



QUARTERLY STATEMENT

As of September 30, 2013
of the Condition and Affairs of the

AMERICAN EMPIRE INSURANCE COMPANY

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

OFFICERS

Name	Title	Name	Title
1. FREDERICK JAMES WOEBSE	President & Chief Operating Officer	2. EVE CUTLER ROSEN	Secretary
3. THOMAS MATTHEW HELD #	Senior 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
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	STEPHEN CHARLES BERAHA	Assistant Secretary
HOWARD KIM BAIRD	Assistant Treasurer	DAVID JOHN WITZGALL	Assistant Treasurer
ROBERT JUDE ZBACNIK	Assistant Treasurer		

DIRECTORS OR TRUSTEES

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

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

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

FREDERICK JAMES WOEBSE	EVE CUTLER ROSEN	THOMAS MATTHEW HELD
President & Chief Operating Officer	Secretary	Senior Vice President & Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This 5th day of November, 2013	b. If no:	1. State the amendment number
		2. Date filed
		3. Number of pages attached

Notary Public, State of Ohio
My Commission expires October 18, 2015

AMERICAN EMPIRE INSURANCE COMPANY
ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds.....	26,259,643	0	26,259,643	27,154,099
2. Stocks:				
2.1 Preferred stocks.....	467,500	0	467,500	1,491,500
2.2 Common stocks.....	333,408	0	333,408	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 (\$.....3,556,485), cash equivalents (\$.....0) and short-term investments (\$.....5,391,469).....	8,947,954	0	8,947,954	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).....	36,008,506	0	36,008,506	31,613,137
13. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
14. Investment income due and accrued.....	310,100	0	310,100	342,242
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	456,806	0	456,806	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.....	7,556	0	7,556	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.....	1,033,643	138,647	894,996	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.....	18,778	0	18,778	33,135
24. Health care (\$.....0) and other amounts receivable.....	0	0	0	0
25. Aggregate write-ins for other than invested assets.....	2,000	0	2,000	10,161
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	37,837,389	138,647	37,698,742	33,537,389
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
28. Total (Lines 26 and 27).....	37,837,389	138,647	37,698,742	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.....	2,000	0	2,000	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).....	2,000	0	2,000	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 \$....2,266,975).....	7,106,148	5,655,555
2. Reinsurance payable on paid losses and loss adjustment expenses.....	154,264	254,680
3. Loss adjustment expenses.....	2,833,256	1,825,188
4. Commissions payable, contingent commissions and other similar charges.....	328,240	304,841
5. Other expenses (excluding taxes, licenses and fees).....	366,985	366,547
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	28,675	30,293
7.1 Current federal and foreign income taxes (including \$....(6,007) on realized capital gains (losses)).....	92,816	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.....	3,669,900	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.....	164,572	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.....	17,519	1,348
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	14,796,234	11,349,056
27. Protected cell liabilities.....	0	0
28. Total liabilities (Lines 26 and 27).....	14,796,234	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).....	3,702,509	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).....	22,902,509	22,188,333
38. Totals (Page 2, Line 28, Col. 3).....	37,698,742	33,537,389

DETAILS OF WRITE-INS		
2501. Retrospective premium payable.....	17,519	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).....	17,519	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

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 \$.....6,213,987).....	.....5,302,328	.....2,962,125	.....4,230,005
1.3 Ceded..... (written \$.....0).....	.....0	.....0	.....0
1.4 Net..... (written \$.....6,213,987).....	.....5,302,328	.....2,962,125	.....4,230,005
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....2,355,449):			
2.1 Direct.....	.....(1,383)	.....394	.....(450)
2.2 Assumed.....	.....2,121,885	.....1,141,669	.....1,799,804
2.3 Ceded.....	.....(239,303)	.....235,735	.....241,919
2.4 Net.....	.....2,359,805	.....906,328	.....1,557,435
3. Loss adjustment expenses incurred.....	.....1,866,433	.....434,005	.....845,232
4. Other underwriting expenses incurred.....	.....902,643	.....839,658	.....1,190,235
5. Aggregate write-ins for underwriting deductions.....	.....0	.....0	.....0
6. Total underwriting deductions (Lines 2 through 5).....	.....5,128,880	.....2,179,991	.....3,592,902
7. Net income of protected cells.....	.....0	.....0	.....0
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	.....173,447	.....782,133	.....637,103
INVESTMENT INCOME			
9. Net investment income earned.....	.....790,743	.....1,050,905	.....1,380,168
10. Net realized capital gains (losses) less capital gains tax of \$.....(20,633).....	.....57,959	.....(109,927)	.....(105,563)
11. Net investment gain (loss) (Lines 9 + 10).....	.....848,702	.....940,978	.....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).....	.....1,022,121	.....1,723,112	.....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).....	.....1,022,121	.....1,723,112	.....1,911,704
19. Federal and foreign income taxes incurred.....	.....344,663	.....537,493	.....604,681
20. Net income (Line 18 minus Line 19) (to Line 22).....	.....677,458	.....1,185,619	.....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).....	.....677,458	.....1,185,619	.....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 \$.....11,971.....	.....22,233	.....204,113	.....213,817
25. Change in net unrealized foreign exchange capital gain (loss).....	.....0	.....0	.....0
26. Change in net deferred income tax.....	.....43,672	.....52,552	.....96,631
27. Change in nonadmitted assets.....	.....(29,188)	.....80,037	.....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).....	.....714,175	.....1,522,321	.....(1,256,356)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	.....22,902,509	.....24,967,010	.....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

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.....	6,264,828	3,826,303	5,238,990
2. Net investment income.....	941,427	1,130,709	1,590,229
3. Miscellaneous income.....	(28)	0	(5)
4. Total (Lines 1 through 3).....	7,206,227	4,957,012	6,829,214
5. Benefit and loss related payments.....	1,012,864	1,034,725	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.....	1,738,789	1,606,536	2,235,712
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$....(12,777) tax on capital gains (losses).....	113,121	599,260	912,260
10. Total (Lines 5 through 9).....	2,864,774	3,240,520	4,703,332
11. Net cash from operations (Line 4 minus Line 10).....	4,341,454	1,716,492	2,125,882
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	5,101,666	2,171,859	4,516,203
12.2 Stocks.....	1,029,838	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).....	6,131,504	2,171,859	4,516,203
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	4,289,748	1,498,781	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).....	4,289,748	1,498,781	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).....	1,841,756	673,078	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).....	100,923	7,241	(17,822)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	100,923	7,241	(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).....	6,284,133	2,396,810	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).....	8,947,953	2,935,148	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.

	State of Domicile	2013	2012
Net income state basis	Ohio	\$677,458	\$1,307,023
Effect of state prescribed practices	Ohio	0	0
Effect of state permitted practices	Ohio	0	0
Net Income, NAIC SAP		\$677,458	\$1,307,023
Statutory surplus state basis	Ohio	\$22,902,509	\$22,188,333
Effect of state prescribed practices	Ohio	0	0
Effect of state permitted practices	Ohio	0	0
Statutory Surplus, NAIC SAP		\$22,902,509	\$22,188,333

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	\$	(11,920)
	2. 12 months or longer		0

b.	The aggregate related fair value of securities with unrealized losses:		
	1. Less than 12 months	\$	1,985,961
	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 September 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 ½ 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	333,408	-	-	333,408
Other investments	-	-	-	-
Total assets accounted for at fair value	<u>\$ 333,408</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 333,408</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	Aggregate Fair Value	Admitted Assets	Level 1	Fair Value	
				Level 2	Level 3
Assets:					
Bonds:					
U.S. Government and government agencies	2,913,409	2,833,435	2,913,409	-	-
States, municipalities and political subdivisions	17,183,470	16,426,335	-	17,183,470	-
Foreign government	-	-	-	-	-
Residential MBS	576,349	558,439	-	576,349	-
Commercial MBS	647,016	629,154	-	647,016	-
Asset backed securities	1,985,961	1,997,881	-	1,985,961	-
All other bonds	4,309,854	3,814,399	-	3,934,290	375,564
Total bonds	27,616,059	26,259,643	2,913,409	24,327,086	375,564
Non affiliated preferred stocks	487,250	467,500	487,250	-	-
Non affiliated common stocks	333,408	333,408	333,408	-	-
Affiliated common stock	-	-	-	-	-
Mortgage loans	-	-	-	-	-
Other investments - Schedule BA	-	-	-	-	-
Policy Loans	-	-	-	-	-
Total financial assets	28,436,717	27,060,551	3,734,067	24,327,086	375,564

- 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 September 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	3,584	2,496
Prior accident years	642	(93)
	4,226	2,403
Loss and loss adjustment expense payments made for:		
Current accident year	(185)	(475)
Prior accident years	(1,583)	(2,455)
	(1,768)	(2,930)
Balance at end of period	\$9,939	\$7,481

26.) Intercompany Pooling Arrangements

No significant change.

27.) Structured Settlements

No significant change.

28.) Health Care Receivables

Not applicable.

29.) Participating Policies

Not applicable.

30.) Premium Deficiency Reserves

The Company does not have any premium deficiency reserves.

31.) High Deductibles

No significant change.

32.) Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses

No significant change.

33.) Asbestos/Environmental Reserves

No significant change.

34.) Subscriber Savings Accounts

No significant change.

35.) Multiple Peril Crop Insurance

No significant change.

36.) Financial Guaranty Insurance

No significant change.

AMERICAN EMPIRE INSURANCE COMPANY
GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES - GENERAL

1.1

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

Yes [☐]

No [☒ X]

1.2

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

Yes [☐]

No [☐]

2.1

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

Yes [☐]

No [☒ X]

2.2

If yes, date of change:

.....

3.1

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	2	3
Name of Entity	NAIC Company Code	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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC
American Money Management Corporation	Cincinnati, OH	NO	NO	NO	YES
Great American Advisors, Inc.	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:
- \$18,778

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?
- Yes [] No []
- 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 Money 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

AMERICAN EMPIRE INSURANCE COMPANY
GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1.

If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?
If yes, attach an explanation.
Not Applicable

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

2.

Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?
If yes, attach an explanation.
Not Applicable

Yes [] No [X]

3.1

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

Yes [] No [X]

3.2

If yes, give full and complete information thereto:
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	2	3	Total Discount				Discount Taken During Period			
	Maximum Interest	Disc. Rate	4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
Line of Business	.....0.000	.....0.000	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
Total.....	.....XXX...	.....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0

5.

Operating Percentages:

5.1

A&H loss percent

0.0 %

5.2

A&H cost containment percent

0.0 %

5.3

A&H expense percent excluding cost containment expenses

0.0 %

6.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]

6.2

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

0

6.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]

6.4

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

0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
			2	3	4	5	6	7
States, Etc.		Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1.	Alabama.....	AL.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
2.	Alaska.....	AK.....L.....	.....0	.....0	.....0	.....0	.....0	.....1,294
3.	Arizona.....	AZ.....L.....	.....0	.....0	.....0	.....0	.....0	.....25
4.	Arkansas.....	AR.....L.....	.....0	.....0	.....0	.....0	.....0	.....15
5.	California.....	CA.....L.....	.....0	.....0	.....0	.....0	.....0	.....246
6.	Colorado.....	CO.....L.....	.....0	.....0	.....0	.....0	.....0	.....75
7.	Connecticut.....	CT.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
8.	Delaware.....	DE.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
9.	District of Columbia.....	DC.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
10.	Florida.....	FL.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
11.	Georgia.....	GA.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
12.	Hawaii.....	HI.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
13.	Idaho.....	ID.....L.....	.....0	.....0	.....0	.....0	.....0	.....15
14.	Illinois.....	IL.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
15.	Indiana.....	IN.....L.....	.....0	.....0	.....0	.....0	.....0	.....30
16.	Iowa.....	IA.....L.....	.....0	.....0	.....0	.....0	.....0	.....10
17.	Kansas.....	KS.....L.....	.....0	.....0	.....0	.....0	.....0	.....20
18.	Kentucky.....	KY.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
19.	Louisiana.....	LA.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
20.	Maine.....	ME.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
21.	Maryland.....	MD.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
22.	Massachusetts.....	MA.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
23.	Michigan.....	MI.....L.....	.....0	.....0	.....0	.....0	.....0	.....45
24.	Minnesota.....	MN.....L.....	.....0	.....0	.....0	.....0	.....0	.....35
25.	Mississippi.....	MS.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
26.	Missouri.....	MO.....L.....	.....0	.....0	.....0	.....0	.....0	.....35
27.	Montana.....	MT.....L.....	.....0	.....0	.....0	.....0	.....0	.....5
28.	Nebraska.....	NE.....L.....	.....0	.....0	.....0	.....0	.....0	.....10
29.	Nevada.....	NV.....L.....	.....0	.....0	.....0	.....0	.....0	.....20
30.	New Hampshire.....	NH.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
31.	New Jersey.....	NJ.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
32.	New Mexico.....	NM.....L.....	.....0	.....0	.....0	.....0	.....0	.....5
33.	New York.....	NY.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
34.	North Carolina.....	NC.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
35.	North Dakota.....	ND.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
36.	Ohio.....	OH.....L.....	.....0	.....0	.....0	.....0	.....0	.....35
37.	Oklahoma.....	OK.....L.....	.....0	.....0	.....0	.....0	.....0	.....25
38.	Oregon.....	OR.....L.....	.....0	.....0	.....0	.....0	.....0	.....76
39.	Pennsylvania.....	PA.....Q.....	.....0	.....0	.....0	.....0	.....0	.....0
40.	Rhode Island.....	RI.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
41.	South Carolina.....	SC.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
42.	South Dakota.....	SD.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
43.	Tennessee.....	TN.....L.....	.....0	.....0	.....0	.....0	.....0	.....5
44.	Texas.....	TX.....L.....	.....0	.....0	.....0	.....0	.....0	.....65
45.	Utah.....	UT.....L.....	.....0	.....0	.....0	.....0	.....0	.....20
46.	Vermont.....	VT.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
47.	Virginia.....	VA.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
48.	Washington.....	WA.....L.....	.....0	.....0	.....0	.....0	.....0	.....101
49.	West Virginia.....	WV.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
50.	Wisconsin.....	WI.....L.....	.....0	.....0	.....0	.....0	.....0	.....15
51.	Wyoming.....	WY.....L.....	.....0	.....0	.....0	.....0	.....0	.....0
52.	American Samoa.....	AS.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
53.	Guam.....	GU.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
54.	Puerto Rico.....	PR.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
55.	US Virgin Islands.....	VI.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
56.	Northern Mariana Islands.....	MP.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
57.	Canada.....	CAN.....N.....	.....0	.....0	.....0	.....0	.....0	.....0
58.	Aggregate Other Alien.....	OT.....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0
59.	Totals.....	(a).....46	.....0	.....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.	OH	31-1544320	
American Financial Capital Trust II	DE	31-6549738	
American Financial Capital Trust III	DE	16-6543606	
American Financial Capital Trust IV	DE	16-6543609	
American Financial Enterprises, Inc.	CT	31-0996797	
American Money Management Corporation	OH	31-0828578	
American Real Estate Capital Company, LLC (80%)	OH	27-1577326	
MidMarket Capital Partners, LLC (65%)	DE	27-2829629	
APU Holding Company	OH	41-2112001	
American Premier Underwriters, Inc.	PA	23-6000765	
The Associates of the Jersey Company	NJ	23-6297584	
Cal Coal, Inc.	IL	37-1094159	
Great Southwest Corporation	DE	95-2802826	
The Indianapolis Union Railway Company	IN	35-6001691	
Lehigh Valley Railroad Company	PA	13-6400464	
Pennsylvania Lehigh Oil & Gas Holdings LLC	PA	46-1665396	
Magnolia Alabama Holdings, Inc.	DE	20-1548213	
Magnolia Alabama Holdings LLC	AL	20-1574094	
Michigan Oil & Gas Holdings, LLC	MI	46-1852532	
Ohio Oil & Gas Holdings, LLC	OH	46-1480078	
The Owasco River Railway, Inc.	NY	13-6021353	
PCC Real Estate, Inc.	NY	31-1236926	
PCC Technical Industries, Inc.	DE	76-0080537	
PCC Maryland Realty Corp.	MD	31-1388401	
Penn Central Energy Management Company	DE	06-1209709	
Penn Towers, Inc.	PA	23-1537928	
Pennsylvania Oil & Gas Holdings, LLC	PA	46-3246684	
Pennsylvania-Reading Seashore Lines (66.67%)	NJ	23-6000766	
Pittsburgh and Cross Creek Railroad Company (83%)	PA	23-6207599	
Terminal Realty Penn Co.	DC	23-1707450	
Waynesburg Southern Railroad Company	PA	23-1675796	
GAI Insurance Company, Ltd. *	BMU		
Hangar Acquisition Corp.	OH	31-1446308	
Lease & Loan Insurance Services Limited	GBR		
Premier Lease & Loan Services Insurance Agency, Inc.	WA	91-1242743	
Premier Lease & Loan Services of Canada, Inc.	WA	91-1508644	
Republic Indemnity Company of America *	CA	95-2801326	22179
Republic Indemnity Company of California *	CA	31-1054123	43753
Risiko Management Corporation	DE	31-1262960	
Dixie Terminal Corporation	OH	31-0823725	
GAI Holding Bermuda Ltd.	BMU	98-0606803	
GAI Indemnity, Ltd. #	GBR	98-0556144	
Marketform Group Limited	GBR		
Marketform Holdings Limited	GBR		
Caduceus Underwriting Limited	GBR		
Lavenham Underwriting Limited #	GBR	98-0412245	
Marketform Limited	GBR		
Gabinete Marketform SL	ESP		
Marketform Australia Pty Limited	AUS		
Studio Marketform SRL	ITA		
Marketform Management Services Limited	GBR		
Marketform Managing Agency Limited	GBR		
Sampford Underwriting Limited #	GBR	98-0431601	
Marketform Trust Company Limited	GBR		

* 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 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
QQAAgency 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, Compañia 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
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.....	31-0828578..	0.....	0.....		American Money Management Corporation.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	27-1577326..	0.....	0.....		American Real Estate Capital Company, LLC.....	OH.....	NIA.....	American Money Management Corporation.....	Ownership.....	...80.000	American Financial Group, Inc....	0.....
0.....		0.....	27-2829629..	0.....	0.....		MidMarket Capital Partners, LLC.....	DE.....	NIA.....	American Money Management Corporation.....	Ownership.....	...65.000	American Financial Group, Inc....	0.....
0.....		0.....	41-2112001..	0.....	0.....		APU Holding Company.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	23-6000765..	0.....	0.....		American Premier Underwriters, Inc.....	PA.....	NIA.....	APU Holding Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	23-6297584..	0.....	0.....		The Associates of the Jersey Company.....	NJ.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	37-1094159..	0.....	0.....		Cal Coal, Inc.....	IL.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	95-2802826..	0.....	0.....		Great Southwest Corporation.....	DE.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	35-6001691..	0.....	0.....		The Indianapolis Union Railway Company.....	IN.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	13-6400464..	0.....	0.....		Lehigh Valley Railroad Company.....	PA.....	NIA.....	American Premier Underwriters, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	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.....		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.....		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

Q12.1

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.....		Risiko 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.....		Gabinete 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.....
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.....	NIA.....	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.....
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.....

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q12.2

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.....	31-1422717..	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.....	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.....		United States Commodities Producers LLC.....	MT.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	...75.000	American Financial Group, Inc....	0.....
0084.....	American Financial Group, Inc.....	14084.....	27-4395897..	0.....	0.....		Livestock Market Enhancement Risk Retention Group.....	NV.....	IA.....	United States Commodities Producers LLC.....	Ownership.....	...1.000	American Financial Group, Inc....	2.....
0.....		0.....	27-2354685..	0.....	0.....		United States Livestock Producers, LLC.....	NV.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	...75.000	American Financial Group, Inc....	0.....
0084.....	American Financial Group, Inc.....	14084.....	27-4395897..	0.....	0.....		Livestock Market Enhancement Risk Retention Group.....	NV.....	IA.....	United States Livestock Producers, LLC.....	Ownership.....	...99.000	American Financial Group, Inc....	2.....
0084.....	American Financial Group, Inc.....	35351.....	31-0912199..	0.....	0.....		American Empire Surplus Lines Insurance Company.....	DE.....	UDP.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0084.....	American Financial Group, Inc.....	37990.....	31-0973761..	0.....	0.....		American Empire Insurance Company.....	OH.....		American Empire Surplus Lines Insurance Company...	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....	59-1671722..	0.....	0.....		American Empire Underwriters, Inc.....	TX.....	NIA.....	American Empire Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....		0.....		0.....	0.....		GAI Australia Pty Ltd.....	AUS.....	NIA.....	Great American Holding, Inc.....	Ownership.....	...100.000	American Financial Group, Inc....	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.....
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.....		El Aguila, Compañía de Seguros, S.A. de C.V.....	MEX.....	IA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q12.3

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.....	.....	0.....	0.....	.....	Financidora 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.....	.....	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.....	.....	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.....	.....	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.....
0.....	.....	0.....	36-4670968..	0.....	0.....	.....	Commercial For Hire Transportation Purchasing Group.....	SC.....	NIA.....	National Interstate Insurance Agency, Inc.....	Management.....	.....0.000	American Financial Group, Inc....	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.....

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.....	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.....	.....	Triumphe Casualty Company.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....	0.....	43-1254631..	0.....	0.....	.....	TransProtection Service Company.....	MO.....	NIA.....	National Interstate Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0084.....	American Financial Group, Inc.....	21172.....	86-0114294..	0.....	0.....	.....	Vanliner Insurance Company.....	MO.....	IA.....	National Interstate Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc....	0.....
0.....	0.....	.....	0.....	0.....	.....	Vanliner Reinsurance Limited.....	BMU.....	IA.....	National Interstate Insurance Company.....	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.....

AMERICAN EMPIRE INSURANCE COMPANY
PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....	0	0	0.0	0.0
2. Allied lines.....	0	0	0.0	0.0
3. Farmowners multiple peril.....	0	0	0.0	0.0
4. Homeowners multiple peril.....	0	0	0.0	0.0
5. Commercial multiple peril.....	0	0	0.0	0.0
6. Mortgage guaranty.....	0	0	0.0	0.0
8. Ocean marine.....	0	0	0.0	0.0
9. Inland marine.....	0	0	0.0	0.0
10. Financial guaranty.....	0	0	0.0	0.0
11.1. Medical professional liability - occurrence.....	0	0	0.0	0.0
11.2. Medical professional liability - claims-made.....	0	0	0.0	0.0
12. Earthquake.....	0	0	0.0	0.0
13. Group accident and health.....	0	0	0.0	0.0
14. Credit accident and health.....	0	0	0.0	0.0
15. Other accident and health.....	0	0	0.0	0.0
16. Workers' compensation.....	0	0	0.0	0.0
17.1 Other liability-occurrence.....	0	0	0.0	0.0
17.2 Other liability-claims made.....	0	0	0.0	0.0
17.3 Excess workers' compensation.....	0	0	0.0	0.0
18.1 Products liability-occurrence.....	0	0	0.0	0.0
18.2 Products liability-claims made.....	0	0	0.0	0.0
19.1, 19.2 Private passenger auto liability.....	0	0	0.0	0.0
19.3, 19.4 Commercial auto liability.....	0	0	0.0	0.0
21. Auto physical damage.....	0	0	0.0	0.0
22. Aircraft (all perils).....	0	(1,383)	0.0	0.0
23. Fidelity.....	0	0	0.0	0.0
24. Surety.....	0	0	0.0	0.0
26. Burglary and theft.....	0	0	0.0	0.0
27. Boiler and machinery.....	0	0	0.0	0.0
28. Credit.....	0	0	0.0	0.0
29. International.....	0	0	0.0	0.0
30. Warranty.....	0	0	0.0	0.0
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	0.0
35. Totals.....	0	(1,383)	0.0	0.0
DETAILS OF WRITE-INS				
3401.	0	0	0.0	0.0
3402.	0	0	0.0	0.0
3403.	0	0	0.0	0.0
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	0.0

PART 2 - DIRECT PREMIUMS WRITTEN

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:



NONE

AMERICAN EMPIRE INSURANCE COMPANY
SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	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

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	28,949,321	31,934,236
2. Cost of bonds and stocks acquired.....	4,289,748	1,498,780
3. Accrual of discount.....	25,196	41,635
4. Unrealized valuation increase (decrease).....	34,203	328,923
5. Total gain (loss) on disposals.....	37,326	42,526
6. Deduct consideration for bonds and stocks disposed of.....	6,131,505	4,516,203
7. Deduct amortization of premium.....	143,737	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).....	27,060,552	28,949,321
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	27,060,552	28,949,321

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

QSI02		1	2	3	4	5	6	7	8
		Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
	BONDS								
	1. Class 1 (a).....	26,612,200	4,340,839	2,727,327	(38,946)	24,361,081	26,612,200	28,186,766	23,656,784
	2. Class 2 (a).....	3,461,727	0	0	2,619	3,561,238	3,461,727	3,464,346	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.....	30,073,927	4,340,839	2,727,327	(36,327)	27,922,319	30,073,927	31,651,112	27,215,516
	PREFERRED STOCK								
	8. Class 1.....	0	0	0	0	0	0	0	0
	9. Class 2.....	0	0	0	0	1,022,000	0	0	1,024,000
	10. Class 3.....	467,500	0	0	0	467,500	467,500	467,500	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.....	467,500	0	0	0	1,489,500	467,500	467,500	1,491,500
	15. Total Bonds and Preferred Stock.....	30,541,427	4,340,839	2,727,327	(36,327)	29,411,819	30,541,427	32,118,612	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 \$.....5,391,469; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

AMERICAN EMPIRE INSURANCE COMPANY
SCHEDULE DA - PART 1

Short-Term Investments					
	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....	.....5,391,469	.....XXX.....	.....5,391,469	.....552	.....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.....	.....11,030,087	.....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.....	.....5,700,035	.....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).....	.....5,391,469	.....61,417
11. Deduct total nonadmitted amounts.....	.....0	.....0
12. Statement value at end of current period (Line 10 minus Line 11).....	.....5,391,469	.....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	2					3	4	5			6	7	8	9	10
CUSIP Identification	Description					Foreign	Date Acquired	Name of Vendor			Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment															
61212R 4G 8	MT ST BRD OF HSG B-1 3.50 12/01/44.....					.....	...08/29/2013	RBC CAPITAL MARKETS.....			.....	.....514,140	.....500,000	.....0	1FE.....
645791 CZ 5	NJ ENVRNMNTL TRUST A-R 4.26 9/1/26.....					.....	...08/30/2013	BANC OF AMERICA SECURITIES.....			.....	.....504,545	.....500,000	.....222	1FE.....
647200 X6 6	NM MTGE FIN SFM C I 4.50 10/01/2043.....					.....	...08/08/2013	JP MORGAN SECURITIES INC.....			.....	.....1,040,000	.....1,000,000	.....0	1FE.....
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments.....					.....					.....	.....2,058,685	.....2,000,000	.....222	.....XXX.....
8399997.	Total - Bonds - Part 3.....					.....					.....	.....2,058,685	.....2,000,000	.....222	.....XXX.....
8399999.	Total - Bonds.....					.....					.....	.....2,058,685	.....2,000,000	.....222	.....XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					.....					.....	.....2,058,685	.....XXX.....	.....222	.....XXX.....

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

SCHEDULE D - PART 4

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

1	2			3 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 (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized									14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.																
CUSIP Identification	Description																												
Bonds - U.S. Special Revenue and Special Assessment																													
708796	B9	7	PA HSG SFM 113 4.00 10/01/2041.....	.....	07/10/2013	Partial Call 100.0.....	.....	.....35,000	.....35,000	.....36,427	.....36,196	.....0	.....(1,262)	.....0	.....(1,262)	.....0	.....35,000	.....0	.....0	.....0	.....1,085	10/01/2041	1FE.....					
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....							.....35,000	.....35,000	.....36,427	.....36,196	.....0	.....(1,262)	.....0	.....(1,262)	.....0	.....35,000	.....0	.....0	.....0	.....1,085	.....XXX...	..XXX...					
Bonds - Industrial and Miscellaneous																													
12669G	XN	6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035.....	.....	07/25/2013	MBS Paydown 0.048098751.....	.....	.....11,406	.....11,406	.....11,404	.....10,770	.....0	.....549	.....0	.....549	.....0	.....11,406	.....0	.....0	.....0	.....349	05/25/2035	1FM.....					
12669G	XN	6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035.....	.....	08/25/2013	MBS Paydown 0.038968096.....	.....	.....9,131	.....9,131	.....9,129	.....8,622	.....0	.....459	.....0	.....459	.....0	.....9,131	.....0	.....0	.....0	.....319	05/25/2035	1FM.....					
12669G	XN	6	CWHL 2005-12 1A5 SEQ 5.25 5/25/2035.....	.....	09/25/2013	MBS Paydown 0.03235631.....	.....	.....6,612	.....6,612	.....6,611	.....6,243	.....0	.....291	.....0	.....291	.....0	.....6,612	.....0	.....0	.....0	.....260	05/25/2035	1FM.....					
16165L	AC	4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36.....	.....	07/25/2013	MBS Paydown 0.118701906.....	.....	.....1,731	.....1,731	.....1,731	.....1,731	.....0	.....0	.....0	.....0	.....0	.....1,731	.....0	.....0	.....0	.....53	06/25/2036	1FM.....					
16165L	AC	4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36.....	.....	08/25/2013	MBS Paydown 0.117718823.....	.....	.....983	.....983	.....983	.....983	.....0	.....0	.....0	.....0	.....0	.....983	.....0	.....0	.....0	.....34	06/25/2036	1FM.....					
16165L	AC	4	CFLX 2006-1 A2A SEQ SSNR 5.935 6/25/36.....	.....	09/25/2013	MBS Paydown 0.116459627.....	.....	.....1,259	.....1,259	.....1,259	.....1,259	.....0	.....0	.....0	.....0	.....0	.....1,259	.....0	.....0	.....0	.....50	06/25/2036	1FM.....					
17307G	VN	5	CMLT1 2005-WF2 AF7 SEQ STP 8/25/2035.....	.....	07/25/2013	MBS Paydown 0.49585789.....	.....	.....30,160	.....30,160	.....30,159	.....27,741	.....0	.....61	.....0	.....61	.....0	.....30,160	.....0	.....0	.....0	.....923	08/25/2035	1FM.....					
17307G	VN	5	CMLT1 2005-WF2 AF7 SEQ STP 8/25/2035.....	.....	08/25/2013	MBS Paydown 0.465659739.....	.....	.....30,198	.....30,198	.....30,197	.....27,776	.....0	.....0	.....0	.....0	.....0	.....30,198	.....0	.....0	.....0	.....1,057	08/25/2035	1FM.....					
17307G	VN	5	CMLT1 2005-WF2 AF7 SEQ STP 8/25/2035.....	.....	09/25/2013	MBS Paydown 0.451099379.....	.....	.....14,560	.....14,560	.....14,560	.....13,392	.....0	.....0	.....0	.....0	.....0	.....14,560	.....0	.....0	.....0	.....573	08/25/2035	1FM.....					
17311Q	BG	4	CGCMT 2007-C6 A3 SEQ CSTR 12/10/49 FD.....	.....	09/10/2013	MBS Paydown 0.630312999.....	.....	.....369,687	.....369,687	.....367,319	.....368,941	.....0	.....329	.....0	.....329	.....0	.....369,687	.....0	.....0	.....0	.....16,019	12/10/2049	1FM.....					
3899999.	Total - Bonds - Industrial & Miscellaneous.....							.....475,727	.....475,727	.....473,352	.....467,458	.....0	.....1,689	.....0	.....1,689	.....0	.....475,727	.....0	.....0	.....0	.....19,638	.....XXX...	..XXX...					
8399997.	Total - Bonds - Part 4.....							.....510,727	.....510,727	.....509,779	.....503,654	.....0	.....427	.....0	.....427	.....0	.....510,727	.....0	.....0	.....0	.....20,723	.....XXX...	..XXX...					
8399999.	Total - Bonds.....							.....510,727	.....510,727	.....509,779	.....503,654	.....0	.....427	.....0	.....427	.....0	.....510,727	.....0	.....0	.....0	.....20,723	.....XXX...	..XXX...					
Common Stocks - Industrial and Miscellaneous																													
060505	10	4	BANK OF AMERICA CORPORATION.....	07/24/2013	SANDLER & O'NEIL PARTNERS2,000,00029,838XXX.....25,50023,220(12,100)00(12,100)011,120018,71818,71840XXX...	L.....					
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....							.....29,838	.....XXX.....	.....25,500	.....23,220	.....(12,100)	.....0	.....0	.....(12,100)	.....0	.....11,120	.....0	.....18,718	.....18,718	.....40	.....XXX...	..XXX...					
9799997	Total - Common Stocks - Part 4.....							.....29,838	.....XXX.....	.....25,500	.....23,220	.....(12,100)	.....0	.....0	.....(12,100)	.....0	.....11,120	.....0	.....18,718	.....18,718	.....40	.....XXX...	..XXX...					
9799999.	Total - Common Stocks.....							.....29,838	.....XXX.....	.....25,500	.....23,220	.....(12,100)	.....0	.....0	.....(12,100)	.....0	.....11,120	.....0	.....18,718	.....18,718	.....40	.....XXX...	..XXX...					
9899999.	Total - Preferred and Common Stocks.....							.....29,838	.....XXX.....	.....25,500	.....23,220	.....(12,100)	.....0	.....0	.....(12,100)	.....0	.....11,120	.....0	.....18,718	.....18,718	.....40	.....XXX...	..XXX...					
9999999.	Total - Bonds, Preferred and Common Stocks.....							.....540,565	.....XXX.....	.....535,279	.....526,874	.....(12,100)	.....427	.....0	.....(11,673)	.....0	.....521,847	.....0	.....18,718	.....18,718	.....20,763	.....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

AMERICAN EMPIRE INSURANCE COMPANY
SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
The Bank of New York Mellon.....	New York, New York.....	.....0.010	.....0	.....0	.....5,002	.....5,004	.....5,240	XXX..
PNC Bank.....	Pittsburgh, Pennsylvania.....	.....0.000	.....0	.....0	.....3,554,551	.....3,597,293	.....3,551,246	XXX..
PNC Bank.....	Pittsburgh, Pennsylvania.....	.....0.000	.....0	.....0	.....(1,577)	.....(1,577)	.....0	XXX..
0199999. Total Open Depositories.....	XXX.....	XXX.....	.....0	.....0	.....3,557,975	.....3,600,720	.....3,556,485	XXX..
0399999. Total Cash on Deposit.....	XXX.....	XXX.....	.....0	.....0	.....3,557,975	.....3,600,720	.....3,556,485	XXX..
0599999. Total Cash.....	XXX.....	XXX.....	.....0	.....0	.....3,557,975	.....3,600,720	.....3,556,485	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended September 30, 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