



QUARTERLY STATEMENT

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

Mid-Continent Assurance Company

NAIC Group Code.....84, 84 (Current Period) (Prior Period)	NAIC Company Code..... 15380	Employer's ID Number..... 73-1406844
Organized under the Laws of Ohio	State of Domicile or Port of Entry Ohio	Country of Domicile US
Incorporated/Organized..... August 13, 1992	Commenced Business..... January 1, 1994	
Statutory Home Office	301 E. 4th Street..... Cincinnati OH 45202 (Street and Number) (City or Town, State and Zip Code)	
Main Administrative Office	1437 South Boulder Dr..... Tulsa OK 74119 (Street and Number) (City or Town, State and Zip Code)	918-587-7221 (Area Code) (Telephone Number)
Mail Address	P. O. Box 1409..... Tulsa OK 74101 (Street and Number or P. O. Box) (City or Town, State and Zip Code)	
Primary Location of Books and Records	1437 South Boulder Dr..... Tulsa OK 74119 (Street and Number) (City or Town, State and Zip Code)	918-587-7221 (Area Code) (Telephone Number)
Internet Web Site Address	mcg-ins.com	
Statutory Statement Contact	Gregory Patrick Jones (Name) gjones@mcg-ins.com (E-Mail Address)	918-587-7221 x 250 (Area Code) (Telephone Number) (Extension) 918-588-1253 (Fax Number)

OFFICERS

Name	Title	Name	Title
1. Hubert Michael Coon	President	2. Loretta Fay Jessee	Secretary
3. Gregory Patrick Jones	Treasurer	4.	
OTHER			
Todd Anthony Bazata	Vice-President	Richard Leon Simpson	Vice-President
Stephen Kirby Pancoast	Vice-President	Gregory Patrick Jones	Vice-President
Jeral Clinton Hunter	Vice-President	Nora Anne Webb	Vice-President
John Allen Gant	Vice-President	James Steven Davis	Vice-President
David Bernard Dyke	Vice-President	Robert Dewayne Martin #	Vice-President

DIRECTORS OR TRUSTEES

Eve Cutler Rosen	Karen Holley Horrell	Donald Dumford Larson	Gary John Gruber
Ronald James Brichler	David John Witzgall	Hubert Michael Coon	James Steven Davis #

State of..... Ohio
County of..... Hamilton

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)	(Signature)	(Signature)
Hubert Michael Coon	Loretta Fay Jessee	Gregory Patrick Jones
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me This 31st day of October, 2012	a. Is this an original filing? b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes [X] No []
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ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds.....	24,273,543		24,273,543	27,533,883
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 (\$.....75,241), cash equivalents (\$.....0) and short-term investments (\$.....7,956,103).....	8,031,344		8,031,344	4,135,752
6. Contract loans (including \$.....0 premium notes).....			.0	
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).....	32,304,887	.0	32,304,887	31,669,635
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	336,299		336,299	402,482
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....			.0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			.0	
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....			.0	
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....	207,559		207,559	76,700
18.2 Net deferred tax asset.....	599,012	209,586	389,426	401,690
19. Guaranty funds receivable or on deposit.....			.0	
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).....	33,447,757	209,586	33,238,171	32,550,507
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	33,447,757	209,586	33,238,171	32,550,507

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. Losses (current accident year \$.....1,064,197).....	5,383,951	6,667,764
2. Reinsurance payable on paid losses and loss adjustment expenses.....		
3. Loss adjustment expenses.....	2,581,415	3,004,854
4. Commissions payable, contingent commissions and other similar charges.....		
5. Other expenses (excluding taxes, licenses and fees).....	170,572	168,559
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	39,053	34,119
7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses)).....		
7.2 Net deferred tax liability.....		
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$.....11,330 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act.....	1,822,874	1,706,626
10. Advance premium.....		
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....		
13. Funds held by company under reinsurance treaties.....		
14. Amounts withheld or retained by company for account of others.....		
15. Remittances and items not allocated.....		
16. Provision for reinsurance.....		
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....		
19. Payable to parent, subsidiaries and affiliates.....	510,378	45,722
20. Derivatives.....		
21. Payable for securities.....		
22. Payable for securities lending.....		
23. Liability for amounts held under uninsured plans.....		
24. Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	0	0
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	10,508,243	11,627,644
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	10,508,243	11,627,644
29. Aggregate write-ins for special surplus funds.....	0	154,339
30. Common capital stock.....	3,500,000	3,500,000
31. Preferred capital stock.....		
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....		
34. Gross paid in and contributed surplus.....	1,500,000	1,500,000
35. Unassigned funds (surplus).....	17,729,928	15,768,524
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0).....		
37. Surplus as regards policyholders (Lines 29 to 35, less 36).....	22,729,928	20,922,863
38. Totals.....	33,238,171	32,550,507

DETAILS OF WRITE-INS

2501. Line 15 from 2000 Annual Statement.....		
2502. Rounding.....		
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).....	0	0
2901. Additional admitted deferred taxex assets - SSAP 10R.....		154,339
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	154,339
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page.....	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....	0	0

STATEMENT OF INCOME

	1	2	3
	Current Year	Prior Year	Prior Year Ended
	to Date	to Date	December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$....16,476).....	11,330	13,609	17,180
1.2 Assumed..... (written \$....3,174,604).....	3,058,356	2,989,906	3,893,241
1.3 Ceded..... (written \$....16,476).....	11,330	13,609	17,180
1.4 Net..... (written \$....3,174,604).....	3,058,356	2,989,906	3,893,241
DEDUCTIONS:			
2. Losses incurred (current accident year \$....1,250,493):			
2.1 Direct.....	(19,518)	(19,518)	(19,651)
2.2 Assumed.....	(323,546)	682,865	1,032,380
2.3 Ceded.....	(19,518)	(19,518)	(19,651)
2.4 Net.....	(323,546)	682,865	1,032,380
3. Loss adjustment expenses incurred.....	547,559	537,446	687,558
4. Other underwriting expenses incurred.....	1,113,433	1,040,608	1,337,278
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	1,337,446	2,260,919	3,057,216
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	1,720,910	728,987	836,025
INVESTMENT INCOME			
9. Net investment income earned.....	906,626	1,075,680	1,417,925
10. Net realized capital gains (losses) less capital gains tax of \$....(1,957).....	1,957	196,777	195,282
11. Net investment gain (loss) (Lines 9 + 10).....	908,583	1,272,457	1,613,207
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....0).....	0		
13. Finance and service charges not included in premiums.....			
14. Aggregate write-ins for miscellaneous income.....	(2,310)	(2,275)	(3,006)
15. Total other income (Lines 12 through 14).....	(2,310)	(2,275)	(3,006)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	2,627,183	1,999,169	2,446,226
17. Dividends to policyholders.....			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17).....	2,627,183	1,999,169	2,446,226
19. Federal and foreign income taxes incurred.....	773,633	479,274	563,173
20. Net income (Line 18 minus Line 19) (to Line 22).....	1,853,550	1,519,895	1,883,053
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	20,922,863	19,159,017	19,159,017
22. Net income (from Line 20).....	1,853,550	1,519,895	1,883,053
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....(12,019).....	(22,321)	8,526	2,982
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	(46,945)	(127,752)	(159,129)
27. Change in nonadmitted assets.....	22,781	42,660	68,814
28. Change in provision for reinsurance.....			
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....			
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	0	(19,234)	(31,874)
38. Change in surplus as regards policyholders (Lines 22 through 37).....	1,807,065	1,424,095	1,763,846
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	22,729,928	20,583,112	20,922,863
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	0	0	0
1401. Miscellaneous.....	(2,310)	(2,275)	(3,006)
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	(2,310)	(2,275)	(3,006)
3701. Rounding.....		(1)	(2)
3702. Change in non-admitted assets - additional admitted deferred taxes assets -SSAP No. 10R.....		(19,233)	(31,872)
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	(19,234)	(31,874)

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	3,174,604	2,939,904	3,819,915
2. Net investment income.....	1,094,161	1,240,602	1,589,559
3. Miscellaneous income.....	(2,310)	(2,275)	(3,006)
4. Total (Lines 1 through 3).....	4,266,455	4,178,231	5,406,468
5. Benefit and loss related payments.....	960,267	1,084,637	1,397,237
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	2,077,484	2,028,427	2,653,443
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	902,535	413,106	630,106
10. Total (Lines 5 through 9).....	3,940,286	3,526,170	4,680,786
11. Net cash from operations (Line 4 minus Line 10).....	326,169	652,061	725,682
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	4,061,634	3,920,683	4,175,811
12.2 Stocks.....			500,000
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	4,061,634	3,920,683	4,675,811
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	956,866	2,382,123	2,382,123
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).....	956,866	2,382,123	2,382,123
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	3,104,768	1,538,560	2,293,688
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	464,655	88,405	(37,588)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	464,655	88,405	(37,588)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	3,895,592	2,279,026	2,981,782
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	4,135,752	1,153,970	1,153,970
19.2 End of period (Line 18 plus Line 19.1).....	8,031,344	3,432,996	4,135,752

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

20.0001			
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1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The financial statements of Mid-Continent Assurance Company (“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 purposes of determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures Manual has been adopted as a component of prescribed or permitted practices by the state of Ohio. The Company has no prescribed or permitted practices that would result in differences between NAIC SAP and the state of Ohio basis, as shown below:

	09/30/2012	12/31/2011
(1) Net Income Ohio Basis	\$ 1,853,550	\$ 1,883,053
(2) State Prescribed Practices	-	-
(3) State Permitted Practices	-	-
(4) Net Income, NAIC SAP	\$ 1,853,550	\$ 1,883,053
(5) Statutory Surplus Ohio Basis	\$ 22,729,928	\$ 20,922,863
(6) State Prescribed Practices	-	-
(7) State Permitted Practices	-	-
(8) Statutory Surplus, NAIC SAP	\$ 22,729,928	\$ 20,922,863

2.) ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Effective January 1, 2012, the Company adopted Statement of Statutory Accounting Principles No. 101, Income Taxes, a replacement of SSAP No. 10R and SSAP No. 10 (SSAP 101). SSAP 101 amends the deferred tax asset admittance test set forth in SSAP 10R, by limiting the admissibility thresholds based on current period risk-based capital levels and modifying the disclosure requirements. The adoption of SSAP 101 did not have an impact on the Company’s financial statements.

3.) BUSINESS COMBINATIONS AND GOODWILL - No significant change.

4.) DISCONTINUED OPERATIONS - No significant change.

5.) INVESTMENTS

A – C. No significant change.

D. Loan-Backed Securities

1. 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.
2. The Company had no loan-backed securities with a recognized other-than-temporary impairment due to either the intent to sell or lack of intent to hold to recovery during 2012.
3. The Company had no loan-backed securities with a recognized other-than-temporary impairment due to either the intent to sell or lack of intent to hold to recovery during 2012.
4. The following table shows all loan-backed securities with an unrealized loss:

Less than 12 months		12 months or more	
Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
\$ 378,177	\$ (6,917)	\$ 509,477	\$ (21,028)

5. 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 September 30, 2012. The Company has the intent to hold such securities until they recover in value or mature.

E – G. No significant change.

6.) JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES - No significant change.

7.) INVESTMENT INCOME - No significant change.

8.) DERIVATIVE INSTRUMENTS - No significant change.

- 9.) INCOME TAXES - No significant change.
- 10.) INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

A - No significant change.

B. Detail of Transactions Greater than ½% of Admitted Assets – The Company had no transactions with any affiliate exceeding ½ of 1% of its total admitted assets during 2012.

C – L. No significant change.

11.) DEBT - No significant change.

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

No significant change.

13.) CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS - No significant change.

14.) CONTINGENCIES –

A – F. No significant change.

15.) LEASES - No significant change.

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

No significant change.

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

A – B. No significant change.

C. The Company did not have any wash sale transactions involving securities with a NAIC designation of 3 or below or unrated securities during 2012.

18.) GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No significant change.

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

No significant change.

20.) FAIR VALUE
- A.

1. Fair Value Measurements at Reporting Date
- The Company has categorized its assets and liabilities measured at fair value into the three-level fair value hierarchy as reflected in the following table. See item 4 below for a discussion of each of these three levels.
- | Description | Level 1 | Level 2 | Level 3 | Total |
|---|---------|--------------|---------|--------------|
| Assets: | | | | |
| Bonds: | | | | |
| U.S. Government and government agencies | \$ - | \$ - | \$ - | \$ - |
| States, municipalities and political subdivisions | - | - | - | - |
| Foreign government | - | - | - | - |
| Residential MBS | - | - | - | - |
| Commercial MBS | - | - | - | - |
| All other bonds | - | 1,323,177 | - | 1,323,177 |
| Total bonds | - | 1,323,177 | - | 1,323,177 |
| Non-affiliated common stock | - | - | - | - |
| Non-affiliated preferred stock | - | - | - | - |
| Other investments | - | - | - | - |
| Total assets accounted for at fair value | \$ - | \$ 1,323,177 | \$ - | \$ 1,323,177 |
- Q06.1

2. Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

	Balance at 12/31/11	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Sales	Ending Balance at 09/30
States, municipalities and political subdivisions	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Residential MBS	-	-	-	-	-	-	-	-
All other bonds	-	-	-	-	-	-	-	-
Preferred stocks	-	-	-	-	-	-	-	-
Common stocks	-	-	-	-	-	-	-	-
Total	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

3. Fair Value Recognition of Transfers Between Levels

The Company recognizes and records the transfer of securities into and out of Level 3 due to changes in availability of market observable inputs. All transfers are reflected in the table above at fair value as of the end of the reporting period.

4. Inputs and Techniques Used in Estimating Fair Value

Level 1 - Quoted prices for identical assets or liabilities in active markets (markets in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis). The Company's Level 1 financial instruments consist primarily of publicly traded equity securities and highly liquid government bonds for which quoted market prices in active markets are available.

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar assets or liabilities in inactive markets (markets in which there are few transactions, the prices are not current, price quotations vary substantially over time or among market makers, or in which little information is released publicly); and valuations based on other significant inputs that are observable in active markets. The Company's Level 2 financial instruments include corporate and municipal fixed maturity securities and MBS priced using observable inputs. Level 2 inputs include benchmark yields, reported trades, corroborated broker/dealer quotes, issuer spreads and benchmark securities. When non-binding broker quotes can be corroborated by comparison to similar securities priced using observable inputs, they are classified as Level 2.

Level 3 - Valuations derived from market valuation techniques generally consistent with those used to estimate the fair value of Level 2 financial instruments in which one or more significant inputs are unobservable. The unobservable inputs may include management's own assumptions about the assumptions market participants would use based on the best information available in the circumstances. The Company's Level 3 is comprised of financial instruments whose fair value is estimated based on non-binding broker quotes or internally developed using significant inputs not based on, or corroborated by, observable market information.

The Company's investment managers, American Money Management Corporation (an affiliate) is responsible for the valuation process and uses data from outside sources (including nationally recognized pricing services and broker/dealers) in establishing fair value. Valuation techniques utilized by pricing services and prices obtained from external sources are reviewed by AMMC's internal investment professionals who are familiar with the securities being priced and the markets in which they trade to ensure the fair value determination is representative of an exit price. To validate the appropriateness of the prices obtained, these investment managers consider widely published indices (as benchmarks), recent trades, changes in interest rates, general economic conditions and the credit quality of the specific issuers. In addition, the Company communicates directly with the pricing service regarding the methods and assumptions used in pricing, including verifying, on a test basis, the inputs used by the service to value specific securities.

- B. The Company has no additional fair value disclosures.
- C. The Company has categorized all the financial assets in the financial statement into the three-level fair value hierarchy as reflected in the following table. See item 4 above for a discussion of each of these three levels.

Description	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3
Assets:					
Bonds:					
U.S. Government and government agencies	\$ 636,715	\$ 635,270	\$ 636,715	\$ -	\$ -
States, municipalities and political subdivisions	16,844,861	15,799,801	-	16,844,861	-
Foreign government	-	-	-	-	-
Residential MBS	509,477	530,505	-	509,477	-
Commercial MBS	1,069,700	999,224	-	1,069,700	-
All other bonds	6,792,536	6,308,743	-	6,792,536	-
Total bonds	25,853,290	24,273,543	636,715	25,216,574	-
Non-affiliated common stock	-	-	-	-	-
Non-affiliated preferred stock	-	-	-	-	-
Mortgage loans	-	-	-	-	-
Total	\$ 25,853,290	\$ 24,273,543	\$ 636,715	\$ 25,216,574	\$ -

21.) OTHER ITEMS

A – G. No significant change.

22.) EVENTS SUBSEQUENT

There have not been any events subsequent to September 30, 2012, which may have a material effect on the financial condition of the Company.

23.) REINSURANCE - No significant change.

24.) RETROSPECTIVELY RATED CONTRACTS - No significant change.

25.) CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Reserves as of December 31, 2011 were \$9.7 million. As of September 30, 2012, \$1.4 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$6.7 million as a result of re-estimation of unpaid claims and claim adjustment expenses principally on General Liability and Commercial Auto lines of insurance. Therefore, there has been \$1.3 million in favorable prior-year development since December 31, 2011 to September 30, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

26.) INTERCOMPANY POOLING ARRANGEMENTS - No significant change.

27.) STRUCTURED SETTLEMENTS - No significant change.

28.) HEALTH CARE RECEIVABLES - No significant change.

29.) PARTICIPATING POLICIES - No significant change.

30.) PREMIUM DEFICIENCY RESERVES - No significant change.

31.) HIGH DEDUCTIBLES - No significant change.

32.) DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES - No significant change.

33.) ASBESTOS/ENVIRONMENTAL RESERVES - No significant change.

34.) SUBSCRIBER SAVINGS ACCOUNTS - No significant change.

35.) MULTIPLE PERIL CROP INSURANCE - No significant change.

36.) FINANCIAL GUARANTY INSURANCE - The Company does not write financial guaranty insurance.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐]

No [☒ X]

1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐]

No [☐]

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐]

No [☒ X]

2.2

If yes, date of change:

.....

3.

Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y-Part 1 - Organizational chart.

Yes [☒ X]

No [☐]

4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐]

No [☒ X]

4.2

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

1	2	3
Name of Entity	NAIC Company Code	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?
If yes, attach an explanation.

Yes [☐]

No [☒ X]

N/A [☐]

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.

12/31/2008.....

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).

5/25/2010.....

6.4

By what department or departments?
Ohio

6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☐]

No [☐]

N/A [☒ X]

6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☐]

No [☐]

N/A [☒ X]

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐]

No [☒ X]

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐]

No [☒ X]

8.2

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

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☐]

No [☒ X]

8.4

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

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

Yes [☒ X]

No [☐]

9.11

If the response to 9.1 is No, please explain:

9.2

Has the code of ethics for senior managers been amended?

Yes [☐]

No [☒ X]

9.21

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

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [☐]

No [☒ X]

Q07

Mid-Continent Assurance 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 [☒]

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 [☒]

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$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 [☒]

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

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [☒] 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, New York 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 [☒]

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
Not Applicable	American Money Management	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 [☒] No [☐]

17.2 If no, list exceptions:

Mid-Continent Assurance Company
GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1.

If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?
If yes, attach an explanation.

Yes [] No [X] N/A []

2.

Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?
If yes, attach an explanation.

Yes [] No [X]

3.1

Have any of the reporting entity's primary reinsurance contracts been canceled?

Yes [] No [X]

3.2

If yes, give full and complete information thereto:

4.1

Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero?

Yes [] No [X]

4.2

If yes, complete the following schedule:

1	2	3	Total Discount				Discount Taken During Period			
Line of Business	Maximum Interest	Disc. Rate	4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....0
Total.....	XXX...	XXX.....	0	0	0	0	0	0	0	0

5.

Operating Percentages:

5.1

A&H loss percent

0.0 %

5.2

A&H cost containment percent

0.0 %

5.3

A&H expense percent excluding cost containment expenses

0.0 %

6.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]

6.2

If yes, please provide the amount of custodial funds held as of the reporting date.

0

6.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]

6.4

If yes, please provide the amount of funds administered as of the reporting date.

0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....AL	N						
2. Alaska.....AK	N						
3. Arizona.....AZ	N						
4. Arkansas.....AR	N						
5. California.....CA	N						
6. Colorado.....CO	N						
7. Connecticut.....CT	N						
8. Delaware.....DE	N						
9. District of Columbia.....DC	N						
10. Florida.....FL	N						
11. Georgia.....GA	N						
12. Hawaii.....HI	N						
13. Idaho.....ID	L						
14. Illinois.....IL	N						
15. Indiana.....IN	N						
16. Iowa.....IA	N						
17. Kansas.....KS	N						
18. Kentucky.....KY	N						
19. Louisiana.....LA	L						
20. Maine.....ME	N						
21. Maryland.....MD	N						
22. Massachusetts.....MA	N						
23. Michigan.....MI	N						
24. Minnesota.....MN	N						
25. Mississippi.....MS	N						
26. Missouri.....MO	L	10,546	8,321				
27. Montana.....MT	N						
28. Nebraska.....NE	L	1,890	1,894				
29. Nevada.....NV	N						
30. New Hampshire.....NH	N						
31. New Jersey.....NJ	N						
32. New Mexico.....NM	N						
33. New York.....NY	N						
34. North Carolina.....NC	N						
35. North Dakota.....ND	N						
36. Ohio.....OH	L						
37. Oklahoma.....OK	L				(225)	901	934
38. Oregon.....OR	N						
39. Pennsylvania.....PA	N						
40. Rhode Island.....RI	N						
41. South Carolina.....SC	N						
42. South Dakota.....SD	N						
43. Tennessee.....TN	N						
44. Texas.....TX	L	4,040	5,129				
45. Utah.....UT	N						
46. Vermont.....VT	N						
47. Virginia.....VA	L						
48. Washington.....WA	N						
49. West Virginia.....WV	N						
50. Wisconsin.....WI	N						
51. Wyoming.....WY	N						
52. American Samoa.....AS	N						
53. Guam.....GU	N						
54. Puerto Rico.....PR	N						
55. US Virgin Islands.....VI	N						
56. Northern Mariana Islands.....MP	N						
57. Canada.....CN	N						
58. Aggregate Other Alien.....OT	XXX	0	0	0	0	0	0
59. Totals.....	(a).....8	16,476	15,344	0	(225)	901	934

DETAILS OF WRITE-INS							
5801.	XXX						
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page....	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 thru 5803 + Line 5898) (Line 58 above).....	XXX	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

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

	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 (65%)	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	
Michigan Oil & Gas Holdings, LLC	MI		
Ohio Oil & Gas Holdings, LLC	OH		
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	
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	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

	Domiciliary Location	FEIN	NAIC Co. Code
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	
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	
Ceres Administrators, L.L.C.	DE	34-1880408	
Ceres Sales, LLC	DE	34-1947043	
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	
GAI Australia Pty Ltd	AU		
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
Insurance (GB) Limited *	GB		
Key Largo Group, Inc.	FL	59-1263251	
National Interstate Corporation (52.2%)	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		
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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Q12	Members													
			31-1544320		0000944707	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	65.000	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.	
							Michigan Oil & Gas Holdings, LLC	MI	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
							Ohio Oil & Gas Holdings, LLC	OH	NIA	American Premier Underwriters, 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.	
							Lease and Loan Insurance Services Limited	GB	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
							Premier Lease & Loan Services Insurance Agency, Inc.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			91-1242743				Premier Lease & Loan Services of Canada, Inc.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			91-1508644											
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.	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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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				Risico 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.....	
			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.....	...100.000	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.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	1.....
			31-1475936				AAG Holding Company, Inc.....	OH.....	NIA.....	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.....	

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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.....	.....
.....	.....	.....	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.....	.....
.....	.....	.....	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.....	.....
.....	.....	.....	34-1920479	.....	.....	.....	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	.....	.....	.....	QQAAgency 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.....	UIP.....	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	.....	.....	.....	United 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.....	.....
.....	.....	.....	.....	.....	.....	.....	GAI Australia Pty Ltd.....	AU.....	NIA.....	Great American Holding, Inc.....	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.....	UDP.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	.....
0084.....	American Financial Group, Inc.....	15380.....	73-1406844	.....	.....	.....	Mid-Continent Assurance Company.....	OH.....	.....	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.....	.....
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.....	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Q12.3			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 Pennsylvanian 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.....	
							Financiadora 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.....	DS.....	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.....	

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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.	
							Insurance (GB) Limited	GB	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	52.200	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.	
							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.	
							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.	11051	99-0345306				Triumphe Casualty Company	OH	IA	National Interstate Insurance Company	Ownership	100.000	American Financial Group, Inc.	
0084	American Financial Group, Inc.	41106	95-3623282				Vanliner Group, Inc.	DE	NIA	National Interstate Insurance Company	Ownership	100.000	American Financial Group, Inc.	
			43-1415856				TransProtection Service Company	MO	NIA	Vanliner Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			43-1254631				Vanliner Insurance Company	MO	IA	Vanliner Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
0084	American Financial Group, Inc.	21172	86-0114294				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.	
			27-2226948				Pinecrest Place LLC	FL	NIA	Great American Insurance Company	Ownership	100.000	American Financial Group, Inc.	
			#####				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 NWVN 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.	

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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)	*
Asterisk 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.													

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....			0.0	
2. Allied lines.....			0.0	
3. Farmowners multiple peril.....			0.0	
4. Homeowners multiple peril.....			0.0	
5. Commercial multiple peril.....			0.0	
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....			0.0	
9. Inland marine.....			0.0	
10. Financial guaranty.....			0.0	
11.1. Medical professional liability - occurrence.....			0.0	
11.2. Medical professional liability - claims-made.....			0.0	
12. Earthquake.....			0.0	
13. Group accident and health.....			0.0	
14. Credit accident and health.....			0.0	
15. Other accident and health.....			0.0	
16. Workers' compensation.....			0.0	
17.1 Other liability-occurrence.....	4,539		0.0	
17.2 Other liability-claims made.....			0.0	
17.3 Excess workers' compensation.....			0.0	
18.1 Products liability-occurrence.....			0.0	
18.2 Products liability-claims made.....			0.0	
19.1, 19.2 Private passenger auto liability.....			0.0	
19.3, 19.4 Commercial auto liability.....	3,565		0.0	
21. Auto physical damage.....	3,226		0.0	22.9
22. Aircraft (all perils).....			0.0	
23. Fidelity.....			0.0	
24. Surety.....			0.0	
26. Burglary and theft.....			0.0	
27. Boiler and machinery.....			0.0	
28. Credit.....			0.0	
29. International.....			0.0	
30. Warranty.....			0.0	
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	
35. Totals.....	11,330	0	0.0	(143.4)

DETAILS OF WRITE-INS

3401.....			0.0	
3402.....			0.0	
3403.....			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire.....			
2. Allied lines.....			
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....			
6. Mortgage guaranty.....			
8. Ocean marine.....			
9. Inland marine.....			
10. Financial guaranty.....			
11.1 Medical professional liability - occurrence.....			
11.2 Medical professional liability - claims made.....			
12. Earthquake.....			
13. Group accident and health.....			
14. Credit accident and health.....			
15. Other accident and health.....			
16. Workers' compensation.....			
17.1 Other liability-occurrence.....		5,930	7,023
17.2 Other liability-claims made.....			
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....			
18.2 Products liability-claims made.....			
19.1 19.2 Private passenger auto liability.....			
19.3 19.4 Commercial auto liability.....	4,837	4,837	4,567
21. Auto physical damage.....	5,709	5,709	3,754
22. Aircraft (all perils).....			
23. Fidelity.....			
24. Surety.....			
26. Burglary and theft.....			
27. Boiler and machinery.....			
28. Credit.....			
29. International.....			
30. Warranty.....			
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0
35. Totals.....	10,546	16,476	15,344

DETAILS OF WRITE-INS

3401.....			
3402.....			
3403.....			
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:



Mid-Continent Assurance Company
Overflow Page for Write-Ins

NONE

Mid-Continent Assurance Company

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	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	2
	Year to Date	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	2
	Year to Date	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	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	27,533,883	29,772,245
2. Cost of bonds and stocks acquired.....	956,866	2,382,122
3. Accrual of discount.....	14,704	22,048
4. Unrealized valuation increase (decrease).....	(34,221)	4,382
5. Total gain (loss) on disposals.....		182,375
6. Deduct consideration for bonds and stocks disposed of.....	4,061,633	4,675,811
7. Deduct amortization of premium.....	136,057	153,476
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).....	24,273,543	27,533,883
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	24,273,543	27,533,883

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	26,886,634	2,258,228	2,191,945	(33,172)	26,333,658	26,886,634	26,919,746	25,984,114
2. Class 2 (a).....	3,440,484		96,000	642,239	3,442,040	3,440,484	3,986,723	3,443,404
3. Class 3 (a).....	1,454,041		(96,000)	(605,041)	1,615,047	1,454,041	945,000	1,613,988
4. Class 4 (a).....								
5. Class 5 (a).....	380,236			(2,059)	537,999	380,236	378,177	554,685
6. Class 6 (a).....								
7. Total Bonds.....	32,161,395	2,258,228	2,191,945	1,968	31,928,744	32,161,395	32,229,646	31,596,191
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	32,161,395	2,258,228	2,191,945	1,968	31,928,744	32,161,395	32,229,646	31,596,191

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....7,956,103; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

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SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....	7,956,103	XXX.....	7,956,103	856	.....

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.....	4,062,308	874,523
2. Cost of short-term investments acquired.....	5,264,935	6,389,550
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	1,371,140	3,201,765
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	7,956,103	4,062,308
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	7,956,103	4,062,308

Sch. DB-Pt A-Verification

NONE

Sch. DB-Pt B-Verification

NONE

Sch. DB-Pt C-Sn 1

NONE

Sch. DB-Pt C-Sn 2

NONE

Sch. DB-Verification

NONE

Sch. E-Verification

NONE

Sch. A-Pt 2

NONE

Sch. A-Pt 3

NONE

Sch. B-Pt 2

NONE

Sch. B-Pt 3

NONE

Sch. BA-Pt 2

NONE

Sch. BA-Pt 3

NONE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 NV 8	U.S. TREASURY NOTES 1.25 08/31/2015.....		...09/19/2012	GOLDMAN SACHS.....		205,313	200,000	138	1.....
0599999.	Total - Bonds - U.S. Government.....					205,313	200,000	138	XXX.....
8399997.	Total - Bonds - Part 3.....					205,313	200,000	138	XXX.....
8399999.	Total - Bonds.....					205,313	200,000	138	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					205,313	XXX.....	138	XXX.....

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)

Bonds - U.S. Government

912828	AJ	9	U.S. TREASURY NOTES 4.375 8/15/12.....	.....	08/15/2012	Maturity 100.0.....	.....	.....1,500,000	1,500,000	1,501,875	1,499,704	.....	.....296	.....	.....296	.....	.....1,500,000	.....	.....	.....0	65,625	08/15/2012	1.....
0599999.			Total - Bonds - U.S. Government.....					1,500,000	1,500,000	1,501,875	1,499,704	0	296	0	296	0	1,500,000	0	0	0	65,625	XXX...	..XXX...

Bonds - U.S. Special Revenue and Special Assessment

454622	PZ	8	IN BD BK 5.05 1/15/2019.....	.....	07/15/2012	Sinking Fund Redemption 100.0.....	.....	.....50,000	50,000	48,281	48,806	.....	.....1,099	.....	.....1,099	.....	.....50,000	.....	.....	.....0	2,525	01/15/2019	1FE.....
462467	MP	3	IOWA FIN SFH 4.50 01/01/2029.....	.....	07/17/2012	Partial Call 100.0.....	.....	.....5,000	5,000	5,393	5,379	.....	.....(379)	.....	.....(379)	.....	.....5,000	.....	.....	.....0	218	01/01/2029	1FE.....
462467	MP	3	IOWA FIN SFH 4.50 01/01/2029.....	.....	08/30/2012	Partial Call 100.0.....	.....	.....10,000	10,000	10,786	10,758	.....	.....(758)	.....	.....(758)	.....	.....10,000	.....	.....	.....0	490	01/01/2029	1FE.....
462467	MP	3	IOWA FIN SFH 4.50 01/01/2029.....	.....	09/13/2012	Partial Call 100.0.....	.....	.....10,000	10,000	10,786	10,758	.....	.....(758)	.....	.....(758)	.....	.....10,000	.....	.....	.....0	506	01/01/2029	1FE.....
49130T	PR	1	KY ST HSG CORP A 4.25 07/01/2033.....	.....	08/01/2012	Partial Call 100.0.....	.....	.....35,000	35,000	36,593	36,593	.....	.....(1,593)	.....	.....(1,593)	.....	.....35,000	.....	.....	.....0	140	07/01/2033	1FE.....
71881L	AD	0	PHOENIX AZ SER '07 5.25 08/01/2038.....	.....	07/01/2012	Partial Call 100.0.....	.....	.....12,897	12,897	13,252	13,205	.....	.....(308)	.....	.....(308)	.....	.....12,897	.....	.....	.....0	395	08/01/2038	1FE.....
71881L	AD	0	PHOENIX AZ SER '07 5.25 08/01/2038.....	.....	08/01/2012	Partial Call 100.0.....	.....	.....11,724	11,724	12,046	12,004	.....	.....(280)	.....	.....(280)	.....	.....11,724	.....	.....	.....0	410	08/01/2038	1FE.....
71881L	AD	0	PHOENIX AZ SER '07 5.25 08/01/2038.....	.....	09/01/2012	Partial Call 100.0.....	.....	.....5,373	5,373	5,521	5,501	.....	.....(128)	.....	.....(128)	.....	.....5,373	.....	.....	.....0	212	08/01/2038	1FE.....
3199999.			Total - Bonds - U.S. Special Revenue & Assessment.....					139,994	139,994	142,658	143,002	0	(3,103)	0	(3,103)	0	139,994	0	0	0	4,897	XXX...	..XXX...

Bonds - Industrial and Miscellaneous

16165L	AC	4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36.....	.....	07/25/2012	MBS Paydown 0.22106511.....	.....	.....13,189	13,189	13,188	13,189	.....	.....	.....	.....0	.....	.....13,189	.....	.....	.....0	452	06/25/2036	1FM.....
16165L	AC	4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36.....	.....	08/25/2012	MBS Paydown 0.210446033.....	.....	.....10,619	10,619	10,618	10,619	.....	.....	.....	.....0	.....	.....10,619	.....	.....	.....0	415	06/25/2036	1FM.....
16165L	AC	4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36.....	.....	09/25/2012	MBS Paydown 0.197102333.....	.....	.....13,344	13,344	13,342	13,344	.....	.....	.....	.....0	.....	.....13,344	.....	.....	.....0	585	06/25/2036	1FM.....
86359B	RK	9	SASC 2004-9XS 1A4D SEQ 5.41 5/25/34.....	.....	07/25/2012	MBS Paydown 0.338716599.....	.....	.....4,902	4,902	4,916	4,879	.....	.....2	.....	.....2	.....	.....4,902	.....	.....	.....0	155	05/25/2034	1FM.....
86359B	RK	9	SASC 2004-9XS 1A4D SEQ 5.41 5/25/34.....	.....	08/25/2012	MBS Paydown 0.337617911.....	.....	.....1,099	1,099	1,102	1,094	.....	.....0	.....	.....0	.....	.....1,099	.....	.....	.....0	40	05/25/2034	1FM.....
86359B	RK	9	SASC 2004-9XS 1A4D SEQ 5.41 5/25/34.....	.....	09/25/2012	MBS Paydown 0.33489413.....	.....	.....2,724	2,724	2,731	2,711	.....	.....1	.....	.....1	.....	.....2,724	.....	.....	.....0	111	05/25/2034	1FM.....
3899999.			Total - Bonds - Industrial & Miscellaneous.....					45,876	45,876	45,897	45,835	0	3	0	3	0	45,876	0	0	0	1,757	XXX...	..XXX...
8399997.			Total - Bonds - Part 4.....					1,685,870	1,685,870	1,690,430	1,688,541	0	(2,803)	0	(2,803)	0	1,685,870	0	0	0	72,279	XXX...	..XXX...
8399999.			Total - Bonds.....					1,685,870	1,685,870	1,690,430	1,688,541	0	(2,803)	0	(2,803)	0	1,685,870	0	0	0	72,279	XXX...	..XXX...
9999999.			Total - Bonds, Preferred and Common Stocks.....					1,685,870	1,685,870	1,690,430	1,688,541	0	(2,803)	0	(2,803)	0	1,685,870	0	0	0	72,279	XXX...	..XXX...

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

QEO5

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	

Open Depositories

F & M Bank and Trust Company.....	Tulsa, Oklahoma.....	.....	.....0.300	.....	.....	.....72,012	74,741	74,740	XXX..
The Bank of New York Mellon.....	New York, New York.....	.....	.....0.010	.....	.....	.....3,377	500	501	XXX..
0199999. Total Open Depositories.....	...	...XXX.....	0	0	75,388	75,241	75,241	75,241	XXX..
0399999. Total Cash on Deposit.....	...	...XXX.....	0	0	75,388	75,241	75,241	75,241	XXX..
0599999. Total Cash.....	...	...XXX.....	0	0	75,388	75,241	75,241	75,241	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



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended September 30, 2012

NAIC Group Code.....84

Company Name: Mid-Continent Assurance Company

NAIC Company Code.....15380

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

1. Monoline Policies

1 Direct Written Premiums	2 Direct Earned Premiums	3 Direct Losses Incurred

2. Commercial Multiple Peril (CMP) Packaged Policies

- 2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? Yes [] No [X]
- 2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy
be quantified or estimated? Yes [] No [X]
- 2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount
for D&O liability coverage in CMP packaged policies:
2.31 Amount quantified:
2.32 Amount estimated using reasonable assumptions:
- 2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case
reserves) for the D&O liability coverages provided in CMP packaged policies: