



# QUARTERLY STATEMENT

As of September 30, 2012

of the Condition and Affairs of the

## AMERICAN EMPIRE INSURANCE COMPANY

NAIC Group Code.....0084, 0084

(Current Period) (Prior Period)

Organized under the Laws of OHIO

Incorporated/Organized..... November 26, 1979

Statutory Home Office

NAIC Company Code..... 37990

Employer's ID Number..... 31-0973761

State of Domicile or Port of Entry OHIO

Country of Domicile US

Commenced Business..... August 20, 1980

Main Administrative Office

301 EAST FOURTH STREET..... CINCINNATI, .... OH ..... 45202

513-369-3000

(Street and Number) (City or Town, State and Zip Code)

Mail Address

301 EAST FOURTH STREET..... CINCINNATI, .... OH ..... 45202

(Area Code) (Telephone Number)

Primary Location of Books and Records

(Street and Number) (City or Town, State and Zip Code)

513-369-3000

Internet Web Site Address

www.aeslic.com

(Area Code) (Telephone Number)

Statutory Statement Contact

THOMAS MATTHEW HELD

513-369-3040

(Name)

(Area Code) (Telephone Number) (Extension)

mheld@gaic.com

513-412-7800

(E-Mail Address)

(Fax Number)

## OFFICERS

Name	Title	Name	Title
1. FREDERICK JAMES WOEBSE	President & Chief Operating Officer	2. KAREN HOLLEY HORRELL	Secretary
3. THOMAS MATTHEW HELD	Vice President & Treasurer	4. RONALD JAMES BRICHLER	Chairman

LEONARD JOHN MIKULSKI  
DAVID LESLIE BLUMBERG  
KATHLEEN URBACH KUCZAJ  
DAVID ALAN PRELL  
DIANNE WILLIAMS  
TRENA KAY RYAN  
DAVID WILLIAM SHEPARD  
EVE CUTLER ROSEN  
THOMAS EDWARD MISCELL  
ROBERT JUDE ZBACNIK

Senior Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Assistant Vice President  
Assistant Vice President  
Assistant Secretary  
Assistant Treasurer  
Assistant Treasurer

LARRY STEPHEN POTRAFKE  
LEO ANTHONY HAAS  
KENNETH RAYMOND NIEBERDING #  
VINCENT ANTHONY SAWMA  
KATHY LYNN PEREZ  
JEFF WALTER SCHRAER  
STEPHEN CHARLES BERAH  
HOWARD KIM BAIRD  
DAVID JOHN WITZGALL

Senior Vice President  
Vice President  
Vice President  
Vice President  
Assistant Vice President  
Assistant Vice President  
Assistant Secretary  
Assistant Treasurer  
Assistant Treasurer

RONALD JAMES BRICHLER  
EVE CUTLER ROSEN

GARY JOHN GRUBER  
DAVID JOHN WITZGALL

KAREN HOLLEY HORRELL  
FREDERICK JAMES WOEBSE

DONALD DUMFORD LARSON

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)  
FREDERICK JAMES WOEBSE  
1. (Printed Name)  
President & Chief Operating Officer  
(Title)

(Signature)  
KAREN HOLLEY HORRELL  
2. (Printed Name)  
Secretary  
(Title)

(Signature)  
THOMAS MATTHEW HELD  
3. (Printed Name)  
Vice President & Treasurer  
(Title)

Subscribed and sworn to before me  
This 5th day of November, 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 [ ]

Statement for September 30, 2012 of the **AMERICAN EMPIRE INSURANCE COMPANY**  
**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	29,558,476	0	29,558,476	30,327,836
2. Stocks:				
2.1 Preferred stocks.....	1,531,900	0	1,531,900	1,460,950
2.2 Common stocks.....	230,993	0	230,993	145,450
3. Mortgage loans on real estate:				
3.1 First liens.....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	0	0	0	0
4.2 Properties held for the production of income (less \$.....0 encumbrances).....	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances).....	0	0	0	0
5. Cash (\$....2,845,908), cash equivalents (\$.....0) and short-term investments (\$....89,242).....	2,935,150	0	2,935,150	538,339
6. Contract loans (including \$.....0 premium notes).....	0	0	0	0
7. Derivatives.....	0	0	0	0
8. Other invested assets.....	0	0	0	0
9. Receivables for securities.....	0	0	0	0
10. Securities lending reinvested collateral assets.....	0	0	0	0
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	34,256,519	0	34,256,519	32,472,575
13. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
14. Investment income due and accrued.....	432,892	0	432,892	373,916
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	300,577	0	300,577	235,514
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	0	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	6,624	0	6,624	320,334
16.2 Funds held by or deposited with reinsured companies.....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts.....	0	0	0	0
17. Amounts receivable relating to uninsured plans.....	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon.....	0	0	0	0
18.2 Net deferred tax asset.....	963,089	116,920	846,169	823,460
19. Guaranty funds receivable or on deposit.....	0	0	0	0
20. Electronic data processing equipment and software.....	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$.....0).....	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates.....	12,032	0	12,032	19,901
24. Health care (\$.....0) and other amounts receivable.....	0	0	0	0
25. Aggregate write-ins for other than invested assets.....	36,480	0	36,480	3,444
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	36,008,213	116,920	35,891,293	34,249,143
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
28. Total (Lines 26 and 27).....	36,008,213	116,920	35,891,293	34,249,143

**DETAILS OF WRITE-INS**

1101. ....	0	0	0	0
1102. ....	0	0	0	0
1103. ....	0	0	0	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 receivables.....	36,480	0	36,480	3,444
2502. ....	0	0	0	0
2503. ....	0	0	0	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).....	36,480	0	36,480	3,444

**AMERICAN EMPIRE INSURANCE COMPANY**  
**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....1,101,363).....	5,421,692	5,947,984
2. Reinsurance payable on paid losses and loss adjustment expenses.....	360,376	276,191
3. Loss adjustment expenses.....	1,760,533	2,060,428
4. Commissions payable, contingent commissions and other similar charges.....	300,794	281,554
5. Other expenses (excluding taxes, licenses and fees).....	310,365	356,807
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	25,604	31,379
7.1 Current federal and foreign income taxes (including \$....(1,246) on realized capital gains (losses)).....	132,053	198,897
7.2 Net deferred tax liability.....	0	0
8. Borrowed money \$....0 and interest thereon \$....0.....	0	0
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....0 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).....	2,406,365	1,477,123
10. Advance premium.....	0	0
11. Dividends declared and unpaid:		
11.1 Stockholders.....	0	0
11.2 Policyholders.....	0	0
12. Ceded reinsurance premiums payable (net of ceding commissions).....	0	0
13. Funds held by company under reinsurance treaties.....	0	0
14. Amounts withheld or retained by company for account of others.....	0	0
15. Remittances and items not allocated.....	0	0
16. Provision for reinsurance.....	72,534	72,534
17. Net adjustments in assets and liabilities due to foreign exchange rates.....	0	0
18. Drafts outstanding.....	0	0
19. Payable to parent, subsidiaries and affiliates.....	130,620	88,768
20. Derivatives.....	0	0
21. Payable for securities.....	0	0
22. Payable for securities lending.....	0	0
23. Liability for amounts held under uninsured plans.....	0	0
24. Capital notes \$....0 and interest thereon \$....0.....	0	0
25. Aggregate write-ins for liabilities.....	3,348	12,791
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	10,924,283	10,804,455
27. Protected cell liabilities.....	0	0
28. Total liabilities (Lines 26 and 27).....	10,924,283	10,804,455
29. Aggregate write-ins for special surplus funds.....	0	180,848
30. Common capital stock.....	3,100,000	3,100,000
31. Preferred capital stock.....	0	0
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....	0	0
34. Gross paid in and contributed surplus.....	16,100,000	16,100,000
35. Unassigned funds (surplus).....	5,767,010	4,063,841
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$....0).....	0	0
36.2 .....0.000 shares preferred (value included in Line 31 \$....0).....	0	0
37. Surplus as regards policyholders (Lines 29 to 35, less 36).....	24,967,010	23,444,689
38. Totals.....	35,891,293	34,249,143

**DETAILS OF WRITE-INS**

2501. Retrospective premium payable.....	3,348	12,791
2502. .....	0	0
2503. .....	0	0
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).....	3,348	12,791
2901. Additional admitted deferred taxes assets - SSAP 10R.....	0	180,848
2902. .....	0	0
2903. .....	0	0
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	180,848
3201. .....	0	0
3202. .....	0	0
3203. .....	0	0
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

**AMERICAN EMPIRE INSURANCE COMPANY**  
**STATEMENT OF INCOME**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct..... (written \$.....0)	0	0	0
1.2 Assumed..... (written \$....3,881,924)	2,962,125	2,639,637	3,432,943
1.3 Ceded..... (written \$.....0)	0	(1,839)	(1,839)
1.4 Net..... (written \$....3,881,924)	2,962,125	2,641,476	3,434,782
DEDUCTIONS:			
2. Losses incurred (current accident year \$....1,352,866):			
2.1 Direct.....	.394	(5)	(463)
2.2 Assumed.....	1,141,669	(1,486,959)	(2,960,945)
2.3 Ceded.....	235,735	(1,292,373)	(2,148,805)
2.4 Net.....	906,328	(194,590)	(812,603)
3. Loss adjustment expenses incurred.....	434,005	303,860	179,085
4. Other underwriting expenses incurred.....	839,658	718,862	951,118
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	2,179,991	828,132	317,600
7. Net income of protected cells.....	0	0	0
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	782,133	1,813,345	3,117,182
<b>INVESTMENT INCOME</b>			
9. Net investment income earned.....	1,050,905	1,222,303	1,613,044
10. Net realized capital gains (losses) less capital gains tax of \$....(5,077).....	(109,927)	15,648	(100,931)
11. Net investment gain (loss) (Lines 9 + 10).....	940,978	1,237,951	1,512,113
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....0).....	0	0	0
13. Finance and service charges not included in premiums.....	0	0	0
14. Aggregate write-ins for miscellaneous income.....	0	0	(1)
15. Total other income (Lines 12 through 14).....	0	0	(1)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	1,723,112	3,051,295	4,629,295
17. Dividends to policyholders.....	0	0	0
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).....	1,723,112	3,051,295	4,629,295
19. Federal and foreign income taxes incurred.....	537,493	862,284	1,291,052
20. Net income (Line 18 minus Line 19) (to Line 22).....	1,185,619	2,189,011	3,338,243
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year.....	23,444,689	24,228,749	24,228,749
22. Net income (from Line 20).....	1,185,619	2,189,011	3,338,243
23. Net transfers (to) from Protected Cell accounts.....	0	0	0
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....109,880.....	204,113	(165,225)	(72,684)
25. Change in net unrealized foreign exchange capital gain (loss).....	0	0	0
26. Change in net deferred income tax.....	.52,552	(98,326)	(175,161)
27. Change in nonadmitted assets.....	80,037	37,695	115,009
28. Change in provision for reinsurance.....	0	0	(71,444)
29. Change in surplus notes.....	0	0	0
30. Surplus (contributed to) withdrawn from protected cells.....	0	0	0
31. Cumulative effect of changes in accounting principles.....	0	0	0
32. Capital changes:			
32.1 Paid in.....	0	0	0
32.2 Transferred from surplus (Stock Dividend).....	0	0	0
32.3 Transferred to surplus.....	0	0	0
33. Surplus adjustments:			
33.1 Paid in.....	0	0	0
33.2 Transferred to capital (Stock Dividend).....	0	0	0
33.3 Transferred from capital.....	0	0	0
34. Net remittances from or (to) Home Office.....	0	0	0
35. Dividends to stockholders.....	0	0	(3,800,000)
36. Change in treasury stock.....	0	0	0
37. Aggregate write-ins for gains and losses in surplus.....	0	(37,165)	(118,023)
38. Change in surplus as regards policyholders (Lines 22 through 37).....	1,522,321	1,925,990	(784,060)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	24,967,010	26,154,739	23,444,689

**DETAILS OF WRITE-INS**

0501.	0	0	0
0502.	0	0	0
0503.	0	0	0
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 expense.....	0	0	(1)
1402.	0	0	0
1403.	0	0	0
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	(1)
3701. Change in nonadmitted assets - additional admitted deferred taxes assets - SSAP 10R.....	0	(37,165)	(118,023)
3702.	0	0	0
3703.	0	0	0
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	(37,165)	(118,023)

**AMERICAN EMPIRE INSURANCE COMPANY**  
**CASH FLOW**

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....	3,826,303	2,714,168	3,463,430
2. Net investment income.....	1,130,709	1,247,756	1,810,191
3. Miscellaneous income.....	0	0	(1)
4. Total (Lines 1 through 3).....	4,957,012	3,961,924	5,273,620
5. Benefit and loss related payments.....	1,034,725	903,598	1,510,825
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	1,606,536	1,487,734	1,963,101
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$(3,337) tax on capital gains (losses).....	599,260	1,041,720	1,339,720
10. Total (Lines 5 through 9).....	3,240,520	3,433,052	4,813,647
11. Net cash from operations (Line 4 minus Line 10).....	1,716,492	528,872	459,974
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	2,171,859	2,652,357	5,186,307
12.2 Stocks.....	0	1,000,000	1,000,000
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	0
12.5 Other invested assets.....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	2,171,859	3,652,357	6,186,307
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	1,498,781	2,355,110	2,355,110
13.2 Stocks.....	0	0	0
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	0	0	0
13.6 Miscellaneous applications.....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	1,498,781	2,355,110	2,355,110
14. Net increase (decrease) in contract loans and premium notes.....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	673,078	1,297,247	3,831,197
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0	0
16.5 Dividends to stockholders.....	0	0	3,800,000
16.6 Other cash provided (applied).....	7,241	(28,769)	(32,605)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	7,241	(28,769)	(3,832,605)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	2,396,810	1,797,350	458,565
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	538,338	79,773	79,773
19.2 End of period (Line 18 plus Line 19.1).....	2,935,148	1,877,123	538,338

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

20.0001 .....	0	0	0
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**NOTES TO FINANCIAL STATEMENTS****1.) Summary of Significant Accounting Policies****A. Accounting Practices**

The financial statements of American Empire Insurance 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.

	2012	2011
(1) Net Income Ohio basis	\$1,185,619	\$3,338,243
(2) State Prescribed Practices	0	0
(3) State Permitted Practices	0	0
(4) Net Income, NAIC SAP	<u>\$1,185,619</u>	<u>\$3,338,243</u>
(5) Statutory Surplus Ohio basis	\$24,967,010	\$23,444,689
(6) State Prescribed Practices	0	0
(7) State Permitted Practices	0	0
(8) Statutory Surplus, NAIC SAP	<u>\$24,967,010</u>	<u>\$23,444,689</u>

**2.) Accounting Changes and Corrections of Errors**

Effective January 1, 2012, the Company adopted Statement 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. No significant change.

B. No significant change.

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 credit-related other-than-temporary impairment recognized 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
	\$ 0	\$ 0	\$ 808,899	\$ (60,677)

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.

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**NOTES TO FINANCIAL STATEMENTS**

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**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 and Other Related Parties**

A. No significant change.

B. Detail of Transactions Greater than 1/2% of Admitted Assets

The Company had no transactions with any affiliate exceeding 1/2 of 1% of its total admitted assets during 2012.

C. No significant change.

D. No significant change.

E. No significant change.

F. No significant change.

G. No significant change.

H. No significant change.

I. No significant change.

J. 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, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

No significant change.

**14.) Contingencies**

A. No significant change.

B. No significant change.

C. No significant change.

D. 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**

The Company does not have any financial instruments with off-balance sheet risk or financial instruments with concentrations of credit risk.

**NOTES TO FINANCIAL STATEMENTS****17.) Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

- A. Not applicable.
- B. Not applicable.
- C. The Company was not involved in any wash sale transactions 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	-	-	-	-
Total Bonds	-	-	-	-
Preferred stock	1,064,400	-	-	1,064,400
Common stock	230,993	-	-	230,993
Other investments	-	-	-	-
Total assets accounted for at fair value	<u>\$ 1,295,393</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,295,393</u>

2. The Company does not have any Level 3 securities carried at fair value.

**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.

**NOTES TO FINANCIAL STATEMENTS**

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 statements 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	<u>Aggregate</u> <u>Fair Value</u>	<u>Admitted Assets</u>	<u>Fair Value</u>		
			<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<b>Assets:</b>					
Bonds:					
U.S. Government and government agencies	5,367,631	5,231,983	5,367,631	-	-
States, municipalities and political subdivisions	16,921,586	15,744,851	-	16,921,586	-
Foreign government	-	-	-	-	-
Residential MBS	936,585	992,361	-	936,585	-
Commercial MBS	1,044,063	997,343	-	1,044,063	-
All other bonds	7,341,767	6,591,938	1,018,750	5,871,008	452,009
Total bonds	31,611,632	29,558,476	6,386,381	24,773,242	452,009
Preferred stocks	1,560,650	1,531,900	1,560,650	-	-
Common stocks	230,993	230,993	230,993	-	-
Mortgage loans	-	-	-	-	-
Policy Loans	-	-	-	-	-
Total financial assets	<u>33,403,275</u>	<u>31,321,368</u>	<u>8,178,024</u>	<u>24,773,242</u>	<u>452,009</u>

**21.) Other Items**

- A. Not applicable.
- B. Not applicable.
- C. Not applicable

**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 & Contracts Subject to Redetermination**

No significant change.

**25.) Change in Incurred Losses and Loss Adjustment Expenses**

The following table provides an analysis of the change in loss and loss adjustment expense reserves net of reinsurance recoverables for the past two years (in thousands):

	<u>2012</u>	<u>2011</u>
Balance at beginning of period	\$8,008	\$11,114
Loss and loss adjustment expense incurred:		
Current accident year	1,818	1,768
Prior accident years	(477)	(2,402)
	1,341	(634)
Loss and loss adjustment expense payments made for:		
Current accident year	(355)	(439)
Prior accident years	(1,812)	(2,033)
	(2,167)	(2,472)
Balance at end of period	<u>\$7,182</u>	<u>\$8,008</u>

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**NOTES TO FINANCIAL STATEMENTS**

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**26.) Intercompany Pooling Arrangements**

No significant change.

**27.) Structured Settlements**

No significant change.

**28.) Health Care Receivables**

Not applicable.

**29.) Participating Policies**

Not applicable.

**30.) Premium Deficiency Reserves**

The Company does not have any premium deficiency reserves.

**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**

No significant change.

# AMERICAN EMPIRE INSURANCE COMPANY

## 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 [ X ] No [ ]  
If yes, complete the Schedule Y-Part 1 - Organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [ 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
Not Applicable		

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.  
Not Applicable

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

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

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .....02/19/2008.....

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:  
Not Applicable

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.  
Not Applicable

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
Not Applicable					

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:  
Not Applicable

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).  
Not Applicable

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

# AMERICAN EMPIRE INSURANCE COMPANY

## GENERAL INTERROGATORIES

### PART 1 - COMMON INTERROGATORIES - GENERAL

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

Not Applicable

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### 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: \$.....12,032

### 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:

Not Applicable

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

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

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

14.2 If yes, please complete the following:

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

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

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]

If no, attach a description with this statement.

Not Applicable

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

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

1 Name of Custodian(s)	2 Custodian Address
The Bank of New York Mellon	One Wall Street, New York, NY 10286

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Not Applicable		

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
Not Applicable			

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
161853	American Money Management Corporation	301 East Fourth Street, Cincinnati, Ohio 45202

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

17.2 If no, list exceptions:

Not Applicable

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**AMERICAN EMPIRE INSURANCE 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? Yes [ ] No [X] N/A [ ]  
 If yes, attach an explanation.  
 Not Applicable

---

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.  
 Not Applicable

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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:  
 Not Applicable

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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 Line of Business	2 Maximum Interest	3 Disc. Rate	Total Discount				Discount Taken During Period			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
Total.....	.....0.0	.....0.000 %	.....0	.....0	.....0	.....0	.....0	.....0	.....0	
Total.....	.....XXX...	.....XXX.....	.....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

**AMERICAN EMPIRE INSURANCE COMPANY**  
**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**

**AMERICAN EMPIRE INSURANCE COMPANY**  
**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	.....0	.....0	.....0	.....0	.....0	.....0
2. Alaska.....	.AK	.....0	.....0	.....0	.....0	1,294	1,532
3. Arizona.....	.AZ	.....0	.....0	.....0	.....0	25	25
4. Arkansas.....	.AR	.....0	.....0	.....0	.....0	15	10
5. California.....	.CA	.....0	.....0	.....0	.....0	246	235
6. Colorado.....	.CO	.....0	.....0	.....0	.....0	75	55
7. Connecticut.....	.CT	.....0	.....0	.....0	.....0	0	0
8. Delaware.....	.DE	.....0	.....0	.....0	.....0	0	0
9. District of Columbia.....	.DC	.....0	.....0	.....0	.....0	0	0
10. Florida.....	.FL	.....0	.....0	.....0	.....0	0	0
11. Georgia.....	.GA	.....0	.....0	.....0	.....0	0	0
12. Hawaii.....	.HI	.....0	.....0	.....0	.....0	0	0
13. Idaho.....	.ID	.....0	.....0	.....0	.....0	15	20
14. Illinois.....	.IL	.....0	.....0	.....0	.....0	0	0
15. Indiana.....	.IN	.....0	.....0	.....0	.....0	30	25
16. Iowa.....	.IA	.....0	.....0	.....0	.....0	10	5
17. Kansas.....	.KS	.....0	.....0	.....0	.....0	20	10
18. Kentucky.....	.KY	.....0	.....0	.....0	.....0	0	0
19. Louisiana.....	.LA	.....0	.....0	.....0	.....0	0	0
20. Maine.....	.ME	.....N	.....0	.....0	.....0	0	0
21. Maryland.....	.MD	.....L	.....0	.....0	.....0	0	0
22. Massachusetts.....	.MA	.....N	.....0	.....0	.....0	0	0
23. Michigan.....	.MI	.....L	.....0	.....0	.....0	45	50
24. Minnesota.....	.MN	.....L	.....0	.....0	.....0	35	30
25. Mississippi.....	.MS	.....L	.....0	.....0	.....0	0	0
26. Missouri.....	.MO	.....L	.....0	.....0	.....0	35	25
27. Montana.....	.MT	.....L	.....0	.....0	.....0	5	10
28. Nebraska.....	.NE	.....L	.....0	.....0	.....0	10	5
29. Nevada.....	.NV	.....L	.....0	.....0	.....0	20	20
30. New Hampshire.....	.NH	.....N	.....0	.....0	.....0	0	0
31. New Jersey.....	.NJ	.....L	.....0	.....0	.....0	0	0
32. New Mexico.....	.NM	.....L	.....0	.....0	.....0	5	0
33. New York.....	.NY	.....L	.....0	.....0	.....0	0	0
34. North Carolina.....	.NC	.....L	.....0	.....0	.....0	0	0
35. North Dakota.....	.ND	.....L	.....0	.....0	.....0	0	0
36. Ohio.....	.OH	.....L	.....0	.....0	.....0	35	30
37. Oklahoma.....	.OK	.....L	.....0	.....0	.....0	25	15
38. Oregon.....	.OR	.....L	.....0	.....0	.....0	76	67
39. Pennsylvania.....	.PA	.....Q	.....0	.....0	.....0	0	0
40. Rhode Island.....	.RI	.....L	.....0	.....0	.....0	0	0
41. South Carolina.....	.SC	.....L	.....0	.....0	.....0	0	0
42. South Dakota.....	.SD	.....L	.....0	.....0	.....0	0	0
43. Tennessee.....	.TN	.....L	.....0	.....0	.....0	5	5
44. Texas.....	.TX	.....L	.....0	.....0	.....0	65	50
45. Utah.....	.UT	.....L	.....0	.....0	.....0	20	30
46. Vermont.....	.VT	.....N	.....0	.....0	.....0	0	0
47. Virginia.....	.VA	.....L	.....0	.....0	.....0	0	0
48. Washington.....	.WA	.....L	.....0	.....0	.....0	101	116
49. West Virginia.....	.WV	.....L	.....0	.....0	.....0	0	0
50. Wisconsin.....	.WI	.....L	.....0	.....0	.....0	15	10
51. Wyoming.....	.WY	.....L	.....0	.....0	.....0	0	0
52. American Samoa.....	.AS	.....N	.....0	.....0	.....0	0	0
53. Guam.....	.GU	.....N	.....0	.....0	.....0	0	0
54. Puerto Rico.....	.PR	.....N	.....0	.....0	.....0	0	0
55. US Virgin Islands.....	.VI	.....N	.....0	.....0	.....0	0	0
56. Northern Mariana Islands.....	.MP	.....N	.....0	.....0	.....0	0	0
57. Canada.....	.CN	.....N	.....0	.....0	.....0	0	0
58. Aggregate Other Alien.....	OT	....XXX	.....0	.....0	.....0	0	0
59. Totals.....		(a).....46	.....0	.....0	.....0	2,227	2,380

## DETAILS OF WRITE-INS

5801.	....XXX	.....0	.....0	.....0	.....0	.....0	.....0
5802.	....XXX	.....0	.....0	.....0	.....0	.....0	.....0
5803.	....XXX	.....0	.....0	.....0	.....0	.....0	.....0
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**

	<b>Domiciliary Location</b>	<b>FEIN</b>	<b>NAIC Co. Code</b>
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**

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

\* 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**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
<b>Members</b>														
0.....		0.....	31-1544320	0.....	0000944707	NYSE.....	American Financial Group, Inc.....	OH.....	UIP.....		Ownership.....	0.000		0.....
0.....		0.....	31-6549738	0.....	0.....		American Financial Capital Trust II.....	DE.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	16-6543606	0.....	0.....		American Financial Capital Trust III.....	DE.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	16-6543609	0.....	0.....		American Financial Capital Trust IV.....	DE.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0996797	0.....	0.....		American Financial Enterprises, Inc.....	CT.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0828578	0.....	0.....		American Money Management Corporation.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	27-1577326	0.....	0.....		American Real Estate Capital Company, LLC.....	OH.....	NIA.....	American Money Management Corporation.....	Ownership.....	80.000	American Financial Group, Inc.....	0.....
0.....		0.....	27-2829629	0.....	0.....		MidMarket Capital Partners, LLC.....	DE.....	NIA.....	American Money Management Corporation.....	Ownership.....	65.000	American Financial Group, Inc.....	0.....
0.....		0.....	41-2112001	0.....	0.....		APU Holding Company.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	23-6000765	0.....	0.....		American Premier Underwriters, Inc.....	PA.....	NIA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	23-6297584	0.....	0.....		The Associates of the Jersey Company.....	NJ.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	37-1094159	0.....	0.....		Cal Coal, Inc.....	IL.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	95-2802826	0.....	0.....		Great Southwest Corporation.....	DE.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	35-6001691	0.....	0.....		The Indianapolis Union Railway Company.....	IN.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	13-6400464	0.....	0.....		Lehigh Valley Railroad Company.....	PA.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-1548213	0.....	0.....		Magnolia Alabama Holdings, Inc.....	DE.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-1574094	0.....	0.....		Magnolia Alabama Holdings LLC.....	AL.....	NIA.....	Magnolia Alabama Holdings, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Michigan Oil & Gas Holdings, LLC.....	MI.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Ohio Oil & Gas Holdings, LLC.....	OH.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	13-6021353	0.....	0.....		The Owasco River Railway, Inc.....	NY.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1236926	0.....	0.....		PCC Real Estate, Inc.....	NY.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	76-0080537	0.....	0.....		PCC Technical Industries, Inc.....	DE.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1388401	0.....	0.....		PCC Maryland Realty Corp.....	MD.....	NIA.....	PCC Technical Industries, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	06-1209709	0.....	0.....		Penn Central Energy Management Company.....	DE.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	23-1537928	0.....	0.....		Penn Towers, Inc.....	PA.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	23-6000766	0.....	0.....		Pennsylvania-Reading Seashore Lines.....	NJ.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	66.670	American Financial Group, Inc.....	0.....
0.....		0.....	23-6207599	0.....	0.....		Pittsburgh and Cross Creek Railroad Company.....	PA.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	83.000	American Financial Group, Inc.....	0.....
0.....		0.....	23-1707450	0.....	0.....		Terminal Realty Penn Co.....	DC.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	23-1675796	0.....	0.....		Waynesburg Southern Railroad Company.....	PA.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		GAI Insurance Company, Ltd.....	BM.....	IA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1446308	0.....	0.....		Hangar Acquisition Corp.....	OH.....	NIA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Lease & Loan Insurance Services Limited.....	GB.....	NIA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	91-1242743	0.....	0.....		Premier Lease & Loan Services Insurance Agency, Inc.....	WA.....	NIA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0.....		0.....	91-1508644	0.....	0.....		Premier Lease & Loan Services of Canada, Inc.....	WA.....	NIA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	22179.....	95-2801326	0.....	0.....		Republic Indemnity Company of America.....	CA.....	IA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	0.....

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0084.....	American Financial Group, Inc.....	43753.....	31-1054123	0.....	0.....		Republic Indemnity Company of California.....	CA.....	IA.....	Republic Indemnity Company of America.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1262960	0.....	0.....		Risico Management Corporation.....	DE.....	NIA.....	APU Holding Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	27-4521779	0.....	0.....		Atlas Building Company, LLC.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0823725	0.....	0.....		Dixie Terminal Corporation.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1733037	0.....	0.....		Flextech Holding Co., Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	98-0606803	0.....	0.....		GAI Holding Bermuda Ltd.....	BM.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	98-0556144	0.....	0.....		GAI Indemnity, Ltd.....	GB.....	IA.....	GAI Holding Bermuda Ltd.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Marketform Group Limited.....	GB.....	NIA.....	GAI Holding Bermuda Ltd.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Marketform Holdings Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Caduceus Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	98-0412245	0.....	0.....		Lavenham Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Marketform Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Gabinete Marketform SL.....	ES.....	NIA.....	Marketform Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Marketform Australia Pty Limited.....	AU.....	NIA.....	Marketform Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Studio Marketform SRL.....	IT.....	NIA.....	Marketform Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Marketform Management Services Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Marketform Managing Agency Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	98-0431601	0.....	0.....		Sampford Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Marketform Trust Company Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	06-1356481	0.....	0.....		Great American Financial Resources, Inc.....	DE.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	1.....
0.....		0.....	31-1475936	0.....	0.....		AAG Holding Company, Inc.....	OH.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	58-646032..	0.....	0.....		Great American Financial Statutory Trust IV.....	CT.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	63312.....	13-1935920	0.....	0.....		Great American Life Insurance Company.....	OH.....	IA.....	AAG Holding Company, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	45-2969767	0.....	0.....		Aerielle IP Holdings, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..62.500	American Financial Group, Inc.....	2.....
0.....		0.....	26-4391696	0.....	0.....		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	0.....	0.....		Annuity Investors Life Insurance Company.....	OH.....	IA.....	Great American Life Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	27-4078277	0.....	0.....		Bay Bridge Marina Hemingway's Restaurant, LLC..	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..85.000	American Financial Group, Inc.....	0.....
0.....		0.....	27-0513333	0.....	0.....		Bay Bridge Marina Management, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..85.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-1246122	0.....	0.....		Brothers Management, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..99.000	American Financial Group, Inc.....	0.....
0.....		0.....	45-3988240	0.....	0.....		FT Liquidation, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-4604276	0.....	0.....		GALIC - Bay Bridge Marina, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	45-5565693	0.....	0.....		GALIC-Sorrento, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..65.000	American Financial Group, Inc.....	2.....
0.....		0.....	45-3829557	0.....	0.....		GALIC - Stoneleigh, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1391777	0.....	0.....		GALIC Brothers, Inc.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..80.000	American Financial Group, Inc.....	0.....
0.....		0.....	45-1144095	0.....	0.....		GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..65.000	American Financial Group, Inc.....	2.....
0.....		0.....	26-3260520	0.....	0.....		Manhattan National Holding Corporation.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....

Q12.1

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0084.....	American Financial Group, Inc.....	67083.....	45-0252531	0.....	0.....		Manhattan National Life Insurance Company.....	IL.....	IA.....	Manhattan National Holding Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	52-2179330	0.....	0.....		Skipjack Marina Corp.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	74-2180806	0.....	0.....		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	0.....	0.....		United Teacher Associates Insurance Company.....	TX.....	IA.....	United Teacher Associates, Ltd.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1422717	0.....	0.....		AAG Insurance Agency, Inc.....	KY.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	34-1017531	0.....	0.....		Ceres Group, Inc.....	DE.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	34-1880408	0.....	0.....		Ceres Administrators, L.L.C.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	34-1947043	0.....	0.....		Ceres Sales, LLC.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	34-1920479	0.....	0.....		HealthMark Sales, LLC.....	DE.....	NIA.....	Ceres Sales, LLC.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	47-0717079	0.....	0.....		Continental General Corporation.....	NE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	71404.....	47-0463747	0.....	0.....		Continental General Insurance Company.....	OH.....	IA.....	Continental General Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	47-0562685	0.....	0.....		Continental Print & Photo Co.....	NE.....	NIA.....	Continental General Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	34-1947042	0.....	0.....		QQAgency of Texas, Inc.....	TX.....	NIA.....	Ceres Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1395344	0.....	0.....		Great American Advisors, Inc.....	OH.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	42-1575938	0.....	0.....		Great American Holding, Inc.....	OH.....	UIP.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	27-3062314	0.....	0.....		Agricultural Services, LLC.....	OH.....	NIA.....	Great American Holding, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	45-4110027	0.....	0.....		Unites States Commodities Producers LLC.....	MT.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	..75.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	14084.....	27-4395897	0.....	0.....		Livestock Market Enhancement Risk Retention Group	NV.....	IA.....	United States Commodities Producers LLC.....	Ownership.....	..1.000	American Financial Group, Inc.....	2.....
0.....		0.....	27-2354685	0.....	0.....		United States Livestock Producers, LLC.....	NV.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	..75.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	14084.....	27-4395897	0.....	0.....		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	0.....	0.....		American Empire Surplus Lines Insurance Company	DE.....	UDP.....	Great American Holding, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	37990.....	31-0973761	0.....	0.....		American Empire Insurance Company.....	OH.....		American Empire Surplus Lines Insurance Company	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	59-1671722	0.....	0.....		American Empire Underwriters, Inc.....	TX.....	NIA.....	American Empire Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		GAI Australia Pty Ltd.....	AU.....	NIA.....	Great American Holding, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Great American International Insurance Limited.....	IE.....	IA.....	Great American Holding, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	23418.....	73-0556513	0.....	0.....		Mid-Continent Casualty Company.....	OH.....	IA.....	Great American Holding, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	15380.....	73-1406844	0.....	0.....		Mid-Continent Assurance Company.....	OH.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	13794.....	38-3803661	0.....	0.....		Mid-Continent Excess and Surplus Insurance Company	DE.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	30-0571535	0.....	0.....		Mid-Continent Specialty Insurance Services, Inc....	OK.....	NIA.....	Mid-Continent Casualty Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	23426.....	73-0773259	0.....	0.....		Oklahoma Surety Company.....	OH.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	98-0627464	0.....	0.....		Premier International Insurance Company.....	TC.....	IA.....	Great American Holding, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	16691.....	31-0501234	0.....	0.....		Great American Insurance Company.....	OH.....	IA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....

Q12.2

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0.....		0.....	45-2969767	0.....	0.....		Aerielle IP Holdings, LLC.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..37.500	American Financial Group, Inc.....	2.....
0.....		0.....	26-4391696	0.....	0.....		Aerielle, LLC.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	..37.500	American Financial Group, Inc.....	2.....
0.....		0.....	31-1463075	0.....	0.....		American Signature Underwriters, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	59-2840291	0.....	0.....		Brothers Property Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..80.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-5173494	0.....	0.....		Brothers Le Pavillon, LLC.....	DE.....	NIA.....	Brothers Property Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-5173589	0.....	0.....		Brothers Le Pavillon (SPE), LLC.....	DE.....	NIA.....	Brothers Le Pavillon, LLC.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	25-1754638	0.....	0.....		Brothers Pennsylvanian Corporation.....	PA.....	NIA.....	Brothers Property Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	59-2840294	0.....	0.....		Brothers Property Management Corporation.....	OH.....	NIA.....	Brothers Property Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-4498054	0.....	0.....		Crescent Centre Apartments.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	1.....
0.....		0.....	31-1277904	0.....	0.....		Crop Managers Insurance Agency, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0589001	0.....	0.....		Dempsey & Siders Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1341668	0.....	0.....		Eden Park Insurance Brokers, Inc.....	CA.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		El Aguila, Compañía de Seguros, S.A. de C.V.....	MX.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		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.....	0.....
0.....		0.....	39-1404033	0.....	0.....		Farmers Crop Insurance Alliance, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	13-3628555	0.....	0.....		FCIA Management Company, Inc.....	NY.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Foreign Credit Insurance Association.....	NY.....	OTH.....	Great American Insurance Company.....	Management.....	..0.000	American Financial Group, Inc.....	3.....
0.....		0.....	31-1753938	0.....	0.....		GAI Warranty Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1765544	0.....	0.....		GAI Warranty Company of Florida.....	FL.....	NIA.....	GAI Warranty Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		GAI Warranty Company of Canada Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	45-5565693	0.....	0.....		GALIC-Sorrento, LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	..35.000	American Financial Group, Inc.....	2.....
0.....		0.....	45-1144095	0.....	0.....		GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	..35.000	American Financial Group, Inc.....	2.....
0.....		0.....	61-1329718	0.....	0.....		Global Premier Finance Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	74-2693636	0.....	0.....		Great American Agency of Texas, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	26832.....	95-1542353	0.....	0.....		Great American Alliance Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	26344.....	15-6020948	0.....	0.....		Great American Assurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	39896.....	61-0983091	0.....	0.....		Great American Casualty Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1228726	0.....	0.....		Great American Claims Services, Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	10646.....	36-4079497	0.....	0.....		Great American Contemporary Insurance Company	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	37532.....	31-0954439	0.....	0.....		Great American E & S Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	41858.....	31-1036473	0.....	0.....		Great American Fidelity Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1652643	0.....	0.....		Great American Insurance Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	22136.....	13-5539046	0.....	0.....		Great American Insurance Company of New York.....	NY.....		Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084.....	American Financial Group, Inc.....	38024.....	31-0974853	0.....	0.....		Great American Lloyd's Insurance Company.....	TX.....	IA.....	Great American Insurance Company.....	Other.....	..0.000	American Financial Group, Inc.....	4.....
0.....		0.....	31-1073664	0.....	0.....		Great American Lloyd's, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....

Q12.3

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0.....		0.....	31-0856644	0.....	0.....		Great American Management Services, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084....	American Financial Group, Inc.....	38580....	31-1288778	0.....	0.....		Great American Protection Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0918893	0.....	0.....		Great American Re Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084....	American Financial Group, Inc.....	31135....	31-1209419	0.....	0.....		Great American Security Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084....	American Financial Group, Inc.....	33723....	31-1237970	0.....	0.....		Great American Spirit Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Insurance (GB) Limited.....	GB.....	IA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	59-1263251	0.....	0.....		Key Largo Group, Inc.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	34-1607394	0.....	0001301106	NASDAQ	National Interstate Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	.52.200	American Financial Group, Inc.....	0.....
0.....		0.....	34-1899058	0.....	0.....		American Highways Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1548235	0.....	0.....		Explorer RV Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	98-0191335	0.....	0.....		Hudson Indemnity, Ltd.....	KY.....	IA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	66-0660039	0.....	0.....		Hudson Management Group, Ltd.....	VI.....	NIA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	34-1607396	0.....	0.....		National Interstate Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	36-4670968	0.....	0.....		Commercial For Hire Transportation Purchasing Group	SC.....	NIA.....	National Interstate Insurance Agency, Inc.....	Management.....	..0.000	American Financial Group, Inc.....	0.....
0084....	American Financial Group, Inc.....	32620....	34-1607395	0.....	0.....		National Interstate Insurance Company.....	OH.....	IA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084....	American Financial Group, Inc.....	11051....	99-0345306	0.....	0.....		National Interstate Insurance Company of Hawaii, Inc.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084....	American Financial Group, Inc.....	41106....	95-3623282	0.....	0.....		Triumphre Casualty Company.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	43-1415856	0.....	0.....		Vanliner Group, Inc.....	DE.....	NIA.....	National Interstate Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	43-1254631	0.....	0.....		TransProtection Service Company.....	MO.....	NIA.....	Vanliner Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0084....	American Financial Group, Inc.....	21172....	86-0114294	0.....	0.....		Vanliner Insurance Company.....	MO.....	IA.....	Vanliner Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Vanliner Reinsurance Limited.....	BM.....	IA.....	Vanliner Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	20-5546054	0.....	0.....		Safety Claims and Litigation Services, LLC.....	MT.....	NIA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	0.....	0.....	0.....		Penn Central U.K. Limited.....	GB.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	27-2226948	0.....	0.....		Pinecrest Place LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	#####	0.....	0.....		PLLS Canada Insurance Brokers Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	.49.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1293064	0.....	0.....		Professional Risk Brokers, Inc.....	IL.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	72-1331800	0.....	0.....		Strategic Comp Holdings, L.L.C.....	LA.....	NIA.....	Great American Insurance Company.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	36-4517754	0.....	0.....		Strategic Comp Services, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	32-0050970	0.....	0.....		Strategic Comp, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0686194	0.....	0.....		One East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0883227	0.....	0.....		Pioneer Carpet Mills, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1737792	0.....	0.....		Superior NWVN of Ohio, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-1119320	0.....	0.....		TEJ Holdings, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....
0.....		0.....	31-0728327	0.....	0.....		Three East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	..100.000	American Financial Group, Inc.....	0.....

Q12.4

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

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

**AMERICAN EMPIRE INSURANCE COMPANY**  
**PART 1 - LOSS EXPERIENCE**

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....	0	0	0.0	0.0
2. Allied lines.....	0	0	0.0	0.0
3. Farmowners multiple peril.....	0	0	0.0	0.0
4. Homeowners multiple peril.....	0	0	0.0	0.0
5. Commercial multiple peril.....	0	0	0.0	0.0
6. Mortgage guaranty.....	0	0	0.0	0.0
8. Ocean marine.....	0	0	0.0	0.0
9. Inland marine.....	0	0	0.0	0.0
10. Financial guaranty.....	0	0	0.0	0.0
11.1 Medical professional liability - occurrence.....	0	0	0.0	0.0
11.2 Medical professional liability - claims-made.....	0	0	0.0	0.0
12. Earthquake.....	0	0	0.0	0.0
13. Group accident and health.....	0	0	0.0	0.0
14. Credit accident and health.....	0	0	0.0	0.0
15. Other accident and health.....	0	0	0.0	0.0
16. Workers' compensation.....	0	0	0.0	0.0
17.1 Other liability-occurrence.....	0	0	0.0	0.0
17.2 Other liability-claims made.....	0	0	0.0	0.0
17.3 Excess workers' compensation.....	0	0	0.0	0.0
18.1 Products liability-occurrence.....	0	0	0.0	0.0
18.2 Products liability-claims made.....	0	0	0.0	0.0
19.1, 19.2 Private passenger auto liability.....	0	0	0.0	0.0
19.3, 19.4 Commercial auto liability.....	0	0	0.0	0.0
21. Auto physical damage.....	0	0	0.0	0.0
22. Aircraft (all perils).....	0	394	0.0	0.0
23. Fidelity.....	0	0	0.0	0.0
24. Surety.....	0	0	0.0	0.0
26. Burglary and theft.....	0	0	0.0	0.0
27. Boiler and machinery.....	0	0	0.0	0.0
28. Credit.....	0	0	0.0	0.0
29. International.....	0	0	0.0	0.0
30. Warranty.....	0	0	0.0	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	0.0
35. Totals.....	0	394	0.0	0.0

**DETAILS OF WRITE-INS**

3401. ....	0	0.0	0.0	0.0
3402. ....	0	0.0	0.0	0.0
3403. ....	0	0.0	0.0	0.0
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0.0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0.0	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
		2 Current Year to Date	3 Prior Year Year to Date	
1. Fire.....	0	0	0	0
2. Allied lines.....	0	0	0	0
3. Farmowners multiple peril.....	0	0	0	0
4. Homeowners multiple peril.....	0	0	0	0
5. Commercial multiple peril.....	0	0	0	0
6. Mortgage guaranty.....	0	0	0	0
8. Ocean marine.....	0	0	0	0
9. Inland marine.....	0	0	0	0
10. Financial guaranty.....	0	0	0	0
11.1 Medical professional liability - occurrence.....	0	0	0	0
11.2 Medical professional liability - claims made.....	0	0	0	0
12. Earthquake.....	0	0	0	0
13. Group accident and health.....	0	0	0	0
14. Credit accident and health.....	0	0	0	0
15. Other accident and health.....	0	0	0	0
16. Workers' compensation.....	0	0	0	0
17.1 Other liability-occurrence.....	0	0	0	0
17.2 Other liability-claims made.....	0	0	0	0
17.3 Excess workers' compensation.....	0	0	0	0
18.1 Products liability-occurrence.....	0	0	0	0
18.2 Products liability-claims made.....	0	0	0	0
19.1, 19.2 Private passenger auto liability.....	0	0	0	0
19.3, 19.4 Commercial auto liability.....	0	0	0	0
21. Auto physical damage.....	0	0	0	0
22. Aircraft (all perils).....	0	0	0	0
23. Fidelity.....	0	0	0	0
24. Surety.....	0	0	0	0
26. Burglary and theft.....	0	0	0	0
27. Boiler and machinery.....	0	0	0	0
28. Credit.....	0	0	0	0
29. International.....	0	0	0	0
30. Warranty.....	0	0	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.....	0	0	0	0

**DETAILS OF WRITE-INS**

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

## PART 3 (000 omitted)

## LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1	2	3	4	5	6	7	8	9	10	11	12	13
	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2012 Loss and LAE Payments on Claims Reported as of Prior Year-End	2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2012 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2009 + Prior.....	1,912	3,703	5,615	1,086	75	1,161	1,539	217	2,116	3,871	712	(1,296)	(584)
2. 2010.....	475	589	1,063	251	52	303	407	46	455	907	183	(37)	146
3. Subtotals 2010 + Prior.....	2,387	4,292	6,679	1,336	127	1,463	1,946	262	2,570	4,778	895	(1,332)	(437)
4. 2011.....	229	1,100	1,330	204	144	348	156	192	594	942	131	(171)	(40)
5. Subtotals 2011 + Prior.....	2,616	5,392	8,008	1,540	271	1,811	2,102	454	3,164	5,720	1,026	(1,503)	(478)
6. 2012.....	XXX.....	XXX.....	XXX.....	XXX.....	355	355	XXX.....	187	1,275	1,462	XXX.....	XXX.....	XXX.....
7. Totals.....	2,616	5,392	8,008	1,540	626	2,167	2,102	641	4,440	7,182	1,026	(1,503)	(478)
8. Prior Year-End's Surplus As Regards Policyholders.....											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. 39.2 %	2. (27.9)%	3. (6.0)%
												Col. 13, Line 7 Line 8	
												4. (2.0)%	

**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:**

**AMERICAN EMPIRE INSURANCE COMPANY**  
**Overflow Page for Write-Ins**

**NONE**

**AMERICAN EMPIRE INSURANCE COMPANY**  
**SCHEDULE A - VERIFICATION**

## Real Estate

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

**NONE**
**SCHEDULE B - VERIFICATION**

## Mortgage Loans

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

**NONE**
**SCHEDULE BA - VERIFICATION**

## Other Long-Term Invested Assets

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

**NONE**
**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.....	31,934,236	36,141,715
2. Cost of bonds and stocks acquired.....	1,498,781	2,355,110
3. Accrual of discount.....	30,529	47,427
4. Unrealized valuation increase (decrease).....	313,993	(111,884)
5. Total gain (loss) on disposals.....	42,496	128,251
6. Deduct consideration for bonds and stocks disposed of.....	2,171,857	6,186,307
7. Deduct amortization of premium.....	169,308	214,136
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	157,500	225,941
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	31,321,368	31,934,236
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	31,321,368	31,934,236

**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
<b>BONDS</b>								
1. Class 1 (a).....	22,809,297	2,476,936	1,148,438	(46,368)	25,291,416	22,809,297	24,091,427	24,630,649
2. Class 2 (a).....	5,032,489	0	0	523,801	5,033,260	5,032,489	5,556,291	5,033,963
3. Class 3 (a).....	524,545	0	0	(524,545)	620,620	524,545	0	620,594
4. Class 4 (a).....	0	0	0	0	0	0	0	497,941
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds.....	28,366,331	2,476,936	1,148,438	(47,112)	30,945,295	28,366,331	29,647,718	30,783,148
<b>PREFERRED STOCK</b>								
8. Class 1.....	0	0	0	0	0	0	0	1,093,200
9. Class 2.....	1,070,800	0	0	(6,400)	1,074,400	1,070,800	1,064,400	0
10. Class 3.....	420,000	0	0	47,500	467,500	420,000	467,500	367,750
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	1,490,800	0	0	41,100	1,541,900	1,490,800	1,531,900	1,460,950
15. Total Bonds and Preferred Stock.....	29,857,131	2,476,936	1,148,438	(6,012)	32,487,195	29,857,131	31,179,618	32,244,098

(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 \$....89,242; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

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**AMERICAN EMPIRE INSURANCE COMPANY**  
**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.....	89,242	XXX.....	89,242	186	0

**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.....	455,312	46,062
2. Cost of short-term investments acquired.....	4,355,135	10,308,205
3. Accrual of discount.....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	4,721,205	9,898,955
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	89,242	455,312
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	89,242	455,312

**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. Government**

912828 NV 8	U.S. TREASURY NOTES 1.25 08/31/2015.....	.....	09/19/2012	GOLDMAN SACHS.....	.....	1,498,781	.....	1,460,000	.....	1,008	1.....
0599999.	Total - Bonds - U.S. Government.....					1,498,781		1,460,000		1,008	XXX.....
8399997.	Total - Bonds - Part 3.....					1,498,781		1,460,000		1,008	XXX.....
8399999.	Total - Bonds.....					1,498,781		1,460,000		1,008	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					1,498,781		XXX.....		1,008	XXX.....

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

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**SCHEDULE D - PART 4**

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

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig- nation or Market Indicator (a)		
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Other Than Temporary Impairment	14 Total Change in B/A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B/A.C.V.									
<b>Bonds - U.S. Special Revenue and Special Assessment</b>																						
708796 B9 7	PA HSG SFM 113 4.00 10/01/2041.....	07/10/2012	Partial Call 100.0.....		20,000	20,000	20,815	20,795	0	(795)	0	(795)	0	20,000	0	0	0	0	640	10/01/2041	1FE.....	
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....				20,000	20,000	20,815	20,795	0	(795)	0	(795)	0	20,000	0	0	0	0	640	XXX..	XXX..	
<b>Bonds - Industrial and Miscellaneous</b>																						
12669G XN 6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035.....	07/25/2012	MBS Paydown 0.152564904.....		7,700	7,700	7,699	7,416	0	185	0	185	0	7,700	0	0	0	0	236	05/25/2035	1FM....	
12669G XN 6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035.....	08/25/2012	MBS Paydown 0.139926615.....		12,638	12,638	12,636	12,173	0	386	0	386	0	12,638	0	0	0	0	442	05/25/2035	1FM....	
12669G XN 6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035.....	09/25/2012	MBS Paydown 0.128549638.....		11,377	11,377	11,375	10,958	0	349	0	349	0	11,377	0	0	0	0	448	05/25/2035	1FM....	
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	0	0	0	0	13,189	0	0	0	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	0	0	0	0	10,619	0	0	0	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	0	0	0	0	13,344	0	0	0	0	585	06/25/2036	1FM....	
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035.....	07/25/2012	MBS Paydown 0.73224931.....		4,835	4,835	4,834	4,548	0	5	0	5	0	4,835	0	0	0	0	148	08/25/2035	1FM....	
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035.....	08/25/2012	MBS Paydown 0.722941933.....		9,307	9,307	9,307	8,755	0	136	0	136	0	9,307	0	0	0	0	326	08/25/2035	1FM....	
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035.....	09/25/2012	MBS Paydown 0.71732757.....		5,614	5,614	5,614	5,281	0	8	0	8	0	5,614	0	0	0	0	221	08/25/2035	1FM....	
66704J BP 2	NEF 2006-A A2 SEQ ABS FLT 11/28/2023.....	08/28/2012	MBS Paydown 0.0.....		5,939	5,939	4,989	5,781	0	228	0	228	0	5,939	0	0	0	0	31	11/28/2023	1FE....	
3899999.	Total - Bonds - Industrial & Miscellaneous.....				94,563	94,563	93,604	92,064	0	1,298	0	1,298	0	94,563	0	0	0	0	3,303	XXX..	XXX..	
8399997.	Total - Bonds - Part 4.....				114,563	114,563	114,419	112,859	0	502	0	502	0	114,563	0	0	0	0	3,943	XXX..	XXX..	
8399999.	Total - Bonds.....				114,563	114,563	114,419	112,859	0	502	0	502	0	114,563	0	0	0	0	3,943	XXX..	XXX..	
9999999.	Total - Bonds, Preferred and Common Stocks.....				114,563	XXX.....	114,419	112,859	0	502	0	502	0	114,563	0	0	0	0	3,943	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**

**AMERICAN EMPIRE INSURANCE COMPANY**  
**SCHEDULE E - PART 1 - CASH**

## Month End Depository Balances

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

**Open Depositories**

The Bank of New York Mellon.....	New York, New York.....	.....	...0.010	.....0	.....0	.....505	.....17,730	.....763	XXX..
PNC Bank.....	Pittsburgh, Pennsylvania.....	.....	...0.000	.....0	.....0	.....3,502,489	.....3,478,291	.....2,845,145	XXX..
0199999. Total Open Depositories.....	.....	...XXX.....	...XXX.....	.....0	.....0	.....3,502,994	.....3,496,022	.....2,845,908	XXX..
0399999. Total Cash on Deposit.....	.....	...XXX.....	...XXX.....	.....0	.....0	.....3,502,994	.....3,496,022	.....2,845,908	XXX..
0599999. Total Cash.....	.....	...XXX.....	...XXX.....	.....0	.....0	.....3,502,994	.....3,496,022	.....2,845,908	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**

**DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT**

Year To Date For the Period Ended September 30, 2012

NAIC Group Code.....0084

Company Name: AMERICAN EMPIRE INSURANCE COMPANY

NAIC Company Code.....37990

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

1. Monoline Policies

1 Direct Written Premiums	2 Direct Earned Premiums	3 Direct Losses Incurred
.....0	.....0	.....0

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: ..... \$.....0

2.32 Amount estimated using reasonable assumptions: ..... \$.....0

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: ..... \$.....0