



QUARTERLY STATEMENT

As of June 30, 2013
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

Main Administrative Office

Mail Address

Primary Location of Books and Records

Internet Web Site Address

Statutory Statement Contact

NAIC Company Code..... 37990

State of Domicile or Port of Entry OHIO

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

Commenced Business..... August 20, 1980

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

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

513-369-3000

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

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

(Area Code) (Telephone Number)

P.O. BOX 5370..... CINCINNATI, OH US 45201

(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)

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

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

513-369-3000

(Area Code) (Telephone Number)

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. 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	KATHLEEN URBACH KUCZAJ	Vice President
KENNETH RAYMOND NIEBERDING	Vice President	DAVID ALAN PRELL	Vice President
VINCENT ANTHONY SAWMA	Vice President	DIANE WILLIAMS	Vice President
JEFFREY RICHARD MCGRATH #	Assistant 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 BERHA	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
President & Chief Operating Officer
(Title)

(Signature)
EVE CUTLER ROSEN
Secretary
(Title)

(Signature)
THOMAS MATTHEW HELD
Vice President & Treasurer
(Title)

Subscribed and sworn to before me
This 5th day of August, 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 _____

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.....	..24,748,012	.....0	.....24,748,012	.....27,154,099
2. Stocks:				
2.1 Preferred stocks.....	467,500	.....0	.....467,500	.....1,491,500
2.2 Common stocks.....	336,418	.....0	.....336,418	.....303,718
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 (\$....3,568,645), cash equivalents (\$.....0) and short-term investments (\$....5,325,915).....	8,894,560	.....0	.....8,894,560	.....2,663,821
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).....	.34,446,490	.....0	.....34,446,490	.....31,613,137
13. Title plants less \$.....0 charged off (for Title insurers only).....	0	.....0	.....0	.....0
14. Investment income due and accrued.....	268,649	.....0	.....268,649	.....342,242
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	652,196	.....0	.....652,196	.....523,818
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.....	37,306	.....0	.....37,306	.....4,319
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	.....118,093
18.2 Net deferred tax asset.....	1,031,473	126,610	.904,863	.....892,483
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.....	4,610	.....0	.....4,610	.....33,135
24. Health care (\$.....0) and other amounts receivable.....	0	.....0	.....0	.....0
25. Aggregate write-ins for other than invested assets.....	29,853	.....0	.....29,853	.....10,161
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	36,470,577	126,610	.....36,343,967	.....33,537,389
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	.....0	.....0	.....0
28. Total (Lines 26 and 27).....	36,470,577	126,610	.....36,343,967	.....33,537,389

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.....	29,853	.....0	.....29,853	.....10,161
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).....	29,853	.....0	.....29,853	.....10,161

AMERICAN EMPIRE INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....1,634,516).....	6,720,243	5,655,555
2. Reinsurance payable on paid losses and loss adjustment expenses.....	187,541	254,680
3. Loss adjustment expenses.....	2,218,940	1,825,188
4. Commissions payable, contingent commissions and other similar charges.....	296,748	304,841
5. Other expenses (excluding taxes, licenses and fees).....	411,420	366,547
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	29,163	30,293
7.1 Current federal and foreign income taxes (including \$....(4,866) on realized capital gains (losses)).....	74,517	0
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).....	3,807,757	2,774,411
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 (including \$.....0 certified).....	33,858	33,858
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.....	70,657	102,335
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.....	11,941	1,348
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	13,862,785	11,349,056
27. Protected cell liabilities.....	0	0
28. Total liabilities (Lines 26 and 27).....	13,862,785	11,349,056
29. Aggregate write-ins for special surplus funds.....	0	0
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).....	3,281,182	2,988,333
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).....	22,481,182	22,188,333
38. Totals (Page 2, Line 28, Col. 3).....	36,343,967	33,537,389

DETAILS OF WRITE-INS

2501. Retrospective premium payable.....	11,941	1,348
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).....	11,941	1,348
2901.	0	0
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	0
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

Statement for June 30, 2013 of the **AMERICAN EMPIRE INSURANCE COMPANY**
STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$.....0).....	0	0	0
1.2 Assumed..... (written \$....4,302,715).....	3,258,776	1,787,269	4,230,005
1.3 Ceded..... (written \$.....0).....	0	0	0
1.4 Net..... (written \$....4,302,715).....	3,258,776	1,787,269	4,230,005
DEDUCTIONS:			
2. Losses incurred (current accident year \$....1,691,046):			
2.1 Direct.....	(1,383)	394	(450)
2.2 Assumed.....	1,759,727	850,200	1,799,804
2.3 Ceded.....	(15,011)	254,382	241,919
2.4 Net.....	1,773,355	596,212	1,557,435
3. Loss adjustment expenses incurred.....	965,151	402,459	845,232
4. Other underwriting expenses incurred.....	688,037	539,727	1,190,235
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	3,426,542	1,538,398	3,592,902
7. Net income of protected cells.....	0	0	0
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(167,766)	248,871	637,103
INVESTMENT INCOME			
9. Net investment income earned.....	546,170	713,847	1,380,168
10. Net realized capital gains (losses) less capital gains tax of \$....(9,300).....	27,908	(114,495)	(105,563)
11. Net investment gain (loss) (Lines 9 + 10).....	574,078	599,352	1,274,605
OTHER INCOME			
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.....	(28)	0	(5)
15. Total other income (Lines 12 through 14).....	(28)	0	(5)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	406,284	848,223	1,911,704
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).....	406,284	848,223	1,911,704
19. Federal and foreign income taxes incurred.....	151,910	274,192	604,681
20. Net income (Line 18 minus Line 19) (to Line 22).....	254,374	574,031	1,307,023
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	22,188,333	23,444,689	23,444,689
22. Net income (from Line 20).....	254,374	574,031	1,307,023
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 \$....9,133.....	16,962	166,345	213,817
25. Change in net unrealized foreign exchange capital gain (loss).....	0	0	0
26. Change in net deferred income tax.....	38,664	59,225	96,631
27. Change in nonadmitted assets.....	(17,151)	55,103	87,498
28. Change in provision for reinsurance.....	0	0	38,676
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	(3,000,000)
36. Change in treasury stock.....	0	0	0
37. Aggregate write-ins for gains and losses in surplus.....	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	292,848	854,704	(1,256,356)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	22,481,182	24,299,393	22,188,333

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.....	(28)	0	(5)
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).....	(28)	0	(5)
3701.	0	0	0
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	0	0

Statement for June 30, 2013 of the **AMERICAN EMPIRE INSURANCE COMPANY**
CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	4,163,744	2,333,043	5,238,990
2. Net investment income.....	701,978	813,960	1,590,229
3. Miscellaneous income.....	(28)	0	(5)
4. Total (Lines 1 through 3).....	4,865,694	3,147,002	6,829,214
5. Benefit and loss related payments.....	808,792	746,862	1,555,360
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.....	1,223,786	1,098,760	2,235,712
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$....(2,585) tax on capital gains (losses).....	(50,000)	347,000	912,260
10. Total (Lines 5 through 9).....	1,982,578	2,192,622	4,703,332
11. Net cash from operations (Line 4 minus Line 10).....	2,883,116	954,381	2,125,882
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	4,590,939	2,057,296	4,516,203
12.2 Stocks.....	1,000,000	0	0
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).....	5,590,939	2,057,296	4,516,203
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	2,231,063	0	1,498,781
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).....	2,231,063	0	1,498,781
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).....	3,359,876	2,057,296	3,017,422
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
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	3,000,000
16.6 Other cash provided (applied).....	(12,253)	8,323	(17,822)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(12,253)	8,323	(3,017,822)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	6,230,739	3,020,000	2,125,482
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	2,663,820	538,338	538,338
19.2 End of period (Line 18 plus Line 19.1).....	8,894,559	3,558,338	2,663,820

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.

	2013	2012
(1) Net Income Ohio basis	\$254,374	\$1,307,023
(2) State Prescribed Practices	0	0
(3) State Permitted Practices	0	0
(4) Net Income, NAIC SAP	<u>\$254,374</u>	<u>\$1,307,023</u>
(5) Statutory Surplus Ohio basis	\$22,481,182	\$22,188,333
(6) State Prescribed Practices	0	0
(7) State Permitted Practices	0	0
(8) Statutory Surplus, NAIC SAP	<u>\$22,481,182</u>	<u>\$22,188,333</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 2013.
3. The Company had no loan-backed securities with a credit-related other-than-temporary impairment recognized during 2013.

4. The following table shows all loan-backed securities with an unrealized loss:

a. The aggregate amount of unrealized losses:		
1. Less than 12 months	\$ (3,396)	
2. 12 months or longer	0	

5. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months	\$ 2,114,128
2. 12 months or longer	0

NOTES TO FINANCIAL STATEMENTS

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 June 30, 2013. The Company has the intent to hold such securities until they recover in value or mature.

E. Repurchase Agreements and/or Securities Lending - The Company does not invest in repurchase agreements or engage in securities lending.

F - G No significant change.

6.) Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

7.) Investment Income

No significant change.

8.) Derivative Instruments

No significant change.

9.) Income Taxes

No significant change.

10.) Information Concerning Parent, Subsidiaries and Affiliates 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 2013.

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.

NOTES TO FINANCIAL STATEMENTS**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.

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 2013

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	-	-	-	-
Non affiliated preferred stock	-	-	-	-
Non affiliated common stock	336,418	-	-	336,418
Other investments	-	-	-	-
Total assets accounted for at fair value	<u>\$ 336,418</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 336,418</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.

NOTES TO FINANCIAL STATEMENTS

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

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

B. The Company has no additional fair value disclosures.

C. The Company has categorized all the financial assets in the financial 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 Fair Value</u>	<u>Admitted Assets</u>	<u>Fair Value</u>		
			<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets:					
Bonds:					
U.S. Government and government agencies	2,922,159	2,839,818	2,922,159	-	-
States, municipalities and political subdivisions	15,168,171	14,440,539	-	15,168,171	-
Foreign government	-	-	-	-	-
Residential MBS	675,071	660,444	-	675,071	-
Commercial MBS	1,028,831	997,979	-	1,028,831	-
Asset backed securities	1,994,044	1,997,091	-	1,994,044	-
All other bonds	4,329,531	3,812,141	-	3,952,667	376,864
Total bonds	26,117,807	24,748,012	2,922,159	22,818,784	376,864
Non affiliated preferred stocks	536,500	467,500	536,500	-	-
Non affiliated common stocks	336,418	336,418	336,418	-	-
Affiliated common stock	-	-	-	-	-
Mortgage loans	-	-	-	-	-
Other investments - Schedule BA	-	-	-	-	-
Policy Loans	-	-	-	-	-
Total financial assets	<u>26,990,725</u>	<u>25,551,930</u>	<u>3,795,077</u>	<u>22,818,784</u>	<u>376,864</u>

D. Not Practicable to Estimate Fair Value - The Company has no financial instruments that fall under this classification.

21.) Other Items

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

22.) Events Subsequent

There have not been any events subsequent to June 30, 2013, 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.

NOTES TO FINANCIAL STATEMENTS**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):

	2013	2012
Balance at beginning of period	\$7,481	\$8,008
Loss and loss adjustment expense incurred:		
Current accident year	2,379	2,496
Prior accident years	359	(93)
	<u>2,738</u>	<u>2,403</u>
Loss and loss adjustment expense payments made for:		
Current accident year	(101)	(475)
Prior accident years	(1,179)	(2,455)
	<u>(1,280)</u>	<u>(2,930)</u>
Balance at end of period	<u><u>\$8,939</u></u>	<u><u>\$7,481</u></u>

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.

NOTES TO FINANCIAL STATEMENTS

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:
.....

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.
Not Applicable

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.12/31/2011.....

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).01/25/2013.....

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 [X] No []

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
American Money Management Corporation	Cincinnati, OH	NO	NO	NO	YES
Great American Advisors	Cincinnati, OH	NO	NO	NO	YES

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]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
Not Applicable

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: \$.....4,610

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

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?

If no, attach a description with this statement.

Not Applicable

16. For the reporting entity's security lending program, state the amount of the following as current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0
 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0
 16.3 Total payable for securities lending reporting on the liability page: \$.....0

17. 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 []

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

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

17.2 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		

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Not Applicable			

17.5 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 Mpney Management Corporation	301 East Fourth Street, Cincinnati, Ohio 45202

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

18.2 If no, list exceptions:

Not Applicable

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

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

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.....	.....XXX...	.....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0

5. Operating Percentages:

5.1 A&H loss percent 0.0 %

5.2 A&H cost containment percent 0.0 %

5.3 A&H expense percent excluding cost containment expenses 0.0 %

6.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0

6.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

NONE

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	L.....	0	0	0	0	0
2. Alaska.....	.AK	L.....	0	0	0	0	1,294
3. Arizona.....	.AZ	L.....	0	0	0	0	25
4. Arkansas.....	.AR	L.....	0	0	0	0	15
5. California.....	.CA	L.....	0	0	0	0	246
6. Colorado.....	.CO	L.....	0	0	0	0	75
7. Connecticut.....	.CT	L.....	0	0	0	0	0
8. Delaware.....	.DE	L.....	0	0	0	0	0
9. District of Columbia.....	.DC	L.....	0	0	0	0	0
10. Florida.....	.FL	L.....	0	0	0	0	0
11. Georgia.....	.GA	L.....	0	0	0	0	0
12. Hawaii.....	.HI	L.....	0	0	0	0	0
13. Idaho.....	.ID	L.....	0	0	0	0	15
14. Illinois.....	.IL	L.....	0	0	0	0	0
15. Indiana.....	.IN	L.....	0	0	0	0	30
16. Iowa.....	.IA	L.....	0	0	0	0	10
17. Kansas.....	.KS	L.....	0	0	0	0	20
18. Kentucky.....	.KY	L.....	0	0	0	0	0
19. Louisiana.....	.LA	L.....	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	0	45
24. Minnesota.....	.MN	L.....	0	0	0	0	35
25. Mississippi.....	.MS	L.....	0	0	0	0	0
26. Missouri.....	.MO	L.....	0	0	0	0	35
27. Montana.....	.MT	L.....	0	0	0	0	5
28. Nebraska.....	.NE	L.....	0	0	0	0	10
29. Nevada.....	.NV	L.....	0	0	0	0	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	0	5
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	0	35
37. Oklahoma.....	.OK	L.....	0	0	0	0	25
38. Oregon.....	.OR	L.....	0	0	0	0	76
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	0	5
44. Texas.....	.TX	L.....	0	0	0	0	65
45. Utah.....	.UT	L.....	0	0	0	0	20
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	0	101
49. West Virginia.....	.WV	L.....	0	0	0	0	0
50. Wisconsin.....	.WI	L.....	0	0	0	0	15
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.....	.CAN	N.....	0	0	0	0	0
58. Aggregate Other Alien.....	OT	XXX.....	0	0	0	0	0
59. Totals.....	(a)	46	0	0	0	0	2,227

DETAILS OF WRITE-INS

58001.....	XXX.....	0	0	0	0	0	0
58002.....	XXX.....	0	0	0	0	0	0
58003.....	XXX.....	0	0	0	0	0	0
58998. Summary of remaining write-ins for Line 58 from overflow page.....	XXX.....	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....	XXX.....	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

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

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.			
American Financial Capital Trust II	OH	31-1544320	
American Financial Capital Trust III	DE	31-6549738	
American Financial Capital Trust IV	DE	16-6543606	
American Financial Enterprises, Inc.	DE	16-6543609	
American Money Management Corporation	CT	31-0996797	
American Real Estate Capital Company, LLC (80%)	OH	31-0828578	
MidMarket Capital Partners, LLC (65%)	OH	27-1577326	
APU Holding Company	DE	27-2829629	
American Premier Underwriters, Inc.	OH	41-2112001	
The Associates of the Jersey Company	PA	23-6000765	
Cal Coal, Inc.	NJ	23-6297584	
Great Southwest Corporation	IL	37-1094159	
The Indianapolis Union Railway Company	DE	95-2802826	
Lehigh Valley Railroad Company	IN	35-6001691	
Pennsylvania Lehigh Oil & Gas Holdings LLC	PA	13-6400464	
Magnolia Alabama Holdings, Inc.	PA	46-1665396	
Magnolia Alabama Holdings LLC	DE	20-1548213	
Michigan Oil & Gas Holdings, LLC	AL	20-1574094	
Ohio Oil & Gas Holdings, LLC	MI	46-1852532	
The Owasco River Railway, Inc.	OH	46-1480078	
PCC Real Estate, Inc.	NY	13-6021353	
PCC Technical Industries, Inc.	NY	31-1236926	
PCC Maryland Realty Corp.	DE	76-0080537	
Penn Central Energy Management Company	MD	31-1388401	
Penn Towers, Inc.	DE	06-1209709	
Pennsylvania Oil & Gas Holdings, LLC	PA	23-1537928	
Pennsylvania-Reading Seashore Lines (66.67%)	PA	46-3246684	
Pittsburgh and Cross Creek Railroad Company (83%)	NJ	23-6000766	
Terminal Realty Penn Co.	PA	23-6207599	
Waynesburg Southern Railroad Company	DC	23-1707450	
GAI Insurance Company, Ltd. *	PA	23-1675796	
Hangar Acquisition Corp.	BMU	31-1446308	
Lease & Loan Insurance Services Limited	OH	31-1446308	
Premier Lease & Loan Services Insurance Agency, Inc.	GBR		
Premier Lease & Loan Services of Canada, Inc.	WA	91-1242743	
Republic Indemnity Company of America *	WA	91-1508644	
Republic Indemnity Company of California *	CA	95-2801326	22179
Risico Management Corporation	CA	31-1054123	43753
Dixie Terminal Corporation	DE	31-1262960	
GAI Holding Bermuda Ltd.	OH	31-0823725	
GAI Indemnity, Ltd. #	BMU	98-0606803	
Marketform Group Limited	GBR	98-0556144	
Marketform Holdings Limited	GBR		
Caduceus Underwriting Limited	GBR		
Lavenham Underwriting Limited #	GBR	98-0412245	
Marketform Limited	GBR		
Gabinete Marketform SL	GBR		
Marketform Australia Pty Limited	ESP		
Studio Marketform SRL	AUS		
Marketform Management Services Limited	ITA		
Marketform Managing Agency Limited	GBR		
Sampford Underwriting Limited #	GBR		
Marketform Trust Company Limited	GBR	98-0431601	

* Denotes insurer

@ Company affiliated but not owned

Participant in Lloyd's Syndicate 2468

Subsidiaries 100% owned by respective parent unless otherwise stated

^ Total percentage owned by respective parent and other affiliated companies

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

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
Great American Financial Resources, Inc. ^	DE	06-1356481	
AAG Holding Company, Inc.	OH	31-1475936	
Great American Financial Statutory Trust IV	CT	58-646032	
Great American Life Insurance Company *	OH	13-1935920	63312
Aerielle IP Holdings, LLC ^	OH	45-2969767	
Aerielle, LLC ^	DE	26-4391696	
Annuity Investors Life Insurance Company *	OH	31-1021738	93661
Bay Bridge Marina Hemingway's Restaurant, LLC (85%)	MD	27-4078277	
Bay Bridge Marina Management, LLC (85%)	MD	27-0513333	
Brothers Management, LLC (99%)	FL	20-1246122	
FT Liquidation, LLC	OH	45-3988240	
GALIC - Bay Bridge Marina, LLC	MD	20-4604276	
GALIC - Sorrento, LLC ^	FL	45-5565693	
GALIC Brothers, Inc. (80%)	OH	31-1391777	
GALIC Pointe, LLC ^	FL	45-1144095	
Manhattan National Holding Corporation	OH	26-3260520	
Manhattan National Life Insurance Company *	IL	45-0252531	67083
Skipjack Marina Corp.	MD	52-2179330	
United Teacher Associates, Ltd. ^	TX	74-2180806	
United Teacher Associates Insurance Company *	TX	58-0869673	63479
AAG Insurance Agency, Inc.	KY	31-1422717	
Ceres Group, Inc.	DE	34-1017531	
Continental General Corporation	NE	47-0717079	
Continental General Insurance Company *	OH	47-0463747	71404
Continental Print & Photo Co.	NE	47-0562685	
QQAgency of Texas, Inc.	TX	34-1947042	
Great American Advisors, Inc.	OH	31-1395344	
Great American Holding, Inc.	OH	42-1575938	
Agricultural Services, LLC	OH	27-3062314	
United States Commodities Producers, LLC (75%)	MT	45-4110027	
United States Livestock Producers, LLC (75%)	NV	27-2354685	
Livestock Market Enhancement Risk Retention Group * ^	NV	27-4395897	14084
American Empire Surplus Lines Insurance Company *	DE	31-0912199	35351
American Empire Insurance Company *	OH	31-0973761	37990
American Empire Underwriters, Inc.	TX	59-1671722	
GAI Australia Pty Ltd	AUS		
Great American International Insurance Limited *	IRL		
Mid-Continent Casualty Company *	OH	73-0556513	23418
Mid-Continent Assurance Company *	OH	73-1406844	15380
Mid-Continent Excess and Surplus Insurance Company *	DE	38-3803661	13794
Mid-Continent Specialty Insurance Services, Inc.	OK	30-0571535	
Oklahoma Surety Company *	OH	73-0773259	23426
Premier International Insurance Company *	TCA	98-0627464	

* Denotes insurer

@ Company affiliated but not owned

Participant in Lloyd's Syndicate 2468

Subsidiaries 100% owned by respective parent unless otherwise stated

^ Total percentage owned by respective parent and other affiliated companies

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

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
Great American Insurance Company *	OH	31-0501234	16691
American Signature Underwriters, Inc.	OH	31-1463075	
Brothers Property Corporation (80%)	OH	59-2840291	
Brothers Le Pavillon, LLC	DE	20-5173494	
Brothers Le Pavillon (SPE), LLC	DE	20-5173589	
Brothers Pennsylvanian Corporation	PA	25-1754638	
Brothers Property Management Corporation	OH	59-2840294	
Crescent Centre Apartments ^	OH	20-4498054	
Crop Managers Insurance Agency, Inc.	KS	31-1277904	
Dempsey & Siders Agency, Inc.	OH	31-0589001	
Eden Park Insurance Brokers, Inc.	CA	31-1341668	
El Aguila, Compañía de Seguros, S.A. de C.V. *	MEX		
Financiadora de Primas Condor, S.A. de C.V. (99%)	MEX		
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.	CAN		
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 *	GBR		
Key Largo Group, Inc.	FL	59-1263251	
National Interstate Corporation (51.7%)	OH	34-1607394	
American Highways Insurance Agency, Inc.	OH	34-1899058	
Explorer RV Insurance Agency, Inc.	OH	31-1548235	
Hudson Indemnity, Ltd.	CYM	98-0191335	
Hudson Management Group, Ltd.	VIR	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 *	BMU		
Safety Claims and Litigation Services, LLC	MT	20-5546054	
Pinecrest Place LLC	FL	27-2226948	
PLLS Canada Insurance Brokers Inc. ^	CAN	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	
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)	*
Members														
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.....	31-02828578..	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.....	46-1665396..	0.....	0.....		Pennsylvania Lehigh Oil & Gas Holdings LLC.....	PA.....	NIA.....	Lehigh Valley Railroad Company.....	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.....	46-1852532..	0.....	0.....		Michigan Oil & Gas Holdings, LLC.....	MI.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc...	0.....
0.....		0.....	46-1480078..	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.....	46-3246684..	0.....	0.....		Pennsylvania Oil & Gas Holdings, LLC.....	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.....	IA.....	American Premier Underwriters, Inc.....	Ownership.....	100.000	American Financial Group, Inc...	0.....
0.....		0.....	0.....	0.....	0.....		GAI Insurance Company, Ltd.....	BMU.....	NIA.....	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.....	GBR.....	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.....	IA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc...	0.....

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0084.....	American Financial Group, Inc.....	22179.....	95-2801326.....	0.....	0.....		Republic Indemnity Company of America.....	CA.....	IA.....	APU Holding Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0084.....	American Financial Group, Inc.....	43753.....	31-1054123.....	0.....	0.....		Republic Indemnity Company of California.....	CA.....	NIA.....	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.....	31-0823725.....	0.....	0.....		Dixie Terminal Corporation.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	98-0606803.....	0.....	0.....		GAI Holding Bermuda Ltd.....	BMU.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	98-0556144.....	0.....	0.....		GAI Indemnity, Ltd.....	GBR.....	IA.....	GAI Holding Bermuda Ltd.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Marketform Group Limited.....	GBR.....	NIA.....	GAI Holding Bermuda Ltd.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Marketform Holdings Limited.....	GBR.....	NIA.....	Marketform Group Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Caduceus Underwriting Limited.....	GBR.....	IA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	98-0412245.....	0.....	0.....		Lavenham Underwriting Limited.....	GBR.....	IA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Marketform Limited.....	GBR.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Gabinet Marketform SL.....	ESP.....	NIA.....	Marketform Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Marketform Australia Pty Limited.....	AUS.....	NIA.....	Marketform Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Studio Marketform SRL.....	ITA.....	NIA.....	Marketform Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Marketform Management Services Limited.....	GBR.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Marketform Managing Agency Limited.....	GBR.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	98-0431601.....	0.....	0.....		Sampford Underwriting Limited.....	GBR.....	IA.....	Marketform Holdings Limited.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		Marketform Trust Company Limited.....	GBR.....	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.....	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.....	IA.....	Great American Life Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
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.....

Q12.1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0084.....	American Financial Group, Inc.....	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.....	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.....	Unites 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.....	AUS.....	NIA.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	0.....	0.....	0.....		Great American International Insurance Limited.....	IRL.....	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.....	TCA.....	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.....
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.....

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.....	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.....	MEX.....	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.....	MEX.....	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.....	CAN.....	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.....
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.....	GBR.....	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.....	..51.700	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.....	CYM.....	IA.....	National Interstate Corporation.....	Ownership.....	..100.000	American Financial Group, Inc...	0.....
0.....		0.....	66-0660039..	0.....	0.....		Hudson Management Group, Ltd.....	VIR.....	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.....

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.....	American Financial Group, Inc.....	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....	5.....
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.....	BMU.....	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.....	27-2226948..	0.....	0.....		Pinecrest Place LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	871850814..	0.....	0.....		PLLS Canada Insurance Brokers Inc.....	CAN.....	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.....	31-1119320..	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

Statement for June 30, 2013 of the **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
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	(1,383)	.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	(1,383)	.0	.0

DETAILS OF WRITE-INS

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

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date		3 Prior Year Year to Date
		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
3402.	0	.0	.0	.0
3403.	0	.0	.0	.0
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	.0	.0	.0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	.0	.0	.0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2010 + Prior.....	2,214	2,332	4,546	847	18	865	1,629	138	1,895	3,662	262	(281)	(19)
2. 2011.....	399	515	915	90	20	110	443	77	377	897	134	(41)	93
3. Subtotals 2011 + Prior.....	2,613	2,848	5,461	937	38	975	2,072	215	2,272	4,559	396	(322)	74
4. 2012.....	466	1,554	2,020	159	45	204	411	472	1,218	2,101	104	181	285
5. Subtotals 2012 + Prior.....	3,079	4,401	7,481	1,096	83	1,180	2,483	687	3,490	6,660	500	(141)	359
6. 2013.....	XXX	XXX	XXX	XXX	101	101	XXX	51	2,228	2,279	XXX	XXX	XXX
7. Totals.....	3,079	4,401	7,481	1,096	184	1,280	2,483	738	5,718	8,939	500	(141)	359
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. 16.2 %	2. (3.2)%	3. 4.8 %
												Col. 13, Line 7 Line 8	
													4. 1.6 %

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

Statement for June 30, 2013 of the **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.....	28,949,317	31,934,235
2. Cost of bonds and stocks acquired.....	2,231,063	1,498,780
3. Accrual of discount.....	14,900	41,635
4. Unrealized valuation increase (decrease).....	26,096	328,923
5. Total gain (loss) on disposals.....	18,608	42,526
6. Deduct consideration for bonds and stocks disposed of.....	5,590,940	4,516,203
7. Deduct amortization of premium.....	97,114	.223,076
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	.157,500
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	25,551,929	28,949,317
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	25,551,929	28,949,317

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	24,361,081	4,596,898	2,307,386	(38,393)	24,361,081	26,612,200	0	23,656,784
2. Class 2 (a).....	3,561,238	0	101,000	1,489	3,561,238	3,461,727	0	3,558,732
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
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.....	27,922,319	4,596,898	2,408,386	(36,904)	27,922,319	30,073,927	0	27,215,516
PREFERRED STOCK								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	1,022,000	0	1,000,000	(22,000)	1,022,000	0	0	1,024,000
10. Class 3.....	467,500	0	0	0	467,500	467,500	0	467,500
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.....	1,489,500	0	1,000,000	(22,000)	1,489,500	467,500	0	1,491,500
15. Total Bonds and Preferred Stock.....	29,411,819	4,596,898	3,408,386	(58,904)	29,411,819	30,541,427	0	28,707,016

(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 \$....5,325,915; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

QS102

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.....	5,325,915	XXX.....	5,325,915	.273	.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.....	61,417	455,312
2. Cost of short-term investments acquired.....	8,747,933	7,540,210
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.....	3,483,435	7,934,105
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).....	5,325,915	61,417
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	5,325,915	61,417

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 - Industrial and Miscellaneous									
404225 AZ 7	HSART 2013-T2 A2 ABS 1.1472 05/16/2044.....		..05/17/2013	CS FIRST BOSTON.....		.....500,000	.....500,000	.....0	1FE.....
404225 BD 5	HSART 2013-T3 A3 ABS 1.7932 05/15/2046.....		..05/17/2013	CS FIRST BOSTON.....		.....499,998	.....500,000	.....0	1FE.....
40536P AC 7	HLCYN 2006-1A C CLO FLT 05/21/2018.....	R.....	..05/31/2013	ROYAL BANK OF CANADA.....		.....496,875	.....500,000	.....209	1FE.....
63861G AA 8	NMART 2013-T1 A1 ABS 1.08 06/20/44.....		..06/04/2013	CS FIRST BOSTON.....		.....499,997	.....500,000	.....0	1FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					1,996,870	2,000,000	209	XXX.....
8399997.	Total - Bonds - Part 3.....					1,996,870	2,000,000	209	XXX.....
8399999.	Total - Bonds.....					1,996,870	2,000,000	209	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					1,996,870	XXX.....	209	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	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Temporar y Amortizatio n (Accretion)	13 Other Than Temporary Impairment	14 Total Change in B./A.C.V. (11+12-13)	15 Foreign Exchange Change in B./A.C.V.									
Bonds - U.S. Special Revenue and Special Assessment																							
708796 B9 7	PA HSG SFM 113 4.00 10/01/2041		04/01/2013	Partial Call 100.0		5,000	5,000	5,204	5,176	0	(180)	0	(180)	0	5,000	0	0	0	0	100	10/01/2041	1FE....	
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.					5,000	5,000	5,204	5,176	0	(180)	0	(180)	0	5,000	0	0	0	0	100	XXX..	XXX..	
Bonds - Industrial and Miscellaneous																							
12669G XN 6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035		04/25/2013	MBS Paydown 0.081678766..		10,441	10,441	10,439	9,899	0	425	0	425	0	10,441	0	0	0	0	182	05/25/2035	1FM....	
12669G XN 6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035		05/25/2013	MBS Paydown 0.067793976..		13,885	13,885	13,883	13,165	0	619	0	619	0	13,885	0	0	0	0	303	05/25/2035	1FM....	
12669G XN 6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035		06/25/2013	MBS Paydown 0.059504344..		8,290	8,290	8,288	7,860	0	356	0	356	0	8,290	0	0	0	0	217	05/25/2035	1FM....	
16165L AC 4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36		04/25/2013	MBS Paydown 0.131785375..		14,733	14,733	14,731	14,733	0	0	0	0	0	14,733	0	0	0	0	265	06/25/2036	1FM....	
16165L AC 4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36		05/25/2013	MBS Paydown 0.121210492..		10,575	10,575	10,574	10,575	0	0	0	0	0	10,575	0	0	0	0	227	06/25/2036	1FM....	
16165L AC 4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36		06/25/2013	MBS Paydown 0.120432749..		778	778	778	778	0	0	0	0	0	778	0	0	0	0	20	06/25/2036	1FM....	
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035		04/25/2013	MBS Paydown 0.571524075..		18,462	18,462	18,461	17,104	0	10	0	10	0	18,462	0	0	0	0	323	08/25/2035	1FM....	
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035		05/25/2013	MBS Paydown 0.552655903..		18,868	18,868	18,868	17,481	0	27	0	27	0	18,868	0	0	0	0	413	08/25/2035	1FM....	
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035		06/25/2013	MBS Paydown 0.526018025..		26,638	26,638	26,637	24,679	0	49	0	49	0	26,638	0	0	0	0	699	08/25/2035	1FM....	
21987H AS 4	CBBC-ADM 98-1 6.50 12-15-17 AL120613		06/15/2013	Sinking Fund Redemption 100.0		32,703	32,703	33,940	33,070	0	(61)	0	(61)	0	32,703	0	0	0	0	1,063	12/15/2017	1FE....	
961548 AS 3	WESTVACO CORP 7.50 06/15/2027		06/15/2013	Sinking Fund Redemption 100.0		101,000	101,000	102,264	102,048	0	(1,059)	0	(1,059)	0	101,000	0	0	0	0	3,788	06/15/2027	2FE....	
3899999.	Total - Bonds - Industrial & Miscellaneous.					256,371	256,371	258,862	251,391	0	365	0	365	0	256,371	0	0	0	0	7,501	XXX..	XXX..	
8399997.	Total - Bonds - Part 4					261,371	261,371	264,066	256,567	0	185	0	185	0	261,371	0	0	0	0	7,601	XXX..	XXX..	
8399999.	Total - Bonds..					261,371	261,371	264,066	256,567	0	185	0	185	0	261,371	0	0	0	0	7,601	XXX..	XXX..	
Preferred Stocks - Industrial and Miscellaneous																							
902973 88 2	US BANCORP 7.875 C		06/03/2013	Call 25.0		40,000,000	1,000,000	0.00	1,000,000	1,024,000	(24,000)	0	0	(24,000)	0	1,000,000	0	0	0	0	50,532	XXX..	P2LFE..
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous.					1,000,000	XXX..	1,000,000	1,024,000	(24,000)	0	0	(24,000)	0	1,000,000	0	0	0	0	50,532	XXX..	XXX..	
8999997.	Total - Preferred Stocks - Part 4					1,000,000	XXX..	1,000,000	1,024,000	(24,000)	0	0	(24,000)	0	1,000,000	0	0	0	0	50,532	XXX..	XXX..	
8999999.	Total - Preferred Stocks					1,000,000	XXX..	1,000,000	1,024,000	(24,000)	0	0	(24,000)	0	1,000,000	0	0	0	0	50,532	XXX..	XXX..	
9899999.	Total - Preferred and Common Stocks					1,000,000	XXX..	1,000,000	1,024,000	(24,000)	0	0	(24,000)	0	1,000,000	0	0	0	0	50,532	XXX..	XXX..	
9999999.	Total - Bonds, Preferred and Common Stocks					1,261,371	XXX..	1,264,066	1,280,567	(24,000)	185	0	(23,815)	0	1,261,371	0	0	0	0	58,133	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-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

Statement for June 30, 2013 of the **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 * XXX..
					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	.....5,002	.....5,001	.....5,263	XXX..
PNC Bank.....	Pittsburgh, Pennsylvania.....	.....0.000	.....0	.....0	.....3,507,967	.....3,551,968	.....3,564,959	XXX..
PNC Bank.....	Pittsburgh, Pennsylvania.....	.....0.000	.....0	.....0	.....(1,577)	.....(1,577)	.....(1,577)	XXX..
0199999. Total Open Depositories.....	...XXX.....XXX.....	.....0	.....0	.....0	.....3,511,392	.....3,555,391	.....3,568,645	XXX..
0399999. Total Cash on Deposit.....	...XXX.....XXX.....	.....0	.....0	.....0	.....3,511,392	.....3,555,391	.....3,568,645	XXX..
0599999. Total Cash.....	...XXX.....XXX.....	.....0	.....0	.....0	.....3,511,392	.....3,555,391	.....3,568,645	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
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NONE



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended June 30, 2013

NAIC Group Code.....0084

NAIC Company Code.....37990

Company Name: AMERICAN EMPIRE INSURANCE COMPANY

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

1. Monoline Policies

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