



# ANNUAL STATEMENT

For the Year Ended December 31, 2012  
of the Condition and Affairs of the

## AMERICAN EMPIRE INSURANCE COMPANY

NAIC Group Code.....0084, 0084 (Current Period) (Prior Period)	NAIC Company Code..... 37990	Employer's ID Number..... 31-0973761
Organized under the Laws of OHIO	State of Domicile or Port of Entry OHIO	Country of Domicile US
Incorporated/Organized..... November 26, 1979	Commenced Business..... August 20, 1980	
Statutory Home Office	301 EAST FOURTH STREET..... CINCINNATI, ..... OH ..... US ..... 45202 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	
Main Administrative Office	301 EAST FOURTH STREET..... CINCINNATI, ..... OH ..... US..... 45202 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	513-369-3000 <i>(Area Code) (Telephone Number)</i>
Mail Address	P.O. BOX 5370..... CINCINNATI, ..... OH ..... US ..... 45201 <i>(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)</i>	
Primary Location of Books and Records	301 EAST FOURTH STREET..... CINCINNATI, ..... OH ..... US ..... 45202 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	513-369-3000 <i>(Area Code) (Telephone Number)</i>
Internet Web Site Address	www.aeslic.com	
Statutory Statement Contact	THOMAS MATTHEW HELD <i>(Name)</i> mhheld@gaic.com <i>(E-Mail Address)</i>	513-369-3040 <i>(Area Code) (Telephone Number) (Extension)</i> 513-412-7800 <i>(Fax Number)</i>

### OFFICERS

Name	Title	Name	Title
1. FREDERICK JAMES WOEBSE	President & Chief Operating Officer	2. EVE CUTLER ROSEN #	Secretary
3. THOMAS MATTHEW HELD	Vice President & Treasurer	4. RONALD JAMES BRICHLER	Chairman
LEONARD JOHN MIKULSKI	Senior Vice President	LARRY STEPHEN POTRAFKE	Senior Vice President
DAVID LESLIE BLUMBERG	Vice President	LEO ANTHONY HAAS	Vice President
KATHLEEN URBACH KUCZAJ	Vice President	KENNETH RAYMOND NIEBERDING #	Vice President
DAVID ALAN PRELL	Vice President	VINCENT ANTHONY SAWMA	Vice President
DIANNE WILLIAMS	Vice President	KATHY LYNN PEREZ	Assistant Vice President
TRENA KAY RYAN	Assistant Vice President	JEFF WALTER SCHRAER	Assistant Vice President
DAVID WILLIAM SHEPARD	Assistant Vice President	STEPHEN CHARLES BERAHA	Assistant Secretary
HOWARD KIM BAIRD	Assistant Treasurer	DAVID JOHN WITZGALL	Assistant Treasurer
ROBERT JUDE ZBACNIK	Assistant Treasurer		

### DIRECTORS OR TRUSTEES

RONALD JAMES BRICHLER	GARY JOHN GRUBER	DONALD DUMFORD LARSON	MICHAEL DAVID PIERCE #
EVE CUTLER ROSEN	DAVID JOHN WITZGALL	FREDERICK JAMES WOEBSE	

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) EVE CUTLER ROSEN _____ 2. (Printed Name) Secretary _____ (Title)	_____ (Signature) THOMAS MATTHEW HELD _____ 3. (Printed Name) Vice President & Treasurer _____ (Title)
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Subscribed and sworn to before me  
This \_\_\_\_\_ day of \_\_\_\_\_ 2013

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

**SUMMARY INVESTMENT SCHEDULE**

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities.....	5,221,234	16.5	5,221,234	0	5,221,234	16.5
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies.....	0	0.0	0	0	0	0.0
1.22 Issued by U.S. government sponsored agencies.....	0	0.0	0	0	0	0.0
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities).....	0	0.0	0	0	0	0.0
1.4 Securities issued by states, territories and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations.....	0	0.0	0	0	0	0.0
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations.....	3,387,356	10.7	3,387,356	0	3,387,356	10.7
1.43 Revenue and assessment obligations.....	10,533,047	33.3	10,533,047	0	10,533,047	33.3
1.44 Industrial development and similar obligations.....	580,251	1.8	580,251	0	580,251	1.8
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA.....	0	0.0	0	0	0	0.0
1.512 Issued or guaranteed by FNMA and FHLMC.....	0	0.0	0	0	0	0.0
1.513 All other.....	0	0.0	0	0	0	0.0
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA.....	0	0.0	0	0	0	0.0
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-based securities issued or guaranteed by agencies shown in Line 1.521.....	0	0.0	0	0	0	0.0
1.523 All other.....	1,873,940	5.9	1,873,940	0	1,873,940	5.9
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities).....	5,558,271	17.6	5,558,271	0	5,558,271	17.6
2.2 Unaffiliated non-U.S. securities (including Canada).....	0	0.0	0	0	0	0.0
2.3 Affiliated securities.....	0	0.0	0	0	0	0.0
3. Equity interests:						
3.1 Investments in mutual funds.....	0	0.0	0	0	0	0.0
3.2 Preferred stocks:						
3.21 Affiliated.....	0	0.0	0	0	0	0.0
3.22 Unaffiliated.....	1,491,500	4.7	1,491,500	0	1,491,500	4.7
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated.....	0	0.0	0	0	0	0.0
3.32 Unaffiliated.....	303,718	1.0	303,718	0	303,718	1.0
3.4 Other equity securities:						
3.41 Affiliated.....	0	0.0	0	0	0	0.0
3.42 Unaffiliated.....	0	0.0	0	0	0	0.0
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated.....	0	0.0	0	0	0	0.0
3.52 Unaffiliated.....	0	0.0	0	0	0	0.0
4. Mortgage loans:						
4.1 Construction and land development.....	0	0.0	0	0	0	0.0
4.2 Agricultural.....	0	0.0	0	0	0	0.0
4.3 Single family residential properties.....	0	0.0	0	0	0	0.0
4.4 Multifamily residential properties.....	0	0.0	0	0	0	0.0
4.5 Commercial loans.....	0	0.0	0	0	0	0.0
4.6 Mezzanine real estate loans.....	0	0.0	0	0	0	0.0
5. Real estate investments:						
5.1 Property occupied by company.....	0	0.0	0	0	0	0.0
5.2 Property held for production of income (including \$.....0 of property acquired in satisfaction of debt).....	0	0.0	0	0	0	0.0
5.3 Property held for sale (including \$.....0 property acquired in satisfaction of debt).....	0	0.0	0	0	0	0.0
6. Contract loans.....	0	0.0	0	0	0	0.0
7. Derivatives.....	0	0.0	0	0	0	0.0
8. Receivables for securities.....	0	0.0	0	0	0	0.0
9. Securities lending (Line 10, Asset Page reinvested collateral).....	0	0.0	0	XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments.....	2,663,821	8.4	2,663,821	0	2,663,821	8.4
11. Other invested assets.....	0	0.0	0	0	0	0.0
12. Total invested assets.....	31,613,138	100.0	31,613,138	0	31,613,138	100.0

**SCHEDULE A - VERIFICATION BETWEEN YEARS**

Real Estate

1. Book/adjusted carrying value, December 31 of prior year.....		0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition (Part 2, Column 6).....	0	
2.2 Additional investment made after acquisition (Part 2, Column 9).....	0	0
3. Current year change in encumbrances:		
3.1 Totals, Part 1, Column 13.....	0	
3.2 Totals, Part 3, Column 11.....	0	0
4. Total gain (loss) on disposals, Part 3, Column 18.....		0
5. Deduct amounts received on disposals, Part 3, Column 15.....		0
6. Total foreign exchange change in book/adjusted carrying value:		
6.1 Totals, Part 1, Column 15.....	0	
6.2 Totals, Part 3, Column 13.....	0	0
7. Deduct current year's other than temporary impairment recognized:		
7.1 Totals, Part 1, Column 12.....	0	
7.2 Totals, Part 3, Column 10.....	0	0
8. Deduct current year's depreciation:		
8.1 Totals, Part 1, Column 11.....	0	
8.2 Totals, Part 3, Column 9.....	0	0
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....		0
10. Deduct total nonadmitted amounts.....		0
11. Statement value at end of current period (Line 9 minus Line 10).....		0

**NONE****SCHEDULE B - VERIFICATION BETWEEN YEARS**

Mortgage Loans

1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....		0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition (Part 2, Column 7).....	0	
2.2 Additional investment made after acquisition (Part 2, Column 8).....	0	0
3. Capitalized deferred interest and other:		
3.1 Totals, Part 1, Column 12.....	0	
3.2 Totals, Part 3, Column 11.....	0	0
4. Accrual of discount.....		0
5. Unrealized valuation increase (decrease):		
5.1 Totals, Part 1, Column 9.....	0	
5.2 Totals, Part 3, Column 8.....	0	0
6. Total gain (loss) on disposals, Part 3, Column 18.....		0
7. Deduct amounts received on disposals, Part 3, Column 15.....		0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest:		
9.1 Totals, Part 1, Column 13.....	0	
9.2 Totals, Part 3, Column 13.....	0	0
10. Deduct current year's other than temporary impairment recognized:		
10.1 Totals, Part 1, Column 11.....	0	
10.2 Totals, Part 3, Column 10.....	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
12. Total valuation allowance.....		0
13. Subtotal (Line 11 plus Line 12).....		0
14. Deduct total nonadmitted amounts.....		0
15. Statement value at end of current period (Line 13 minus Line 14).....		0

**NONE**

**SCHEDULE BA - VERIFICATION BETWEEN YEARS**

## Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year.....		0
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 8).....	0	
2.2	Additional investment made after acquisition (Part 2, Column 9).....	0	0
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 16.....	0	
3.2	Totals, Part 3, Column 12.....	0	0
4.	Accrual of discount.....		0
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 13.....	0	
5.2	Totals, Part 3, Column 9.....	0	0
6.	Total gain (loss) on disposals, Part 3, Column 19.....		0
7.	Deduct amounts received on disposals, Part 3, Column 16.....		0
8.	Deduct amortization of premium and depreciation.....		0
9.	Total foreign exchange change in book/adjusted carrying value:		
9.1	Totals, Part 1, Column 17.....	0	
9.2	Totals, Part 3, Column 14.....	0	0
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 15.....	0	
10.2	Totals, Part 3, Column 11.....	0	0
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....		0
12.	Deduct total nonadmitted amounts.....		0
13.	Statement value at end of current period (Line 11 minus Line 12).....		0

**NONE****SCHEDULE D - VERIFICATION BETWEEN YEARS**

## Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year.....		31,934,236
2.	Cost of bonds and stocks acquired, Part 3, Column 7.....		1,498,780
3.	Accrual of discount.....		32,707
4.	Unrealized valuation increase (decrease):		
4.1	Part 1, Column 12.....	(17,395)	
4.2	Part 2, Section 1, Column 15.....	188,050	
4.3	Part 2, Section 2, Column 13.....	158,268	
4.4	Part 4, Column 11.....	0	328,923
5.	Total gain (loss) on disposals, Part 4, Column 19.....		42,526
6.	Deduct consideration for bonds and stocks disposed of, Part 4, Column 7.....		4,516,203
7.	Deduct amortization of premium.....		214,150
8.	Total foreign exchange change in book/adjusted carrying value:		
8.1	Part 1, Column 15.....	0	
8.2	Part 2, Section 1, Column 19.....	0	
8.3	Part 2, Section 2, Column 16.....	0	
8.4	Part 4, Column 15.....	0	0
9.	Deduct current year's other than temporary impairment recognized:		
9.1	Part 1, Column 14.....	0	
9.2	Part 2, Section 1, Column 17.....	157,500	
9.3	Part 2, Section 2, Column 14.....	0	
9.4	Part 4, Column 13.....	0	157,500
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....		28,949,319
11.	Deduct total nonadmitted amounts.....		0
12.	Statement value at end of current period (Line 10 minus Line 11).....		28,949,319

**SCHEDULE D - SUMMARY BY COUNTRY**

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
<b>BONDS</b>					
Governments (Including all obligations guaranteed by governments)	1. United States.....	5,221,234	5,334,031	5,338,305	5,160,000
	2. Canada.....	0	0	0	0
	3. Other Countries.....	0	0	0	0
	4. Totals.....	5,221,234	5,334,031	5,338,305	5,160,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals.....	0	0	0	0
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals.....	3,387,356	3,638,627	3,569,354	3,135,000
U.S. Special Revenue and Special Assessment Obligations and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions	7. Totals.....	11,130,693	11,930,296	11,397,603	10,795,000
Industrial and Miscellaneous and Hybrid Securities (Unaffiliated)	8. United States.....	7,414,816	8,165,664	7,549,249	7,531,582
	9. Canada.....	0	0	0	0
	10. Other Countries.....	0	0	0	0
	11. Totals.....	7,414,816	8,165,664	7,549,249	7,531,582
Parent, Subsidiaries and Affiliates	12. Totals.....	0	0	0	0
	<b>13. Total Bonds.....</b>	<b>27,154,099</b>	<b>29,068,618</b>	<b>27,854,511</b>	<b>26,621,582</b>
<b>PREFERRED STOCKS</b>					
Industrial and Miscellaneous (Unaffiliated)	14. United States.....	1,491,500	1,509,750	1,625,000	
	15. Canada.....	0	0	0	
	16. Other Countries.....	0	0	0	
	17. Totals.....	1,491,500	1,509,750	1,625,000	
Parent, Subsidiaries and Affiliates	18. Totals.....	0	0	0	
	<b>19. Total Preferred Stocks.....</b>	<b>1,491,500</b>	<b>1,509,750</b>	<b>1,625,000</b>	
<b>COMMON STOCKS</b>					
Industrial and Miscellaneous (Unaffiliated)	20. United States.....	303,718	303,718	333,540	
	21. Canada.....	0	0	0	
	22. Other Countries.....	0	0	0	
	23. Totals.....	303,718	303,718	333,540	
Parent, Subsidiaries and Affiliates	24. Totals.....	0	0	0	
	<b>25. Total Common Stocks.....</b>	<b>303,718</b>	<b>303,718</b>	<b>333,540</b>	
	<b>26. Total Stocks.....</b>	<b>1,795,218</b>	<b>1,813,468</b>	<b>1,958,540</b>	
	<b>27. Total Bonds and Stocks.....</b>	<b>28,949,317</b>	<b>30,882,086</b>	<b>29,813,051</b>	

## SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>1. U.S. Governments</b>											
1.1 Class 1.....	2,664,609	2,618,042	0	0	0	5,282,651	19.4	4,210,464	13.7	5,282,651	0
1.2 Class 2.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 Class 3.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Class 4.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals.....	2,664,609	2,618,042	0	0	0	5,282,651	19.4	4,210,464	13.7	5,282,651	0
<b>2. All Other Governments</b>											
2.1 Class 1.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Class 2.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Class 3.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Class 4.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. U.S. States, Territories and Possessions, etc., Guaranteed</b>											
3.1 Class 1.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.2 Class 2.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Class 3.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Class 4.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed</b>											
4.1 Class 1.....	0	2,730,601	656,755	0	0	3,387,356	12.4	3,443,003	11.2	3,387,356	0
4.2 Class 2.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Class 3.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Class 4.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals.....	0	2,730,601	656,755	0	0	3,387,356	12.4	3,443,003	11.2	3,387,356	0
<b>5. U.S. Special Revenue &amp; Special Assessment Obligations, etc., Non-Guaranteed</b>											
5.1 Class 1.....	0	3,184,466	6,681,037	773,060	492,130	11,130,693	40.9	12,481,282	40.5	11,130,693	0
5.2 Class 2.....	0	0	0	0	0	0	0.0	1,009,405	3.3	0	0
5.3 Class 3.....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Class 4.....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals.....	0	3,184,466	6,681,037	773,060	492,130	11,130,693	40.9	13,490,687	43.8	11,130,693	0

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**SCHEDULE D - PART 1A - SECTION 1 (continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>6. Industrial and Miscellaneous (unaffiliated)</b>											
6.1 Class 1.....	1,687,652	1,934,952	107,085	48,451	77,945	3,856,085	14.2	4,495,900	14.6	3,240,827	615,258
6.2 Class 2.....	0	2,095,683	938,608	524,440	0	3,558,732	13.1	3,024,558	9.8	3,558,732	0
6.3 Class 3.....	0	0	0	0	0	0	0.0	620,594	2.0	0	0
6.4 Class 4.....	0	0	0	0	0	0	0.0	497,941	1.6	0	0
6.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals.....	1,687,652	4,030,636	1,045,693	572,891	77,945	7,414,817	27.2	8,638,993	28.1	6,799,558	615,258
<b>7. Hybrid Securities</b>											
7.1 Class 1.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.2 Class 2.....	0	0	0	0	0	0	0.0	1,000,000	3.2	0	0
7.3 Class 3.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 Class 4.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.7 Totals.....	0	0	0	0	0	0	0.0	1,000,000	3.2	0	0
<b>8. Parent, Subsidiaries and Affiliates</b>											
8.1 Class 1.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.2 Class 2.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.3 Class 3.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.4 Class 4.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.5 Class 5.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.6 Class 6.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0

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## SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>9. Total Bonds Current Year</b>											
9.1 Class 1.....	(d).....4,352,261	.....10,468,061	.....7,444,876	.....821,511	.....570,075	.....23,656,784	.....86.9	.....XXX	.....XXX	.....23,041,526	.....615,258
9.2 Class 2.....	(d).....0	.....2,095,683	.....938,608	.....524,440	.....0	.....3,558,732	.....13.1	.....XXX	.....XXX	.....3,558,732	.....0
9.3 Class 3.....	(d).....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.4 Class 4.....	(d).....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.5 Class 5.....	(d).....0	.....0	.....0	.....0	.....0	(c).....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.6 Class 6.....	(d).....0	.....0	.....0	.....0	.....0	(c).....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.7 Totals.....	.....4,352,261	.....12,563,744	.....8,383,484	.....1,345,952	.....570,075	(b).....27,215,516	.....100.0	.....XXX	.....XXX	.....26,600,258	.....615,258
9.8 Line 9.7 as a % of Col. 6.....	.....16.0	.....46.2	.....30.8	.....4.9	.....2.1	.....100.0	.....XXX	.....XXX	.....XXX	.....97.7	.....2.3
<b>10. Total Bonds Prior Year</b>											
10.1 Class 1.....	.....928,369	.....12,947,872	.....9,245,437	.....736,441	.....772,530	.....XXX	.....XXX	.....24,630,649	.....80.0	.....24,630,649	.....0
10.2 Class 2.....	.....2,009,405	.....1,097,998	.....1,926,560	.....0	.....0	.....XXX	.....XXX	.....5,033,963	.....16.4	.....5,033,963	.....0
10.3 Class 3.....	.....0	.....0	.....0	.....620,594	.....0	.....XXX	.....XXX	.....620,594	.....2.0	.....620,594	.....0
10.4 Class 4.....	.....0	.....497,941	.....0	.....0	.....0	.....XXX	.....XXX	.....497,941	.....1.6	.....497,941	.....0
10.5 Class 5.....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	(c).....0	.....0.0	.....0	.....0
10.6 Class 6.....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	(c).....0	.....0.0	.....0	.....0
10.7 Totals.....	.....2,937,774	.....14,543,811	.....11,171,997	.....1,357,035	.....772,530	.....XXX	.....XXX	(b).....30,783,148	.....100.0	.....30,783,148	.....0
10.8 Line 10.7 as a % of Col. 8.....	.....9.5	.....47.2	.....36.3	.....4.4	.....2.5	.....XXX	.....XXX	.....100.0	.....XXX	.....100.0	.....0.0
<b>11. Total Publicly Traded Bonds</b>											
11.1 Class 1.....	.....4,352,261	.....9,852,803	.....7,444,876	.....821,511	.....570,075	.....23,041,526	.....84.7	.....24,630,649	.....80.0	.....23,041,526	.....XXX
11.2 Class 2.....	.....0	.....2,095,683	.....938,608	.....524,440	.....0	.....3,558,732	.....13.1	.....5,033,963	.....16.4	.....3,558,732	.....XXX
11.3 Class 3.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....620,594	.....2.0	.....0	.....XXX
11.4 Class 4.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....497,941	.....1.6	.....0	.....XXX
11.5 Class 5.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.6 Class 6.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.7 Totals.....	.....4,352,261	.....11,948,486	.....8,383,484	.....1,345,952	.....570,075	.....26,600,258	.....97.7	.....30,783,148	.....100.0	.....26,600,258	.....XXX
11.8 Line 11.7 as a % of Col. 6.....	.....16.4	.....44.9	.....31.5	.....5.1	.....2.1	.....100.0	.....XXX	.....XXX	.....XXX	.....100.0	.....XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9.....	.....16.0	.....43.9	.....30.8	.....4.9	.....2.1	.....97.7	.....XXX	.....XXX	.....XXX	.....97.7	.....XXX
<b>12. Total Privately Placed Bonds</b>											
12.1 Class 1.....	.....0	.....615,258	.....0	.....0	.....0	.....615,258	.....2.3	.....0	.....0.0	.....XXX	.....615,258
12.2 Class 2.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.3 Class 3.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.4 Class 4.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.5 Class 5.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.6 Class 6.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.7 Totals.....	.....0	.....615,258	.....0	.....0	.....0	.....615,258	.....2.3	.....0	.....0.0	.....XXX	.....615,258
12.8 Line 12.7 as a % of Col. 6.....	.....0.0	.....100.0	.....0.0	.....0.0	.....0.0	.....100.0	.....XXX	.....XXX	.....XXX	.....XXX	.....100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9.....	.....0.0	.....2.3	.....0.0	.....0.0	.....0.0	.....2.3	.....XXX	.....XXX	.....XXX	.....XXX	.....2.3

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- (a) Includes \$.....615,258 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
- (b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z\* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z\*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.
- (c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5\* designations and \$.....0 current year, \$.....0 prior year of bonds with 6\* designations. "5\*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6\*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
- (d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....61,417; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

## SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

	1	2	3	4	5	6	7	8	9	10	11
Distribution by Type	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Column 6 as a % of Line 9.5	Total from Column 6 Prior Year	% from Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed
<b>1. U.S. Governments</b>											
1.1 Issuer Obligations.....	2,664,609	2,618,042	0	0	0	5,282,651	19.4	4,210,464	13.7	5,282,651	0
1.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Totals.....	2,664,609	2,618,042	0	0	0	5,282,651	19.4	4,210,464	13.7	5,282,651	0
<b>2. All Other Governments</b>											
2.1 Issuer Obligations.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. U.S. States, Territories and Possessions, Guaranteed</b>											
3.1 Issuer Obligations.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed</b>											
4.1 Issuer Obligations.....	0	2,730,601	656,755	0	0	3,387,356	12.4	3,443,003	11.2	3,387,356	0
4.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Totals.....	0	2,730,601	656,755	0	0	3,387,356	12.4	3,443,003	11.2	3,387,356	0
<b>5. U.S. Special Revenue &amp; Special Assessment Obligations, etc., Non-Guaranteed</b>											
5.1 Issuer Obligations.....	0	3,184,466	5,681,409	0	0	8,865,875	32.6	13,411,042	43.6	8,865,875	0
5.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	79,645	0.3	0	0
5.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Other Loan-Backed and Structured Securities.....	0	0	999,628	773,060	492,130	2,264,818	8.3	0	0.0	2,264,818	0
5.5 Totals.....	0	3,184,466	6,681,037	773,060	492,130	11,130,693	40.9	13,490,687	43.8	11,130,693	0
<b>6. Industrial and Miscellaneous (unaffiliated)</b>											
6.1 Issuer Obligations.....	1,067,673	3,027,550	938,608	524,440	0	5,558,271	20.4	6,223,517	20.2	4,943,013	615,258
6.2 Residential Mortgage-Backed Securities.....	263,267	362,244	107,085	48,451	77,945	858,992	3.2	1,238,029	4.0	858,992	0
6.3 Commercial Mortgage-Backed Securities.....	356,712	640,841	0	0	0	997,553	3.7	997,642	3.2	997,553	0
6.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	179,805	0.6	0	0
6.5 Totals.....	1,687,652	4,030,636	1,045,693	572,891	77,945	7,414,816	27.2	8,638,993	28.1	6,799,558	615,258
<b>7. Hybrid Securities</b>											
7.1 Issuer Obligations.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	1,000,000	3.2	0	0
7.5 Totals.....	0	0	0	0	0	0	0.0	1,000,000	3.2	0	0
<b>8. Parent, Subsidiaries and Affiliates</b>											
8.1 Issuer Obligations.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.5 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0

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## SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>9. Total Bonds Current Year</b>											
9.1 Issuer Obligations.....	3,732,281	11,560,659	7,276,772	524,440	0	23,094,152	84.9	XXX	XXX	22,478,894	615,258
9.2 Residential Mortgage-Backed Securities.....	263,267	362,244	107,085	48,451	77,945	858,992	3.2	XXX	XXX	858,992	0
9.3 Commercial Mortgage-Backed Securities.....	356,712	640,841	0	0	0	997,553	3.7	XXX	XXX	997,553	0
9.4 Other Loan-Backed and Structured Securities.....	0	0	999,628	773,060	492,130	2,264,818	8.3	XXX	XXX	2,264,818	0
9.5 Totals.....	4,352,261	12,563,744	8,383,484	1,345,952	570,075	27,215,516	100.0	XXX	XXX	26,600,258	615,258
9.6 Line 9.5 as a % of Col. 6.....	16.0	46.2	30.8	4.9	2.1	100.0	XXX	XXX	XXX	97.7	2.3
<b>10. Total Bonds Prior Year</b>											
10.1 Issuer Obligations.....	1,464,717	13,546,169	10,884,016	620,594	772,530	XXX	XXX	27,288,026	88.6	27,288,026	0
10.2 Residential Mortgage-Backed Securities.....	293,252	0	287,981	736,441	0	XXX	XXX	1,317,674	4.3	1,317,674	0
10.3 Commercial Mortgage-Backed Securities.....	0	997,642	0	0	0	XXX	XXX	997,642	3.2	997,642	0
10.4 Other Loan-Backed and Structured Securities.....	1,179,805	0	0	0	0	XXX	XXX	1,179,805	3.8	1,179,805	0
10.5 Totals.....	2,937,774	14,543,811	11,171,997	1,357,035	772,530	XXX	XXX	30,783,148	100.0	30,783,148	0
10.6 Line 10.5 as a % of Col. 8.....	9.5	47.2	36.3	4.4	2.5	XXX	XXX	100.0	XXX	100.0	0.0
<b>11. Total Publicly Traded Bonds</b>											
11.1 Issuer Obligations.....	3,732,281	10,945,401	7,276,772	524,440	0	22,478,895	82.6	27,288,026	88.6	22,478,895	XXX
11.2 Residential Mortgage-Backed Securities.....	263,267	362,244	107,085	48,451	77,945	858,992	3.2	1,317,674	4.3	858,992	XXX
11.3 Commercial Mortgage-Backed Securities.....	356,712	640,841	0	0	0	997,553	3.7	997,642	3.2	997,553	XXX
11.4 Other Loan-Backed and Structured Securities.....	0	0	999,628	773,060	492,130	2,264,818	8.3	1,179,805	3.8	2,264,818	XXX
11.5 Totals.....	4,352,261	11,948,486	8,383,484	1,345,952	570,075	26,600,258	97.7	30,783,148	100.0	26,600,258	XXX
11.6 Line 11.5 as a % of Col. 6.....	16.4	44.9	31.5	5.1	2.1	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9.....	16.0	43.9	30.8	4.9	2.1	97.7	XXX	XXX	XXX	97.7	XXX
<b>12. Total Privately Placed Bonds</b>											
12.1 Issuer Obligations.....	0	615,258	0	0	0	615,258	2.3	0	0.0	XXX	615,258
12.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 Totals.....	0	615,258	0	0	0	615,258	2.3	0	0.0	XXX	615,258
12.6 Line 12.5 as a % of Col. 6.....	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9.....	0.0	2.3	0.0	0.0	0.0	2.3	XXX	XXX	XXX	XXX	2.3

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## SCHEDULE DA - VERIFICATION BETWEEN YEARS

### Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year.....	455,312	455,312	0	0	0
2. Cost of short-term investments acquired.....	7,540,210	7,540,210	0	0	0
3. Accrual of discount.....	0	0	0	0	0
4. Unrealized valuation increase (decrease).....	0	0	0	0	0
5. Total gain (loss) on disposals.....	0	0	0	0	0
6. Deduct consideration received on disposals.....	7,934,105	7,934,105	0	0	0
7. Deduct amortization of premium.....	0	0	0	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0	0	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0	0	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	61,417	61,417	0	0	0
11. Deduct total nonadmitted amounts.....	0	0	0	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	61,417	61,417	0	0	0

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(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:.....N/A

**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. 1**  
**NONE**

**Sch. A-Pt. 2**  
**NONE**

**Sch. A-Pt. 3**  
**NONE**

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

**Sch. B-Pt. 2**  
**NONE**

**Sch. B-Pt. 3**  
**NONE**

**Sch. BA-Pt. 1**  
**NONE**

**Sch. BA-Pt. 2**  
**NONE**

**Sch. BA-Pt. 3**  
**NONE**

# SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22	
CUSIP Identification	Description	Code	For eign	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date	
<b>U.S. Government - Issuer Obligations</b>																						
912828	EN 6	U.S. TREASURY NOTES 4.50 11/15/2015	SD		1	1,154,828	111.813	1,229,938	1,100,000	1,122,991	0	(7,463)	0	0	4.500	3.725	MN	6,427	49,500	06/09/2008	11/15/2015	
912828	HQ 6	U.S. TREASURY NOTES 2.875 01/31/2013	SD		1	1,116,844	100.219	1,102,406	1,100,000	1,100,303	0	(3,681)	0	0	2.875	2.533	JJ	13,234	31,625	04/14/2008	01/31/2013	
912828	HT 0	U.S. TREASURY NOTES 2.75 02/28/13	SD		1	1,567,852	100.422	1,506,328	1,500,000	1,502,889	0	(17,952)	0	0	2.750	1.539	FA	14,772	40,494	04/17/2009	02/28/2013	
912828	NV 8	U.S. TREASURY NOTES 1.25 08/31/2015	SD		1	1,498,781	102.422	1,495,359	1,460,000	1,495,051	0	(3,731)	0	0	1.250	0.343	FA	6,201	0	09/19/2012	08/31/2015	
0199999	U.S. Government - Issuer Obligations					5,338,305	XXX	5,334,031	5,160,000	5,221,234	0	(32,827)	0	0	XXX	XXX	XXX	40,634	121,619	XXX	XXX	
0599999	Total - U.S. Government					5,338,305	XXX	5,334,031	5,160,000	5,221,234	0	(32,827)	0	0	XXX	XXX	XXX	40,634	121,619	XXX	XXX	
<b>U.S. Political Subdivisions of States, Territories &amp; Possessions (Direct and Guaranteed) - Issuer Obligations</b>																						
011415	KQ 8	ALAMO TX CMNTY COLL 5.00 08/15/22			1	678,087	113.953	700,811	615,000	656,755	0	(8,210)	0	0	5.000	3.400	FA	11,617	30,750	04/23/2010	08/15/2022	
075549	CE 3	BEAVERTON OR SCH 5.00 06/15/2017			1	1,528,361	117.552	1,557,564	1,325,000	1,443,495	0	(24,606)	0	0	5.000	2.848	JD	2,944	66,250	05/27/2009	06/15/2017	
414004	7U 9	HARRIS CNTY TX B 5.00 10/01/2016			1	579,565	115.675	578,375	500,000	542,231	0	(10,585)	0	0	5.000	2.620	AO	6,250	25,000	05/04/2009	10/01/2016	
438670	UK 5	HONOLULU CITY & CO 5.00 09/01/2016			1	783,341	115.378	801,877	695,000	744,875	0	(12,710)	0	0	5.000	2.921	MS	11,583	34,750	11/04/2009	09/01/2016	
1899999	U.S. Political Subdivisions of States, Territories & Possessions - Issuer Obligations					3,569,354	XXX	3,638,627	3,135,000	3,387,356	0	(56,111)	0	0	XXX	XXX	XXX	32,394	156,750	XXX	XXX	
2499999	Total - U.S. Political Subdivisions of States, Territories & Possessions					3,569,354	XXX	3,638,627	3,135,000	3,387,356	0	(56,111)	0	0	XXX	XXX	XXX	32,394	156,750	XXX	XXX	
<b>U.S. Special Revenue &amp; Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivisions - Issuer Obligations</b>																						
37358M	BK 6	GA ST RD & TWY AUTH 5.00 06/01/2018			1	1,135,030	118.492	1,184,920	1,000,000	1,087,299	0	(14,526)	0	0	5.000	3.230	JD	4,167	50,000	07/28/2009	06/01/2018	
432308	UE 2	HILLSBORO CNTY FL 5.25 10/01/2017			1	527,030	102.396	511,980	500,000	505,377	0	(6,949)	0	0	5.250	3.780	AO	6,563	26,250	09/29/2009	10/01/2017	
452024	GA 4	IL MUN ELEC A 5.25 02/01/2019			1	1,068,630	112.098	1,120,980	1,000,000	1,035,601	0	(7,819)	0	0	5.250	4.290	FA	21,875	52,500	06/06/2008	02/01/2019	
469487	BL 5	JACKSONVILLE FL 5.00 10/01/2019			1	1,236,257	122.814	1,350,954	1,100,000	1,197,036	0	(12,531)	0	0	5.000	3.520	AO	13,750	55,000	09/24/2009	10/01/2019	
50825J	FW 1	LAKE CNTY FL SCH BD 5.25 06/01/2015			1	1,087,940	110.398	1,103,980	1,000,000	1,040,203	0	(15,678)	0	0	5.250	3.500	JD	4,375	52,500	10/29/2009	06/01/2015	
544587	MY 1	LOS ANGELES IMP LEASE CA 5.60 08/01/2014			1	504,200	105.815	529,075	500,000	501,242	0	(732)	0	0	5.600	5.434	FA	11,667	28,000	07/28/2008	08/01/2014	
65820Q	GM 9	NC ST REPAIR SERIES B 5.00 06/01/2017			1	565,385	115.513	577,565	500,000	539,999	0	(8,339)	0	0	5.000	3.050	JD	2,083	25,000	11/04/2009	06/01/2017	
854733	CD 2	STANTON CA REDEV AGY 4.40 12/01/2015			1	581,239	103.052	628,617	610,000	597,646	0	3,832	0	0	4.400	5.157	JD	2,237	26,840	04/22/2008	12/01/2015	
91412F	2S 5	REGENTS UNIV OF CA N 5.12 5/12/2020			1	954,750	116.976	1,111,272	950,000	953,385	0	(371)	0	0	5.120	5.061	MN	6,215	48,640	02/05/2008	05/15/2020	
956704	UV 0	VV UNIV REVS B 5.00 10/01/2018			1	1,471,051	107.868	1,477,792	1,370,000	1,408,088	0	(20,804)	0	0	5.000	3.350	AO	17,125	68,500	11/06/2009	10/01/2018	
2599999	U.S. Special Revenue & Assessment Obligations - Issuer Obligations					9,131,512	XXX	9,597,135	8,530,000	8,865,875	0	(83,917)	0	0	XXX	XXX	XXX	90,057	433,230	XXX	XXX	
<b>U.S. Special Revenue &amp; Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivisions - Other Loan-Backed and Structured Securities</b>																						
64986M	HA 6	NY ST HSG 5.45 08/15/2032			1	772,225	100.192	791,517	790,000	773,060	0	464	0	0	5.450	5.632	FA	16,265	43,055	04/25/2011	08/15/2032	
64988R	CM 2	NY STATE MTG AGY REV 3.45 10/1/18			1	999,500	104.070	1,040,700	1,000,000	999,628	0	58	0	0	3.450	3.457	AO	8,625	34,500	09/08/2010	10/01/2018	
708796	B9 7	PA HSG SFM 113 4.00 10/01/2041			1	494,366	105.462	500,945	475,000	492,130	0	(1,761)	0	0	4.000	3.493	AO	4,750	19,475	09/09/2011	10/01/2041	
2899999	U.S. Special Revenue - Other Loan-Backed and Structured Securities					2,266,091	XXX	2,333,161	2,265,000	2,264,818	0	(1,239)	0	0	XXX	XXX	XXX	29,640	97,030	XXX	XXX	
3199999	Total - U.S. Special Revenue & Special Assessment Obligations					11,397,603	XXX	11,930,296	10,795,000	11,130,693	0	(85,157)	0	0	XXX	XXX	XXX	119,697	530,260	XXX	XXX	
<b>Industrial &amp; Miscellaneous (Unaffiliated) - Issuer Obligations</b>																						
202795	GX 2	COMMONWLTH EDISON 6.95 07/15/2018			2	907,100	122.178	1,221,784	1,000,000	938,608	0	8,412	0	0	6.950	8.357	JJ	32,047	69,500	10/03/2008	07/15/2018	
21987H	AS 4	CBBC-ADM 98-1 6.50 12-15-17 AL120613			1	393,591	109.750	416,220	379,244	383,891	0	(1,525)	0	0	6.500	6.014	JD	1,096	24,651	10/29/1998	12/15/2017	
222862	AH 7	COVENTRY HEALTH 6.30 08/15/2014			2	1,095,325	108.173	1,189,920	1,100,000	1,098,714	0	730	0	0	6.300	6.377	FA	26,180	69,300	08/22/2007	08/15/2014	
36962G	ZY 3	GEN ELEC CAP CRP MTNA 5.45 01/15/2013			1	1,078,900	100.153	1,001,533	1,000,000	1,000,390	0	(9,903)	0	0	5.450	4.425	JJ	25,131	54,500	07/03/2003	01/15/2013	
501044	CG 4	KROGER CO/THE 6.40 08/15/2017			2	994,400	120.716	1,207,165	1,000,000	996,969	0	547	0	0	6.400	6.477	FA	24,178	64,000	08/08/2007	08/15/2017	
771196	AQ 5	ROCHE HLDGS INC 5.00 03/01/2014			1	635,561	105.152	639,324	608,000	615,258	0	(5,969)	0	0	5.000	3.942	MS	10,133	30,400	05/28/2009	03/01/2014	
961548	AS 3	WESTVACO CORP 7.50 06/15/2027			2	525,493	110.117	571,506	519,000	524,440	0	(205)	0	0	7.500	7.381	JD	1,730	38,925	04/05/2006	06/15/2027	
3299999	Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					5,630,370	XXX	6,247,434	5,606,244	5,558,271	0	(7,913)	0	0	XXX	XXX	XXX	120,494	351,276	XXX	XXX	
<b>Industrial &amp; Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities</b>																						

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## SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2		Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
			3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description		Code	For eign Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date	
12669G XN 6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035.....		.....	..	.....2	.1FM	.....106,314	.....99.687	.....105,998	.....106,331	.....101,214	.....56	.....0	.....0	.....5.250	.....5.317	MON...	.....465	.....5,582	03/10/2005	05/25/2035	
16165L AC 4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36.....		.....	..	.....2	.1FM	.....172,033	.....99.750	.....171,619	.....172,050	.....0	.....0	.....0	.....0	.....5.935	.....5.894	MON...	.....851	.....10,006	05/05/2006	06/25/2036	
17307G VN 5	CMLT1 2005-WF2 AF7 SEQ STP 8/25/2035.....		.....	..	.....2	.1FM	.....646,938	.....90.536	.....585,728	.....646,957	.....(17,395)	.....1,161	.....0	.....0	.....5.249	.....5.907	MON...	.....2,830	.....33,959	08/11/2005	08/25/2035	
3399999	Industrial & Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities.....		.....	..	.....2		.....925,285	.....XXX	.....863,345	.....925,338	.....(17,395)	.....1,217	.....0	.....0	.....XXX	.....XXX	XXX...	.....4,146	.....49,547	.....XXX	.....XXX	
<b>Industrial &amp; Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities</b>																						
17311Q BG 4	CGCMT 2007-C6 A3 SEQ CSTR 12/10/49.....		.....	..	.....2	.1FM	.....993,594	.....105.489	.....1,054,885	.....1,000,000	.....997,553	.....800	.....0	.....0	.....5.702	.....5.868	MON...	.....4,752	.....57,932	07/27/2007	12/10/2049	
3499999	Industrial & Miscellaneous - Commercial Mortgage-Backed Securities.....		.....	..	.....2		.....993,594	.....XXX	.....1,054,885	.....1,000,000	.....997,553	.....800	.....0	.....0	.....XXX	.....XXX	XXX...	.....4,752	.....57,932	.....XXX	.....XXX	
3899999	Total - Industrial & Miscellaneous (Unaffiliated).....		.....	..	.....2		.....7,549,249	.....XXX	.....8,165,664	.....7,531,582	.....(17,395)	.....(5,896)	.....0	.....0	.....XXX	.....XXX	XXX...	.....129,392	.....458,755	.....XXX	.....XXX	
<b>Totals</b>																						
7799999	Total - Issuer Obligations.....		.....	..	.....2		.....23,669,540	.....XXX	.....24,817,227	.....22,431,244	.....23,032,735	.....(180,769)	.....0	.....0	.....XXX	.....XXX	XXX...	.....283,580	.....1,062,875	.....XXX	.....XXX	
7899999	Total - Residential Mortgage-Backed Securities.....		.....	..	.....2		.....925,285	.....XXX	.....863,345	.....925,338	.....(17,395)	.....1,217	.....0	.....0	.....XXX	.....XXX	XXX...	.....4,146	.....49,547	.....XXX	.....XXX	
7999999	Total - Commercial Mortgage-Backed Securities.....		.....	..	.....2		.....993,594	.....XXX	.....1,054,885	.....1,000,000	.....997,553	.....800	.....0	.....0	.....XXX	.....XXX	XXX...	.....4,752	.....57,932	.....XXX	.....XXX	
8099999	Total - Other Loan-Backed and Structured Securities.....		.....	..	.....2		.....2,266,091	.....XXX	.....2,333,161	.....2,265,000	.....2,264,818	.....(1,239)	.....0	.....0	.....XXX	.....XXX	XXX...	.....29,640	.....97,030	.....XXX	.....XXX	
8399999	Grand Total - Bonds.....		.....	..	.....2		.....27,854,511	.....XXX	.....29,068,619	.....26,621,582	.....(17,395)	.....(179,990)	.....0	.....0	.....XXX	.....XXX	XXX...	.....322,117	.....1,267,384	.....XXX	.....XXX	

### SCHEDULE D - PART 2 - SECTION 1

Showing all PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number of Shares	6 Par Value Per Share	7 Rate Per Share	8 Book/ Adjusted Carrying Value	Fair Value		11 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value					20 NAIC Desig- nation	21 Date Acquired	
		3 Code	4 F o r e i g n					9 Rate Per Share Used to Obtain Fair Value	10 Fair Value		12 Declared but Unpaid	13 Amount Received During Year	14 Nonadmitted Declared but Unpaid	15 Unrealized Valuation Increase/ (Decrease)	16 Current Year's (Amortization)/ Accretion	17 Current Year's Other Than Temporary Impairment Recognized	18 Total Change in B./A.C.V. (15+16-17)	19 Total Foreign Exchange Change in B./A.C.V.			
<b>Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)</b>																					
61747S 50 4	MORGAN STANLEY A 6.1856.....			25,000.000	25.00	18.700	467,500	19,430	485,750	625,000	0	25,417	0	257,250	0	157,500	99,750	0	P3LFE...	06/27/2006	
902973 88 2	US BANCORP 7.875 C.....			40,000.000	25.00	25.600	1,024,000	25,600	1,024,000	1,000,000	20,125	80,063	0	(69,200)	0	0	(69,200)	0	P2LFE...	03/10/2008	
8499999.	Total - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated).....						1,491,500	XXX	1,509,750	1,625,000	20,125	105,480	0	188,050	0	157,500	30,550	0	XXX	XXX	
8999999.	Total - Preferred Stocks.....						1,491,500	XXX	1,509,750	1,625,000	20,125	105,480	0	188,050	0	157,500	30,550	0	XXX	XXX	

## SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number of Shares	6 Book/ Adjusted Carrying Value	Fair Value		9 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value				17 NAIC Market Indicator (a)	18 Date Acquired
		3 Code	4 F o r e i g n			7 Rate Per Share Used to Obtain Fair Value	8 Fair Value		10 Declared but Unpaid	11 Amount Received During Year	12 Nonadmitted Declared but Unpaid	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (13-14)	16 Total Foreign Exchange Change in B./A.C.V.		
<b>Common Stocks - Industrial and Miscellaneous (Unaffiliated)</b>																	
060505 10 4	BANK OF AMERICA CORPORATION.....			26,160.000	303,718	11.610	303,718	333,540	0	1,046	0	158,268	0	158,268	0	L.....	06/26/2009
9099999.	Total - Common Stocks - Industrial and Miscellaneous (Unaffiliated).....				303,718	XXX.....	303,718	333,540	0	1,046	0	158,268	0	158,268	0	XXX.....	XXX.....
9799999.	Total - Common Stock.....				303,718	XXX.....	303,718	333,540	0	1,046	0	158,268	0	158,268	0	XXX.....	XXX.....
9899998.	Total - Preferred Stock from Section 1.....				1,491,500	XXX.....	1,509,750	1,625,000	20,125	105,480	0	188,050	157,500	30,550	0	XXX.....	XXX.....
9899999.	Total - Preferred and Common Stock.....				1,795,218	XXX.....	1,813,468	1,958,540	20,125	106,526	0	346,318	157,500	188,818	0	XXX.....	XXX.....

(a) For all common stocks bearing the NAIC market indicator "U" provide: the number of such issues.....0, the total \$ value (included in Column 8) of all such issues \$......0.

### SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

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
<b>Bonds - U.S. Government</b>								
912828 NV 8	U.S. TREASURY NOTES 1.25 08/31/2015.....		09/19/2012	GOLDMAN SACHS.....		1,498,780	1,460,000	1,008
0599999	Total - Bonds - U.S. Government.....					1,498,780	1,460,000	1,008
8399997	Total - Bonds - Part 3.....					1,498,780	1,460,000	1,008
8399999	Total - Bonds.....					1,498,780	1,460,000	1,008
9999999	Total - Bonds, Preferred and Common Stocks.....					1,498,780	XXX	1,008

## SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
<b>Bonds - U.S. Special Revenue and Special Assessment</b>																					
010869	CX 1		10/01/2012	Maturity 100.0		1,000,000	1,000,000	1,051,370	1,009,438	0	(9,438)	0	(9,438)	0	1,000,000	0	0	0	61,250	10/01/2012	
31392E	3S 7		01/25/2012	MBS Paydown 0.02965144		20,203	20,203	20,342	20,206	0	(74)	0	(74)	0	20,203	0	0	0	93	10/25/2031	
31392E	3S 7		02/25/2012	MBS Paydown 0.01752978		24,243	24,243	24,410	24,248	0	(61)	0	(61)	0	24,243	0	0	0	222	10/25/2031	
31392E	3S 7		03/25/2012	MBS Paydown 0.0094185		16,223	16,223	16,334	16,225	0	(2)	0	(2)	0	16,223	0	0	0	223	10/25/2031	
31392E	3S 7		04/25/2012	MBS Paydown 0.0		18,837	18,837	18,967	18,840	0	122	0	122	0	18,837	0	0	0	345	10/25/2031	
708796	B9 7		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	640	10/01/2041	
708796	B9 7		12/12/2012	Partial Call 100.0		5,000	5,000	5,204	5,199	0	(199)	0	(199)	0	5,000	0	0	0	244	10/01/2041	
815698	AM 7		03/01/2012	Partial Call 100.0		80,000	80,000	85,000	84,798	0	(4,798)	0	(4,798)	0	80,000	0	0	0	1,100	12/01/2038	
815698	AM 7		04/30/2012	Cash Tender 109.09		916,356	840,000	892,500	890,381	0	(1,521)	0	(1,521)	0	888,860	0	27,496	27,496	19,122	12/01/2038	
854733	CD 2		12/01/2012	Sinking Fund Redemption 100.0		190,000	190,000	181,042	184,958	0	5,042	0	5,042	0	190,000	0	0	0	8,360	12/01/2015	
3199999	Total - Bonds - U.S. Special Revenue and Special Assessments						2,290,862	2,214,506	2,315,984	2,275,090	0	(11,724)	0	(11,724)	0	2,263,365	0	27,496	27,496	91,599	XXX
<b>Bonds - Industrial and Miscellaneous</b>																					
093645	AD 1		01/27/2012	Cash Tender 103.0		515,000	500,000	495,845	497,933	0	2,067	0	2,067	0	500,000	0	15,000	15,000	4,813	12/15/2015	
12669G	XN 6		01/25/2012	MBS Paydown 0.210615051		5,709	5,709	5,708	5,499	0	51	0	51	0	5,709	0	0	0	25	05/25/2035	
12669G	XN 6		02/25/2012	MBS Paydown 0.206781812		3,833	3,833	3,833	3,692	0	(0)	0	(0)	0	3,833	0	0	0	34	05/25/2035	
12669G	XN 6		03/25/2012	MBS Paydown 0.194552307		12,230	12,230	12,228	11,779	0	290	0	290	0	12,230	0	0	0	161	05/25/2035	
12669G	XN 6		04/25/2012	MBS Paydown 0.184387665		10,165	10,165	10,163	9,790	0	235	0	235	0	10,165	0	0	0	178	05/25/2035	
12669G	XN 6		05/25/2012	MBS Paydown 0.171776378		12,611	12,611	12,609	12,147	0	338	0	338	0	12,611	0	0	0	276	05/25/2035	
12669G	XN 6		06/25/2012	MBS Paydown 0.160264844		11,512	11,512	11,510	11,087	0	318	0	318	0	11,512	0	0	0	302	05/25/2035	
12669G	XN 6		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	236	05/25/2035	
12669G	XN 6		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	442	05/25/2035	
12669G	XN 6		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	448	05/25/2035	
12669G	XN 6		10/25/2012	MBS Paydown 0.121160699		7,389	7,389	7,388	7,117	0	203	0	203	0	7,389	0	0	0	323	05/25/2035	
12669G	XN 6		11/25/2012	MBS Paydown 0.115961717		5,199	5,199	5,198	5,007	0	119	0	119	0	5,199	0	0	0	250	05/25/2035	
12669G	XN 6		12/25/2012	MBS Paydown 0.106330544		9,631	9,631	9,630	9,276	0	323	0	323	0	9,631	0	0	0	506	05/25/2035	
16165L	AC 4		01/25/2012	MBS Paydown 0.293064571		187	187	187	187	0	0	0	0	0	187	0	0	0	1	06/25/2036	
16165L	AC 4		02/25/2012	MBS Paydown 0.267543671		25,521	25,521	25,519	25,521	0	0	0	0	0	25,521	0	0	0	252	06/25/2036	
16165L	AC 4		03/25/2012	MBS Paydown 0.255438664		12,105	12,105	12,104	12,105	0	0	0	0	0	12,105	0	0	0	180	06/25/2036	
16165L	AC 4		04/25/2012	MBS Paydown 0.247645884		7,793	7,793	7,792	7,793	0	0	0	0	0	7,793	0	0	0	154	06/25/2036	
16165L	AC 4		05/25/2012	MBS Paydown 0.239652834		7,993	7,993	7,992	7,993	0	0	0	0	0	7,993	0	0	0	196	06/25/2036	
16165L	AC 4		06/25/2012	MBS Paydown 0.234254292		5,399	5,399	5,398	5,399	0	0	0	0	0	5,399	0	0	0	159	06/25/2036	
16165L	AC 4		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	452	06/25/2036	
16165L	AC 4		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	415	06/25/2036	
16165L	AC 4		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	585	06/25/2036	
16165L	AC 4		10/25/2012	MBS Paydown 0.183395146		13,707	13,707	13,706	13,707	0	0	0	0	0	13,707	0	0	0	667	06/25/2036	
16165L	AC 4		11/25/2012	MBS Paydown 0.179037767		4,357	4,357	4,357	4,357	0	0	0	0	0	4,357	0	0	0	233	06/25/2036	
16165L	AC 4		12/25/2012	MBS Paydown 0.17204951		6,988	6,988	6,988	6,988	0	0	0	0	0	6,988	0	0	0	406	06/25/2036	
17307G	VN 5		01/25/2012	MBS Paydown 0.77294907		9,738	9,738	9,738	9,160	0	113	0	113	0	9,738	0	0	0	43	08/25/2035	
17307G	VN 5		02/25/2012	MBS Paydown 0.764306059		8,643	8,643	8,643	8,130	0	68	0	68	0	8,643	0	0	0	76	08/25/2035	
17307G	VN 5		03/25/2012	MBS Paydown 0.754292364		10,014	10,014	10,013	9,420	0	160	0	160	0	10,014	0	0	0	131	08/25/2035	
17307G	VN 5		04/25/2012	MBS Paydown 0.748410844		5,882	5,882	5,881	5,533	0	5	0	5	0	5,882	0	0	0	103	08/25/2035	
17307G	VN 5		05/25/2012	MBS Paydown 0.74436573		4,045	4,045	4,045	3,805	0	4	0	4	0	4,045	0	0	0	88	08/25/2035	

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### SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.						
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035.....		06/25/2012.	MBS Paydown 0.737083837.....		7,282	7,282	7,282	6,850	0	6	0	6	0	7,282	0	0	0	191	08/25/2035.
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	148	08/25/2035.
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	326	08/25/2035.
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	221	08/25/2035.
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035.....		10/25/2012.	MBS Paydown 0.70232372.....		15,004	15,004	15,003	14,114	0	23	0	23	0	15,004	0	0	0	656	08/25/2035.
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035.....		11/25/2012.	MBS Paydown 0.673266295.....		29,057	29,057	29,057	27,334	0	530	0	530	0	29,057	0	0	0	1,398	08/25/2035.
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035.....		12/25/2012.	MBS Paydown 0.646957125.....		26,309	26,309	26,308	24,748	0	382	0	382	0	26,309	0	0	0	1,381	08/25/2035.
21987H AS 4	CBBC-ADM 98-1 6.50 12-15-17 AL120613.....		06/15/2012.	Sinking Fund Redemption 100.0.....		30,676	30,676	31,837	31,117	0	(56)	0	(56)	0	30,676	0	0	0	997	12/15/2017.
21987H AS 4	CBBC-ADM 98-1 6.50 12-15-17 AL120613.....		12/15/2012.	Sinking Fund Redemption 100.0.....		31,673	31,673	32,871	32,129	0	(122)	0	(122)	0	31,673	0	0	0	2,059	12/15/2017.
66704J BP 2	NEF 2006-A A2 SEQ ABS FLT 11/28/2023.....		02/28/2012.	MBS Paydown 0.086961991.....		99,074	99,074	83,223	96,429	0	2,109	0	2,109	0	99,074	0	0	0	176	11/28/2023.
66704J BP 2	NEF 2006-A A2 SEQ ABS FLT 11/28/2023.....		05/28/2012.	MBS Paydown 0.005939438.....		81,023	81,023	68,059	78,859	0	2,631	0	2,631	0	81,023	0	0	0	282	11/28/2023.
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	31	11/28/2023.
961548 AS 3	WESTVACO CORP 7.50 06/15/2027.....		06/15/2012.	Sinking Fund Redemption 100.0.....		95,000	95,000	96,188	96,033	0	(1,033)	0	(1,033)	0	95,000	0	0	0	3,563	06/15/2027.
999999 ZZ 1	AMORTIZATION ADJUSTMENT.....		01/01/2012.	Amortization Adjustment.....		0	0	0	0	0	143	0	143	0	0	0	0	0	0	01/01/2012.
3899999	Total - Bonds - Industrial and Miscellaneous.....					1,225,311	1,210,311	1,179,905	1,193,102	0	10,205	0	10,205	0	1,210,311	0	15,000	15,000	23,564	XXX.....
<b>Bonds - Hybrid Securities</b>																				
635421 AA 8	NAT CITY PRF VR.....		12/10/2012.	Call 100.0.....		1,000,030	1,000,000	1,000,000	999,933	0	67	0	67	0	1,000,000	0	30	30	120,000	
4899999	Total - Bonds - Hybrid Securities.....					1,000,030	1,000,000	1,000,000	999,933	0	67	0	67	0	1,000,000	0	30	30	120,000	XXX.....
8399997	Total - Bonds - Part 4.....					4,516,203	4,424,817	4,495,889	4,468,125	0	(1,452)	0	(1,452)	0	4,473,677	0	42,526	42,526	235,163	XXX.....
8399999	Total - Bonds.....					4,516,203	4,424,817	4,495,889	4,468,125	0	(1,452)	0	(1,452)	0	4,473,677	0	42,526	42,526	235,163	XXX.....
9999999	Total - Bonds, Preferred and Common Stocks.....					4,516,203	XXX.....	4,495,889	4,468,125	0	(1,452)	0	(1,452)	0	4,473,677	0	42,526	42,526	235,163	XXX.....

E14.1

### SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

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

**NONE**

**SCHEDULE D - PART 6 - SECTION 1**

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identifi- cation	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures Manual)	6 Do Insurer's Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book/Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding
<b>Common Stocks - Other Affiliates</b>									
025530 ZA 7	American Empire Underwriters, Inc.....		None.....	2cB1.....	...NO.....	.....0	.....0	.....5,000,000	.....0.0
1799999.	Total - Common Stocks - Other Affiliates.....					.....0	.....0	.....XXX	.....XXX
1899999.	Total - Common Stocks.....					.....0	.....0	.....XXX	.....XXX
1999999.	Total - Preferred and Common Stock.....					.....0	.....0	.....XXX	.....XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$.....0.

2. Total amount of intangible assets nonadmitted \$.....0.

**SCHEDULE D - PART 6 - SECTION 2**

1 CUSIP Identifi- cation	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
<b>NONE</b>					

### SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Date Acquired	6 Name of Vendor	7 Maturity Date	8 Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				13 Par Value	14 Actual Cost	Interest						21 Paid for Accrued Interest	
		3 Code	4 F o r e i g n					9 Unrealized Valuation Increase/ (Decrease)	10 Current Year's (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Total Foreign Exchange Change in B./A.C.V.			15 Amount Due and Accrued December 31 of Current Year on Bond Not in Default	16 Non- Admitted Due and Accrued	17 Rate of	18 Effective Rate of	19 When Paid	20 Amount Received During Year		
<b>Exempt Money Market Mutual Funds</b>																					
825252 30 7	Invesco AIM Advisors Inc. Treasury Portfolio Cash Management			12/27/2013	The Bank of New York Mellon	XXX	61,417	0	0	0	0	0	61,417	0	0	0.020	0.020	Mtly	291	0	
8899999. Total - Exempt Money Market Mutual Funds							61,417	0	0	0	0	XXX	61,417	0	0	XXX	XXX	XXX		291	0
9199999. Total - Short-Term Investments							61,417	0	0	0	0	XXX	61,417	0	0	XXX	XXX	XXX		291	0

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

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

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

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

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

**Sch. DB-Pt. B-Sn 2B-Broker List  
NONE**

**Sch. DB-Pt. D  
NONE**

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

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

Annual Statement for the year 2012 of the **AMERICAN EMPIRE INSURANCE COMPANY**  
**SCHEDULE E - PART 1 - CASH**

1	2	3	4	5	6	7
Depository	Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
<b>Open Depositories</b>						
The Bank of New York Mellon..... New York, New York.....		0.010	0	0	4,993	XXX
PNC Bank..... Pittsburgh, Pennsylvania.....		0.000	0	0	2,598,988	XXX
PNC Bank..... Pittsburgh, Pennsylvania.....		0.000	0	0	(1,577)	XXX
0199999. Total - Open Depositories.....	XXX..	XXX.....	0	0	2,602,404	XXX..
0399999. Total Cash on Deposit.....	XXX..	XXX.....	0	0	2,602,404	XXX..
0599999. Total Cash.....	XXX..	XXX.....	0	0	2,602,404	XXX..

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January.....	131,428	4. April.....	81,190	7. July.....	3,502,994	10. October.....	3,512,351
2. February.....	78,152	5. May.....	2,735,934	8. August.....	3,496,022	11. November.....	3,613,038
3. March.....	127,766	6. June.....	3,413,377	9. September.....	2,845,908	12. December.....	2,602,404

### SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

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

**NONE**

**SCHEDULE E - PART 3 - SPECIAL DEPOSITS**

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits for the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama.....AL			.....0	.....0	.....0	.....0
2. Alaska.....AK			.....0	.....0	.....0	.....0
3. Arizona.....AZ			.....0	.....0	.....0	.....0
4. Arkansas.....AR	...B...	PROPERTY AND CASUALTY.....	.....0	.....0	.....55,106	.....55,232
5. California.....CA			.....0	.....0	.....0	.....0
6. Colorado.....CO			.....0	.....0	.....0	.....0
7. Connecticut.....CT			.....0	.....0	.....0	.....0
8. Delaware.....DE			.....0	.....0	.....0	.....0
9. District of Columbia.....DC			.....0	.....0	.....0	.....0
10. Florida.....FL	...B...	PROPERTY AND CASUALTY.....	.....0	.....0	.....160,308	.....160,675
11. Georgia.....GA	...B...	PROPERTY AND CASUALTY.....	.....0	.....0	.....51,200	.....51,211
12. Hawaii.....HI			.....0	.....0	.....0	.....0
13. Idaho.....ID			.....0	.....0	.....0	.....0
14. Illinois.....IL			.....0	.....0	.....0	.....0
15. Indiana.....IN			.....0	.....0	.....0	.....0
16. Iowa.....IA			.....0	.....0	.....0	.....0
17. Kansas.....KS			.....0	.....0	.....0	.....0
18. Kentucky.....KY			.....0	.....0	.....0	.....0
19. Louisiana.....LA			.....0	.....0	.....0	.....0
20. Maine.....ME			.....0	.....0	.....0	.....0
21. Maryland.....MD			.....0	.....0	.....0	.....0
22. Massachusetts.....MA			.....0	.....0	.....0	.....0
23. Michigan.....MI			.....0	.....0	.....0	.....0
24. Minnesota.....MN			.....0	.....0	.....0	.....0
25. Mississippi.....MS			.....0	.....0	.....0	.....0
26. Missouri.....MO			.....0	.....0	.....0	.....0
27. Montana.....MT			.....0	.....0	.....0	.....0
28. Nebraska.....NE			.....0	.....0	.....0	.....0
29. Nevada.....NV			.....0	.....0	.....0	.....0
30. New Hampshire.....NH			.....0	.....0	.....0	.....0
31. New Jersey.....NJ			.....0	.....0	.....0	.....0
32. New Mexico.....NM	...B...	PROPERTY AND CASUALTY.....	.....0	.....0	.....445,264	.....445,856
33. New York.....NY			.....0	.....0	.....0	.....0
34. North Carolina.....NC	...B...	PROPERTY AND CASUALTY.....	.....0	.....0	.....337,923	.....337,992
35. North Dakota.....ND			.....0	.....0	.....0	.....0
36. Ohio.....OH	...B...	PROPERTY AND CASUALTY.....	.....2,681,856	.....2,790,835	.....0	.....0
37. Oklahoma.....OK			.....0	.....0	.....0	.....0
38. Oregon.....OR			.....0	.....0	.....0	.....0
39. Pennsylvania.....PA			.....0	.....0	.....0	.....0
40. Rhode Island.....RI			.....0	.....0	.....0	.....0
41. South Carolina.....SC	...B...	PROPERTY AND CASUALTY.....	.....0	.....0	.....163,841	.....163,875
42. South Dakota.....SD			.....0	.....0	.....0	.....0
43. Tennessee.....TN			.....0	.....0	.....0	.....0
44. Texas.....TX			.....0	.....0	.....0	.....0
45. Utah.....UT			.....0	.....0	.....0	.....0
46. Vermont.....VT			.....0	.....0	.....0	.....0
47. Virginia.....VA	...B...	PROPERTY AND CASUALTY.....	.....0	.....0	.....225,433	.....225,949
48. Washington.....WA			.....0	.....0	.....0	.....0
49. West Virginia.....WV			.....0	.....0	.....0	.....0
50. Wisconsin.....WI			.....0	.....0	.....0	.....0
51. Wyoming.....WY			.....0	.....0	.....0	.....0
52. American Samoa.....AS			.....0	.....0	.....0	.....0
53. Guam.....GU			.....0	.....0	.....0	.....0
54. Puerto Rico.....PR			.....0	.....0	.....0	.....0
55. US Virgin Islands.....VI			.....0	.....0	.....0	.....0
56. Northern Mariana Islands.....MP			.....0	.....0	.....0	.....0
57. Canada.....CAN			.....0	.....0	.....0	.....0
58. Aggregate Alien and Other.....OT	...XXX	.....XXX	.....0	.....0	.....0	.....0
59. Total.....	...XXX	.....XXX	.....2,681,856	.....2,790,835	.....1,439,075	.....1,440,790

**DETAILS OF WRITE-INS**

5801. ....			.....0	.....0	.....0	.....0
5802. ....			.....0	.....0	.....0	.....0
5803. ....			.....0	.....0	.....0	.....0
5898. Summary of remaining write-ins for line 58 from overflow page.....	...XXX	.....XXX	.....0	.....0	.....0	.....0
5899. Total (Lines 5801 thru 5803+5898) (Line 58 above).....	...XXX	.....XXX	.....0	.....0	.....0	.....0

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