



ANNUAL STATEMENT

For the Year Ended December 31, 2013

of the Condition and Affairs of the

AMERICAN EMPIRE INSURANCE COMPANY

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

OFFICERS

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

DIRECTORS OR TRUSTEES

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

State of.....OHIO
County of.....HAMILTON

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

(Signature) FREDERICK JAMES WOEBSE 1. (Printed Name) President & Chief Operating Officer (Title)	(Signature) EVE CUTLER ROSEN 2. (Printed Name) Secretary (Title)	(Signature) THOMAS MATTHEW HELD 3. (Printed Name) Senior Vice President & Treasurer (Title)
Subscribed and sworn to before me This _____ day of February, 2014		
<p>a. Is this an original filing?</p> <p>b. If no</p> <p>1. State the amendment number</p> <p>2. Date filed</p> <p>3. Number of pages attached</p>		
<p>Yes [X] No []</p> <p>_____</p>		

Annual Statement for the year 2013 of the **AMERICAN EMPIRE INSURANCE COMPANY**
ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	24,951,108	0	24,951,108	27,154,099
2. Stocks (Schedule D):				
2.1 Preferred stocks.....	467,500	0	467,500	1,491,500
2.2 Common stocks.....	298,321	0	298,321	303,718
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	0	0	0	0
4.2 Properties held for the production of income (less \$.....0 encumbrances).....	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances).....	0	0	0	0
5. Cash (\$....3,814,661, Schedule E-Part 1), cash equivalents (\$.....0, Schedule E-Part 2) and short-term investments (\$....5,142,973, Schedule DA).....	8,957,635	0	8,957,635	2,663,821
6. Contract loans (including \$.....0 premium notes).....	0	0	0	0
7. Derivatives (Schedule DB).....	0	0	0	0
8. Other invested assets (Schedule BA).....	0	0	0	0
9. Receivables for securities.....	0	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0	0
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	34,674,563	0	34,674,563	31,613,137
13. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
14. Investment income due and accrued.....	270,069	0	270,069	342,242
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	539,763	0	539,763	523,818
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	0	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	349	0	349	4,319
16.2 Funds held by or deposited with reinsured companies.....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts.....	0	0	0	0
17. Amounts receivable relating to uninsured plans.....	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon.....	6,441	0	6,441	118,093
18.2 Net deferred tax asset.....	1,097,946	177,581	920,365	892,483
19. Guaranty funds receivable or on deposit.....	0	0	0	0
20. Electronic data processing equipment and software.....	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$.....0).....	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates.....	20,404	0	20,404	33,135
24. Health care (\$.....0) and other amounts receivable.....	0	0	0	0
25. Aggregate write-ins for other than invested assets.....	22,921	0	22,921	10,161
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	36,632,455	177,581	36,454,874	33,537,389
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
28. TOTALS (Lines 26 and 27).....	36,632,455	177,581	36,454,874	33,537,389

DETAILS OF WRITE-INS

1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501. Other receivables.....	22,921	0	22,921	10,161
2502.	0	0	0	0
2503.	0	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	22,921	0	22,921	10,161

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Losses (Part 2A, Line 35, Column 8).....	8,006,641	5,655,555
2. Reinsurance payable on paid losses and loss adjustment expenses (Schedule F, Part 1, Column 6).....	207,872	254,680
3. Loss adjustment expenses (Part 2A, Line 35, Column 9).....	2,810,135	1,825,188
4. Commissions payable, contingent commissions and other similar charges.....	339,036	304,841
5. Other expenses (excluding taxes, licenses and fees).....	469,618	366,547
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	36,964	30,293
7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses)).....	0	0
7.2 Net deferred tax liability.....	0	0
8. Borrowed money \$.....0 and interest thereon \$.....0.....	0	0
9. Unearned premiums (Part 1A, Line 38, Column 5) (after deducting unearned premiums for ceded reinsurance of \$.....0 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act).....	3,554,129	2,774,411
10. Advance premium.....	0	0
11. Dividends declared and unpaid:		
11.1 Stockholders.....	0	0
11.2 Policyholders.....	0	0
12. Ceded reinsurance premiums payable (net of ceding commissions).....	0	0
13. Funds held by company under reinsurance treaties (Schedule F, Part 3, Column 19).....	0	0
14. Amounts withheld or retained by company for account of others.....	0	0
15. Remittances and items not allocated.....	0	0
16. Provision for reinsurance (including \$.....0 certified) (Schedule F, Part 8).....	70	33,858
17. Net adjustments in assets and liabilities due to foreign exchange rates.....	0	0
18. Drafts outstanding.....	0	0
19. Payable to parent, subsidiaries and affiliates.....	74,944	102,335
20. Derivatives.....	0	0
21. Payable for securities.....	0	0
22. Payable for securities lending.....	0	0
23. Liability for amounts held under uninsured plans.....	0	0
24. Capital notes \$.....0 and interest thereon \$.....0.....	0	0
25. Aggregate write-ins for liabilities.....	5,630	1,348
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	15,505,039	11,349,056
27. Protected cell liabilities.....	0	0
28. Total liabilities (Lines 26 and 27).....	15,505,039	11,349,056
29. Aggregate write-ins for special surplus funds.....	0	0
30. Common capital stock.....	3,100,000	3,100,000
31. Preferred capital stock.....	0	0
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....	0	0
34. Gross paid in and contributed surplus.....	16,100,000	16,100,000
35. Unassigned funds (surplus).....	1,749,835	2,988,333
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0).....	0	0
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0).....	0	0
37. Surplus as regards policyholders (Lines 29 to 35, less 36) (Page 4, Line 39).....	20,949,835	22,188,333
38. TOTALS (Page 2, Line 28, Col. 3).....	36,454,874	33,537,389

DETAILS OF WRITE-INS

2501. Retrospective premium payable.....	5,630	1,348
2502.	0	0
2503.	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	5,630	1,348
2901.	0	0
2902.	0	0
2903.	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0
3201.	0	0
3202.	0	0
3203.	0	0
3298. Summary of remaining write-ins for Line 32 from overflow page.....	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....	0	0

AMERICAN EMPIRE INSURANCE COMPANY
STATEMENT OF INCOME

	1 Current Year	2 Prior Year
UNDERWRITING INCOME		
1. Premiums earned (Part 1, Line 35, Column 4).....	7,175,679	4,230,005
DEDUCTIONS		
2. Losses incurred (Part 2, Line 35, Column 7).....	3,620,220	1,557,435
3. Loss adjustment expenses incurred (Part 3, Line 25, Column 1).....	2,095,693	845,232
4. Other underwriting expenses incurred (Part 3, Line 25, Column 2).....	1,272,036	1,190,235
5. Aggregate write-ins for underwriting deductions.....	0	0
6. Total underwriting deductions (Lines 2 through 5).....	6,987,949	3,592,902
7. Net income of protected cells.....	0	0
8. Net underwriting gain (loss) (Line 1 minus Line 6 plus Line 7).....	187,730	637,103
INVESTMENT INCOME		
9. Net investment income earned (Exhibit of Net Investment Income, Line 17).....	1,057,977	1,380,168
10. Net realized capital gains (losses) less capital gains tax of \$....(31,784) (Exhibit of Capital Gains (Losses)).....	120,584	(105,563)
11. Net investment gain (loss) (Lines 9 + 10).....	1,178,561	1,274,605
OTHER INCOME		
12. Net gain (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....0).....	0	0
13. Finance and service charges not included in premiums.....	0	0
14. Aggregate write-ins for miscellaneous income.....	(1,819)	(5)
15. Total other income (Lines 12 through 14).....	(1,819)	(5)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	1,364,472	1,911,704
17. Dividends to policyholders.....	0	0
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17).....	1,364,472	1,911,704
19. Federal and foreign income taxes incurred.....	491,557	604,681
20. Net income (Line 18 minus Line 19) (to Line 22).....	872,915	1,307,023
CAPITAL AND SURPLUS ACCOUNT		
21. Surplus as regards policyholders, December 31 prior year (Page 4, Line 39, Column 2).....	22,188,333	23,444,689
22. Net income (from Line 20).....	872,915	1,307,023
23. Net transfers (to) from Protected Cell accounts.....	0	0
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....9,421.....	17,496	213,817
25. Change in net unrealized foreign exchange capital gain (loss).....	0	0
26. Change in net deferred income tax.....	105,425	96,631
27. Change in nonadmitted assets (Exhibit of Nonadmitted Assets, Line 28, Column 3).....	(68,122)	87,498
28. Change in provision for reinsurance (Page 3, Line 16, Column 2 minus Column 1).....	33,788	38,676
29. Change in surplus notes.....	0	0
30. Surplus (contributed to) withdrawn from protected cells.....	0	0
31. Cumulative effect of changes in accounting principles.....	0	0
32. Capital changes:		
32.1 Paid in.....	0	0
32.2 Transferred from surplus (Stock Dividend).....	0	0
32.3 Transferred to surplus.....	0	0
33. Surplus adjustments:		
33.1 Paid in.....	0	0
33.2 Transferred to capital (Stock Dividend).....	0	0
33.3. Transferred from capital.....	0	0
34. Net remittances from or (to) Home Office.....	0	0
35. Dividends to stockholders.....	(2,200,000)	(3,000,000)
36. Change in treasury stock (Page 3, Lines 36.1 and 36.2, Column 2 minus Column 1).....	0	0
37. Aggregate write-ins for gains and losses in surplus.....	0	0
38. Change in surplus as regards policyholders for the year (Lines 22 through 37).....	(1,238,498)	(1,256,356)
39. Surplus as regards policyholders, December 31 current year (Line 21 plus Line 38) (Page 3, Line 37).....	20,949,835	22,188,333

DETAILS OF WRITE-INS

0501.....	0	0
0502.....	0	0
0503.....	0	0
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	0	0
1401. Miscellaneous expense.....	(1,819)	(5)
1402.....	0	0
1403.....	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	(1,819)	(5)
3701.....	0	0
3702.....	0	0
3703.....	0	0
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0

AMERICAN EMPIRE INSURANCE COMPANY

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	7,939,452	5,238,990
2. Net investment income.....	1,285,017	1,590,229
3. Miscellaneous income.....	(1,819)	(5)
4. Total (Lines 1 through 3).....	9,222,651	6,829,214
5. Benefit and loss related payments.....	1,311,971	1,555,360
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	2,238,625	2,235,712
8. Dividends paid to policyholders.....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$....(30,385) tax on capital gains (losses).....	348,121	912,260
10. Total (Lines 5 through 9).....	3,898,717	4,703,332
11. Net cash from operations (Line 4 minus Line 10).....	5,323,933	2,125,882
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	6,373,655	4,516,203
12.2 Stocks.....	1,109,112	0
12.3 Mortgage loans.....	0	0
12.4 Real estate.....	0	0
12.5 Other invested assets.....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0
12.7 Miscellaneous proceeds.....	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	7,482,768	4,516,203
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	4,289,748	1,498,781
13.2 Stocks.....	0	0
13.3 Mortgage loans.....	0	0
13.4 Real estate.....	0	0
13.5 Other invested assets.....	0	0
13.6 Miscellaneous applications.....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	4,289,748	1,498,781
14. Net increase (decrease) in contract loans and premium notes.....	0	0
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	3,193,019	3,017,422
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds.....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0
16.5 Dividends to stockholders.....	2,200,000	3,000,000
16.6 Other cash provided (applied).....	(23,139)	(17,822)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(2,223,139)	(3,017,822)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	6,293,814	2,125,482
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	2,663,820	538,338
19.2 End of year (Line 18 plus Line 19.1).....	8,957,633	2,663,820

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

20.0001	0	0
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AMERICAN EMPIRE INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS EARNED

Line of Business	1 Net Premiums Written per Column 6, Part 1B	2 Unearned Premiums December 31 Prior Year- per Col. 3, Last Year's Part 1	3 Unearned Premiums December 31 Current Year- per Col. 5, Part 1A	4 Premiums Earned During Year (Cols. 1 + 2 - 3)
1. Fire.....	5,609	4,760	6,138	4,231
2. Allied lines.....	5,959	788	2,910	3,837
3. Farmowners multiple peril.....	0	0	0	0
4. Homeowners multiple peril.....	0	0	0	0
5. Commercial multiple peril.....	474,346	216,566	250,455	440,457
6. Mortgage guaranty.....	0	0	0	0
8. Ocean marine.....	0	0	0	0
9. Inland marine.....	11,556	6,247	4,915	12,888
10. Financial guaranty.....	0	0	0	0
11.1 Medical professional liability - occurrence.....	0	0	0	0
11.2 Medical professional liability - claims-made.....	0	0	0	0
12. Earthquake.....	40,055	22,898	17,877	45,076
13. Group accident and health.....	0	0	0	0
14. Credit accident and health (group and individual).....	0	0	0	0
15. Other accident and health.....	0	0	0	0
16. Workers' compensation.....	0	0	0	0
17.1 Other liability - occurrence.....	6,431,531	2,166,979	2,836,037	5,762,473
17.2 Other liability - claims-made.....	33,498	10,703	16,129	28,072
17.3 Excess workers' compensation.....	0	0	0	0
18.1 Products liability - occurrence.....	817,997	288,048	357,590	748,455
18.2 Products liability - claims-made.....	0	0	0	0
19.1, 19.2 Private passenger auto liability.....	0	0	0	0
19.3, 19.4 Commercial auto liability.....	138,176	58,772	67,708	129,240
21. Auto physical damage.....	952	0	0	952
22. Aircraft (all perils).....	0	0	0	0
23. Fidelity.....	0	0	0	0
24. Surety.....	0	0	0	0
26. Burglary and theft.....	0	0	0	0
27. Boiler and machinery.....	0	0	0	0
28. Credit.....	0	0	0	0
29. International.....	0	0	0	0
30. Warranty.....	0	0	0	0
31. Reinsurance - nonproportional assumed property.....	0	0	0	0
32. Reinsurance - nonproportional assumed liability.....	0	0	0	0
33. Reinsurance - nonproportional assumed financial lines.....	0	0	0	0
34. Aggregate write-ins for other lines of business.....	0	0	0	0
35. TOTALS.....	7,959,679	2,775,759	3,559,759	7,175,679

DETAILS OF WRITE-INS

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

AMERICAN EMPIRE INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT

PART 1A - RECAPITULATION OF ALL PREMIUMS

Line of Business	1 Amount Unearned (Running One Year or Less from Date of Policy) (a)	2 Amount Unearned (Running More Than One Year from Date of Policy) (a)	3 Earned But Unbilled Premium	4 Reserve for Rate Credits and Retrospective Adjustments Based on Experience	5 Total Reserve for Unearned Premiums Cols. 1 + 2 + 3 + 4
1. Fire.....	6,110	.28	0	0	6,138
2. Allied lines.....	2,896	.14	0	0	2,910
3. Farmowners multiple peril.....	0	0	0	0	0
4. Homeowners multiple peril.....	0	0	0	0	0
5. Commercial multiple peril.....	247,610	.2,845	0	0	250,455
6. Mortgage guaranty.....	0	0	0	0	0
8. Ocean marine.....	0	0	0	0	0
9. Inland marine.....	4,915	0	0	0	4,915
10. Financial guaranty.....	0	0	0	0	0
11.1 Medical professional liability - occurrence.....	0	0	0	0	0
11.2 Medical professional liability - claims-made.....	0	0	0	0	0
12. Earthquake.....	17,748	.129	0	0	17,877
13. Group accident and health.....	0	0	0	0	0
14. Credit accident and health (group and individual).....	0	0	0	0	0
15. Other accident and health.....	0	0	0	0	0
16. Workers' compensation.....	0	0	0	0	0
17.1 Other liability - occurrence.....	2,767,629	.62,778	0	5,630	2,836,037
17.2 Other liability - claims-made.....	16,129	0	0	0	16,129
17.3 Excess workers' compensation.....	0	0	0	0	0
18.1 Products liability - occurrence.....	348,422	.9,168	0	0	357,590
18.2 Products liability - claims-made.....	0	0	0	0	0
19.1, 19.2 Private passenger auto liability.....	0	0	0	0	0
19.3, 19.4 Commercial auto liability.....	61,918	.5,790	0	0	67,708
21. Auto physical damage.....	0	0	0	0	0
22. Aircraft (all perils).....	0	0	0	0	0
23. Fidelity.....	0	0	0	0	0
24. Surety.....	0	0	0	0	0
26. Burglary and theft.....	0	0	0	0	0
27. Boiler and machinery.....	0	0	0	0	0
28. Credit.....	0	0	0	0	0
29. International.....	0	0	0	0	0
30. Warranty.....	0	0	0	0	0
31. Reinsurance - nonproportional assumed property.....	0	0	0	0	0
32. Reinsurance - nonproportional assumed liability.....	0	0	0	0	0
33. Reinsurance - nonproportional assumed financial lines.....	0	0	0	0	0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0
35. TOTALS.....	3,473,377	.80,752	0	5,630	3,559,759
36. Accrued retrospective premiums based on experience.....					(5,630)
37. Earned but unbilled premiums.....					0
38. Balance (sum of Lines 35 through 37).....					3,554,129

DETAILS OF WRITE-INS

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

(a) State here basis of computation used in each case: Monthly Pro-Rata.

AMERICAN EMPIRE INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT
PART 1B - PREMIUMS WRITTEN

Line of Business	1 Direct Business (a)	Reinsurance Assumed		Reinsurance Ceded		6 Net Premiums Written (Cols. 1 + 2 + 3 - 4 - 5)
		2 From Affiliates	3 From Non-Affiliates	4 To Affiliates	5 To Non-Affiliates	
1. Fire.....	0	5,609	0	0	0	5,609
2. Allied lines.....	0	5,959	0	0	0	5,959
3. Farmowners multiple peril.....	0	0	0	0	0	0
4. Homeowners multiple peril.....	0	0	0	0	0	0
5. Commercial multiple peril.....	0	474,346	0	0	0	474,346
6. Mortgage guaranty.....	0	0	0	0	0	0
8. Ocean marine.....	0	0	0	0	0	0
9. Inland marine.....	0	11,556	0	0	0	11,556
10. Financial guaranty.....	0	0	0	0	0	0
11.1 Medical professional liability - occurrence.....	0	0	0	0	0	0
11.2 Medical professional liability - claims-made.....	0	0	0	0	0	0
12. Earthquake.....	0	40,055	0	0	0	40,055
13. Group accident and health.....	0	0	0	0	0	0
14. Credit accident and health (group and individual).....	0	0	0	0	0	0
15. Other accident and health.....	0	0	0	0	0	0
16. Workers' compensation.....	0	0	0	0	0	0
17.1 Other liability - occurrence.....	0	6,431,531	0	0	0	6,431,531
17.2 Other liability - claims-made.....	0	33,498	0	0	0	33,498
17.3 Excess workers' compensation.....	0	0	0	0	0	0
18.1 Products liability - occurrence.....	0	817,997	0	0	0	817,997
18.2 Products liability - claims-made.....	0	0	0	0	0	0
19.1, 19.2 Private passenger auto liability.....	0	0	0	0	0	0
19.3, 19.4 Commercial auto liability.....	0	138,176	0	0	0	138,176
21. Auto physical damage.....	0	952	0	0	0	952
22. Aircraft (all perils).....	0	0	0	0	0	0
23. Fidelity.....	0	0	0	0	0	0
24. Surety.....	0	0	0	0	0	0
26. Burglary and theft.....	0	0	0	0	0	0
27. Boiler and machinery.....	0	0	0	0	0	0
28. Credit.....	0	0	0	0	0	0
29. International.....	0	0	0	0	0	0
30. Warranty.....	0	0	0	0	0	0
31. Reinsurance - nonproportional assumed property.....	XXX	0	0	0	0	0
32. Reinsurance - nonproportional assumed liability.....	XXX	0	0	0	0	0
33. Reinsurance - nonproportional assumed financial lines.....	XXX	0	0	0	0	0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
35. TOTALS.....	0	7,959,679	0	0	0	7,959,679

DETAILS OF WRITE-INS

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

(a) Does the company's direct premiums written include premiums recorded on an installment basis? Yes [] No [X]

If yes: 1. The amount of such installment premiums \$.....0.

2. Amount at which such installment premiums would have been reported had they been recorded on an annualized basis \$.....0.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - LOSSES PAID AND INCURRED

Line of Business	Losses Paid Less Salvage				5	6	7	8
	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Recovered	4 Net Payments (Cols. 1 + 2 - 3)				
1. Fire.....	0	31,621	0	31,621	12,940	2,571	41,990	992.4
2. Allied lines.....	0	4,282	0	4,282	15,037	2,052	17,267	450.0
3. Farmowners multiple peril.....	0	0	0	0	0	0	0	0.0
4. Homeowners multiple peril.....	0	0	0	0	0	195	(195)	0.0
5. Commercial multiple peril.....	0	160,280	0	160,280	91,899	116,469	135,710	30.8
6. Mortgage guaranty.....	0	0	0	0	0	0	0	0.0
8. Ocean marine.....	0	0	0	0	0	0	0	0.0
9. Inland marine.....	0	0	0	0	1,098	2,318	(1,220)	(9.5)
10. Financial guaranty.....	0	0	0	0	0	0	0	0.0
11.1 Medical professional liability - occurrence.....	0	0	0	0	0	0	0	0.0
11.2 Medical professional liability - claims-made.....	0	0	0	0	0	0	0	0.0
12. Earthquake.....	0	0	0	0	4,482	7,687	(3,205)	(7.1)
13. Group accident and health.....	0	0	0	0	0	0	0	0.0
14. Credit accident and health (group and individual).....	0	0	0	0	0	0	0	0.0
15. Other accident and health.....	0	0	0	0	0	0	0	0.0
16. Workers' compensation.....	0	0	0	0	0	0	0	0.0
17.1 Other liability - occurrence.....	0	967,585	0	967,585	6,701,727	4,474,768	3,194,544	55.4
17.2 Other liability - claims-made.....	0	10,270	0	10,270	120,019	126,953	3,336	11.9
17.3 Excess workers' compensation.....	0	0	0	0	0	0	0	0.0
18.1 Products liability - occurrence.....	0	65,282	0	65,282	859,637	685,397	239,522	32.0
18.2 Products liability - claims-made.....	0	0	0	0	11,147	12,328	(1,181)	0.0
19.1, 19.2 Private passenger auto liability.....	0	0	0	0	0	0	0	0.0
19.3, 19.4 Commercial auto liability.....	0	32,746	0	32,746	188,574	216,339	4,981	3.9
21. Auto physical damage.....	0	(2,932)	0	(2,932)	.81	.8417	(11,268)	(1,183.6)
22. Aircraft (all perils).....	0	0	0	0	0	.43	(43)	0.0
23. Fidelity.....	0	0	0	0	0	0	0	0.0
24. Surety.....	0	0	0	0	0	2	(2)	0.0
26. Burglary and theft.....	0	0	0	0	0	0	0	0.0
27. Boiler and machinery.....	0	0	0	0	0	0	0	0.0
28. Credit.....	0	0	0	0	0	0	0	0.0
29. International.....	0	0	0	0	0	0	0	0.0
30. Warranty.....	0	0	0	0	0	0	0	0.0
31. Reinsurance - nonproportional assumed property.....	XXX	0	0	0	0	16	(16)	0.0
32. Reinsurance - nonproportional assumed liability.....	XXX	0	0	0	0	0	0	0.0
33. Reinsurance - nonproportional assumed financial lines.....	XXX	0	0	0	0	0	0	0.0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0	0	0.0
35. TOTALS.....	0	1,269,134	0	1,269,134	8,006,641	5,655,555	3,620,220	50.5

DETAILS OF WRITE-INS

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES

Line of Business	Reported Losses				Incurred But Not Reported			8	9
	1 Direct	2 Reinsurance Assumed	3 Deduct Reinsurance Recoverable	4 Net Losses Excluding Incurred but not Reported (Cols. 1 + 2 - 3)	5 Direct	6 Reinsurance Assumed	7 Reinsurance Ceded		
1. Fire.....	0	5,442	0	5,442	0	7,498	0	12,940	3,721
2. Allied lines.....	0	15,000	0	15,000	0	37	0	15,037	1,067
3. Farmowners multiple peril.....	0	0	0	0	0	0	0	0	0
4. Homeowners multiple peril.....	0	0	0	0	0	0	0	0	0
5. Commercial multiple peril.....	0	58,262	0	58,262	0	33,637	0	91,899	22,035
6. Mortgage guaranty.....	0	0	0	0	0	0	0	0	0
8. Ocean marine.....	0	0	0	0	0	0	0	0	0
9. Inland marine.....	0	0	0	0	0	1,098	0	1,098	361
10. Financial guaranty.....	0	0	0	0	0	0	0	0	0
11.1 Medical professional liability - occurrence.....	0	0	0	0	0	0	0	0	0
11.2 Medical professional liability - claims-made.....	0	0	0	0	0	0	0	0	0
12. Earthquake.....	0	0	0	0	0	4,482	0	4,482	311
13. Group accident and health.....	0	0	0	0	0	0	0	(a).....0	0
14. Credit accident and health (group and individual).....	0	0	0	0	0	0	0	0	0
15. Other accident and health.....	0	0	0	0	0	0	0	(a).....0	0
16. Workers' compensation.....	0	0	0	0	0	0	0	0	0
17.1 Other liability - occurrence.....	0	2,880,033	250,000	2,630,033	0	4,070,889	(805)	6,701,727	2,293,636
17.2 Other liability - claims-made.....	0	29,033	0	29,033	0	90,986	0	120,019	40,529
17.3 Excess workers' compensation.....	0	0	0	0	0	0	0	0	0
18.1 Products liability - occurrence.....	0	253,265	0	253,265	0	606,505	133	859,637	379,487
18.2 Products liability - claims-made.....	0	0	0	0	0	11,147	0	11,147	3,715
19.1, 19.2 Private passenger auto liability.....	0	0	0	0	0	0	0	0	0
19.3, 19.4 Commercial auto liability.....	0	39,794	0	39,794	0	148,780	0	188,574	65,267
21. Auto physical damage.....	0	0	0	0	0	81	0	81	6
22. Aircraft (all perils).....	0	0	0	0	0	0	0	0	0
23. Fidelity.....	0	0	0	0	0	0	0	0	0
24. Surety.....	0	0	0	0	0	0	0	0	0
26. Burglary and theft.....	0	0	0	0	0	0	0	0	0
27. Boiler and machinery.....	0	0	0	0	0	0	0	0	0
28. Credit.....	0	0	0	0	0	0	0	0	0
29. International.....	0	0	0	0	0	0	0	0	0
30. Warranty.....	0	0	0	0	0	0	0	0	0
31. Reinsurance - nonproportional assumed property.....	XXX.....	0	0	0	XXX.....	0	0	0	0
32. Reinsurance - nonproportional assumed liability.....	XXX.....	0	0	0	XXX.....	0	0	0	0
33. Reinsurance - nonproportional assumed financial lines.....	XXX.....	0	0	0	XXX.....	0	0	0	0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0	0	0	0
35. TOTALS.....	0	3,280,829	250,000	3,030,829	0	4,975,140	(672)	8,006,641	2,810,135

DETAILS OF WRITE-INS

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

(a) Including \$.....0 for present value of life indemnity claims.

AMERICAN EMPIRE INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - EXPENSES

	1 Loss Adjustment Expenses	2 Other Underwriting Expenses	3 Investment Expenses	4 Total
1. Claim adjustment services:				
1.1 Direct.....	(461)	0	0	(461)
1.2 Reinsurance assumed.....	1,430,745	0	0	1,430,745
1.3 Reinsurance ceded.....	(124,794)	0	0	(124,794)
1.4 Net claim adjustment services (1.1 + 1.2 - 1.3).....	1,555,078	0	0	1,555,078
2. Commission and brokerage:				
2.1 Direct, excluding contingent.....	0	0	0	0
2.2 Reinsurance assumed, excluding contingent.....	0	403,757	0	403,757
2.3 Reinsurance ceded, excluding contingent.....	0	0	0	0
2.4 Contingent - direct.....	0	0	0	0
2.5 Contingent - reinsurance assumed.....	0	(198,124)	0	(198,124)
2.6 Contingent - reinsurance ceded.....	0	0	0	0
2.7 Policy and membership fees.....	0	0	0	0
2.8 Net commission and brokerage (2.1 + 2.2 - 2.3 + 2.4 + 2.5 - 2.6 + 2.7).....	0	205,633	0	205,633
3. Allowances to manager and agents.....	0	0	0	0
4. Advertising.....	0	124	0	124
5. Boards, bureaus and associations.....	46	10,618	0	10,663
6. Surveys and underwriting reports.....	0	1,461	0	1,461
7. Audit of assureds' records.....	0	6,039	0	6,039
8. Salary and related items:				
8.1 Salaries.....	327,191	552,893	0	880,084
8.2 Payroll taxes.....	18,649	29,541	0	48,190
9. Employee relations and welfare.....	39,762	63,402	0	103,164
10. Insurance.....	94	403	0	497
11. Directors' fees.....	0	0	0	0
12. Travel and travel items.....	1,269	6,016	0	7,285
13. Rent and rent items.....	66,363	73,699	0	140,061
14. Equipment.....	705	2,622	0	3,327
15. Cost or depreciation of EDP equipment and software.....	10,881	41,215	0	52,096
16. Printing and stationery.....	1,393	3,445	(36)	4,801
17. Postage, telephone and telegraph, exchange and express.....	1,016	3,936	346	5,298
18. Legal and auditing.....	700	7,944	6,256	14,900
19. Totals (Lines 3 to 18).....	468,068	803,358	6,566	1,277,992
20. Taxes, licenses and fees:				
20.1 State and local insurance taxes deducting guaranty association credits of \$.....0.....	0	0	0	0
20.2 Insurance department licenses and fees.....	3,289	29,244	350	32,883
20.3 Gross guaranty association assessments.....	0	50	0	50
20.4 All other (excluding federal and foreign income and real estate).....	0	8,900	399	9,299
20.5 Total taxes, licenses and fees (20.1 + 20.2 + 20.3 + 20.4).....	3,289	38,194	749	42,232
21. Real estate expenses.....	0	0	0	0
22. Real estate taxes.....	0	0	0	0
23. Reimbursements by uninsured plans.....	0	0	0	0
24. Aggregate write-ins for miscellaneous expenses.....	69,258	224,851	4,918	299,027
25. Total expenses incurred.....	2,095,693	1,272,036	12,233	(a).....3,379,962
26. Less unpaid expenses - current year.....	2,810,136	840,946	4,673	3,655,754
27. Add unpaid expenses - prior year.....	1,825,188	696,788	4,893	2,526,870
28. Amounts receivable relating to uninsured plans, prior year.....	0	0	0	0
29. Amounts receivable relating to uninsured plans, current year.....	0	0	0	0
30. TOTAL EXPENSES PAID (Lines 25 - 26 + 27 - 28 + 29).....	1,110,746	1,127,879	12,453	2,251,077

DETAILS OF WRITE-INS

2401. Outside services .....	.69,236	224,749	4,918	298,903
2402. Contributions	22	103	0	124
2403.	0	0	0	0
2498. Summary of remaining write-ins for Line 24 from overflow page.....	0	0	0	0
2499. Totals (Lines 2401 thru 2403 plus 2498) (Line 24 above).....	.69,258	224,851	4,918	299,027

(a) Includes management fees of \$....273,822 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....79,037	.....53,462
1.1 Bonds exempt from U.S. tax.....	(a).....449,041	.....455,329
1.2 Other bonds (unaffiliated).....	(a).....536,534	.....497,381
1.3 Bonds of affiliates.....	(a).....0	.....0
2.1 Preferred stocks (unaffiliated).....	(b).....75,879	.....62,143
2.11 Preferred stocks of affiliates.....	(b).....0	.....0
2.2 Common stocks (unaffiliated).....	.....956	.....956
2.21 Common stocks of affiliates.....	.....0	.....0
3. Mortgage loans.....	(c).....0	.....0
4. Real estate.....	(d).....0	.....0
5. Contract loans.....	.....0	.....0
6. Cash, cash equivalents and short-term investments.....	(e).....846	.....846
7. Derivative instruments.....	(f).....0	.....0
8. Other invested assets.....	.....0	.....0
9. Aggregate write-ins for investment income.....	.....90	.....90
10. Total gross investment income.....	.....1,142,384	.....1,070,210
11. Investment expenses.....	(g).....11,484	
12. Investment taxes, licenses and fees, excluding federal income taxes.....	(g).....749	
13. Interest expense.....	(h).....0	
14. Depreciation on real estate and other invested assets.....	(i).....0	
15. Aggregate write-ins for deductions from investment income.....	.....0	
16. Total deductions (Lines 11 through 15).....	.....12,233	
17. Net investment income (Line 10 minus Line 16).....	.....1,057,977	

DETAILS OF WRITE-INS

0901. Miscellaneous Investment Income.....	.....90	.....90
0902. ....	.....0	.....0
0903. ....	.....0	.....0
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....90	.....90
1501. ....	.....0	.....0
1502. ....	.....0	.....0
1503. ....	.....0	.....0
1598. Summary of remaining write-ins for Line 15 from overflow page.....	.....0	.....0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above).....	.....0	.....0

(a) Includes \$....34,804 accrual of discount less \$....189,891 amortization of premium and less \$....2,674 paid for accrued interest on purchases.
 (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
 (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
 (d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
 (e) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
 (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
 (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.
 (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
 (i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....	.....0	.....0	.....0	.....0	.....0
1.1 Bonds exempt from U.S. tax.....	.....0	.....0	.....0	.....0	.....0
1.2 Other bonds (unaffiliated).....	.....18,608	.....0	.....18,608	.....17,395	.....0
1.3 Bonds of affiliates.....	.....0	.....0	.....0	.....0	.....0
2.1 Preferred stocks (unaffiliated).....	.....0	.....0	.....0	.....(24,000)	.....0
2.11 Preferred stocks of affiliates.....	.....0	.....0	.....0	.....0	.....0
2.2 Common stocks (unaffiliated).....	.....70,192	.....0	.....70,192	.....33,523	.....0
2.21 Common stocks of affiliates.....	.....0	.....0	.....0	.....0	.....0
3. Mortgage loans.....	.....0	.....0	.....0	.....0	.....0
4. Real estate.....	.....0	.....0	.....0	.....0	.....0
5. Contract loans.....	.....0	.....0	.....0	.....0	.....0
6. Cash, cash equivalents and short-term investments.....	.....0	.....0	.....0	.....0	.....0
7. Derivative instruments.....	.....0	.....0	.....0	.....0	.....0
8. Other invested assets.....	.....0	.....0	.....0	.....0	.....0
9. Aggregate write-ins for capital gains (losses).....	.....0	.....0	.....0	.....0	.....0
10. Total capital gains (losses).....	.....88,800	.....0	.....88,800	.....26,918	.....0

DETAILS OF WRITE-INS

0901. ....	.....0	.....0	.....0	.....0	.....0
0902. ....	.....0	.....0	.....0	.....0	.....0
0903. ....	.....0	.....0	.....0	.....0	.....0
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0	.....0	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0	.....0	.....0	.....0

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....	0	0	0
2.2 Common stocks.....	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....	0	0	0
3.2 Other than first liens.....	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale.....	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans.....	0	0	0
7. Derivatives (Schedule DB).....	0	0	0
8. Other invested assets (Schedule BA).....	0	0	0
9. Receivables for securities.....	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0
11. Aggregate write-ins for invested assets.....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	0	0	0
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued.....	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers.....	0	0	0
16.2 Funds held by or deposited with reinsured companies.....	0	0	0
16.3 Other amounts receivable under reinsurance contracts.....	0	0	0
17. Amounts receivable relating to uninsured plans.....	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon.....	0	0	0
18.2 Net deferred tax asset.....	177,581	109,459	(68,122)
19. Guaranty funds receivable or on deposit.....	0	0	0
20. Electronic data processing equipment and software.....	0	0	0
21. Furniture and equipment, including health care delivery assets.....	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....	0	0	0
23. Receivables from parent, subsidiaries and affiliates.....	0	0	0
24. Health care and other amounts receivable.....	0	0	0
25. Aggregate write-ins for other than invested assets.....	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	177,581	109,459	(68,122)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. TOTALS (Lines 26 and 27).....	177,581	109,459	(68,122)

DETAILS OF WRITE-INS

1101.....	0	0	0
1102.....	0	0	0
1103.....	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0
2501.....	0	0	0
2502.....	0	0	0
2503.....	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0

NOTES TO FINANCIAL STATEMENTS**1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****A. Accounting Practices**

The financial statements of American Empire Insurance Company ("the Company") are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for purposes of determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* has been adopted as a component of prescribed or permitted practices by the state of Ohio.

	State of Domicile	2013	2012
1 Net income state basis	Ohio	\$ 872,915	\$ 1,307,023
2 Effect of state prescribed practices	Ohio	-	-
3 Effect of state permitted practices	Ohio	-	-
4 Net income, NAIC SAP		<u><u>\$ 872,915</u></u>	<u><u>\$ 1,307,023</u></u>
5 Statutory surplus state basis	Ohio	\$ 20,949,836	\$ 22,188,333
6 Effect of state prescribed practices	Ohio	-	-
7 Effect of state permitted practices	Ohio	-	-
8 Statutory surplus, NAIC SAP		<u><u>\$ 20,949,836</u></u>	<u><u>\$ 22,188,333</u></u>

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policies

Investments – Invested asset values are generally stated as follows:

Bonds with a NAIC rating 1 and 2 are stated at amortized cost using the interest method; all others are stated at the lower of amortized cost or fair value. For residential mortgage-backed securities (RMBS), commercial mortgage-backed securities (CMBS) and loan-backed and structured securities (LBASS), the NAIC has retained third-party investment management firms to assist in the determination of the appropriate NAIC designations and Book Adjusted Carrying Values based not only on the probability of loss, but also the severity of loss. Those RMBS, CMBS and LBASS securities that are not modeled but receive a current year Acceptable Rating Organizations (ARO) rating are subject to the Modified FE process which determines the appropriate NAIC designations and Book Adjusted Carrying Values.

Redeemable preferred stocks rated RP1 and RP2 are stated at amortized cost; perpetual preferred stocks rated P1 and P2 are stated at fair value; all others are stated at the lower of cost, amortized cost, or fair value.

Common stocks are stated at fair value except investment in subsidiaries. Investments in insurance subsidiaries are stated at the statutory equity in net assets. Investments in non-insurance subsidiaries are stated at NAIC specified values.

Short-term investments are stated at cost.

Unpaid Losses and Loss Adjustment Expense Reserves - The net liabilities stated for unpaid claims and for expenses of investigation and adjustment of unpaid claims are based upon (a) the accumulation of case estimates for losses reported prior to the close of the accounting period on the direct business written; (b) estimates received from ceding reinsurers and insurance pools and associations; (c) estimates of unreported losses and development on reported losses based on past experience; (d) estimates based on experience of expenses for investigating and adjusting claims, the total being reduced for portions ceded to other insurers; (e) the current state of the law and coverage litigation; and (f) estimates based on experience of receipts from salvage and subrogation. These liabilities are subject to the impact of changes in claim amounts and frequency and other factors. In spite of the variability inherent in such estimates, management believes that the liabilities for unpaid losses and loss adjustment expenses are adequate. Changes in estimates of the liabilities for losses and loss adjustment expenses are reflected in the statement of income in the period in which determined.

Premium Deficiency Reserve – The Company does not use anticipated investment income as a factor in premium deficiency calculations.

Premium Recognition - Premiums are earned over the terms of the related insurance policies and reinsurance contracts. Unearned premium reserves are established to cover the unexpired portion of premiums written. Such reserves are computed by pro rata methods.

Underwriting Expense Recognition - Expenses incurred in connection with acquiring new insurance business, including such acquisition costs as sales commissions, are charged to operations as incurred. Expenses incurred are reduced for ceding allowances received or receivable.

2.) ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

The Company did not have any material changes in accounting principles and/or corrections of errors during 2013.

NOTES TO FINANCIAL STATEMENTS**3.) BUSINESS COMBINATIONS AND GOODWILL**

- A. Statutory Purchase Method – Not Applicable.
- B. Merger – Not Applicable.
- C. Impairment Loss - Not Applicable.

4.) DISCONTINUED OPERATIONS

The Company did not discontinue any operations during 2013.

5.) INVESTMENTS

- A. Mortgage Loans, including Mezzanine Real Estate Loans.

The Company does not have any investment in mortgage loans, including mezzanine real estate loans.

- B. Debt Restructuring

No debt has been restructured.

- C. Reverse Mortgages

The Company does not invest in reverse mortgages.

- D. Loan-Backed Securities

1. The Company uses dealer-modeled prepayment assumptions for mortgage-backed and asset-backed securities at the date of purchase to determine effective yields; significant changes in estimated cash flows from the original purchase assumptions are accounted for on a prospective basis.

2. The Company had no loan-backed securities with a recognized other-than-temporary impairment due to either the intent to sell or lack of intent to hold to recovery during 2013.

3. The Company had no taxes, assessments or other amounts advanced.

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

- a. The aggregate amount of unrealized losses:

1. Less than 12 months	\$ (14,571)
2. 12 months or longer	-

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

1. Less than 12 months	\$ 2,045,872
2. 12 months or longer	-

5. Based on cash flow projections received from independent sources (which reflect loan to collateral values, subordination, vintage and geographic concentration), implied cash flows inherent in security ratings and analysis of historical payment data, management believes that the Company will recover its cost basis in all securities with unrealized losses at December 31, 2013. The Company has the intent to hold such securities until they recover in value or mature.

- E. Repurchase Agreements and/or Securities Lending Transactions

The Company does not invest in repurchase agreements or engage in securities lending.

- F. Real Estate

The Company does not invest in real estate.

- G. Low Income Housing Tax Credits

The Company does not invest in low income housing.

NOTES TO FINANCIAL STATEMENTS**H. Restricted Assets****1. Restricted Assets (Including Pledged)**

	Gross Restricted							8	Percentage		
	Current Year					6	7		9	10	
	1	2	3	4	5						
	Total General Account (GA)	G/A Supporting Protected Cell Account Activity (a)	Total Protected Cell Account Restricted Assets	Protected Cell Account Assets supporting G/A Activity (b)	Total (1 plus 3)	Total from prior year	Increase/(Decrease) (5 minus 6)	Total Current Year Admitted Restricted	Gross Restricted to Total Assets	Admitted Restricted to Total Admitted Assets	
a. Subject to contractual obligation for which liability is not shown	0	0	0	0	0	0	0	0	0%	0%	
b. Collateral held under security lending agreements	0	0	0	0	0	0	0	0	0%	0%	
c. Subject to repurchase agreements	0	0	0	0	0	0	0	0	0%	0%	
d. Subject to reverse repurchase agreements	0	0	0	0	0	0	0	0	0%	0%	
e. Subject to dollar repurchase agreements	0	0	0	0	0	0	0	0	0%	0%	
f. Subject to dollar reverse repurchase agreements	0	0	0	0	0	0	0	0	0%	0%	
g. Placed under option contracts	0	0	0	0	0	0	0	0	0%	0%	
h. Letter stock or securities restricted as to sale	0	0	0	0	0	0	0	0	0%	0%	
i. On deposit with states	4,189,845	0	0	0	4,189,845	4,120,931	68,914	4,189,845	11.4%	11.5%	
j. On deposit with other regulatory bodies	0	0	0	0	0	0	0	0	0%	0%	
k. Pledged as collateral not captured in other categories	0	0	0	0	0	0	0	0	0%	0%	
l. Other restricted assets	0	0	0	0	0	0	0	0	0%	0%	
m. Total restricted assets	4,189,845	0	0	0	4,189,845	4,120,931	68,914	4,189,845	11.4%	11.5%	

(a) Subset of column 1

(b) Subset of column 2

2. Detail of Assets Pledged as Collateral Not Captured in Other Categories – Not Applicable**3. Detail of Other Restricted Assets – Not Applicable****6.) JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES**

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7.) INVESTMENT INCOME

There were no exclusions of due and accrued investment income from surplus.

8.) DERIVATIVE INSTRUMENTS

The Company's investment objectives do not include holding or issuing derivative financial instruments.

9.) INCOME TAXES

- A. The components of the Net Deferred Tax Asset/(Liability) at December 31 are as follow:

1. Components of Net Deferred Tax Assets/(Liability):

	2013			2012			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
	\$		\$	\$		\$	\$		\$
a. Gross deferred tax assets	\$ 1,029,373	\$ 219,433	\$ 1,248,806	\$ 832,671	\$ 349,491	\$ 1,182,162	\$ 196,702	\$ (130,058)	\$ 66,644
b. Statutory valuation allowance	-	-	-	-	-	-	-	-	-
c. Adjusted gross deferred tax assets	1,029,373	219,433	1,248,806	832,671	349,491	1,182,162	196,702	(130,058)	66,644
d. Deferred tax assets nonadmitted	177,581	-	177,581	109,459	-	109,459	68,122	-	68,122
e. Subtotal net admitted deferred tax asset	851,792	219,433	1,071,225	723,212	349,491	1,072,703	128,580	(130,058)	(1,478)
f. Deferred tax liabilities	83,733	67,127	150,860	56,956	123,264	180,220	26,777	(56,137)	(29,360)
g. Net admitted deferred tax assets/(net deferred tax liability)	\$ 768,059	\$ 152,306	\$ 920,365	\$ 666,256	\$ 226,227	\$ 892,483	\$ 101,803	\$ (73,921)	\$ 27,882

NOTES TO FINANCIAL STATEMENTS

2. Admission calculation components, SSAP No. 101:

	2013			2012			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 602,204	\$ 219,433	\$ 821,637	\$ 461,771	\$ 349,491	\$ 811,262	\$ 140,433	\$ (130,058)	\$ 10,375
b. Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation. (The lesser of 2(b)1 and 2(b)2 below)	98,728	-	98,728	81,221	-	81,221	17,507	-	17,507
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	98,728	XXX	98,728	81,221	XXX	81,221	17,507	XXX	17,507
2. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	XXX	XXX	3,301,127	XXX	XXX	3,618,126	XXX	XXX	(316,999)
c. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	150,860	-	150,860	180,220	-	180,220	(29,360)	-	(29,360)
d. Deferred tax assets admitted as the result of application of SSAP No. 101	\$ 851,792	\$ 219,433	\$ 1,071,225	\$ 723,212	\$ 349,491	\$ 1,072,703	\$ 128,580	\$ (130,058)	\$ (1,478)

3. Other Admissibility Criteria:

	2013		2012	
	Ordinary	Capital	Ordinary	Capital
a. Ratio percentage used to determine recovery period and threshold limitation amount	1609%		2530%	
b. Amount of adjusted capital and surplus used to determine recovery period and threshold	\$ 20,029,470		\$ 21,295,850	

4. Impact of Tax Planning Strategies:

	2013			2012			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
a. Determination of Adjusted Gross Deferred Tax Assets and Net Admitted									
1. Adjusted Gross DTAs amount from Note 9A1(c.)	\$ 1,029,373	\$ 219,433	\$ 1,248,806	\$ 832,671	\$ 349,491	\$ 1,182,162	\$ 196,702	\$ (130,058)	\$ 66,644
2. Percentage of Adjusted Gross DTAs by Tax Character	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
3. Net Admitted Adjusted Gross DTAs Amount from Note 9A1(e.)	\$ 851,792	\$ 219,433	\$ 1,071,225	\$ 723,212	\$ 349,491	\$ 1,072,703	\$ 128,580	\$ (130,058)	\$ (1,478)
4. Percentage of Net Admitted Adjusted Gross DTAs by Tax Character Admitted Because of the Impact of Tax Planning Strategies	3.9%	0.0%	3.9%	4.6%	0.0%	4.6%	-0.7%	0.0%	-0.7%
b. Does the company's tax planning strategies include the use of reinsurance? Yes [] No [X]									

B. The Company has recognized all deferred tax liabilities.

C. Current income taxes incurred consist of the following major components:

1. Current Income Tax:

		2013	2012	Change
a. Federal		\$ 491,557	\$ 604,681	\$ (113,124)
b. Foreign		-	-	-
c. Subtotal		\$ 491,557	\$ 604,681	\$ (113,124)
d. Federal income tax on net capital gains		(31,784)	(9,411)	(22,373)
e. Utilization of capital loss carry-forwards		-	-	-
f. Other		-	-	-
g. Federal and foreign income taxes incurred		\$ 459,773	\$ 595,270	\$ (135,497)

NOTES TO FINANCIAL STATEMENTS

2. Deferred Tax Assets:

	2013	2012	Change
a. Ordinary			
1 Discounting of unpaid losses	\$394,247	\$ 302,832	\$ 91,415
2 Unearned premium reserve	248,789	194,208	54,581
3 Policyholder reserve	-	-	-
4 Investments	-	-	-
5 Deferred acquisition costs	-	-	-
6 Policyholder dividends accrual	-	-	-
7 Fixed assets	-	-	-
8 Compensation and benefits accrual	264,311	230,220	34,091
9 Pension accrual	-	-	-
10 Receivables - nonadmitted	-	-	-
11 Net operating loss carry-forward	-	-	-
12 Tax credit carry-forward	-	-	-
13 Other	-	-	-
14 Accruals	122,026	105,411	16,615
15 Amortization of intangibles	-	-	-
16 Underwriting expenses	-	-	-
99 Subtotal	\$ 1,029,373	\$ 832,671	\$ 196,702
b. Statutory valuation allowance adjustment	-	-	-
c. Nonadmitted	\$ 177,581	109,459	68,122
d. Admitted ordinary deferred tax assets	\$ 851,792	\$ 723,212	\$ 128,580
e. Capital			
1 Investments	\$219,433	\$ 349,491	\$ (130,058)
2 Net capital loss carry-forward	-	-	-
3 Real estate	-	-	-
4 Other	-	-	-
99 Subtotal	\$ 219,433	\$ 349,491	\$ (130,058)
f. Statutory valuation allowance adjustment	-	-	-
g. Nonadmitted	-	-	-
h. Admitted capital deferred tax assets	\$ 219,433	\$ 349,491	\$ (130,058)
i. Admitted deferred tax assets	\$ 1,071,225	\$ 1,072,703	\$ (1,478)

3. Deferred Tax Liabilities:

	2013	2012	Change
a. Ordinary			
1 Investments	\$ -	\$ -	\$ -
2 Fixed assets	66,601	35,708	30,893
3 Deferred and uncollected premium	-	-	-
4 Policyholder reserves	-	-	-
5 Other	17,132	21,249	(4,117)
99 Subtotal	\$ 83,733	\$ 56,957	\$ 26,776
b. Capital			
1 Investments	\$67,127	\$ 123,263	\$ (56,136)
2 Real estate	-	-	-
3 Other	-	-	-
99 Subtotal	\$ 67,127	\$ 123,263	\$ (56,136)
c. Deferred tax liabilities	\$ 150,860	\$ 180,220	\$ (29,360)

4. Net Deferred Tax Assets/Liabilities:

	2013	2012
Net Deferred Tax Assets/Liabilities	\$ 920,365	\$ 892,483

NOTES TO FINANCIAL STATEMENTS**D. Reconciliation of Federal Income Tax Rate to Actual Tax Effective Rate.**

The Company's income tax expense (benefit) and change in deferred income taxes differs from the amount obtained by applying the federal statutory rate of 35% to net income after dividends to policyholders for the following reasons:

	2013	2012
Income taxes at the statutory rate	\$466,441	\$ 665,802
Tax exempt interest deduction	(137,299)	(139,801)
Dividend received deduction	(16,001)	(22,184)
Other items	41,207	(5,178)
Total	\$ 354,348	\$ 498,639
 Federal and foreign income taxes incurred	 \$459,773	 \$ 595,270
Change in net deferred income taxes excluding unrealized	(105,425)	(96,631)
 Total statutory income taxes	 \$ 354,348	 \$ 498,639

E. Operating Loss Carryforwards and Income Taxes Available for Recoupment.

At December 31, 2013, the Company did not have any operating loss carry-forwards.

The amount of federal income taxes incurred and available for recoupment in the event of future net losses: Current year \$486,343; first preceding year \$615,532; second preceding year \$3,241.

Deposits under IRS Code Section 6603 – The Company has no protective tax deposits made with the Internal Revenue Service.

F. The Company's federal income tax return is consolidated.

1. The Company's federal income tax return is consolidated with the following entities:

AAG Holding Company, Inc.	Great American Life Insurance Company
AAG Insurance Agency, Inc.	Great American Lloyd's Insurance Company
American Empire Insurance Company	Great American Lloyd's, Inc.
American Empire Surplus Lines Insurance Company	Great American Management Services, Inc.
American Empire Underwriters, Inc.	Great American Protection Insurance Company
American Financial Enterprises, Inc.	Great American Re Inc.
American Financial Group, Inc.	Great American Security Insurance Company
American Money Management Corporation	Great American Spirit Insurance Company
American Premier Underwriters, Inc.	Great Southwest Corporation
American Signature Underwriters, Inc.	Hangar Acquisition Corp.
Annuity Investors Life Insurance Company	Indianapolis Union Railway Company (The)
APU Holding Company	Key Largo Group, Inc.
Associates of the Jersey Company (The)	Lehigh Valley Railroad Company
Brothers Pennsylvanian Corporation	Magnolia Alabama Holdings, Inc.
Brothers Property Corporation	Manhattan National Holding Corporation
Brothers Property Management Corporation	Manhattan National Life Insurance Company
Cal Coal, Inc.	Mid-Continent Assurance Company
Ceres Group, Inc.	Mid-Continent Casualty Company
Continental General Corporation	Mid-Continent Excess and Surplus Insurance Company
Continental General Insurance Company	Mid-Continent Specialty Insurance Services, Inc.
Continental Print & Photo Co.	Oklahoma Surety Company
Crop Managers Insurance Agency, Inc.	One East Fourth, Inc.
Dempsey & Siders Agency, Inc.	Owasco River Railway, Inc. (The)
Dixie Terminal Corporation	PCC Maryland Realty Corp.
Eden Park Insurance Brokers, Inc.	PCC Real Estate, Inc.
Farmers Crop Insurance Alliance, Inc.	PCC Technical Industries, Inc.
FCIA Management Company, Inc.	Penn Central Energy Management Company
FlexTech Holding Co., Inc.	Penn Towers, Inc.
GAI Insurance Company, Ltd.	Pioneer Carpet Mills, Inc.
GAI Warranty Company	Pittsburgh and Cross Creek Railroad Company
GAI Warranty Company of Florida	Premier International Insurance Company
GALIC Brothers, Inc.	Premier Lease & Loan Services Insurance Agency, Inc.
Global Premier Finance Company	Premier Lease & Loan Services of Canada, Inc.
Great American Advisors, Inc.	Professional Risk Brokers, Inc.
Great American Agency of Texas, Inc.	QQAgency of Texas, Inc.
Great American Alliance Insurance Company	Republic Indemnity Company of America
Great American Assurance Company	Republic Indemnity Company of California
Great American Casualty Insurance Company	Risico Management Corporation
Great American Claims Services, Inc.	Skipjack Marina Corp.
Great American Contemporary Insurance Company	Superior NWVN of Ohio, Inc.
Great American E & S Insurance Company	TEJ Holdings, Inc.
Great American Fidelity Insurance Company	Terminal Realty Penn Co.
Great American Financial Resources, Inc.	Three East Fourth, Inc.
Great American Holding, Inc.	United Teacher Associates Insurance Company
Great American Insurance Agency, Inc.	United Teacher Associates, Ltd.
Great American Insurance Company	Waynesburg Southern Railroad Company
Great American Insurance Company of New York	

2. Pursuant to the tax allocation agreement, the Company's tax expense will be determined based upon its inclusion in the consolidated tax return of American Financial Group, Inc. and its includable subsidiaries. Estimated payments are to be made quarterly during the year. Following year-end, additional settlements will be made on the original due date of the return and, when extended, at the time the return is filed. The method of allocation among the companies under the agreement is based upon separate return calculations with current credit for net losses to the extent the losses provide a benefit in the consolidated tax return.

NOTES TO FINANCIAL STATEMENTS**G. Federal or Foreign Federal Income Tax Loss Contingencies**

The Company believes it is reasonably possible that the tax loss contingency related to the timing of investment income may significantly increase within the next twelve months. However, an estimate of the reasonably possible increase cannot be made at this time.

10.) INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES

A. The Company is an indirect 100% owned subsidiary of American Financial Group, Inc.; 100% of the outstanding common stock of the Company is directly owned by American Empire Surplus Lines Insurance Company. See Schedule Y, Part 1, Organizational Chart.

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

The Company paid a dividend on December 31, 2013 in the amount of \$2,200,000 to American Empire Surplus Lines Insurance Company.

C. Change in terms of Intercompany Arrangements - None.

D. Amounts Due to or from Related Parties - The Company has a receivable due from American Empire Surplus Lines Insurance Company in the amount of \$300,271 as a result of its pooling agreement (Note 26.). The terms of the pooling agreement require that these amounts be settled within sixty days.

E. Guarantees or Contingencies for Related Parties - None.

F. Management or service contracts and all cost sharing arrangements involving the Company or any affiliated insurer:

1. The Company and affiliated insurance companies have contracts with American Money Management Corporation (an affiliate) which, subject to the direction of the Finance Committees of the companies, provide for management and accounting services related to the investment portfolios.

2. Certain administrative, consultative, printing, office duplicating, telecommunications, purchasing, personnel, data processing and other services are provided under General Services Agreements between the Company and insurance and non-insurance affiliates, for which actual costs are allocated on the basis of usage.

G. The Company is an indirect 100% owned subsidiary of American Financial Group, Inc.; 100% of the outstanding common stock of the Company is directly owned by American Empire Surplus Lines Insurance Company. See Schedule Y, Part 1, Organizational Chart.

H. The Company owns no shares, either directly or indirectly, of an upstream intermediate or ultimate parent.

I. The Company has no investments in Subsidiary, Controlled or Affiliate Companies greater than 10% of admitted assets.

J. The Company did not recognize any impairment write down for its investments in Subsidiary, Controlled or Affiliated Companies during the statement period.

K. Investment in foreign insurance subsidiary - Not Applicable.

L. Investment in downstream noninsurance holding company – Not Applicable.

11.) DEBT

A. The Company does not have any outstanding liability for borrowed money.

B. Federal Home Loan Bank Agreements – The Company is not party to any Federal Home Loan Bank agreements.

12.) RETIREMENT PLAN, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

A. Defined Benefit Plans - The Company does not have any defined benefit plans.

B. Defined Benefit Plan Assets - The Company does not have any defined benefit plans.

C. Defined Benefit Plan Fair Value of Assets - The Company does not have any defined benefit plans.

D. Defined Benefit Plans - Rate of Return on Assets Assumptions - The Company does not have any defined benefit plans.

E. Defined Contribution Plans - The Company does not have any defined contribution plans.

F. Multiemployer Plans - The Company does not have any multiemployer plans.

G. Consolidated/Holding Company Plans

Employee Retirement Plan

American Financial Group, Inc. has established the American Financial Group, Inc. 401(K) Retirement and Savings Plan for the benefit of employees of American Financial Group, Inc. and its participating subsidiaries. Substantially all employees meeting minimum requirements regarding service are eligible to participate in this Plan. The Plan is a defined contribution plan in which participating employees are entitled to share in contributions made by the Company on their behalf. The Plan has three types of contributions, including (1) Retirement Contributions made by the Company, (2) 401(k) Contributions made by participating employees, and (3) Matching Contributions made by the Company. The benefits for the Retirement Contributions are based on eligible compensation as defined by the Plan for each year of participation. Funding is determined annually. Each Company contributes an amount for Retirement Contributions based upon the relationship of its total eligible compensation to total eligible compensation under the Plan for all participating subsidiaries. In addition, participating employees are permitted to make 401(k) Contributions to the Plan. Matching Contributions may be made by the Company based on the amount of 401(k) Contributions made by the participating employees. Plan costs are funded as they accrue and vested benefits are fully funded. Both Retirement Contributions and Matching Contributions to the Plan are subject to the discretion of the Company. The Company has no liability for future contributions to the Plan. At December 31, 2013, the fair market value of the Plan's Retirement Contributions assets was \$413,868,519 and the fair market value of the Plan's Matching Contributions assets was \$162,338,254. The Company's share of the expense for the plan during 2013 was \$31,966.

NOTES TO FINANCIAL STATEMENTS**Postretirement Benefit Plan**

The Company provides postretirement health care and life insurance benefits to employees meeting age and service requirements through plans sponsored by American Financial Group, Inc. The retiree medical care plan is a contributory plan covering all eligible employees hired prior to 1993; employees hired after 1992 pay the full cost of retiree medical coverage. The Company has established a cap on the total amount of health care costs that are subsidized for the majority of current retirees. All eligible future retirees receive a flat dollar amount contributed to a Retiree Health Reimbursement Arrangement Account. The Company currently pays the full cost of life insurance coverage for past retirees, but no coverage is provided for new retirees after 2005. The medical plan is funded by monthly payments to a trust. Life insurance benefits are provided by insurance contracts. American Financial Group, Inc. has the right to modify or terminate either of these plans in the future. The Company has the right to terminate its participation at any time in the future.

H. The Company accrues its postretirement benefits over the period the employees qualify for such benefits. At December 31, 2013, the Company's accumulated postretirement benefit obligation was \$28,377 using a discount rate of 3.25% of which \$42,887 is currently accrued. Net postretirement benefits costs for the year ended December 31, 2013, were \$(460) which includes service cost, interest cost, and amortization of the transition obligation.

I. The weighted average annual assumed rate of increase in the health care cost trend rate is 7.5% for 2014 and is assumed to decrease gradually to 5% over 6 years and to remain at that level thereafter. The effect of a 1% increase in the assumed health care cost trend rate for each year would increase the accumulated postretirement benefit obligation at December 31, 2013 by \$85.

J. Postemployment Benefits and Compensated Absences

The Company has accrued for postemployment benefits and compensated absences in accordance with SSAP No. 11.

K. Impact of Medicare Modernization Act on Postretirement Benefits – There is no impact to the Company under this Act.

13.) CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

- A. The Company has 1,000 shares of common stock authorized, issued and outstanding at a par value of \$3,100.
- B. The Company has no preferred stock outstanding.
- C. The maximum amount of dividends or distributions which may be paid to stockholders by property/casualty insurance companies domiciled in the State of Ohio without (i) prior approval or (ii) expiration of a 30 day waiting period without disapproval of the Director of Insurance is the greater of net income or 10% of policyholders' surplus as of the preceding December 31, but only to the extent of earned surplus as of the preceding December 31. The maximum amount of ordinary dividends or distributions which may be paid in 2014 is \$1,749,835 based on earned surplus.
- D. An ordinary dividend in the amount of \$2,200,000 on December 31, 2013 was paid by the Company.
- E. Within the limitations of (C) above, there are no specific restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- F. There were no restrictions placed on the Company's unassigned funds.
- G. Mutual Surplus Advances - Not applicable.
- H. No stock of the Company or its affiliates is held by it for special purposes.
- I. There have been no changes in balances of special surplus funds from the prior year.
- J. As of December 31, 2013, the portion of unassigned funds represented or (reduced) by cumulative unrealized gains/(losses) is \$(613,762) less applicable deferred taxes of \$(67,127), for a net balance of \$(546,635).
- K. The Company does not have any surplus debentures or similar obligations.
- L. and M. Quasi Reorganizations - Not Applicable.

14.) CONTINGENCIES**A. Contingent Commitments**

The Company does not have any contingent commitments.

B. Assessments

The Company has received notifications of insolvency of a number of insurance companies. It is expected that these insolvencies will result in guaranty fund assessments against the Company at some future date. The Company has accrued for these assessments.

C. Gain Contingencies

The Company does not have any gain contingencies.

D. Related to Extra Contractual Obligations and Bad Faith Losses Stemming From Lawsuits

The Company paid \$0 on a direct basis in the reporting period to settle claims related extra contractual obligations or bad faith claims stemming from lawsuits.

Number of claims where amounts were paid to settle claims related extra contractual obligations or bad faith claims resulting from lawsuits during the reporting period.

(a) 0-25 Claims	(b) 26-50 Claims	(c) 51-100 Claims	(d) 101-500 Claims	(e) More than 500 Claims
X				

Indicate whether claim count information is disclosed per claim or per claimant - Not applicable.

NOTES TO FINANCIAL STATEMENTS**E. Product Warranties**

The Company does not have any product warranty liability.

F. All Other Contingencies

The Company is named as defendant in various legal actions arising principally from claims made under insurance policies and contracts. Those actions are considered in estimating the loss and loss adjustment expense reserves. The Company's management believes that the resolution of those actions will not have a material effect on its financial position or results of operations.

15.) LEASES**A. Lessee Operating Lease**

1. The Company leases office facilities and equipment with parent company. Rental expense subject to Pooling Agreement (see Note 26.) for 2013 and 2012 was \$95,154 and \$103,188 respectively.
2. Basic rental commitments as of December 31, 2013 are:

Year Ending December 31	Operating Leases
2014	\$ 95,794
2015	101,576
2016	103,134
2017	105,633
2018	99,483
2019+	675,996
TOTAL	\$ 1,181,616

3. The Company was not a party to any sales-leaseback transactions.

B. Lessor Leases

The Company is not a party to any lessor leases.

C. Leveraged Leases

The Company is not a party to leveraged leases.

16.) INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

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

17.) SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES**A. Transfers of Receivables reported as Sales**

The Company did not sell any receivable balances during 2013.

B. Transfer and Servicing of Financial Assets

The Company was not involved in any Transfers and Servicing of Financial Assets during 2013.

C. Wash Sales

The Company was not involved in any wash sale transactions during 2013.

18.) GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED A & H PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

The Company does not serve as an administrator for uninsured accident and health plans or uninsured portions of partially insured plans.

19.) DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

The Company did not have any direct premium written by a Managing General Agent or third party administrator.

20.) FAIR VALUE MEASUREMENTS**A. Fair Value Measurements at Reporting Date**

1. The Company categorizes its financial instruments, based on the degree of subjectivity inherent in the method by which they are valued, into a fair value hierarchy of three levels, as follows:

Level 1 - Quoted prices for identical assets or liabilities in active markets (markets in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis). The Company's Level 1 financial instruments consist primarily of publicly traded equity securities and highly liquid government bonds for which quoted market prices in active markets are available.

NOTES TO FINANCIAL STATEMENTS

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar assets or liabilities in inactive markets (markets in which there are few transactions, the prices are not current, price quotations vary substantially over time or among market makers, or in which little information is released publicly); and valuations based on other significant inputs that are observable in active markets. The Company's Level 2 financial instruments include corporate and municipal fixed maturity securities and MBS priced using observable inputs. Level 2 inputs include benchmark yields, reported trades, corroborated broker/dealer quotes, issuer spreads and benchmark securities. When non-binding broker quotes can be corroborated by comparison to similar securities priced using observable inputs, they are classified as Level 2.

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

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

The Company has categorized its assets and liabilities measured at fair value into the three-level fair value hierarchy as reflected in the following table. See item 4 below for a discussion of each of these three levels.

Description	Level 1	Level 2	Level 3	Total
Assets at Fair Value				
Bonds:				
U.S. Government and government agencies	\$ -	\$ -	\$ -	-
States, municipalities and political subdivisions	-	-	-	-
Foreign government	-	-	-	-
Residential MBS	-	-	-	-
Commercial MBS	-	-	-	-
All other Bonds	-	-	-	-
Total Bonds	\$ -	\$ -	\$ -	\$ -
Non-affiliated preferred stock	-	-	-	-
Non-affiliated common stock	298,321	-	-	298,321
Other investments	-	-	-	-
Total assets accounted for at fair value	\$ 298,321	\$ -	\$ -	\$ 298,321

2. Fair Value Measurement in (Level 3) of the Fair Value Hierarchy

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

3. Fair Value Recognition of (Level 3) Transfers Between Levels

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

4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values

See narrative in Note 20A.

B. The Company has no additional fair value disclosures

NOTES TO FINANCIAL STATEMENTS

C. The Company has categorized all the financial assets in the financial statements into the three-level fair value hierarchy as reflected in the following table. See item A.1. above for a discussion of each of these three levels.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Assets						
Bonds:						
U.S. Government and government agencies	\$ 2,898,374	\$ 2,826,998	\$ 2,898,374	\$ -	\$ -	\$ -
States, municipalities and political subdivisions	16,461,326	15,697,728	-	16,461,326	-	-
Foreign government	-	-	-	-	-	-
Residential MBS	531,563	514,670	-	531,563	-	-
Commercial MBS	639,887	628,800	-	639,887	-	-
Asset backed securities	1,487,036	1,499,997	-	1,487,036	-	-
All other bonds	4,233,413	3,782,915	-	3,893,269	340,144	-
Total bonds	\$ 26,251,599	\$ 24,951,108	\$ 2,898,374	\$ 23,013,081	\$ 340,144	\$ -
Preferred stocks (unaffiliated)	468,000	467,500	468,000	-	-	-
Common stocks (unaffiliated)	298,321	298,321	298,321	-	-	-
Mortgage loans	-	-	-	-	-	-
Total financial assets	<u>\$ 27,017,920</u>	<u>\$ 25,716,929</u>	<u>\$ 3,664,695</u>	<u>\$ 23,013,081</u>	<u>\$ 340,144</u>	<u>\$ -</u>

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

21.) OTHER ITEMS

A. Extraordinary Items - Not Applicable.

B. Troubled Debt Restructuring for Debtors – Not Applicable.

C. Other Disclosures - None.

D. Business Interruption Insurance Recoveries - Not Applicable.

E. State Transferable and non-transferable Tax Credits - Not Applicable.

F. Sub-Prime Exposure

- Included in determining the Company's exposure to sub-prime mortgage loans are the debt and equity securities of companies whose principal business includes the origination, securitization, providing of mortgage insurance on investment in or management of sub-prime mortgage loans. Also included in such determination are those residential mortgage backed securities and collateral debt obligations in which the ultimate collateral supporting anticipated cash flows are sub-prime mortgage loans. In general, we limit the Company's purchases of sub-prime residential mortgage backed securities to those securities with AAA ratings and whose underlying collateral is fixed-rate (as opposed to adjustable rate).
- The Company does not have any investments with direct exposure in subprime mortgage loans
- Indirect exposure to subprime mortgage risk through investments in the following securities:

	Book/Adjusted Actual Cost	Carrying Value	Fair Value	OTTI Losses Recognized
Residential mortgage backed securities	\$ 424,094	\$ 383,463	\$ 399,129	\$ 49,811
Commercial mortgage backed securities	-	-	-	-
Collateralized debt obligations	-	-	-	-
Structured securities (including principal protected notes)	-	-	-	-
Equity investments in SCA entities	-	-	-	-
Other Assets	-	-	-	-
Totals	\$ 424,094	\$ 383,463	\$ 399,129	\$ 49,811

- The Company has no net underwriting exposure to subprime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.
- Offsetting and Netting of Assets and Liabilities – Not Applicable
- Joint and Several Liabilities - The Company does not have any joint and several liabilities.

22.) EVENTS SUBSEQUENT

There have not been any events subsequent to December 31, 2013, which may have a material effect on the financial condition of the Company.

NOTES TO FINANCIAL STATEMENTS**23.) REINSURANCE****A. Unsecured Reinsurance Recoverable**

The Company does not have any unsecured aggregate reinsurance recoverables from any individual reinsurer that exceeds 3% of its policyholders' surplus.

B. Reinsurance Recoverable in Dispute

The Company does not have any reinsurance recoverables on losses in dispute that individually exceed 5% or in the aggregate exceed 10% of its policyholders' surplus.

C. Reinsurance Assumed and Ceded

1. The Company's maximum amount of return commission due as a result of cancellation as of December 31, 2013, of all reinsurance agreements would be:

	ASSUMED REINSURANCE		CEDED REINSURANCE		NET	
	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity
Affiliates – Pooling	\$ 3,559,759	\$ 180,570	\$ -	\$ -	\$ 3,559,759	\$ 180,570
Affiliates - Non-Pooling	-	-	-	-	-	-
All Other	-	-	-	-	-	-
Total	<u>\$ 3,559,759</u>	<u>\$ 180,570</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,559,759</u>	<u>\$ 180,570</u>

Direct Unearned Premium Reserve \$0

2. Additional or return commission resulting from existing contractual arrangements are accrued as follows:

	DIRECT	REINSURANCE		NET
		Assumed	Ceded	
Contingent Commission	\$ -	\$ 22,921	\$ -	\$ 22,921
Sliding Scale Adjustments	-	-	-	-
Other Profit Commission Arrangements	-	-	-	-
Total	<u>\$ -</u>	<u>\$ 22,921</u>	<u>\$ -</u>	<u>\$ 22,921</u>

3. Protected Cells - Not applicable.

D. Uncollectible Reinsurance

The Company has written off in the current year reinsurance balances due (from the companies listed below) in the amount of \$548 which is reflected as:

a. Losses incurred	\$	-
b. Loss adjustment expense incurred	\$	548
c. Premiums earned	\$	-
d. Other	\$	-
e. Company	Amount	
Westport	\$	548

E. Commutation of Reinsurance Ceded

The Company did not have any commutation of ceded reinsurance during 2013.

F. Retroactive Reinsurance

The Company does not have any retroactive reinsurance agreements in force.

G. Reinsurance Accounted for as a Deposit

The Company does not have any reinsurance accounted for as a deposit.

H. Disclosures for the Transfer of Property and Casualty Runoff Agreements

The Company has not entered into any Property and Casualty Runoff Agreements.

I. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

The Company does not have any certified reinsurer ratings downgraded or status subject to revocation.

24.) RETROSPECTIVELY RATED CONTRACTS

The Company does not have any accrued retrospectively rated premiums as admitted assets.

NOTES TO FINANCIAL STATEMENTS**25.) CHANGES IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES**

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

	2013	2012
Balance at beginning of period	\$ 7,481	\$ 8,008
Loss and loss expense incurred:		
Current accident year	4,953	2,496
Prior accident years	763	(93)
	<u>\$ 5,716</u>	<u>\$ 2,403</u>
Loss and loss expense payments made for:		
Current accident year	(329)	(475)
Prior accident years	<u>(2,051)</u>	<u>(2,455)</u>
	<u>(2,380)</u>	<u>(2,930)</u>
Balance at end of period	<u><u>\$ 10,817</u></u>	<u><u>\$ 7,481</u></u>

26.) INTERCOMPANY POOLING ARRANGEMENTS

The Company maintains an inter-company reinsurance pooling agreement with its parent, American Empire Surplus Lines Insurance Company. The effect of the agreement is to transfer all net insurance liabilities of the Company to American Empire Surplus Lines Insurance Company and to cede a specified percentage of the net underwriting results of American Empire Surplus Lines Insurance Company to the Company as follows:

Company	NAIC Company Code Number	Participation Percentage
American Empire Surplus Lines Insurance Company	35351	90.0%
American Empire Insurance Company	37990	10.0%
		<u>100.0%</u>

All lines of business are subject to the pooling agreement.

The Company protects itself from excessive loss on any one risk through a variety of property and casualty reinsurance agreements, including catastrophe coverage. All non-affiliate cessions are prior to the cession of pooled business.

All pool participants are parties to reinsurance agreements with non-affiliated reinsurers and have a contractual right of direct recovery from non-affiliated reinsurers per the terms of such reinsurance agreements.

The Company does not have any discrepancies between entries regarding pooled business on its assumed and ceded reinsurance schedules and corresponding entries on the assumed and ceded reinsurance schedules of other pool participants.

The Company's Provision for Reinsurance and write-off of uncollectible reinsurance is not shared with other pool participants.

The Company has \$300,271 receivable from the lead entity, American Empire Surplus Lines Insurance Company, participating in an intercompany pooling agreement as of December 31, 2013.

27.) STRUCTURED SETTLEMENTS

The Company does not purchase annuities for which the claimant is payee but for which the Company is contingently liable.

28.) HEALTH CARE RECEIVABLES

The Company does not write any health care coverage.

29.) PARTICIPATING POLICIES

The Company does not write any participating contracts.

30.) PREMIUM DEFICIENCY RESERVES

As of December 31, 2013, the Company does not have any premium deficiency reserves.

Liability carried for premium deficiency reserves	\$ -
Date of the most recent evaluation of this liability	12/31/2013
Was anticipated investment income utilized in the calculation?	YES [] NO [X]

31.) HIGH DEDUCTIBLES

The Company does not issue policies subject to high deductibles.

32.) DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES

The Company does not discount liabilities for unpaid losses or unpaid loss adjustment expenses.

NOTES TO FINANCIAL STATEMENTS**33.) ASBESTOS/ENVIRONMENTAL RESERVES**

The Company has exposure to asbestos and environmental claims through the sale of general liability insurance. The Company's exposure to asbestos and environmental claims is reported in accordance with the pooling agreement (Note 26).

The Company attempts to estimate the full impact of the asbestos and environmental exposure by establishing full case basis reserves on all known losses and computing incurred but not reported losses based on previous experience.

A. The Company's asbestos related losses for each of the five most recent calendar years are as follows:

1. DIRECT

	2009	2010	2011	2012	2013
a. Beginning Reserves	\$ -	\$ -	\$ -	\$ -	\$ -
b. Incurred Losses and LAE	-	-	-	-	-
c. Paid Losses and LAE	-	-	-	-	-
d. Ending Reserves	\$ -	\$ -	\$ -	\$ -	\$ -

2. ASSUMED

	2009	2010	2011	2012	2013
a. Beginning Reserves	\$ 684,540	\$ 643,666	\$ 521,617	\$ 490,797	\$ 455,206
b. Incurred Losses and LAE	(11,497)	(4,270)	(58)	(252)	(2,353)
c. Paid Losses and LAE	29,377	117,779	30,762	35,339	63,562
d. Ending Reserves	\$ 643,666	\$ 521,617	\$ 490,797	\$ 455,206	\$ 389,291

3. NET

	2009	2010	2011	2012	2013
a. Beginning Reserves	\$ 684,540	\$ 643,666	\$ 521,617	\$ 490,797	\$ 455,206
b. Incurred Losses and LAE	(11,497)	(4,270)	(58)	(252)	(2,353)
c. Paid Losses and LAE	29,377	117,779	30,762	35,339	63,562
d. Ending Reserves	\$ 643,666	\$ 521,617	\$ 490,797	\$ 455,206	\$ 389,291

B. Ending reserves for Bulk + IBNR (Loss & LAE) included above:

1 Direct	\$ -
2 Assumed	330,001
3 Net	330,001

C. Ending reserves for loss adjustment expenses (Case, Bulk & IBNR) included above:

1 Direct	\$ -
2 Assumed	91,858
3 Net	91,858

D. The Company's environmental related losses for each of the five most recent calendar years are as follows:

1. DIRECT

	2009	2010	2011	2012	2013
a. Beginning Reserves	\$ -	\$ -	\$ -	\$ -	\$ -
b. Incurred Losses and LAE	-	-	-	-	-
c. Paid Losses and LAE	-	-	-	-	-
d. Ending Reserves	\$ -	\$ -	\$ -	\$ -	\$ -

2. ASSUMED

	2009	2010	2011	2012	2013
a. Beginning Reserves	\$ 697,362	\$ 670,603	\$ 501,131	\$ 483,220	\$ 483,469
b. Incurred Losses and LAE	-	-	-	-	-
c. Paid Losses and LAE	26,759	169,472	17,911	(249)	36,558
d. Ending Reserves	\$ 670,603	\$ 501,131	\$ 483,220	\$ 483,469	\$ 446,911

3. NET

	2009	2010	2011	2012	2013
a. Beginning Reserves	\$ 697,362	\$ 670,603	\$ 501,131	\$ 483,220	\$ 483,469
b. Incurred Losses and LAE	-	-	-	-	-
c. Paid Losses and LAE	26,759	169,472	17,911	(249)	36,558
d. Ending Reserves	\$ 670,603	\$ 501,131	\$ 483,220	\$ 483,469	\$ 446,911

E. Ending reserves for Bulk + IBNR (Loss & LAE) included above:

1 Direct	\$ -
2 Assumed	396,816
3 Net	396,816

F. Ending reserves for loss adjustment expenses (Case, Bulk & IBNR) included above:

1 Direct	\$ -
2 Assumed	111,235
3 Net	111,235

NOTES TO FINANCIAL STATEMENTS

34.) SUBSCRIBER SAVINGS ACCOUNTS

The Company is not a reciprocal exchange and, accordingly, has nothing to report.

35.) MULTIPLE PERIL CROP INSURANCE

The Company does not write multiple peril crop coverage.

36.) FINANCIAL GUARANTY INSURANCE

The Company does not write financial guaranty insurance.

AMERICAN EMPIRE INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1	Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?					Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]																								
If yes, complete Schedule Y, Parts 1, 1A and 2.																															
1.2	If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?					Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]																								
1.3	State regulating? <u>Ohio</u>																														
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 [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
2.2	If yes, date of change:																														
3.1	State as of what date the latest financial examination of the reporting entity was made or is being made.					<u>12/31/2011</u>																									
3.2	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.					<u>12/31/2011</u>																									
3.3	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).					<u>01/25/2013</u>																									
3.4	By what department or departments? <u>Ohio</u>																														
3.5	Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments?					Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>]																								
3.6	Have all of the recommendations within the latest financial examination report been complied with?					Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]																								
4.1	During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:																														
4.1.1	sales of new business?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
4.1.2	renewals?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
4.2	During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:																														
4.2.1	sales of new business?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
4.2.2	renewals?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
5.1	Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?																														
5.2	If yes, provide the name of the 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.																														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">1 Name of Entity</td> <td style="width: 33%; text-align: center;">2 NAIC Co. Code</td> <td style="width: 33%; text-align: center;">3 State of Domicile</td> </tr> <tr> <td colspan="3">Not Applicable</td> </tr> </table>						1 Name of Entity	2 NAIC Co. Code	3 State of Domicile	Not Applicable																						
1 Name of Entity	2 NAIC Co. Code	3 State of Domicile																													
Not Applicable																															
6.1	Has the 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 [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
6.2	If yes, give full information: Not Applicable																														
7.1	Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
7.2	If yes,																														
7.2.1	State the percentage of foreign control				0.000 %																									
7.2.2	State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)																														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: center;">1 Nationality</td> <td style="width: 50%; text-align: center;">2 Type of Entity</td> </tr> <tr> <td colspan="2">Not Applicable</td> </tr> </table>						1 Nationality	2 Type of Entity	Not Applicable																							
1 Nationality	2 Type of Entity																														
Not Applicable																															
8.1	Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
8.2	If response to 8.1 is yes, please identify the name of the bank holding company. Not Applicable																														
8.3	Is the company affiliated with one or more banks, thrifts or securities firms?					Yes [<input checked="" type="checkbox"/>]																									
8.4	If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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.																														
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Great American Advisors, Inc.	Cincinnati, OH	NO																													
9.	What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit? Ernst & Young LLP, 1900 Scripps Center, 312 Walnut Street, Cincinnati, OH 45202																														
10.1	Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
10.2	If the response to 10.1 is yes, provide information related to this exemption: Not Applicable																														
10.3	Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation?					Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]																								
10.4	If the response to 10.3 is yes, provide information related to this exemption: Not Applicable																														

AMERICAN EMPIRE INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]	
10.6 If the answer to 10.5 is no or n/a, please explain.	The Audit Committee of American Financial Group, Inc., the Company's SOX compliant ultimate parent, is deemed to serve as the Company's Audit Committee for the purposes of compliance with Ohio insurance law.		
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?	Mr. John L. Doellman, F.C.A.S., M.A.A.A., Vice President and Actuary, Great American Insurance Company, an affiliate, 301 E. Fourth Street, Cincinnati, Ohio 45202		
12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]	
12.11 Name of real estate holding company			
Not Applicable			
12.12 Number of parcels involved	.....0	
12.13 Total book/adjusted carrying value	\$.....0		
12.2 If yes, provide explanation.			
Not Applicable			
13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:			
13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?			
Not Applicable			
13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?	Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>]	
13.3 Have there been any changes made to any of the trust indentures during the year?	Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>]	
13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes?	Yes [<input type="checkbox"/>]	No [<input type="checkbox"/>]	
14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?	Yes [<input checked="" type="checkbox"/>]		
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.			
14.11 If the response to 14.1 is no, please explain:			
Not Applicable			
14.2 Has the code of ethics for senior managers been amended?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]	
14.21 If the response to 14.2 is yes, provide information related to amendment(s).			
Not Applicable			
14.3 Have any provisions of the code of ethics been waived for any of the specified officers?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]	
14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).			
Not Applicable			
15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]	
15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.			
1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
Not Applicable			

PART 1 - COMMON INTERROGATORIES - BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof?	Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]
17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof?	Yes [<input checked="" type="checkbox"/>]	No [<input type="checkbox"/>]
18. Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?	Yes [<input checked="" type="checkbox"/>]	

PART 1 - COMMON INTERROGATORIES - FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]
20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):		
20.11 To directors or other officers	\$.....0	
20.12 To stockholders not officers	\$.....0	
20.13 Trustees, supreme or grand (Fraternal only)	\$.....0	
20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):		
20.21 To directors or other officers	\$.....0	
20.22 To stockholders not officers	\$.....0	
20.23 Trustees, supreme or grand (Fraternal only)	\$.....0	
21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?	Yes [<input type="checkbox"/>]	
21.2 If yes, state the amount thereof at December 31 of the current year:		
21.21 Rented from others	\$.....0	
21.22 Borrowed from others	\$.....0	
21.23 Leased from others	\$.....0	
21.24 Other	\$.....0	

PART 1 - COMMON INTERROGATORIES - FINANCIAL

22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]

22.2 If answer is yes:

- 22.21 Amount paid as losses or risk adjustment \$..... 0
- 22.22 Amount paid as expenses \$..... 0
- 22.23 Other amounts paid \$..... 0

23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []

23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount. \$..... 20,404

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.03)? Yes [X] No []

24.02 If no, give full and complete information relating thereto.
Not Applicable

24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).
The Company does not engage in securities lending.

24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] N/A [X]

24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$..... 0

24.06 If answer to 24.04 is no, report amount of collateral for other programs. \$..... 0

24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] N/A [X]

24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] N/A [X]

24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [] No [] N/A [X]

24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:

- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. \$..... 0
- 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2. \$..... 0
- 24.103 Total payable for securities lending reported on the liability page. \$..... 0

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03) Yes [X] No []

25.2 If yes, state the amount thereof at December 31 of the current year:

- 25.21 Subject to repurchase agreements \$..... 0
- 25.22 Subject to reverse repurchase agreements \$..... 0
- 25.23 Subject to dollar repurchase agreements \$..... 0
- 25.24 Subject to reverse dollar repurchase agreements \$..... 0
- 25.25 Pledged as collateral \$..... 0
- 25.26 Placed under option agreements \$..... 0
- 25.27 Letter stock or securities restricted as to sale \$..... 0
- 25.28 On deposit with state or other regulatory body \$..... 4,189,845
- 25.29 Other \$..... 0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount
Not Applicable		

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
If no, attach a description with this statement.
Not Applicable

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year. \$..... 0

28. 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 []

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

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

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

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

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [] No [X]

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

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

28.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
161853	American Money Management Corporation	301 East Fourth Street, Cincinnati, OH 45202

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [] No [X]

AMERICAN EMPIRE INSURANCE COMPANY**PART 1 - COMMON INTERROGATORIES - INVESTMENT**

29.2 If yes, complete the following schedule:

1	2	3
CUSIP #	Name of Mutual Fund	Book/Adjusted Carrying Value
29.2999. TOTAL		0

29.3 For each mutual fund listed in the table above, complete the following schedule:

1	2	3	4
Name of Mutual Fund (from the above table)	Name of Significant Holding of the Mutual Fund	Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to Holding	Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	30,094,081	31,394,572	1,300,491
30.2 Preferred stocks.....	467,500	468,000	500
30.3 Totals.....	30,561,581	31,862,572	1,300,991

30.4 Describe the sources or methods utilized in determining the fair values:

Fair values for bonds and preferred stocks are determined by internal investment professionals at American Money Management Corporation (the manager of the company's investment portfolio) using data from nationally recognized pricing services, broker quotes and available trade information. When data from these sources is not available (typically less than 1% of the portfolio), prices are developed internally by the investment professionals using widely published indices (as benchmarks), interest rates, issuer spreads, credit quality of the specific issuer and general economic conditions.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [X] No []

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [] No [X]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D. For the securities that were priced using broker prices, American Money Management Corporation obtains data from brokers that are familiar with the securities being priced and the market in which they trade.

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

32.2 If no, list exceptions:
Not Applicable

PART 1 - COMMON INTERROGATORIES - OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$.....3,240

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1	2
Name	Amount Paid
AIPSO	1,420
A.M. Best	1,820

34.1 Amount of payments for legal expenses, if any?

\$.....0

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1	2
Name	Amount Paid

Not Applicable

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?

\$.....0

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1	2
Name	Amount Paid

Not Applicable

GENERAL INTERROGATORIES**PART 2 - PROPERTY AND CASUALTY INTERROGATORIES**

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]

1.2 If yes, indicate premium earned on U.S. business only. \$.....0

1.3 What portion of item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$.....0

1.31 Reason for excluding:
Not Applicable

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$.....0

1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$.....0

1.6 Individual policies:
Most current three years:
1.61 Total premium earned \$.....0
1.62 Total incurred claims \$.....0
1.63 Number of covered lives0
All years prior to most current three years:
1.64 Total premium earned \$.....0
1.65 Total incurred claims \$.....0
1.66 Number of covered lives0

1.7 Group policies:
Most current three years:
1.71 Total premium earned \$.....0
1.72 Total incurred claims \$.....0
1.73 Number of covered lives0
All years prior to most current three years:
1.74 Total premium earned \$.....0
1.75 Total incurred claims \$.....0
1.76 Number of covered lives0

2. Health test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator.....	\$.....0	\$.....0
2.2 Premium Denominator.....	\$.....7,175,679	\$.....4,230,005
2.3 Premium Ratio (2.1/2.2).....	0.0	0.0
2.4 Reserve Numerator.....	\$.....0	\$.....0
2.5 Reserve Denominator.....	\$.....14,578,777	\$.....10,509,834
2.6 Reserve Ratio (2.4/2.5).....	0.0	0.0

3.1 Does the reporting entity issue both participating and non-participating policies? Yes [] No [X]

3.2 If yes, state the amount of calendar year premiums written on:
3.21 Participating policies \$.....0
3.22 Non-participating policies \$.....0

4. FOR MUTUAL REPORTING ENTITIES AND RECIPROCAL EXCHANGES ONLY:

4.1 Does the reporting entity issue assessable policies? Yes [] No []

4.2 Does the reporting entity issue non-assessable policies? Yes [] No []

4.3 If assessable policies are issued, what is the extent of the contingent liability of the policyholders?0.0%

4.4 Total amount of assessments paid or ordered to be paid during the year on deposit notes or contingent premiums. \$.....0

5. FOR RECIPROCAL EXCHANGES ONLY:

5.1 Does the exchange appoint local agents? Yes [] No []

5.2 If yes, is the commission paid:
5.21 Out of Attorney's-in-fact compensation Yes [] No [] N/A [X]
5.22 As a direct expense of the exchange Yes [] No [] N/A [X]

5.3 What expenses of the exchange are not paid out of the compensation of the Attorney-in-fact?

5.4 Has any Attorney-in-fact compensation, contingent on fulfillment of certain conditions, been deferred? Yes [] No []

5.5 If yes, give full information:

6.1 What provision has this reporting entity made to protect itself from an excessive loss in the event of a catastrophe under a workers' compensation contract issued without limit of loss?
The Company has not written any workers' compensation contracts.

6.2 Describe the method used to estimate this reporting entity's probable maximum insurance loss, and identify the type of insured exposures comprising that probable maximum loss, the locations of concentrations of those exposures and the external resources (such as consulting firms or computer software models), if any, used in the estimation process:
The Company measures aggregate in-force wind and earthquake exposures on a monthly basis, wind exposures are evaluated in all coastal counties, earthquake in all zones. The catastrophe exposures of wind and earthquake are modeled on a portfolio basis using RMS twice a year.

6.3 What provision has this reporting entity made (such as a catastrophic reinsurance program) to protect itself from an excessive loss arising from the types and concentrations of insured exposures comprising its probable maximum property insurance loss?
The Company has property catastrophe reinsurance in force.

6.4 Does the reporting entity carry catastrophe reinsurance protection for at least one reinstatement, in an amount sufficient to cover its estimated probable maximum loss attributable to a single loss event or occurrence? Yes [X] No []

6.5 If no, describe any arrangements or mechanisms employed by the reporting entity to supplement its catastrophe reinsurance program or to hedge its exposure to unreinsured catastrophic loss:
Not Applicable

7.1 Has the reporting entity reinsured any risk with any other entity under a quota share reinsurance contract that includes a provision that would limit the reinsurer's losses below the stated quota share percentage (e.g., a deductible, a loss ratio corridor, a loss cap, an aggregate limit or any similar provisions)? Yes [] No [X]
_____0

7.2 If yes, indicate the number of reinsurance contracts containing such provisions. _____0

7.3 If yes, does the amount of reinsurance credit taken reflect the reduction in quota share coverage caused by any applicable limiting provision(s)? Yes [] No []

GENERAL INTERROGATORIES**PART 2 - PROPERTY AND CASUALTY INTERROGATORIES**

8.1 Has this reporting entity reinsured any risk with any other entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on this risk, or portion thereof, reinsured? Yes [] No [X]

8.2 If yes, give full information:
Not Applicable

9.1 Has the reporting entity ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates) for which during the period covered by the statement: (i) it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards policyholders or it reported calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year-end surplus as regards policyholders; (ii) it accounted for that contract as reinsurance and not as a deposit; and (iii) the contract(s) contain one or more of the following features or other features that would have similar results:

- (a) A contract term longer than two years and the contract is noncancelable by the reporting entity during the contract term;
- (b) A limited or conditional cancellation provision under which cancellation triggers an obligation by the reporting entity, or an affiliate of the reporting entity, to enter into a new reinsurance contract with the reinsurer, or an affiliate of the reinsurer;
- (c) Aggregate stop loss reinsurance coverage;
- (d) A unilateral right by either party (or both parties) to commute the reinsurance contract, whether conditional or not, except for such provisions which are only triggered by a decline in the credit status of the other party;
- (e) A provision permitting reporting of losses, or payment of losses, less frequently than on a quarterly basis (unless there is no activity during the period); or
- (f) Payment schedule, accumulating retentions from multiple years or any features inherently designed to delay timing of the reimbursement to the ceding entity?

Yes [] No [X]

9.2 Has the reporting entity during the period covered by the statement ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates), for which, during the period covered by the statement, it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards policyholders or it reported calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year-end surplus as regards policyholders; excluding cessions to approved pooling arrangements or to captive insurance companies that are directly or indirectly controlling, controlled by, or under control with (i) one or more unaffiliated policyholders of the reporting entity, or (ii) an association of which one or more unaffiliated policyholders of the reporting entity is a member where:

- (a) The written premium ceded to the reinsurer by the reporting entity or its affiliates represents fifty percent (50%) or more of the entire direct and assumed premium written by the reinsurer based on its most recently available financial statement; or
- (b) Twenty-five percent (25%) or more of the written premium ceded to the reinsurer has been retroceded back to the reporting entity or its affiliates in a separate reinsurance contract?

Yes [] No [X]

9.3 If yes to 9.1 or 9.2, please provide the following information in the Reinsurance Summary Supplemental Filing for General Interrogatory 9:

- (a) The aggregate financial statement impact gross of all such ceded reinsurance contracts on the balance sheet and statement of income;
- (b) A summary of the reinsurance contract terms and indicate whether it applies to the contracts meeting the criteria in 9.1 or 9.2; and
- (c) A brief discussion of management's principle objectives in entering into the reinsurance contract including the economic purpose to be achieved.

9.4 Except for transactions meeting the requirements of paragraph 31 of SSAP No. 62R, Property and Casualty Reinsurance, has the reporting entity ceded any risk under any reinsurance contract (or multiple contracts with the same reinsurer or its affiliates) during the period covered by the financial statement, and either:

- (a) Accounted for that contract as reinsurance (either prospective or retroactive) under statutory accounting principles ("SAP") and as a deposit under generally accepted accounting principles ("GAAP"); or
- (b) Accounted for that contract as reinsurance under GAAP and as a deposit under SAP?

Yes [] No [X]

9.5 If yes to 9.4, explain in the Reinsurance Summary Supplemental Filing for General Interrogatory 9 (Section D) why the contract(s) is treated differently for GAAP and SAP.

9.6 The reporting entity is exempt from the Reinsurance Attestation Supplement under one or more of the following criteria:

- (a) The entity does not utilize reinsurance; or
- (b) The entity only engages in a 100% quota share contract with an affiliate and the affiliated or lead company has filed an attestation supplement; or
- (c) The entity has no external cessions and only participates in an intercompany pool and the affiliated or lead company has filed an attestation supplement.

Yes [] No [X]

10. If the reporting entity has assumed risks from another entity, there should be charged on account of such reinsurance a reserve equal to that which the original entity would have been required to charge had it retained the risks. Has this been done? Yes [X] No [] N/A []

11.1 Has this reporting entity guaranteed policies issued by any other reporting entity and now in force? Yes [] No [X]

11.2 If yes, give full information:
Not Applicable

12.1 If the reporting entity recorded accrued retrospective premiums on insurance contracts on Line 15.3 of the assets schedule, Page 2, state the amount of corresponding liabilities recorded for:

12.11 Unpaid losses \$.....0
12.12 Unpaid underwriting expenses (including loss adjustment expenses) \$.....0

12.2 Of the amount on Line 15.3, Page 2, state the amount that is secured by letters of credit, collateral and other funds: \$.....0

12.3 If the reporting entity underwrites commercial insurance risks, such as workers' compensation, are premium notes or promissory notes accepted from its insureds covering unpaid premiums and/or unpaid losses? Yes [] No [X] N/A []

12.4 If yes, provide the range of interest rates charged under such notes during the period covered by this statement:

12.41 From0.0 %
12.42 To0.0 %

12.5 Are letters of credit or collateral and other funds received from insureds being utilized by the reporting entity to secure premium notes or promissory notes taken by a reporting entity, or to secure any of the reporting entity's reported direct unpaid loss reserves, including unpaid losses under loss deductible features of commercial policies? Yes [] No [X]

12.6 If yes, state the amount thereof at December 31 of current year:

12.61 Letters of credit \$.....0
12.62 Collateral and other funds \$.....0

13.1 Largest net aggregate amount insured in any one risk (excluding workers' compensation): \$.....202,300

13.2 Does any reinsurance contract considered in the calculation of this amount include an aggregate limit of recovery without also including a reinstatement provision? Yes [] No [X]

13.3 State the number of reinsurance contracts (excluding individual facultative risk certificates, but including facultative programs, automatic facilities or facultative obligatory contracts) considered in the calculation of the amount.0

GENERAL INTERROGATORIES**PART 2 - PROPERTY AND CASUALTY INTERROGATORIES**

14.1 Is the company a cedant in a multiple cedant reinsurance contract?

Yes [] No []

14.2 If yes, please describe the method of allocating and recording reinsurance among the cedants:

Ceded losses allocated based upon pro rata share of the total subject losses ceded. Ceded premiums allocated based upon pre-determined amounts.

14.3 If the answer to 14.1 is yes, are the methods described in item 14.2 entirely contained in the respective multiple cedant reinsurance contracts?

Yes [] No []

14.4 If the answer to 14.3 is no, are all the methods described in 14.2 entirely contained in written agreements?

Yes [] No []

14.5 If the answer to 14.4 is no, please explain:

Not Applicable

15.1 Has the reporting entity guaranteed any financed premium accounts?

Yes [] No []

15.2 If yes, give full information:

Not Applicable

16.1 Does the reporting entity write any warranty business?

Yes [] No []

If yes, disclose the following information for each of the following types of warranty coverage:

	1 Direct Losses Incurred	2 Direct Losses Unpaid	3 Direct Written Premium	4 Direct Premium Unearned	5 Direct Premium Earned
16.11 Home.....
16.12 Products.....
16.13 Automobile.....
16.14 Other*.....

* Disclose type of coverage:

17.1 Does the reporting entity include amounts recoverable on unauthorized reinsurance in Schedule F-Part 3 that it excludes from Schedule F-Part 5?

Yes [] No []

Incurred but not reported losses on contracts in force prior to July 1, 1984, and not subsequently renewed are exempt from inclusion in Schedule F-Part 5.

Provide the following information for this exemption:

17.11 Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5

\$.....0

17.12 Unfunded portion of Interrogatory 17.11

\$.....0

17.13 Paid losses and loss adjustment expenses portion of Interrogatory 17.11

\$.....0

17.14 Case reserves portion of Interrogatory 17.11

\$.....0

17.15 Incurred but not reported portion of Interrogatory 17.11

\$.....0

17.16 Unearned premium portion of Interrogatory 17.11

\$.....0

17.17 Contingent commission portion of Interrogatory 17.11

\$.....0

Provide the following information for all other amounts included in Schedule F-Part 3 and excluded from Schedule F-Part 5, not included above:

17.18 Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5

\$.....0

17.19 Unfunded portion of Interrogatory 17.18

\$.....0

17.20 Paid losses and loss adjustment expenses portion of Interrogatory 17.18

\$.....0

17.21 Case reserves portion of Interrogatory 17.18

\$.....0

17.22 Incurred but not reported portion of Interrogatory 17.18

\$.....0

17.23 Unearned premium portion of Interrogatory 17.18

\$.....0

17.24 Contingent commission portion of Interrogatory 17.18

\$.....0

18.1 Do you act as a custodian for health savings account?

Yes [] No []

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

\$.....0

18.3 Do you act as an administrator for health savings accounts?

Yes [] No []

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

\$.....0

FIVE-YEAR HISTORICAL DATA

Show amounts in whole dollars only, no cents; show percentages to one decimal place, i.e. 17.6.

	1 2013	2 2012	3 2011	4 2010	5 2009
Gross Premiums Written (Page 8, Part 1B, Cols. 1, 2 & 3)					
1. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4)	7,421,202	5,021,455	2,934,078	2,566,860	3,279,133
2. Property lines (Lines 1, 2, 9, 12, 21 & 26)	64,131	96,017	165,615	146,230	169,778
3. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27)	474,346	398,379	387,570	375,209	417,637
4. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34)	0	0	0	0	0
5. Nonproportional reinsurance lines (Lines 31, 32 & 33)	0	0	0	0	0
6. Total (Line 35)	7,959,679	5,515,851	3,487,263	3,088,299	3,866,548
Net Premiums Written (Page 8, Part 1B, Col. 6)					
7. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4)	7,421,202	5,021,455	2,935,917	2,495,412	3,272,560
8. Property lines (Lines 1, 2, 9, 12, 21 & 26)	64,131	96,017	165,615	146,230	169,778
9. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27)	474,346	398,379	387,570	375,209	417,637
10. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34)	0	0	0	0	0
11. Nonproportional reinsurance lines (Lines 31, 32 & 33)	0	0	0	0	0
12. Total (Line 35)	7,959,679	5,515,851	3,489,102	3,016,851	3,859,975
Statement of Income (Page 4)					
13. Net underwriting gain (loss) (Line 8)	187,730	637,103	3,117,182	3,268,915	1,968,139
14. Net investment gain (loss) (Line 11)	1,178,561	1,274,605	1,512,113	1,892,403	1,243,237
15. Total other income (Line 15)	(1819)	(5)	(1)	0	(2,701)
16. Dividends to policyholders (Line 17)	0	0	0	0	0
17. Federal and foreign income taxes incurred (Line 19)	491,557	604,681	1,291,052	1,319,614	991,705
18. Net income (Line 20)	872,914	1,307,023	3,338,243	3,841,704	2,216,970
Balance Sheet Lines (Pages 2 and 3)					
19. Total admitted assets excluding protected cell business (Page 2, Line 26, Col. 3)	36,454,874	33,537,389	34,249,143	38,005,944	41,040,918
20. Premiums and considerations (Page 2, Col. 3):					
20.1 In course of collection (Line 15.1)	539,763	523,818	235,514	165,795	213,824
20.2 Deferred and not yet due (Line 15.2)	0	0	0	0	0
20.3 Accrued retrospective premiums (Line 15.3)	0	0	0	0	(93,881)
21. Total liabilities excluding protected cell business (Page 3, Line 26)	15,505,039	11,349,056	10,804,455	13,777,195	18,302,014
22. Losses (Page 3, Line 1)	8,006,641	5,655,555	5,947,984	8,257,290	11,352,608
23. Loss adjustment expenses (Page 3, Line 3)	2,810,135	1,825,188	2,060,428	2,856,841	3,761,981
24. Unearned premiums (Page 3, Line 9)	3,554,129	2,774,411	1,477,123	1,380,411	1,749,632
25. Capital paid up (Page 3, Lines 30 & 31)	3,100,000	3,100,000	3,100,000	3,100,000	3,100,000
26. Surplus as regards policyholders (Page 3, Line 37)	20,949,835	22,188,333	23,444,689	24,228,749	22,738,904
Cash Flow (Page 5)					
27. Net cash from operations (Line 11)	5,323,933	2,125,882	459,974	(746,453)	(25,830)
Risk-Based Capital Analysis					
28. Total adjusted capital	20,949,835	22,188,333	23,444,689	24,228,749	22,738,904
29. Authorized control level risk-based capital	1,249,522	841,803	883,037	1,304,579	1,785,364
Percentage Distribution of Cash, Cash Equivalents and Invested Assets					
(Page 2, Col. 3) (Item divided by Page 2, Line 12, Col. 3) x 100.0					
30. Bonds (Line 1)	72.0	85.9	93.4	91.7	90.0
31. Stocks (Lines 2.1 & 2.2)	2.2	5.7	4.9	8.0	7.8
32. Mortgage loans on real estate (Lines 3.1 & 3.2)	0.0	0.0	0.0	0.0	0.0
33. Real estate (Lines 4.1, 4.2 & 4.3)	0.0	0.0	0.0	0.0	0.0
34. Cash, cash equivalents and short-term investments (Line 5)	25.8	8.4	1.7	0.2	2.2
35. Contract loans (Line 6)	0.0	0.0	0.0	0.0	0.0
36. Derivatives (Line 7)	0.0	0.0	0.0	0.0	XXX
37. Other invested assets (Line 8)	0.0	0.0	0.0	0.0	0.0
38. Receivable for securities (Line 9)	0.0	0.0	0.0	0.0	0.0
39. Securities lending reinvested collateral assets (Line 10)	0.0	0.0	0.0	0.0	XXX
40. Aggregate write-ins for invested assets (Line 11)	0.0	0.0	0.0	0.0	0.0
41. Cash, cash equivalents and invested assets (Line 12)	100.0	100.0	100.0	100.0	100.0
Investments in Parent, Subsidiaries and Affiliates					
42. Affiliated bonds (Sch. D, Summary, Line 12, Col. 1)	0	0	0	0	0
43. Affiliated preferred stocks (Sch. D, Summary, Line 18, Col. 1)	0	0	0	0	0
44. Affiliated common stocks (Sch. D, Summary, Line 24, Col. 1)	0	0	0	0	0
45. Affiliated short-term investments					
(subtotals included in Schedule DA, Verification, Column 5, Line 10)	0	0	0	0	0
46. Affiliated mortgage loans on real estate	0	0	0	0	0
47. All other affiliated	0	0	0	0	0
48. Total of above lines 42 to 47	0	0	0	0	0
49. Total investment in parent included in Lines 42 to 47 above	0	0	0	0	0
50. Percentage of investments in parent, subsidiaries and affiliates to surplus as regards policyholders (Line 48 above divided by Page 3, Col. 1, Line 37 x 100.0)	0.0	0.0	0.0	0.0	0.0

AMERICAN EMPIRE INSURANCE COMPANY
FIVE-YEAR HISTORICAL DATA
(Continued)

	1 2013	2 2012	3 2011	4 2010	5 2009
Capital and Surplus Accounts (Page 4)					
51. Net unrealized capital gains (losses) (Line 24).....	17,496	213,817	(72,684)	(30,375)	641,378
52. Dividends to stockholders (Line 35).....	(2,200,000)	(3,000,000)	(3,800,000)	(2,000,000)	(4,400,000)
53. Change in surplus as regards policyholders for the year (Line 38).....	(1,238,498)	(1,256,356)	(784,060)	1,489,845	(897,724)
Gross Losses Paid (Page 9, Part 2, Cols. 1 & 2)					
54. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	1,075,883	1,570,399	1,670,791	2,600,614	4,078,951
55. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	32,971	104,917	112,308	36,769	54,285
56. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	160,280	327,579	235,543	275,595	286,690
57. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....	0	0	0	0	0
58. Nonproportional reinsurance lines (Lines 31, 32 & 33).....	0	0	0	0	0
59. Total (Line 35).....	1,269,134	2,002,895	2,018,642	2,912,978	4,419,925
Net Losses Paid (Page 9, Part 2, Col. 4)					
60. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	1,075,883	1,417,368	1,148,852	1,763,332	2,752,673
61. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	32,971	104,917	112,308	36,769	54,285
62. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	160,280	327,579	235,543	275,595	286,690
63. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....	0	0	0	0	0
64. Nonproportional reinsurance lines (Lines 31, 32 & 33).....	0	0	0	0	0
65. Total (Line 35).....	1,269,134	1,849,864	1,496,703	2,075,696	3,093,647
Operating Percentages (Page 4) (Item divided by Page 4, Line 1) x 100.0					
66. Premiums earned (Line 1).....	100.0	100.0	100.0	100.0	100.0
67. Losses incurred (Line 2).....	50.5	36.8	(23.7)	(29.8)	20.4
68. Loss expenses incurred (Line 3).....	29.2	20.0	5.2	7.5	17.7
69. Other underwriting expenses incurred (Line 4).....	17.7	28.1	27.7	26.8	20.9
70. Net underwriting gain (loss) (Line 8).....	2.6	15.1	90.8	95.4	41.0
Other Percentages					
71. Other underwriting expenses to net premiums written (Page 4, Lines 4 + 5 - 15 divided by Page 8, Part 1B, Col. 6, Line 35 x 100.0).....	16.0	21.6	27.3	30.5	26.1
72. Losses and loss expenses incurred to premiums earned (Page 4, Lines 2 + 3 divided by Page 4, Line 1 x 100.0).....	79.7	56.8	(18.4)	(22.3)	38.1
73. Net premiums written to policyholders' surplus (Page 8, Part 1B, Col. 6, Line 35, divided by Page 3, Line 37, Col. 1 x 100.0).....	38.0	24.9	14.9	12.5	17.0
One Year Loss Development (000 omitted)					
74. Development in estimated losses and loss expenses incurred prior to current year (Schedule P, Part 2-Summary, Line 12, Col. 11).....	602	(236)	(2,266)	(2,701)	(945)
75. Percent of development of losses and loss expenses incurred to policyholders' surplus of prior year end (Line 74 above divided by Page 4, Line 21, Col. 1 x 100).....	2.7	(1.0)	(9.4)	(11.9)	(4.0)
Two Year Loss Development (000 omitted)					
76. Development in estimated losses and loss expenses incurred 2 years before the current year and prior year (Schedule P, Part 2-Summary, Line 12, Col. 12).....	13	(2,520)	(4,767)	(3,372)	(3,888)
77. Percent of development of losses and loss expenses incurred to reported policyholders' surplus of second prior year end (Line 76 above divided by Page 4, Line 21, Col. 2 x 100.0).....	0.1	(10.4)	(21.0)	(14.3)	(15.2)

If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?

Yes No

If no, please explain:

SCHEDULE P - ANALYSIS OF LOSSES AND LOSS EXPENSES

SCHEDULE P - PART 1 - SUMMARY

(\$000 Omitted)

Years in Which Premiums Were Earned and Losses Were Incurred	Premiums Earned			Loss and Loss Expense Payments								12 Number of Claims Reported-Direct and Assumed	
	1 Direct and Assumed	2 Ceded	3 Net (Cols. 1 - 2)	Loss Payments		Defense and Cost Containment Payments		Adjusting and Other Payments		10 Salvage and Subrogation Received	11 Total Net Paid (Cols. 4 - 5 + 6 - 7 + 8 - 9)		
				4 Direct and Assumed	5 Ceded	6 Direct and Assumed	7 Ceded	8 Direct and Assumed	9 Ceded				
1. Prior.....	....XXX.....	....XXX.....	....XXX.....	.....123	.....68	.....158	.....65	.....28	.....5	.....0	.....170	....XXX.....
2. 2004.....	....27,916	....12,404	....15,511	....7,983	....3,718	....1,542	....463	....456	....103	....45	....5,696	....XXX.....
3. 2005.....	....23,928	....10,268	....13,660	....10,998	....6,878	....1,588	....513	....751	....347	....92	....5,598	....XXX.....
4. 2006.....	....20,366	....8,532	....11,834	....4,843	....2,029	....1,305	....324	....422	....65	....32	....4,151	....XXX.....
5. 2007.....	....16,483	....6,388	....10,095	....3,783	....1,662	....986	....216	....307	....29	....28	....3,169	....XXX.....
6. 2008.....	....11,332	....4,275	....7,057	....2,692	....869	....943	....204	....300	....34	....3	....2,828	....XXX.....
7. 2009.....	....7,929	....3,127	....4,802	....1,871	....685	....558	....126	....224	....34	....16	....1,807	....XXX.....
8. 2010.....	....5,752	....2,327	....3,425	....1,688	....642	....457	....106	....204	....23	....18	....1,578	....XXX.....
9. 2011.....	....5,801	....2,366	....3,435	....1,385	....623	....242	....54	....244	....30	....13	....1,164	....XXX.....
10. 2012.....	....6,863	....2,633	....4,230	....853	....368	....133	....28	....223	....14	....8	....799	....XXX.....
11. 2013.....	....11,352	....4,176	....7,176	....234	....65	....41	....11	....134	....4	....1	....329	....XXX.....
12. Totals.....	....XXX.....	....XXX.....	....XXX.....	....36,454	....17,608	....7,951	....2,111	....3,291	....689	....257	....27,288	....XXX.....

	Losses Unpaid				Defense and Cost Containment Unpaid				Adjusting and Other Unpaid		23 Salvage and Subrogation Anticipated	24 Total Net Losses and Expenses Unpaid	25 Number of Claims Outstanding-Direct and Assumed
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		21	22			
	13 Direct and Assumed	14 Ceded	15 Direct and Assumed	16 Ceded	17 Direct and Assumed	18 Ceded	19 Direct and Assumed	20 Ceded	Direct and Assumed	Ceded			
1. Prior.....	....481	....302	....585	....18	....87	....34	....168	....5	....75	....17	....8	....1,020	....XXX.....
2. 2004.....	....36	....24	....20	....10	....4	....1	....6	....3	....3	....1	....0	....30	....XXX.....
3. 2005.....	....55	....14	....41	....17	....15	....4	....12	....5	....8	....2	....1	....91	....XXX.....
4. 2006.....	....239	....75	....22	....9	....56	....12	....7	....3	....18	....3	....2	....240	....XXX.....
5. 2007.....	....235	....49	....113	....9	....86	....18	....33	....2	....31	....4	....3	....415	....XXX.....
6. 2008.....	....282	....78	....204	....41	....49	....10	....59	....11	....27	....4	....4	....477	....XXX.....
7. 2009.....	....350	....123	....173	....47	....30	....6	....50	....13	....47	....3	....3	....458	....XXX.....
8. 2010.....	....269	....78	....313	....107	....36	....8	....90	....30	....57	....7	....3	....535	....XXX.....
9. 2011.....	....530	....155	....392	....142	....74	....17	....113	....40	....71	....10	....5	....816	....XXX.....
10. 2012.....	....1,389	....431	....1,093	....385	....165	....36	....314	....109	....138	....26	....14	....2,111	....XXX.....
11. 2013.....	....903	....409	....4,035	....1,232	....113	....25	....1,123	....332	....509	....63	....30	....4,623	....XXX.....
12. Totals.....	....4,769	....1,738	....6,991	....2,016	....715	....171	....1,973	....554	....985	....139	....73	....10,817	....XXX.....

	Total Losses and Loss Expenses Incurred			Loss and Loss Expense Percentage (Incurred/Premiums Earned)			Nontabular Discount		34 Inter-Company Pooling Participation Percentage	Net Balance Sheet Reserves after Discount	
	26 Direct and Assumed	27 Ceded	28 Net	29 Direct and Assumed	30 Ceded	31 Net	32 Loss	33 Loss Expense		35 Losses Unpaid	36 Loss Expenses Unpaid
	Ceded	Net	Assumed	Ceded	Net	Assumed	Loss	Expense		Unpaid	Unpaid
1. Prior..	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....0	....0	....XXX.....	....746	....274
2. 2004.....	....10,049	....4,323	....5,726	....36.0	....34.8	....36.9	....0	....0	....10.00	....22	....8
3. 2005.....	....13,468	....7,779	....5,689	....56.3	....75.8	....41.6	....0	....0	....10.00	....66	....25
4. 2006.....	....6,911	....2,519	....4,391	....33.9	....29.5	....37.1	....0	....0	....10.00	....177	....64
5. 2007.....	....5,573	....1,989	....3,584	....33.8	....31.1	....35.5	....0	....0	....10.00	....290	....125
6. 2008.....	....4,556	....1,251	....3,305	....40.2	....29.3	....46.8	....0	....0	....10.00	....368	....110
7. 2009.....	....3,303	....1,038	....2,265	....41.7	....33.2	....47.2	....0	....0	....10.00	....353	....105
8. 2010.....	....3,113	....1,000	....2,113	....54.1	....43.0	....61.7	....0	....0	....10.00	....397	....138
9. 2011.....	....3,051	....1,071	....1,980	....52.6	....45.3	....57.6	....0	....0	....10.00	....625	....191
10. 2012.....	....4,308	....1,398	....2,910	....62.8	....53.1	....68.8	....0	....0	....10.00	....1,665	....446
11. 2013.....	....7,093	....2,141	....4,953	....62.5	....51.3	....69.0	....0	....0	....10.00	....3,298	....1,325
12. Totals.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....0	....0	....XXX.....	....8,007	....2,810

Note: Parts 2 and 4 are gross of all discounting, including tabular discounting. Part 1 is gross of only nontabular discounting, which is reported in Columns 32 and 33 of Part 1. The tabular discount, if any, is reported in the Notes to Financial Statements, which will reconcile Part 1 with Parts 2 and 4.

SCHEDULE P - PART 2 - SUMMARY

Years in Which Losses Were Incurred	Incurred Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										DEVELOPMENT	
	1 2004	2 2005	3 2006	4 2007	5 2008	6 2009	7 2010	8 2011	9 2012	10 2013	11 One Year	12 Two Year
1. Prior.....	13,190	12,199	10,981	10,731	10,151	9,857	9,743	9,373	9,380	9,237	(143)	(136)
2. 2004.....	9,583	8,698	7,633	6,638	6,030	5,824	5,644	5,419	5,369	5,371	2	(47)
3. 2005.....	XXX.....	8,675	7,793	6,541	5,756	5,924	5,627	5,293	5,297	5,279	(18)	(15)
4. 2006.....	XXX.....	XXX.....	7,148	5,877	5,150	5,087	4,677	4,093	3,929	4,019	.91	(74)
5. 2007.....	XXX.....	XXX.....	XXX.....	5,251	4,918	4,458	3,590	3,367	3,158	3,278	120	(88)
6. 2008.....	XXX.....	XXX.....	XXX.....	XXX.....	3,755	3,664	3,107	3,034	3,005	3,016	11	(19)
7. 2009.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	2,518	2,243	1,985	2,005	2,031	.26	.47
8. 2010.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	1,897	1,697	1,865	1,882	.18	185
9. 2011.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	1,544	1,563	1,704	141	160
10. 2012.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	2,236	2,589	353	XXX.....
11. 2013.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	4,377	XXX.....	XXX.....
										12. Totals.....	602	13

SCHEDULE P - PART 3 - SUMMARY

Years in Which Losses Were Incurred	Cumulative Paid Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										11 Number of Claims Closed With Loss Payment	12 Number of Claims Closed Without Loss Payment
	1 2004	2 2005	3 2006	4 2007	5 2008	6 2009	7 2010	8 2011	9 2012	10 2013		
1. Prior.....	.000.....	3,193	5,137	6,247	7,275	7,487	7,848	8,004	8,127	8,275	XXX.....	XXX.....
2. 2004.....	672	1,909	3,423	4,088	4,644	5,133	5,251	5,268	5,321	5,343	XXX.....	XXX.....
3. 2005.....	XXX.....	669	1,751	2,903	3,592	4,581	4,925	5,006	5,159	5,195	XXX.....	XXX.....
4. 2006.....	XXX.....	XXX.....	619	1,336	2,006	2,929	3,278	3,497	3,689	3,795	XXX.....	XXX.....
5. 2007.....	XXX.....	XXX.....	XXX.....	409	1,143	1,777	2,275	2,557	2,727	2,891	XXX.....	XXX.....
6. 2008.....	XXX.....	XXX.....	XXX.....	XXX.....	315	790	1,521	1,898	2,245	2,562	XXX.....	XXX.....
7. 2009.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	337	643	963	1,307	1,617	XXX.....	XXX.....
8. 2010.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	231	677	1,129	1,397	XXX.....	XXX.....
9. 2011.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	303	701	.950	XXX.....	XXX.....
10. 2012.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	336	.590	XXX.....	XXX.....
11. 2013.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	200	XXX.....	XXX.....

SCHEDULE P - PART 4 - SUMMARY

Years in Which Losses Were Incurred	Bulk and IBNR Reserves on Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)									
	1 2004	2 2005	3 2006	4 2007	5 2008	6 2009	7 2010	8 2011	9 2012	10 2013
1. Prior.....	9,338	6,248	3,742	2,940	1,934	1,474	1,416	1,012	793	730
2. 2004.....	7,925	5,412	3,284	1,721	.912	523	338	103	.20	13
3. 2005.....	XXX.....	7,045	4,543	2,612	1,292	893	.569	163	.73	.32
4. 2006.....	XXX.....	XXX.....	6,124	3,560	2,113	1,655	1,103	377	.51	.17
5. 2007.....	XXX.....	XXX.....	XXX.....	4,299	3,008	2,041	.977	608	180	134
6. 2008.....	XXX.....	XXX.....	XXX.....	XXX.....	3,044	2,115	1,086	707	.373	211
7. 2009.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	1,960	1,206	.589	.327	.163
8. 2010.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	1,305	.565	.401	.266
9. 2011.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	1,051	.490	.322
10. 2012.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	1,477	.912
11. 2013.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	XXX.....	3,595

AMERICAN EMPIRE INSURANCE COMPANY
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.	1 Active Status	Gross Premiums, Including Policy and Membership Fees Less Return Premiums and Premiums on Policies Not Taken		4 Dividends Paid or Credited to Policyholders on Direct Business	5 Direct Losses Paid (Deducting Salvage)	6 Direct Losses Incurred	7 Direct Losses Unpaid	8 Finance and Service Charges not Included in Premiums	9 Direct Premiums Written for Federal Purchasing Groups (Incl. in Col. 2)
		2 Direct Premiums Written	3 Direct Premiums Earned						
1. Alabama.....	AL ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
2. Alaska.....	AK ..L..	.....0	.....0	.....0	.....0	.....(903)	.....0	.....0	.....0
3. Arizona.....	AZ ..L..	.....0	.....0	.....0	.....0	.....(10)	.....0	.....0	.....0
4. Arkansas.....	AR ..L..	.....0	.....0	.....0	.....0	.....(5)	.....0	.....0	.....0
5. California.....	CA ..L..	.....0	.....0	.....0	.....0	.....(151)	.....0	.....0	.....0
6. Colorado.....	CO ..L..	.....0	.....0	.....0	.....0	.....(30)	.....0	.....0	.....0
7. Connecticut.....	CT ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
8. Delaware.....	DE ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
9. District of Columbia.....	DC ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
10. Florida.....	FL ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
11. Georgia.....	GA ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
12. Hawaii.....	HI ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
13. Idaho.....	ID ..L..	.....0	.....0	.....0	.....0	.....(5)	.....0	.....0	.....0
14. Illinois.....	IL ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
15. Indiana.....	IN ..L..	.....0	.....0	.....0	.....0	.....(10)	.....0	.....0	.....0
16. Iowa.....	IA ..L..	.....0	.....0	.....0	.....0	.....(5)	.....0	.....0	.....0
17. Kansas.....	KS ..L..	.....0	.....0	.....0	.....0	.....(10)	.....0	.....0	.....0
18. Kentucky.....	KY ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
19. Louisiana.....	LA ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
20. Maine.....	ME ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
21. Maryland.....	MD ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
22. Massachusetts.....	MA ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
23. Michigan.....	MI ..L..	.....0	.....0	.....0	.....0	.....(30)	.....0	.....0	.....0
24. Minnesota.....	MN ..L..	.....0	.....0	.....0	.....0	.....(25)	.....0	.....0	.....0
25. Mississippi.....	MS ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
26. Missouri.....	MO ..L..	.....0	.....0	.....0	.....0	.....(20)	.....0	.....0	.....0
27. Montana.....	MT ..L..	.....0	.....0	.....0	.....0	.....(5)	.....0	.....0	.....0
28. Nebraska.....	NE ..L..	.....0	.....0	.....0	.....0	.....(5)	.....0	.....0	.....0
29. Nevada.....	NV ..L..	.....0	.....0	.....0	.....0	.....(10)	.....0	.....0	.....0
30. New Hampshire.....	NH ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
31. New Jersey.....	NJ ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
32. New Mexico.....	NM ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
33. New York.....	NY ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
34. North Carolina.....	NC ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
35. North Dakota.....	ND ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
36. Ohio.....	OH ..L..	.....0	.....0	.....0	.....0	.....(20)	.....0	.....0	.....0
37. Oklahoma.....	OK ..L..	.....0	.....0	.....0	.....0	.....(15)	.....0	.....0	.....0
38. Oregon.....	OR ..L..	.....0	.....0	.....0	.....0	.....(46)	.....0	.....0	.....0
39. Pennsylvania.....	PA ..Q..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
40. Rhode Island.....	RI ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
41. South Carolina.....	SC ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
42. South Dakota.....	SD ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
43. Tennessee.....	TN ..L..	.....0	.....0	.....0	.....0	.....(5)	.....0	.....0	.....0
44. Texas.....	TX ..L..	.....0	.....0	.....0	.....0	.....(30)	.....0	.....0	.....0
45. Utah.....	UT ..L..	.....0	.....0	.....0	.....0	.....42	.....0	.....0	.....0
46. Vermont.....	VT ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
47. Virginia.....	VA ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
48. Washington.....	WA ..L..	.....0	.....0	.....0	.....0	.....(75)	.....0	.....0	.....0
49. West Virginia.....	WV ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
50. Wisconsin.....	WI ..L..	.....0	.....0	.....0	.....0	.....(10)	.....0	.....0	.....0
51. Wyoming.....	WY ..L..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
52. American Samoa.....	AS ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
53. Guam.....	GU ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
54. Puerto Rico.....	PR ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
55. US Virgin Islands.....	VI ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
56. Northern Mariana Islands.....	MP ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
57. Canada.....	CAN ..N..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
58. Aggregate Other Alien.....	OT ..XXX..	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
59. Totals.....	(a) ..46..	.....0	.....0	.....0	.....0	.....(1,383)	.....0	.....0	.....0

DETAILS OF WRITE-INS

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

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

(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.

Explanation of Basis of Allocation of Premiums by States, etc.

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

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

* Denotes insurer

@ Company affiliated but not owned

Participant in Lloyd's Syndicate 2468

Subsidiaries 100% owned by respective parent unless otherwise stated

^ Total percentage owned by respective parent and other affiliated companies

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

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

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

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
Great American Insurance Company *	OH	31-0501234	16691
American Signature Underwriters, Inc.	OH	31-1463075	
Brothers Property Corporation (80%)	OH	59-2840291	
Brothers Le Pavillon, LLC	DE	20-5173494	
Brothers Le Pavillon (SPE), LLC	DE	20-5173589	
Brothers Pennsylvanian Corporation	PA	25-1754638	
Brothers Property Management Corporation	OH	59-2840294	
Crescent Centre Apartments ^	OH	20-4498054	
Crop Managers Insurance Agency, Inc.	KS	31-1277904	
Dempsey & Siders Agency, Inc.	OH	31-0589001	
Eden Park Insurance Brokers, Inc.	CA	31-1341668	
El Aguila, Compañía de Seguros, S.A. de C.V. *	MEX		
Financiadora de Primas Condor, S.A. de C.V. (99%)	MEX		
Farmers Crop Insurance Alliance, Inc.	KS	39-1404033	
FCIA Management Company, Inc.	NY	13-3628555	
Foreign Credit Insurance Association @	NY		
GAI Warranty Company	OH	31-1753938	
GAI Warranty Company of Florida	FL	31-1765544	
GAI Warranty Company of Canada Inc.	CAN		
Global Premier Finance Company	OH	61-1329718	
Great American Agency of Texas, Inc.	TX	74-2693636	
Great American Alliance Insurance Company *	OH	95-1542353	26832
Great American Assurance Company *	OH	15-6020948	26344
Great American Casualty Insurance Company *	OH	61-0983091	39896
Great American Claims Services, Inc.	DE	31-1228726	
Great American Contemporary Insurance Company *	OH	36-4079497	10646
Great American E & S Insurance Company *	DE	31-0954439	37532
Great American Fidelity Insurance Company *	DE	31-1036473	41858
Great American Insurance Agency, Inc.	OH	31-1652643	
Great American Insurance Company of New York *	NY	13-5539046	22136
Great American Lloyd's Insurance Company * @	TX	31-0974853	38024
Great American Lloyd's, Inc.	TX	31-1073664	
Great American Management Services, Inc.	OH	31-0856644	
Great American Protection Insurance Company *	OH	31-1288778	38580
Great American Re Inc.	DE	31-0918893	
Great American Security Insurance Company *	OH	31-1209419	31135
Great American Spirit Insurance Company *	OH	31-1237970	33723
Insurance (GB) Limited *	GBR		
Key Largo Group, Inc.	FL	59-1263251	
National Interstate Corporation (51.7%)	OH	34-1607394	
American Highways Insurance Agency, Inc.	OH	34-1899058	
Explorer RV Insurance Agency, Inc.	OH	31-1548235	
Hudson Indemnity, Ltd.	CYM	98-0191335	
Hudson Management Group, Ltd.	VIR	66-0660039	
National Interstate Insurance Agency, Inc.	OH	34-1607396	
Commercial For Hire Transportation Purchasing Group @	SC		
National Interstate Insurance Company *	OH	34-1607395	32620
National Interstate Insurance Company of Hawaii, Inc. *	OH	99-0345306	11051
TransProtection Service Company	MO	43-1254631	
Triumphé Casualty Company *	OH	95-3623282	41106
Vanliner Insurance Company *	MO	86-0114294	21172
Vanliner Reinsurance Limited *	BMU		
Safety Claims and Litigation Services, LLC	MT	20-5546054	
Safety Claims and Litigation Services, LLC	OH	46-4570914	
Pinecrest Place LLC	FL	27-2226948	
PLLS Canada Insurance Brokers Inc. (49%)	CAN	871850814	
Professional Risk Brokers, Inc.	IL	31-1293064	
Strategic Comp Holdings, L.L.C.	LA	72-1331800	
Strategic Comp Services, L.L.C.	LA	36-4517754	
Strategic Comp, L.L.C.	LA	32-0050970	
One East Fourth, Inc.	OH	31-0686194	
Pioneer Carpet Mills, Inc.	OH	31-0883227	
TEJ Holdings, Inc.	OH	31-1119320	
Three East Fourth, Inc.	OH	31-0728327	

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^ Total percentage owned by respective parent and other affiliated companies

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