American Money Management Corporation	OH	31-0828578	
American Real Estate Capital Company, LLC (80%)	OH	27-1577326	
MidMarket Capital Partners, LLC (51%)	DE	27-2829629	
APU Holding Company	OH	41-2112001	
American Premier Underwriters, Inc.	PA	23-6000765	
The Associates of the Jersey Company	NJ	23-6297584	
Cal Coal, Inc.	IL	37-1094159	
Great Southwest Corporation	DE	95-2802826	
The Indianapolis Union Railway Company	IN	35-6001691	
Lehigh Valley Railroad Company	PA	13-6400464	
Magnolia Alabama Holdings, Inc.	DE	20-1548213	
Magnolia Alabama Holdings LLC	AL	20-1574094	
The Owasco River Railway, Inc.	NY	13-6021353	
PCC Real Estate, Inc.	NY	31-1236926	
PCC Technical Industries, Inc.	DE	76-0080537	
PCC Maryland Realty Corp.	MD	31-1388401	
Penn Central Energy Management Company	DE	06-1209709	
Penn Towers, Inc.	PA	23-1537928	
Pennsylvania-Reading Seashore Lines (66.67%)	NJ	23-6000766	
Pittsburgh and Cross Creek Railroad Company (83%)	PA	23-6207599	
Terminal Realty Penn Co.	DC	23-1707450	
Waynesburg Southern Railroad Company	PA	23-1675796	
GAI Insurance Company, Ltd. *	BM		
Hangar Acquisition Corp.	OH	31-1446308	
PLLS, Ltd.	WA	91-1508643	
Lease & Loan Insurance Services Limited	GB		
Premier Lease & Loan Services Insurance Agency, Inc.	WA	91-1242743	
Premier Lease & Loan Services of Canada, Inc.	WA	91-1508644	
Republic Indemnity Company of America *	CA	95-2801326	22179
Republic Indemnity Company of California *	CA	31-1054123	43753
Risico Management Corporation	DE	31-1262960	
Atlas Building Company, LLC	OH	27-4521779	
Dixie Terminal Corporation	OH	31-0823725	
Flextech Holding Co., Inc.	OH	31-1733037	
GAI Holding Bermuda Ltd.	BM	98-0606803	
GAI Indemnity, Ltd. #	GB	98-0556144	
Marketform Group Limited (71.6%)	GB		
Marketform Holdings Limited	GB		
Caduceus Underwriting Limited	GB		
Lavenham Underwriting Limited #	GB	98-0412245	
Marketform Limited	GB		
Gabinete Marketform SL	ES		
Marketform Australia Pty Limited	AU		
Studio Marketform SRL	IT		
Marketform Management Services Limited	GB		
Marketform Managing Agency Limited	GB		
Sampford Underwriting Limited #	GB	98-0431601	
Marketform Trust Company Limited	GB		

\* Denotes insurer

@ Company affiliated but not owned

# Participant in Lloyd's Syndicate 2468

Subsidiaries 100% owned by respective parent unless otherwise stated

^ Total percentage owned by respective parent and other affiliated companies

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

	<b>Domiciliary Location</b>	<b>FEIN</b>	<b>NAIC Co. Code</b>
American Financial Group, Inc.	OH	31-1544320	
Great American Financial Resources, Inc. ^	DE	06-1356481	
AAG Holding Company, Inc.	OH	31-1475936	
Great American Financial Statutory Trust IV	CT	58-646032	
Great American Life Insurance Company *	OH	13-1935920	63312
Aerielle IP Holdings, LLC ^	OH	45-2969767	
Aerielle, LLC ^	DE	26-4391696	
Annuity Investors Life Insurance Company *	OH	31-1021738	93661
Bay Bridge Marina Hemingway's Restaurant, LLC (85%)	MD	27-4078277	
Bay Bridge Marina Management, LLC (85%)	MD	27-0513333	
Brothers Management, LLC (99%)	FL	20-1246122	
FT Liquidation, LLC	OH	45-3988240	
GALIC - Bay Bridge Marina, LLC	MD	20-4604276	
GALIC - Sorrento, LLC ^	FL		
GALIC - Stoneleigh, LLC	FL	45-3829557	
GALIC Brothers, Inc. (80%)	OH	31-1391777	
GALIC Pointe, LLC ^	FL	45-1144095	
Manhattan National Holding Corporation	OH	26-3260520	
Manhattan National Life Insurance Company *	IL	45-0252531	67083
Skipjack Marina Corp.	MD	52-2179330	
Loyal American Holding Corporation	OH	20-3568924	
Loyal American Life Insurance Company *	OH	63-0343428	65722
American Retirement Life Insurance Company *	OH	59-2760189	88366
GALAC Holding Company	OH	45-4121852	
Great American Life Assurance Company *	OH	95-2496321	62200
United Teacher Associates, Ltd. ^	TX	74-2180806	
United Teacher Associates Insurance Company *	TX	58-0869673	63479
AAG Insurance Agency, Inc.	KY	31-1422717	
Ceres Group, Inc.	DE	34-1017531	
Central Reserve Life Insurance Company *	OH	34-0970995	61727
Provident American Life & Health Insurance Company *	OH	23-1335885	67903
United Benefit Life Insurance Company *	OH	75-2305400	65269
Ceres Administrators, L.L.C.	DE	34-1880408	
Ceres Sales, LLC	DE	34-1947043	
Ceres Sales of Ohio, LLC	OH	34-1970892	
HealthMark Sales, LLC	DE	34-1920479	
Continental General Corporation	NE	47-0717079	
Continental General Insurance Company *	OH	47-0463747	71404
Continental Print & Photo Co.	NE	47-0562685	
QQAgency of Texas, Inc.	TX	34-1947042	
Great American Advisors, Inc.	OH	31-1395344	
Great American Holding, Inc.	OH	42-1575938	
Agricultural Services, LLC	OH	27-3062314	
United States Commodities Producers, LLC (75%)	MT	45-4110027	
United States Livestock Producers, LLC (75%)	NV	27-2354685	
Livestock Market Enhancement Risk Retention Group * ^	NV	27-4395897	14084
American Empire Surplus Lines Insurance Company *	DE	31-0912199	35351
American Empire Insurance Company *	OH	31-0973761	37990
American Empire Underwriters, Inc.	TX	59-1671722	
Great American International Insurance Limited *	IE		
Mid-Continent Casualty Company *	OH	73-0556513	23418
Mid-Continent Assurance Company *	OH	73-1406844	15380
Mid-Continent Excess and Surplus Insurance Company *	DE	38-3803661	13794
Mid-Continent Specialty Insurance Services, Inc.	OK	30-0571535	
Oklahoma Surety Company *	OH	73-0773259	23426
Premier International Insurance Company *	TC	98-0627464	

\* Denotes insurer

@ Company affiliated but not owned

# Participant in Lloyd's Syndicate 2468

Subsidiaries 100% owned by respective parent unless otherwise stated

^ Total percentage owned by respective parent and other affiliated companies

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

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
Great American Insurance Company *	OH	31-0501234	16691
American Signature Underwriters, Inc.	OH	31-1463075	
Brothers Property Corporation (80%)	OH	59-2840291	
Brothers Le Pavillon, LLC	DE	20-5173494	
Brothers Le Pavillon (SPE), LLC	DE	20-5173589	
Brothers Pennsylvanian Corporation	PA	25-1754638	
Brothers Property Management Corporation	OH	59-2840294	
Crescent Centre Apartments ^	OH	20-4498054	
Crop Managers Insurance Agency, Inc.	KS	31-1277904	
Dempsey & Siders Agency, Inc.	OH	31-0589001	
Eden Park Insurance Brokers, Inc.	CA	31-1341668	
El Aguila, Compañía de Seguros, S.A. de C.V. *	MX		
Financiadora de Primas Condor, S.A. de C.V. (99%)	MX		
Farmers Crop Insurance Alliance, Inc.	KS	39-1404033	
FCIA Management Company, Inc.	NY	13-3628555	
Foreign Credit Insurance Association @	NY		
GAI Warranty Company	OH	31-1753938	
GAI Warranty Company of Florida	FL	31-1765544	
GAI Warranty Company of Canada Inc.	CN		
Global Premier Finance Company	OH	61-1329718	
Great American Agency of Texas, Inc.	TX	74-2693636	
Great American Alliance Insurance Company *	OH	95-1542353	26832
Great American Assurance Company *	OH	15-6020948	26344
Great American Casualty Insurance Company *	OH	61-0983091	39896
Great American Claims Services, Inc.	DE	31-1228726	
Great American Contemporary Insurance Company *	OH	36-4079497	10646
Great American E & S Insurance Company *	DE	31-0954439	37532
Great American Fidelity Insurance Company *	DE	31-1036473	41858
Great American Insurance Agency, Inc.	OH	31-1652643	
Great American Insurance Company of New York *	NY	13-5539046	22136
Great American Lloyd's Insurance Company * @	TX	31-0974853	38024
Great American Lloyd's, Inc.	TX	31-1073664	
Great American Management Services, Inc.	OH	31-0856644	
Great American Protection Insurance Company *	OH	31-1288778	38580
Great American Re Inc.	DE	31-0918893	
Great American Security Insurance Company *	OH	31-1209419	31135
Great American Spirit Insurance Company *	OH	31-1237970	33723
Key Largo Group, Inc.	FL	59-1263251	
National Interstate Corporation (52.4%)	OH	34-1607394	
American Highways Insurance Agency, Inc.	OH	34-1899058	
Explorer RV Insurance Agency, Inc.	OH	31-1548235	
Hudson Indemnity, Ltd.	KY	98-0191335	
Hudson Management Group, Ltd.	VI	66-0660039	
National Interstate Insurance Agency, Inc.	OH	34-1607396	
Commercial For Hire Transportation Purchasing Group @	SC	36-4670968	
National Interstate Insurance Company *	OH	34-1607395	32620
National Interstate Insurance Company of Hawaii, Inc. *	OH	99-0345306	11051
Triumphe Casualty Company *	OH	95-3623282	41106
Vanliner Group, Inc.	DE	43-1415856	
TransProtection Service Company	MO	43-1254631	
Vanliner Insurance Company *	MO	86-0114294	21172
Vanliner Reinsurance Limited *	BM		
Safety Claims and Litigation Services, LLC	MT	20-5546054	
Penn Central U.K. Limited	GB		
Insurance (GB) Limited *	GB		
Pinecrest Place LLC	FL	27-2226948	
PLLS Canada Insurance Brokers Inc. ^	CN	871850814	
Professional Risk Brokers, Inc.	IL	31-1293064	
Strategic Comp Holdings, L.L.C.	LA	72-1331800	
Strategic Comp Services, L.L.C.	LA	36-4517754	
Strategic Comp, L.L.C.	LA	32-0050970	
One East Fourth, Inc.	OH	31-0686194	
Pioneer Carpet Mills, Inc.	OH	31-0883227	
Superior NWVN of Ohio, Inc.	OH	31-1737792	
TEJ Holdings, Inc.	OH	31-1119320	
Three East Fourth, Inc.	OH	31-0728327	

\* Denotes insurer

@ Company affiliated but not owned

# Participant in Lloyd's Syndicate 2468

Subsidiaries 100% owned by respective parent unless otherwise stated

^ Total percentage owned by respective parent and other affiliated companies

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
<b>Members</b>														
			31-1544320		000094470	NYSE	American Financial Group, Inc.	OH	UIP		Ownership			
			31-6549738				American Financial Capital Trust II	DE	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			16-6543606				American Financial Capital Trust III	DE	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			16-6543609				American Financial Capital Trust IV	DE	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-0996797				American Financial Enterprises, Inc.	CT	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-0828578				American Money Management Corporation	OH	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			27-1577326				American Real Estate Capital Company, LLC	OH	NIA	American Money Management Corporation	Ownership	80.000	American Financial Group, Inc.	
			27-2829629				MidMarket Capital Partners, LLC	DE	NIA	American Money Management Corporation	Ownership	51.000	American Financial Group, Inc.	
			41-2112001				APU Holding Company	OH	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-6000765				American Premier Underwriters, Inc.	PA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			23-6297584				The Associates of the Jersey Company	NJ	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			37-1094159				Cal Coal, Inc.	IL	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			95-2802826				Great Southwest Corporation	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			35-6001691				The Indianapolis Union Railway Company	IN	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			13-6400464				Lehigh Valley Railroad Company	PA	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			20-1548213				Magnolia Alabama Holdings, Inc.	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			20-1574094				Magnolia Alabama Holdings LLC	AL	NIA	Magnolia Alabama Holdings, Inc.	Ownership	100.000	American Financial Group, Inc.	
			13-6021353				The Owasco River Railway, Inc.	NY	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-1236926				PCC Real Estate, Inc.	NY	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			76-0080537				PCC Technical Industries, Inc.	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-1388401				PCC Maryland Realty Corp.	MD	NIA	PCC Technical Industries, Inc.	Ownership	100.000	American Financial Group, Inc.	
			06-1209709				Penn Central Energy Management Company	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-1537928				Penn Towers, Inc.	PA	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-6000766				Pennsylvania-Reading Seashore Lines	NJ	NIA	American Premier Underwriters, Inc.	Ownership	66.670	American Financial Group, Inc.	
			23-6207599				Pittsburgh and Cross Creek Railroad Company	PA	NIA	American Premier Underwriters, Inc.	Ownership	83.000	American Financial Group, Inc.	
			23-1707450				Terminal Realty Penn Co.	DC	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-1675796				Waynesburg Southern Railroad Company	PA	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
							GAI Insurance Company, Ltd.	BM	IA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			31-1446308				Hangar Acquisition Corp.	OH	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			91-1508643				PLLS, Ltd.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			91-1242743				Premier Lease & Loan Services Insurance Agency, Inc.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			91-1508644				Premier Lease & Loan Services of Canada, Inc.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
0084	American Financial Group, Inc.	22179	95-2801326				Republic Indemnity Company of America	CA	IA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
0084	American Financial Group, Inc.	43753	31-1054123				Republic Indemnity Company of California	CA	IA	Republic Indemnity Company of America	Ownership	100.000	American Financial Group, Inc.	
			31-1262960				Risiko Management Corporation	DE	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			27-4521779				Atlas Building Company, LLC	OH	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	

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**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
			31-0823725..				Dixie Terminal Corporation.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1733037..				Flextech Holding Co., Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			98-0606803..				GAI Holding Bermuda Ltd.....	BM.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			98-0556144..				GAI Indemnity, Ltd.....	GB.....	IA.....	GAI Holding Bermuda Ltd.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Marketform Group Limited.....	GB.....	NIA.....	GAI Holding Bermuda Ltd.....	Ownership.....	...71.800	American Financial Group, Inc.....	
							Marketform Holdings Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Caduceus Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			98-0412245..				Lavenham Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Marketform Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Gabinete Marketform SL.....	ES.....	NIA.....	Marketform Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Marketform Australia Pty Limited.....	AU.....	NIA.....	Marketform Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Studio Marketform SRL.....	IT.....	NIA.....	Marketform Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Marketform Management Services Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Marketform Managing Agency Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			98-0431601..				Sampford Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Marketform Trust Company Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			06-1356481..				Great American Financial Resources, Inc.....	DE.....	UIP.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	1....
			31-1475936..				AAG Holding Company, Inc.....	OH.....	UIP.....	Great American Financial Resources, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			58-646032..				Great American Financial Statutory Trust IV.....	CT.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	63312..	13-1935920..				Great American Life Insurance Company.....	OH.....	IA.....	AAG Holding Company, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			45-2969767..				Aerielle IP Holdings, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...62.500	American Financial Group, Inc.....	2....
			26-4391696..				Aerielle, LLC.....	DE.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...62.500	American Financial Group, Inc.....	2....
0084..	American Financial Group, Inc...	93661..	31-1021738..				Annuity Investors Life Insurance Company.....	OH.....	IA.....	Great American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			27-4078277..				Bay Bridge Marina Hemingway's Restaurant, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...85.000	American Financial Group, Inc.....	
			27-0513333..				Bay Bridge Marina Management, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...85.000	American Financial Group, Inc.....	
			20-1246122..				Brothers Management, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...99.000	American Financial Group, Inc.....	
			45-3988240..				FT Liquidation, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			20-4604276..				GALIC - Bay Bridge Marina, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			45-5565693..				GALIC - Sorrento, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...65.000	American Financial Group, Inc.....	2....
			45-3829557..				GALIC - Stoneleigh, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1391777..				GALIC Brothers, Inc.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...80.000	American Financial Group, Inc.....	
			45-1144095..				GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...65.000	American Financial Group, Inc.....	2....
			26-3260520..				Manhattan National Holding Corporation.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	67083..	45-0252531..				Manhattan National Life Insurance Company.....	IL.....	IA.....	Manhattan National Holding Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			52-2179330..				Skipjack Marina Corp.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			20-3568924..				Loyal American Holding Corporation.....	OH.....	UIP.....	AAG Holding Company, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	

Q13.1

**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)	*
0084..	American Financial Group, Inc...	65722...	63-0343428..				Loyal American Life Insurance Company.....	OH.....	UDP.....	Loyal American Holding Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	88366...	59-2760189..				American Retirement Life Insurance Company.....	OH.....		Loyal American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			45-4121852..				GALAC Holding Company.....	OH.....	NIA.....	Loyal American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	62200...	95-2496321..				Great American Life Assurance Company.....	OH.....	IA.....	Loyal American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			74-2180806..				United Teacher Associates, Ltd.....	TX.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	1.....
0084..	American Financial Group, Inc...	63479...	58-0869673..				United Teacher Associates Insurance Company.....	TX.....	IA.....	United Teacher Associates, Ltd.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1422717..				AAG Insurance Agency, Inc.....	KY.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1017531..				Ceres Group, Inc.....	DE.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	61727...	34-0970995..				Central Reserve Life Insurance Company.....	OH.....	IA.....	Ceres Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	67903...	23-1335885..				Provident American Life & Health Insurance Company.....	OH.....	IA.....	Central Reserve Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	65269...	75-2305400..				United Benefit Life Insurance Company.....	OH.....	IA.....	Provident American Life & Health Insurance Company...	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1880408..				Ceres Administrators, L.L.C.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1947043..				Ceres Sales, LLC.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1970892..				Ceres Sales of Ohio, LLC.....	OH.....	NIA.....	Ceres Sales, LLC.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1920479..				HealthMark Sales, LLC.....	DE.....	NIA.....	Ceres Sales, LLC.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			47-0717079..				Continental General Corporation.....	NE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	71404...	47-0463747..				Continental General Insurance Company.....	OH.....	IA.....	Continental General Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			47-0562685..				Continental Print & Photo Co.....	NE.....	NIA.....	Continental General Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1947042..				QQAgency of Texas, Inc.....	TX.....	NIA.....	Ceres Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1395344..				Great American Advisors, Inc.....	OH.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			42-1575938..				Great American Holding, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			27-3062314..				Agricultural Services, LLC.....	OH.....	NIA.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			45-4110027..				Unites States Commodities Producers LLC.....	MT.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	...75.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	14084...	27-4395897..				Livestock Market Enhancement Risk Retention Group.....	NV.....	IA.....	United States Livestock Producers, LLC.....	Ownership.....	...1.000	American Financial Group, Inc.....	2.....
			27-2354685..				United States Livestock Producers, LLC.....	NV.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	...75.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	14084...	27-4395897..				Livestock Market Enhancement Risk Retention Group.....	NV.....	IA.....	United States Livestock Producers, LLC.....	Ownership.....	...99.000	American Financial Group, Inc.....	2.....
0084..	American Financial Group, Inc...	35351...	31-0912199..				American Empire Surplus Lines Insurance Company.....	DE.....	IA.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	37990...	31-0973761..				American Empire Insurance Company.....	OH.....	IA.....	American Empire Surplus Lines Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			59-1671722..				American Empire Underwriters, Inc.....	TX.....	NIA.....	American Empire Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Great American International Insurance Limited.....	IE.....	IA.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	23418...	73-0556513..				Mid-Continent Casualty Company.....	OH.....	IA.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	15380...	73-1406844..				Mid-Continent Assurance Company.....	OH.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	13794...	38-3803661..				Mid-Continent Excess and Surplus Insurance Company.....	DE.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			30-0571535..				Mid-Continent Specialty Insurance Services, Inc.....	OK.....	NIA.....	Mid-Continent Casualty Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	23426...	73-0773259..				Oklahoma Surety Company.....	OH.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			98-0627464..				Premier International Insurance Company.....	TC.....	IA.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	

Q13.2

**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)	*
0084..	American Financial Group, Inc...	16691...	31-0501234..				Great American Insurance Company.....	OH.....	IA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			45-2969767..				Aerielle IP Holdings, LLC.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...37.500	American Financial Group, Inc.....	2....
			26-4391696..				Aerielle, LLC.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	...37.500	American Financial Group, Inc.....	2....
			31-1463075..				American Signature Underwriters, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			59-2840291..				Brothers Property Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...80.000	American Financial Group, Inc.....	
			20-5173494..				Brothers Le Pavillon, LLC.....	DE.....	NIA.....	Brothers Property Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			20-5173589..				Brothers Le Pavillon (SPE), LLC.....	DE.....	NIA.....	Brothers Le Pavillon, LLC.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			25-1754638..				Brothers Pennsylvania Corporation.....	PA.....	NIA.....	Brothers Property Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			59-2840294..				Brothers Property Management Corporation.....	OH.....	NIA.....	Brothers Property Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			20-4498054..				Crescent Centre Apartments.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	1....
			31-1277904..				Crop Managers Insurance Agency, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0589001..				Dempsey & Siders Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1341668..				Eden Park Insurance Brokers, Inc.....	CA.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							El Aguila, Compañía de Seguros, S.A. de C.V.....	MX.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Financidora de Primas Condor, S.A. de C.V.....	MX.....	NIA.....	El Aguila, Compañía de Seguros, S.A. de C.V.....	Ownership.....	...99.000	American Financial Group, Inc.....	
			39-1404033..				Farmers Crop Insurance Alliance, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			13-3628555..				FCIA Management Company, Inc.....	NY.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Foreign Credit Insurance Association.....	NY.....	OTH.....	Great American Insurance Company.....	Management.....		American Financial Group, Inc.....	3....
			31-1753938..				GAI Warranty Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1765544..				GAI Warranty Company of Florida.....	FL.....	NIA.....	GAI Warranty Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							GAI Warranty Company of Canada Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			45-5565693..				GALIC - Sorrento, LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	...35.000	American Financial Group, Inc.....	2....
			45-1144095..				GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	...35.000	American Financial Group, Inc.....	2....
			61-1329718..				Global Premier Finance Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			74-2693636..				Great American Agency of Texas, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	26832..	95-1542353..				Great American Alliance Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	26344..	15-6020948..				Great American Assurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	39896..	61-0983091..				Great American Casualty Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1228726..				Great American Claims Services, Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	10646..	36-4079497..				Great American Contemporary Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	37532..	31-0954439..				Great American E & S Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	41858..	31-1036473..				Great American Fidelity Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1652643..				Great American Insurance Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	22136..	13-5539046..				Great American Insurance Company of New York.....	NY.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	38024..	31-0974853..				Great American Lloyd's Insurance Company.....	TX.....	IA.....	Great American Insurance Company.....	Other.....		American Financial Group, Inc.....	4....
			31-1073664..				Great American Lloyd's, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	

Q13.3

**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)	*
0084..	American Financial Group, Inc...	38580..	31-0856644..				Great American Management Services, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1288778..				Great American Protection Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0918893..				Great American Re Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	31135..	31-1209419..				Great American Security Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	33723..	31-1237970..				Great American Spirit Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			59-1263251..				Key Largo Group, Inc.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1607394..		0001301106	NASDAQ	National Interstate Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	...52.400	American Financial Group, Inc.....	
			34-1899058..				American Highways Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1548235..				Explorer RV Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			98-0191335..				Hudson Indemnity, Ltd.....	KY.....	IA.....	National Interstate Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			66-0660039..				Hudson Management Group, Ltd.....	VI.....	NIA.....	National Interstate Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			34-1607396..				National Interstate Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			36-4670968..				Commercial For Hire Transportation Purchasing Group.....	SC.....	NIA.....	National Interstate Insurance Agency, Inc.....	Management.....		American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	32620..	34-1607395..				National Interstate Insurance Company.....	OH.....	IA.....	National Interstate Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	11051..	99-0345306..				National Interstate Insurance Company of Hawaii, Inc.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	41106..	95-3623282..				Triumpher Casualty Company.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			43-1415856..				Vanliner Group, Inc.....	DE.....	NIA.....	National Interstate Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			43-1254631..				TransProtection Service Company.....	MO.....	NIA.....	Vanliner Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
0084..	American Financial Group, Inc...	21172..	86-0114294..				Vanliner Insurance Company.....	MO.....	IA.....	Vanliner Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Vanliner Reinsurance Limited.....	BM.....	IA.....	Vanliner Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			20-5546054..				Safety Claims and Litigation Services, LLC.....	MT.....	NIA.....	National Interstate Corporation.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Penn Central U.K. Limited.....	GB.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							Insurance (GB) Limited.....	GB.....	IA.....	Penn Central U.K. Limited.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			27-2226948..				Pinecrest Place LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			871,850,814..				PLLS Canada Insurance Brokers Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	...49.000	American Financial Group, Inc.....	
			31-1293064..				Professional Risk Brokers, Inc.....	IL.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			72-1331800..				Strategic Comp Holdings, L.L.C.....	LA.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			36-4517754..				Strategic Comp Services, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			32-0050970..				Strategic Comp, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0686194..				One East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0883227..				Pioneer Carpet Mills, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1737792..				Superior NWN of Ohio, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1119320..				TEJ Holdings, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0728327..				Three East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
							PLLS (UK) Limited.....	GB.....	NIA.....	PLLS, Ltd.....	Ownership.....	...100.000	American Financial Group, Inc.....	

Q13.4

## 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)	*

Asteris	Explanation
1	Another affiliated company owns 1% or less of the shares.
2	The entity is owned by more than one company within the AFG Group.
3	Great American Insurance Company is the majority member of the Association
4	Beneficial interest and indirect control is established by trust agreements between Great American Insurance Company and each of the underwriters of the Company.

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

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	3,573,535	3,738,244
2. Cost of bonds and stocks acquired.....	597,797	
3. Accrual of discount.....	(2,661)	
4. Unrealized valuation increase (decrease).....	.40	(40)
5. Total gain (loss) on disposals.....		
6. Deduct consideration for bonds and stocks disposed of.....	627,343	138,740
7. Deduct amortization of premium.....	3,677	11,083
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		14,847
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	3,537,691	3,573,535
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	3,537,691	3,573,535

### 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
<b>BONDS</b>								
1. Class 1 (a).....	5,180,298	80,835	152,727	(1,669)	5,180,298	5,106,737		5,156,116
2. Class 2 (a).....								
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								10
7. Total Bonds.....	5,180,298	80,835	152,727	(1,669)	5,180,298	5,106,737	0	5,156,126
<b>PREFERRED STOCK</b>								
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.....	5,180,298	80,835	152,727	(1,669)	5,180,298	5,106,737	0	5,156,126

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(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 \$.....1,569,046; 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.....	1,569,046	XXX	1,569,046	148	

## 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.....	1,582,591	1,428,661
2. Cost of short-term investments acquired.....	724,520	333,020
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	738,065	179,090
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).....	1,569,046	1,582,591
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	1,569,046	1,582,591

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

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

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

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

**Sch. DB-Verification  
NONE**

**Sch. E-Verification  
NONE**

**Sch. A-Pt 2  
NONE**

**Sch. A-Pt 3  
NONE**

**Sch. B-Pt 2  
NONE**

**Sch. B-Pt 3  
NONE**

**Sch. BA-Pt 2  
NONE**

**Sch. BA-Pt 3  
NONE**

**Sch. D-Pt 3  
NONE**

### 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.							
47232V CQ 3	JMAC 2009-R4 13A1 SEQ SSNR 5.85 05/26/36.....		04/26/2012	MBS Paydown 0.489356352.....		7,275	7,275	7,275	7,224		14		14		7,275			0	142	05/26/2036	1FM....
47232V CQ 3	JMAC 2009-R4 13A1 SEQ SSNR 5.85 05/26/36.....		05/26/2012	MBS Paydown 0.478525329.....		4,062	4,062	4,062	4,033		4		4		4,062			0	99	05/26/2036	1FM....
47232V CQ 3	JMAC 2009-R4 13A1 SEQ SSNR 5.85 05/26/36.....		06/26/2012	MBS Paydown 0.474379154.....		1,555	1,555	1,555	1,544		1		1		1,555			0	45	05/26/2036	1FM....
47232V CU 4	JMAC 2009-R4 13A5 MEZ SSUP 5.85 05/26/36.....		04/26/2012	Pass-Through Loss.....			838	4,062					0					0	21	05/26/2036	1FM....
47232V CU 4	JMAC 2009-R4 13A5 MEZ SSUP 5.85 05/26/36.....		05/26/2012	Pass-Through Loss.....			1,332	1,134					0					0	32	05/26/2036	1FM....
47232V CU 4	JMAC 2009-R4 13A5 MEZ SSUP 5.85 05/26/36.....		06/26/2012	Pass-Through Loss.....			570	485					0					0	17	05/26/2036	1FM....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					12,892	15,632	18,573	12,801	0	19	0	19	0	12,892	0	0	0	356	XXX...	XXX...
8399997.	Total - Bonds - Part 4.....					12,892	15,632	18,573	12,801	0	19	0	19	0	12,892	0	0	0	356	XXX...	XXX...
8399999.	Total - Bonds.....					12,892	15,632	18,573	12,801	0	19	0	19	0	12,892	0	0	0	356	XXX...	XXX...
9999999.	Total - Bonds, Preferred and Common Stocks.....					12,892	XXX.....	18,573	12,801	0	19	0	19	0	12,892	0	0	0	356	XXX...	XXX...

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

QE05

**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**

Statement as of June 30, 2012 of the **American Retirement Life Insurance Company**  
**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**

Wells Fargo/Norwest Bank..... Rapid City, SD.....					.....455,443	.....361,175	.....361,558	XXX..
0199998. Deposits in.....5 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	...XXX.....	...XXX.....	.....218		.....265,279	.....256,153	.....355,167	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....218	.....0	.....720,722	.....617,328	.....716,725	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....218	.....0	.....720,722	.....617,328	.....716,725	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....218	.....0	.....720,722	.....617,328	.....716,725	XXX..

## SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE