



QUARTERLY STATEMENT

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

Universal Guaranty Life Insurance Company

|                                               |                                                                                   |                                            |
|-----------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------|
| NAIC Group Code.....                          | NAIC Company Code..... 70130                                                      | Employer's ID Number..... 31-0727974       |
| (Current Period) (Prior Period)               |                                                                                   |                                            |
| Organized under the Laws of Ohio              | State of Domicile or Port of Entry Ohio                                           | Country of Domicile US                     |
| Incorporated/Organized..... November 15, 1966 | Commenced Business..... December 31, 1966                                         |                                            |
| Statutory Home Office                         | 65 East State Street, Suite 2100..... Columbus ..... OH ..... US ..... 43215-4260 |                                            |
|                                               | (Street and Number) (City or Town, State, Country and Zip Code)                   |                                            |
| Main Administrative Office                    | 5250 S 6th Street Rd..... Springfield ..... IL ..... US .....                     | 877-881-1777                               |
|                                               | (Street and Number) (City or Town, State, Country and Zip Code)                   | (Area Code) (Telephone Number)             |
| Mail Address                                  | P.O. Box 5147..... Springfield ..... IL ..... US .....                            |                                            |
|                                               | (Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)      |                                            |
| Primary Location of Books and Records         | 5250 S 6th Street Rd..... Springfield ..... IL ..... US .....                     | 217-241-6300-363                           |
|                                               | (Street and Number) (City or Town, State, Country and Zip Code)                   | (Area Code) (Telephone Number)             |
| Internet Web Site Address                     | www.utgins.com                                                                    |                                            |
| Statutory Statement Contact                   | Julie Ann Abel                                                                    | 217-241-6300-344                           |
|                                               | (Name)                                                                            | (Area Code) (Telephone Number) (Extension) |
|                                               | accounting@utgins.com                                                             | 217-241-6590                               |
|                                               | (E-Mail Address)                                                                  | (Fax Number)                               |

OFFICERS

| Name                    | Title          | Name                       | Title                   |
|-------------------------|----------------|----------------------------|-------------------------|
| 1. James Patrick Rousey | President      | 2. Theodore Clayton Miller | Secretary/CFO           |
| 3. Julie Ann Abel #     | Treasurer      | 4.                         |                         |
| OTHER                   |                |                            |                         |
| Julie Ann Abel #        | Vice President | Jacob Joncarl Andrew       | Vice President          |
| Michael Keith Borden    | Vice President | Jesse Thomas Correll       | Chief Executive Officer |
| Douglas Paul Ditto      | Vice President | Douglas August Dockter     | Vice President          |
| Kendra Ann Lynn         | Vice President | Theodore Clayton Miller    | Senior Vice President   |

DIRECTORS OR TRUSTEES

|                      |                          |                          |                      |
|----------------------|--------------------------|--------------------------|----------------------|
| John Sanford Albin   | Randall Lanier Attkisson | Joseph Anthony Brinck II | Jesse Thomas Correll |
| Ward Forrest Correll | Howard Lape Dayton Jr    | Peter Loyd Ochs          | James Patrick Rousey |

State of..... Illinois  
County of..... Sangamon

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

|                      |                         |                   |
|----------------------|-------------------------|-------------------|
| (Signature)          | (Signature)             | (Signature)       |
| James Patrick Rousey | Theodore Clayton Miller | Julie Ann Abel    |
| 1. (Printed Name)    | 2. (Printed Name)       | 3. (Printed Name) |
| President            | Secretary/CFO           | Treasurer         |
| (Title)              | (Title)                 | (Title)           |

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

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.....                                                                                                                                        | 167,783,984            | .....0             | 167,783,984                       | 173,332,518                                |
| 2. Stocks:                                                                                                                                           |                        |                    |                                   |                                            |
| 2.1 Preferred stocks.....                                                                                                                            | 18,722,285             | .....0             | 18,722,285                        | 18,743,889                                 |
| 2.2 Common stocks.....                                                                                                                               | 32,699,818             | .....0             | 32,699,818                        | 26,232,859                                 |
| 3. Mortgage loans on real estate:                                                                                                                    |                        |                    |                                   |                                            |
| 3.1 First liens.....                                                                                                                                 | 31,729,617             | .....0             | 31,729,617                        | 44,008,507                                 |
| 3.2 Other than first liens.....                                                                                                                      | .....0                 | .....0             | .....0                            | .....0                                     |
| 4. Real estate:                                                                                                                                      |                        |                    |                                   |                                            |
| 4.1 Properties occupied by the company (less \$.....0 encumbrances).....                                                                             | 1,223,076              | .....0             | 1,223,076                         | 1,344,851                                  |
| 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).....                                                                                       | 17,909,340             | 3,392              | 17,905,948                        | 13,905,775                                 |
| 5. Cash (\$.....12,449,981), cash equivalents (\$.....0) and short-term investments (\$.....6,616,326).....                                          | 19,066,307             | .....0             | 19,066,307                        | 22,335,189                                 |
| 6. Contract loans (including \$.....0 premium notes).....                                                                                            | 12,037,472             | .....0             | 12,037,472                        | 12,591,572                                 |
| 7. Derivatives.....                                                                                                                                  | 353,750                | .....0             | 353,750                           | 6,745,528                                  |
| 8. Other invested assets.....                                                                                                                        | 40,487,963             | 566,972            | 39,920,991                        | 32,386,702                                 |
| 9. Receivables for securities.....                                                                                                                   | .....0                 | .....0             | .....0                            | 1,903,834                                  |
| 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).....                                                                                         | 342,013,612            | 570,364            | 341,443,248                       | 353,531,224                                |
| 13. Title plants less \$.....0 charged off (for Title insurers only).....                                                                            | .....0                 | .....0             | .....0                            | .....0                                     |
| 14. Investment income due and accrued.....                                                                                                           | 2,155,936              | .....0             | 2,155,936                         | 2,444,790                                  |
| 15. Premiums and considerations:                                                                                                                     |                        |                    |                                   |                                            |
| 15.1 Uncollected premiums and agents' balances in the course of collection.....                                                                      | (61,455)               | .....0             | (61,455)                          | (67,401)                                   |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)..... | 1,004,829              | .....0             | 1,004,829                         | 1,032,903                                  |
| 15.3 Accrued retrospective premiums.....                                                                                                             | .....0                 | .....0             | .....0                            | .....0                                     |
| 16. Reinsurance:                                                                                                                                     |                        |                    |                                   |                                            |
| 16.1 Amounts recoverable from reinsurers.....                                                                                                        | 825,140                | .....0             | 825,140                           | 986,910                                    |
| 16.2 Funds held by or deposited with reinsured companies.....                                                                                        | .....0                 | .....0             | .....0                            | .....0                                     |
| 16.3 Other amounts receivable under reinsurance contracts.....                                                                                       | 53,208                 | .....0             | 53,208                            | 225,606                                    |
| 17. Amounts receivable relating to uninsured plans.....                                                                                              | .....0                 | .....0             | .....0                            | .....0                                     |
| 18.1 Current federal and foreign income tax recoverable and interest thereon.....                                                                    | 1,834,723              | .....0             | 1,834,723                         | .....0                                     |
| 18.2 Net deferred tax asset.....                                                                                                                     | 1,098,853              | .....0             | 1,098,853                         | 1,935,444                                  |
| 19. Guaranty funds receivable or on deposit.....                                                                                                     | 109,896                | .....0             | 109,896                           | 88,487                                     |
| 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.....                                                                                        | 104,039                | .....0             | 104,039                           | .....0                                     |
| 24. Health care (\$.....0) and other amounts receivable.....                                                                                         | .....0                 | .....0             | .....0                            | .....0                                     |
| 25. Aggregate write-ins for other than invested assets.....                                                                                          | 335,462                | .....0             | 335,462                           | 399,934                                    |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....                             | 349,474,243            | 570,364            | 348,903,879                       | 360,577,897                                |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....                                                                     | .....0                 | .....0             | .....0                            | .....0                                     |
| 28. Total (Lines 26 and 27).....                                                                                                                     | 349,474,243            | 570,364            | 348,903,879                       | 360,577,897                                |

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. Due from Unaffiliate.....                                          | 335,462 | .....0 | 335,462 | 399,934 |
| 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).....       | 335,462 | .....0 | 335,462 | 399,934 |

Universal Guaranty Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

|                                                                                                                                                                                                                          | 1<br>Current<br>Statement Date | 2<br>December 31<br>Prior Year |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
| 1. Aggregate reserve for life contracts \$.....269,516,792 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....                                                                                    | .....269,516,792               | .....275,137,327               |
| 2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve).....                                                                                                                           | .....178,286                   | .....191,297                   |
| 3. Liability for deposit-type contracts (including \$.....0 Modco Reserve).....                                                                                                                                          | .....11,185,931                | .....11,214,601                |
| 4. Contract claims:                                                                                                                                                                                                      |                                |                                |
| 4.1 Life.....                                                                                                                                                                                                            | .....3,070,770                 | .....3,077,125                 |
| 4.2 Accident and health.....                                                                                                                                                                                             | .....60,972                    | .....61,716                    |
| 5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid.....                                                                                                                                            | .....0                         | .....0                         |
| 6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:                                                                                                            |                                |                                |
| 6.1 Dividends apportioned for payment (including \$.....0 Modco).....                                                                                                                                                    | .....514,061                   | .....539,688                   |
| 6.2 Dividends not yet apportioned (including \$.....0 Modco).....                                                                                                                                                        | .....0                         | .....0                         |
| 6.3 Coupons and similar benefits (including \$.....0 Modco).....                                                                                                                                                         | .....0                         | .....0                         |
| 7. Amount provisionally held for deferred dividend policies not included in Line 6.....                                                                                                                                  | .....0                         | .....0                         |
| 8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums.....                                       | .....76,789                    | .....63,266                    |
| 9. Contract liabilities not included elsewhere:                                                                                                                                                                          |                                |                                |
| 9.1 Surrender values on canceled contracts.....                                                                                                                                                                          | .....0                         | .....0                         |
| 9.2 Provision for experience rating refunds, including the liability of \$.....0 accident and health experience rating refunds of which \$.....0 is for medical loss ratio rebate per the Public Health Service Act..... | .....80,235                    | .....98,685                    |
| 9.3 Other amounts payable on reinsurance, including \$.....0 assumed and \$.....0 ceded.....                                                                                                                             | .....0                         | .....0                         |
| 9.4 Interest Maintenance Reserve.....                                                                                                                                                                                    | .....12,157,520                | .....12,130,055                |
| 10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0.....                                                               | .....0                         | .....0                         |
| 11. Commissions and expense allowances payable on reinsurance assumed.....                                                                                                                                               | .....0                         | .....0                         |
| 12. General expenses due or accrued.....                                                                                                                                                                                 | .....1,291,075                 | .....875,309                   |
| 13. Transfers to Separate Accounts due or accrued (net) (including \$.....0 accrued for expense allowances recognized in reserves, net of reinsured allowances).....                                                     | .....0                         | .....0                         |
| 14. Taxes, licenses and fees due or accrued, excluding federal income taxes.....                                                                                                                                         | .....691,047                   | .....655,179                   |
| 15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....                                                                                                                | .....0                         | .....2,042,786                 |
| 15.2 Net deferred tax liability.....                                                                                                                                                                                     | .....0                         | .....0                         |
| 16. Unearned investment income.....                                                                                                                                                                                      | .....243,639                   | .....242,958                   |
| 17. Amounts withheld or retained by company as agent or trustee.....                                                                                                                                                     | .....2,085,171                 | .....1,447,967                 |
| 18. Amounts held for agents' account, including \$.....0 agents' credit balances.....                                                                                                                                    | .....0                         | .....0                         |
| 19. Remittances and items not allocated.....                                                                                                                                                                             | .....0                         | .....0                         |
| 20. Net adjustment in assets and liabilities due to foreign exchange rates.....                                                                                                                                          | .....0                         | .....0                         |
| 21. Liability for benefits for employees and agents if not included above.....                                                                                                                                           | .....0                         | .....0                         |
| 22. Borrowed money \$.....0 and interest thereon \$.....0.....                                                                                                                                                           | .....0                         | .....0                         |
| 23. Dividends to stockholders declared and unpaid.....                                                                                                                                                                   | .....0                         | .....0                         |
| 24. Miscellaneous liabilities:                                                                                                                                                                                           |                                |                                |
| 24.01 Asset valuation reserve.....                                                                                                                                                                                       | .....13,507,750                | .....12,672,756                |
| 24.02 Reinsurance in unauthorized and certified (\$.....0) companies.....                                                                                                                                                | .....0                         | .....0                         |
| 24.03 Funds held under reinsurance treaties with unauthorized and certified (\$.....0) reinsurers.....                                                                                                                   | .....0                         | .....0                         |
| 24.04 Payable to parent, subsidiaries and affiliates.....                                                                                                                                                                | .....0                         | .....178,752                   |
| 24.05 Drafts outstanding.....                                                                                                                                                                                            | .....0                         | .....0                         |
| 24.06 Liability for amounts held under uninsured plans.....                                                                                                                                                              | .....0                         | .....0                         |
| 24.07 Funds held under coinsurance.....                                                                                                                                                                                  | .....0                         | .....0                         |
| 24.08 Derivatives.....                                                                                                                                                                                                   | .....624,477                   | .....6,050,344                 |
| 24.09 Payable for securities.....                                                                                                                                                                                        | .....0                         | .....152,637                   |
| 24.10 Payable for securities lending.....                                                                                                                                                                                | .....0                         | .....0                         |
| 24.11 Capital notes \$.....0 and interest thereon \$.....0.....                                                                                                                                                          | .....0                         | .....0                         |
| 25. Aggregate write-ins for liabilities.....                                                                                                                                                                             | .....3,685                     | .....1,502,360                 |
| 26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....                                                                                                                                          | .....315,288,200               | .....328,334,808               |
| 27. From Separate Accounts statement.....                                                                                                                                                                                | .....0                         | .....0                         |
| 28. Total liabilities (Lines 26 and 27).....                                                                                                                                                                             | .....315,288,200               | .....328,334,808               |
| 29. Common capital stock.....                                                                                                                                                                                            | .....2,000,000                 | .....2,000,000                 |
| 30. Preferred capital stock.....                                                                                                                                                                                         | .....0                         | .....0                         |
| 31. Aggregate write-ins for other than special surplus funds.....                                                                                                                                                        | .....0                         | .....0                         |
| 32. Surplus notes.....                                                                                                                                                                                                   | .....0                         | .....0                         |
| 33. Gross paid in and contributed surplus.....                                                                                                                                                                           | .....18,655,343                | .....18,655,343                |
| 34. Aggregate write-ins for special surplus funds.....                                                                                                                                                                   | .....0                         | .....0                         |
| 35. Unassigned funds (surplus).....                                                                                                                                                                                      | .....12,960,336                | .....11,587,746                |
| 36. Less treasury stock, at cost:                                                                                                                                                                                        |                                |                                |
| 36.1 ....0.000 shares common (value included in Line 29 \$.....0).....                                                                                                                                                   | .....0                         | .....0                         |
| 36.2 ....0.000 shares preferred (value included in Line 30 \$.....0).....                                                                                                                                                | .....0                         | .....0                         |
| 37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$.....0 in Separate Accounts Statement).....                                                                                                           | .....31,615,679                | .....30,243,089                |
| 38. Totals of Lines 29, 30 and 37.....                                                                                                                                                                                   | .....33,615,679                | .....32,243,089                |
| 39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....                                                                                                                                                             | .....348,903,879               | .....360,577,897               |

DETAILS OF WRITE-INS

|                                                                          |            |                |
|--------------------------------------------------------------------------|------------|----------------|
| 2501. Short Stock.....                                                   | .....3,685 | .....1,502,360 |
| 2502. ....                                                               | .....0     | .....0         |
| 2503. ....                                                               | .....0     | .....0         |
| 2598. Summary of remaining write-ins for Line 25 from overflow page..... | .....0     | .....0         |
| 2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....       | .....3,685 | .....1,502,360 |
| 3101. ....                                                               | .....0     | .....0         |
| 3102. ....                                                               | .....0     | .....0         |
| 3103. ....                                                               | .....0     | .....0         |
| 3198. Summary of remaining write-ins for Line 31 from overflow page..... | .....0     | .....0         |
| 3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above).....       | .....0     | .....0         |
| 3401. ....                                                               | .....0     | .....0         |
| 3402. ....                                                               | .....0     | .....0         |
| 3403. ....                                                               | .....0     | .....0         |
| 3498. Summary of remaining write-ins for Line 34 from overflow page..... | .....0     | .....0         |
| 3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....       | .....0     | .....0         |

SUMMARY OF OPERATIONS

|                                                                                                                                                                                   | 1<br>Current<br>Year to Date | 2<br>Prior<br>Year to Date | 3<br>Prior Year Ended<br>December 31 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------|
| 1. Premiums and annuity considerations for life and accident and health contracts.....                                                                                            | 6,369,908                    | 6,869,892                  | 8,963,208                            |
| 2. Considerations for supplementary contracts with life contingencies.....                                                                                                        | .0                           | 45,538                     | 59,107                               |
| 3. Net investment income.....                                                                                                                                                     | 15,015,384                   | 9,684,204                  | 15,896,375                           |
| 4. Amortization of Interest Maintenance Reserve (IMR).....                                                                                                                        | 683,083                      | 753,666                    | 1,024,152                            |
| 5. Separate Accounts net gain from operations excluding unrealized gains or losses.....                                                                                           | .0                           | 0                          | .0                                   |
| 6. Commissions and expense allowances on reinsurance ceded.....                                                                                                                   | 121,786                      | 33,746,773                 | 33,791,368                           |
| 7. Reserve adjustments on reinsurance ceded.....                                                                                                                                  | .0                           | 0                          | .0                                   |
| 8. Miscellaneous Income:                                                                                                                                                          |                              |                            |                                      |
| 8.1 Income from fees associated with investment management, administration and contract guarantees<br>from Separate Accounts.....                                                 | .0                           | 0                          | .0                                   |
| 8.2 Charges and fees for deposit-type contracts.....                                                                                                                              | .0                           | 0                          | .0                                   |
| 8.3 Aggregate write-ins for miscellaneous income.....                                                                                                                             | 1,449,563                    | 1,501,929                  | 1,974,945                            |
| 9. Totals (Lines 1 to 8.3).....                                                                                                                                                   | 23,639,724                   | 52,602,002                 | 61,709,155                           |
| 10. Death benefits.....                                                                                                                                                           | 13,016,018                   | 11,692,177                 | 14,210,227                           |
| 11. Matured endowments (excluding guaranteed annual pure endowments).....                                                                                                         | 220,262                      | 222,700                    | 264,748                              |
| 12. Annuity benefits.....                                                                                                                                                         | 299,066                      | 441,190                    | 565,883                              |
| 13. Disability benefits and benefits under accident and health contracts.....                                                                                                     | 55,671                       | 82,882                     | 86,533                               |
| 14. Coupons, guaranteed annual pure endowments and similar benefits.....                                                                                                          | .0                           | 0                          | .0                                   |
| 15. Surrender benefits and withdrawals for life contracts.....                                                                                                                    | 4,927,020                    | 5,054,744                  | 6,995,214                            |
| 16. Group conversions.....                                                                                                                                                        | .0                           | 0                          | .0                                   |
| 17. Interest and adjustments on contract or deposit-type contract funds.....                                                                                                      | 338,876                      | 303,210                    | 418,130                              |
| 18. Payments on supplementary contracts with life contingencies.....                                                                                                              | 189,582                      | 143,385                    | 188,780                              |
| 19. Increase in aggregate reserves for life and accident and health contracts.....                                                                                                | (5,651,996)                  | 28,945,056                 | 27,106,701                           |
| 20. Totals (Lines 10 to 19).....                                                                                                                                                  | 13,394,499                   | 46,885,344                 | 49,836,216                           |
| 21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....                                                                   | 17,477                       | 18,754                     | 25,499                               |
| 22. Commissions and expense allowances on reinsurance assumed.....                                                                                                                | 12,243                       | 12,334                     | 16,272                               |
| 23. General insurance expenses.....                                                                                                                                               | 5,838,515                    | 6,775,538                  | 9,182,826                            |
| 24. Insurance taxes, licenses and fees, excluding federal income taxes.....                                                                                                       | 76,644                       | 181,302                    | 433,757                              |
| 25. Increase in loading on deferred and uncollected premiums.....                                                                                                                 | (14,887)                     | 67,840                     | 39,735                               |
| 26. Net transfers to or (from) Separate Accounts net of reinsurance.....                                                                                                          | .0                           | 0                          | .0                                   |
| 27. Aggregate write-ins for deductions.....                                                                                                                                       | .0                           | 0                          | .0                                   |
| 28. Totals (Lines 20 to 27).....                                                                                                                                                  | 19,324,491                   | 53,941,112                 | 59,534,305                           |
| 29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....                                                               | 4,315,233                    | (1,339,110)                | 2,174,850                            |
| 30. Dividends to policyholders.....                                                                                                                                               | 380,219                      | 376,154                    | 494,400                              |
| 31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....                                                        | 3,935,014                    | (1,715,264)                | 1,680,450                            |
| 32. Federal and foreign income taxes incurred (excluding tax on capital gains).....                                                                                               | (412,509)                    | (871,396)                  | (307,262)                            |
| 33. Net gain from operations after dividends to policyholders and federal income taxes and before realized<br>capital gains or (losses) (Line 31 minus Line 32).....              | 4,347,523                    | (843,868)                  | 1,987,712                            |
| 34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains<br>tax of \$.0 (excluding taxes of \$.0 transferred to the IMR)..... | (1,133,069)                  | 3,506,512                  | 4,880,399                            |
| 35. Net income (Line 33 plus Line 34).....                                                                                                                                        | 3,214,454                    | 2,662,644                  | 6,868,111                            |
| CAPITAL AND SURPLUS ACCOUNT                                                                                                                                                       |                              |                            |                                      |
| 36. Capital and surplus, December 31, prior year.....                                                                                                                             | 32,243,089                   | 33,167,222                 | 33,167,222                           |
| 37. Net income (Line 35).....                                                                                                                                                     | 3,214,454                    | 2,662,644                  | 6,868,111                            |
| 38. Change in net unrealized capital gains (losses) less capital gains tax of \$.0.....                                                                                           | 1,533,113                    | 1,007,083                  | (655,391)                            |
| 39. Change in net unrealized foreign exchange capital gain (loss).....                                                                                                            | .0                           | 0                          | .0                                   |
| 40. Change in net deferred income tax.....                                                                                                                                        | (836,591)                    | 818,021                    | 1,123,728                            |
| 41. Change in nonadmitted assets.....                                                                                                                                             | (3,392)                      | 0                          | .0                                   |
| 42. Change in liability for reinsurance in unauthorized and certified companies.....                                                                                              | .0                           | 0                          | .0                                   |
| 43. Change in reserve on account of change in valuation basis, (increase) or decrease.....                                                                                        | .0                           | 0                          | .0                                   |
| 44. Change in asset valuation reserve.....                                                                                                                                        | (834,994)                    | (2,418,602)                | (4,807,107)                          |
| 45. Change in treasury stock.....                                                                                                                                                 | .0                           | 0                          | .0                                   |
| 46. Surplus (contributed to) withdrawn from Separate Accounts during period.....                                                                                                  | .0                           | 0                          | .0                                   |
| 47. Other changes in surplus in Separate Accounts Statement.....                                                                                                                  | .0                           | 0                          | .0                                   |
| 48. Change in surplus notes.....                                                                                                                                                  | .0                           | 0                          | .0                                   |
| 49. Cumulative effect of changes in accounting principles.....                                                                                                                    | .0                           | 0                          | .0                                   |
| 50. Capital changes:                                                                                                                                                              |                              |                            |                                      |
| 50.1 Paid in.....                                                                                                                                                                 | .0                           | 0                          | .0                                   |
| 50.2 Transferred from surplus (Stock Dividend).....                                                                                                                               | .0                           | 0                          | .0                                   |
| 50.3 Transferred to surplus.....                                                                                                                                                  | .0                           | 0                          | .0                                   |
| 51. Surplus adjustment:                                                                                                                                                           |                              |                            |                                      |
| 51.1 Paid in.....                                                                                                                                                                 | .0                           | 0                          | .0                                   |
| 51.2 Transferred to capital (Stock Dividend).....                                                                                                                                 | .0                           | 0                          | .0                                   |
| 51.3 Transferred from capital.....                                                                                                                                                | .0                           | 0                          | .0                                   |
| 51.4 Change in surplus as a result of reinsurance.....                                                                                                                            | .0                           | (136,752)                  | (136,752)                            |
| 52. Dividends to stockholders.....                                                                                                                                                | (1,700,000)                  | (1,986,722)                | (3,316,722)                          |
| 53. Aggregate write-ins for gains and losses in surplus.....                                                                                                                      | .0                           | 0                          | .0                                   |
| 54. Net change in capital and surplus (Lines 37 through 53).....                                                                                                                  | 1,372,590                    | (54,328)                   | (924,133)                            |
| 55. Capital and surplus as of statement date (Lines 36 + 54).....                                                                                                                 | 33,615,679                   | 33,112,894                 | 32,243,089                           |
| DETAILS OF WRITE-INS                                                                                                                                                              |                              |                            |                                      |
| 08.301. Miscellaneous Income.....                                                                                                                                                 | 547                          | 388                        | 590                                  |
| 08.302. Third Party Administration Income.....                                                                                                                                    | 1,449,016                    | 1,501,541                  | 1,974,355                            |
| 08.303. ....                                                                                                                                                                      | .0                           | 0                          | .0                                   |
| 08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....                                                                                                       | .0                           | 0                          | .0                                   |
| 08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....                                                                                                       | 1,449,563                    | 1,501,929                  | 1,974,945                            |
| 2701. ....                                                                                                                                                                        | .0                           | 0                          | .0                                   |
| 2702. ....                                                                                                                                                                        | .0                           | 0                          | .0                                   |
| 2703. ....                                                                                                                                                                        | .0                           | 0                          | .0                                   |
| 2798. Summary of remaining write-ins for Line 27 from overflow page.....                                                                                                          | .0                           | 0                          | .0                                   |
| 2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....                                                                                                                | .0                           | 0                          | .0                                   |
| 5301. ....                                                                                                                                                                        | .0                           | 0                          | .0                                   |
| 5302. ....                                                                                                                                                                        | .0                           | 0                          | .0                                   |
| 5303. ....                                                                                                                                                                        | .0                           | 0                          | .0                                   |
| 5398. Summary of remaining write-ins for Line 53 from overflow page.....                                                                                                          | .0                           | 0                          | .0                                   |
| 5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....                                                                                                                | .0                           | 0                          | .0                                   |

CASH FLOW

|                                                                                                                | 1<br>Current Year<br>to Date | 2<br>Prior Year<br>To Date | 3<br>Prior Year Ended<br>December 31 |
|----------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------|
| CASH FROM OPERATIONS                                                                                           |                              |                            |                                      |
| 1. Premiums collected net of reinsurance                                                                       | 6,419,311                    | 6,694,580                  | 8,891,696                            |
| 2. Net investment income                                                                                       | 12,333,208                   | 7,766,076                  | 13,750,111                           |
| 3. Miscellaneous income                                                                                        | 1,571,349                    | 2,004,254                  | 35,766,313                           |
| 4. Total (Lines 1 through 3)                                                                                   | 20,323,868                   | 16,464,910                 | 58,408,120                           |
| 5. Benefit and loss related payments                                                                           | 18,916,365                   | 16,763,191                 | 22,348,440                           |
| 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                                           | 5,493,245                    | 6,491,946                  | 10,083,189                           |
| 8. Dividends paid to policyholders                                                                             | 405,846                      | 373,563                    | 501,070                              |
| 9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)                 | 3,465,000                    | 1,385,581                  | 3,379,593                            |
| 10. Total (Lines 5 through 9)                                                                                  | 28,280,456                   | 25,014,281                 | 36,312,292                           |
| 11. Net cash from operations (Line 4 minus Line 10)                                                            | (7,956,588)                  | (8,549,371)                | 22,095,828                           |
| CASH FROM INVESTMENTS                                                                                          |                              |                            |                                      |
| 12. Proceeds from investments sold, matured or repaid:                                                         |                              |                            |                                      |
| 12.1 Bonds                                                                                                     | 27,523,829                   | 88,179,296                 | 98,640,115                           |
| 12.2 Stocks                                                                                                    | 4,404,084                    | 6,593,001                  | 7,530,423                            |
| 12.3 Mortgage loans                                                                                            | 21,277,131                   | 11,329,931                 | 14,080,111                           |
| 12.4 Real estate                                                                                               | 1,552,579                    | 3,801,966                  | 7,502,949                            |
| 12.5 Other invested assets                                                                                     | 4,898,260                    | 8,728,348                  | 21,985,887                           |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments                                | 0                            | 0                          | 0                                    |
| 12.7 Miscellaneous proceeds                                                                                    | 5,671,553                    | 103,908                    | 0                                    |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7)                                                            | 65,327,436                   | 118,736,449                | 149,739,485                          |
| 13. Cost of investments acquired (long-term only):                                                             |                              |                            |                                      |
| 13.1 Bonds                                                                                                     | 21,602,005                   | 126,509,786                | 156,207,198                          |
| 13.2 Stocks                                                                                                    | 10,868,458                   | 15,740,161                 | 26,500,588                           |
| 13.3 Mortgage loans                                                                                            | 11,442,510                   | 23,660,051                 | 22,244,732                           |
| 13.4 Real estate                                                                                               | 5,075,573                    | 666,265                    | 5,626,367                            |
| 13.5 Other invested assets                                                                                     | 6,012,058                    | 5,514,859                  | 13,576,087                           |
| 13.6 Miscellaneous applications                                                                                | 152,637                      | 4,622,907                  | 7,031,727                            |
| 13.7 Total investments acquired (Lines 13.1 to 13.6)                                                           | 55,153,241                   | 176,714,028                | 231,186,698                          |
| 14. Net increase (decrease) in contract loans and premium notes                                                | (554,100)                    | (2,561,527)                | (720,657)                            |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)                                          | 10,728,295                   | (55,416,052)               | (80,726,556)                         |
| 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                          | (708,095)                            |
| 16.5 Dividends to stockholders                                                                                 | 1,700,000                    | 1,986,722                  | 3,316,722                            |
| 16.6 Other cash provided (applied)                                                                             | (4,340,590)                  | 4,714,422                  | 3,825,645                            |
| 17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) | (6,040,590)                  | 2,727,700                  | (199,172)                            |
| 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)        | (3,268,882)                  | (61,237,723)               | (58,829,901)                         |
| 19. Cash, cash equivalents and short-term investments:                                                         |                              |                            |                                      |
| 19.1 Beginning of year                                                                                         | 22,335,189                   | 81,165,090                 | 81,165,090                           |
| 19.2 End of period (Line 18 plus Line 19.1)                                                                    | 19,066,307                   | 19,927,367                 | 22,335,189                           |

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

|         |   |   |   |
|---------|---|---|---|
| 20.0001 | 0 | 0 | 0 |
|---------|---|---|---|

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

|                                                   | 1<br>Current Year<br>To Date | 2<br>Prior Year<br>To Date | 3<br>Prior Year<br>Ended December 31 |
|---------------------------------------------------|------------------------------|----------------------------|--------------------------------------|
| 1. Industrial life.....                           | .....270,945                 | .....314,177               | .....412,576                         |
| 2. Ordinary life insurance.....                   | .....7,958,686               | .....8,561,548             | .....11,095,406                      |
| 3. Ordinary individual annuities.....             | .....341,396                 | .....270,317               | .....334,760                         |
| 4. Credit life (group and individual).....        | .....0                       | .....0                     | .....0                               |
| 5. Group life insurance.....                      | .....139,581                 | .....151,963               | .....202,705                         |
| 6. Group annuities.....                           | .....0                       | .....0                     | .....0                               |
| 7. A&H - group.....                               | .....0                       | .....0                     | .....0                               |
| 8. A&H - credit (group and individual).....       | .....0                       | .....0                     | .....0                               |
| 9. A&H - other.....                               | .....19,937                  | .....21,652                | .....27,848                          |
| 10. Aggregate of all other lines of business..... | .....0                       | .....0                     | .....0                               |
| 11. Subtotal.....                                 | .....8,730,545               | .....9,319,657             | .....12,073,295                      |
| 12. Deposit-type contracts.....                   | .....0                       | .....0                     | .....0                               |
| 13. Total.....                                    | .....8,730,545               | .....9,319,657             | .....12,073,295                      |

DETAILS OF WRITE-INS

|                                                                          |        |        |        |
|--------------------------------------------------------------------------|--------|--------|--------|
| 1001. ....                                                               | .....0 | .....0 | .....0 |
| 1002. ....                                                               | .....0 | .....0 | .....0 |
| 1003. ....                                                               | .....0 | .....0 | .....0 |
| 1098. Summary of remaining write-ins for Line 10 from overflow page..... | .....0 | .....0 | .....0 |
| 1099. Total (Lines 1001 thru 1003 plus 1098) (Line 10 above).....        | .....0 | .....0 | .....0 |

NOTES TO FINANCIAL STATEMENTS

**Note 1 - Summary of Significant Accounting Policies**

**A.** Accounting Practices

The financial statements of Universal Guaranty Life Insurance Company have been completed in accordance with the NAIC Accounting Practices and Procedures manual. The Company has not employed any permitted practices in the preparation of these financial statements.

**Note 2 - Accounting Changes and Corrections of Errors**

No significant change.

**Note 3 - Business Combinations and Goodwill**

No significant change.

**Note 4 - Discontinued Operations**

No significant change.

**Note 5 - Investments**

**D.** NONE

**E3b.** NONE

**Note 6 - Joint Ventures, Partnerships and Limited Liability Companies**

No significant change.

**Note 7 - Investment Income**

No significant change.

**Note 8 - Derivative Instruments**

No significant change.

**Note 9 - Income Taxes**

No significant change.

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

**B.** On July 5, 2013, the Company paid an ordinary cash dividend to UTG, Inc. of \$1,700,000. During 2012, the Company paid three cash dividends to UTG, Inc. of \$384,722, \$1,602,000 and \$1,330,000 on March 30, 2012, July 6, 2012 and December 26, 2012, respectively. These dividends were comprised entirely of ordinary dividends. No regulatory approvals were required prior to the payment of these dividends.

**Note 11 - Debt**

No significant change.

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

**A6.** NONE

**Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

No significant change.

**Note 14 - Contingencies**

NOTES TO FINANCIAL STATEMENTS

No significant change.

**Note 15 - Leases**

No significant change.

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

No significant change.

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

**B2b.** NONE

**B4a.** NONE

**B4b.** NONE

**C.** NONE

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

No significant change.

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

No significant change.

**Note 20 - Fair Value**

A. (1) Fair Value Measurements at Reporting Date

|                                 | Level 1             | Level 2             | Level 3             | Total                |
|---------------------------------|---------------------|---------------------|---------------------|----------------------|
| a. Assets at fair value         |                     |                     |                     |                      |
| Bonds                           | \$ 0                | \$ 0                | \$ 1,441,401        | \$ 1,441,401         |
| Common Stock                    | 7,370,885           | 6,812,934           | 18,515,999          | 32,699,818           |
| Derivative (Assets)             | 353,750             | 0                   | 0                   | 353,750              |
| Other Invested Assets           | 0                   | 0                   | 39,920,991          | 39,920,991           |
| Total assets at fair value      | <u>\$ 7,724,635</u> | <u>\$ 6,812,933</u> | <u>\$59,878,391</u> | <u>\$ 74,415,960</u> |
| b. Liabilities at fair value    |                     |                     |                     |                      |
| Short Stock                     | \$ 3,685            | \$ 0                | \$ 0                | \$ 3,685             |
| Derivatives (Liabilities)       | <u>\$ 624,477</u>   | <u>\$ 0</u>         | <u>\$ 0</u>         | <u>\$ 624,477</u>    |
| Total liabilities at fair value | <u>\$ 628,162</u>   | <u>\$ 0</u>         | <u>\$ 0</u>         | <u>\$ 628,162</u>    |

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

|                       | Beginning<br>Balance at<br>01/01/2013 | Total gains<br>and (losses)<br>included in<br>Net Income | Total gains<br>and (losses)<br>included in<br>Surplus | Purchases           | Sales               | Ending<br>Balance at<br>09/30/2013 |
|-----------------------|---------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------------------|---------------------|------------------------------------|
| a. Assets             |                                       |                                                          |                                                       |                     |                     |                                    |
| Bonds                 | \$ 1,371,385                          | \$ 0                                                     | \$ 70,016                                             | \$ 0                | \$ 0                | \$ 1,441,401                       |
| Common Stock          | 11,554,789                            | (1,000,000)                                              | 216,245                                               | 7,744,965           | 0                   | 18,515,999                         |
| Other Invested Assets | <u>32,386,702</u>                     | <u>0</u>                                                 | <u>920,492</u>                                        | <u>11,512,057</u>   | <u>4,898,260</u>    | <u>39,920,991</u>                  |
| Total Assets          | <u>\$ 45,312,876</u>                  | <u>\$(1,000,000)</u>                                     | <u>\$ 1,206,753</u>                                   | <u>\$19,257,022</u> | <u>\$ 4,898,260</u> | <u>\$ 59,878,391</u>               |

(3) None (if there are any transfers into or out of level 3)



NOTES TO FINANCIAL STATEMENTS

(4) The Company defines the input levels according to the ASC 820, Fair Value Measurements and Disclosures, as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities. U.S. treasuries are in Level 1 and valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access. Equity securities and derivatives that are actively traded and exchange listed in the U.S. are also included in Level 1. Equity security valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access.

Level 2 - Quoted prices in markets that are not active or inputs that are observable either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities other than quoted prices in Level 1; quoted prices in markets that are not active; or other inputs that are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets consist of fixed income investments valued based on quoted prices for identical or similar assets in markets that are not active and investments carried as equity securities that do not have an actively traded market that are valued based on their audited GAAP book value.

Level 3 - Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

B. None

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

The table below reflects the fair values and carrying values of all admitted assets and liabilities that are financial instruments excluding those accounted for under the equity method (subsidiaries, joint ventures and ventures). The fair values are also categorized into the three-level fair value hierarchy as described aboved in Note 20A.

| Type of Financial Instrument | Aggregate Fair Value | Carrying Value | (Level 1)     | (Level 2)      | (Level 3)      | Not Practicable (Carrying Value) |
|------------------------------|----------------------|----------------|---------------|----------------|----------------|----------------------------------|
| Assets                       |                      |                |               |                |                |                                  |
| Bonds                        | \$ 174,555,536       | \$ 167,783,984 | \$ 19,630,227 | \$ 153,483,908 | \$ 1,441,401   | \$ 0                             |
| Preferred Stock              | 18,722,285           | 18,722,285     | 0             | 0              | 18,722,285     | 0                                |
| Common Stock                 | 32,699,817           | 32,699,818     | 7,370,885     | 6,812,934      | 18,515,999     | 0                                |
| Mortgage Loans               | 31,994,708           | 31,729,617     | 0             | 0              | 12,818,672     | 19,176,036                       |
| Real Estate                  | 19,129,024           | 19,129,024     | 0             | 0              | 0              | 19,129,024                       |
| Cash                         | 12,449,981           | 12,449,981     | 12,449,981    | 0              | 0              | 0                                |
| Short Term                   | 6,616,326            | 6,616,326      | 6,616,326     | 0              | 0              | 0                                |
| Contract Loans               | 12,037,472           | 12,037,472     | 0             | 0              | 12,037,472     | 0                                |
| Derivatives                  | 353,750              | 353,750        | 353,750       | 0              | 0              | 0                                |
| Other Invested Assets        | 39,920,991           | 39,920,991     | 0             | 0              | 39,920,991     | 0                                |
| Receivable for Securities    | 0                    | 0              | 0             | 0              | 0              | 0                                |
| Total Assets                 | \$ 348,479,890       | \$ 341,443,248 | \$ 46,421,169 | \$ 160,296,841 | \$ 103,456,820 | \$ 38,305,060                    |
| Liabilities                  |                      |                |               |                |                |                                  |
| Short Stock                  | \$ 3,685             | \$ 3,685       | \$ 3,685      | \$ 0           | \$ 0           | \$ 0                             |
| Derivatives                  | 624,477              | 624,477        | 624,477       | 0              | 0              | 0                                |
| Total Liabilities            | \$ 628,162           | \$ 628,162     | \$ 628,162    | \$ 0           | \$ 0           | \$ 0                             |

D. None

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

NOTES TO FINANCIAL STATEMENTS

**Note 25 - Change in Incurred Losses and Loss Adjustment Expenses**

**NOTE: This disclosure is required in every filing for the Quarterly Statement.**

**Note 26 - Intercompany Pooling Arrangements**

No significant change.

**Note 27 - Structured Settlements**

No significant change.

**Note 28 - Health Care Receivables**

No significant change.

**Note 29 - Participating Policies**

No significant change.

**Note 30 - Premium Deficiency Reserves**

No significant change.

**Note 31 - Reserves for Life Contracts and Annuity Contracts**

No significant change.

**Note 32 - Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics**

No significant change.

**Note 33 - Premiums and Annuity Considerations Deferred and Uncollected**

No significant change.

**Note 34 - Separate Accounts**

No significant change.

**Note 35 - Loss/Claim Adjustment Expenses**

No significant change.

Universal Guaranty Life 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 [ ☒ ]
- 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 [ ☒ ]
- 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 [ ☒ ]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.

- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ☒ ]      No [ ☐ ]
- 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<br>Name of Entity                | 2<br>NAIC<br>Company Code | 3<br>State of<br>Domicile |
|------------------------------------|---------------------------|---------------------------|
| American Capital Insurance Company | 60291                     | TX                        |

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?  
If yes, attach an explanation.

Yes [ ☐ ]      No [ ☒ ]      N/A [ ☐ ]
- 

- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009.....
- 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.

12/31/2009.....
- 6.3

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

4/21/2011.....
- 6.4

By what department or departments?  
Ohio Department of Insurance

- 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 [ ☐ ]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [ ☒ ]      No [ ☐ ]      N/A [ ☐ ]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ☐ ]      No [ ☒ ]
- 7.2

If yes, give full information:

- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [ ☒ ]      No [ ☐ ]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.  
First Southern Bancorp, Inc.

- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [ ☒ ]      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<br>Affiliate Name          | 2<br>Location (City, State) | 3<br>FRB | 4<br>OCC | 5<br>FDIC | 6<br>SEC |
|------------------------------|-----------------------------|----------|----------|-----------|----------|
| First Southern National Bank | Stanford, KY                |          | 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?  
(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.

Yes [ ☒ ]      No [ ☐ ]
- 9.11

If the response to 9.1 is No, please explain:

- 9.2

Has the code of ethics for senior managers been amended?

Yes [ ☐ ]      No [ ☒ ]
- 9.21

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

- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [ ☐ ]      No [ ☒ ]
- 9.31

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

PART 1 - FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [ ☒ ]      No [ ☐ ]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.....104,039

Universal Guaranty Life Insurance Company

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [ ]No [X]

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

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

\$.....32,837,239

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

\$.....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X]No [ ]

14.2 If yes, please complete the following:

|                                                                                                    | 1                            | 2                            |
|----------------------------------------------------------------------------------------------------|------------------------------|------------------------------|
|                                                                                                    | Prior Year-End               | Current Quarter              |
|                                                                                                    | Book/Adjusted Carrying Value | Book/Adjusted Carrying Value |
| 14.21 Bonds.....                                                                                   | \$ .....0                    | \$ .....0                    |
| 14.22 Preferred Stock.....                                                                         | \$ .....4,000,000            | \$ .....4,000,000            |
| 14.23 Common Stock.....                                                                            | \$ .....9,950,989            | \$ .....9,892,679            |
| 14.24 Short-Term Investments.....                                                                  | \$ .....0                    | \$ .....0                    |
| 14.25 Mortgage Loans on Real Estate.....                                                           | \$ .....0                    | \$ .....0                    |
| 14.26 All Other.....                                                                               | \$ .....15,570,906           | \$ .....22,634,002           |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)..... | \$ .....29,521,895           | \$ .....36,526,681           |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....                       | \$ .....0                    | \$ .....0                    |

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [ ]No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [ ]No [ ]

If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of 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                                        | 2                                                      |
|------------------------------------------|--------------------------------------------------------|
| Name of Custodian(s)                     | Custodian Address                                      |
| TD Ameritrade                            | PO Box 2209, Omaha, NE 68103                           |
| The Federal Home Loan Bank of Cincinnati | PO Box 598, Cincinnati, OH 45201                       |
| J.P. Morgan Clearing Corp.               | 3 Chase Metrotech Center, Brooklyn ,NY 11245           |
| Frost National Bank                      | P.O. Box 1600 San Antonio, Texas 78296                 |
| Regions Bank                             | 1901 6th Avenue North, 28th Floor Birmingham, AL 35203 |
| Charles Schwab                           | 211 Main Street, San Francisco, CA 94105               |
| Hilliard Lyons                           | 446 East Main Street, Bowling Green, KY 42101          |
| Goldman Sachs Execution & Clearing, LP   | 200 West Street, 2nd Floor, New York, NY 10282         |
| Interactive Brokers                      | 2 Pickwick Plaza, Greenwich, CT 06830                  |

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       | 2           | 3                       |
|---------|-------------|-------------------------|
| Name(s) | Location(s) | Complete Explanation(s) |
|         |             |                         |

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             | 2             | 3              | 4      |
|---------------|---------------|----------------|--------|
| Old Custodian | New Custodian | Date of Change | Reason |
|               |               |                |        |

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                               | 2       | 3       |
|---------------------------------|---------|---------|
| Central Registration Depository | Name(s) | Address |
|                                 |         |         |

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: .....

Universal Guaranty Life Insurance Company

GENERAL INTERROGATORIES (continued)

PART 2 - LIFE & HEALTH

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:

1.1 Long-term mortgages in good standing

Amount

1.11 Farm mortgages..... \$.....0

1.12 Residential mortgages..... \$.....785,179

1.13 Commercial mortgages..... \$.....13,065,342

1.14 Total mortgages in good standing..... \$.....13,850,521

1.2 Long-term mortgages in good standing with restructured terms

1.21 Total mortgages in good standing with restructured terms..... \$.....10,535,539

1.3 Long-term mortgage loans upon which interest is overdue more than three months

1.31 Farm mortgages..... \$.....0

1.32 Residential mortgages..... \$.....0

1.33 Commercial mortgages..... \$.....4,874,881

1.34 Total mortgages with interest overdue more than three months..... \$.....4,874,881

1.4 Long-term mortgage loans in process of foreclosure

1.41 Farm mortgages..... \$.....0

1.42 Residential mortgages..... \$.....20,000

1.43 Commercial mortgages..... \$.....2,448,676

1.44 Total mortgages in process of foreclosure..... \$.....2,468,676

1.5 Total mortgage loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)

\$.....31,729,617

1.6 Long-term mortgages foreclosed, properties transferred to real estate in current quarter

1.61 Farm mortgages..... \$.....0

1.62 Residential mortgages..... \$.....0

1.63 Commercial mortgages..... \$.....0

1.64 Total mortgages foreclosed and transferred to real estate..... \$.....0

2. Operating Percentages:

2.1 A&H loss percent..... 0.0

2.2 A&H cost containment percent..... 0.0

2.3 A&H expense percent excluding cost containment expenses..... 0.0

3.1 Do you act as a custodian for health savings accounts?.....

Yes [ ] No [X]

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

\$.....0

3.3 Do you act as an administrator for health savings accounts?.....

Yes [ ] No [X]

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

\$.....0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

| 1<br>NAIC<br>Company<br>Code | 2<br>Federal<br>ID<br>Number | 3<br>Effective<br>Date | 4<br>Name of Reinsurer | 5<br>Domiciliary Jurisdiction | 6<br>Type of<br>Reinsurance<br>Ceded | 7<br>Is Insurer<br>Authorized?<br>(YES or NO) |
|------------------------------|------------------------------|------------------------|------------------------|-------------------------------|--------------------------------------|-----------------------------------------------|
|------------------------------|------------------------------|------------------------|------------------------|-------------------------------|--------------------------------------|-----------------------------------------------|

NONE

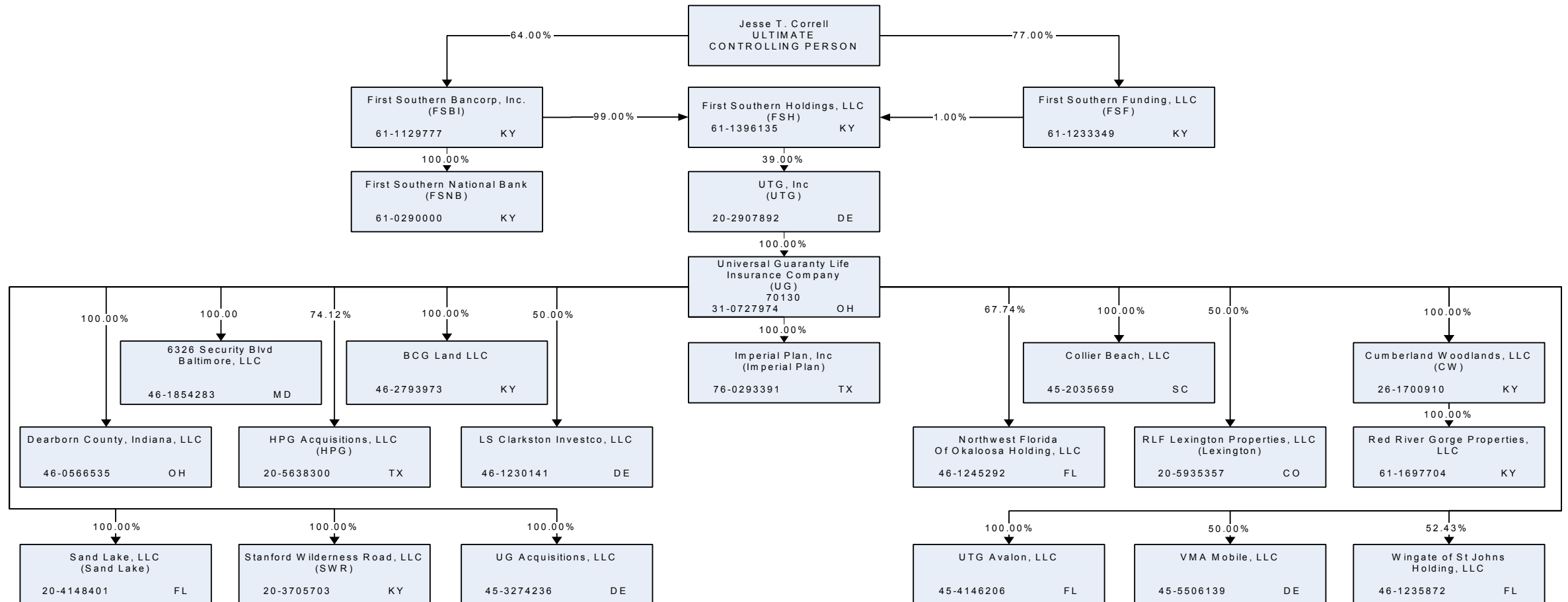
Universal Guaranty Life Insurance Company  
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS  
Current Year to Date - Allocated by States and Territories

|                      |                                                                                             | 1                | Direct Business Only            |                                |                                                                                                     |                              |                                      |                                |
|----------------------|---------------------------------------------------------------------------------------------|------------------|---------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------|------------------------------|--------------------------------------|--------------------------------|
|                      |                                                                                             |                  | Life Contracts                  |                                | 4<br>Accident and Health<br>Insurance Premiums,<br>Including Policy, Mem-<br>bership and Other Fees | 5<br>Other<br>Considerations | 6<br>Total<br>Columns<br>2 through 5 | 7<br>Deposit-Type<br>Contracts |
|                      |                                                                                             |                  | 2<br>Life Insurance<br>Premiums | 3<br>Annuity<br>Considerations |                                                                                                     |                              |                                      |                                |
| States, Etc.         |                                                                                             | Active<br>Status |                                 |                                |                                                                                                     |                              |                                      |                                |
| 1.                   | Alabama.....                                                                                | AL.....          | L.....                          | 47,879                         | 582                                                                                                 | 0                            | 48,461                               | 0                              |
| 2.                   | Alaska.....                                                                                 | AK.....          | N.....                          | 960                            | 60                                                                                                  | 0                            | 1,020                                | 0                              |
| 3.                   | Arizona.....                                                                                | AZ.....          | L.....                          | 24,534                         | 1,333                                                                                               | 63                           | 25,930                               | 0                              |
| 4.                   | Arkansas.....                                                                               | AR.....          | L.....                          | 112,871                        | 300                                                                                                 | 0                            | 113,171                              | 0                              |
| 5.                   | California.....                                                                             | CA.....          | N.....                          | 84,873                         | 1,043                                                                                               | 84                           | 86,000                               | 0                              |
| 6.                   | Colorado.....                                                                               | CO.....          | L.....                          | 54,939                         | 2,067                                                                                               | 136                          | 57,142                               | 0                              |
| 7.                   | Connecticut.....                                                                            | CT.....          | N.....                          | 2,108                          | 20                                                                                                  | 0                            | 2,128                                | 0                              |
| 8.                   | Delaware.....                                                                               | DE.....          | L.....                          | 1,851                          | 0                                                                                                   | 0                            | 1,851                                | 0                              |
| 9.                   | District of Columbia.....                                                                   | DC.....          | N.....                          | 3,245                          | 0                                                                                                   | 0                            | 3,245                                | 0                              |
| 10.                  | Florida.....                                                                                | FL.....          | N.....                          | 275,474                        | 15,821                                                                                              | 90                           | 291,385                              | 0                              |
| 11.                  | Georgia.....                                                                                | GA.....          | L.....                          | 123,367                        | 526                                                                                                 | 70                           | 123,963                              | 0                              |
| 12.                  | Hawaii.....                                                                                 | HI.....          | N.....                          | 844                            | 80                                                                                                  | 0                            | 924                                  | 0                              |
| 13.                  | Idaho.....                                                                                  | ID.....          | L.....                          | 2,920                          | 0                                                                                                   | 0                            | 2,920                                | 0                              |
| 14.                  | Illinois.....                                                                               | IL.....          | L.....                          | 1,111,709                      | 50,256                                                                                              | 183                          | 1,162,148                            | 0                              |
| 15.                  | Indiana.....                                                                                | IN.....          | L.....                          | 203,293                        | 15,995                                                                                              | 5,773                        | 225,061                              | 0                              |
| 16.                  | Iowa.....                                                                                   | IA.....          | L.....                          | 169,847                        | 39,088                                                                                              | 0                            | 208,935                              | 0                              |
| 17.                  | Kansas.....                                                                                 | KS.....          | L.....                          | 375,962                        | 2,265                                                                                               | 4,685                        | 382,912                              | 0                              |
| 18.                  | Kentucky.....                                                                               | KY.....          | L.....                          | 42,758                         | 1,765                                                                                               | 391                          | 44,914                               | 0                              |
| 19.                  | Louisiana.....                                                                              | LA.....          | L.....                          | 271,542                        | 1,292                                                                                               | 0                            | 272,834                              | 0                              |
| 20.                  | Maine.....                                                                                  | ME.....          | N.....                          | 11,295                         | 0                                                                                                   | 0                            | 11,295                               | 0                              |
| 21.                  | Maryland.....                                                                               | MD.....          | N.....                          | 9,654                          | 958                                                                                                 | 82                           | 10,694                               | 0                              |
| 22.                  | Massachusetts.....                                                                          | MA.....          | L.....                          | 4,148                          | 120                                                                                                 | 0                            | 4,268                                | 0                              |
| 23.                  | Michigan.....                                                                               | MI.....          | N.....                          | 162,115                        | 2,861                                                                                               | 126                          | 165,102                              | 0                              |
| 24.                  | Minnesota.....                                                                              | MN.....          | L.....                          | 11,203                         | 222                                                                                                 | 22                           | 11,447                               | 0                              |
| 25.                  | Mississippi.....                                                                            | MS.....          | L.....                          | 215,788                        | 406                                                                                                 | 0                            | 216,194                              | 0                              |
| 26.                  | Missouri.....                                                                               | MO.....          | L.....                          | 241,904                        | 12,546                                                                                              | 326                          | 254,776                              | 0                              |
| 27.                  | Montana.....                                                                                | MT.....          | L.....                          | 29,098                         | 120                                                                                                 | 0                            | 29,218                               | 0                              |
| 28.                  | Nebraska.....                                                                               | NE.....          | L.....                          | 71,953                         | 1,440                                                                                               | 0                            | 73,393                               | 0                              |
| 29.                  | Nevada.....                                                                                 | NV.....          | L.....                          | 6,671                          | 0                                                                                                   | 0                            | 6,671                                | 0                              |
| 30.                  | New Hampshire.....                                                                          | NH.....          | N.....                          | 466                            | 0                                                                                                   | 0                            | 466                                  | 0                              |
| 31.                  | New Jersey.....                                                                             | NJ.....          | N.....                          | 3,769                          | 730                                                                                                 | 0                            | 4,499                                | 0                              |
| 32.                  | New Mexico.....                                                                             | NM.....          | L.....                          | 25,049                         | 1,169                                                                                               | 0                            | 26,218                               | 0                              |
| 33.                  | New York.....                                                                               | NY.....          | N.....                          | 9,113                          | 339                                                                                                 | 0                            | 9,452                                | 0                              |
| 34.                  | North Carolina.....                                                                         | NC.....          | L.....                          | 130,280                        | 3,034                                                                                               | 0                            | 133,314                              | 0                              |
| 35.                  | North Dakota.....                                                                           | ND.....          | L.....                          | 2,567                          | 0                                                                                                   | 74                           | 2,641                                | 0                              |
| 36.                  | Ohio.....                                                                                   | OH.....          | L.....                          | 2,113,140                      | 132,905                                                                                             | 172                          | 2,246,217                            | 0                              |
| 37.                  | Oklahoma.....                                                                               | OK.....          | L.....                          | 201,472                        | 3,627                                                                                               | 57                           | 205,156                              | 0                              |
| 38.                  | Oregon.....                                                                                 | OR.....          | L.....                          | 20,052                         | 0                                                                                                   | 0                            | 20,052                               | 0                              |
| 39.                  | Pennsylvania.....                                                                           | PA.....          | L.....                          | 172,144                        | 22,274                                                                                              | 6                            | 194,424                              | 0                              |
| 40.                  | Rhode Island.....                                                                           | RI.....          | L.....                          | 208                            | 0                                                                                                   | 0                            | 208                                  | 0                              |
| 41.                  | South Carolina.....                                                                         | SC.....          | L.....                          | 134,939                        | 161                                                                                                 | 44                           | 135,144                              | 0                              |
| 42.                  | South Dakota.....                                                                           | SD.....          | L.....                          | 2,091                          | 60                                                                                                  | 24                           | 2,175                                | 0                              |
| 43.                  | Tennessee.....                                                                              | TN.....          | L.....                          | 197,459                        | 871                                                                                                 | 152                          | 198,482                              | 0                              |
| 44.                  | Texas.....                                                                                  | TX.....          | L.....                          | 738,738                        | 13,151                                                                                              | 56                           | 751,945                              | 0                              |
| 45.                  | Utah.....                                                                                   | UT.....          | L.....                          | 5,369                          | 260                                                                                                 | 0                            | 5,629                                | 0                              |
| 46.                  | Vermont.....                                                                                | VT.....          | N.....                          | 299                            | 1,130                                                                                               | 0                            | 1,429                                | 0                              |
| 47.                  | Virginia.....                                                                               | VA.....          | L.....                          | 134,467                        | 3,704                                                                                               | 0                            | 138,171                              | 0                              |
| 48.                  | Washington.....                                                                             | WA.....          | L.....                          | 10,956                         | 226                                                                                                 | 0                            | 11,182                               | 0                              |
| 49.                  | West Virginia.....                                                                          | WV.....          | L.....                          | 506,182                        | 3,753                                                                                               | 7,321                        | 517,256                              | 0                              |
| 50.                  | Wisconsin.....                                                                              | WI.....          | L.....                          | 19,451                         | 2,675                                                                                               | 0                            | 22,126                               | 0                              |
| 51.                  | Wyoming.....                                                                                | WY.....          | N.....                          | 98,137                         | 160                                                                                                 | 0                            | 98,297                               | 0                              |
| 52.                  | American Samoa.....                                                                         | AS.....          | N.....                          | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 53.                  | Guam.....                                                                                   | GU.....          | N.....                          | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 54.                  | Puerto Rico.....                                                                            | PR.....          | N.....                          | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 55.                  | US Virgin Islands.....                                                                      | VI.....          | N.....                          | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 56.                  | Northern Mariana Islands.....                                                               | MP.....          | N.....                          | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 57.                  | Canada.....                                                                                 | CAN.....         | N.....                          | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 58.                  | Aggregate Other Alien.....                                                                  | OT.....          | XXX.....                        | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 59.                  | Subtotal.....                                                                               | (a).....         | 37.....                         | 8,201,153                      | 341,395                                                                                             | 19,937                       | 8,562,485                            | 0                              |
| 90.                  | Reporting entity contributions for employee benefit plans.....                              | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 91.                  | Dividends or refunds applied to purchase paid-up additions and annuities.....               | XXX.....         |                                 | 118,795                        | 0                                                                                                   | 0                            | 118,795                              | 0                              |
| 92.                  | Dividends or refunds applied to shorten endowment or premium paying period.....             | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 93.                  | Premium or annuity considerations waived under disability or other contract provisions..... | XXX.....         |                                 | 49,265                         | 0                                                                                                   | 0                            | 49,265                               | 0                              |
| 94.                  | Aggregate other amounts not allocable by State.....                                         | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 95.                  | Totals (Direct Business).....                                                               | XXX.....         |                                 | 8,369,213                      | 341,395                                                                                             | 19,937                       | 8,730,545                            | 0                              |
| 96.                  | Plus Reinsurance Assumed.....                                                               | XXX.....         |                                 | 28,592                         | 0                                                                                                   | 2,860                        | 31,452                               | 0                              |
| 97.                  | Totals (All Business).....                                                                  | XXX.....         |                                 | 8,397,805                      | 341,395                                                                                             | 22,797                       | 8,761,997                            | 0                              |
| 98.                  | Less Reinsurance Ceded.....                                                                 | XXX.....         |                                 | 2,333,757                      | 0                                                                                                   | 8,929                        | 2,342,686                            | 0                              |
| 99.                  | Totals (All Business) less Reinsurance Ceded.....                                           | XXX.....         |                                 | 6,064,048                      | 341,395                                                                                             | 13,868                       | 6,419,311                            | 0                              |
| DETAILS OF WRITE-INS |                                                                                             |                  |                                 |                                |                                                                                                     |                              |                                      |                                |
| 58001.               | .....                                                                                       | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 58002.               | .....                                                                                       | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 58003.               | .....                                                                                       | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 58998.               | Summary of remaining write-ins for line 58 from overflow page.....                          | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 58999.               | Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....                              | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 9401.                | .....                                                                                       | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 9402.                | .....                                                                                       | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 9403.                | .....                                                                                       | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 9498.                | Summary of remaining write-ins for line 94 from overflow page.....                          | XXX.....         |                                 | 0                              | 0                                                                                                   | 0                            | 0                                    | 0                              |
| 9499.                | Total (Lines 9401 thru 9403 plus 9498) (Line 94 above).....                                 | XXX.....         |                                 | 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



**Q12**



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.....            | 61-1129777        | 0.....       | 0.....     |                                                                        | First Southern Bancorp, Inc.....                | KY.....              | UIP.....                         | Jesse T. Correll.....                          | Ownership.....                                                                   | ...64.000                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 61-1233349        | 0.....       | 0.....     |                                                                        | First Southern Funding, LLC.....                | KY.....              | NIA.....                         | Jesse T. Correll.....                          | Ownership.....                                                                   | ...77.000                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 61-1396135        | 0.....       | 0.....     |                                                                        | First Southern Holdings, LLC.....               | KY.....              | UIP.....                         | First Southern Bancorp, Inc.....               | Ownership.....                                                                   | ...99.000                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 61-0290000        | 702612.....  | 0.....     |                                                                        | First Southern National Bank.....               | KY.....              | NIA.....                         | First Southern Bancorp, Inc.....               | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 20-2907892        | 0.....       | 0000832480 | Over the counter                                                       | UTG, Inc.....                                   | DE.....              | DS.....                          | First Southern Holdings, LLC.....              | Ownership.....                                                                   | ...39.000                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 70130.....        | 31-0727974        | 0.....       | 0.....     |                                                                        | Universal Guaranty Life Insurance Co.....       | OH.....              | UDP.....                         | UTG, Inc.....                                  | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 76-0293391        | 0.....       | 0.....     |                                                                        | Imperial Plan, Inc.....                         | TX.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 46-1854283        | 0.....       | 0.....     |                                                                        | 6326 Security Blvd Baltimore, LLC.....          | MD.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 46-2793973        | 0.....       | 0.....     |                                                                        | BCG Land LLC.....                               | KY.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 45-2035659        | 0.....       | 0.....     |                                                                        | Collier Beach, LLC.....                         | SC.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 26-1700910        | 0.....       | 0.....     |                                                                        | Cumberland Woodlands, LLC.....                  | KY.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 61-1697704        | 0.....       | 0.....     |                                                                        | Red River Gorge Properties, LLC.....            | KY.....              | DS.....                          | Cumberland Woodlands, LLC.....                 | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 46-0566535        | 0.....       | 0.....     |                                                                        | Dearborn County, Indiana, LLC.....              | IN.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 20-5638300        | 0.....       | 0.....     |                                                                        | HPG Acquisitions, LLC.....                      | TX.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...74.120                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 46-1230141        | 0.....       | 0.....     |                                                                        | LS Clarkston Investco, LLC.....                 | DE.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...50.000                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 46-1245292        | 0.....       | 0.....     |                                                                        | Northwest Florida of Okaloosa Holding, LLC..... | FL.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...67.740                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 20-5935357        | 0.....       | 0.....     |                                                                        | RLF Lexington Properties, LLC.....              | CO.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...50.000                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 20-4148401        | 0.....       | 0.....     |                                                                        | Sand Lake, LLC.....                             | FL.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 20-3705703        | 0.....       | 0.....     |                                                                        | Stanford Wilderness Road, LLC.....              | KY.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 45-3274236        | 0.....       | 0.....     |                                                                        | UG Acquisitions, LLC.....                       | DE.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 45-4146206        | 0.....       | 0.....     |                                                                        | UTG Avalon, LLC.....                            | FL.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...100.000                                 | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 45-5506139        | 0.....       | 0.....     |                                                                        | VMA Mobile, LLC.....                            | DE.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...50.000                                  | Jesse T. Correll.....                      | 0..... |
| 0.....     |            | 0.....            | 46-1235872        | 0.....       | 0.....     |                                                                        | Wingate of St Johns Holding, LLC.....           | FL.....              | DS.....                          | Universal Guaranty Life Insurance Co.....      | Ownership.....                                                                   | ...52.430                                  | Jesse T. Correll.....                      | 0..... |

Q13

Universal Guaranty Life Insurance Company

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

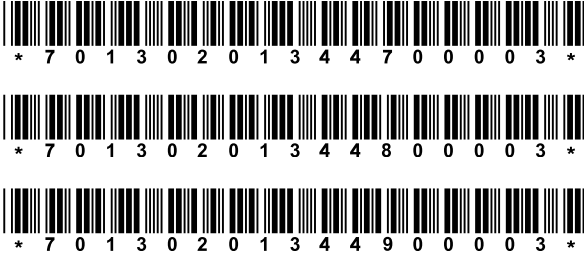
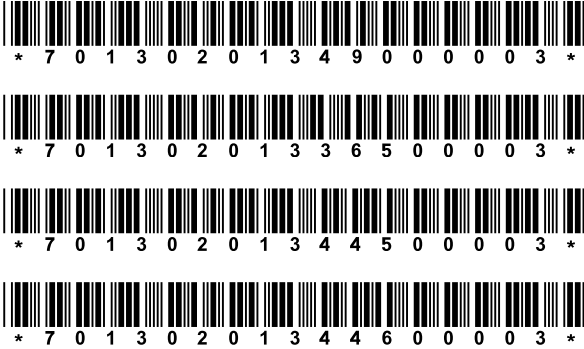
The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing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

|                                                                                                                                                                                                                    | Response |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?                                                                                                       | NO       |
| 2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?                                                                                              | NO       |
| 3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?                                                 | NO       |
| 4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?                                 | NO       |
| 5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?             | NO       |
| 6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC? | NO       |
| 7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?         | NO       |

Explanations:

1.
2.
3.
4.
5.
6.
7.

Bar Code:



**Universal Guaranty Life Insurance Company**  
**Overflow Page for Write-Ins**

**NONE**

Universal Guaranty Life Insurance Company  
SCHEDULE A - VERIFICATION

Real Estate

|                                                                                       | 1            | 2                               |
|---------------------------------------------------------------------------------------|--------------|---------------------------------|
|                                                                                       | Year to Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year.....                       | 15,250,626   | 14,106,555                      |
| 2. Cost of acquired:                                                                  |              |                                 |
| 2.1 Actual cost at time of acquisition.....                                           | 5,734,628    | 7,016,347                       |
| 2.2 Additional investment made after acquisition.....                                 | 4,068        | 391,085                         |
| 3. Current year change in encumbrances.....                                           | 0            | 0                               |
| 4. Total gain (loss) on disposals.....                                                | (51,586)     | 1,534,160                       |
| 5. Deduct amounts received on disposals.....                                          | 1,552,579    | 7,502,949                       |
| 6. Total foreign exchange change in book/adjusted carrying value.....                 | 0            | 0                               |
| 7. Deduct current year's other than temporary impairment recognized.....              | 26,926       | 0                               |
| 8. Deduct current year's depreciation.....                                            | 225,815      | 294,572                         |
| 9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)..... | 19,132,416   | 15,250,626                      |
| 10. Deduct total nonadmitted amounts.....                                             | 3,392        | 0                               |
| 11. Statement value at end of current period (Line 9 minus Line 10).....              | 19,129,024   | 15,250,626                      |

SCHEDULE B - VERIFICATION

Mortgage Loans

|                                                                                                                          | 1            | 2                               |
|--------------------------------------------------------------------------------------------------------------------------|--------------|---------------------------------|
|                                                                                                                          | Year to Date | Prior Year Ended<br>December 31 |
| 1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....                             | 44,008,507   | 36,740,839                      |
| 2. Cost of acquired:                                                                                                     |              |                                 |
| 2.1 Actual cost at time of acquisition.....                                                                              | 9,662,422    | 21,444,645                      |
| 2.2 Additional investment made after acquisition.....                                                                    | 1,780,088    | 800,087                         |
| 3. Capitalized deferred interest and other.....                                                                          | 0            | 0                               |
| 4. Accrual of discount.....                                                                                              | 3,734,684    | 1,900,255                       |
| 5. Unrealized valuation increase (decrease).....                                                                         | 0            | 0                               |
| 6. Total gain (loss) on disposals.....                                                                                   | 0            | 0                               |
| 7. Deduct amounts received on disposals.....                                                                             | 27,440,254   | 16,683,128                      |
| 8. Deduct amortization of premium and mortgage interest points and commitment fees.....                                  | 5,829        | 194,191                         |
| 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.....                                                | 10,001       | 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)..... | 31,729,617   | 44,008,507                      |
| 12. Total valuation allowance.....                                                                                       | 0            | 0                               |
| 13. Subtotal (Line 11 plus Line 12).....                                                                                 | 31,729,617   | 44,008,507                      |
| 14. Deduct total nonadmitted amounts.....                                                                                | 0            | 0                               |
| 15. Statement value at end of current period (Line 13 minus Line 14).....                                                | 31,729,617   | 44,008,507                      |

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

|                                                                                             | 1            | 2                               |
|---------------------------------------------------------------------------------------------|--------------|---------------------------------|
|                                                                                             | Year to Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year.....                             | 32,953,674   | 37,965,718                      |
| 2. Cost of acquired:                                                                        |              |                                 |
| 2.1 Actual cost at time of acquisition.....                                                 | 9,231,444    | 8,295,155                       |
| 2.2 Additional investment made after acquisition.....                                       | 2,280,614    | 6,102,883                       |
| 3. Capitalized deferred interest and other.....                                             | 0            | 0                               |
| 4. Accrual of discount.....                                                                 | 0            | 0                               |
| 5. Unrealized valuation increase (decrease).....                                            | 920,491      | (234,863)                       |
| 6. Total gain (loss) on disposals.....                                                      | 0            | 2,985,393                       |
| 7. Deduct amounts received on disposals.....                                                | 4,898,260    | 21,985,887                      |
| 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            | 174,725                         |
| 11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)..... | 40,487,963   | 32,953,674                      |
| 12. Deduct total nonadmitted amounts.....                                                   | 566,972      | 566,972                         |
| 13. Statement value at end of current period (Line 11 minus Line 12).....                   | 39,920,991   | 32,386,702                      |

SCHEDULE D - VERIFICATION

Bonds and Stocks

|                                                                                          | 1            | 2                               |
|------------------------------------------------------------------------------------------|--------------|---------------------------------|
|                                                                                          | Year to Date | Prior Year Ended<br>December 31 |
| 1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....      | 218,309,266  | 132,504,748                     |
| 2. Cost of bonds and stocks acquired.....                                                | 32,470,464   | 182,707,789                     |
| 3. Accrual of discount.....                                                              | 42,966       | 49,687                          |
| 4. Unrealized valuation increase (decrease).....                                         | 761,280      | 350,415                         |
| 5. Total gain (loss) on disposals.....                                                   | 1,124,320    | 9,636,741                       |
| 6. Deduct consideration for bonds and stocks disposed of.....                            | 31,927,911   | 106,170,537                     |
| 7. Deduct amortization of premium.....                                                   | 574,297      | 756,898                         |
| 8. Total foreign exchange change in book/adjusted carrying value.....                    | 0            | 0                               |
| 9. Deduct current year's other than temporary impairment recognized.....                 | 1,000,000    | 12,680                          |
| 10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)..... | 219,206,087  | 218,309,266                     |
| 11. Deduct total nonadmitted amounts.....                                                | 0            | 0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11).....                | 219,206,087  | 218,309,266                     |

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

|                                          | 1                                                               | 2                                         | 3                                         | 4                                                 | 5                                                       | 6                                                        | 7                                                       | 8                                                         |
|------------------------------------------|-----------------------------------------------------------------|-------------------------------------------|-------------------------------------------|---------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------|
|                                          | Book/Adjusted Carrying<br>Value Beginning<br>of Current Quarter | Acquisitions<br>During<br>Current Quarter | Dispositions<br>During<br>Current Quarter | Non-Trading Activity<br>During<br>Current Quarter | Book/Adjusted Carrying<br>Value End of<br>First Quarter | Book/Adjusted Carrying<br>Value End of<br>Second Quarter | Book/Adjusted Carrying<br>Value End of<br>Third Quarter | Book/Adjusted Carrying<br>Value December 31<br>Prior Year |
| BONDS                                    |                                                                 |                                           |                                           |                                                   |                                                         |                                                          |                                                         |                                                           |
| 1. Class 1 (a).....                      | 80,772,346                                                      | 877,289                                   | 2,573,279                                 | (847,770)                                         | 91,382,285                                              | 80,772,346                                               | 78,228,586                                              | 87,082,369                                                |
| 2. Class 2 (a).....                      | 65,568,791                                                      | 4,479,268                                 | 2,137,138                                 | 6,619,431                                         | 67,026,734                                              | 65,568,791                                               | 74,530,352                                              | 66,759,075                                                |
| 3. Class 3 (a).....                      | 15,369,219                                                      | 990,018                                   | 803,456                                   | (683,047)                                         | 13,815,263                                              | 15,369,219                                               | 14,872,734                                              | 14,416,697                                                |
| 4. Class 4 (a).....                      | 5,116,810                                                       | 0                                         | 0                                         | (4,921)                                           | 6,126,227                                               | 5,116,810                                                | 5,111,889                                               | 6,131,062                                                 |
| 5. Class 5 (a).....                      | 255,197                                                         | 0                                         | 1,049,036                                 | 1,009,186                                         | 262,739                                                 | 255,197                                                  | 215,347                                                 | 262,739                                                   |
| 6. Class 6 (a).....                      | 1,645,265                                                       | 0                                         | 0                                         | (203,864)                                         | 1,315,761                                               | 1,645,265                                                | 1,441,401                                               | 1,494,290                                                 |
| 7. Total Bonds.....                      | 168,727,628                                                     | 6,346,575                                 | 6,562,909                                 | 5,889,015                                         | 179,929,009                                             | 168,727,628                                              | 174,400,309                                             | 176,146,232                                               |
| PREFERRED STOCK                          |                                                                 |                                           |                                           |                                                   |                                                         |                                                          |                                                         |                                                           |
| 8. Class 1.....                          | 3,331,022                                                       | 0                                         | 0                                         | 0                                                 | 3,331,022                                               | 3,331,022                                                | 3,331,022                                               | 3,331,022                                                 |
| 9. Class 2.....                          | 0                                                               | 0                                         | 0                                         | 0                                                 | 21,605                                                  | 0                                                        | 0                                                       | 21,605                                                    |
| 10. Class 3.....                         | 7,056,250                                                       | 0                                         | 0                                         | 0                                                 | 7,056,250                                               | 7,056,250                                                | 7,056,250                                               | 7,056,250                                                 |
| 11. Class 4.....                         | 0                                                               | 0                                         | 0                                         | 0                                                 | 0                                                       | 0                                                        | 0                                                       | 0                                                         |
| 12. Class 5.....                         | 8,335,012                                                       | 0                                         | 0                                         | 0                                                 | 8,335,012                                               | 8,335,012                                                | 8,335,013                                               | 8,335,012                                                 |
| 13. Class 6.....                         | 0                                                               | 0                                         | 0                                         | 0                                                 | 0                                                       | 0                                                        | 0                                                       | 0                                                         |
| 14. Total Preferred Stock.....           | 18,722,284                                                      | 0                                         | 0                                         | 0                                                 | 18,743,889                                              | 18,722,284                                               | 18,722,285                                              | 18,743,889                                                |
| 15. Total Bonds and Preferred Stock..... | 187,449,912                                                     | 6,346,575                                 | 6,562,909                                 | 5,889,015                                         | 198,672,898                                             | 187,449,912                                              | 193,122,594                                             | 194,890,121                                               |

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

SCHEDULE DA - PART 1

Short-Term Investments

|              | 1<br>Book/Adjusted<br>Carrying Value | 2<br>Par Value | 3<br>Actual<br>Cost | 4<br>Interest Collected<br>Year To Date | 5<br>Paid for Accrued Interest<br>Year To Date |
|--------------|--------------------------------------|----------------|---------------------|-----------------------------------------|------------------------------------------------|
| 9199999..... | .....6,616,326                       | .....XXX.....  | .....6,616,326      | .....538                                | .....0                                         |

SCHEDULE DA - VERIFICATION

Short-Term Investments

|                                                                                          | 1<br>Year to Date | 2<br>Prior Year Ended<br>December 31 |
|------------------------------------------------------------------------------------------|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value, December 31 of prior year.....                          | .....5,457,039    | .....2,401,942                       |
| 2. Cost of short-term investments acquired.....                                          | .....5,522,061    | .....8,698,585                       |
| 3. Accrual of discount.....                                                              | .....0            | .....0                               |
| 4. Unrealized valuation increase (decrease).....                                         | .....0            | .....0                               |
| 5. Total gain (loss) on disposals.....                                                   | .....0            | .....0                               |
| 6. Deduct consideration received on disposals.....                                       | .....4,362,774    | .....5,643,488                       |
| 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)..... | .....6,616,326    | .....5,457,039                       |
| 11. Deduct total nonadmitted amounts.....                                                | .....0            | .....0                               |
| 12. Statement value at end of current period (Line 10 minus Line 11).....                | .....6,616,326    | .....5,457,039                       |

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

|     |                                                                                                  |           |
|-----|--------------------------------------------------------------------------------------------------|-----------|
| 1.  | Book/adjusted carrying value, December 31, prior year (Line 9, prior year).....                  | 542,548   |
| 2.  | Cost paid/(consideration received) on additions.....                                             | 600,401   |
| 3.  | Unrealized valuation increase (decrease).....                                                    | (345,035) |
| 4.  | Total gain (loss) on termination recognized.....                                                 | (393,311) |
| 5.  | Considerations received (paid) on terminations.....                                              | 705,680   |
| 6.  | Amortization.....                                                                                | 0         |
| 7.  | Adjustment to the book/adjusted carrying value of hedge item.....                                | 30,350    |
| 8.  | Total foreign exchange change in book/adjusted carrying value.....                               | 0         |
| 9.  | Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 + 7 + 8)..... | (270,727) |
| 10. | Deduct nonadmitted assets.....                                                                   | 0         |
| 11. | Statement value at end of current period (Line 9 minus Line 10).....                             | (270,727) |

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

|      |                                                                                                                 |                 |
|------|-----------------------------------------------------------------------------------------------------------------|-----------------|
| 1.   | Book/adjusted carrying value, December 31, prior year (Line 6, prior year).....                                 | 152,637         |
| 2.   | Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)..... | (142,032)       |
| 3.1  | Add:                                                                                                            |                 |
|      | Change in variation margin on open contracts - Highly Effective Hedges:                                         |                 |
| 3.11 | Section 1, Column 15, current year to date minus.....                                                           | 0               |
| 3.12 | Section 1, Column 15, prior year.....                                                                           | 10,605 (10,605) |
|      | Change in variation margin on open contracts - All Other:                                                       |                 |
| 3.13 | Section 1, Column 18, current year to date minus.....                                                           | 0               |
| 3.14 | Section 1, Column 18, prior year.....                                                                           | 0 0 (10,605)    |
| 3.2  | Add:                                                                                                            |                 |
|      | Change in adjustment to basis of hedged item:                                                                   |                 |
| 3.21 | Section 1, Column 17, current year to date minus.....                                                           | 0               |
| 3.22 | Section 1, Column 17, prior year.....                                                                           | 0 0             |
|      | Change in amount recognized:                                                                                    |                 |
| 3.23 | Section 1, Column 19, current year to date minus.....                                                           | 0               |
| 3.24 | Section 1, Column 19, prior year.....                                                                           | 0 0 0           |
| 3.3  | Subtotal (Line 3.1 minus Line 3.2).....                                                                         | (10,605)        |
| 4.1  | Cumulative variation margin on terminated contracts during the year.....                                        | 36,265          |
| 4.2  | Less:                                                                                                           |                 |
| 4.21 | Amount used to adjust basis of hedged item.....                                                                 | 0               |
| 4.22 | Amount recognized.....                                                                                          | 36,265 36,265   |
| 4.3  | Subtotal (Line 4.1 minus Line 4.2).....                                                                         | 0               |
| 5.   | Dispositions gains (losses) on contracts terminated in prior year:                                              |                 |
| 5.1  | Total gain (loss) recognized for terminations in prior year.....                                                | 0               |
| 5.2  | Total gain (loss) adjusted into the hedged item(s) for the terminations in prior year.....                      | 0               |
| 6.   | Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3.3 - 4.3 - 5.1 - 5.2).....                | (0)             |
| 7.   | Deduct nonadmitted assets.....                                                                                  | 0               |
| 8.   | Statement value at end of current period (Line 6 minus Line 7).....                                             | (0)             |

Sch. DB-Pt C-Sn 1  
NONE

Sch. DB-Pt C-Sn 2  
NONE



Universal Guaranty Life Insurance Company  
SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

Book/Adjusted Carrying Value Check

|    |                                                                                               |             |
|----|-----------------------------------------------------------------------------------------------|-------------|
| 1. | Part A, Section 1, Column 14.....                                                             | (270,727)   |
| 2. | Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance..... | 0           |
| 3. | Total (Line 1 plus Line 2).....                                                               | (270,727)   |
| 4. | Part D, Section 1, Column 5.....                                                              | 353,750     |
| 5. | Part D, Section 1, Column 6.....                                                              | 624,477     |
| 6. | Total (Line 3 minus Line 4 minus Line 5).....                                                 | (1,248,954) |

Fair Value Check

|     |                                                 |             |
|-----|-------------------------------------------------|-------------|
| 7.  | Part A, Section 1, Column 16.....               | (270,727)   |
| 8.  | Part B, Section 1, Column 13.....               | 0           |
| 9.  | Total (Line 7 plus Line 8).....                 | (270,727)   |
| 10. | Part D, Section 1, Column 8.....                | 353,750     |
| 11. | Part D, Section 1, Column 9.....                | 624,477     |
| 12. | Total (Line 9 minus Line 10 minus Line 11)..... | (1,248,954) |

Potential Exposure Check

|     |                                                 |   |
|-----|-------------------------------------------------|---|
| 13. | Part A, Section 1, Column 21.....               | 0 |
| 14. | Part B, Section 1, Column 20.....               | 0 |
| 15. | Part D, Section 1, Column 11.....               | 0 |
| 16. | Total (Line 13 plus Line 14 minus Line 15)..... | 0 |

Universal Guaranty Life Insurance Company

SCHEDULE E- VERIFICATION

Cash Equivalents

|                                                                                          | 1<br>Year to Date | 2<br>Prior Year Ended<br>December 31 |
|------------------------------------------------------------------------------------------|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value, December 31 of prior year.....                          | 0                 | 29,500,131                           |
| 2. Cost of cash equivalents acquired.....                                                | 0                 | 0                                    |
| 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.....                                       | 0                 | 29,500,131                           |
| 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)..... | 0                 | 0                                    |
| 11. Deduct total nonadmitted amounts.....                                                | 0                 | 0                                    |
| 12. Statement value at end of current period (Line 10 minus Line 11).....                | 0                 | 0                                    |

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

| 1                          | Location                |         | 4             | 5                                | 6                                  | 7                      | 8                                              | 9                                            |
|----------------------------|-------------------------|---------|---------------|----------------------------------|------------------------------------|------------------------|------------------------------------------------|----------------------------------------------|
|                            | 2                       | 3       |               |                                  |                                    |                        |                                                |                                              |
| Description of Property    | City                    | State   | Date Acquired | Name of Vendor                   | Actual Cost at Time of Acquisition | Amount of Encumbrances | Book/Adjusted Carrying Value Less Encumbrances | Additional Investment Made After Acquisition |
| Acquired by Purchase       |                         |         |               |                                  |                                    |                        |                                                |                                              |
| 0 Bench Leg Ford Road..... | Mineral Bluff Road..... | GA..... | ...07/29/2013 | Community & Southern Bank.....   | .....469,374                       | .....0                 | .....0                                         | .....0                                       |
| 204 Danville.....          | Lancaster.....          | KY..... | ...07/26/2013 | The Estate of Billy C. Moss..... | .....14,442                        | .....0                 | .....0                                         | .....4,068                                   |
| 0199999. Totals.....       |                         |         |               |                                  | .....483,816                       | .....0                 | .....0                                         | .....4,068                                   |
| 0399999. Totals.....       |                         |         |               |                                  | .....483,816                       | .....0                 | .....0                                         | .....4,068                                   |

SCHEDULE A - PART 3

Showing all Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract "

| 1                                           | Location                   |       | 4             | 5                          | 6              | 7                                                                          | 8                                                         | Change in Book/Adjusted Carrying Value Less Encumbrances |                                                           |                                       |                                         |                                            | 14                                                         | 15                           | 16                                       | 17                               | 18                            | 19                                                         | 20                                    |
|---------------------------------------------|----------------------------|-------|---------------|----------------------------|----------------|----------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------|---------------------------------------|-----------------------------------------|--------------------------------------------|------------------------------------------------------------|------------------------------|------------------------------------------|----------------------------------|-------------------------------|------------------------------------------------------------|---------------------------------------|
|                                             | 2                          | 3     |               |                            |                |                                                                            |                                                           | 9                                                        | 10                                                        | 11                                    | 12                                      | 13                                         |                                                            |                              |                                          |                                  |                               |                                                            |                                       |
| Description of Property                     | City                       | State | Disposal Date | Name of Purchaser          | Actual Cost    | Expended for Additions, Permanent Improvements and Changes in Encumbrances | Book/Adjusted Carrying Value Less Encumbrances Prior Year | Current Year's Depreciation                              | Current Year's Other Than Temporary Impairment Recognized | Current Year's Change in Encumbrances | Total Change in B./A.C.V. (11 - 9 - 10) | Total Foreign Exchange Change in B./A.C.V. | Book/Adjusted Carrying Value Less Encumbrances on Disposal | Amounts Received During Year | Foreign Exchange Gain (Loss) on Disposal | Realized Gain (Loss) on Disposal | Total Gain (Loss) on Disposal | Gross Income Earned Less Interest Incurred on Encumbrances | Taxes, Repairs, and Expenses Incurred |
| Property Disposed                           |                            |       |               |                            |                |                                                                            |                                                           |                                                          |                                                           |                                       |                                         |                                            |                                                            |                              |                                          |                                  |                               |                                                            |                                       |
| First Pyramid Investment Group, Loan 1..... | Cleveland.....             | OH.   | 08/20/2013    | Andre Williams.....        | .....0         | .....0                                                                     | .....0                                                    | .....0                                                   | .....0                                                    | .....0                                | .....0                                  | .....0                                     | .....0                                                     | .....0                       | .....0                                   | .....0                           | .....0                        | .....0                                                     | .....0                                |
| First Pyramid Investment Group, Loan 2..... | Cleveland.....             | OH.   | 08/20/2013    | Andre Williams.....        | .....100,000   | .....0                                                                     | .....0                                                    | .....0                                                   | .....0                                                    | .....0                                | .....0                                  | .....0                                     | .....100,000                                               | .....137,930                 | .....0                                   | .....37,930                      | .....37,930                   | .....0                                                     | .....12,576                           |
| First Pyramid Investment Group, Loan 3..... | Cleveland.....             | OH.   | 08/20/2013    | Andre Williams.....        | .....0         | .....0                                                                     | .....0                                                    | .....0                                                   | .....0                                                    | .....0                                | .....0                                  | .....0                                     | .....0                                                     | .....0                       | .....0                                   | .....0                           | .....0                        | .....0                                                     | .....0                                |
| Maudlin Property.....                       | Humphreys & Perry Counties | TN... | .....Various  | Graham Lumber Company..... | .....4,130,890 | .....0                                                                     | .....0                                                    | .....0                                                   | .....0                                                    | .....0                                | .....0                                  | .....0                                     | .....252,393                                               | .....252,393                 | .....0                                   | .....0                           | .....0                        | .....0                                                     | .....0                                |
| 0199999. Totals.....                        |                            |       |               |                            | .....4,230,890 | .....0                                                                     | .....0                                                    | .....0                                                   | .....0                                                    | .....0                                | .....0                                  | .....0                                     | .....352,393                                               | .....390,323                 | .....0                                   | .....37,930                      | .....37,930                   | .....0                                                     | .....12,576                           |
| 0399999. Totals.....                        |                            |       |               |                            | .....4,230,890 | .....0                                                                     | .....0                                                    | .....0                                                   | .....0                                                    | .....0                                | .....0                                  | .....0                                     | .....352,393                                               | .....390,323                 | .....0                                   | .....37,930                      | .....37,930                   | .....0                                                     | .....12,576                           |

QE01

Universal Guaranty Life Insurance Company

SCHEDULE B - PART 2

Showing all Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

| 1<br><br>Loan Number | Location      |                | 4<br><br>Loan Type | 5<br><br>Date Acquired | 6<br><br>Rate of Interest | 7<br><br>Actual Cost at Time of Acquisition | 8<br><br>Additional Investment Made After Acquisition | 9<br><br>Value of Land and Buildings |
|----------------------|---------------|----------------|--------------------|------------------------|---------------------------|---------------------------------------------|-------------------------------------------------------|--------------------------------------|
|                      | 2<br><br>City | 3<br><br>State |                    |                        |                           |                                             |                                                       |                                      |

Mortgages in Good Standing

Commercial Mortgages - All Other

|                                                                                     |                |         |       |                |             |                |             |                 |
|-------------------------------------------------------------------------------------|----------------|---------|-------|----------------|-------------|----------------|-------------|-----------------|
| 024F825.....                                                                        | Somerset.....  | KY..... | ..... | 06/25/2012.... | .....7.000  | .....0         | .....15,557 | .....1,000,000  |
| 024F832.....                                                                        | Atlanta.....   | GA..... | ..... | 03/18/2013.... | .....5.750  | .....0         | .....35,500 | .....1,550,000  |
| 024F834.....                                                                        | Los Lunas..... | NM..... | ..... | 07/31/2013.... | .....6.950  | .....3,000,000 | .....0      | .....10,937,000 |
| 024F835.....                                                                        | Las Vegas..... | NV..... | ..... | 09/04/2013.... | .....5.750  | .....5,500,000 | .....0      | .....8,047,363  |
| 300F029.....                                                                        | Columbus.....  | OH..... | ..... | 12/30/2009.... | .....4.000  | .....0         | .....258    | .....420,000    |
| 0599999. Total - Mortgages in Good Standing - Commercial Mortgages - All Other..... |                |         |       | ....XXX....    | ....XXX.... | .....8,500,000 | .....51,315 | .....21,954,363 |
| 0899999. Total - Mortgages in Good Standing.....                                    |                |         |       | ....XXX....    | ....XXX.... | .....8,500,000 | .....51,315 | .....21,954,363 |

Mortgages with Overdue Interest over 90 Days, Not in Process of Foreclosure

Commercial Mortgages - All Other

|                                                                                                                                      |              |         |       |                |             |        |             |                |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------|---------|-------|----------------|-------------|--------|-------------|----------------|
| 024F815.....                                                                                                                         | Kinsale..... | VA..... | ..... | 09/28/2011.... | .....0.000  | .....0 | .....17,484 | .....2,534,000 |
| 2199999. Total - Mortgages with Overdue Interest over 90 Days, Not in Process of Foreclosure - Commercial Mortgages - All Other..... |              |         |       | ....XXX....    | ....XXX.... | .....0 | .....17,484 | .....2,534,000 |
| 2499999. Total - Mortgages with Overdue Interest over 90 Days, Not in Process of Foreclosure.....                                    |              |         |       | ....XXX....    | ....XXX.... | .....0 | .....17,484 | .....2,534,000 |

Mortgages in the Process of Foreclosure

Commercial Mortgages - All Other

|                                                                                                  |                |         |       |                |             |                |             |                 |
|--------------------------------------------------------------------------------------------------|----------------|---------|-------|----------------|-------------|----------------|-------------|-----------------|
| 024F769.....                                                                                     | Allentown..... | PA..... | ..... | 06/28/2010.... | .....4.694  | .....0         | .....1,347  | .....135,695    |
| 2999999. Total - Mortgages in the Process of Foreclosure - Commercial Mortgages - All Other..... |                |         |       | ....XXX....    | ....XXX.... | .....0         | .....1,347  | .....135,695    |
| 3299999. Total - Mortgages in the Process of Foreclosure.....                                    |                |         |       | ....XXX....    | ....XXX.... | .....0         | .....1,347  | .....135,695    |
| 3399999. Total Mortgages.....                                                                    |                |         |       | ....XXX....    | ....XXX.... | .....8,500,000 | .....70,146 | .....24,624,058 |

Q002

SCHEDULE B - PART 3

Showing all Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

| 1<br><br>Loan Number | Location      |                | 4<br><br>Loan Type | 5<br><br>Date Acquired | 6<br><br>Disposal Date | 7<br><br>Book Value/ Recorded Investment Excluding Accrued Interest Prior Year | Change in Book Value/Recorded Investment          |                                                   |                                                                     |                                                   |                                                  |                                                       | 14<br><br>Book Value/ Recorded Investment Excluding Accrued Interest on Disposal | 15<br><br>Consideration | 16<br><br>Foreign Exchange Gain (Loss) on Disposal | 17<br><br>Realized Gain (Loss) on Disposal | 18<br><br>Total Gain (Loss) on Disposal |
|----------------------|---------------|----------------|--------------------|------------------------|------------------------|--------------------------------------------------------------------------------|---------------------------------------------------|---------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------|----------------------------------------------------|--------------------------------------------|-----------------------------------------|
|                      | 2<br><br>City | 3<br><br>State |                    |                        |                        |                                                                                | 8<br><br>Unrealized Valuation Increase (Decrease) | 9<br><br>Current Year's (Amortization)/ Accretion | 10<br><br>Current Year's Other Than Temporary Impairment Recognized | 11<br><br>Capitalized Deferred Interest and Other | 12<br><br>Total Change in Book Value (8+9-10+11) | 13<br><br>Total Foreign Exchange Change in Book Value |                                                                                  |                         |                                                    |                                            |                                         |

Mortgages Closed by Repayment

|                                                     |                               |         |       |                |                |                |        |              |        |        |              |        |                |                |        |        |        |
|-----------------------------------------------------|-------------------------------|---------|-------|----------------|----------------|----------------|--------|--------------|--------|--------|--------------|--------|----------------|----------------|--------|--------|--------|
| 024F791.....                                        | Emmaus.....                   | PA..... | ..... | 06/28/2010.... | 08/21/2013.... | .....9,170     | .....0 | .....29,376  | .....0 | .....0 | .....29,376  | .....0 | .....33,826    | .....33,826    | .....0 | .....0 | .....0 |
| 024F792.....                                        | Emmaus.....                   | PA..... | ..... | 06/28/2010.... | 08/21/2013.... | .....163,249   | .....0 | .....310,927 | .....0 | .....0 | .....310,927 | .....0 | .....310,927   | .....310,927   | .....0 | .....0 | .....0 |
| 024F794.....                                        | North Whitehall Township..... | PA..... | ..... | 06/28/2010.... | 09/27/2013.... | .....110,273   | .....0 | .....253,918 | .....0 | .....0 | .....253,918 | .....0 | .....287,974   | .....287,974   | .....0 | .....0 | .....0 |
| 024F815.....                                        | Kinsale.....                  | VA..... | ..... | 09/28/2011.... | 08/21/2013.... | .....67,648    | .....0 | .....0       | .....0 | .....0 | .....0       | .....0 | .....94,432    | .....94,432    | .....0 | .....0 | .....0 |
| 024F824.....                                        | Las Vegas.....                | NV..... | ..... | 04/25/2012.... | 08/22/2013.... | .....5,895,063 | .....0 | .....0       | .....0 | .....0 | .....0       | .....0 | .....5,895,319 | .....5,895,319 | .....0 | .....0 | .....0 |
| 0199999. Total - Mortgages Closed by Repayment..... |                               |         |       | .....          | .....          | .....6,245,403 | .....0 | .....594,221 | .....0 | .....0 | .....594,221 | .....0 | .....6,622,478 | .....6,622,478 | .....0 | .....0 | .....0 |

Mortgages With Partial Repayments

|              |               |         |       |                |       |             |        |        |        |        |        |        |              |              |        |        |        |
|--------------|---------------|---------|-------|----------------|-------|-------------|--------|--------|--------|--------|--------|--------|--------------|--------------|--------|--------|--------|
| 024F588..... | Somerset..... | KY..... | ..... | 08/14/2007.... | ..... | .....79,217 | .....0 | .....0 | .....0 | .....0 | .....0 | .....0 | .....449     | .....449     | .....0 | .....0 | .....0 |
| 024F609..... | Phoenix.....  | AZ..... | ..... | 09/30/2009.... | ..... | .....0      | .....0 | .....0 | .....0 | .....0 | .....0 | .....0 | .....141,900 | .....141,900 | .....0 | .....0 | .....0 |

SCHEDULE B - PART 3

Showing all Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

| 1                                                       | Location              |         | 4         | 5              | 6              | 7                                                                    | Change in Book Value/Recorded Investment |                                          |                                                           |                                         |                                        |                                             | 14                                                                    | 15              | 16                                       | 17                               | 18                            |
|---------------------------------------------------------|-----------------------|---------|-----------|----------------|----------------|----------------------------------------------------------------------|------------------------------------------|------------------------------------------|-----------------------------------------------------------|-----------------------------------------|----------------------------------------|---------------------------------------------|-----------------------------------------------------------------------|-----------------|------------------------------------------|----------------------------------|-------------------------------|
|                                                         | 2                     | 3       |           |                |                |                                                                      | 8                                        | 9                                        | 10                                                        | 11                                      | 12                                     | 13                                          |                                                                       |                 |                                          |                                  |                               |
| Loan Number                                             | City                  | State   | Loan Type | Date Acquired  | Disposal Date  | Book Value/Recorded Investment Excluding Accrued Interest Prior Year | Unrealized Valuation Increase (Decrease) | Current Year's (Amortization)/ Accretion | Current Year's Other Than Temporary Impairment Recognized | Capitalized Deferred Interest and Other | Total Change in Book Value (8+9-10+11) | Total Foreign Exchange Change in Book Value | Book Value/Recorded Investment Excluding Accrued Interest on Disposal | Consideration   | Foreign Exchange Gain (Loss) on Disposal | Realized Gain (Loss) on Disposal | Total Gain (Loss) on Disposal |
| 024F624.....                                            | Wheeling.....         | WV..... |           | 12/14/2009.... |                | .....0                                                               | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....456                                                              | .....456        | .....0                                   | .....0                           | .....0                        |
| 024F630.....                                            | Wickliff.....         | OH..... |           | 12/14/2009.... |                | .....0                                                               | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....1,544                                                            | .....1,544      | .....0                                   | .....0                           | .....0                        |
| 024F718.....                                            | Columbus.....         | OH..... |           | 12/14/2009.... |                | .....1,022,527                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....1,153,743                                                        | .....1,153,743  | .....0                                   | .....0                           | .....0                        |
| 024F734.....                                            | St. Paul.....         | MN..... |           | 12/28/2009.... |                | .....1,766,585                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....19,119                                                           | .....19,119     | .....0                                   | .....0                           | .....0                        |
| 024F737.....                                            | Birmingham.....       | AL..... |           | 12/28/2009.... |                | .....797,298                                                         | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....7,283                                                            | .....7,283      | .....0                                   | .....0                           | .....0                        |
| 024F738.....                                            | Brunswick County..... | NC..... |           | 12/28/2009.... |                | .....737,149                                                         | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....32,284                                                           | .....32,284     | .....0                                   | .....0                           | .....0                        |
| 024F748.....                                            | Lancaster.....        | KY..... |           | 03/12/2010.... |                | .....1,652,358                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....12,751                                                           | .....12,751     | .....0                                   | .....0                           | .....0                        |
| 024F791.....                                            | Emmaus.....           | PA..... |           | 06/28/2010.... |                | .....9,170                                                           | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....158                                                              | .....158        | .....0                                   | .....0                           | .....0                        |
| 024F792.....                                            | Emmaus.....           | PA..... |           | 06/28/2010.... |                | .....163,249                                                         | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....108,534                                                          | .....108,534    | .....0                                   | .....0                           | .....0                        |
| 024F793.....                                            | Emmaus.....           | PA..... |           | 06/28/2010.... |                | .....4,349                                                           | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....3,763                                                            | .....3,763      | .....0                                   | .....0                           | .....0                        |
| 024F803.....                                            | Phoenix.....          | AZ..... |           | 09/21/2010.... |                | .....2,462,153                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....25,925                                                           | .....25,925     | .....0                                   | .....0                           | .....0                        |
| 024F820.....                                            | Guilford.....         | IN..... |           | 09/28/2011.... |                | .....104,843                                                         | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....2,528                                                            | .....2,528      | .....0                                   | .....0                           | .....0                        |
| 024F833.....                                            | Danville.....         | KY..... |           | 04/11/2013.... |                | .....0                                                               | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....10,914                                                           | .....10,914     | .....0                                   | .....0                           | .....0                        |
| 024F834.....                                            | Los Lunas.....        | NM..... |           | 07/31/2013.... |                | .....0                                                               | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....169,960                                                          | .....169,960    | .....0                                   | .....0                           | .....0                        |
| 300F019.....                                            | Toledo.....           | OH..... |           | 12/30/2009.... |                | .....97,287                                                          | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....1,000                                                            | .....1,000      | .....0                                   | .....0                           | .....0                        |
| 300F029.....                                            | Columbus.....         | OH..... |           | 12/30/2009.... |                | .....44,364                                                          | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....5,652                                                            | .....5,652      | .....0                                   | .....0                           | .....0                        |
| 300F031.....                                            | Columbus.....         | OH..... |           | 12/30/2009.... |                | .....96,698                                                          | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....14,240                                                           | .....14,240     | .....0                                   | .....0                           | .....0                        |
| 300F032.....                                            | Columbus.....         | OH..... |           | 12/30/2009.... |                | .....0                                                               | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....1,305                                                            | .....1,305      | .....0                                   | .....0                           | .....0                        |
| 300F082.....                                            | Toquop Township.....  | NV..... |           | 02/16/2010.... |                | .....1,675,875                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....36,838                                                           | .....36,838     | .....0                                   | .....0                           | .....0                        |
| 300F101.....                                            | Cadiz.....            | KY..... |           | 06/09/2010.... |                | .....29,610                                                          | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....549                                                              | .....549        | .....0                                   | .....0                           | .....0                        |
| ML-0218011.....                                         | Winchester.....       | TN..... |           | 12/30/2009.... |                | .....36,943                                                          | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....781                                                              | .....781        | .....0                                   | .....0                           | .....0                        |
| 0299999. Total - Mortgages With Partial Repayments..... |                       |         |           |                |                | .....10,779,675                                                      | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....1,751,676                                                        | .....1,751,676  | .....0                                   | .....0                           | .....0                        |
| Mortgages Transferred                                   |                       |         |           |                |                |                                                                      |                                          |                                          |                                                           |                                         |                                        |                                             |                                                                       |                 |                                          |                                  |                               |
| 024F822.....                                            | Various.....          | KY..... |           | 03/26/2012.... | 07/08/2013.... | .....4,304,517                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....4,304,517                                                        | .....4,304,517  | .....0                                   | .....0                           | .....0                        |
| 024F823.....                                            | Various.....          | KY..... |           | 03/26/2012.... | 07/08/2013.... | .....1,195,483                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....1,195,483                                                        | .....1,195,483  | .....0                                   | .....0                           | .....0                        |
| 0499999. Total - Mortgages Transferred.....             |                       |         |           |                |                | .....5,500,000                                                       | .....0                                   | .....0                                   | .....0                                                    | .....0                                  | .....0                                 | .....0                                      | .....5,500,000                                                        | .....5,500,000  | .....0                                   | .....0                           | .....0                        |
| 0599999. Total Mortgages.....                           |                       |         |           |                |                | .....22,525,078                                                      | .....0                                   | .....594,221                             | .....0                                                    | .....0                                  | .....594,221                           | .....0                                      | .....13,874,154                                                       | .....13,874,154 | .....0                                   | .....0                           | .....0                        |

QE02.1

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

| 1                                                                                                                             | 2                                      | Location                           |         | 5                                       | 6                        | 7                              | 8                       | 9                                           | 10                                                    | 11                        | 12                                            | 13                            |
|-------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|------------------------------------|---------|-----------------------------------------|--------------------------|--------------------------------|-------------------------|---------------------------------------------|-------------------------------------------------------|---------------------------|-----------------------------------------------|-------------------------------|
| CUSIP<br>Identification                                                                                                       | Name or<br>Description                 | 3                                  | 4       | Name of<br>Vendor or<br>General Partner | NAIC<br>Design-<br>ation | Date<br>Originally<br>Acquired | Type<br>and<br>Strategy | Actual<br>Cost at<br>Time of<br>Acquisition | Additional<br>Investment<br>Made After<br>Acquisition | Amount of<br>Encumbrances | Commitment<br>for<br>Additional<br>Investment | Percentage<br>of<br>Ownership |
|                                                                                                                               |                                        | City                               | State   |                                         |                          |                                |                         |                                             |                                                       |                           |                                               |                               |
| Mineral Rights - Unaffiliated                                                                                                 |                                        |                                    |         |                                         |                          |                                |                         |                                             |                                                       |                           |                                               |                               |
|                                                                                                                               | MM-Marcellus I, LP.....                | North Gauley.....                  | WV..... | MM-Marcellus I, LP.....                 |                          | 06/30/2011....                 | .....0                  | .....0                                      | .....2,250                                            | .....0                    | .....0                                        | .....9.5                      |
|                                                                                                                               | MM-Marcellus III, LP.....              | North Gauley.....                  | WV..... | MM-Marcellus III, LP.....               |                          | 05/27/2011....                 | .....0                  | .....0                                      | .....125,000                                          | .....0                    | .....156,875                                  | .....12.5                     |
|                                                                                                                               | MM-Marcellus HBPI, LP.....             | North Gauley.....                  | WV..... | MM-Marcellus HBPI, LP.....              |                          | 04/02/2012....                 | .....0                  | .....0                                      | .....432,000                                          | .....0                    | .....141,300                                  | .....18.0                     |
| 0599999. Total - Mineral Rights - Unaffiliated.....                                                                           |                                        |                                    |         |                                         |                          |                                |                         | .....0                                      | .....559,250                                          | .....0                    | .....298,175                                  | ...XXX.....                   |
| Joint Venture or Partnership Interests That Have Underlying Characteristics of Real Estate - Affiliated                       |                                        |                                    |         |                                         |                          |                                |                         |                                             |                                                       |                           |                                               |                               |
|                                                                                                                               | 6326 Security Blvd Baltimore, LLC..... | Woodlawn.....                      | MD..... | Mortgage loan foreclosure.....          |                          | 06/04/2013....                 | .....0                  | .....0                                      | .....24,697                                           | .....0                    | .....0                                        | .....100.0                    |
|                                                                                                                               | BCG Land, LLC.....                     | Boyd, Carter & Greenup County..... | KY..... | Mortgage loan foreclosure.....          |                          | 07/08/2013....                 | .....0                  | .....5,500,000                              | .....0                                                | .....0                    | .....0                                        | .....100.0                    |
|                                                                                                                               | Collier Beach, LLC.....                | Hilton Head.....                   | SC..... | Collier Beach, LLC.....                 |                          | 05/02/2011....                 | .....0                  | .....0                                      | .....3,914                                            | .....0                    | .....0                                        | .....100.0                    |
|                                                                                                                               | Sand Lake, LLC.....                    | Palm Coast.....                    | FL..... | Various.....                            |                          | 12/07/2010....                 | .....0                  | .....0                                      | .....375                                              | .....0                    | .....0                                        | .....100.0                    |
|                                                                                                                               | UTG Avalon, LLC.....                   | St. Lucie County.....              | FL..... | UTG Avalon, LLC.....                    |                          | 04/06/2011....                 | .....0                  | .....0                                      | .....50,000                                           | .....0                    | .....0                                        | .....100.0                    |
|                                                                                                                               | UG Acquisitions, LLC.....              | Scottsdale.....                    | AZ..... | UG Acquisitions, LLC.....               |                          | 04/06/2011....                 | .....0                  | .....0                                      | .....188,889                                          | .....0                    | .....0                                        | .....100.0                    |
| 1899999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Real Estate - Affiliated..... |                                        |                                    |         |                                         |                          |                                |                         | .....5,500,000                              | .....267,875                                          | .....0                    | .....0                                        | ...XXX.....                   |
| Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated                           |                                        |                                    |         |                                         |                          |                                |                         |                                             |                                                       |                           |                                               |                               |
|                                                                                                                               | Llano Music, LLC.....                  | Nashville.....                     | TN..... | Llano Music, LLC.....                   |                          | 09/22/2010....                 | .....0                  | .....0                                      | .....54,000                                           | .....0                    | .....0                                        | .....19.0                     |
| 1999999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated.....     |                                        |                                    |         |                                         |                          |                                |                         | .....0                                      | .....54,000                                           | .....0                    | .....0                                        | ...XXX.....                   |
| Non-Collateral Loans - Unaffiliated                                                                                           |                                        |                                    |         |                                         |                          |                                |                         |                                             |                                                       |                           |                                               |                               |
|                                                                                                                               | Loan to Industrial Heat, LLC.....      | Raleigh.....                       | NC..... | Industrial Heat, LLC.....               |                          | 08/12/2013....                 | .....0                  | .....400,000                                | .....0                                                | .....0                    | .....0                                        | .....100.0                    |
| 2599999. Total - Non-Collateral Loans - Unaffiliated.....                                                                     |                                        |                                    |         |                                         |                          |                                |                         | .....400,000                                | .....0                                                | .....0                    | .....0                                        | ...XXX.....                   |
| 3999999. Subtotal - Unaffiliated.....                                                                                         |                                        |                                    |         |                                         |                          |                                |                         | .....400,000                                | .....613,250                                          | .....0                    | .....298,175                                  | ...XXX.....                   |
| 4099999. Subtotal - Affiliated.....                                                                                           |                                        |                                    |         |                                         |                          |                                |                         | .....5,500,000                              | .....267,875                                          | .....0                    | .....0                                        | ...XXX.....                   |
| 4199999. Totals.....                                                                                                          |                                        |                                    |         |                                         |                          |                                |                         | .....5,900,000                              | .....881,125                                          | .....0                    | .....298,175                                  | ...XXX.....                   |

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

| 1                                                                                                                               | 2                                      | Location              |       | 5                                          | 6                              | 7                | 8                                                                      | Changes in Book/Adjusted Carrying Value           |                                                                        |                                                                       |                                                  |                                                |                                                        | 15                                                                     | 16             | 17                                                | 18                                     | 19                                  | 20                   |
|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------|-------|--------------------------------------------|--------------------------------|------------------|------------------------------------------------------------------------|---------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------|------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------|---------------------------------------------------|----------------------------------------|-------------------------------------|----------------------|
|                                                                                                                                 |                                        | 3                     | 4     |                                            |                                |                  |                                                                        | 9                                                 | 10                                                                     | 11                                                                    | 12                                               | 13                                             | 14                                                     |                                                                        |                |                                                   |                                        |                                     |                      |
| CUSIP<br>Identification                                                                                                         | Name or<br>Description                 | City                  | State | Name of Purchaser or<br>Nature of Disposal | Date<br>Originally<br>Acquired | Disposal<br>Date | Book/Adjusted<br>Carrying Value<br>Less<br>Encumbrances,<br>Prior Year | Unrealized<br>Valuation<br>Increase<br>(Decrease) | Current Year's<br>(Depreciation)<br>or<br>(Amortization)/<br>Accretion | Current Year's<br>Other Than<br>Temporary<br>Impairment<br>Recognized | Capitalized<br>Deferred<br>Interest<br>and Other | Total<br>Change in<br>B./A.C.V<br>(9+10-11+12) | Total<br>Foreign<br>Exchange<br>Change in<br>B./A.C.V. | Book/Adjusted<br>Carrying Value<br>Less<br>Encumbrances<br>on Disposal | Consideration  | Foreign<br>Exchange<br>Gain (Loss)<br>on Disposal | Realized<br>Gain (Loss)<br>on Disposal | Total<br>Gain (Loss)<br>on Disposal | Investment<br>Income |
| Joint Venture or Partnership Interests That Have Underlying Characteristics of Real Estate - Unaffiliated                       |                                        |                       |       |                                            |                                |                  |                                                                        |                                                   |                                                                        |                                                                       |                                                  |                                                |                                                        |                                                                        |                |                                                   |                                        |                                     |                      |
|                                                                                                                                 | LS Clarkston Investco, LLC.....        | Clarkston.....        | GA... | Return of Capital.....                     | 11/09/2012                     | 07/18/2013       | .....4,941,000                                                         | .....0                                            | .....0                                                                 | .....0                                                                | .....0                                           | .....0                                         | .....0                                                 | .....1,809,756                                                         | .....1,809,756 | .....0                                            | .....0                                 | .....0                              | .....0               |
|                                                                                                                                 | Resource Land Fund III, LLC.....       | Colorado Springs..... | CO... | Return of Capital.....                     | 01/19/2006                     | 07/17/2013       | .....1,583,268                                                         | .....0                                            | .....0                                                                 | .....0                                                                | .....0                                           | .....0                                         | .....0                                                 | .....216,000                                                           | .....216,000   | .....0                                            | .....0                                 | .....0                              | .....0               |
| 1799999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Real Estate - Unaffiliated..... |                                        |                       |       |                                            |                                |                  | .....6,524,268                                                         | .....0                                            | .....0                                                                 | .....0                                                                | .....0                                           | .....0                                         | .....0                                                 | .....2,025,756                                                         | .....2,025,756 | .....0                                            | .....0                                 | .....0                              | .....0               |
| Joint Venture or Partnership Interests That Have Underlying Characteristics of Real Estate - Affiliated                         |                                        |                       |       |                                            |                                |                  |                                                                        |                                                   |                                                                        |                                                                       |                                                  |                                                |                                                        |                                                                        |                |                                                   |                                        |                                     |                      |
|                                                                                                                                 | 6326 Security Blvd Baltimore, LLC..... | Woodlawn .....        | MD... | Return of Capital.....                     | 06/04/2013                     | 07/19/2013       | .....0                                                                 | .....0                                            | .....0                                                                 | .....0                                                                | .....0                                           | .....0                                         | .....0                                                 | .....2,977                                                             | .....2,977     | .....0                                            | .....0                                 | .....0                              | .....0               |
|                                                                                                                                 | Collier Beach, LLC.....                | Hilton Head.....      | SC... | Return of Capital.....                     | 05/02/2011                     | Various.....     | .....1,999,511                                                         | .....0                                            | .....0                                                                 | .....0                                                                | .....0                                           | .....0                                         | .....0                                                 | .....75,191                                                            | .....75,191    | .....0                                            | .....0                                 | .....0                              | .....0               |
|                                                                                                                                 | UG Acquisitions, LLC.....              | Scottsdale.....       | AZ... | UG Acquisitions. LLC.....                  | 08/01/2011                     | 07/18/2013       | .....5,154,860                                                         | .....0                                            | .....0                                                                 | .....0                                                                | .....0                                           | .....0                                         | .....0                                                 | .....107,662                                                           | .....107,662   | .....0                                            | .....0                                 | .....0                              | .....362,338         |

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

| 1                       | 2                                                                                                                    | Location |       | 5                                          | 6                              | 7                | 8                                                                      | Changes in Book/Adjusted Carrying Value           |                                                                        |                                                                       |                                                  |                                                |                                                        | 15                                                                     | 16            | 17                                                | 18                                     | 19                                  | 20                   |
|-------------------------|----------------------------------------------------------------------------------------------------------------------|----------|-------|--------------------------------------------|--------------------------------|------------------|------------------------------------------------------------------------|---------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------|------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|---------------|---------------------------------------------------|----------------------------------------|-------------------------------------|----------------------|
|                         |                                                                                                                      | 3        | 4     |                                            |                                |                  |                                                                        | 9                                                 | 10                                                                     | 11                                                                    | 12                                               | 13                                             | 14                                                     |                                                                        |               |                                                   |                                        |                                     |                      |
| CUSIP<br>Identification | Name or<br>Description                                                                                               | City     | State | Name of Purchaser or<br>Nature of Disposal | Date<br>Originally<br>Acquired | Disposal<br>Date | Book/Adjusted<br>Carrying Value<br>Less<br>Encumbrances,<br>Prior Year | Unrealized<br>Valuation<br>Increase<br>(Decrease) | Current Year's<br>(Depreciation)<br>or<br>(Amortization)/<br>Accretion | Current Year's<br>Other Than<br>Temporary<br>Impairment<br>Recognized | Capitalized<br>Deferred<br>Interest<br>and Other | Total<br>Change in<br>B./A.C.V<br>(9+10-11+12) | Total<br>Foreign<br>Exchange<br>Change in<br>B./A.C.V. | Book/Adjusted<br>Carrying Value<br>Less<br>Encumbrances<br>on Disposal | Consideration | Foreign<br>Exchange<br>Gain (Loss)<br>on Disposal | Realized<br>Gain (Loss)<br>on Disposal | Total<br>Gain (Loss)<br>on Disposal | Investment<br>Income |
| 1899999.                | Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Real Estate - Affiliated..... |          |       |                                            |                                |                  | 7,154,371                                                              | 0                                                 | 0                                                                      | 0                                                                     | 0                                                | 0                                              | 0                                                      | 185,830                                                                | 185,830       | 0                                                 | 0                                      | 0                                   | 362,338              |
| 3999999.                | Subtotal - Unaffiliated.....                                                                                         |          |       |                                            |                                |                  | 6,524,268                                                              | 0                                                 | 0                                                                      | 0                                                                     | 0                                                | 0                                              | 0                                                      | 2,025,756                                                              | 2,025,756     | 0                                                 | 0                                      | 0                                   | 0                    |
| 4099999.                | Subtotal - Affiliated.....                                                                                           |          |       |                                            |                                |                  | 7,154,371                                                              | 0                                                 | 0                                                                      | 0                                                                     | 0                                                | 0                                              | 0                                                      | 185,830                                                                | 185,830       | 0                                                 | 0                                      | 0                                   | 362,338              |
| 4199999.                | Totals.....                                                                                                          |          |       |                                            |                                |                  | 13,678,639                                                             | 0                                                 | 0                                                                      | 0                                                                     | 0                                                | 0                                              | 0                                                      | 2,211,586                                                              | 2,211,586     | 0                                                 | 0                                      | 0                                   | 362,338              |

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<br>Identification                      | Description                                             | Foreign | Date<br>Acquired | Name of Vendor              | Number of<br>Shares of Stock | Actual Cost    | Par Value      | Paid for<br>Accrued Interest<br>and Dividends | NAIC Designation<br>or Market<br>Indicator (a) |
| Bonds - Industrial and Miscellaneous         |                                                         |         |                  |                             |                              |                |                |                                               |                                                |
| 343498 AA 9                                  | Flowers Foods Inc.....                                  |         | ...09/11/2013    | Cantor Fitzgerald & Co..... |                              | .....1,169,922 | .....1,200,000 | .....24,063                                   |                                                |
| 521865 AT 2                                  | Lear Corp.....                                          |         | ...07/29/2013    | Carolina Capital.....       |                              | .....990,018   | .....1,000,000 | .....2,111                                    |                                                |
| 615369 AC 9                                  | Moodys Corp.....                                        |         | ...08/12/2013    | Carolina Capital.....       |                              | .....1,995,278 | .....2,000,000 | .....813                                      |                                                |
| 92344G AM 8                                  | Verizon Global FDG Corp.....                            |         | ...07/12/2013    | Carolina Capital.....       |                              | .....1,314,068 | .....1,000,000 | .....9,903                                    |                                                |
| 3899999.                                     | Total - Bonds - Industrial & Miscellaneous.....         |         |                  |                             |                              | .....5,469,286 | .....5,200,000 | .....36,890                                   | XXX.....                                       |
| 8399997.                                     | Total - Bonds - Part 3.....                             |         |                  |                             |                              | .....5,469,286 | .....5,200,000 | .....36,890                                   | XXX.....                                       |
| 8399999.                                     | Total - Bonds.....                                      |         |                  |                             |                              | .....5,469,286 | .....5,200,000 | .....36,890                                   | XXX.....                                       |
| Common Stocks - Industrial and Miscellaneous |                                                         |         |                  |                             |                              |                |                |                                               |                                                |
| 25189@ 10 8                                  | Dew Learning, LLC.....                                  |         | ...08/20/2013    | Dew Learning, LLC.....      | .....318,005.000             | .....265,004   | .....XXX.....  | .....0                                        |                                                |
| 714236 10 6                                  | Permian Basin Royalty.....                              |         | ...09/25/2013    | Goldman Sachs.....          | .....400.000                 | .....5,407     | .....XXX.....  | .....0                                        | A.....                                         |
| 9099999.                                     | Total - Common Stocks - Industrial & Miscellaneous..... |         |                  |                             |                              | .....270,411   | .....XXX.....  | .....0                                        | XXX.....                                       |
| 9799997.                                     | Total - Common Stocks - Part 3.....                     |         |                  |                             |                              | .....270,411   | .....XXX.....  | .....0                                        | XXX.....                                       |
| 9799999.                                     | Total - Common Stocks.....                              |         |                  |                             |                              | .....270,411   | .....XXX.....  | .....0                                        | XXX.....                                       |
| 9899999.                                     | Total - Preferred and Common Stocks.....                |         |                  |                             |                              | .....270,411   | .....XXX.....  | .....0                                        | XXX.....                                       |
| 9999999.                                     | Total - Bonds, Preferred and Common Stocks.....         |         |                  |                             |                              | .....5,739,697 | .....XXX.....  | .....36,890                                   | 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<br>F<br>o<br>r<br>e<br>i<br>g<br>n | 4<br><br>Disposal<br>Date | 5<br><br>Name of Purchaser    | 6<br><br>Number of<br>Shares of<br>Stock | 7<br><br>Consideration | 8<br><br>Par Value | 9<br><br>Actual Cost | 10<br><br>Prior Year<br>Book/<br>Adjusted<br>Carrying<br>Value | Change in Book/Adjusted Carrying Value                       |                                                             |                                                                                    |                                                         |                                                                  | 16<br><br>Book/<br>Adjusted<br>Carrying<br>Value At<br>Disposal Date | 17<br><br>Foreign<br>Exchange<br>Gain<br>(Loss)<br>on<br>Disposal | 18<br><br>Realized<br>Gain<br>(Loss)<br>on<br>Disposal | 19<br><br>Total<br>Gain<br>(Loss)<br>on<br>Disposal | 20<br><br>Bond<br>Interest/<br>Stock<br>Dividends<br>Received<br>During Year | 21<br><br>Stated<br>Contractual<br>Maturity<br>Date | 22<br><br>NAIC<br>Desig-<br>nation<br>or<br>Market<br>Indicator<br>(a) |
|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---|------------------------------------------|--------------------------------------|---------------------------|-------------------------------|------------------------------------------|------------------------|--------------------|----------------------|----------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------|---------------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------|
|                                                                            |                                                                                       |   |                                          |                                      |                           |                               |                                          |                        |                    |                      |                                                                | 11<br><br>Unrealized<br>Valuation<br>Increase/<br>(Decrease) | 12<br><br>Current<br>Year's<br>(Amortization)/<br>Accretion | 13<br><br>Current<br>Year's<br>Other Than<br>Temporary<br>Impairment<br>Recognized | 14<br><br>Total<br>Change in<br>B./A.C.V.<br>(11+12-13) | 15<br><br>Total<br>Foreign<br>Exchange<br>Change in<br>B./A.C.V. |                                                                      |                                                                   |                                                        |                                                     |                                                                              |                                                     |                                                                        |
| CUSIP<br>Identification                                                    | Description                                                                           |   |                                          |                                      |                           |                               |                                          |                        |                    |                      |                                                                |                                                              |                                                             |                                                                                    |                                                         |                                                                  |                                                                      |                                                                   |                                                        |                                                     |                                                                              |                                                     |                                                                        |
| Bonds - U.S. Government                                                    |                                                                                       |   |                                          |                                      |                           |                               |                                          |                        |                    |                      |                                                                |                                                              |                                                             |                                                                                    |                                                         |                                                                  |                                                                      |                                                                   |                                                        |                                                     |                                                                              |                                                     |                                                                        |
| 912828                                                                     | DV                                                                                    | 9 | US Treasury Note.....                    | ....                                 | 07/02/2013                | ConvergEx.....                |                                          | .....214,043           | .....200,000       | .....196,156         | .....198,897                                                   | .....0                                                       | .....224                                                    | .....0                                                                             | .....224                                                | .....0                                                           | .....199,121                                                         | .....0                                                            | .....14,922                                            | .....14,922                                         | .....5,224                                                                   | 05/15/2015                                          | 1.....                                                                 |
| 912828                                                                     | KR                                                                                    | 0 | US Treasury Note.....                    | ....                                 | 07/02/2013                | First TN Capital Markets..... |                                          | .....533,307           | .....505,000       | .....502,870         | .....503,929                                                   | .....0                                                       | .....155                                                    | .....0                                                                             | .....155                                                | .....0                                                           | .....504,084                                                         | .....0                                                            | .....29,223                                            | .....29,223                                         | .....8,934                                                                   | 04/30/2016                                          | 1.....                                                                 |
| 0599999.                                                                   | Total - Bonds - U.S. Government.....                                                  |   |                                          |                                      |                           |                               |                                          | .....747,350           | .....705,000       | .....699,026         | .....702,826                                                   | .....0                                                       | .....379                                                    | .....0                                                                             | .....379                                                | .....0                                                           | .....703,205                                                         | .....0                                                            | .....44,145                                            | .....44,145                                         | .....14,158                                                                  | .....XXX...                                         | ..XXX....                                                              |
| Bonds - U.S. Political Subdivisions of States, Territories and Possessions |                                                                                       |   |                                          |                                      |                           |                               |                                          |                        |                    |                      |                                                                |                                                              |                                                             |                                                                                    |                                                         |                                                                  |                                                                      |                                                                   |                                                        |                                                     |                                                                              |                                                     |                                                                        |
| 49130P                                                                     | P4                                                                                    | 0 | Kentucky Hsg Corp Hsg Rev.....           | ....                                 | 09/10/2013                | CALLED @ 100.0000000.....     |                                          | .....20,000            | .....20,000        | .....20,000          | .....20,000                                                    | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....20,000                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....1,217                                                                   | 01/01/2037                                          | 1FE.....                                                               |
| 2499999.                                                                   | Total - Bonds - U.S. Political Subdivisions of States, Territories & Possessions..... |   |                                          |                                      |                           |                               |                                          | .....20,000            | .....20,000        | .....20,000          | .....20,000                                                    | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....20,000                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....1,217                                                                   | .....XXX...                                         | ..XXX....                                                              |
| Bonds - U.S. Special Revenue and Special Assessment                        |                                                                                       |   |                                          |                                      |                           |                               |                                          |                        |                    |                      |                                                                |                                                              |                                                             |                                                                                    |                                                         |                                                                  |                                                                      |                                                                   |                                                        |                                                     |                                                                              |                                                     |                                                                        |
| 31293E                                                                     | AF                                                                                    | 7 | FG C18106.....                           | ....                                 | 09/16/2013                | PRINCIPAL RECEIPT.....        |                                          | .....62                | .....62            | .....62              | .....62                                                        | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....62                                                              | .....0                                                            | .....0                                                 | .....0                                              | .....3                                                                       | 11/01/2028                                          | 1.....                                                                 |
| 31335H                                                                     | WK                                                                                    | 5 | FG C90650.....                           | ....                                 | 09/16/2013                | PRINCIPAL RECEIPT.....        |                                          | .....2,409             | .....2,409         | .....2,441           | .....2,430                                                     | .....0                                                       | .....(22)                                                   | .....0                                                                             | .....(22)                                               | .....0                                                           | .....2,409                                                           | .....0                                                            | .....0                                                 | .....0                                              | .....80                                                                      | 03/01/2023                                          | 1.....                                                                 |
| 3128H3                                                                     | L5                                                                                    | 8 | FG E95748.....                           | ....                                 | 09/15/2013                | PRINCIPAL RECEIPT.....        |                                          | .....2,059             | .....2,059         | .....2,091           | .....2,073                                                     | .....0                                                       | .....(14)                                                   | .....0                                                                             | .....(14)                                               | .....0                                                           | .....2,059                                                           | .....0                                                            | .....0                                                 | .....0                                              | .....68                                                                      | 04/01/2018                                          | 1.....                                                                 |
| 3128PK                                                                     | 2R                                                                                    | 4 | FG J07984.....                           | ....                                 | 09/16/2013                | PRINCIPAL RECEIPT.....        |                                          | .....14,030            | .....14,030        | .....14,047          | .....14,043                                                    | .....0                                                       | .....(13)                                                   | .....0                                                                             | .....(13)                                               | .....0                                                           | .....14,030                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....446                                                                     | 06/01/2023                                          | 1.....                                                                 |
| 31340Y                                                                     | DB                                                                                    | 2 | FHLMC CMO SER 12 CLASS 12-A.....         | ....                                 | 09/15/2013                | PRINCIPAL RECEIPT.....        |                                          | .....221               | .....221           | .....228             | .....221                                                       | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....221                                                             | .....0                                                            | .....0                                                 | .....0                                              | .....14                                                                      | 11/15/2019                                          | 3.....                                                                 |
| 312905                                                                     | RA                                                                                    | 2 | FHR 1070 H.....                          | ....                                 | 09/16/2013                | PRINCIPAL RECEIPT.....        |                                          | .....378               | .....378           | .....355             | .....378                                                       | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....378                                                             | .....0                                                            | .....0                                                 | .....0                                              | .....19                                                                      | 04/15/2021                                          | 1.....                                                                 |
| 31371K                                                                     | 3D                                                                                    | 1 | FN 254696.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....6,739             | .....6,739         | .....6,939           | .....6,822                                                     | .....0                                                       | .....(83)                                                   | .....0                                                                             | .....(83)                                               | .....0                                                           | .....6,739                                                           | .....0                                                            | .....0                                                 | .....0                                              | .....240                                                                     | 03/01/2018                                          | 1.....                                                                 |
| 31371L                                                                     | NE                                                                                    | 5 | FN 255189.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....9,820             | .....9,820         | .....9,521           | .....9,552                                                     | .....0                                                       | .....268                                                    | .....0                                                                             | .....268                                                | .....0                                                           | .....9,820                                                           | .....0                                                            | .....0                                                 | .....0                                              | .....328                                                                     | 05/01/2034                                          | 1.....                                                                 |
| 31371M                                                                     | DT                                                                                    | 1 | FN 255814.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....27,966            | .....27,966        | .....27,870          | .....27,879                                                    | .....0                                                       | .....87                                                     | .....0                                                                             | .....87                                                 | .....0                                                           | .....27,966                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....1,017                                                                   | 08/01/2035                                          | 1.....                                                                 |
| 31391W                                                                     | QC                                                                                    | 8 | FN 679151.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....165               | .....165           | .....166             | .....165                                                       | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....165                                                             | .....0                                                            | .....0                                                 | .....0                                              | .....5                                                                       | 01/01/2018                                          | 1.....                                                                 |
| 31404B                                                                     | SF                                                                                    | 0 | FN 763818.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....4,075             | .....4,075         | .....4,174           | .....4,163                                                     | .....0                                                       | .....(88)                                                   | .....0                                                                             | .....(88)                                               | .....0                                                           | .....4,075                                                           | .....0                                                            | .....0                                                 | .....0                                              | .....141                                                                     | 02/01/2034                                          | 1.....                                                                 |
| 31404V                                                                     | FC                                                                                    | 7 | FN 779663.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....26,614            | .....26,614        | .....26,872          | .....26,811                                                    | .....0                                                       | .....(197)                                                  | .....0                                                                             | .....(197)                                              | .....0                                                           | .....26,614                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....1,111                                                                   | 07/01/2034                                          | 1.....                                                                 |
| 31406F                                                                     | BF                                                                                    | 7 | FN 808338.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....7,364             | .....7,364         | .....7,370           | .....7,369                                                     | .....0                                                       | .....(5)                                                    | .....0                                                                             | .....(5)                                                | .....0                                                           | .....7,364                                                           | .....0                                                            | .....0                                                 | .....0                                              | .....253                                                                     | 08/01/2033                                          | 1.....                                                                 |
| 31407M                                                                     | XZ                                                                                    | 3 | FN 835096.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....25,672            | .....25,672        | .....25,811          | .....25,811                                                    | .....0                                                       | .....(139)                                                  | .....0                                                                             | .....(139)                                              | .....0                                                           | .....25,672                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....1,030                                                                   | 07/01/2035                                          | 1.....                                                                 |
| 31407S                                                                     | JP                                                                                    | 8 | FN 839170.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....16,891            | .....16,891        | .....17,012          | .....17,004                                                    | .....0                                                       | .....(113)                                                  | .....0                                                                             | .....(113)                                              | .....0                                                           | .....16,891                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....707                                                                     | 11/01/2035                                          | 1.....                                                                 |
| 31413M                                                                     | D6                                                                                    | 1 | FN 949325.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....4,727             | .....4,727         | .....4,751           | .....4,745                                                     | .....0                                                       | .....(18)                                                   | .....0                                                                             | .....(18)                                               | .....0                                                           | .....4,727                                                           | .....0                                                            | .....0                                                 | .....0                                              | .....172                                                                     | 08/01/2022                                          | 1.....                                                                 |
| 31414C                                                                     | F8                                                                                    | 6 | FN 961991.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....23,528            | .....23,528        | .....23,399          | .....23,407                                                    | .....0                                                       | .....121                                                    | .....0                                                                             | .....121                                                | .....0                                                           | .....23,528                                                          | .....0                                                            | .....0                                                 | .....0                                              | .....769                                                                     | 03/01/2023                                          | 1.....                                                                 |
| 31360F                                                                     | CN                                                                                    | 3 | FNMA 4577.....                           | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....143               | .....143           | .....148             | .....145                                                       | .....0                                                       | .....(2)                                                    | .....0                                                                             | .....(2)                                                | .....0                                                           | .....143                                                             | .....0                                                            | .....0                                                 | .....0                                              | .....5                                                                       | 10/01/2023                                          | 1.....                                                                 |
| 3199999.                                                                   | Total - Bonds - U.S. Special Revenue & Assessment.....                                |   |                                          |                                      |                           |                               |                                          | .....172,863           | .....172,863       | .....173,257         | .....173,080                                                   | .....0                                                       | .....(218)                                                  | .....0                                                                             | .....(218)                                              | .....0                                                           | .....172,863                                                         | .....0                                                            | .....0                                                 | .....0                                              | .....6,408                                                                   | .....XXX...                                         | ..XXX....                                                              |
| Bonds - Industrial and Miscellaneous                                       |                                                                                       |   |                                          |                                      |                           |                               |                                          |                        |                    |                      |                                                                |                                                              |                                                             |                                                                                    |                                                         |                                                                  |                                                                      |                                                                   |                                                        |                                                     |                                                                              |                                                     |                                                                        |
| 026709                                                                     | AH                                                                                    | 8 | AHT I 5.....                             | ....                                 | 09/25/2013                | PRINCIPAL RECEIPT.....        |                                          | .....567               | .....567           | .....536             | .....567                                                       | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....567                                                             | .....0                                                            | .....0                                                 | .....0                                              | .....32                                                                      | 08/25/2018                                          | 1FM.....                                                               |
| 055921                                                                     | AB                                                                                    | 6 | BMC Software Inc.....                    | ....                                 | 09/10/2013                | CALLED @ 101.5000000.....     |                                          | .....1,015,000         | .....1,000,000     | .....1,010,588       | .....1,009,809                                                 | .....0                                                       | .....(623)                                                  | .....0                                                                             | .....(623)                                              | .....0                                                           | .....1,009,186                                                       | .....0                                                            | .....5,814                                             | .....5,814                                          | .....45,451                                                                  | 02/15/2022                                          | 5FE.....                                                               |
| 464287                                                                     | 43                                                                                    | 2 | iSHARES 20 + Year Treasury.....          | ....                                 | 07/05/2013                | Charles Schwab Bluegrass..... |                                          | .....9,544             | .....0             | .....10,865          | .....10,742                                                    | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....10,865                                                          | .....0                                                            | .....(1,321)                                           | .....(1,321)                                        | .....161                                                                     | .....                                               | 1.....                                                                 |
| 464287                                                                     | 24                                                                                    | 2 | iSHARES GS \$ Investops Corporation..... | ....                                 | 07/03/2013                | Charles Schwab Bluegrass..... |                                          | .....43,627            | .....0             | .....45,618          | .....42,033                                                    | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....45,618                                                          | .....0                                                            | .....(1,991)                                           | .....(1,991)                                        | .....941                                                                     | .....                                               | 2.....                                                                 |
| 464287                                                                     | 22                                                                                    | 6 | iSHARES Trust Barclays US ETF.....       | ....                                 | 07/02/2013                | ConvergEx.....                |                                          | .....131,832           | .....0             | .....128,420         | .....128,420                                                   | .....0                                                       | .....0                                                      | .....0                                                                             | .....0                                                  | .....0                                                           | .....128,420                                                         | .....0                                                            | .....3,413                                             | .....3,413                                          | .....1,852                                                                   | .....                                               | 1.....                                                                 |
| 494368                                                                     | AX                                                                                    | 1 | Kimberly-Clark Corp.....                 | ....                                 | 08/15/2013                | MATURITY.....                 |                                          | .....500,000           | .....500,000       | .....495,100         | .....499,619                                                   | .....0                                                       | .....382                                                    | .....0                                                                             | .....382                                                | .....0                                                           | .....500,000                                                         | .....0                                                            | .....0                                                 | .....0                                              | .....25,000                                                                  | 08/15/2013                                          | 1FE.....                                                               |
| 521865                                                                     | AS                                                                                    | 4 | Lear Corp.....                           | ....                                 | 07/29/2013                | Cantor Fitzgerald & Co.....   |                                          | .....860,182           | .....782,000       | .....866,079         | .....804,637                                                   | .....0                                                       | .....(1,402)                                                | .....0                                                                             | .....(1,402)                                            | .....0                                                           | .....803,235                                                         | .....0                                                            | .....56,947                                            | .....56,947                                         | .....56,007                                                                  | 03/15/2020                                          | 3FE.....                                                               |
| 615369                                                                     | AA                                                                                    | 3 | Moodys Corp.....                         | ....                                 | 08/12/2013                | Cantor Fitzgerald & Co.....   |                                          | .....2,164,162         | .....2,000,000     | .....2,106,138       | .....2,098,157                                                 | .....0                                                       | .....(6,637)                                                | .....0                                                                             | .....(6,637)                                            | .....0                                                           | .....2,091,520                                                       | .....0                                                            | .....72,642                                            | .....72,642                                         | .....105,111                                                                 | 09/01/2020                                          | 2FE.....                                                               |

QE05

SCHEDULE D - PART 4

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

| 1                                            | 2                                                       |  | 3                               | 4                | 5                             | 6                               | 7             | 8         | 9           | 10                                                   | Change in Book/Adjusted Carrying Value             |                                                   |                                                                          |                                               |                                                        | 16                                                         | 17                                                      | 18                                           | 19                                        | 20                                                                 | 21                                        | 22                                                           |
|----------------------------------------------|---------------------------------------------------------|--|---------------------------------|------------------|-------------------------------|---------------------------------|---------------|-----------|-------------|------------------------------------------------------|----------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------|-------------------------------------------|--------------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------------|
|                                              |                                                         |  |                                 |                  |                               |                                 |               |           |             |                                                      | 11                                                 | 12                                                | 13                                                                       | 14                                            | 15                                                     |                                                            |                                                         |                                              |                                           |                                                                    |                                           |                                                              |
| CUSIP<br>Identification                      | Description                                             |  | F<br>o<br>r<br>e<br>i<br>g<br>n | Disposal<br>Date | Name of Purchaser             | Number of<br>Shares of<br>Stock | Consideration | Par Value | Actual Cost | Prior Year<br>Book/<br>Adjusted<br>Carrying<br>Value | Unrealized<br>Valuation<br>Increase/<br>(Decrease) | Current<br>Year's<br>(Amortization)/<br>Accretion | Current<br>Year's<br>Other Than<br>Temporary<br>Impairment<br>Recognized | Total<br>Change in<br>B./A.C.V.<br>(11+12-13) | Total<br>Foreign<br>Exchange<br>Change in<br>B./A.C.V. | Book/<br>Adjusted<br>Carrying<br>Value At<br>Disposal Date | Foreign<br>Exchange<br>Gain<br>(Loss)<br>on<br>Disposal | Realized<br>Gain<br>(Loss)<br>on<br>Disposal | Total<br>Gain<br>(Loss)<br>on<br>Disposal | Bond<br>Interest/<br>Stock<br>Dividends<br>Received<br>During Year | Stated<br>Contractual<br>Maturity<br>Date | NAIC<br>Design-<br>ation<br>or<br>Market<br>Indicator<br>(a) |
| 740408 AC 3                                  | Preferred Term Secs LTD/PFD RESTR.....                  |  | .....                           | 09/15/2013       | VARIOUS.....                  | .....                           | 68,972        | 68,972    | 39,850      | 39,850                                               | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 39,850                                                     | .....0                                                  | 29,122                                       | 29,122                                    | 3,715                                                              | 09/15/2030                                | 5FE.....                                                     |
| 76110W WE 2                                  | RASC 2004-K2 A14.....                                   |  | .....                           | 09/25/2013       | PRINCIPAL RECEIPT.....        | .....                           | 8,516         | 8,516     | 8,523       | 8,530                                                | .....0                                             | .....(14)                                         | .....0                                                                   | .....(14)                                     | .....0                                                 | 8,516                                                      | .....0                                                  | .....0                                       | .....0                                    | 240                                                                | 12/25/2031                                | 1FM.....                                                     |
| 808524 83 9                                  | SCH US AGG Bond ETF.....                                |  | .....                           | 07/05/2013       | Charles Schwab Bluegrass..... | .....                           | 23,670        | .....0    | 24,622      | .....0                                               | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 24,622                                                     | .....0                                                  | .....(952)                                   | .....(952)                                | 108                                                                | .....                                     | 1.....                                                       |
| 808524 87 0                                  | SCH US Tips ETF.....                                    |  | .....                           | 07/05/2013       | Charles Schwab Bluegrass..... | .....                           | 25,826        | .....0    | 28,158      | .....0                                               | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 28,158                                                     | .....0                                                  | .....(2,332)                                 | .....(2,332)                              | 69                                                                 | .....                                     | 1.....                                                       |
| 921937 83 5                                  | Vanguard Total Bond Market ETF.....                     |  | .....                           | 07/02/2013       | ConvergEx.....                | .....                           | 436,638       | .....0    | 460,781     | 460,781                                              | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 460,781                                                    | .....0                                                  | .....(24,143)                                | .....(24,143)                             | 6,060                                                              | .....                                     | 1.....                                                       |
| 3899999.                                     | Total - Bonds - Industrial & Miscellaneous.....         |  |                                 |                  |                               |                                 | 5,288,536     | 4,360,055 | 5,225,278   | 5,103,145                                            | .....0                                             | .....(8,294)                                      | .....0                                                                   | .....(8,294)                                  | .....0                                                 | 5,151,338                                                  | .....0                                                  | 137,199                                      | 137,199                                   | 244,747                                                            | ....XXX...                                | ....XXX...                                                   |
| 8399997.                                     | Total - Bonds - Part 4.....                             |  |                                 |                  |                               |                                 | 6,228,749     | 5,257,918 | 6,117,561   | 5,999,051                                            | .....0                                             | .....(8,133)                                      | .....0                                                                   | .....(8,133)                                  | .....0                                                 | 6,047,406                                                  | .....0                                                  | 181,344                                      | 181,344                                   | 266,530                                                            | ....XXX...                                | ....XXX...                                                   |
| 8399999.                                     | Total - Bonds.....                                      |  |                                 |                  |                               |                                 | 6,228,749     | 5,257,918 | 6,117,561   | 5,999,051                                            | .....0                                             | .....(8,133)                                      | .....0                                                                   | .....(8,133)                                  | .....0                                                 | 6,047,406                                                  | .....0                                                  | 181,344                                      | 181,344                                   | 266,530                                                            | ....XXX...                                | ....XXX...                                                   |
| Common Stocks - Industrial and Miscellaneous |                                                         |  |                                 |                  |                               |                                 |               |           |             |                                                      |                                                    |                                                   |                                                                          |                                               |                                                        |                                                            |                                                         |                                              |                                           |                                                                    |                                           |                                                              |
| 78355W 10 6                                  | Guggenheim ETF S&P 500 Equal WT In.....                 |  | .....                           | 07/02/2013       | Charles Schwab Bluegrass..... | .....                           | 21.000        | 1,290     | XXX         | 1,251                                                | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 1,251                                                      | .....0                                                  | 39                                           | 39                                        | 5                                                                  | ....XXX...                                | L.....                                                       |
| 461556 10 2                                  | Investors Heritage Capital Corp.....                    |  | .....                           | 09/03/2013       | HILLIARD LYONS, INC.....      | .....                           | 8,361.000     | 180,950   | XXX         | 148,408                                              | 142,555                                            | 5,853                                             | .....0                                                                   | .....5,853                                    | .....0                                                 | 148,408                                                    | .....0                                                  | 32,542                                       | 32,542                                    | 2,090                                                              | ....XXX...                                | U.....                                                       |
| 464286 66 5                                  | iSHARES MSCI Pac Ex Japnpacific.....                    |  | .....                           | 07/03/2013       | Charles Schwab Bluegrass..... | .....                           | 264.000       | 11,134    | XXX         | 13,135                                               | 471                                                | (34)                                              | .....0                                                                   | .....(34)                                     | .....0                                                 | 13,135                                                     | .....0                                                  | (2,000)                                      | (2,000)                                   | 249                                                                | ....XXX...                                | L.....                                                       |
| 808524 79 7                                  | SCH US Div Equity ETF.....                              |  | .....                           | 07/03/2013       | Charles Schwab Bluegrass..... | .....                           | 755.000       | 24,661    | XXX         | 24,053                                               | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 24,053                                                     | .....0                                                  | 608                                          | 608                                       | 170                                                                | ....XXX...                                | L.....                                                       |
| 808524 84 7                                  | SCH US Reit ETF.....                                    |  | .....                           | 07/03/2013       | Charles Schwab Bluegrass..... | .....                           | 802.000       | 25,591    | XXX         | 26,405                                               | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 26,405                                                     | .....0                                                  | (814)                                        | (814)                                     | 131                                                                | ....XXX...                                | L.....                                                       |
| 81369Y 88 6                                  | Sector SPDR UTIL Select Shares.....                     |  | .....                           | 07/03/2013       | Charles Schwab Bluegrass..... | .....                           | 672.000       | 24,804    | XXX         | 25,266                                               | 18,089                                             | 1,128                                             | .....0                                                                   | .....1,128                                    | .....0                                                 | 25,266                                                     | .....0                                                  | (462)                                        | (462)                                     | 627                                                                | ....XXX...                                | L.....                                                       |
| 78463V 10 7                                  | SPDR Gold Trust SPDR Gold Shares.....                   |  | .....                           | 07/05/2013       | Charles Schwab Bluegrass..... | .....                           | 103.000       | 12,156    | XXX         | 16,114                                               | 14,744                                             | (472)                                             | .....0                                                                   | .....(472)                                    | .....0                                                 | 16,114                                                     | .....0                                                  | (3,958)                                      | (3,958)                                   | 142                                                                | ....XXX...                                | L.....                                                       |
| 912318 20 1                                  | US Nat Gas FD Newmaster LTD Ptnrsh.....                 |  | .....                           | 07/01/2013       | Charles Schwab Bluegrass..... | .....                           | 490.000       | 9,198     | XXX         | 10,603                                               | .....0                                             | .....0                                            | .....0                                                                   | .....0                                        | .....0                                                 | 10,603                                                     | .....0                                                  | (1,404)                                      | (1,404)                                   | 0                                                                  | ....XXX...                                | L.....                                                       |
| 9099999.                                     | Total - Common Stocks - Industrial & Miscellaneous..... |  |                                 |                  |                               |                                 | 289,784       | XXX       | 265,235     | 175,859                                              | 6,475                                              | .....0                                            | .....0                                                                   | .....6,475                                    | .....0                                                 | 265,235                                                    | .....0                                                  | 24,551                                       | 24,551                                    | 3,414                                                              | ....XXX...                                | ....XXX...                                                   |
| 9799997                                      | Total - Common Stocks - Part 4.....                     |  |                                 |                  |                               |                                 | 289,784       | XXX       | 265,235     | 175,859                                              | 6,475                                              | .....0                                            | .....0                                                                   | .....6,475                                    | .....0                                                 | 265,235                                                    | .....0                                                  | 24,551                                       | 24,551                                    | 3,414                                                              | ....XXX...                                | ....XXX...                                                   |
| 9799999.                                     | Total - Common Stocks.....                              |  |                                 |                  |                               |                                 | 289,784       | XXX       | 265,235     | 175,859                                              | 6,475                                              | .....0                                            | .....0                                                                   | .....6,475                                    | .....0                                                 | 265,235                                                    | .....0                                                  | 24,551                                       | 24,551                                    | 3,414                                                              | ....XXX...                                | ....XXX...                                                   |
| 9899999.                                     | Total - Preferred and Common Stocks.....                |  |                                 |                  |                               |                                 | 289,784       | XXX       | 265,235     | 175,859                                              | 6,475                                              | .....0                                            | .....0                                                                   | .....6,475                                    | .....0                                                 | 265,235                                                    | .....0                                                  | 24,551                                       | 24,551                                    | 3,414                                                              | ....XXX...                                | ....XXX...                                                   |
| 9999999.                                     | Total - Bonds, Preferred and Common Stocks.....         |  |                                 |                  |                               |                                 | 6,518,533     | XXX       | 6,382,796   | 6,174,910                                            | 6,475                                              | .....(8,133)                                      | .....0                                                                   | .....(1,658)                                  | .....0                                                 | 6,312,641                                                  | .....0                                                  | 205,895                                      | 205,895                                   | 269,944                                                            | ....XXX...                                | ....XXX...                                                   |

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....1.

QE05.1

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

| 1                                                                   | 2                                                                       | 3                            | 4                   | 5                                               | 6           | 7                              | 8                   | 9                | 10                                            | 11                                                               | 12                                                   | 13                  | 14                            | 15    | 16             | 17                                       | 18                                         | 19                                      | 20                                           | 21                 | 22                                 | 23                                                      |
|---------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------|---------------------|-------------------------------------------------|-------------|--------------------------------|---------------------|------------------|-----------------------------------------------|------------------------------------------------------------------|------------------------------------------------------|---------------------|-------------------------------|-------|----------------|------------------------------------------|--------------------------------------------|-----------------------------------------|----------------------------------------------|--------------------|------------------------------------|---------------------------------------------------------|
| Description                                                         | Description of Item(s) Hedged, Used for Income Generation or Replicated | Schedule /Exhibit Identifier | Type(s) of Risk (a) | Exchange, Counterparty or Central Clearinghouse | Trade Date  | Date of Maturity or Expiration | Number of Contracts | Notional Amount  | Strike Price, Rate of Indexed Received (Paid) | Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid | Current Year Initial Cost of Premium (Received) Paid | Current Year Income | Book/ Adjusted Carrying Value | Code  | Fair Value     | Unrealized Valuation Increase (Decrease) | Total Foreign Exchange Change in B./A.C.V. | Current Year's (Amortization) Accretion | Adjustment to Carrying Value of Hedged Items | Potential Exposure | Credit Quality of Reference Entity | Hedge Effectiveness at Inception and at Quarter-end (b) |
| Purchased Options - Other - Put Options                             |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               |                                                                  |                                                      |                     |                               |       |                |                                          |                                            |                                         |                                              |                    |                                    |                                                         |
| BBEP.....                                                           |                                                                         | N/A.....                     |                     | CBOE.....                                       | .07/31/2013 | .03/22/2014                    | .....300            | .....375,000     | .....12.5000                                  | .....0                                                           | .....14,606                                          | .....0              | .....6,750                    | ..... | .....6,750     | .....(7,856)                             | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| BPT.....                                                            |                                                                         | N/A.....                     |                     | CBOE.....                                       | .07/31/2013 | .03/22/2014                    | .....200            | .....1,200,000   | .....60.0000                                  | .....0                                                           | .....26,013                                          | .....0              | .....17,500                   | ..... | .....17,500    | .....(8,513)                             | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| ERX.....                                                            |                                                                         | N/A.....                     |                     | CBOE.....                                       | .07/31/2013 | .01/17/2015                    | .....200            | .....1,300,000   | .....65.0000                                  | .....0                                                           | .....339,315                                         | .....0              | .....307,000                  | ..... | .....307,000   | .....(32,315)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| LGCY.....                                                           |                                                                         | N/A.....                     |                     | CBOE.....                                       | .07/31/2013 | .03/22/2014                    | .....300            | .....600,000     | .....20.0000                                  | .....0                                                           | .....23,331                                          | .....0              | .....14,250                   | ..... | .....14,250    | .....(9,081)                             | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| QRE.....                                                            |                                                                         | N/A.....                     |                     | CBOE.....                                       | .07/31/2013 | .02/22/2014                    | .....300            | .....375,000     | .....12.5000                                  | .....0                                                           | .....11,185                                          | .....0              | .....8,250                    | ..... | .....8,250     | .....(2,935)                             | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| 0309999. Total-Purchased Options-Other-Put Options.....             |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....0                                                           | .....414,450                                         | .....0              | .....353,750                  | XXX   | .....353,750   | .....(60,700)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 0359999. Total-Purchased Options-Other.....                         |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....0                                                           | .....414,450                                         | .....0              | .....353,750                  | XXX   | .....353,750   | .....(60,700)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 0379999. Total-Purchased Options-Put Options.....                   |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....0                                                           | .....414,450                                         | .....0              | .....353,750                  | XXX   | .....353,750   | .....(60,700)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 0429999. Total-Purchased Options.....                               |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....0                                                           | .....414,450                                         | .....0              | .....353,750                  | XXX   | .....353,750   | .....(60,700)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| Written Options - Other - Call Options and Warrants                 |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               |                                                                  |                                                      |                     |                               |       |                |                                          |                                            |                                         |                                              |                    |                                    |                                                         |
| USO.....                                                            |                                                                         | N/A.....                     |                     | CBOE.....                                       | .05/08/2013 | .01/17/2015                    | .....(49)           | .....(98,000)    | .....20.0000                                  | .....0                                                           | .....(69,470)                                        | .....0              | .....(82,933)                 | ..... | .....(82,933)  | .....(13,463)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| 0719999. Total-Written Options-Other-Call Options and Warrants..... |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....0                                                           | .....(69,470)                                        | .....0              | .....(82,933)                 | XXX   | .....(82,933)  | .....(13,463)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| Written Options - Other - Put Options                               |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               |                                                                  |                                                      |                     |                               |       |                |                                          |                                            |                                         |                                              |                    |                                    |                                                         |
| TLT.....                                                            |                                                                         | N/A.....                     |                     | CBOE.....                                       | .01/28/2013 | .01/17/2015                    | .....(1,066)        | .....(8,528,000) | .....80.0000                                  | .....0                                                           | .....(148,585)                                       | .....0              | .....(182,819)                | ..... | .....(182,819) | .....(34,234)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| TLT.....                                                            |                                                                         | N/A.....                     |                     | CBOE.....                                       | .12/19/2012 | .01/17/2015                    | .....(902)          | .....(7,667,000) | .....85.0000                                  | .....(51,674)                                                    | .....(143,714)                                       | .....0              | .....(225,500)                | ..... | .....(225,500) | .....(34,836)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| TLT.....                                                            |                                                                         | N/A.....                     |                     | CBOE.....                                       | .12/19/2012 | .01/17/2015                    | .....(365)          | .....(3,285,000) | .....90.0000                                  | .....(88,412)                                                    | .....0                                               | .....0              | .....(133,225)                | ..... | .....(133,225) | .....(47,633)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | 0.....                             | 0.....                                                  |
| 0729999. Total-Written Options-Other-Put Options.....               |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....(140,086)                                                   | .....(292,299)                                       | .....0              | .....(541,544)                | XXX   | .....(541,544) | .....(116,703)                           | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 0779999. Total-Written Options-Other.....                           |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....(140,086)                                                   | .....(361,769)                                       | .....0              | .....(624,477)                | XXX   | .....(624,477) | .....(130,166)                           | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 0789999. Total-Written Options-Call Options and Warrants.....       |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....0                                                           | .....(69,470)                                        | .....0              | .....(82,933)                 | XXX   | .....(82,933)  | .....(13,463)                            | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 0799999. Total-Written Options-Put Options.....                     |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....(140,086)                                                   | .....(292,299)                                       | .....0              | .....(541,544)                | XXX   | .....(541,544) | .....(116,703)                           | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 0849999. Total-Written Options.....                                 |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....(140,086)                                                   | .....(361,769)                                       | .....0              | .....(624,477)                | XXX   | .....(624,477) | .....(130,166)                           | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 1439999. Total-Other.....                                           |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....(140,086)                                                   | .....52,681                                          | .....0              | .....(270,727)                | XXX   | .....(270,727) | .....(190,866)                           | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |
| 1449999. TOTAL.....                                                 |                                                                         |                              |                     |                                                 |             |                                |                     |                  |                                               | .....(140,086)                                                   | .....52,681                                          | .....0              | .....(270,727)                | XXX   | .....(270,727) | .....(190,866)                           | .....0                                     | .....0                                  | .....0                                       | .....0             | ...XXX....                         | ...XXX....                                              |

QE06

SCHEDULE DB - PART B - SECTION 1

Futures Contracts Open as of the Current Statement Date

| 1             | 2                   | 3               | 4           | 5                                                                    | 6                            | 7                   | 8                              | 9        | 10         | 11                | 12                   | 13         | 14                            | Highly Effective Hedges     |                           |                                                                            | All Other                   | 19                                                    | 20                 | 21                                                      | 22                     |
|---------------|---------------------|-----------------|-------------|----------------------------------------------------------------------|------------------------------|---------------------|--------------------------------|----------|------------|-------------------|----------------------|------------|-------------------------------|-----------------------------|---------------------------|----------------------------------------------------------------------------|-----------------------------|-------------------------------------------------------|--------------------|---------------------------------------------------------|------------------------|
|               |                     |                 |             |                                                                      |                              |                     |                                |          |            |                   |                      |            |                               | 15                          | 16                        | 17                                                                         | 18                          |                                                       |                    |                                                         |                        |
| Ticker Symbol | Number of Contracts | Notional Amount | Description | Description of Item(s) Hedged, Used for Income General or Replicated | Schedule/ Exhibit Identifier | Type(s) of Risk (a) | Date of Maturity or Expiration | Exchange | Trade Date | Transaction Price | Reporting Date Price | Fair Value | Book/ Adjusted Carrying Value | Cumulative Variation Margin | Deferred Variation Margin | Change in Variation Margin Gain (Loss) Used to Adjust Basis of Hedged Item | Cumulative Variation Margin | Change in Variation Margin Recognized in Current Year | Potential Exposure | Hedge Effectiveness at Inception and at Quarter-end (b) | Value of One (1) Point |

NONE

QE07

|                              |                        |                        |                     |
|------------------------------|------------------------|------------------------|---------------------|
| Broker Name                  | Beginning Cash Balance | Cumulative Cash Change | Ending Cash Balance |
| Brokers                      |                        |                        |                     |
| Interactive Brokers          | .....142,032           | .....(142,032)         | .....0              |
| Total Net Cash Deposits..... | .....142,032           | .....(142,032)         | .....0              |

SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

| 1                                                                    | 2                               | 3                                      | 4                                         | Book Adjusted Carrying Value                             |                                                          |                               | Fair Value                          |                                     |                               | 11                    | 12                               |
|----------------------------------------------------------------------|---------------------------------|----------------------------------------|-------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|-------------------------------|-------------------------------------|-------------------------------------|-------------------------------|-----------------------|----------------------------------|
|                                                                      |                                 |                                        |                                           | 5                                                        | 6                                                        | 7                             | 8                                   | 9                                   | 10                            |                       |                                  |
| Description of Exchange,<br>Counterparty or Central<br>Clearinghouse | Master<br>Agreement<br>(Y or N) | Credit<br>Support<br>Annex<br>(Y or N) | Fair Value<br>of Acceptable<br>Collateral | Contracts With<br>Book Adjusted<br>Carrying<br>Value > 0 | Contracts With<br>Book Adjusted<br>Carrying<br>Value < 0 | Exposure Net<br>of Collateral | Contracts<br>With Fair<br>Value > 0 | Contracts<br>With Fair<br>Value < 0 | Exposure Net<br>of Collateral | Potential<br>Exposure | Off-Balance<br>Sheet<br>Exposure |
| Exchange Traded Derivatives                                          |                                 |                                        |                                           |                                                          |                                                          |                               |                                     |                                     |                               |                       |                                  |
| 0199999. Aggregate Sum of Exchange Traded.....                       | ....XXX.....                    | ....XXX.....                           | .....XXX.....                             | .....353,750                                             | .....624,477                                             | .....353,750                  | .....353,750                        | .....624,477                        | .....353,750                  | .....0                | .....0                           |
| 0999999. Totals.....                                                 |                                 |                                        | .....0                                    | .....353,750                                             | .....624,477                                             | .....353,750                  | .....353,750                        | .....624,477                        | .....353,750                  | .....0                | .....0                           |

Sch. DB-Pt D-Sn 2  
NONE

Sch. DL-Pt. 1  
NONE

Sch. DL-Pt. 2  
NONE

Universal Guaranty Life 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     |
|-------------------------------------------------------|----------------------|-------------|------------------|----------------------------------------------------|------------------------------------------------------|----------------------------------------------------------|-----------------|-----------------|-------|
| Depository                                            |                      | Code        | Rate of Interest | Amount of Interest Received During Current Quarter | Amount of Interest Accrued at Current Statement Date | 6                                                        | 7               | 8               | *     |
|                                                       |                      |             |                  |                                                    |                                                      | First Month                                              | Second Month    | Third Month     |       |
| Open Depositories                                     |                      |             |                  |                                                    |                                                      |                                                          |                 |                 |       |
| Charles Schwab.....                                   | Louisville, KY.....  |             | .....0.010       | .....7                                             | .....0                                               | .....292,458                                             | .....292,051    | .....292,345    | XXX.. |
| JP Morgan Chase.....                                  | Springfield, IL..... |             | .....0.000       | .....0                                             | .....0                                               | .....127,224                                             | .....86,767     | .....66,823     | XXX.. |
| JP Morgan Chase (AC).....                             | Springfield, IL..... |             | .....0.000       | .....0                                             | .....0                                               | .....48,504                                              | .....45,187     | .....38,447     | XXX.. |
| FSNB Policy.....                                      | Stanford, KY.....    |             | .....0.000       | .....0                                             | .....0                                               | .....9,549,289                                           | .....13,083,864 | .....8,003,610  | XXX.. |
| FSNB Policy (AC).....                                 | Stanford, KY.....    |             | .....0.000       | .....0                                             | .....0                                               | .....146,035                                             | .....226,982    | .....139,624    | XXX.. |
| FSNB Money Market.....                                | Stanford, KY.....    |             | .....0.000       | .....0                                             | .....0                                               | .....21,088                                              | .....21,088     | .....21,088     | XXX.. |
| FSNB Reinsurance.....                                 | Stanford, KY.....    |             | .....0.150       | .....11                                            | .....0                                               | .....83,552                                              | .....83,555     | .....83,559     | XXX.. |
| FSNB Non-Policy Freedom.....                          | Stanford, KY.....    |             | .....0.000       | .....0                                             | .....0                                               | .....301,670                                             | .....488,372    | .....181,532    | XXX.. |
| FSNB NP-Somerset Plaza.....                           | Stanford, KY.....    |             | .....0.000       | .....0                                             | .....0                                               | .....101,553                                             | .....100,011    | .....119,065    | XXX.. |
| Hilliard Lyons.....                                   | Springfield, IL..... |             | .....0.010       | .....2                                             | .....0                                               | .....6,888                                               | .....147,513    | .....147,515    | XXX.. |
| Illinois National Bank.....                           | Springfield, IL..... |             | .....0.000       | .....0                                             | .....0                                               | .....204,962                                             | .....117,222    | .....141,145    | XXX.. |
| Illinois National Bank (AC).....                      | Omaha, NE.....       |             | .....0.000       | .....0                                             | .....0                                               | .....72,171                                              | .....14,849     | .....89,723     | XXX.. |
| TD Ameritrade.....                                    | Cincinnati, OH.....  |             | .....0.010       | .....3                                             | .....0                                               | .....103,525                                             | .....105,716    | .....113,202    | XXX.. |
| Federal Home Loan Bank.....                           | Alpharetta, GA.....  |             | .....0.004       | .....8                                             | .....0                                               | .....755,079                                             | .....806,331    | .....837,549    | XXX.. |
| NorthPoint Trading Partners, LLC/Goldman Sachs 1..... | Alpharetta, GA.....  |             | .....0.000       | .....0                                             | .....0                                               | .....(673,259)                                           | .....98,894     | .....143,985    | XXX.. |
| NorthPoint Trading Partners, LLC/Goldman Sachs 2..... | Alpharetta, GA.....  |             | .....0.000       | .....0                                             | .....0                                               | .....18                                                  | .....0          | .....0          | XXX.. |
| NorthPoint Trading Partners, LLC/Goldman Sachs 3..... | Alpharetta, GA.....  |             | .....0.000       | .....0                                             | .....0                                               | .....70,330                                              | .....79,028     | .....88,160     | XXX.. |
| NorthPoint Trading Partners, LLC/JP Morgan.....       | Alpharetta, GA.....  |             | .....0.010       | .....37                                            | .....0                                               | .....309,806                                             | .....1,151,783  | .....1,931,226  | XXX.. |
| Deposits in 1 depository (Pioneer).....               | laeger, WV.....      |             | .....0.000       | .....0                                             | .....0                                               | .....11,018                                              | .....11,279     | .....11,383     | XXX.. |
| 0199999. Total Open Depositories.....                 | ...XXX.....          | ...XXX..... | .....68          | .....0                                             | .....0                                               | .....11,531,911                                          | .....16,960,492 | .....12,449,981 | XXX.. |
| 0399999. Total Cash on Deposit.....                   | ...XXX.....          | ...XXX..... | .....68          | .....0                                             | .....0                                               | .....11,531,911                                          | .....16,960,492 | .....12,449,981 | XXX.. |
| 0599999. Total Cash.....                              | ...XXX.....          | ...XXX..... | .....68          | .....0                                             | .....0                                               | .....11,531,911                                          | .....16,960,492 | .....12,449,981 | 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<br>Acquired | Rate of<br>Interest | Maturity<br>Date | Book/Adjusted<br>Carrying Value | Amount of Interest<br>Due & Accrued | Amount Received<br>During Year |

NONE