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QUARTERLY STATEMENT

As of September 30, 2012

of the Condition and Affairs of the

BUCKEYE STATE MUTUAL INSURANCE COMPANY

NAIC Group Code.....46, 46 (Current Period) (Prior Period) NAIC Company Code..... 16713 Employer's ID Number..... 31-6035649

Organized under the Laws of Ohio State of Domicile or Port of Entry Ohio Country of Domicile US

Incorporated/Organized..... January 28, 1897 Commenced Business..... April 30, 1879

Statutory Home Office	One Heritage Place..... Piqua ..... OH ..... 45356-4888 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	One Heritage Place..... Piqua ..... OH ..... 45356-4888 *(Street and Number) (City or Town, State and Zip Code)*	937-778-5000 *(Area Code) (Telephone Number)*
Mail Address	One Heritage Place..... Piqua ..... OH ..... 45356-4888 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	One Heritage Place..... Piqua ..... OH ..... 45356-4888 *(Street and Number) (City or Town, State and Zip Code)*	937-778-5000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.Buckeye-Ins.Com	
Statutory Statement Contact	Robert E. Bornhorst *(Name)*	937-778-5000 *(Area Code) (Telephone Number) (Extension)*
	rob.bornhorst@buckeye-ins.com *(E-Mail Address)*	937-778-5019 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. R. Douglas Haines	President & CEO	2. Lisa Lyn Wesner	VP & Secretary
3. Robert E. Bornhorst	Sr VP, Treasurer, & CFO	4.	

OTHER

John Michael Brooks	Sr VP - Insurance Operations	Craig Allen Curcio	VP - Controller
John Evans Davis	Sr VP - Claims	R. Christopher Haines	VP - Technical Operations
Steven Charles Moeller	VP - Sales & Marketing		

DIRECTORS OR TRUSTEES

Donald E. Benschneider	R. Douglas Haines	John S. Haldeman II	Thomas C. Lynch
Richard J. Seitz	J. MacAlpine Smith	James A. Stahl	William L. Sweet Jr.
Ralph F Thiele			

State of........ Ohio
County of..... Miami

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)
R. Douglas Haines	Lisa Lyn Wesner	Robert E. Bornhorst
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & CEO	VP & Secretary	Sr VP, Treasurer, & CFO
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This ________ day of November, 2012

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	27,518,426		27,518,426	29,832,004
2. Stocks:				
2.1 Preferred stocks	603,293		603,293	590,311
2.2 Common stocks	9,178,793	26,906	9,151,887	8,543,344
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)	1,377,911		1,377,911	1,434,043
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	344,690
4.3 Properties held for sale (less $..........0 encumbrances)	344,942		344,942	
5. Cash ($.....(731,273)), cash equivalents ($..........0) and short-term investments ($.....2,079,201)	1,347,929		1,347,929	1,930,704
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)	40,371,294	26,906	40,344,388	42,675,097
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	188,241		188,241	258,037
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	4,554,132		4,554,132	3,153,459
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	7,146,289		7,146,289	7,720,487
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	5,119,252		5,119,252	2,527,591
16.2 Funds held by or deposited with reinsured companies	3,410,688		3,410,688	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	280,298
18.2 Net deferred tax asset	3,257,594	2,043,338	1,214,256	1,422,871
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	250,831	38,333	212,498	201,524
21. Furniture and equipment, including health care delivery assets ($..........0)	33,981	33,981	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	1,441,279		1,441,279	128,402
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	452,767	452,767	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	66,226,348	2,595,325	63,631,023	58,367,766
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	66,226,348	2,595,325	63,631,023	58,367,766

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. Other	300,000	300,000	0	
2502. Company owned automobile	152,767	152,767	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)	452,767	452,767	0	0

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....4,592,424)	10,190,011	13,489,460
2.	Reinsurance payable on paid losses and loss adjustment expenses	812,681	6,190
3.	Loss adjustment expenses	1,048,520	1,520,640
4.	Commissions payable, contingent commissions and other similar charges	1,870,540	2,758,220
5.	Other expenses (excluding taxes, licenses and fees)	720,468	1,035,468
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	276,771	365,468
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 $.....27,019	27,019	27,044
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....13,344,115 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	15,401,044	17,159,781
10.	Advance premium	828,061	665,318
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	3,348,440	970,694
13.	Funds held by company under reinsurance treaties	12,237,155	1,113,092
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	713,966	
20.	Derivatives		
21.	Payable for securities	190,075	
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	4,865	425,505
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	47,669,616	39,536,880
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	47,669,616	39,536,880
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock		
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes	6,200,000	6,200,000
34.	Gross paid in and contributed surplus		
35.	Unassigned funds (surplus)	9,761,407	12,630,886
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)	15,961,407	18,830,886
38.	Totals	63,631,023	58,367,766

DETAILS OF WRITE-INS

2501.	Line 15 from 2000 Annual Statement		
2502.	Ceded commissions in excess of costs	4,865	425,505
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)	4,865	425,505
2901.	Additional admitted deferred tax assets		
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	0
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 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....41,096,348)	42,378,984	46,294,072	61,386,344
1.2 Assumed (written $.....5,969,531)	3,673,987	216,479	291,178
1.3 Ceded (written $.....28,079,757)	25,308,110	17,512,713	23,219,204
1.4 Net (written $.....18,986,123)	20,744,861	28,997,838	38,458,318
DEDUCTIONS:			
2. Losses incurred (current accident year $.....14,015,204):			
2.1 Direct	34,279,188	50,150,652	59,856,028
2.2 Assumed	2,605,868	(91,021)	(83,600)
2.3 Ceded	22,014,000	28,012,053	33,194,496
2.4 Net	14,871,056	22,047,577	26,577,932
3. Loss adjustment expenses incurred	1,637,682	2,217,092	2,709,638
4. Other underwriting expenses incurred	7,967,793	9,169,243	11,821,840
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	24,476,531	33,433,912	41,109,410
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(3,731,670)	(4,436,074)	(2,651,092)
INVESTMENT INCOME			
9. Net investment income earned	43,785	329,489	452,983
10. Net realized capital gains (losses) less capital gains tax of $..........0	401,617	181,195	319,777
11. Net investment gain (loss) (Lines 9 + 10)	445,402	510,685	772,760
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	188,667	207,932	272,858
14. Aggregate write-ins for miscellaneous income	0	0	0
15. Total other income (Lines 12 through 14)	188,667	207,932	272,858
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(3,097,601)	(3,717,457)	(1,605,474)
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)	(3,097,601)	(3,717,457)	(1,605,474)
19. Federal and foreign income taxes incurred			32,094
20. Net income (Line 18 minus Line 19) (to Line 22)	(3,097,601)	(3,717,457)	(1,637,568)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	18,830,887	21,162,013	21,162,014
22. Net income (from Line 20)	(3,097,601)	(3,717,457)	(1,637,568)
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $..........0	479,208	(649,859)	(279,750)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	1,003,557	338,965	565,493
27. Change in nonadmitted assets	(1,254,644)	(266,417)	(979,302)
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	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	(2,869,480)	(4,294,768)	(2,331,127)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	15,961,407	16,867,245	18,830,887

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. Lines 23 and 29 from 2000 Annual Statement			
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)	0	0	0
3701. Additional admitted deferred tax asset		88,769	
3702. Reclassification of additional admitted deferred tax assets to special surplus funds		(88,769)	
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	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	20,700,138	29,184,974	37,848,205
2. Net investment income	329,703	616,601	782,206
3. Miscellaneous income	188,667	207,932	272,858
4. Total (Lines 1 through 3)	21,218,508	30,009,507	38,903,269
5. Benefit and loss related payments	23,366,363	22,553,622	28,008,755
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	11,368,972	11,243,630	14,629,976
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	(280,298)		
10. Total (Lines 5 through 9)	34,455,037	33,797,253	42,638,731
11. Net cash from operations (Line 4 minus Line 10)	(13,236,529)	(3,787,746)	(3,735,462)
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	10,934,770	9,778,911	14,309,241
12.2 Stocks	333,331	4,531	418,654
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	190,075		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	11,458,175	9,783,442	14,727,895
13. Cost of investments acquired (long-term only):			
13.1 Bonds	8,323,715	4,794,981	7,567,898
13.2 Stocks	476,115	1,588,916	2,066,935
13.3 Mortgage loans			
13.4 Real estate	52,118		34,636
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	8,851,948	6,383,897	9,669,469
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)	2,606,228	3,399,545	5,058,426
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)	10,047,527	(85,886)	(240,407)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	10,047,527	(85,886)	(240,407)
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)	(582,774)	(474,087)	1,082,557
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	1,930,703	848,146	848,146
19.2 End of period (Line 18 plus Line 19.1)	1,347,929	374,059	1,930,703

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Buckeye State Mutual Insurance Company have been prepared on the basis of accounting practices prescribed or permitted by the Ohio Insurance Department.

The state of Ohio requires insurance companies domiciled in the state of Ohio to prepare their statutory financial statements in accordance with the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual subject to any deviations prescribed or permitted by the Ohio Insurance Department

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

B. Loan-Backed Securities

1. Prepayment assumptions for single class and multi-class mortgage backed / asset-backed securities were obtained from broker dealer survey values.

2.

		(1)	(2)	(3)
		Amortized Cost Basis Before Other-than-Temporary Impairment	Other-than-Temporary Impairment Recognized in Loss	Fair Value 1-2
OTTI recognized 1st Quarter				
a.	Intent to sell	$ -	$ -	$ -
b.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -
c.	Total 1st Quarter	$ -	$ -	$ -
OTTI recognized 2nd Quarter				
d.	Intent to sell	$ -	$ -	$ -
e.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -
f.	Total 2nd Quarter	$ -	$ -	$ -
OTTI recognized 3rd Quarter				
g.	Intent to sell	$ -	$ -	$ -
h.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -
i.	Total 3rd Quarter	$ -	$ -	$ -
OTTI recognized 4th Quarter				
j.	Intent to sell	$ -	$ -	$ -
k.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -
l.	Total 4th Quarter	$ -	$ -	$ -
m.	Annual Aggregate Total	$ -	$ -	$ -

3.

(1) CUSIP	(2) Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	(3) Present Value of Projected Cash Flows	(4) Recognized Other-Than-Temporary Impairment	(5) Amortized Cost After Other-Than-Temporary Impairment	(6) Fair Value at time of OTTI	(7) Date of Financial Statement Where Reported
			NONE			
Total	XXX	XXX	-	XXX	XXX	XXX

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

   a. The aggregate amount of unrealized losses:
      1. Less than 12 months $ 3,101
      2. 12 months or longer $ 20,127
   b. The aggregate related fair value of securities with unrealized losses:
      1. Less than 12 months $ 553,021
      2. 12 months or longer $ 377,135

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

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

No significant change.

Note 11 - Debt

No significant change.

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

No significant change.

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

No significant change.

Note 14 - Contingencies

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 15 - Leases

No significant change.

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

No significant change.

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

B. Wash Sales

1. In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.

   The were no securities with an NAIC designation 3 or below that were sold during the year and reacquired within 30 days of the sale.

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

No significant change.

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

No significant change.

Note 20 - Fair Value

A.

1. Fair Value Measurement at Reporting Date:

Description	Level 1	Level 2	Level 3	Total
Assets at fair value				
Perpetual Preferred Stock				
Industrial & Misc	348,736	-	-	348,736
Total Preferred Stock	348,736	-	-	348,736
Bonds				
I&M	370,383	-	-	370,383
Total Bonds	370,383	-	-	370,383
Common Stock				
Industrial & Misc	254,275	-	-	254,275
Mutual Funds	5,830,169	-	-	5,830,169
Parents, Subsidiaries & Affiliates	3,094,348	-	-	3,094,348
Total Common Stock	9,178,792	-	-	9,178,792
Total Assets at Fair Value	9,897,911	-	-	9,897,911

2. Fair Value Measurement in (Level 3) of the Fair Value

	Balance at 01/01/2012	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, issuances, sales, and settlements	Balance at 3/30/2012
			NONE				

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2011 were $15.01 million. As of September 30, 2012, $8.516 million has been paid for incurred losses and loss adjusting expense attributable to insured events of prior years. Reserves remaining for prior years are now $5.969 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore there has been a $525,000 favorable prior year development since December 31, 2010 to September 30, 2012. The increase is generally the result on ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The Company does not have retrospectively rated policies.

Note 26 - Intercompany Pooling Arrangements

A pooling arrangement went to effect January 1, 2012 between Buckeye State Mutual Insurance Company (NAIC 16713), Home and Farm Insurance Company (17639), and Middle Georgia Mutual Insurance Company (14524). The pooling percentage share by company is 70% for Buckeye, 25% for Middle Georgia, and 5% for Home and Farm.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - High Deductibles

No significant change.

NOTES TO FINANCIAL STATEMENTS

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

No significant change.

Note 33 - Asbestos/Environmental Reserves

No significant change.

Note 34 - Subscriber Savings Accounts

No significant change.

Note 35 - Multiple Peril Crop Insurance

No significant change.

Note 36 - Financial Guaranty Insurance

Not applicable - 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? Yes [ ] No [X]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010......................

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. 12/31/2010......................

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). 4/4/2012..........................

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 [X] No [ ] N/A [ ]

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

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

7.2 If yes, give full information:

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

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

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

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

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

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

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $....................1,441,279

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	$ 0	$ 0
14.23	Common Stock	$ 3,256,573	$ 3,067,443
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)	$ 3,256,573	$ 3,067,443
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

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

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

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
MainSource Bank	335 Market Street, Troy, Ohio 45373

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
109875	Asset Allocation & Management	30 North LaSalle Street, Chicago, IL 60602
104751	Asset Allocation & Management (Zazove)	30 North LaSalle Street, Chicago, IL 60602

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

17.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [X] No [ ] N/A [ ]

   If yes, attach an explanation.

   A pooling arrangement went to effect January 1, 2012 between Buckeye, Home and Farm Insurance Company, and Middle Georgia Mutual Insurance Company.

   The pooling percentage share by company is 70% for Bucieye, 25% for Middle Georgia, and 5% for Home and Farm.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [ ] No [X]

   If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [ ] No [X]

3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? Yes [ ] No [X]

4.2 If yes, complete the following schedule:

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

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1. Alabama AL	N						
2. Alaska AK	N						
3. Arizona AZ	L						
4. Arkansas AR	N						
5. California CA	N						
6. Colorado CO	L	1,976,719	1,782,649	1,258,195	941,832	796,710	526,298
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	N						
14. Illinois IL	L						
15. Indiana IN	L	8,040,696	8,008,390	5,201,850	5,552,111	4,026,239	4,818,917
16. Iowa IA	L	(122,061)	3,973,131	2,177,090	4,743,631	1,292,568	3,089,353
17. Kansas KS	L	10,217,113	11,582,437	6,625,126	13,909,846	3,141,510	5,608,303
18. Kentucky KY	N						
19. Louisiana LA	N						
20. Maine ME	N						
21. Maryland MD	N						
22. Massachusetts MA	N						
23. Michigan MI	L						(4)
24. Minnesota MN	L						
25. Mississippi MS	N						
26. Missouri MO	N						
27. Montana MT	N						
28. Nebraska NE	L	4,206,310	4,736,459	4,332,156	7,135,918	4,264,666	4,194,154
29. Nevada NV	N						
30. New Hampshire NH	N						
31. New Jersey NJ	N						
32. New Mexico NM	L						
33. New York NY	N						
34. North Carolina NC	N						
35. North Dakota ND	L						
36. Ohio OH	L	14,105,264	13,892,073	11,867,736	8,786,403	6,955,696	5,482,197
37. Oklahoma OK	N						
38. Oregon OR	N						
39. Pennsylvania PA	N						
40. Rhode Island RI	N						
41. South Carolina SC	N						
42. South Dakota SD	L	2,672,307	2,473,338	1,940,007	1,868,208	696,061	522,908
43. Tennessee TN	N						
44. Texas TX	N						
45. Utah UT	N						
46. Vermont VT	N						
47. Virginia VA	N						
48. Washington WA	N						
49. West Virginia WV	N						
50. Wisconsin WI	L			(459)			
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) 14	41,096,348	46,448,477	33,401,702	42,937,948	21,173,450	24,242,125
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.

Sch. Y-Pt 1
NONE

Schedule Y-Part 1A
NONE

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire	3,337,329	2,678,741	80.3	99.1
2. Allied lines			0.0	
3. Farmowners multiple peril	10,994,391	10,823,805	98.4	130.2
4. Homeowners multiple peril	9,925,208	7,575,717	76.3	137.1
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	281,443	94,215	33.5	(0.2)
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	531,061	(59,966)	(11.3)	203.7
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	8,641,918	7,677,626	88.8	63.1
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	8,667,636	5,489,051	63.3	93.1
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	42,378,984	34,279,188	80.9	108.3
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	911,240	2,844,969	3,664,059
2. Allied lines			
3. Farmowners multiple peril	3,107,906	10,656,624	12,275,309
4. Homeowners multiple peril	3,412,212	9,650,894	10,832,072
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	92,741	264,758	295,795
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	130,052	491,011	639,062
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	2,755,914	8,562,775	9,378,898
19.3 19.4 Commercial auto liability			
21. Auto physical damage	2,821,346	8,625,317	9,363,282
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	13,231,410	41,096,348	46,448,477
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

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2012 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2012 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2009 + Prior	1,409	526	1,935	763	165	928	811	4	92	907	165	(265)	(100)
2. 2010	2,490	1,657	4,147	1,768	369	2,137	1,017	83	563	1,663	295	(642)	(347)
3. Subtotals 2010 + Prior	3,899	2,183	6,082	2,531	534	3,065	1,828	87	655	2,570	460	(907)	(447)
4. 2011	4,913	4,015	8,928	3,142	2,309	5,451	1,605	294	1,500	3,399	(166)	88	(78)
5. Subtotals 2011 + Prior	8,812	6,198	15,010	5,673	2,843	8,516	3,433	381	2,155	5,969	294	(819)	(525)
6. 2012	XXX	XXX	XXX	XXX	11,765	11,765	XXX	3,075	2,194	5,269	XXX	XXX	XXX
7. Totals	8,812	6,198	15,010	5,673	14,608	20,281	3,433	3,456	4,349	11,238	294	(819)	(525)
8. Prior Year-End's Surplus As Regards Policyholders	18,831										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. 3.3 %	2. (13.2)%	3. (3.5)%
													Col. 13, Line 7 Line 8
													4. (2.8)%

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?	NO

Explanation:

1.
2.
3.
4.

Bar Code:

* 1 6 7 1 3 2 0 1 2 4 9 0 0 0 0 0 3 *

* 1 6 7 1 3 2 0 1 2 4 5 5 0 0 0 0 3 *

* 1 6 7 1 3 2 0 1 2 3 6 5 0 0 0 0 3 *

* 1 6 7 1 3 2 0 1 2 5 0 5 0 0 0 0 3 *

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,778,735	1,881,624
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	52,118	34,636
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	107,999	137,525
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	1,722,854	1,778,735
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	1,722,854	1,778,735

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	38,996,103	44,159,656
2. Cost of bonds and stocks acquired	8,799,830	9,634,833
3. Accrual of discount	7,489	23,858
4. Unrealized valuation increase (decrease)	479,209	(279,750)
5. Total gain (loss) on disposals	401,617	345,786
6. Deduct consideration for bonds and stocks disposed of	11,268,100	14,727,895
7. Deduct amortization of premium	115,637	140,968
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		19,417
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	37,300,512	38,996,103
11. Deduct total nonadmitted amounts	26,906	30,444
12. Statement value at end of current period (Line 10 minus Line 11)	37,273,606	38,965,659

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	27,544,045	6,088,638	7,011,418	(29,853)	26,927,253	27,544,045	26,591,412	29,745,008
2. Class 2 (a)	2,970,159		572,010	(4,143)	3,263,307	2,970,159	2,394,007	3,294,235
3. Class 3 (a)	306,307		70,989	(2,837)	324,016	306,307	232,482	331,194
4. Class 4 (a)	206,145	11,000	48,794	5,332	215,028	206,145	173,683	235,470
5. Class 5 (a)								
6. Class 6 (a)	211,391			(2,293)	212,413	211,391	209,099	213,468
7. Total Bonds	31,238,048	6,099,638	7,703,211	(33,793)	30,942,017	31,238,048	29,600,682	33,819,376
PREFERRED STOCK								
8. Class 1	7,745					7,745	7,745	
9. Class 2	404,139			11,833	403,908	404,139	415,972	399,885
10. Class 3	177,842			1,736	194,874	177,842	179,578	190,427
11. Class 4	11,000		11,000		11,000	11,000		
12. Class 5								
13. Class 6								
14. Total Preferred Stock	600,726	0	11,000	13,569	609,781	600,726	603,295	590,311
15. Total Bonds and Preferred Stock	31,838,774	6,099,638	7,714,211	(20,224)	31,551,798	31,838,774	30,203,976	34,409,687

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	2,079,202	XXX	2,079,202		

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	3,987,372	1,207,223
2. Cost of short-term investments acquired	17,215,768	19,781,362
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	19,123,938	17,001,213
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	2,079,201	3,987,372
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,079,201	3,987,372

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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment									
3137AT 6B 3	FHR 4098		08/23/2012	Barclays		506,250	500,000	806	1
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					506,250	500,000	806	XXX
Bonds - Industrial and Miscellaneous									
001084 AM 4	AGCO Corp.		07/24/2012	Daiwa Capital Markets		17,471	15,000	22	1
013817 AT 8	Alcoa Inc.		07/10/2012	Daiwa Capital Markets		7,248	5,000	86	1
013817 AT 8	Alcoa Inc.		07/11/2012	Merrill Lynch		7,242	5,000	88	1
013817 AT 8	Alcoa Inc.		07/12/2012	Merrill Lynch		7,171	5,000	89	1
013817 AT 8	Alcoa Inc.		07/24/2012	Daiwa Capital Markets		7,086	5,000	96	1
427056 BC 9	Ashland Inc.		07/31/2012	Converted		11,000	20,000		4FE
268648 AM 4	EMC Corp.		07/17/2012	CSFB		14,726	10,000	24	1
458140 AF 7	Intel Corporation		09/18/2012	Daiwa Capital Markets		6,205	5,000	23	1
458140 AF 7	Intel Corporation		09/10/2012	Daiwa Capital Markets		37,618	30,000	114	1
458140 AF 7	Intel Corporation		07/12/2012	Daiwa Capital Markets		12,847	10,000	150	1
58470K AA 2	Medicis Pharmaceutical		08/01/2012	Nomura		6,138	5,000	22	1
58470K AA 2	Medicis Pharmaceutical		08/02/2012	Nomura		6,135	5,000	22	1
58470K AA 2	Medicis Pharmaceutical		08/06/2012	Nomura		6,129	5,000	23	1
58470K AA 2	Medicis Pharmaceutical		08/07/2012	Nomura		6,094	5,000	23	1
58470K AA 2	Medicis Pharmaceutical		08/23/2012	Nomura		5,988	5,000	29	1
024000 06 9	Mutual Federal Savings Bank CD		09/22/2012	Mutual Federal Savings Bank		110,114	110,114		1
63946B AH 3	NBCUniversal Media LLC		09/28/2012	MSDW		134,753	135,000		1
651639 AH 9	Newmont Mining Corp.		07/23/2012	Barclays		5,997	5,000	2	1
666416 AB 8	Northgate Minerals Corp.		08/01/2012	UBS Warburg		4,980	5,000	61	1
670008 AD 3	Novellus Systems Inc.		09/13/2012	Citigroup		5,719	5,000	45	1
670008 AD 3	Novellus Systems Inc.		08/30/2012	Nomura		5,741	5,000	40	1
670008 AD 3	Novellus Systems Inc.		09/19/2012	Daiwa Capital Markets		5,611	5,000	47	1
670008 AD 3	Novellus Systems Inc.		09/26/2012	Daiwa Capital Markets		5,502	5,000	50	1
670008 AD 3	Novellus Systems Inc.		08/02/2012	CSFB		17,239	15,000	90	1
670008 AD 3	Novellus Systems Inc.		07/26/2012	J.P. Morgan Securities, Inc.		11,529	10,000	55	1
670008 AD 3	Novellus Systems Inc.		07/24/2012	J.P. Morgan Securities, Inc.		11,550	10,000	53	1
670008 AD 3	Novellus Systems Inc.		08/27/2012	Nomura		5,790	5,000	38	1
902494 AP 8	Tyson Foods Inc.		07/09/2012	Citigroup		11,492	10,000	79	1
902494 AP 8	Tyson Foods Inc.		07/10/2012	Citigroup		11,430	10,000	79	1
902494 AP 8	Tyson Foods Inc.		07/20/2012	Dain Rauscher		5,465	5,000	45	1
942683 AG 8	Watson Pharmaceuticals Inc.		09/27/2012	J.P. Morgan Securities, Inc.		49,771	50,000		1
3899999.	Total - Bonds - Industrial & Miscellaneous					561,779	525,114	1,493	XXX
8399997.	Total - Bonds - Part 3					1,068,029	1,025,114	2,298	XXX
8399999.	Total - Bonds					1,068,029	1,025,114	2,298	XXX
Common Stocks - Mutual Funds									
02368A 82 8	American Beacon Balanced Plan		07/05/2012	Ameriprise	11.103	141	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
09251M 10 8	BLACKROCK FUNDS		07/23/2012	Ameriprise	19.097	371	XXX		A
128119 10 4	Calamos Growth & Inc		09/24/2012	Ameriprise	9.825	330	XXX		L
192476 10 9	Cohen & Steers Realty Fund		07/03/2012	Ameriprise	1.975	135	XXX		L
192476 10 9	Cohen & Steers Realty Fund		07/04/2012	Ameriprise	0.556	38	XXX		L
277907 10 1	Eaton Inc Fund Boston		08/02/2012	Ameriprise	9.357	55	XXX		L
277907 10 1	Eaton Inc Fund Boston		09/05/2012	Ameriprise	9.384	55	XXX		L
277907 10 1	Eaton Inc Fund Boston		07/03/2012	Ameriprise	8.748	51	XXX		L
353496 40 9	FRANKLIN GROUP FUNDS		09/05/2012	Ameriprise	49.989	694	XXX		A
628380 85 9	Franklin Mutual Global Discovery Fd		09/12/2012	Vanguard	115.281	3,419	XXX		A
464287 68 9	I SHARES Tr Russell 3000 Index		07/02/2012	Vanguard	11.831	954	XXX		L
464287 68 9	I SHARES Tr Russell 3000 Index		09/28/2012	Vanguard	12.185	1,035	XXX		L
470259 10 2	James Balanced Golden Rainbow Fund		09/28/2012	Vanguard	30.329	660	XXX		L
68380T 10 3	Oppenheimer International Bond Fund		08/01/2012	Ameriprise	27.646	178	XXX		L
68380T 10 3	Oppenheimer International Bond Fund		09/04/2012	Ameriprise	31.028	200	XXX		L
68380T 10 3	Oppenheimer International Bond Fund		07/02/2012	Ameriprise	29.043	183	XXX		L
76628T 43 9	Ridgeworth Funds		07/03/2012	Ameriprise	2.206	22	XXX		L
76628T 43 9	Ridgeworth Funds		08/02/2012	Ameriprise	2.238	23	XXX		L
76628T 43 9	Ridgeworth Funds		09/05/2012	Ameriprise	2.113	22	XXX		L
922042 84 1	Vanguard Emerging Mkt St Index Fd		09/21/2012	Vanguard	51.163	1,788	XXX		L
921921 30 0	Vanguard Equity Income Fund Admiral		09/27/2012	Vanguard	21.654	1,107	XXX		L
921935 20 1	Vanguard Wellington Fund		09/27/2012	Vanguard	56.866	3,370	XXX		L
936793 84 3	Wasatch 1st Source Income Equity		09/28/2012	Wasatch	73.405	1,050	XXX		L
97717W 31 5	Wisdomtree Trust		09/28/2012	Vanguard	11.513	620	XXX		L
9299999.	Total - Common Stocks - Mutual Funds					16,502	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					16,502	XXX	0	XXX
9799999.	Total - Common Stocks					16,502	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					16,502	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					1,084,531	XXX	2,298	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	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
31371L AB 5	FNMA 07/01/18		09/25/2012	Principal Reduction		1,103	1,103	1,077	1,086		2		2		1,088		14	14	57	07/01/2018	1
31407B JS 9	FNMA 07/01/20		09/25/2012	Principal Reduction		1,183	1,183	1,171	1,174		1		1		1,175		8	8	81	07/01/2020	1
38374H UF 5	GNR 2004-67 D		09/17/2012	Principal Reduction		5,473	5,473	5,721	5,668		(13)		(13)		5,655		(182)	(182)	206	06/16/2028	1
677415 CL 3	Ohio Power Company		07/26/2012	First Ten		232,726	200,000	199,294	199,631		37		37		199,668		33,058	33,058	8,000	06/01/2016	2FE
0599999.	Total - Bonds - U.S. Government					240,484	207,758	207,263	207,560	0	27	0	27	0	207,587	0	32,897	32,897	8,344	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
31395V NZ 8	Freddie Mac FHR 2985 LA		09/17/2012	Principal Reduction		37,219	37,219	38,225	37,654		(135)		(135)		37,519		(301)	(301)	1,738	06/15/2035	1
2499999.	Total - Bonds - U.S. Political Subdivisions of States, Territories & Possessions					37,219	37,219	38,225	37,654	0	(135)	0	(135)	0	37,519	0	(301)	(301)	1,738	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
05947U LX 4	Banc of America Coml Mtg Inc.		09/11/2012	Principal Reduction		67,952	67,952	68,696	68,638		(10)		(10)		68,628		(676)	(676)	3,312	03/11/2041	1
12667F X9 1	CWALT 2005-3CB 1A11		09/26/2012	Principal Reduction		8,359	8,359	7,714	7,714				0		7,714		645	645	560	03/25/2035	1
15200M AA 5	Centerpoint Energy		08/01/2012	Principal Reduction		2,195	2,195	2,041	2,076		8		8		2,084		111	111	63	02/01/2020	1FE
201730 AD 0	Commercial Mtg Asset		09/18/2012	Principal Reduction		141,425	141,425	160,722	158,434		(309)		(309)		158,125		(16,700)	(16,700)	7,319	01/17/2032	1
22541Q SF 0	Credit Suisse First Boston Mtg		09/18/2012	Principal Reduction		4,697	4,697	4,761	4,757		(3)		(3)		4,754		(57)	(57)	609	08/15/2036	1
3128M7 YV 2	FG G05824		09/17/2012	Principal Reduction		7,606	7,606	8,205	8,258		(174)		(174)		8,084		(478)	(478)	568	01/01/2040	1
3128MJ QT 0	FG G08465		07/26/2012	CRT		545,798	513,282	534,259	534,058		(1,714)		(1,714)		532,345		13,453	13,453	14,448	11/01/2041	1
3128PS KA 4	FG J12989		07/26/2012	CRT		226,863	215,029	224,403	223,888		(1,238)		(1,238)		222,650		4,213	4,213	5,401	09/01/2025	1
3128PX T7 1	FG J17774 Freddie Mac		09/17/2012	Principal Reduction		32,294	32,294	33,561	33,581		(100)		(100)		33,481		(1,187)	(1,187)		01/01/2027	1
3128Q0 KX 4	FGCI J19310		09/17/2012	Principal Reduction		7,364	7,364	7,694	7,694		(17)		(17)		7,677		(313)	(313)		06/01/2027	1
3128MM PE 7	FGG 18420		08/22/2012	CPRIEBE		498,123	478,335	495,450	495,504		(2,376)		(2,376)		493,128		4,995	4,995	9,466	01/01/2027	1
31297F JD 6	FGLMC		09/17/2012	Principal Reduction		11,192	11,192	11,595	11,554		(8)		(8)		11,546		(355)	(355)	733	10/01/2034	1
31292L FD 2	FGLMC PL C03764		09/17/2012	Principal Reduction		14,306	14,306	14,784	14,791		(52)		(52)		14,739		(433)	(433)		02/01/2042	1
31394N RF 7	FHR 2735 OG		09/17/2012	Principal Reduction		4,206	4,206	4,425	4,358		(31)		(31)		4,328		(121)	(121)	290	08/15/2032	1
31394N RF 7	FHR 2735 OG		09/17/2012	Principal Reduction		31,548	31,548	33,190	32,628		(355)		(355)		32,273		(725)	(725)	2,177	08/15/2032	1
31397J 6X 7	FHR 3336 GD		09/17/2012	Principal Reduction		9,583	9,583	9,431	9,440		3		3		9,443		140	140	504	04/15/2036	1
31397J 6X 7	FHR 3336 GD		09/17/2012	Principal Reduction		95,834	95,834	94,307	94,402		28		28		94,430		1,404	1,404	5,042	04/16/2036	1
31398K A5 9	FHR 3589 PA		09/17/2012	Principal Reduction		21,117	21,117	21,750	21,385		(133)		(133)		21,252		(135)	(135)	1,241	09/15/2039	1
3137AT 6B 3	FHR 4098		09/17/2012	Principal Reduction		2,186	2,186	2,213	2,213		(1)		(1)		2,212		(27)	(27)		05/15/2041	1
3138AV RH 0	FN AJ4087		09/25/2012	Principal Reduction		34,520	34,520	35,966	36,027		(236)		(236)		35,791		(1,270)	(1,270)		10/01/2026	1
3138E2 MD 4	FN AJ9355		09/25/2012	Principal Reduction		21,388	21,388	22,340	22,376		(153)		(153)		22,223		(835)	(835)		01/01/2027	1
3138EB RE 7	FN AK6784		09/25/2012	Principal Reduction		22,109	22,109	22,845	22,852		(47)		(47)		22,805		(696)	(696)		03/01/2027	1
31417A QE 2	FNAB 4052		09/25/2012	Principal Reduction		13,094	13,094	13,800	13,821		(128)		(128)		13,694		(600)	(600)	496	12/01/2041	1
31417Y TC 1	FNCI		07/26/2012	CRT		263,180	248,424	257,235	254,846		(872)		(872)		253,974		9,206	9,206	6,210	10/01/2025	1
31419J TQ 1	FNCI AE7758		09/25/2012	Principal Reduction		44,364	44,364	46,652	46,790		(517)		(517)		46,273		(1,909)	(1,909)		11/01/2025	1
31371M UK 1	FNMA Pool 256286		09/25/2012	Principal Reduction		1,959	1,959	1,929	1,931		0		0		1,932		27	27	126	06/01/2036	1

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3136A1 X8 3	FNR 2001-115 KE		09/25/2012	Principal Reduction		7,600	7,600	7,698	7,704		(30)		(30)		7,674		(73)	(73)	216	10/25/2039	1
31417A JM 2	Fannie Mae		09/25/2012	Principal Reduction		11,390	11,390	11,719	11,722		(40)		(40)		11,681		(292)	(292)	355	11/01/2041	1
31414F GG 0	Fannie Mae FN 964699		09/25/2012	Principal Reduction		1,483	1,483	1,523	1,517		(2)		(2)		1,515		(32)	(32)	80	08/01/2023	1
31371L EZ 8	Fed Natl Mtg Pool # 254952		09/25/2012	Principal Reduction		7,509	7,509	7,503	7,506		0		0		7,506		3	3	432	10/01/2018	1
31336W CP 2	Federal Home Ln Mtg Corp		09/17/2012	Principal Reduction		1,322	1,322	1,294	1,301		2		2		1,303		18	18	78	10/01/2020	1
31394P DY 6	Federal Home Loan Mortgage Corp		09/17/2012	Principal Reduction		54,075	54,075	53,863	53,894		5		5		53,899		176	176	3,115	07/15/2032	1
31395L 6U 0	Federal Home Loan Mtg		09/17/2012	Principal Reduction		67,193	67,193	66,185	66,308		14		14		66,322		872	872	2,196	06/15/2033	1
31402R ST 7	Federal National Mtg Pool 735930		09/25/2012	Principal Reduction		775	775	778	777		(0)		(0)		776		(2)	(2)	53	12/01/2018	1
31371L AP 4	Federal Natl Mtg Assn		09/25/2012	Principal Reduction		5,310	5,310	5,348	5,330		(2)		(2)		5,328		(18)	(18)	240	06/01/2018	1
31371K 2R 1	Federal Natl Mtg Assn		09/25/2012	Principal Reduction		6,685	6,685	6,804	6,748		(9)		(9)		6,739		(54)	(54)	413	02/01/2018	1
31371L BH 1	Federal Natl Mtg Assn		09/25/2012	Principal Reduction		7,956	7,956	8,043	8,011		(7)		(7)		8,004		(48)	(48)	397	08/01/2018	1
31400E F6 2	Federal Natl Mtg Assn		09/25/2012	Principal Reduction		4,481	4,481	4,561	4,524		(7)		(7)		4,517		(36)	(36)	340	02/01/2018	1
31394J N2 9	Freddie Mac FHR 2676 LG		09/17/2012	Principal Reduction		31,256	31,256	32,966	32,324		(439)		(439)		31,885		(629)	(629)	2,326	06/15/2032	1
3128PS L9 6	Freddie Mac FG J13052		09/17/2012	Principal Reduction		30,988	30,988	31,845	31,690		(157)		(157)		31,533		(544)	(544)	1,199	09/01/2025	1
3128M5 GU 8	Freddie Mac G03511		09/17/2012	Principal Reduction		3,007	3,007	3,027	3,026		(0)		(0)		3,026		(18)	(18)	191	10/01/2037	1
36290S CK 5	GNJO Pool #615774		09/17/2012	Principal Reduction		9,773	9,773	9,548	9,648		15		15		9,663		110	110	434	09/15/2018	1FE
76110W RQ 1	Residential Asset Sec		09/25/2012	Principal Reduction		6,723	6,723	6,540	6,564		5		5		6,569		154	154	325	05/25/2033	1
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					2,390,789	2,311,896	2,399,213	2,392,608	0	(9,083)	0	(9,083)	0	2,383,525	0	7,264	7,264	70,955	XXX	XXX
Bonds - Industrial and Miscellaneous																					
03938L AK 0	Arcelormittal		07/03/2012	Albert		15,413	15,000	16,931	16,662		(353)		(353)		16,309		(896)	(896)	488	05/15/2014	2FE
03938L AK 0	Arcelormittal		07/02/2012	UBS Warburg		15,375	15,000	16,905	16,652		(349)		(349)		16,303		(928)	(928)	481	05/15/2014	2FE
06050X VA 8	Bank of America 06/15/20		09/15/2012	Called		40,000	40,000	40,000	40,000				0		40,000			0	1,500	06/15/2020	2FE
07383F MN 5	Bear Stearns Commercial Mortgage		07/12/2012	Principal Reduction		51,291	51,291	49,881	49,932		59		59		49,990		1,301	1,301	6,264	11/11/2035	1
12617A AD 9	CPL Transition FDG LLC		07/17/2012	Principal Reduction		3,238	3,238	3,363	3,293		(7)		(7)		3,286		(48)	(48)	117	07/15/2015	1FE
22540V P2 2	CSFB 2002-CKN2 A3		09/18/2012	Principal Reduction		3,546	3,546	3,682	3,683		(11)		(11)		3,672		(126)	(126)	1,514	04/15/2037	1
15200M AA 5	Centerpoint Energy		08/01/2012	Principal Reduction		16,736	16,736	16,705	16,712		3		3		16,715		21	21	478	02/01/2020	1FE
201730 AD 0	Commercial Mtg Asset		09/18/2012	Principal Reduction		10,102	10,102	11,210	11,087		(18)		(18)		11,069		(968)	(968)	523	01/17/2032	1
22541Q SF 0	Credit Suisse First Boston Mtg		09/18/2012	Principal Reduction		294	294	284	285		0		0		285		9	9	38	08/15/2036	1
25459H AY 1	Directv Holdings/Finance		09/19/2012	Wells Fargo		213,166	200,000	199,622	199,673		56		56		199,729		13,437	13,437	7,447	03/01/2016	2FE
29365K AA 1	Entergy Texas Restoration Funding		08/01/2012	Principal Reduction		24,074	24,074	24,184	24,150		(12)		(12)		24,139		(64)	(64)	352	02/01/2016	1FE
30225X AA 1	Exterran Holdings Inc		07/27/2012	Nomura		19,786	20,000	19,387	17,700	1,969	63		2,032		19,732		54	54	534	06/15/2014	4FE
30225X AA 1	Exterran Holdings Inc		07/18/2012	Nomura		9,833	10,000	11,777	8,850	2,321	(238)		2,083		10,933		(1,100)	(1,100)	257	06/15/2014	4FE
30225X AA 1	Exterran Holdings Inc		07/19/2012	Nomura		9,838	10,000	10,000	8,850	1,150			1,150		10,000		(162)	(162)	259	06/15/2014	4FE
31408F 6D 6	Federal National Mortgage 850568		09/25/2012	Principal Reduction		1,479	1,479	1,465	1,466		0		0		1,466		12	12	101	01/01/2036	1
337367 AE 6	First Union Lehman Brothers		09/19/2012	Principal Reduction		35,335	35,335	34,650	34,675		9		9		34,684		651	651	2,323	11/18/2035	1

Statement for September 30, 2012 of the **BUCKEYE STATE MUTUAL INSURANCE COMPANY**

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
38373M VP 2	GNR 2006-46 B		09/17/2012	Principal Reduction		13,115	13,115	14,033	13,908		(40)		(40)		13,868		(753)	(753)	614	06/16/2034	1
362334 AN 4	GSR 2006-1F 2A16		09/26/2012	Principal Reduction		8,005	8,005	7,774	7,774				0		7,774		231	231	595	02/25/2036	1
375558 AH 6	Gilead Sciences Inc.		09/06/2012	Jefferies and Company		38,965	25,000	29,596	26,959		(1,016)		(1,016)		25,943		13,023	13,023	116	05/01/2013	1
375558 AH 6	Gilead Sciences Inc.		09/17/2012	Jefferies and Company		8,518	5,000	5,792	5,345		(187)		(187)		5,159		3,360	3,360	23	05/01/2013	1
375558 AH 6	Gilead Sciences Inc.		09/14/2012	Jefferies and Company		16,025	10,000	11,575	10,680		(364)		(364)		10,317		5,708	5,708	46	05/01/2013	1
375558 AH 6	Gilead Sciences Inc.		09/19/2012	Goldman Sachs & Co.		8,816	5,000	5,438	5,199		(108)		(108)		5,091		3,725	3,725	22	05/01/2013	1
530718 AF 2	Liberty Media		09/13/2012	Nomura		20,468	15,000	16,501	15,199		(9)		(9)		15,189		5,278	5,278	648	03/30/2023	3FE
530718 AF 2	Liberty Media		09/12/2012	Nomura		6,754	5,000	5,534	5,068		(3)		(3)		5,065		1,689	1,689	216	03/30/2023	3FE
530718 AF 2	Liberty Media		09/07/2012	Nomura		20,200	15,000	16,594	15,197		(9)		(9)		15,188		5,013	5,013	648	03/30/2023	3FE
530718 AF 2	Liberty Media		09/06/2012	Nomura		20,065	15,000	16,341	15,027		(1)		(1)		15,026		5,039	5,039	648	03/30/2023	3FE
530718 AF 2	Liberty Media		09/05/2012	Nomura		19,877	15,000	16,069	15,022		(1)		(1)		15,021		4,856	4,856	648	03/30/2023	3FE
60871R AA 8	Molson Coors Brewing Company		08/28/2012	Nomura		18,429	18,000	18,957	18,976		(339)		(339)		18,637		(208)	(208)	256	07/30/2013	1
024000 06 9	Mutual Federal Savings Bank CD		09/22/2012	Matured		107,499	107,499	107,499	107,499				0		107,499			0	2,615	09/22/2012	1
64110D AB 0	Netapp Inc.		09/07/2012	Daiwa Capital Markets		6,049	5,000	6,177	5,500				0		5,500		550	550	60	06/01/2013	3
677415 CL 3	Ohio Power Company		07/26/2012	First Ten		29,091	25,000	24,912	24,954		5		5		24,959		4,132	4,132	1,000	06/01/2016	2FE
74924P AF 9	RASC		09/25/2012	Principal Reduction		9,769	9,769	9,769	9,769				0		9,769		0	0	485	02/25/2034	1
871503 AF 5	Symantec Corporation		07/18/2012	Merrill Lynch		15,225	15,000	16,440	15,611		(232)		(232)		15,380		(155)	(155)	91	06/15/2013	2
92553P AH 5	Viacom Inc.		07/26/2012	UBS Warburg		62,732	60,000	59,620	59,623		40		40		59,663		3,068	3,068	954	12/15/2016	2FE
949834 AA 3	Wells Fargo Mtg Backed Securities		09/26/2012	Principal Reduction		8,165	8,165	8,127	7,512	617			617		8,129		36	36	633	10/25/2037	4
3899999.	Total - Bonds - Industrial & Miscellaneous					907,274	835,649	856,795	838,492	6,057	(3,061)	0	2,996	0	841,488	0	65,786	65,786	32,995	XXX	XXX
8399997.	Total - Bonds - Part 4					3,575,766	3,392,521	3,501,495	3,476,313	6,057	(12,252)	0	(6,194)	0	3,470,119	0	105,647	105,647	114,032	XXX	XXX
8399999.	Total - Bonds					3,575,766	3,392,521	3,501,495	3,476,313	6,057	(12,252)	0	(6,194)	0	3,470,119	0	105,647	105,647	114,032	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																					
427056 BC 9	Hercules Inc.		07/31/2012	Converted	20.000	11,000		11,000	11,000				0		11,000			0	975	XXX	P4LFE
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					11,000	XXX	11,000	11,000	0	0	0	0	0	11,000	0	0	0	975	XXX	XXX
8999997.	Total - Preferred Stocks - Part 4					11,000	XXX	11,000	11,000	0	0	0	0	0	11,000	0	0	0	975	XXX	XXX
8999999.	Total - Preferred Stocks					11,000	XXX	11,000	11,000	0	0	0	0	0	11,000	0	0	0	975	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
854502 10 1	Stanley Black & Decker Inc.		07/19/2012	Citigroup	10.000	661	XXX	0	0				0		0		661	661	4	XXX	A
9099999.	Total - Common Stocks - Industrial & Miscellaneous					661	XXX	0	0	0	0	0	0	0	0	0	661	661	4	XXX	XXX
Common Stocks - Mutual Funds																					
192476 10 9	Cohen & Steers Realty Fund		07/04/2012	Captial Gain Distribution		38	XXX						0				38	38		XXX	L
628380 85 9	Franklin Mutual Global Discovery Fd		09/11/2012	Captial Gain Distribution		3,419	XXX						0				3,419	3,419		XXX	L
9299999.	Total - Common Stocks - Mutual Funds					3,457	XXX	0	0	0	0	0	0	0	0	0	3,457	3,457	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					4,119	XXX	0	0	0	0	0	0	0	0	0	4,119	4,119	4	XXX	XXX

QE05.2

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in 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)
9799999.	Total - Common Stocks					4,119	..........XXX.......	0	0	0	0	0	0	0	0	0	4,119	4,119	4	......XXX...	..XXX....
9899999.	Total - Preferred and Common Stocks					15,119	..........XXX.......	11,000	11,000	0	0	0	0	0	11,000	0	4,119	4,119	979	......XXX...	..XXX....
9999999.	Total - Bonds, Preferred and Common Stocks					3,590,885	..........XXX.......	3,512,495	3,487,313	6,057	.......(12,252)	0	..........(6,194)	0	3,481,119	0	109,766	109,766	115,011	......XXX...	..XXX....

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 6 First Month	7 Second Month	8 Third Month	9 *
Open Depositories									
Ameriprise Financial Services	Piqua, OH					2,707	2,707	24,527	XXX
Fifth Third Bank of Western (C)	Piqua, OH					(175,628)	(131,999)	(121,187)	XXX
Fifth Third Bank of Western (S)	Piqua, OH					264,141	176,556	215,837	XXX
MainSource Bank (A)	Troy, OH					(4,978,280)	(4,192,621)	(3,739,369)	XXX
MainSource Bank (E)	Troy, OH					(29,884)	(62,446)	(32,685)	XXX
MainSource Bank (F)	Troy, OH					4,572	13,389	12,761	XXX
MainSource Bank (S)	Troy, OH			323	579	494,843	494,677	494,408	XXX
MainSource Bank	Troy, OH					4,851	4,851	4,851	XXX
MainSource Bank	Troy, OH					1,951,252	2,746,248	2,326,287	XXX
Farmers State Bank	Warsaw, IN					(14,216)	(14,216)	(14,216)	XXX
Farmers State Bank	Warsaw, IN					-	-	-	XXX
National City Bank	Indianapolis, IN					58,487	58,483	58,479	XXX
MainSource Bank	Troy, OH					38,866	38,699	38,644	XXX
0199999. Total Open Depositories		XXX	XXX	323	579	(2,378,288)	(865,672)	(731,663)	XXX
0399999. Total Cash on Deposit		XXX	XXX	323	579	(2,378,288)	(865,672)	(731,663)	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX	390	390	390	XXX
0599999. Total Cash		XXX	XXX	323	579	(2,377,898)	(865,282)	(731,273)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE