

QUARTERLY STATEMENT

As of September 30, 2014
of the Condition and Affairs of the

U.S. FINANCIAL LIFE INSURANCE COMPANY

NAIC Group Code 0968 0968 NAIC Company Code 84530 Employer's ID Number 38-2046096
(Current) (Prior)

Organized under the Laws of Ohio State of Domicile or Port of Entry Ohio Country of Domicile United States of America

Incorporated/Organized: September 30, 1974 Commenced Business: September 30, 1974

Statutory Home Office: 4000 Smith Road, Suite 300, Cincinnati, Ohio 45209

Main Administrative Office: 525 Washington Boulevard Jersey City, New Jersey 07310 35th Floor - Telephone Number: (201) 743-5132

Mail Address: 525 Washington Boulevard Jersey City, New Jersey 07310 - Controllers 35th Floor, Telephone Number: (201) 743-5132

Primary Location of Books and Records: 525 Washington Boulevard Jersey City, New Jersey 07310 - Controllers 35th FL Telephone Number: (201) 743-5132

Internet Website Address: www.usfli.com

Statutory Statement Contact: Neil Guerriero, Vice President, (201) 743-5132

E-Mail Address: controllers@axa.us.com Fax Number: (201) 743-5006

OFFICERS

ANDERS BJÖRN MALMSTRÖM
Chairman of the Board

MANISH AGARWAL
President and Chief Executive Officer

JOSHUA ETHAN BRAVERMAN
Executive Vice President, Chief Financial Officer and Treasurer

ANDREA MARIE NITZAN
Executive Vice President and Chief Accounting Officer

DOMINIQUE BAEDE
Senior Vice President and Actuary

WILLIAM CASILL
Senior Vice President and Actuary

KEITH ELLIOTT FLOMAN
Senior Vice President and Appointed Actuary

ADRIENNE AIMEE JOHNSON
Senior Vice President and Chief Auditor

ALLEN JOEL ZABUSKY
Senior Vice President and Controller

DENISE TEDESCHI
Assistant Vice President and Secretary

DIRECTORS

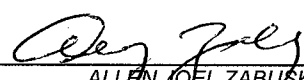
MANISH AGARWAL
ANDERS BJÖRN MALMSTRÖM

JOSHUA ETHAN BRAVERMAN

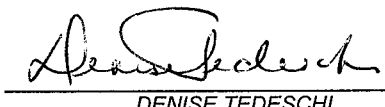
NICHOLAS BURRITT LANE
TODD PAUL SOLASH

State of..... New Jersey.....
County of..... Hudson..... } ss

The officers of U.S. FINANCIAL LIFE INSURANCE COMPANY being duly sworn, each depose and say that they are the described officers of the 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.

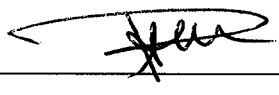

ALLEN JOEL ZABUSKY
Senior Vice President and Controller


KEITH ELLIOTT FLOMAN
Senior Vice President and Appointed Actuary


DENISE TEDESCHI
Assistant Vice President and Secretary

Subscribed and sworn to before me this 10th day of November, 2014

- a. Is this an original filing? Yes (x) No ()
 b. If no, 1. State the amendment number _____
 2. Date filed _____
 3. Number of pages attached _____



PAOLA T MIRABAL
ID# 2441705
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES 12/24/18

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	501,900,508	0	501,900,508	502,016,991
2. Stocks:				
2.1 Preferred stocks.....	3,990,630	0	3,990,630	3,990,630
2.2 Common stocks.....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens.....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	0	0	0	0
4.2 Properties held for the production of income (less \$.....0 encumbrances).....	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances).....	0	0	0	0
5. Cash (\$.....9,323,663), cash equivalents (\$.....0) and short-term investments (\$.....25,674,012).....	34,997,675	0	34,997,675	28,671,448
6. Contract loans (including \$.....0 premium notes).....	25,499,970	109,034	25,390,936	25,953,012
7. Derivatives.....	0	0	0	0
8. Other invested assets.....	0	0	0	0
9. Receivables for securities.....	237	0	237	644
10. Securities lending reinvested collateral assets.....	0	0	0	0
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	566,389,020	109,034	566,279,986	560,632,725
13. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
14. Investment income due and accrued.....	5,891,548	0	5,891,548	6,635,506
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	60,108	0	60,108	95,277
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	1,281,063	0	1,281,063	1,268,092
15.3 Accrued retrospective premiums.....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	37,243,110	0	37,243,110	38,945,393
16.2 Funds held by or deposited with reinsured companies.....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts.....	5,941,493	0	5,941,493	6,147,076
17. Amounts receivable relating to uninsured plans.....	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon.....	7,530,699	0	7,530,699	10,030,699
18.2 Net deferred tax asset.....	67,959,000	55,489,960	12,469,040	12,857,208
19. Guaranty funds receivable or on deposit.....	1,459,087	0	1,459,087	1,376,198
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.....	1,024,690	0	1,024,690	0
24. Health care (\$.....0) and other amounts receivable.....	0	0	0	0
25. Aggregate write-ins for other than invested assets.....	548,066	65,240	482,826	144,283
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	695,327,884	55,664,234	639,663,650	638,132,457
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
28. Total (Lines 26 and 27).....	695,327,884	55,664,234	639,663,650	638,132,457

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. Miscellaneous receivable.....	482,826	0	482,826	144,283
2502. Other assets nonadmitted.....	65,240	65,240	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).....	548,066	65,240	482,826	144,283

U.S. FINANCIAL LIFE INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....505,124,720 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....	505,124,720	510,693,823
2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve).....	.0	.0
3. Liability for deposit-type contracts (including \$.....0 Modco Reserve).....	795,831	788,218
4. Contract claims:		
4.1 Life.....	15,431,508	20,891,137
4.2 Accident and health.....	.0	.0
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid.....	.0	.0
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco).....	.0	.0
6.2 Dividends not yet apportioned (including \$.....0 Modco).....	.0	.0
6.3 Coupons and similar benefits (including \$.....0 Modco).....	.0	.0
7. Amount provisionally held for deferred dividend policies not included in Line 6.....	.0	.0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums.....	898,424	755,907
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts.....	.0	.0
9.2 Provision for experience rating refunds, including the liability of \$.....0 accident and health experience rating refunds of which \$.....0 is for medical loss ratio rebate per the Public Health Service Act.....	.0	.0
9.3 Other amounts payable on reinsurance, including \$.....0 assumed and \$.....26,344,787 ceded.....	26,344,787	30,517,450
9.4 Interest Maintenance Reserve.....	751,080	305,766
10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0.....	.0	.0
11. Commissions and expense allowances payable on reinsurance assumed.....	.0	.0
12. General expenses due or accrued.....	.0	.0
13. Transfers to Separate Accounts due or accrued (net) (including \$.....0 accrued for expense allowances recognized in reserves, net of reinsured allowances).....	.0	.0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes.....	1,988,600	2,184,029
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....	.0	.0
15.2 Net deferred tax liability.....	.0	.0
16. Unearned investment income.....	737,426	770,347
17. Amounts withheld or retained by company as agent or trustee.....	.0	.0
18. Amounts held for agents' account, including \$.....1,170,987 agents' credit balances.....	1,170,987	1,231,555
19. Remittances and items not allocated.....	169,524	2,278,341
20. Net adjustment in assets and liabilities due to foreign exchange rates.....	.0	.0
21. Liability for benefits for employees and agents if not included above.....	.0	.0
22. Borrowed money \$.....0 and interest thereon \$.....0.....	.0	.0
23. Dividends to stockholders declared and unpaid.....	.0	.0
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve.....	3,283,704	3,269,865
24.02 Reinsurance in unauthorized and certified (\$.....0) companies.....	.0	.0
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$.....0) reinsurers.....	.0	.0
24.04 Payable to parent, subsidiaries and affiliates.....	487,095	1,217,398
24.05 Drafts outstanding.....	.0	.0
24.06 Liability for amounts held under uninsured plans.....	.0	.0
24.07 Funds held under coinsurance.....	.0	.0
24.08 Derivatives.....	.0	.0
24.09 Payable for securities.....	9,362,439	.0
24.10 Payable for securities lending.....	.0	.0
24.11 Capital notes \$.....0 and interest thereon \$.....0.....	.0	.0
25. Aggregate write-ins for liabilities.....	854,887	750,678
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	567,401,012	575,654,514
27. From Separate Accounts statement.....	.0	.0
28. Total liabilities (Lines 26 and 27).....	567,401,012	575,654,514
29. Common capital stock.....	4,050,000	4,050,000
30. Preferred capital stock.....	.0	.0
31. Aggregate write-ins for other than special surplus funds.....	.0	.0
32. Surplus notes.....	.0	.0
33. Gross paid in and contributed surplus.....	246,285,723	246,285,723
34. Aggregate write-ins for special surplus funds.....	.0	.0
35. Unassigned funds (surplus).....	(178,073,085)	(187,857,780)
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 29 \$.....0).....	.0	.0
36.2 .....0.000 shares preferred (value included in Line 30 \$.....0).....	.0	.0
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$.....0 in Separate Accounts Statement).....	68,212,638	58,427,943
38. Totals of Lines 29, 30 and 37.....	72,262,638	62,477,943
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	639,663,650	638,132,457

DETAILS OF WRITE-INS

2501. Funds escheatable.....	829,300	653,565
2502. Miscellaneous liabilities.....	25,587	97,113
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).....	854,887	750,678
3101. ....	.0	.0
3102. ....	.0	.0
3103. ....	.0	.0
3198. Summary of remaining write-ins for Line 31 from overflow page.....	.0	.0
3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above).....	.0	.0
3401. ....	.0	.0
3402. ....	.0	.0
3403. ....	.0	.0
3498. Summary of remaining write-ins for Line 34 from overflow page.....	.0	.0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	.0	.0

SUMMARY OF OPERATIONS

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts.....	29,452,362	32,606,783	43,341,334
2. Considerations for supplementary contracts with life contingencies.....	0	0	0
3. Net investment income.....	19,182,976	19,416,085	25,936,540
4. Amortization of Interest Maintenance Reserve (IMR).....	253,507	203,375	274,531
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....	0	0	0
6. Commissions and expense allowances on reinsurance ceded.....	18,484,414	21,264,496	27,996,593
7. Reserve adjustments on reinsurance ceded.....	0	0	0
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts.....	0	0	0
8.2 Charges and fees for deposit-type contracts.....	0	0	0
8.3 Aggregate write-ins for miscellaneous income.....	0	0	0
9. Totals (Lines 1 to 8.3).....	67,373,259	73,490,739	97,548,998
10. Death benefits.....	40,084,562	44,090,243	70,181,872
11. Matured endowments (excluding guaranteed annual pure endowments).....	0	0	0
12. Annuity benefits.....	445,397	550,064	792,286
13. Disability benefits and benefits under accident and health contracts.....	42,304	30,913	31,260
14. Coupons, guaranteed annual pure endowments and similar benefits.....	0	0	0
15. Surrender benefits and withdrawals for life contracts.....	7,302,052	8,044,494	10,897,773
16. Group conversions.....	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds.....	383,950	392,749	537,704
18. Payments on supplementary contracts with life contingencies.....	0	0	0
19. Increase in aggregate reserves for life and accident and health contracts.....	(5,569,103)	(3,273,611)	(4,081,693)
20. Totals (Lines 10 to 19).....	42,689,162	49,834,852	78,359,202
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....	3,600,494	4,061,154	5,370,689
22. Commissions and expense allowances on reinsurance assumed.....	0	0	0
23. General insurance expenses.....	6,324,933	5,669,096	8,441,576
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	2,654,130	2,901,751	3,883,846
25. Increase in loading on deferred and uncollected premiums.....	(17,833)	17,727	38,234
26. Net transfers to or (from) Separate Accounts net of reinsurance.....	0	0	0
27. Aggregate write-ins for deductions.....	(55,232)	357,057	217,214
28. Totals (Lines 20 to 27).....	55,195,654	62,841,637	96,310,761
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	12,177,605	10,649,102	1,238,237
30. Dividends to policyholders.....	0	0	0
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	12,177,605	10,649,102	1,238,237
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	2,500,000	3,700,000	(6,400,000)
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32).....	9,677,605	6,949,102	7,638,237
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$....(376,288) (excluding taxes of \$....376,288 transferred to the IMR).....	609,120	256,932	368,534
35. Net income (Line 33 plus Line 34).....	10,286,725	7,206,034	8,006,771

CAPITAL AND SURPLUS ACCOUNT

36. Capital and surplus, December 31, prior year.....	62,477,943	63,158,212	63,158,212
37. Net income (Line 35).....	10,286,725	7,206,034	8,006,771
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....	0	0	0
39. Change in net unrealized foreign exchange capital gain (loss).....	0	0	0
40. Change in net deferred income tax.....	(2,181,000)	(199,000)	135,000
41. Change in nonadmitted assets.....	1,692,809	4,596,804	(6,056,343)
42. Change in liability for reinsurance in unauthorized and certified companies.....	0	0	0
43. Change in reserve on account of change in valuation basis, (increase) or decrease.....	0	0	0
44. Change in asset valuation reserve.....	(13,839)	(498,224)	(771,497)
45. Change in treasury stock.....	0	0	0
46. Surplus (contributed to) withdrawn from Separate Accounts during period.....	0	0	0
47. Other changes in surplus in Separate Accounts Statement.....	0	0	0
48. Change in surplus notes.....	0	0	0
49. Cumulative effect of changes in accounting principles.....	0	0	0
50. Capital changes:			
50.1 Paid in.....	0	0	0
50.2 Transferred from surplus (Stock Dividend).....	0	0	0
50.3 Transferred to surplus.....	0	0	0
51. Surplus adjustment:			
51.1 Paid in.....	0	0	0
51.2 Transferred to capital (Stock Dividend).....	0	0	0
51.3 Transferred from capital.....	0	0	0
51.4 Change in surplus as a result of reinsurance.....	0	(1,482,650)	(1,994,200)
52. Dividends to stockholders.....	0	0	0
53. Aggregate write-ins for gains and losses in surplus.....	0	0	0
54. Net change in capital and surplus (Lines 37 through 53).....	9,784,695	9,622,964	(680,269)
55. Capital and surplus as of statement date (Lines 36 + 54).....	72,262,638	72,781,176	62,477,943

DETAILS OF WRITE-INS

08.301.	0	0	0
08.302.	0	0	0
08.303.	0	0	0
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	0	0	0
2701. Sundry disbursements and adjustments.....	(55,375)	356,847	217,004
2702. Fines and penalties of regulatory authorities.....	143	210	210
2703.	0	0	0
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	(55,232)	357,057	217,214
5301.	0	0	0
5302.	0	0	0
5303.	0	0	0
5398. Summary of remaining write-ins for Line 53 from overflow page.....	0	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	25,462,248	31,129,001	41,972,277
2. Net investment income.....	20,400,067	20,697,963	26,714,593
3. Miscellaneous income.....	18,756,508	19,668,906	26,115,678
4. Total (Lines 1 through 3).....	64,618,823	71,495,870	94,802,548
5. Benefit and loss related payments.....	52,078,839	43,113,989	56,928,985
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	12,756,987	12,876,361	17,820,782
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	0	2,838,151	4,938,151
10. Total (Lines 5 through 9).....	64,835,826	58,828,501	79,687,918
11. Net cash from operations (Line 4 minus Line 10).....	(217,003)	12,667,369	15,114,630
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	64,620,485	36,372,257	52,309,933
12.2 Stocks.....	0	0	0
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	0
12.5 Other invested assets.....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	64,620,485	36,372,257	52,309,933
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	63,702,078	30,994,607	60,537,143
13.2 Stocks.....	0	0	0
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	0	0	0
13.6 Miscellaneous applications.....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	63,702,078	30,994,607	60,537,143
14. Net increase or (decrease) in contract loans and premium notes.....	(522,136)	776,030	348,071
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	1,440,543	4,601,620	(8,575,281)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	(30,000)	(255,000)	(230,000)
16.5 Dividends to stockholders.....	0	0	0
16.6 Other cash provided (applied).....	5,132,687	(738,259)	2,837,726
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	5,102,687	(993,259)	2,607,726
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).....	6,326,227	16,275,730	9,147,075
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	28,671,448	19,524,373	19,524,373
19.2 End of period (Line 18 plus Line 19.1).....	34,997,675	35,800,103	28,671,448
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001 Non-cash purchase.....	0	0	0
20.0002 Non-cash sales.....	0	0	0

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life.....	0	0	0
2. Ordinary life insurance.....	124,345,982	132,780,492	178,946,408
3. Ordinary individual annuities.....	28,950	16,790	20,420
4. Credit life (group and individual).....	0	0	0
5. Group life insurance.....	0	0	0
6. Group annuities.....	0	0	0
7. A&H - group.....	0	0	0
8. A&H - credit (group and individual).....	0	0	0
9. A&H - other.....	0	0	0
10. Aggregate of all other lines of business.....	0	0	0
11. Subtotal.....	124,374,932	132,797,282	178,966,828
12. Deposit-type contracts.....	0	0	0
13. Total.....	124,374,932	132,797,282	178,966,828

DETAILS OF WRITE-INS

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

NOTES TO FINANCIAL STATEMENTS**Note 1 - Summary of Significant Accounting Policies**

- A. The accompanying financial statements of U.S. Financial Life Insurance Company ("the Company") are presented on the basis of accounting practices prescribed or permitted by the Ohio Insurance Department ("SAP").

The Ohio Insurance Department recognizes only SAP for determining and reporting the financial condition and results of operation of an insurance company, in order to determine its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners ("NAIC SAP") *Accounting and Procedures* manual has been adopted as a component of prescribed or permitted practices by the State of Ohio. There are no material differences between accounting practices prescribed or permitted by NAIC SAP and by the State of Ohio.

	State of Domicile	September 30, 2014	December 31, 2013
NET INCOME			
(1) Company state basis (Page 4, Line 35, Columns 1 & 3)	Ohio	10,286,725	8,006,771
(2) State Prescribed Practices that increase/decrease NAIC SAP			
(3) State Permitted Practices that increase/decrease NAIC SAP			
(4) NAIC SAP (1 - 2 - 3 = 4)	Ohio	10,286,725	8,006,771
CAPITAL AND SURPLUS			
(5) Company state basis (Page 3, line 38, Columns 1 & 2)	Ohio	72,262,638	62,477,943
(6) State Prescribed Practices that increase/decrease NAIC SAP			
(7) State Permitted Practices that increase/decrease NAIC SAP			
(8) NAIC SAP (5 - 6 - 7 = 8)	Ohio	72,262,638	62,477,943

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

A.- C. and F. - G. No significant change.

D. Loan-backed Securities

- (1) Prepayment assumptions for loan-backed bonds and structured securities were obtained from broker-dealer survey values or internal estimates. These assumptions are consistent with the current interest rate and economic environment. The retrospective adjustment method is predominately used to value securities; the prospective adjustment method was used to value issues in default and issues that have a variable interest rate.

(2) and (3)

There are no loan-backed securities with a recognized other than temporary impairment as of September 30, 2014.

- (4) The Company does not have any impaired (fair value is less than amortized cost) loan-backed securities for which an other than temporary impairment has not been recognized as a realized loss as of September 30, 2014.

- (5) The Company's management, with the assistance of its investment advisors, monitors the investment performance of its portfolio. This review process culminates with a quarterly review of certain assets by the Company's Investments Under Surveillance Committee that evaluates whether any investments are other than temporarily impaired. The review considers an analysis of individual credit metrics of each insurer as well as industry fundamentals and the outlook for the future. Based on the analysis, a determination is made as to the ability of the issuer to service its debt obligation on an ongoing basis. If this ability is deemed to be impaired, then the appropriate provisions are taken.

NOTES TO FINANCIAL STATEMENTS

E. Repurchase Agreements and/or Security Lending Transactions

The Company has not entered into any repurchase agreements and/or securities lending transactions.

F. - H. No significant change.

I. Working Capital Finance Investments

The Company does not hold any working capital finance investments.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

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

No significant change.

Note 11 - Debt

A. No significant change.

B. Federal Home Loan Bank ("FHLB")

The Company has no agreement with FHLB at September 30, 2014.

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

The Company does not have any Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans.

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

No significant change.

Note 14 - Contingencies

A. – D. No significant change.

E. All other contingencies

Insurance Regulatory Matters.

A number of lawsuits, claims and assessments have been filed against life and health insurers in the jurisdictions in which USFL does business involving insurers' sales practices, alleged agent misconduct, alleged failure to properly supervise agents, contract administration and other matters. Some of the matters have resulted in the award of substantial judgments against other insurers, including material amounts of punitive damages, or in substantial settlements. In some states, juries have substantial discretion in awarding punitive damages. USFL, like other life and health insurers, from time to time is involved in such proceedings. Some of these actions and proceedings filed against USFL have been brought on behalf of various alleged classes of claimants and certain of these claimants seek damages of unspecified amounts. While the ultimate outcome of such matters cannot be predicted with certainty, in the opinion of management no such matter is likely to have a material adverse effect on USFL's financial position or results of operations. However, it should be noted that the frequency of large damage awards, including large punitive damage awards that bear little or no relation to actual economic damages incurred by plaintiffs in some jurisdictions, continues to create the potential for an unpredictable judgment in any given matter.

NOTES TO FINANCIAL STATEMENTS

Although the outcome of litigation and regulatory matters cannot be predicted with certainty, USFL's management believes that the ultimate resolution of the matters described above should not have a material adverse effect on the financial position of USFL. USFL's management cannot make an estimate of loss, if any, or predict whether or not such litigations and regulatory matters will have a material adverse effect on USFL's results of operations in any particular period.

Note 15 - Leases

No significant change.

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

No significant change.

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

- A. No significant change.
B. Transfer and Servicing of Financial Assets

The Company did not have any transactions related to the transfer and servicing of financial assets and extinguishments of liabilities.

- C. Wash Sales

The Company did not sell any securities during the quarter ended September 30, 2014, which were reacquired within 30 days of the sale date.

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

No significant change.

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

No significant change.

Note 20 - Fair Value

- A. Fair Value Measurements at Reporting Date

The Company has no invested assets that were required to be reported at fair value as of September 30, 2014.

- B. N/A

- C. The following table discloses carrying value and estimated fair value (defined within the fair value hierarchy) as of September 30, 2014 for financial instruments:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$540,748,883	\$501,900,508	0	\$537,853,693	\$2,895,190	0
Preferred Stock	\$3,751,875	\$3,990,630	0	\$3,751,875	0	0
Total	\$544,500,758	\$505,891,138	0	\$541,605,568	\$2,895,190	0

- D. Not practicable to estimate fair value – None.

Note 21 - Other Items

- A. – I. No significant change.
J. Risk Sharing Provisions of the Affordable Care Act

The Company has no assets, liabilities or revenue elements related to the Risk Sharing Provisions of the Affordable Care Act.

NOTES TO FINANCIAL STATEMENTS

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

There are no material changes in the provision for incurred loss and loss adjustment expenses attributable to insured events of prior years.

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Reserves for Life Contracts and Annuity Contracts

No significant change.

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

No significant change.

Note 33 – Premiums and Annuity Considerations Deferred and Uncollected

No significant change.

Note 34 - Separate Accounts

No significant change.

Note 35 - Loss/Claim Adjustment Expenses

No significant change.

U.S. FINANCIAL LIFE INSURANCE COMPANY GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 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 [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
-

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
-

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2010.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2010.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).6/23/2012.....
- 6.4 By what department or departments?
State of Ohio Department of Insurance.
-

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
-

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
-

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
AllianceBernstein Corporation	New York, NY				Yes
AllianceBernstein Global Derivatives Corporation	New York, NY				Yes
AllianceBernstein Holding LP	New York, NY				Yes
AllianceBernstein Investments Inc.	New York, NY				Yes
AllianceBernstein LP	New York, NY				Yes
AXA Advisors, LLC	New York, NY				Yes
AXA Equitable Funds Management Group, LLC	New York, NY				Yes
AXA Distributors, LLC	New York, NY				Yes
AXA Investment Managers Inc.	Greenwich, CT				Yes
AXA Real Estate Investment Managers US, LLC	New York, NY				Yes
AXA Rosenberg Investment Management, LLC	Orinda, CA				Yes
Sanford C. Bernstein & Co., LLC	New York, NY				Yes
AXA Equitable Life Insurance Company	New York, NY				Yes
W.P. Stewart & Co., LLC.	New York, NY				Yes
W.P. Stewart Asset Management Ltd.	New York, NY				Yes

U.S. FINANCIAL LIFE INSURANCE COMPANY GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

- 9.2 Has the code of ethics for senior managers been amended? Yes No

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

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No

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

PART 1 - FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

PART 1 - INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0
13. Amount of real estate and mortgages held in short-term investments: \$.....0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$0	\$0
14.24 Short-Term Investments.....	\$0	\$0
14.25 Mortgage Loans on Real Estate.....	\$0	\$0
14.26 All Other.....	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$0	\$0

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0
 - 16.3 Total payable for securities lending reported on the liability page: \$.....0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes No

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

1 Name of Custodian(s)	2 Custodian Address
JPMorgan Chase	270 Park Avenue, New York, NY 10017
BNY Mellon Liquidity Direct	One Wall Street, New York, NY 10286

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

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

PART 1 - INVESTMENT

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

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

1 Central Registration Depository	2 Name(s)	3 Address
902	AXA Real Estate Investment Managers US	850 Third Avenue, Suite 13F, New York, NY 10022
902	Albion Investors, LLC	1345 Avenue of the Americas New York, NY 10105
902	AllianceBernstein LP	1345 Avenue of the Americas New York, NY 10105
902	Quadrant Real Estate Advisors	200 Deerfield Pt 12735 Morris Rd Ste 100 Alpharetta, GA 30004

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2 If no, list exceptions:

**U.S. FINANCIAL LIFE INSURANCE COMPANY
GENERAL INTERROGATORIES (continued)**

PART 2 - LIFE & HEALTH

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:		
1.1	Long-term mortgages in good standing	Amount	
1.11	Farm mortgages.....	\$.....	0
1.12	Residential mortgages.....	\$.....	0
1.13	Commercial mortgages.....	\$.....	0
1.14	Total mortgages in good standing.....	\$.....	0
1.2	Long-term mortgages in good standing with restructured terms		
1.21	Total mortgages in good standing with restructured terms.....	\$.....	0
1.3	Long-term mortgage loans upon which interest is overdue more than three months		
1.31	Farm mortgages.....	\$.....	0
1.32	Residential mortgages.....	\$.....	0
1.33	Commercial mortgages.....	\$.....	0
1.34	Total mortgages with interest overdue more than three months.....	\$.....	0
1.4	Long-term mortgage loans in process of foreclosure		
1.41	Farm mortgages.....	\$.....	0
1.42	Residential mortgages.....	\$.....	0
1.43	Commercial mortgages.....	\$.....	0
1.44	Total mortgages in process of foreclosure.....	\$.....	0
1.5	Total mortgage loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$.....	0
1.6	Long-term mortgages foreclosed, properties transferred to real estate in current quarter		
1.61	Farm mortgages.....	\$.....	0
1.62	Residential mortgages.....	\$.....	0
1.63	Commercial mortgages.....	\$.....	0
1.64	Total mortgages foreclosed and transferred to real estate.....	\$.....	0
2.	Operating Percentages:		
2.1	A&H loss percent.....		0.0
2.2	A&H cost containment percent.....		0.0
2.3	A&H expense percent excluding cost containment expenses.....		0.0
3.1	Do you act as a custodian for health savings accounts?.....	Yes []	No [X]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$.....	0
3.3	Do you act as an administrator for health savings accounts?.....	Yes []	No [X]
3.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$.....	0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
Life Non-Affiliates								
00000.....	AA-1129000.....	04/01/2014	Lloyd's Underwriter Syndicate No. 3000 MKL.....	GBR.....	CAT.....	Unauthorized....	.....0.....	.....00/00/0000
00000.....	AA-1127301.....	04/01/2014	Lloyd's Underwriter Syndicate No. 1301 BGT.....	GBR.....	CAT.....	Unauthorized....	.....0.....	.....00/00/0000
00000.....	AA-1120064.....	04/01/2014	Lloyd's Underwriter Syndicate No. 1919 CVS	GBR.....	CAT.....	Unauthorized....	.....0.....	.....00/00/0000

U.S. FINANCIAL LIFE INSURANCE COMPANY SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only						
		Active Status	Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	6 Total Columns 2 through 5	7 Deposit-Type Contracts
			2 Life Insurance Premiums	3 Annuity Considerations				
States, Etc.								
1. Alabama.....	AL	L	2,582,073	0	0	0	2,582,073	0
2. Alaska.....	AK	L	123,583	0	0	0	123,583	0
3. Arizona.....	AZ	L	1,470,604	2,000	0	0	1,472,604	0
4. Arkansas.....	AR	L	1,070,351	0	0	0	1,070,351	0
5. California.....	CA	L	9,528,100	0	0	0	9,528,100	0
6. Colorado.....	CO	L	2,273,199	0	0	0	2,273,199	0
7. Connecticut.....	CT	L	2,204,877	0	0	0	2,204,877	0
8. Delaware.....	DE	L	654,252	0	0	0	654,252	0
9. District of Columbia.....	DC	L	86,457	0	0	0	86,457	0
10. Florida.....	FL	L	7,739,681	0	0	0	7,739,681	0
11. Georgia.....	GA	L	4,229,507	0	0	0	4,229,507	0
12. Hawaii.....	HI	L	276,037	0	0	0	276,037	0
13. Idaho.....	ID	L	393,858	0	0	0	393,858	0
14. Illinois.....	IL	L	5,566,307	6,500	0	0	5,572,807	0
15. Indiana.....	IN	L	2,513,742	6,125	0	0	2,519,867	0
16. Iowa.....	IA	L	1,464,602	0	0	0	1,464,602	0
17. Kansas.....	KS	L	1,655,521	0	0	0	1,655,521	0
18. Kentucky.....	KY	L	2,192,179	7,000	0	0	2,199,179	0
19. Louisiana.....	LA	L	1,239,763	0	0	0	1,239,763	0
20. Maine.....	ME	L	529,250	0	0	0	529,250	0
21. Maryland.....	MD	L	2,533,184	0	0	0	2,533,184	0
22. Massachusetts.....	MA	L	3,398,897	0	0	0	3,398,897	0
23. Michigan.....	MI	L	6,308,817	1,925	0	0	6,310,742	0
24. Minnesota.....	MN	L	3,793,010	0	0	0	3,793,010	0
25. Mississippi.....	MS	L	1,746,246	0	0	0	1,746,246	0
26. Missouri.....	MO	L	2,845,686	4,400	0	0	2,850,086	0
27. Montana.....	MT	L	408,045	0	0	0	408,045	0
28. Nebraska.....	NE	L	1,032,579	0	0	0	1,032,579	0
29. Nevada.....	NV	L	536,517	0	0	0	536,517	0
30. New Hampshire.....	NH	L	535,760	0	0	0	535,760	0
31. New Jersey.....	NJ	L	3,602,382	0	0	0	3,602,382	0
32. New Mexico.....	NM	L	497,985	0	0	0	497,985	0
33. New York.....	NY	N	1,386,210	0	0	0	1,386,210	0
34. North Carolina.....	NC	L	5,393,937	0	0	0	5,393,937	0
35. North Dakota.....	ND	L	647,346	0	0	0	647,346	0
36. Ohio.....	OH	L	7,486,320	0	0	0	7,486,320	0
37. Oklahoma.....	OK	L	1,404,167	0	0	0	1,404,167	0
38. Oregon.....	OR	L	1,214,061	0	0	0	1,214,061	0
39. Pennsylvania.....	PA	L	6,824,174	0	0	0	6,824,174	0
40. Rhode Island.....	RI	L	653,526	0	0	0	653,526	0
41. South Carolina.....	SC	L	2,480,761	0	0	0	2,480,761	0
42. South Dakota.....	SD	L	917,724	0	0	0	917,724	0
43. Tennessee.....	TN	L	4,499,399	0	0	0	4,499,399	0
44. Texas.....	TX	L	11,269,001	1,000	0	0	11,270,001	0
45. Utah.....	UT	L	846,449	0	0	0	846,449	0
46. Vermont.....	VT	L	322,195	0	0	0	322,195	0
47. Virginia.....	VA	L	1,976,167	0	0	0	1,976,167	0
48. Washington.....	WA	L	2,106,787	0	0	0	2,106,787	0
49. West Virginia.....	WV	L	361,854	0	0	0	361,854	0
50. Wisconsin.....	WI	L	2,193,456	0	0	0	2,193,456	0
51. Wyoming.....	WY	L	292,578	0	0	0	292,578	0
52. American Samoa.....	AS	N	0	0	0	0	0	0
53. Guam.....	GU	N	1,771	0	0	0	1,771	0
54. Puerto Rico.....	PR	N	5,770	0	0	0	5,770	0
55. US Virgin Islands.....	VI	N	1,744	0	0	0	1,744	0
56. Northern Mariana Islands.....	MP	N	0	0	0	0	0	0
57. Canada.....	CAN	N	24,230	0	0	0	24,230	0
58. Aggregate Other Alien.....	OT	XXX	48,385	0	0	0	48,385	0
59. Subtotal.....	(a)	50	127,391,063	28,950	0	0	127,420,013	0
90. Reporting entity contributions for employee benefit plans.....	XXX		0	0	0	0	0	0
91. Dividends or refunds applied to purchase paid-up additions and annuities.....	XXX		0	0	0	0	0	0
92. Dividends or refunds applied to shorten endowment or premium paying period.....	XXX		0	0	0	0	0	0
93. Premium or annuity considerations waived under disability or other contract provisions.....	XXX		0	0	0	0	0	0
94. Aggregate other amounts not allocable by State.....	XXX		0	0	0	0	0	0
95. Totals (Direct Business).....	XXX		127,391,063	28,950	0	0	127,420,013	0
96. Plus Reinsurance Assumed.....	XXX		0	0	0	0	0	0
97. Totals (All Business).....	XXX		127,391,063	28,950	0	0	127,420,013	0
98. Less Reinsurance Ceded.....	XXX		101,957,765	0	0	0	101,957,765	0
99. Totals (All Business) less Reinsurance Ceded.....	XXX		25,433,298	28,950	0	0	25,462,248	0

DETAILS OF WRITE-INS

58001. Other Alien.....	XXX		48,385	0	0	0	48,385	0
58002.	XXX		0	0	0	0	0	0
58003.	XXX		0	0	0	0	0	0
58998. Summary of remaining write-ins for line 58 from overflow page...	XXX		0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....	XXX		48,385	0	0	0	48,385	0
9401.	XXX		0	0	0	0	0	0
9402.	XXX		0	0	0	0	0	0
9403.	XXX		0	0	0	0	0	0
9498. Summary of remaining write-ins for line 94 from overflow page...	XXX		0	0	0	0	0	0
9499. Total (Lines 9401 thru 9403 plus 9498) (Line 94 above).....	XXX		0	0	0	0	0	0

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

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

Names of Parent, Subsidiaries or Affiliates	Ownership %	Federal ID#	NAIC Code	State of Domicile
AXA SA	100.00			
AXA Assistance SA	100.00			
AXA Inter Partner Assistance - Belgium	98.75			
AXA Corporate Solutions Assurance - France	100.00			
MATRIX	100.00			
AXA Group Solutions - France	100.00			
AXA Assistance Inc. USA	73.77			
AXA Investment Managers	100.00			
AXA Investment Managers - France	100.00			
AXA Rosenberg Group LLC	100.00			
AXA IM Rose Inc	100.00	22-3624513		
AllianceBemstein LP	14.82	13-4064930		
AXA Mediterranean Holdings, S.A.U	100.00			
AXA Millésimes	42.34			
AXA Real Estate Investment Managers	100.00			
AXA Technology Services	100.00			
AXA Belgium	100.00			
AXA Life Insurance Company Ltd. - Hong Kong	100.00			
AXA General Ins. Hong Kong Ltd.- Hong Kong	100.00			
AXA General Insurance China Ltd	100.00			
AXA China - France	51.00			
AXA-Mmentals Assurance Company Limited	51.00			
AXA Societe Beaujon	100.00			
AXA Pojistovna a.s.	100.00			
AXA Zivni Pojistovna a.s.	100.00			
AXA Penzijni Fond a.s.	99.98			
AXA Bizosito Zrt.	100.00			
AXA Zycie Towarzystwo Ubezpieczen S.A.	90.24			
AXA Powszechne Towarzystwo Emerytalne S.A.	100.00			
AXA Towarzystwo Ubezpieczen i Reasekuracji S.A.	100.00			
AXA Life Insurance SA	99.90			
AXA Business Services Private Limited	99.99			
Compagnie Financiere de Paris	100.00			
AXA France Assurance	100.00			
AXA Corporate Solutions Assurance	98.75			
AXA Global Life	100.00			
AXA Global P&C	100.00			
AXA Liabilities Managers - France	99.90			
AXA Liabilities Managers - US	100.00			
AXA DBIO GP S.à.r.l.	100.00			
AXA DBIO S.C.A.	9.74			
GLOBALE Ruckversicherungs-AG	100.00			
GLOBAL Group of Australia Pty. Ltd.	100.00			
GLOBAL Life Reinsurance Company of Australia	100.00			
GLOBAL U.S. Holdings, Inc.	100.00	13-3907460		
GLOBAL Reinsurance Corporation of America	100.00	13-5009848	21032	NY
GLOBAL Reinsurance Canada Holdings Inc.	100.00			
GLOBAL Reinsurance Company	100.00			
Colisee Re - France	99.90	AA-1320035		
AXA DBIO S.C.A.	21.67			
AXA America Corporate Solutions, Inc.	21.01	36-3044045		

Q12

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

Names of Parent, Subsidiaries or Affiliates	Ownership %	Federal ID#	NAIC Code	State of Domicile
AXA SA	100.00			
AXA Konzern AG	100.00			
AXA Investment Managers	5.20			
WinCom Versicherungs-Holding AG	100.00			
DBV Deutsche Beamtenversicherung Leben AG	94.90			
DBV Deutsche Beamtenversicherung AG	100.00			
DBV Deutsche Lebensversicherung AG	100.00			
AXA ART Versicherung AG - Clologne	100.00			
AXA Art Holdings Inc.	100.00			
Fine Art Service International Inc.	100.00			
AXA Art Insurance Corporation	100.00	13-3368745	29530	NY
AXA Szolgaltato Kft.	100.00			
AXA India Holdings	100.00			
Bharti AXA Life Insurance Company	22.22			
Bharti AXA General Insurance	100.00			
National Mutual International Pty Limited	100.00			
AXA-AFFIN Life Insurance Berhad	49.00			
AXA Financial Services (Singapore) Pte Ltd.	100.00			
ipac financial planning Taiwan Limited	100.00			
AXA Insurance Singapore Pte Ltd	100.00			
AXA Asia Regional Centre Pte Ltd	100.00			
P.T. Asuransi AXA Indonesia	80.00			
P.T. Life Indonesia	80.00			
AXA Financial Services (Singapore) Pte Ltd.	100.00			
AXA Life Europe	100.00			
AXA Global Distributors (Ireland) Limited	100.00			
AXA Ireland Limited	100.00			
AXA mps Financial Ltd.	100.00			
AXA Italia S.p.A.	98.24			
AXA Assicurazioni S.p.A.	98.11			
AXA Japan Holding Co., Ltd	78.67			
AXA Life Insurance Co.,	100.00			
AXA General Insurance Co., Ltd	100.00			
AXA Collection Services Co. Ltd	100.00			
Nextia Life Insurance Co., Ltd	97.25			
AXA Seguros, S.A. de CV	99.94			
Voltaire Participacoes	100.00			
AXA Luxembourg SA	99.99			
Finance Solutions S.ar.l. ("Finso")	100.00			
Matignon Finance S.A.	100.00			
AXA-AFFIN General Insurance Berhad	42.40			
Philippine AXA Life Insurance Corporation	45.00			
AXA Middle East SAL Lebanon	49.00			
AXA Holding SAL	100.00			
AXA Gulf Holding W.L.L.	95.00			
AXA Holding Maroc	100.00			
AXA Assurance Maroc	100.00			

Q12.1

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

Names of Parent, Subsidiaries or Affiliates	Ownership %	Federal ID#	NAIC Code	State of Domicile
AXA SA	100.00			
Seguro Directo Gere Compania de Seguros SA	100.00			
AXA Portugal Companhia de Seguros SA	83.02			
AXA Portugal Companhia de Seguros Vida SA	87.63			
AXA Services s.r.o.	100.00			
EX-SR a.s. v likvdacii	100.00			
AXA d.s.s., a.s.	100.00			
AXA d.d.s., a.s.	100.00			
AXA General Insurance	94.13			
AXA Mediterraenan Holding, S.A.U	100.00			
Hilo Direct, Seguros y Reaseguros S.A.	99.99			
AXA MEDLA IT & Local Support Services, S.A.	100.00			
AXA Regional Services, S.A.	100.00			
AXA Seguros Generales, S.A. de Seguros y Reaseguros	99.89			
AXA Pensiones, S.A. E.G.F.P.	100.00			
AXA Tigris, S.A.	100.00			
AXA Vida, S.A.de Seguros y Reaseguros	99.80			
AXA Senegal	51.53			
AXA Cote d'Ivoire	78.64			
AXA Cameroun ©	99.90			
AXA Gabon	86.49			
AXA Versicherungen AG	100.00			
AXA Leben AG	100.00			
Rechtsschutz AG	66.67			
AXA Insurance Public Co. Ltd	24.99			
ASMHoldings Limited	48.80			
Krungthai-AXA Life Insurance Company Limited	25.00			
AXA Hayat ve Emeklilik A.S.	100.00			
AXA Sigorta A.S.	72.55			
AXA Insurance	50.29			
AXA Ukraine	50.00			
AXA Global Risks (Uk) Limited	100.00			
Horde! FV	100.00			
AXA Equity & Law Plc	99.90			
AXA UK PLC	46.90			
AXA UK PLC	53.10			
Bluefin Group Limited	100.00			
GBI Holdings Limited	100.00			
Guardian Royal Exchange PLC	100.00			
Architas Advisory Services Limited	100.00			
Architas Multi-Manager Limited	100.00			
AXA Sun Direct Limited	100.00			
Oudinot Participations France	100.00			

Q12.2

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Names of Parent, Subsidiaries or Affiliates	Ownership %	Federal ID#	NAIC Code	State of Domicile
AXA SA	100.00			
AXA America Holdings, Inc	100.00	90-0226248		
AXA Technology Services America Inc.	100.00	30-0011728		
AXA Corporate Solutions Life Reinsurance Company	100.00	04-2729166	68365	DE
CS Life Re Company	100.00	46-5697182	15502	AZ
AXA America Corporate Solutions, Inc.	78.99	36-3044045		
Coliseum Reinsurance Company	100.00	36-2994662	36552	DE
AllianceBemstein LP	3.01	13-4064930		
Mosaic Insurance Company	100.00	04-2482364	16187	DE
AXA Delaware LLC	100.00	13-4177328		
AXA Insurance Company	100.00	13-3594502	33022	NY
AXA Financial, Inc.	100.00	13-3623351		
787 Holdings, LLC	100.00	27-0294443		
1285 Holdings, LLC	100.00	46-1106388		
AllianceBemstein LP	12.19	13-4064930		
AXA Equitable Financial Services, LLC	100.00	52-2197822		
AXA Distribution Holding Corporation	100.00	13-4078005		
AXA Advisors, LLC	100.00	13-4071393		
AXA Network, LLC	100.00	06-1555494		
PlanConnect, LLC	100.00	27-1540220		
AXA RE Arizona Company	100.00	14-1903564	14355	AZ
AXA Equitable Life Insurance Company	100.00	13-5570651	62944	NY
AXA Equitable Funds Management Group, LLC	100.00	27-5373651		
Equitable Deal Flow Fund, LP	100.00	13-3385076		
EVSA, Inc	100.00	23-2671508		
Equitable Holdings, LLC	100.00	22-2766036		
Equitable Casualty Insurance Company	100.00	06-1166226	10589	VT
ECMC, LLC	100.00	13-3266813		
AllianceBemstein Corporation	100.00	13-3633538		
AXA Distributors, LLC	100.00	52-2233674		
JMR Realty services, Inc	100.00	13-3813232		
ACMC, LLC.	100.00	13-2677213		
AllianceBemstein LP	32.71	13-4064930		
AXA Equitable Life and Annuity Company	100.00	13-3198083	62880	CO
MONY Life Insurance Company of America	100.00	86-0222062	78077	AZ
AllianceBemstein LP	0.95	13-4064930		
U.S. Financial Life Insurance Company	100.00	38-2046096	84530	OH
MONY International Holdings, LLC	100.00	13-3790446		
MONY Life Insurance Company of the Americas, Ltd.	100.00	98-0152046		
MONY Financial Services, Inc	100.00	11-3722370		
Financial Marketing Agency, Inc.	100.00	31-1465146		
1740 Advisors, Inc.	100.00	13-2645490		

Q12.3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
0968	AXA	00000	00-0000000	0000898427	0000898427	Paris Stock Exchange	AXA SA	FRA	UIP			0.000		0
0000		00000		0	0		AXA Assistance SA	FRA	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Inter Partner Assistance - Belgium	BEL	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Corporate Solutions Assurance - France	FRA	NIA	AXA	Ownership	98.750	AXA	0
0000		00000		0	0		MATRIX	USA	IA	AXA Corporate Solutions Assurance - Fr	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Group Solutions - France	FRA	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Assistance Inc. USA	USA	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Investment Managers	FRA	NIA	AXA	Ownership	73.770	AXA	0
0000		00000		0	0		AXA Investment Managers	FRA	NIA	AXA Konzern AG	Ownership	5.200	AXA	0
0000		00000		0	0		AXA Investment Managers - France	FRA	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Investment Managers Holdings US	USA	NIA	AXA Investment Managers - France	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Rosenberg Group LLC	USA	NIA	AXA Investment Managers	Ownership	75.000	AXA	0
0000		00000	22-3624513	0001459848	0001459848		AXA IM Rose Inc	USA	NIA	AXA Investment Managers	Ownership	100.000	AXA	0
0000		00000	13-4064930	0001109448	0001109448		AllianceBernstein LP	USA	NIA	AXA IM Rose Inc	Ownership	14.820	AXA	0
0000		00000		0	0		AXA Mediterranean Holdings, S.A.U	ESP	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Millésimes	PRT	NIA	AXA	Ownership	42.340	AXA	0
0000		00000		0	0		AXA Real Estate Investment Managers	FRA	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Technology Services	FRA	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Belgium	BEL	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Life Insurance Company Ltd. - Hong Kong	CHN	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA General Ins. Hong Kong Ltd.- Hong Kong	CHN	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA General Insurance China Ltd.	CHN	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA China - France	FRA	NIA	AXA	Ownership	51.000	AXA	0
0000		00000		0	0		AXA-Mimentals Assurance Company Limited	CHN	IA	AXA China - France	Ownership	51.000	AXA	0
0000		00000		0	0		AXA Societe Beaujon	FRA	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Pojistovna a.s	CZE	IA	AXA Societe Beaujon	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Zivtni Pojistovna a.s.	CZE	IA	AXA Societe Beaujon	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Penzijni Fond a.s.	CZE	IA	AXA Societe Beaujon	Ownership	99.980	AXA	0
0000		00000		0	0		Compagnie Financiere de Paris	FRA	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA France Assurance	FRA	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Corporate Solutions Assurance	FRA	IA	AXA France Assurance	Ownership	98.750	AXA	0
0000		00000		0	0		AXA Global Life	FRA	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Global P&C	FRA	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Liabilities Managers- France	FRA	IA	AXA	Ownership	99.900	AXA	0
0000		00000		0	0		AXA Liabilities Managers-US	USA	IA	AXA Liabilities Managers- France	Ownership	100.000	AXA	0

Q13

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000		00000		0	0		AXA DBIO GP S.à.r.l.	LUX	IA	AXA Liabilities Managers- France	Ownership	100.000	AXA	0
0000		00000		0	0		AXA DBIO S.C.A	LUX	IA	AXA DBIO GP S.à.r.l.	Ownership	9.740	AXA	0
0000		00000	13-3907460	0	0		GLOBAL U.S. Holdings, Inc	USA	NIA	AXA DBIO S.C.A	Ownership	100.000	AXA	0
0968		21032	13-5009848	0	0		GLOBAL Reinsurance Corporation of America	USA	IA	GLOBAL U.S. Holdings, Inc	Ownership	100.000	AXA	0
0000		00000		0	0		GLOBALE Ruckversicherungs-AG	CHE	IA	AXA DBIO S.C.A	Ownership	100.000	AXA	0
0000		00000		0	0		GLOBAL Group of Australia Pty. Ltd.	AUS	IA	AXA DBIO S.C.A	Ownership	100.000	AXA	0
0000		00000		0	0		GLOBAL Life Reinsurance Company of Australia	AUS	IA	GLOBAL Group of Australia Pty. Ltd.	Ownership	100.000	AXA	0
0000		00000		0	0		GLOBAL Reinsurance Canada Holdings Inc.	CAN	NIA	AXA DBIO S.C.A	Ownership	100.000	AXA	0
0000		00000		0	0		GLOBAL Reinsurance Company	CAN	IA	GLOBAL Reinsurance Canada Holdings Inc.	Ownership	100.000	AXA	0
0000		00000	AA-1320035	0	0		Colisee Re - France	FRA	IA	AXA	Ownership	99.900	AXA	0
0000		00000		0	0		AXA DBIO S.C.A	LUX	NIA	Colisee Re - France	Ownership	21.670	AXA	0
0000		00000	36-3044045	0	0001456276		AXA America Corporate Solutions, Inc.	USA	NIA	Colisee Re - France	Ownership	21.006	AXA	0
0000		00000		0	0		AXA Konzern AG	DEU	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		WinCom Versicherungs-Holding AG	DEU	NIA	AXA Konzern AG	Ownership	100.000	AXA	0
0000		00000		0	0		DBV Deutsche Beamtenversicherung Leben AG	DEU	IA	WinCom Versicherungs-Holding AG	Ownership	94.900	AXA	0
0000		00000		0	0		DBV Deutsche Beamtenversicherung AG	DEU	IA	WinCom Versicherungs-Holding AG	Ownership	100.000	AXA	0
0000		00000		0	0		DBV Deutsche Lebensversicherung AG	DEU	IA	WinCom Versicherungs-Holding AG	Ownership	100.000	AXA	0
0000		00000		0	0		AXA ART Versicherung AG - Clologne	DEU	IA	AXA Konzern AG	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Art Holdings Inc.	USA	NIA	AXA ART Versicherung AG - Clologne	Ownership	100.000	AXA	0
0000		00000		0	0		Fine Art Service International Inc.	USA	NIA	AXA Art Holdings Inc.	Ownership	100.000	AXA	0
0000		29530	13-3368745	0	0		AXA Art Insurance Corporation	USA	IA	AXA Art Holdings Inc.	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Biztosito Zrt	HUN	IA	AXA Societe Beaujon	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Szolgaltato Kft	HUN	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA India Holdings	IND	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		Bharti AXA Life Insurance Company	IND	IA	AXA India Holdings	Ownership	22.220	AXA	0
0000		00000		0	0		AXA Business Services Private Limited	IND	NIA	AXA	Ownership	99.900	AXA	0
0000		00000		0	0		Bharti AXA General Insurance	IND	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		National Mutual International Pty Limited	AUS	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		P.T. Asuransi AXA Indonesia	IDN	IA	AXA	Ownership	80.000	AXA	0
0000		00000		0	0		P.T. Life Indonesia	IDN	IA	AXA	Ownership	80.000	AXA	0
0000		00000		0	0		AXA Financial Services (Singapore) Pte Ltd	SGP	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Life Europe	IRL	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Global Distributors (Ireland) Limited	IRL	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Ireland Limited	IRL	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA mps Financial Ltd.	IRL	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Italia S.p.A.	ITA	NIA	AXA	Ownership	98.240	AXA	0

Q13.1

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000		00000		0	0		AXA Assicurazioni S.p.A.	ITA	IA	AXA Italia S.p.A.	Ownership	98.110	AXA	0
0000		00000		0	0		AXA Japan Holding Co., Ltd.	JPN	NIA	AXA	Ownership	78.670	AXA	0
0000		00000		0	0		AXA Life Insurance Co.	JPN	IA	AXA Japan Holding Co., Ltd.	Ownership	100.000	AXA	0
0000		00000		0	0		AXA General Insurance Co., Ltd.	JPN	IA	AXA Japan Holding Co., Ltd.	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Collection Services Co. Ltd.	JPN	IA	AXA Japan Holding Co., Ltd.	Ownership	100.000	AXA	0
0000		00000		0	0		Nextia Life Insurance Co., Ltd.	JPN	IA	AXA Japan Holding Co., Ltd.	Ownership	97.250	AXA	0
0000		00000		0	0		AXA Seguros, S.A. de CV.	MEX	IA	AXA	Ownership	99.940	AXA	0
0000		00000		0	0		Voltaire Participacoes	BRA	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Luxembourg SA	LUX	IA	AXA	Ownership	99.990	AXA	0
0000		00000		0	0		Finance Solutions S.ar.l. ("Finso")	LUX	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		Matignon Finance S.A.	LUX	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA-AFFIN General Insurance Berhad	MYS	IA	AXA	Ownership	42.400	AXA	0
0000		00000		0	0		AXA-AFFIN Life Insurance Berhad	MYS	IA	National Mutual International Pty Limited	Ownership	49.000	AXA	0
0000		00000		0	0		Philippine AXA Life Insurance Corporation	MYS	IA	AXA	Ownership	45.000	AXA	0
0000		00000		0	0		AXA Middle East SAL Lebanon	LBN	NIA	AXA	Ownership	49.000	AXA	0
0000		00000		0	0		AXA Holding SAL	LBN	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Gulf Holding W.L.L.	BHR	NIA	AXA	Ownership	95.000	AXA	0
0000		00000		0	0		AXA Holding Maroc	MAR	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Assurance Maroc	MAR	IA	AXA Holding Maroc	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Zycie Towarzystwo Ubezpieczen S.A.	POL	IA	AXA Societe Beaujon	Ownership	90.240	AXA	0
0000		00000		0	0		AXA Powszechno Towarzystwo Emerytalne S.A.	POL	IA	AXA Societe Beaujon	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Towarzystwo Ubezpieczen i Reasekuracji S.A.	POL	IA	AXA Societe Beaujon	Ownership	100.000	AXA	0
0000		00000		0	0		Seguro Directo Gere Compania de Seguros SA	PRT	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Portugal Companhia de Seguros SA	PRT	IA	AXA	Ownership	83.020	AXA	0
0000		00000		0	0		AXA Portugal Companhia de Seguros Vida SA	PRT	IA	AXA	Ownership	87.630	AXA	0
0000		00000		0	0		AXA Life Insurance SA	ROU	IA	AXA Societe Beaujon	Ownership	99.900	AXA	0
0000		00000		0	0		AXA Financial Services (Singapore) Pte Ltd.	SGP	NIA	National Mutual International Pty Limited	Ownership	100.000	AXA	0
0000		00000		0	0		ipac financial planning Taiwan Limited.	TWN	NIA	National Mutual International Pty Limited	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Insurance Singapore Pte Ltd.	SGP	IA	National Mutual International Pty Limited	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Asia Regional Centre Pte Ltd.	SGP	IA	National Mutual International Pty Limited	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Services s.r.o.	SVK	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		EX-SR a.s. v likvdacii	SVK	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA d.s.s., a.s.	SVK	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA d.d.s., a.s.	SVK	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA General Insurance	KOR	IA	AXA	Ownership	94.130	AXA	0

Q13.2

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000		00000		0	0		AXA Mediterraenan Holding, S.A.U.	ESP	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		Hilo Direct, Seguros y Reaseguros S.A	ESP	IA	AXA Mediterraenan Holding, S.A.U.	Ownership	99.990	AXA	0
0000		00000		0	0		AXA MEDLA IT & Local Support Services, S.A.	ESP	NIA	AXA Mediterraenan Holding, S.A.U.	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Regional Services, S.A.	ESP	NIA	AXA Mediterraenan Holding, S.A.U.	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Seguros Generales, S.A. de Seguros y Reaseguros	ESP	IA	AXA Mediterraenan Holding, S.A.U.	Ownership	99.890	AXA	0
0000		00000		0	0		AXA Pensiones, S.A. E.G.F.P	ESP	IA	AXA Mediterraenan Holding, S.A.U.	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Tigris, S.A.	ESP	IA	AXA Mediterraenan Holding, S.A.U.	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Vida, S.A.de Seguros y Reaseguros	ESP	IA	AXA Mediterraenan Holding, S.A.U.	Ownership	99.800	AXA	0
0000		00000		0	0		AXA Senegal	SEN	IA	AXA	Ownership	51.530	AXA	0
0000		00000		0	0		AXA Cote d'Ivoire	CIV	IA	AXA	Ownership	78.640	AXA	0
0000		00000		0	0		AXA Cameroun ©	CMR	IA	AXA	Ownership	99.900	AXA	0
0000		00000		0	0		AXA Gabon	GAB	IA	AXA	Ownership	86.490	AXA	0
0000		00000		0	0		AXA Versicherungen AG	CHE	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Leben AG	CHE	IA	AXA Versicherungen AG	Ownership	100.000	AXA	0
0000		00000		0	0		Rechtsschutz AG	CHE	IA	AXA Versicherungen AG	Ownership	66.670	AXA	0
0000		00000		0	0		AXA Insurance Public Co. Ltd	THA	IA	AXA	Ownership	24.990	AXA	0
0000		00000		0	0		ASM Holdings Limited	THA	NIA	AXA	Ownership	48.800	AXA	0
0000		00000		0	0		Krungthai-AXA Life Insurance Company Limited	THA	IA	AXA	Ownership	25.000	AXA	0
0000		00000		0	0		AXA Hayat ve Emeklilik A.S	TUR	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Sigorta A.S.	TUR	IA	AXA	Ownership	72.550	AXA	0
0000		00000		0	0		AXA Insurance	UKR	IA	AXA	Ownership	50.290	AXA	0
0000		00000		0	0		AXA Ukraine	UKR	IA	AXA	Ownership	50.000	AXA	0
0000		00000		0	0		AXA Global Risks (Uk) Limited	GBR	IA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		Hordel FV	GBR	NIA	AXA	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Equity & Law Plc	GBR	IA	AXA	Ownership	99.900	AXA	0
0000		00000		0	0		AXA UK PLC	GBR	IA	AXA Equity & Law Plc	Ownership	46.900	AXA	0
0000		00000		0	0		AXA UK PLC	GBR	IA	AXA	Ownership	53.100	AXA	0
0000		00000		0	0		Bluefin Group Limited	GBR	IA	AXA UK PLC	Ownership	100.000	AXA	0
0000		00000		0	0		GBI Holdings Limited	GBR	IA	AXA UK PLC	Ownership	100.000	AXA	0
0000		00000		0	0		Guardian Royal Exchange PLC	GBR	NIA	AXA UK PLC	Ownership	100.000	AXA	0
0000		00000		0	0		Architas Advisory Services Limited	GBR	NIA	AXA UK PLC	Ownership	100.000	AXA	0
0000		00000		0	0		Architas Multi-Manager Limited	GBR	NIA	AXA UK PLC	Ownership	100.000	AXA	0
0000		00000		0	0		AXA Sun Direct Limited	GBR	IA	AXA UK PLC	Ownership	100.000	AXA	0
0000		00000		0	0		Oudinot Participations (France)	USA	UIP	AXA	Ownership	100.000	AXA	0
0000		00000	90-0226248	0	0001333986		AXA America Holdings, Inc.	USA	UIP	Oudinot Participation France	Ownership	100.000	AXA	0
0000		00000	30-0011728	0	0		AXA Technology Services America Inc	USA	NIA	AXA America Holdings, Inc.	Ownership	100.000	AXA	0

Q13.3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000		00000	36-3044045	0	0001456276		AXA America Corporate Solutions, Inc.	USA	NIA	AXA America Holdings, Inc.	Ownership	78.994	AXA	0
0968		36552	36-2994662	0	0001456280		Coliseum Reinsurance Company	USA	IA	AXA America Corporate Solutions, Inc.	Ownership	100.000	AXA	0
0000		00000	13-4064930	0	0001109448		AllianceBernstein LP	USA	NIA	Coliseum Reinsurance Company	Ownership	3.010	AXA	0
0968		16187	04-2482364	0	0		Mosaic Insurance Company	USA	IA	Coliseum Reinsurance Company	Ownership	100.000	AXA	0
0968		68365	04-2729166	0	0		AXA Corporate Solutions Life Reinsurance Company	USA	IA	AXA America Holdings, Inc.	Ownership	100.000	AXA	0
0968		15502	46-5697182	0	0		CS Life Re Company	USA	IA	AXA Corporate Solutions Life Reinsurance Company	Ownership	100.000	AXA	0
0000		00000	13-4177328	0	0		AXA Delaware LLC	USA	NIA	Coliseum Reinsurance Company	Ownership	100.000	AXA	0
0968		33022	13-3594502	0	0		AXA Insurance Company	USA	IA	AXA Delaware LLC	Ownership	100.000	AXA	0
0000		00000	13-3623351	0	0000888002		AXA Financial, Inc.	USA	UIP	AXA America Holdings, Inc.	Ownership	100.000	AXA	0
0000		00000	27-0294443	0	0		787 Holdings, LLC	USA	NIA	AXA Financial, Inc.	Ownership	100.000	AXA	0
0000		00000	46-1106388	0	0		1285 Holdings, LLC	USA	NIA	AXA Financial, Inc.	Ownership	100.000	AXA	0
0000		00000	52-2197822	0	0001257148		AXA Equitable Financial Services, LLC	USA	UDP	AXA Financial, Inc.	Ownership	100.000	AXA	0
0000		00000	13-4078005	0	0		AXA Distribution Holding Corporation	USA	NIA	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0
0000		00000	13-4071393	0	0000033179		AXA Advisors, LLC	USA	NIA	AXA Distribution Holding Corporation	Ownership	100.000	AXA	0
0000		00000	06-1555494	0	0001292309		AXA Network, LLC	USA	NIA	AXA Distribution Holding Corporation	Ownership	100.000	AXA	0
0000		00000	27-1540220	0	0		PlanConnect, LLC	USA	NIA	AXA Distribution Holding Corporation	Ownership	100.000	AXA	0
0968		14355	14-1903564	0	0001450152		AXA RE Arizona Company	USA	IA	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0
0968		62944	13-5570651	0	0000727920		AXA Equitable Life Insurance Company	USA	IA	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0
0000		00000	27-5373651	0	0		AXA Equitable Funds Management Group, LLC	USA	NIA	AXA Equitable Life Insurance Company	Ownership	100.000	AXA	0
0000		00000	13-3385076	0	0		Equitable Deal Flow Fund, LP	USA	NIA	AXA Equitable Life Insurance Company	Ownership	100.000	AXA	0
0000		00000	23-2671508	0	0		EVSA, Inc.	USA	NIA	AXA Equitable Life Insurance Company	Ownership	100.000	AXA	0
0000		00000	22-2766036	0	0001257149		Equitable Holdings, LLC	USA	NIA	AXA Equitable Life Insurance Company	Ownership	100.000	AXA	0
0000		00000	13-2677213	0	0000003798		ACMC, LLC	USA	NIA	AXA Equitable Life Insurance Company	Ownership	100.000	AXA	0
0000		00000	13-4064930	0	0001109448		AllianceBernstein LP	USA	NIA	ACMC, LLC	Ownership	32.710	AXA	0
0968		10589	06-1166226	0	0		Equitable Casualty Insurance Company	USA	IA	Equitable Holdings, LLC	Ownership	100.000	AXA	0
0000		00000	13-3266813	0	0000842885		ECMC, LLC	USA	NIA	Equitable Holdings, LLC	Ownership	100.000	AXA	0
0000		00000	13-3633538	0	0		AllianceBernstein Corporation	USA	NIA	Equitable Holdings, LLC	Ownership	100.000	AXA	0
0000		00000	52-2233674	0	0000858875		AXA Distributors, LLC	USA	NIA	Equitable Holdings, LLC	Ownership	100.000	AXA	0
0000		00000	13-3813232	0	0		JMR Reality services, Inc.	USA	NIA	Equitable Holdings, LLC	Ownership	100.000	AXA	0
0968		62880	13-3198083	0	0001342913		AXA Equitable Life and Annuity Company	USA	IA	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0
0000		00000	13-3790446	0	0		MONY International Holdings, LLC	USA	NIA	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0
0000		00000	98-0152046	0	0		MONY Life Insurance Company of the Americas, Ltd.	USA	IA	MONY International Holdings, LLC	Ownership	100.000	AXA	0
0968		78077	86-0222062	0	0000835357		MONY Life Insurance Company of America	USA	IA	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000		00000	13-4064930	0	0001109448		AllianceBernstein LP	USA	NIA	MONY Life Insurance Company of America	Ownership	0.095	AXA	0
0968		84530	38-2046096	0	0		U.S. Financial Life Insurance Company	USA	RE	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0
0000		00000	11-3722370	0	0		MONY Financial Services, Inc	USA	NIA	AXA Equitable Financial Services, LLC	Ownership	100.000	AXA	0
0000		00000	31-1465146	0	0		Financial Marketing Agency, Inc	USA	NIA	MONY Financial Services, Inc	Ownership	100.000	AXA	0
0000		00000	13-2645490	0	0		1740 Advisors, Inc	USA	NIA	MONY Financial Services, Inc	Ownership	100.000	AXA	0

Q13.5

Asterisk	Explanation
0	

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanations:

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

Bar Code:



U.S. FINANCIAL LIFE INSURANCE COMPANY
Overflow Page for Write-Ins

NONE

**U.S. FINANCIAL LIFE INSURANCE COMPANY
SCHEDULE A - VERIFICATION**

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Current year change in encumbrances.....	0	0
4. Total gain (loss) on disposals.....	0	0
5. Deduct amounts received on disposals.....	0	0
6. Total foreign exchange change in book/adjusted carrying value.....	0	0
7. Deduct current year's other than temporary impairment recognized.....	0	0
8. Deduct current year's depreciation.....	0	0
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....	0	0
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	506,007,621	497,833,902
2. Cost of bonds and stocks acquired.....	63,702,078	60,537,143
3. Accrual of discount.....	247,943	414,556
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	1,307,940	611,555
6. Deduct consideration for bonds and stocks disposed of.....	64,620,485	52,309,933
7. Deduct amortization of premium.....	753,959	1,079,602
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	505,891,138	506,007,621
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	505,891,138	506,007,621

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	321,842,584	57,354,404	23,137,475	1,857,532	329,586,768	321,842,584	357,917,046	341,677,388
2. NAIC 2 (a).....	152,712,902	12,809,149	13,015,869	(2,005,059)	160,844,029	152,712,902	150,501,123	161,012,412
3. NAIC 3 (a).....	18,887,675	0	5,000,000	2,176	18,885,445	18,887,675	13,889,850	18,883,287
4. NAIC 4 (a).....	5,024,565	0	0	(18,764)	5,084,296	5,024,565	5,005,801	5,104,809
5. NAIC 5 (a).....	0	0	0	0	0	0	0	0
6. NAIC 6 (a).....	260,700	0	0	0	288,961	260,700	260,700	288,960
7. Total Bonds.....	498,728,426	70,163,553	41,153,344	(164,115)	514,689,499	498,728,426	527,574,520	526,966,856
PREFERRED STOCK								
8. NAIC 1.....	0	0	0	0	0	0	0	0
9. NAIC 2.....	3,990,630	0	0	0	3,990,630	3,990,630	3,990,630	3,990,630
10. NAIC 3.....	0	0	0	0	0	0	0	0
11. NAIC 4.....	0	0	0	0	0	0	0	0
12. NAIC 5.....	0	0	0	0	0	0	0	0
13. NAIC 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	3,990,630	0	0	0	3,990,630	3,990,630	3,990,630	3,990,630
15. Total Bonds and Preferred Stock.....	502,719,056	70,163,553	41,153,344	(164,115)	518,680,129	502,719,056	531,565,150	530,957,486

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(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....	.....25,674,012	.....XXX.....	.....25,674,012	.....443	.....0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	.....24,949,868	.....12,809,453
2. Cost of short-term investments acquired.....	.....67,204,144	.....94,720,415
3. Accrual of discount.....	.....0	.....0
4. Unrealized valuation increase (decrease).....	.....0	.....0
5. Total gain (loss) on disposals.....	.....0	.....0
6. Deduct consideration received on disposals.....	.....66,480,000	.....82,580,000
7. Deduct amortization of premium.....	.....0	.....0
8. Total foreign exchange change in book/adjusted carrying value.....	.....0	.....0
9. Deduct current year's other than temporary impairment recognized.....	.....0	.....0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	.....25,674,012	.....24,949,868
11. Deduct total nonadmitted amounts.....	.....0	.....0
12. Statement value at end of current period (Line 10 minus Line 11).....	.....25,674,012	.....24,949,868

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous									
05523U AK 6	BAE SYSTEMS HOLDINGS INC.....		...09/30/2014	VARIOUS.....		.....2,343,119	.....2,348,000	.....0	2FE.....
124857 AM 5	CBS CORP.....		...09/19/2014	BNP PARIBAS AMERICAS.....		.....3,950,600	.....4,000,000	.....14,389	2FE.....
257375 AE 5	DOMINION GAS HOLDINGS LLC.....		...08/06/2014	DIRECT.....		.....1,298,578	.....1,300,000	.....12,178	1FE.....
86765B AN 9	SUNOCO LOGISTICS PARTNERS OPER.....		...09/26/2014	mitsubishi ufj sec intl plc.....		.....3,034,680	.....3,000,000	.....0	2FE.....
871829 AU 1	SYSCO CORP.....		...09/23/2014	GOLDMAN SACHS.....		.....3,984,640	.....4,000,000	.....0	1FE.....
880591 ER 9	TENNESSEE VALLEY AUTHORITY.....		...09/29/2014	BARCLAYS CAPITAL.....		.....5,977,440	.....6,000,000	.....479	1FE.....
902494 AX 1	TYSON FOODS INC.....		...08/14/2014	VARIOUS.....		.....3,480,750	.....3,474,000	.....1,473	2FE.....
60688X AP 5	MIZUHO BANK LTD.....	F.....	...09/18/2014	MIZUHO SECURITIES USA INC.....		.....3,992,320	.....4,000,000	.....0	1FE.....
3899999	Total Bonds - Industrial and Miscellaneous.....					.....28,062,127	.....28,122,000	.....28,519	.....XXX.....
8399997	Total Bonds - Part 3.....					.....28,062,127	.....28,122,000	.....28,519	.....XXX.....
8399999	Total Bonds.....					.....28,062,127	.....28,122,000	.....28,519	.....XXX.....
9999999	Total Bonds, Preferred and Common Stocks.....					.....28,062,127	.....XXX.....	.....28,519	.....XXX.....

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Government																					
36201N K9 0	GOVERNMENT NATL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		1,299	1,299	1,345	1,305	0	(6)	0	(6)	0	1,299	0	0	0	52	11/15/2032	1.....
36210T Q2 5	GOVERNMENT NATL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		13,735	13,735	14,284	13,755	0	(20)	0	(20)	0	13,735	0	0	0	605	04/15/2029	1.....
36210X T7 2	GOVERNMENT NATL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		369	369	383	369	0	(1)	0	(1)	0	369	0	0	0	15	04/15/2029	1.....
36213E PQ 3	GOVERNMENT NATL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		25,516	25,516	25,434	25,507	0	9	0	9	0	25,516	0	0	0	972	12/15/2031	1.....
0599999. Total Bonds - U.S. Government.....						40,919	40,919	41,446	40,936	0	(18)	0	(18)	0	40,919	0	0	0	1,644	XXX...	XXX...
Bonds - U.S. Special Revenue and Special Assessment																					
312903 KT 3	FED HOME LOAN MTG CORP.....		08/15/2014	MBS PAYDOWN.....		465	465	477	465	0	0	0	0	0	465	0	0	0	26	01/15/2021	1.....
312905 WS 7	FED HOME LOAN MTG CORP.....		09/01/2014	MBS PAYDOWN.....		394	394	404	395	0	0	0	0	0	394	0	0	0	22	05/15/2021	1.....
3133T6 M8 1	FED HOME LOAN MTG CORP.....		09/01/2014	MBS PAYDOWN.....		1,901	1,901	1,782	1,880	0	21	0	21	0	1,901	0	0	0	75	04/15/2026	1.....
31340Y FN 4	FED HOME LOAN MTG CORP.....		09/15/2014	MBS PAYDOWN.....		716	716	740	717	0	(1)	0	(1)	0	716	0	0	0	42	03/15/2020	1.....
31358E JG 8	FED NATIONAL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		437	437	379	434	0	3	0	3	0	437	0	0	0	20	06/25/2020	1.....
31358E QE 5	FED NATIONAL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		1,184	1,184	1,219	1,185	0	(1)	0	(1)	0	1,184	0	0	0	70	06/25/2020	1.....
31358J SN 2	FED NATIONAL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		399	399	407	399	0	0	0	0	0	399	0	0	0	21	09/25/2021	1.....
31358L JB 3	FED NATIONAL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		661	661	674	662	0	(1)	0	(1)	0	661	0	0	0	37	01/25/2022	1.....
31359D 6L 2	FED NATIONAL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		5,046	5,046	4,823	5,029	0	16	0	16	0	5,046	0	0	0	218	09/25/2023	1.....
3837H0 QK 2	GOVERNMENT NATL MTG ASSN.....		09/01/2014	MBS PAYDOWN.....		7,491	7,491	7,224	7,466	0	24	0	24	0	7,491	0	0	0	341	06/20/2026	1.....
3199999. Total Bonds - U.S. Special Revenue and Special Assessment.....						18,694	18,694	18,129	18,632	0	61	0	61	0	18,694	0	0	0	872	XXX...	XXX...
Bonds - Industrial and Miscellaneous																					
079860 AL 6	BELLSOUTH CORP.....		07/15/2014	CALLED THRU ISSUER.....		3,306,357	3,000,000	3,003,210	3,001,058	0	(181)	0	(181)	0	3,000,877	0	305,480	305,480	91,000	12/15/2016	1FE.....
172967 CQ 2	CITIGROUP INC.....		09/15/2014	MATURITY.....		3,000,000	3,000,000	2,899,980	2,989,249	0	10,751	0	10,751	0	3,000,000	0	0	0	150,000	09/15/2014	2FE.....
257375 AB 1	DOMINION GAS HOLDINGS LLC.....		08/06/2014	DIRECT.....		1,298,578	1,300,000	1,298,466	1,298,494	0	84	0	84	0	1,298,578	0	0	0	36,407	11/01/2023	1FE.....
26439V AB 3	DUKE CAPITAL CORP.....		08/15/2014	MATURITY.....		2,000,000	2,000,000	1,978,740	1,997,957	0	2,043	0	2,043	0	2,000,000	0	0	0	113,360	08/15/2014	2FE.....
460146 BU 6	INTERNATIONAL PAPER CO.....		09/08/2014	CALLED THRU ISSUER.....		1,044,309	1,016,000	1,013,917	1,015,715	0	154	0	154	0	1,015,869	0	28,440	28,440	38,854	04/01/2015	2FE.....
65473Q AL 7	NISOURCE FINANCE CORP.....		07/15/2014	MATURITY.....		2,000,000	2,000,000	2,062,140	2,004,367	0	(4,367)	0	(4,367)	0	2,000,000	0	0	0	108,000	07/15/2014	2FE.....
771196 AS 1	ROCHE HOLDINGS INC.....		08/29/2014	CALLED THRU ISSUER.....		323,689	278,000	291,636	286,126	0	(919)	0	(919)	0	285,207	0	38,482	38,482	9,696	03/01/2019	1FE.....
78387G AL 7	SBC COMMUNICATIONS.....		07/15/2014	CALLED THRU ISSUER.....		2,189,515	2,000,000	1,972,080	1,991,419	0	1,783	0	1,783	0	1,993,202	0	196,313	196,313	65,625	06/15/2016	1FE.....
786514 BM 0	SAFEWAY INC.....		08/15/2014	MATURITY.....		5,000,000	5,000,000	5,138,550	5,011,249	0	(11,249)	0	(11,249)	0	5,000,000	0	0	0	281,250	08/15/2014	2FE.....
87927V AL 2	TELECOM ITALIA CAPITAL.....	F..	09/30/2014	MATURITY.....		5,000,000	5,000,000	4,919,795	4,991,851	0	8,149	0	8,149	0	5,000,000	0	0	0	247,500	09/30/2014	3FE.....
3899999. Total Bonds - Industrial and Miscellaneous.....						25,162,448	24,594,000	24,578,514	24,587,485	0	6,248	0	6,248	0	24,593,733	0	568,715	568,715	1,141,692	XXX...	XXX...
8399997. Total Bonds - Part 4.....						25,222,061	24,653,613	24,638,089	24,647,053	0	6,291	0	6,291	0	24,653,346	0	568,715	568,715	1,144,208	XXX...	XXX...
8399999. Total Bonds.....						25,222,061	24,653,613	24,638,089	24,647,053	0	6,291	0	6,291	0	24,653,346	0	568,715	568,715	1,144,208	XXX...	XXX...
9999999. Total Bonds, Preferred and Common Stocks.....						25,222,061	XXX.....	24,638,089	24,647,053	0	6,291	0	6,291	0	24,653,346	0	568,715	568,715	1,144,208	XXX...	XXX...

QE05

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

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

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

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

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

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

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

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

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

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

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

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

U.S. FINANCIAL LIFE INSURANCE COMPANY

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
FIFTH THIRD BANK..... CINCINNATI, OH.....		.....0.000	.....0	.....0	.....878,430	.....(5,487,566)	.....(7,061,511)	XXX..
JPMORGAN CHASE..... NEW YORK, NY.....		.....0.000	.....0	.....0	.....12,293,067	.....18,276,822	.....16,385,174	XXX..
0199999. Total Open Depositories.....	...XXX	...XXX	.....0	.....0	.....13,171,497	.....12,789,256	.....9,323,663	XXX..
0399999. Total Cash on Deposit.....	...XXX	...XXX	.....0	.....0	.....13,171,497	.....12,789,256	.....9,323,663	XXX..
0599999. Total Cash.....	...XXX	...XXX	.....0	.....0	.....13,171,497	.....12,789,256	.....9,323,663	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
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NONE