

QUARTERLY STATEMENT

OF THE

of _____
in the state of _____

TO THE

Insurance Department

OF THE

STATE OF

FOR THE QUARTER ENDED

June 30, 2009

PROPERTY AND CASUALTY

2009



24017200920100102

QUARTERLY STATEMENT

AS OF JUNE 30, 2009
OF THE CONDITION AND AFFAIRS OF THE

The Beacon Mutual Insurance Company

NAIC Group Code 3490 (Current Period) 3490 (Prior Period) NAIC Company Code 24017 Employer's ID Number 05-0458697

Organized under the Laws of Rhode Island Country of Domicile US State of Domicile or Port of Entry Rhode Island

Incorporated/Organized: July 11, 1990 Commenced Business: August 12, 1992

Statutory Home Office: One Beacon Centre (Street and Number), Warwick, RI 02886-1378 (City or Town, State and Zip Code)

Main Administrative Office: One Beacon Centre (Street and Number), Warwick, RI 02886-1378 (City or Town, State and Zip Code) 401-825-2667 (Area Code) (Telephone Number)

Mail Address: One Beacon Centre (Street and Number or P.O. Box), Warwick, RI 02886-1378 (City or Town, State and Zip Code)

Primary Location of Books and Records: One Beacon Centre (Street and Number), Warwick, RI 02886-1378 (City or Town, State and Zip Code) 401-825-2667 (Area Code) (Telephone Number)

Internet Website Address: www.beaconmutual.com

Statutory Statement Contact: Ann Lazzareschi (Name) 401-825-2621 (Area Code) (Telephone Number) (Extension) alazzareschi@beaconmutual.com (E-Mail Address) 401-825-2659 (Fax Number)

OFFICERS

Table with 2 columns: Name, Title. Rows include James Vincent Rosati (President & CEO), Clifford Leo Parent Jr. (COO & Assistant Secretary), Cynthia Lee Lawlor (Chief Financial Officer).

VICE-PRESIDENTS

Table with 4 columns: Name, Title, Name, Title. Rows include Clifford Leo Parent Jr. (Executive Vice President & COO), Robert Glenn DeOrsey (Vice President), Michael Dennis Lynch (Vice President), Pamela Lee Alarie (Vice President), Patrick Michael Fletcher (Vice President), Brian Joseph Spero (Vice President).

DIRECTORS OR TRUSTEES

Table with 4 columns: Name, Title, Name, Title. Rows include Margaret Mary Antone, Sandra Marie Powell, John Francis Treanor, Harry Robert Bacon, James Vincent Rosati, Raymond Christopher Coia, Michael John Ruggieri, Richard James DeRienzo, Carol Elaine Saccucci.

State of Rhode Island

County of Kent ss

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

(Signature) James Vincent Rosati (Printed Name) 1. President & CEO (Title) (Signature) Clifford Leo Parent Jr. (Printed Name) 2. COO & Assistant Secretary (Title) (Signature) Cynthia Lee Lawlor (Printed Name) 3. Chief Financial Officer (Title)

Subscribed and sworn to before me this day of , 2009

a. Is this an original filing? [X] Yes [] No
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	333,527,264		333,527,264	311,258,297
2. Stocks:				
2.1 Preferred stocks	17,573,400		17,573,400	18,450,625
2.2 Common stocks	34,367,809		34,367,809	31,721,714
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	13,737,657		13,737,657	13,922,385
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ (2,096,477)), cash equivalents (\$ 0), and short-term investments (\$ 15,144,005)	13,047,528		13,047,528	33,878,349
6. Contract loans (including \$ 0 premium notes)				
7. Other invested assets	402,792		402,792	372,744
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	412,656,450		412,656,450	409,604,114
11. Title plants less \$ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	4,284,462		4,284,462	4,227,007
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	4,876,053	236,369	4,639,684	3,606,916
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ (1,800,000) earned but unbilled premiums)	17,955,953	1,143	17,954,810	24,575,899
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	304,199		304,199	548,816
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	1,076,287	896,869	179,418	218,572
19. Furniture and equipment, including health care delivery assets (\$ 0)	166,991	166,991		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	221,248		221,248	46,662
22. Health care (\$ 0) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	3,719,225	2,896,217	823,008	863,977
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	445,260,868	4,197,589	441,063,279	443,691,963
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	445,260,868	4,197,589	441,063,279	443,691,963

DETAILS OF WRITE-IN LINES				
0901.	NONE			
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)				
2301. Prepaid Expenses	1,876,607	1,876,607		
2302. Rabbi Trust Account	823,008		823,008	863,788
2303. Miscellaneous Receivables	655,589	655,589		189
2398. Summary of remaining write-ins for Line 23 from overflow page	364,021	364,021		
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	3,719,225	2,896,217	823,008	863,977

LIABILITIES, SURPLUS AND OTHER FUNDS

	1	2
	Current Statement Date	December 31, Prior Year
1. Losses (current accident year \$ 29,179,283)	187,648,769	192,594,654
2. Reinsurance payable on paid losses and loss adjustment expenses	189,715	97,410
3. Loss adjustment expenses	32,342,417	32,875,234
4. Commissions payable, contingent commissions and other similar charges	2,290,640	3,806,324
5. Other expenses (excluding taxes, licenses and fees)	6,340,243	6,933,072
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	10,373,123	6,787,840
7.1 Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))		
7.2 Net deferred tax liability		
8. Borrowed money \$ 0 and interest thereon \$ 0		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 0 and including warranty reserves of \$ 0)	45,852,442	53,944,043
10. Advance premium	1,387,656	2,559,722
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	405,741	
12. Ceded reinsurance premiums payable (net of ceding commissions)		258,599
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	20,775	43,527
15. Remittances and items not allocated	44,176	54,763
16. Provision for reinsurance		
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates		
20. Payable for securities	9,236,397	
21. Liability for amounts held under uninsured plans		
22. Capital notes \$ 0 and interest thereon \$ 0		
23. Aggregate write-ins for liabilities	2,934,053	1,837,761
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23)	299,066,147	301,792,949
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	299,066,147	301,792,949
27. Aggregate write-ins for special surplus funds		
28. Common capital stock		
29. Preferred capital stock		
30. Aggregate write-ins for other than special surplus funds	20,758,685	20,758,685
31. Surplus notes		
32. Gross paid in and contributed surplus		
33. Unassigned funds (surplus)	121,238,447	121,140,329
34. Less treasury stock, at cost:		
34.1 0 shares common (value included in Line 28 \$ 0)		
34.2 0 shares preferred (value included in Line 29 \$ 0)		
35. Surplus as regards policyholders (Lines 27 to 33, less 34)	141,997,132	141,899,014
36. Totals	441,063,279	443,691,963

DETAILS OF WRITE-IN LINES		
2301. Retroactive Reinsurance Reserve Assumed	377,866	380,052
2302. Accrued Retrospective Return Premium	2,556,187	1,457,709
2303.		
2398. Summary of remaining write-ins for Line 23 from overflow page		
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	2,934,053	1,837,761
2701.		
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page	NONE	
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)		
3001. Capital assessment by RI Dept of Labor to provide residual market	20,758,685	20,758,685
3002.		
3003.		
3098. Summary of remaining write-ins for Line 30 from overflow page		
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	20,758,685	20,758,685

STATEMENT OF INCOME

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 43,907,068)	51,143,938	63,375,647	115,998,196
1.2 Assumed (written \$ 1,360,439)	1,184,945	1,260,124	2,729,632
1.3 Ceded (written \$ 2,513,041)	2,513,041	5,391,654	9,971,606
1.4 Net (written \$ 42,754,466)	49,815,842	59,244,117	108,756,222
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 36,037,656):			
2.1 Direct	42,574,622	32,439,719	55,603,060
2.2 Assumed	563,553	521,736	2,804,567
2.3 Ceded	11,413,661	3,098,038	(4,620,074)
2.4 Net	31,724,514	29,863,417	63,027,701
3. Loss adjustment expenses incurred	9,161,183	9,038,954	15,696,463
4. Other underwriting expenses incurred	16,757,721	19,656,885	35,277,702
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	57,643,418	58,559,256	114,001,866
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(7,827,576)	684,861	(5,245,644)
INVESTMENT INCOME			
9. Net investment income earned	8,189,385	8,528,265	16,394,307
10. Net realized capital gains (losses) less capital gains tax of \$ 0	1,742,207	7,119,815	(3,146,093)
11. Net investment gain (loss) (Lines 9 + 10)	9,931,592	15,648,080	13,248,214
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 64,618 amount charged off \$ 435,706)	(371,088)	(495,238)	(359,763)
13. Finance and service charges not included in premiums	91,475	104,165	178,720
14. Aggregate write-ins for miscellaneous income	5,798	388,167	2,387,749
15. Total other income (Lines 12 through 14)	(273,815)	(2,906)	2,206,706
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	1,830,201	16,330,035	10,209,276
17. Dividends to policyholders	2,061,038	2,776,051	6,284,776
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	(230,837)	13,553,984	3,924,500
19. Federal and foreign income taxes incurred			
20. Net income (Line 18 minus Line 19) (to Line 22)	(230,837)	13,553,984	3,924,500
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	141,899,014	144,066,904	144,066,904
22. Net income (from Line 20)	(230,837)	13,553,984	3,924,500
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$ 0	1,021,673	(4,263,970)	(7,366,774)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax			
27. Change in nonadmitted assets	(1,162,223)	(381,857)	1,274,384
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	469,505		
38. Change in surplus as regards policyholders (Lines 22 through 37)	98,118	8,908,157	(2,167,890)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	141,997,132	152,975,061	141,899,014

DETAILS OF WRITE-IN LINES			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 05 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)			
1401. Miscellaneous Income (Expenses)	5,779	396,666	2,443,183
1402. Interest Expense	(181)	(500)	(4,102)
1403. Gain on Disposal of Assets	200		6,581
1498. Summary of remaining write-ins for Line 14 from overflow page		(7,999)	(57,913)
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	5,798	388,167	2,387,749
3701. Prior Period Adjustment	469,505		
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above)	469,505		

CASH FLOW

	1	2
Cash from Operations	Current Year To Date	Prior Year Ended December 31
1. Premiums collected net of reinsurance	46,973,030	112,962,270
2. Net investment income	8,692,848	17,335,430
3. Miscellaneous income	(273,815)	(3,411,468)
4. Total (Lines 1 to 3)	55,392,063	126,886,232
5. Benefit and loss related payments	36,339,864	77,587,425
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	24,968,563	59,777,096
8. Dividends paid to policyholders	1,655,298	6,342,242
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)		
10. Total (Lines 5 through 9)	62,963,725	143,706,763
11. Net cash from operations (Line 4 minus Line 10)	(7,571,662)	(16,820,531)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	78,954,608	396,927,961
12.2 Stocks	53,809,230	33,728,036
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains (or losses) on cash, cash equivalents and short-term investments		29,070
12.7 Miscellaneous proceeds	9,236,397	226,307
12.8 Total investment proceeds (Lines 12.1 to 12.7)	142,000,235	430,911,374
13. Cost of investments acquired (long-term only):		
13.1 Bonds	99,343,169	377,020,201
13.2 Stocks	55,063,454	35,369,417
13.3 Mortgage loans		
13.4 Real estate		50,575
13.5 Other invested assets		20,000
13.6 Miscellaneous applications		
13.7 Total investments acquired (Lines 13.1 to 13.6)	154,406,623	412,460,193
14. Net increase (or decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(12,406,388)	18,451,181
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	(852,772)	226,050
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(852,772)	226,050
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(20,830,822)	1,856,700
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	33,878,349	32,021,649
19.2 End of period (Line 18 plus Line 19.1)	13,047,527	33,878,349

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

20.0001		
20.0002		
20.0003		

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of The Beacon Mutual Insurance Company (the "Company") have been prepared in conformity with insurance accounting practices prescribed or permitted by the Rhode Island Department of Business Regulation Insurance Division. The State of Rhode Island requires insurance companies domiciled in the State of Rhode Island to prepare their statutory financial statements in accordance with the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual.

SSAP 97 requires investments in subsidiaries to be carried at the entity's underlying audited statutory equity. As the Castle Hill Insurance subsidiary ("Castle Hill") has been inactive since its inception, the State of Rhode Island has granted the subsidiary an exemption from filing audited financial statements. As such, the State of Rhode Island has also granted a permitted practice to allow Castle Hill to be recorded on the Company's balance sheet as an invested asset at its unaudited statutory equity value.

A permitted practice has also been granted by the State of Rhode Island for the Company's shared earnings program. The shared earnings contracts are loss sensitive contracts with the exception that approval is required by the Company's Board of Directors. In compliance with Statement of Statutory Accounting Principles No. 66, *Retrospectively Rated Contracts*, (SSAP 66), loss sensitive insurance policies are to be treated as retrospectively-rated contracts. The permitted practice grants the Company approval to treat the shared earnings contracts for all policies written with effective dates through December 31, 2007 as policyholder dividends. In accordance with the permitted practice, the Company records shared earnings in policyholder dividends within the Statement of Operations and Changes in Policyholders' Surplus, as they are approved by the Board of Directors. Policies with effective dates subsequent to December 31, 2007, which have return retrospective premium related to the shared earnings plan, are accounted for as retrospectively-rated policies, which are estimated and accrued from policy inception up to eighteen months. In accordance with SSAP 66, such adjustments are recorded as a payable on the Statement of Admitted Assets, Liabilities, and Policyholders' Surplus with a corresponding adjustment to written or earned premium in the Statement of Operations and Changes in Policyholders' Surplus. The shared earnings endorsement requires the policy to be evaluated for eligibility of retrospective premium eighteen months after the policy effective date. As such, all policies with effective dates of December 31, 2007 and prior will be evaluated by June 30, 2009.

A summary of the impact of the permitted practices on the Company's net income and surplus as a result of recording Castle Hill as an invested asset and treating shared earnings as dividends in lieu of retrospectively-rated policies, is estimated to be as follows:

	June 30, 2009		December 31, 2008	
	Surplus	Net Income	Surplus	Net Income
NAIC SAP	\$ 119,166,094	\$ 1,639,219	\$ 117,587,031	\$ 8,101,476
State Permitted Practice:				
Shared Earnings as Dividend	-	(1,870,056)	1,870,056	(4,176,976)
Value of Castle Hill Subsidiary	22,831,039		22,441,927	
Rhode Island Basis	\$ 141,997,133	\$ (230,837)	\$ 141,899,014	\$ 3,924,500

(B & C) No change.

2. Accounting Changes and Corrections of Errors

Not applicable.

3. Business Combinations and Goodwill

Not applicable.

4. Discontinued Operations

Not applicable.

NOTES TO FINANCIAL STATEMENTS

5. Investments
No change.
6. Joint Ventures, Partnerships and Limited Liability Companies
No significant change.
7. Investment Income
No change.
8. Derivative Instruments
Not applicable.
9. Income Taxes
No change.
10. Information Concerning Parent, Subsidiaries and Affiliates
No significant change.
11. Debt
Not applicable.
12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
No significant change.
13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
No significant change.
14. Contingencies
No significant change.
15. Leases
No significant change.
16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
Not applicable.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
Not applicable.
18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
Not applicable.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
Not applicable.
20. Other Items
No significant changes.
21. Events Subsequent
No change.
22. Reinsurance
No significant change.

NOTES TO FINANCIAL STATEMENTS

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change.

24. Changes in Incurred Losses and Loss Adjustment Expenses

No significant change.

25. Intercompany Pooling Arrangements

Not applicable.

26. Structured Settlements

No change.

27. Health Care Receivables

Not applicable.

28. Participating Policies

Not applicable.

29. Premium Deficiency Reserves

No change.

30. High Deductibles

Not applicable.

31. Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses

Not applicable.

32. Asbestos and Environmental Reserves

No change.

33. Subscriber Savings Accounts

Not applicable.

34. Multiple Peril Crop Insurance

Not applicable.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

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. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y – Part 1 – organizational chart.

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 the 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 [] N/A [X]
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. _____ 12/31/2007

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. _____ 12/31/2007

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). _____ 10/01/2008

6.4 By what department or departments?
Department of Business Regulation, Rhode Island
.....
.....
.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information
.....
.....
.....

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

GENERAL INTERROGATORIES

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 [] No [X]

8.4 If 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 Office of Thrift Supervision (OTS), 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 OTS	6 FDIC	7 SEC
.....
.....

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules, and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

Yes [X] No []

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

.....

9.2 Has the code of ethics for senior managers been amended?

Yes [] No [X]

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 [X]

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

.....

FINANCIAL

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

Yes [X] No []

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

\$ _____

INVESTMENT

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

Yes [] No [X]

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

.....

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

\$ _____

GENERAL INTERROGATORIES

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

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	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ _____	\$ _____
14.22 Preferred Stock	\$ 15,000,000	\$ 15,000,000
14.23 Common Stock	\$ 7,441,927	\$ 7,831,039
14.24 Short-Term Investments	\$ _____	\$ _____
14.25 Mortgage Loans on Real Estate	\$ _____	\$ _____
14.26 All Other	\$ _____	\$ _____
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 22,441,927	\$ 22,831,039
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$ _____	\$ _____

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. 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 3, III Conducting Examinations, F – Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes No

16.1 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
Bank of America	100 Federal Street, Boston, MA 02110

16.2 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)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes No

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

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

GENERAL INTERROGATORIES

16.5 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
105900	New England Asset Management	76 Batterson Park Road; Farmington, CT 06032

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

Yes No

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [] No [] N/A [X]
 If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [] No [X]
 If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]

3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero? Yes [] No [X]

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
.....
.....
.....
TOTAL		

NONE Schedule F

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid		
		Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1. Alabama	AL	N						
2. Alaska	AK	N						
3. Arizona	AZ	N						
4. Arkansas	AR	N						
5. California	CA	N						
6. Colorado	CO	N						
7. Connecticut	CT	N						
8. Delaware	DE	N						
9. District of Columbia	DC	N						
10. Florida	FL	N						
11. Georgia	GA	N						
12. Hawaii	HI	N						
13. Idaho	ID	N						
14. Illinois	IL	N						
15. Indiana	IN	N						
16. Iowa	IA	N						
17. Kansas	KS	N						
18. Kentucky	KY	N						
19. Louisiana	LA	N						
20. Maine	ME	N						
21. Maryland	MD	N						
22. Massachusetts	MA	L						
23. Michigan	MI	N						
24. Minnesota	MN	N						
25. Mississippi	MS	N						
26. Missouri	MO	N						
27. Montana	MT	N						
28. Nebraska	NE	N						
29. Nevada	NV	N						
30. New Hampshire	NH	N						
31. New Jersey	NJ	N						
32. New Mexico	NM	N						
33. New York	NY	N						
34. North Carolina	NC	N						
35. North Dakota	ND	N						
36. Ohio	OH	N						
37. Oklahoma	OK	N						
38. Oregon	OR	N						
39. Pennsylvania	PA	N						
40. Rhode Island	RI	L	43,907,068	58,215,664	35,243,954	39,312,470	243,876,010	250,716,828
41. South Carolina	SC	N						
42. South Dakota	SD	N						
43. Tennessee	TN	N						
44. Texas	TX	N						
45. Utah	UT	N						
46. Vermont	VT	N						
47. Virginia	VA	N						
48. Washington	WA	N						
49. West Virginia	WV	N						
50. Wisconsin	WI	N						
51. Wyoming	WY	N						
52. American Samoa	AS	N						
53. Guam	GU	N						
54. Puerto Rico	PR	N						
55. U.S. Virgin Islands	VI	N						
56. Northern Mariana Islands	MP	N						
57. Canada	CN	N						
58. Aggregate Other Alien	OT	X X X						
59. Totals	(a) 2		43,907,068	58,215,664	35,243,954	39,312,470	243,876,010	250,716,828

DETAILS OF WRITE-INS							
5801.	X X X						
5802.	X X X						
5803.	X X X						
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X						
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X						

NONE

(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

The Beacon Mutual Insurance Company (RI)
(Parent – 100% Owner)
NAIC # - 24017
FEIN # - 05-0458697

Castle Hill Insurance Company (RI)
(Subsidiary)
NAIC # - 11837
FEIN # - 20-0317088

PART 1 – LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire				
2. Allied lines				
3. Farmowners multiple peril				
4. Homeowners multiple peril				
5. Commercial multiple peril				
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine				
10. Financial guaranty				
11.1 Medical professional liability-occurrence				
11.2 Medical professional liability-claims made				
12. Earthquake				
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	51,143,937	42,574,622	83.2	51.2
17.1 Other liability-occurrence				
17.2 Other liability-claims made				
18.1 Products liability-occurrence				
18.2 Products liability-claims made				
19.1, 19.2 Private passenger auto liability				
19.3, 19.4 Commercial auto liability				
21. Auto physical damage				
22. Aircraft (all perils)				
23. Fidelity				
24. Surety				
26. Burglary and theft				
27. Boiler and machinery				
28. Credit				
29. International				
30. Warranty				
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business				
35. TOTALS	51,143,937	42,574,622	83.2	

DETAILS OF WRITE-INS			
3401.	NONE		
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

PART 2 – DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
	1. Fire		
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine			
10. Financial guaranty			
11.1 Medical professional liability-occurrence			
11.2 Medical professional liability-claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation	14,998,404	43,907,068	58,215,664
17.1 Other liability-occurrence			
17.2 Other liability-claims made			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1, 19.2 Private passenger auto liability			
19.3, 19.4 Commercial auto liability			
21. Auto physical damage			
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business			
35. TOTALS	14,998,404	43,907,068	58,215,664

DETAILS OF WRITE-INS			
3401.	NONE		
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2009 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2009 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2009 Loss and LAE Payments (Cols 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss & LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 - 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 - 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2006 + prior	54,014	49,662	103,676	10,569		10,569	43,540		44,701	88,241	95	(4,961)	(4,866)
2. 2007	29,707	23,055	52,762	7,538	8	7,546	22,816	82	19,856	42,754	647	(3,109)	(2,462)
3. Subtotals 2007 + prior	83,721	72,717	156,438	18,107	8	18,115	66,356	82	64,557	130,995	742	(8,070)	(7,328)
4. 2008	35,419	33,613	69,032	16,392	665	17,057	29,351	2,442	22,244	54,037	10,324	(8,262)	2,062
5. Subtotals 2008 + prior	119,140	106,330	225,470	34,499	673	35,172	95,707	2,524	86,801	185,032	11,066	(16,332)	(5,266)
6. 2009	X X X	X X X	X X X	X X X	11,193	11,193	X X X	21,651	13,308	34,959	X X X	X X X	X X X
7. Totals	119,140	106,330	225,470	34,499	11,866	46,365	95,707	24,175	100,109	219,991	11,066	(16,332)	(5,266)

8. Prior Year-End Surplus As Regards Policyholders

141,899

Col. 11, Line 7	Col. 12, Line 7	Col. 13, Line 7
As % of Col. 1, Line 7	As % of Col. 2, Line 7	As % of Col. 3, Line 7
1. <u>9.288</u>	2. <u>-15.360</u>	3. <u>-2.336</u>
Col. 13, Line 7 Line 8		
		4. <u>-3.711</u>

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

Bar Code:



OVERFLOW PAGE FOR WRITE-INS

Page 2 - Continuation

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
REMAINING WRITE-INS AGGREGATED AT LINE 23 FOR OTHER THAN INVESTED ASSETS				
2304. Transferable State Tax Credit	364,021	364,021		
2305.				
2306.				
2307.				
2308.				
2309.				
2310.				
2311.				
2312.				
2313.				
2314.				
2315.				
2316.				
2317.				
2318.				
2319.				
2320.				
2321.				
2322.				
2323.				
2324.				
2325.				
2397. Totals (Lines 2304 through 2325) (Page 2, Line 2398)	364,021	364,021		

OVERFLOW PAGE FOR WRITE-INS

Page 4 - Continuation

STATEMENT OF INCOME

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
REMAINING WRITE-INS AGGREGATED AT LINE 14 FOR MISCELLANEOUS INCOME			
1404. Impaired Loss - Subsidiary		(7,999)	(7,999)
1405. Retroactive Reinsurance Gain (Loss)			(49,914)
1406.			
1407.			
1408.			
1409.			
1410.			
1411.			
1412.			
1413.			
1414.			
1415.			
1416.			
1417.			
1418.			
1419.			
1420.			
1421.			
1422.			
1423.			
1424.			
1425.			
1497. Totals (Lines 1404 through 1425) (Page 4, Line 1498)		(7,999)	(57,913)

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	13,922,385	14,240,834
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		50,575
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation	184,728	369,024
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)	13,737,657	13,922,385
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	13,737,657	13,922,385

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

NONE**SCHEDULE BA - VERIFICATION****Other Long-Term Invested Assets**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	372,744	470,156
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		20,000
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	30,048	(115,054)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		2,358
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	402,792	372,744
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	402,792	372,744

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	361,430,636	390,693,562
2. Cost of bonds and stocks acquired	154,406,622	412,389,608
3. Accrual of discount	58,687	152,325
4. Unrealized valuation increase (decrease)	983,077	(6,486,884)
5. Total gain (loss) on disposals	1,742,206	7,004,426
6. Deduct consideration for bonds and stocks disposed of	132,763,836	430,655,984
7. Deduct amortization of premium	388,919	1,261,526
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		10,404,891
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	385,468,473	361,430,636
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	385,468,473	361,430,636

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	322,232,167	62,772,277	49,050,240	(8,386,198)	322,232,167	327,568,006		326,982,356
2. Class 2 (a)	17,507,809		5,795,319	6,908,655	17,507,809	18,621,145		19,801,280
3. Class 3 (a)	1,512,119		1,085,000	1,635,773	1,512,119	2,062,892		
4. Class 4 (a)	381,196		49,077	(7,893)	381,196	324,226		
5. Class 5 (a)								
6. Class 6 (a)	95,000				95,000	95,000		95,000
7. Total Bonds	341,728,291	62,772,277	55,979,636	150,337	341,728,291	348,671,269		346,878,636
PREFERRED STOCK								
8. Class 1	15,756,000			(256,000)	15,756,000	15,500,000		16,140,000
9. Class 2	981,400			540,400	981,400	1,521,800		1,872,400
10. Class 3								438,225
11. Class 4	304,500		606,305	301,805	304,500			
12. Class 5								
13. Class 6	298,800			252,800	298,800	551,600		
14. Total Preferred Stock	17,340,700		606,305	839,005	17,340,700	17,573,400		18,450,625
15. Total Bonds & Preferred Stock	359,068,991	62,772,277	56,585,941	989,342	359,068,991	366,244,669		365,329,261

(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	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	15,144,005	X X X	15,192,165	97,236	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	35,620,338	33,509,746
2. Cost of short-term investments acquired	64,683,279	409,513,708
3. Accrual of discount	4,689	17,101
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		29,070
6. Deduct consideration received on disposals	85,113,657	407,300,955
7. Deduct amortization of premium	50,644	148,332
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	15,144,005	35,620,338
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	15,144,005	35,620,338

NONE Schedule DB - Part F - Section 1

NONE Schedule DB - Part F - Section 2

NONE Schedule E Verification

NONE Schedule A - Part 2 and 3

NONE Schedule B - Part 2 and 3

NONE Schedule BA - Part 2 and 3

SCHEDULE D - PART 3

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

1 CUSIP Ident- ification	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)
912828-KQ-2	UNITED STATES TREASURY NOTE		06/11/2009	RBS SECURITIES INC		938,988	1,000,000.00	2,378	1
912828-KV-1	UNITED STATES TREASURY NOTE		06/23/2009	MORGAN STANLEY & CO		3,422,492	3,500,000.00	5,164	1
0399999	Total Bonds U. S. Government				X X X	4,361,480	4,500,000.00	7,542	X X X
31397M-N3-7	FANNIE MAE 08-95 AD		06/26/2009	RBS SECURITIES INC		1,037,410	1,000,516.00		1
73358W-AG-9	PORT AUTH N Y & N J		06/18/2009	SALOMON SMITH BARNEY		3,100,000	3,100,000.00		1FE
BCC189-XY-0	PRLM JF-570 JA		06/30/2009	JEFFERIES & COMPANY, INC.		2,038,750	2,000,000.00	7,250	1FE
3199999	U.S. Total Bonds Special Revenue and Special Assessment and all Non-Guaranteed Obligations				X X X	6,176,160	6,100,516.00	7,250	X X X
071813-AZ-2	BAXTER INTERNATIONAL INC		05/28/2009	PARIBAS CORPORATION		3,279,803	3,250,000.00	34,667	1FE
17290C-AB-2	FDIC GTD TLGP CITIGROUP INC		04/30/2009	CITIGROUP GLOBAL MARKETS		4,737,603	4,750,000.00		1FE
20825C-AR-5	CONOCOPHILLIPS		05/14/2009	CITIGROUP GLOBAL MARKETS		3,302,358	3,250,000.00	55,024	1FE
20825C-AT-1	CONOCOPHILLIPS		06/23/2009	WACHOVIA CAPITAL MARKETS		511,490	500,000.00	2,236	1FE
291011-AZ-7	EMERSON ELECTRIC CO		04/14/2009	JP MORGAN SECURITIES INC.		1,995,060	2,000,000.00		1FE
36186C-BF-9	GMAC LLC FDIC GTD TLGP		06/08/2009	BARCLAYS CAPITAL		6,878,970	7,000,000.00	1,283	1FE
369604-BC-6	GENERAL ELECTRIC CO		05/06/2009	BARCLAYS CAPITAL		481,610	500,000.00	11,302	1FE
589331-AP-2	MERCK & CO INC		06/30/2009	BARCLAYS CAPITAL		3,049,320	3,000,000.00	3,667	1FE
913017-BQ-1	UNITED TECHNOLOGIES CORP		04/07/2009	MORGAN STANLEY & CO		2,388,060	2,250,000.00	44,023	1FE
05565Q-BL-1	BP CAPITAL MARKETS PLC	F	05/29/2009	BARCLAYS CAPITAL		247,413	250,000.00	629	1FE
85771S-AA-4	STATOILHYDRO ASA	F	05/13/2009	VARIOUS		2,525,341	2,500,000.00	9,115	1FE
85771S-AB-2	STATOILHYDRO ASA	F	04/16/2009	BANK OF AMERICA		1,992,140	2,000,000.00		1FE
3899999	Total Bonds Industrial and Miscellaneous (Unaffiliated)				X X X	31,389,168	31,250,000.00	161,946	X X X
8399997	Total Bonds Part 3				X X X	41,926,808	41,850,516.00	176,738	X X X
8399998	Summary Item from Part 5 for Bonds				X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds				X X X	41,926,808	41,850,516.00	176,738	X X X
026874-10-7	AMERICAN INTERNATIONAL GROUP INC		06/26/2009	SETTLEMENTS	0.010				L
9099999	Total Common Stock Industrial and Miscellaneous (Unaffiliated)				X X X		X X X		X X X
78462F-10-3	S & P 500 DEPOSITARY RECEIPTS		06/01/2009	VARIOUS	547,600.000	51,027,333			L
9299999	Total Common Stock Mutual Funds				X X X	51,027,333	X X X		X X X
9799997	Total Common Stock Part 3				X X X	51,027,333	X X X		X X X

E4

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
3128X6-EG-7	FREDDIE MAC		06/29/2009	SECURITY CALLED B		2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				63,000	06/29/2017	1
3128X6-UQ-7	FREDDIE MAC		06/17/2009	SECURITY CALLED B		2,000,000	2,000,000.00	2,000,000	2,000,000						2,000,000				50,000	12/17/2014	1
3128X7-DM-3	FREDDIE MAC		04/01/2009	SECURITY CALLED B		3,000,000	3,000,000.00	2,989,688	2,991,012						2,991,238		8,762	8,762	60,000	04/01/2014	1
31331S-RZ-8	FEDERAL FARM CREDIT BANK		04/15/2009	MATURITY		500,000	500,000.00	509,675	502,539	(2,539)			(2,539)		500,000				10,313	04/15/2009	1
31331V-ZW-9	FEDERAL FARM CREDIT BANK		05/27/2009	SECURITY CALLED B		2,000,000	2,000,000.00	1,994,600	1,995,858		148		148		1,996,006		3,994	3,994	61,000	11/27/2015	1
31331Y-Y9-5	FEDERAL FARM CREDIT BANK		06/23/2009	SECURITY CALLED B		3,000,000	3,000,000.00	3,000,000	3,000,000						3,000,000				84,750	06/23/2016	1
31331Y-ZY-9	FEDERAL FARM CREDIT BANK		04/01/2009	MATURITY		4,000,000	4,000,000.00	4,003,240	4,000,819		(819)		(819)		4,000,000				44,000	04/01/2009	1
3133XQ-JT-0	FEDERAL HOME LOAN BANK		04/17/2009	SECURITY CALLED B		3,000,000	3,000,000.00	2,995,500	2,995,663		39		39		2,995,701		4,299	4,299	80,625	04/17/2023	1
3136F9-BR-3	FANNIE MAE		06/12/2009	SECURITY CALLED B		5,000,000	5,000,000.00	4,994,000	4,994,429		167		167		4,994,595		5,405	5,405	191,250	03/12/2018	1
36241K-YZ-5	GOVERNMENT NATL MTG ASSOC #7		06/01/2009	PAYDOWN		58,327	58,327.00	59,494		(28)			(28)		58,327				588	06/01/2038	1
36296H-Q6-9	GOVERNMENT NATL MTG ASSOC #6		06/01/2009	PAYDOWN		27,221	27,221.00	27,766		(10)			(10)		27,221				313	05/01/2038	1
36296Q-LY-3	GOVERNMENT NATL MTG ASSOC #6		06/01/2009	PAYDOWN		3,584	3,584.00	3,665		(1)			(1)		3,584				29	02/01/2039	1
36296W-WP-7	GOVERNMENT NATL MTG ASSOC #7		06/01/2009	PAYDOWN		3,971	3,971.00	4,061		(1)			(1)		3,971				33	06/01/2038	1
912827-7B-2	UNITED STATES TREASURY NOTES		06/09/2009	RBS SECURITIES INC		3,771,648	3,500,000.00	3,754,414	3,580,885		(10,315)		(10,315)		3,570,570		201,079	201,079	55,594	08/15/2011	1
912828-JF-8	UNITED STATES TREASURY NOTES		06/09/2009	RBS SECURITIES INC		1,534,272	1,500,000.00	1,511,079	1,508,599		(1,925)		(1,925)		1,506,674		27,598	27,598	14,814	07/31/2010	1
0399999	Total - Bonds - U.S. Governments				X X X	29,899,023	29,593,103.0	29,847,182	29,569,804		(15,058)		(15,058)		29,647,887		251,137	251,137	716,309	X X X	X X X
3128M4-CP-6	FEDERAL HOME LN MTG CORP #G02		06/01/2009	PAYDOWN		62,847	62,847.00	61,924	62,798		50		50		62,847				852	05/01/2036	1
31339D-2G-2	FREDDIE MAC -2418 PD		06/01/2009	PAYDOWN		59,769	59,769.00	60,189	59,802		(33)		(33)		59,769				807	12/01/2011	1
31371L-PL-7	FEDERAL NATIONAL MTG ASSOC #2		06/01/2009	PAYDOWN		91,390	91,390.00	94,275		(65)			(65)		91,390				659	11/01/2018	1
31371M-J4-0	FEDERAL NATIONAL MTG ASSOC #2		06/01/2009	PAYDOWN		45,384	45,384.00	45,306	45,380		4		4		45,384				549	05/01/2015	1
31394F-KF-1	FANNIE MAE 05-77 DA		06/01/2009	PAYDOWN		80,385	80,385.00	80,699	80,385						80,385				1,100	10/01/2009	1
31395T-Q8-0	FREDDIE MAC -2962 CJ		06/01/2009	PAYDOWN		47,819	47,819.00	47,873	47,819						47,819				657	07/01/2009	1
31396H-J8-3	FREDDIE MAC -3114 PF		06/15/2009	PAYDOWN		64,750	64,750.00	65,084	64,750						64,750				139	09/15/2035	1
31396V-4B-1	FANNIE MAE 07-58 FG		06/25/2009	PAYDOWN		68,688	68,688.00	68,688	68,688						68,688				175	02/25/2027	1
31407B-WY-1	FEDERAL NATIONAL MTG ASSOC #8		06/01/2009	PAYDOWN		110,014	110,014.00	105,425	109,812		203		203		110,014				1,451	12/01/2034	1
31410G-ME-0	FEDERAL NATIONAL MTG ASSOC #8		06/01/2009	PAYDOWN		18,532	18,532.00	18,718	18,541		(9)		(9)		18,532				249	07/01/2037	1
31410K-3R-3	FEDERAL NATIONAL MTG ASSOC #8		06/01/2009	VARIOUS		1,094,927	1,066,935.00	1,096,109		(1,504)		(1,504)		1,092,253		2,673	2,673	11,620	07/01/2017	1	
31410P-P2-3	FEDERAL NATIONAL MTG ASSOC #8		06/01/2009	PAYDOWN		84,185	84,185.00	84,978	84,231		(46)		(46)		84,185				1,083	09/01/2036	1
31413J-FD-1	FEDERAL NATIONAL MTG ASSOC #9		06/01/2009	PAYDOWN		14,404	14,404.00	14,472	14,405		(1)		(1)		14,404				222	08/01/2037	1
31414S-VL-4	FEDERAL NATIONAL MTG ASSOC #9		06/01/2009	PAYDOWN		173,208	173,208.00	176,483		(103)		(103)		173,208				1,338	02/01/2023	1	
3199999	U.S. Total - Bonds - Special Revenue and Special Assessment Non-Guaranteed Obl				X X X	2,016,302	1,988,310.00	2,020,223	656,611		(1,504)		(1,504)		2,013,628		2,673	2,673	20,901	X X X	X X X
031162-AG-5	AMGEN INC		04/16/2009	BANK OF AMERICA		1,524,675	1,500,000.00	1,503,960	1,502,280		(765)		(765)		1,501,515		23,160	23,160	25,500	11/18/2009	1FE
084664-AM-3	BERKSHIRE HATHAWAY FIN		06/23/2009	BANK OF AMERICA		1,048,730	1,000,000.00	995,410	996,464		283		283		996,747		51,983	51,983	48,025	07/15/2014	1FE
14912L-3U-3	CATERPILLAR FIN SERV CRP		05/19/2009	STIFEL-HANIFEN DIVI		321,356	350,000.00	312,610	313,027		856		856		313,882		7,474	7,474	11,498	04/15/2018	1FE
17290C-AB-2	FDIC GTD TLP CITIGROUP INC		05/15/2009	JEFFERIES & COMPA		1,006,250	1,000,000.00	997,390			28		28		997,418		8,832	8,832	625	05/07/2012	1FE

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

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	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 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ 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.							
37247D-AB-2	GENWORTH FINANCIAL INC		06/10/2009	BARCLAYS CAPITAL		171,000	300,000.00	92,190	92,190						92,190		78,810	78,810	9,750	06/15/2034	2FE
421915-EG-0	HCP INC		05/19/2009	JEFFERIES & COMPA		391,500	450,000.00	369,612	369,612						369,612		21,888	21,888	19,451	09/15/2016	2FE
428236-AM-5	HEWLETT-PACKARD CO		05/08/2009	WACHOVIA CAPITAL		1,039,770	1,000,000.00	1,038,990	1,038,849		(1,330)		(1,330)		1,037,519		2,251	2,251	37,800	03/01/2017	1FE
461202-AA-1	INTUIT INC		05/08/2009	BANK OF AMERICA		270,837	270,000.00	269,987	269,990		1		1		269,991		846	846	9,639	03/15/2012	2FE
466247-CY-7	JP MORGAN MORTGAGE TRUST 04-		06/01/2009	PAYDOWN		36,119	36,119.00	35,932	36,114		4		4		36,119				432	10/01/2019	1FE
46631Q-AA-0	JP MORGAN CHASE COMMERCIAL M		06/01/2009	PAYDOWN		20,809	20,809.00	20,861	20,814		(5)		(5)		20,809				275	02/01/2012	1FE
49306C-AH-4	KEY BANK NA		05/19/2009	KEY BANC CAPITAL M		645,000	750,000.00	500,235	500,235						500,235		144,765	144,765	17,038	07/01/2014	2FE
500255-AF-1	KOHL'S CORPORATION		06/15/2009	PARIBAS CORPORATI		442,305	450,000.00	418,955	418,955						418,955		23,351	23,351	17,853	06/01/2029	2FE
670346-AK-1	NUCOR CORP		05/08/2009	JEFFERIES & COMPA		366,811	350,000.00	350,396	350,374		(8)		(8)		350,366		16,444	16,444	9,214	06/01/2018	1FE
69121P-DE-0	OWNIT MORTGAGE LOAN ASSET-BA		06/01/2009	PAYDOWN		58,066	58,066.00	49,805	49,077						49,077		8,989	8,989	737	10/01/2010	4FE
75970N-BD-8	RENAISSANCE HOME EQUITY LOAN		06/01/2009	PAYDOWN		80,966	80,966.00	80,965	80,966						80,966				839	06/01/2010	1FE
78442F-CJ-5	SLM CORP		05/08/2009	CREDIT SUISSE FIRS		1,190,000	1,750,000.00	1,085,000	1,085,000						1,085,000		105,000	105,000	46,509	05/15/2014	3FE
792860-AH-1	TRAVELERS COS INC		06/09/2009	BANK OF AMERICA		474,774	465,000.00	465,000	465,000						465,000		9,774	9,774	13,569	12/01/2015	1FE
89578S-AN-3	TRIAD AUTO REC OWNER TR 2005-A		06/12/2009	PAYDOWN		146,292	146,292.00	143,475	145,879		413		413		146,292				1,513	06/12/2011	2FE
92922F-G4-4	WAMU MORTGAGE PASS-THROUGH		06/01/2009	PAYDOWN		254,988	254,988.00	254,988	254,988						254,988				2,875	01/01/2010	1FE
939335-2K-0	WASHINGTON MUTUAL MSC MORTG		06/01/2009	PAYDOWN		40,766	40,766.00	41,318	40,945		(179)		(179)		40,766				639	05/01/2032	1FE
02364W-AH-8	AMERICA MOVIL SA DE CV	R	06/09/2009	BANK OF AMERICA		499,685	500,000.00	497,120	497,944		100		100		498,044		1,641	1,641	11,740	01/15/2015	2FE
3899999	Total - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	10,030,699	10,773,006.0	9,524,199	8,528,703		(602)		(602)	9,525,491		505,208	505,208	285,521	X X X	X X X
8399997	Total - Bonds - Part 4					X X X	41,946,024	42,354,419.0	41,391,604	38,755,118		(17,164)		(17,164)	41,187,006		759,018	759,018	1,022,731	X X X	X X X
8399998	Summary Item from Part 5 for Bonds					X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds					X X X	41,946,024	42,354,419.0	41,391,604	38,755,118		(17,164)		(17,164)	41,187,006		759,018	759,018	1,022,731	X X X	X X X
060505-55-9	BANK OF AMERICA CORP 8.625%		06/19/2009	JANNEY MONTGOME		30,000.00	594,585	25.00	606,305						606,305		(11,720)	(11,720)	32,344		P4LFE
8499999	Total - Preferred Stock - Industrial and Miscellaneous (Unaffiliated)					X X X	594,585	X X X	606,305						606,305		(11,720)	(11,720)	32,344	X X X	X X X
8999997	Total - Preferred Stock - Part 4					X X X	594,585	X X X	606,305						606,305		(11,720)	(11,720)	32,344	X X X	X X X
8999998	Summary Item from Part 5 for Preferred Stocks					X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
8999999	Total Preferred Stocks					X X X	594,585	X X X	606,305						606,305		(11,720)	(11,720)	32,344	X X X	X X X
00206R-10-2	AT&T INC		06/01/2009	BARCLAYS CAPITAL		14,925.00	368,016	492,871	374,063	74,211			74,211		492,871		(124,855)	(124,855)	11,501		L

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

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	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 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ 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.							
002824-10-0	ABBOTT LABORATORIES		05/11/2009	MERRILL LYNCH	5,090.00	229,013		262,444	101,937	(16,197)			(16,197)	262,444		(33,432)	(33,432)	2,724		L	
00507V-10-9	ACTIVISION BLIZZARD INC		05/11/2009	MERRILL LYNCH	10,190.00	117,664		110,050	71,280	21,451			21,451	110,050		7,614	7,614			L	
008190-10-0	AFFILIATED COMPUTER SVCS-A		05/11/2009	MERRILL LYNCH	1,670.00	74,549		85,573	76,737	8,836			8,836	85,573		(11,024)	(11,024)			L	
00846U-10-1	AGILENT TECHNOLOGIES INC		05/11/2009	MERRILL LYNCH	2,910.00	54,548		54,094						54,094		454	454			L	
009158-10-6	AIR PRODUCTS & CHEMICALS INC		05/11/2009	MERRILL LYNCH	2,740.00	171,382		143,809	137,740	6,070			6,070	143,809		27,573	27,573	2,439		L	
015351-10-9	ALEXION PHARMACEUTICALS INC		05/11/2009	MERRILL LYNCH	870.00	30,345		29,179	31,485	(2,306)			(2,306)	29,179		1,166	1,166			L	
02209S-10-3	ALTRIA GROUP INC		05/11/2009	MERRILL LYNCH	4,770.00	80,687		73,572	71,836	1,735			1,735	73,572		7,115	7,115	3,053		L	
025816-10-9	AMERICAN EXPRESS COMPANY		05/11/2009	MERRILL LYNCH	2,850.00	76,922		52,868	52,868					52,868		24,054	24,054	1,026		L	
026874-10-7	AMERICAN INTERNATIONAL GROUP		06/26/2009	SETTLEMENTS	0.01	1,322										1,322	1,322			L	
03073E-10-5	AMERISOURCE - BERGEN CORP		05/11/2009	MERRILL LYNCH	1,140.00	40,906		41,653						41,653		(747)	(747)	114		L	
031162-10-0	AMGEN INC		05/11/2009	MERRILL LYNCH	4,470.00	213,694		200,023	222,338	(56,807)			(56,807)	200,023		13,671	13,671			L	
032654-10-5	ANALOG DEVICES INC		05/11/2009	MERRILL LYNCH	5,320.00	111,013		103,797	101,186	2,610			2,610	103,797		7,217	7,217	1,064		L	
037389-10-3	AON CORPORATION		05/11/2009	MERRILL LYNCH	3,130.00	115,952		140,192	142,978	(2,787)			(2,787)	140,192		(24,240)	(24,240)	939		L	
037411-10-5	APACHE CORP		05/11/2009	MERRILL LYNCH	2,870.00	233,087		216,239	213,901	2,338			2,338	216,239		16,848	16,848	861		L	
037833-10-0	APPLE COMPUTER INC		05/11/2009	MERRILL LYNCH	2,740.00	354,010		278,023	211,668	42,693			42,693	278,023		75,987	75,987			L	
054303-10-2	AVON PRODUCTS INC		06/01/2009	BARCLAYS CAPITAL	7,720.00	209,344		250,666	185,512	65,154			65,154	250,666		(41,322)	(41,322)	3,242		L	
05548J-10-6	BJ WHOLESALE CLUB INC		05/11/2009	MERRILL LYNCH	2,220.00	82,401		85,973	76,057	9,916			9,916	85,973		(3,572)	(3,572)			L	
071813-10-9	BAXTER INTERNATIONAL INC		05/11/2009	MERRILL LYNCH	2,480.00	123,895		142,387	132,903	9,484			9,484	142,387		(18,492)	(18,492)	1,290		L	
110122-10-8	BRISTOL-MYERS SQUIBB COMPANY		05/11/2009	MERRILL LYNCH	9,920.00	200,751		201,685	230,640	(28,955)			(28,955)	201,685		(934)	(934)	6,150		L	
121208-20-1	BURGER KING HOLDINGS INC		06/01/2009	BARCLAYS CAPITAL	3,820.00	61,361		104,526	91,222	13,304			13,304	104,526		(43,165)	(43,165)	239		L	
126408-10-3	CSX CORPORATION		06/01/2009	BARCLAYS CAPITAL	3,740.00	126,856		165,113	121,438	43,675			43,675	165,113		(38,257)	(38,257)	1,646		L	
127097-10-3	CABOT OIL & GAS CORP		05/11/2009	MERRILL LYNCH	2,640.00	87,264		72,023	68,640	3,383			3,383	72,023		15,241	15,241	158		L	
134429-10-9	CAMPBELL SOUP CO		06/01/2009	BARCLAYS CAPITAL	4,500.00	126,762		150,484	96,632	14,804			14,804	150,484		(23,723)	(23,723)	1,930		L	
166764-10-0	CHEVRON TEXACO CORPORATION		05/11/2009	MERRILL LYNCH	6,430.00	438,674		544,024	440,122	69,348			69,348	544,024		(105,351)	(105,351)	4,180		L	
17275R-10-2	CISCO SYSTEMS INC		05/11/2009	MERRILL LYNCH	8,885.00	164,502		173,881	144,826	29,055			29,055	173,881		(9,379)	(9,379)			L	
177376-10-0	CITRIX SYSTEMS INC		05/11/2009	MERRILL LYNCH	2,640.00	72,639		85,373	62,225	23,148			23,148	85,373		(12,734)	(12,734)			L	
194162-10-3	COLGATE-PALMOLIVE COMPANY		05/11/2009	MERRILL LYNCH	3,100.00	191,756		204,308						204,308		(12,552)	(12,552)	1,364		L	
20030N-10-1	COMCAST CORP - CL A		05/11/2009	MERRILL LYNCH	11,180.00	171,726		214,714	188,718	25,996			25,996	214,714		(42,988)	(42,988)	1,453		L	
219350-10-5	CORNING INC		05/11/2009	MERRILL LYNCH	7,130.00	101,523		76,723						76,723		24,800	24,800	357		L	
222816-10-0	COVANCE INC		05/11/2009	MERRILL LYNCH	1,060.00	42,059		41,414						41,414		644	644			L	
231021-10-6	CUMMINS INCORPORATED		05/11/2009	MERRILL LYNCH	3,860.00	125,642		102,945						102,945		22,697	22,697	676		L	
25179M-10-3	DEVON ENERGY CORPORATION		05/11/2009	MERRILL LYNCH	2,865.00	178,098		226,388	188,259	38,129			38,129	226,388		(48,291)	(48,291)	458		L	
25459L-10-6	DIRECTV GROUP INC/THE		05/11/2009	MERRILL LYNCH	3,820.00	93,538		105,738	87,516	18,221			18,221	105,738		(12,200)	(12,200)			L	
254687-10-6	DISNEY (THE WALT) COMPANY		05/11/2009	MERRILL LYNCH	2,090.00	52,014		45,100	47,422	(2,322)			(2,322)	45,100		6,914	6,914	732		L	
25659T-10-7	DOLBY LABORATORIES INC-CL A		05/11/2009	MERRILL LYNCH	1,610.00	62,728		61,600	52,744	8,856			8,856	61,600		1,128	1,128			L	
256746-10-8	DOLLAR TREE INC		05/11/2009	MERRILL LYNCH	1,160.00	49,101		48,154	48,360	(206)			(206)	48,154		946	946			L	
263534-10-9	DU PONT (EI) DE NEMOURS & COMP		05/11/2009	MERRILL LYNCH	2,830.00	78,212		90,898	71,599	19,299			19,299	90,898		(12,686)	(12,686)	1,160		L	

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

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consid- eration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	10 Change in Book/Adjusted Carrying Value					11 Book/ Adjusted Carrying Value at Disposal Date	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Bond Interest/ Stock Dividends Received During Year	16 Maturity Date	17 NAIC Desig- nation or Market Indicator (a)
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ 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.							
26483E-10-0	DUN & BRADSTREET CORP	05/11/2009	MERRILL LYNCH	1,170.00	94,879		93,736	90,324	3,412			3,412		93,736		1,143	1,143	398		L
268648-10-2	EMC CORP/MA	05/11/2009	MERRILL LYNCH	9,485.00	118,789		124,745	99,308	25,437			25,437		124,745		(5,956)	(5,956)			L
29364G-10-3	ENTERGY CORPORATION	06/01/2009	VARIOUS	1,785.00	130,634		143,246	148,387	(5,141)			(5,141)		143,246		(12,613)	(12,613)	2,678		L
30161N-10-1	EXELON CORPORATION	06/01/2009	BARCLAYS CAPITAL	3,610.00	178,077		265,252	166,830	64,787			64,787		265,252		(87,175)	(87,175)	3,791		L
302182-10-0	EXPRESS SCRIPTS INC	05/11/2009	MERRILL LYNCH	1,645.00	99,574		88,219	90,442	(2,223)			(2,223)		88,219		11,355	11,355			L
30231G-10-2	EXXON MOBIL CORPORATION	06/10/2009	VARIOUS	10,310.00	712,005		815,234	823,047	(7,813)			(7,813)		815,234		(103,229)	(103,229)	8,454		L
302571-10-4	FPL GROUP INC	05/11/2009	MERRILL LYNCH	2,755.00	156,807		149,998	138,659	11,338			11,338		149,998		6,809	6,809	1,302		L
337932-10-7	FIRSTENERGY CORP	06/01/2009	VARIOUS	2,400.00	99,926		121,559	116,592	4,967			4,967		121,559		(21,633)	(21,633)	2,640		L
364760-10-8	GAP INC	05/11/2009	MERRILL LYNCH	5,780.00	93,891		78,424	51,685	1,931			1,931		78,424		15,467	15,467	819		L
369604-10-3	GENERAL ELECTRIC COMPANY	04/27/2009	PRIOR PERIOD INCO															5,327		L
372917-10-4	GENZYME CORP	05/11/2009	MERRILL LYNCH	1,860.00	113,855		116,247	123,448	(7,202)			(7,202)		116,247		(2,391)	(2,391)			L
375558-10-3	GILEAD SCIENCES INC	05/11/2009	MERRILL LYNCH	3,655.00	162,297		179,018	186,917	(7,898)			(7,898)		179,018		(16,722)	(16,722)			L
38141G-10-4	GOLDMAN SACHS GROUP INC	05/11/2009	MERRILL LYNCH	3,210.00	442,409		272,180							170,229		170,229	170,229	1,498		L
382388-10-6	GOODRICH CORPORATION	05/11/2009	MERRILL LYNCH	2,600.00	113,472		92,331	96,252	(3,921)			(3,921)		92,331		21,141	21,141	650		L
38259P-50-8	GOOGLE INC	05/11/2009	MERRILL LYNCH	370.00	150,177		177,089	113,831	63,259			63,259		177,089		(26,912)	(26,912)			L
384802-10-4	GRAINGER (W.W.) INC	06/01/2009	VARIOUS	1,210.00	94,973		80,606	95,396	(14,790)			(14,790)		80,606		14,367	14,367	1,041		L
411310-10-5	HANSEN NATURAL CORP	05/11/2009	MERRILL LYNCH	1,240.00	53,627		35,396	41,577	(6,181)			(6,181)		35,396		18,231	18,231			L
423074-10-3	HEINZ (HJ) COMPANY	06/01/2009	BARCLAYS CAPITAL	2,000.00	74,338		97,771	75,200	22,571			22,571		97,771		(23,433)	(23,433)	1,660		L
42809H-10-7	HESS CORP	05/11/2009	MERRILL LYNCH	1,260.00	78,833		71,772							71,772		7,061	7,061	126		L
428236-10-3	HEWLETT-PACKARD COMPANY	05/11/2009	MERRILL LYNCH	9,170.00	318,288		335,355	276,167	4,225			4,225		335,355		(17,067)	(17,067)	1,342		L
437076-10-2	HOME DEPOT INC (THE)	05/11/2009	MERRILL LYNCH	5,210.00	128,757		102,768	119,934	(17,166)			(17,166)		102,768		25,989	25,989	1,172		L
438516-10-6	HONEYWELL INTERNATIONAL INC	05/11/2009	MERRILL LYNCH	5,045.00	169,699		179,592	136,737	12,453			12,453		179,592		(9,893)	(9,893)	1,526		L
444859-10-2	HUMANA INC	06/01/2009	BARCLAYS CAPITAL	1,300.00	41,419		53,339	48,464	4,875			4,875		53,339		(11,919)	(11,919)			L
458140-10-0	INTEL CORPORATION	06/01/2009	VARIOUS	16,680.00	255,061		316,550	219,607	74,576			74,576		316,550		(61,490)	(61,490)	4,670		L
45865V-10-0	INTERCONTINENTALEXCHANGE INC	05/11/2009	MERRILL LYNCH	730.00	68,719		46,931							46,931		21,788	21,788			L
459200-10-1	INTL BUSINESS MACHINES CORPOR	06/10/2009	VARIOUS	2,020.00	207,212		170,905	170,003	902			902		170,905		36,307	36,307	2,121		L
46625H-10-0	JP MORGAN CHASE & COMPANY	05/11/2009	MERRILL LYNCH	13,230.00	494,076		496,972	417,142	79,830			79,830		496,972		(2,896)	(2,896)	6,128		L
47102X-10-5	JANUS CAPITAL GROUP INC	05/11/2009	MERRILL LYNCH	3,840.00	42,095		30,835	30,835						30,835		11,260	11,260			L
478160-10-4	JOHNSON & JOHNSON	05/11/2009	MERRILL LYNCH	4,345.00	235,818		273,078	259,961	13,117			13,117		273,078		(37,260)	(37,260)	1,999		L
494368-10-3	KIMBERLY CLARK CORPORATION	05/11/2009	MERRILL LYNCH	4,140.00	213,635		249,819	218,344	31,475			31,475		249,819		(36,184)	(36,184)	4,885		L
500255-10-4	KOHL'S CORPORATION	05/11/2009	MERRILL LYNCH	2,490.00	110,319		80,938	68,418	(10,225)			(10,225)		80,938		29,381	29,381			L
50075N-10-4	KRAFT FOODS INC-A	05/11/2009	MERRILL LYNCH	7,140.00	179,808		191,785	172,914	(814)			(814)		191,785		(11,976)	(11,976)	3,938		L
501044-10-1	KROGER COMPANY	06/01/2009	BARCLAYS CAPITAL	3,760.00	88,095		103,819	99,302	4,518			4,518		103,819		(15,725)	(15,725)	677		L
502424-10-4	L-3 COMMUNICATIONS HLDGS INC	05/11/2009	MERRILL LYNCH	1,340.00	103,753		120,049	74,518	19,288			19,288		120,049		(16,296)	(16,296)	469		L
50540R-40-9	LABORATORY CRP OF AMER HLDGS	05/11/2009	MERRILL LYNCH	980.00	64,001		66,840	63,122	3,718			3,718		66,840		(2,839)	(2,839)			L
535678-10-6	LINEAR TECHNOLOGY CORP	05/11/2009	MERRILL LYNCH	2,240.00	48,834		46,935	49,549	(2,614)			(2,614)		46,935		1,899	1,899	493		L
539830-10-9	LOCKHEED MARTIN CORPORATION	05/11/2009	MERRILL LYNCH	1,790.00	143,238		183,946	150,503	33,443			33,443		183,946		(40,708)	(40,708)	1,020		L

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market Indicator (a)
548661-10-7	LOWES COMPANIES INC		05/11/2009	MERRILL LYNCH	2,590.00	49,243		50,272	55,737	(5,465)			(5,465)		50,272		(1,029)	(1,029)	440		L
571837-10-3	MARSHALL & ILSLEY CORP		05/11/2009	MERRILL LYNCH	4,250.00	43,354		15,002							15,002		28,352	28,352			L
580135-10-1	MCDONALDS CORPORATION		05/11/2009	MERRILL LYNCH	3,550.00	192,549		124,647	220,775	(96,128)			(96,128)		124,647		67,902	67,902	1,775		L
58405U-10-2	MEDCO HEALTH SOLUTIONS INC		05/11/2009	MERRILL LYNCH	2,000.00	89,583		85,935							85,935		3,647	3,647			L
59156R-10-8	METLIFE INC		05/11/2009	MERRILL LYNCH	7,130.00	244,462		211,963	119,570	(23,892)			(23,892)		211,963		32,499	32,499			L
594918-10-4	MICROSOFT CORPORATION		05/11/2009	MERRILL LYNCH	25,210.00	487,965		548,413	417,182	66,170			66,170		548,413		(60,448)	(60,448)	3,277		L
60871R-20-9	MOLSON COORS BREWING CO CL B		05/11/2009	MERRILL LYNCH	1,050.00	43,768		46,354	51,366	(5,012)			(5,012)		46,354		(2,586)	(2,586)	210		L
61166W-10-1	MONSANTO COMPANY		05/11/2009	MERRILL LYNCH	1,980.00	169,143		158,806	116,078	17,627			17,627		158,806		10,337	10,337	921		L
617446-44-8	MORGAN STANLEY		05/11/2009	MERRILL LYNCH	4,080.00	109,264		57,641	109,264	(7,803)			(7,803)		57,641		51,623	51,623	1,374		L
64110D-10-4	NETAPP INC		05/11/2009	MERRILL LYNCH	4,140.00	70,588		58,919	36,462	(241)			(241)		58,919		11,669	11,669			L
65248E-10-4	NEWS CORP INC		05/11/2009	MERRILL LYNCH	5,470.00	50,838		40,242	49,722	(9,481)			(9,481)		40,242		10,596	10,596	328		L
666807-10-2	NORTHROP GRUMMAN CORPORATI		05/11/2009	MERRILL LYNCH	2,520.00	123,938		117,987	69,812	1,319			1,319		117,987		5,952	5,952	1,008		L
674599-10-5	OCCIDENTAL PETROLEUM CORPOR		05/11/2009	MERRILL LYNCH	4,770.00	298,166		222,548	286,152	(63,605)			(63,605)		222,548		75,619	75,619	3,053		L
681904-10-8	OMNICARE INC		05/11/2009	MERRILL LYNCH	2,060.00	56,681		58,441							58,441		(1,760)	(1,760)	46		L
69331C-10-8	P G & E CORPORATION		05/11/2009	MERRILL LYNCH	3,950.00	145,417		151,563							151,563		(6,146)	(6,146)	1,659		L
693475-10-5	PNC FINANCIAL SERVICES GROUP I		05/11/2009	MERRILL LYNCH	1,855.00	92,735		116,820	90,895	25,925			25,925		116,820		(24,085)	(24,085)	1,410		L
701094-10-4	PARKER HANNIFIN CORP		05/11/2009	MERRILL LYNCH	3,310.00	151,382		128,955	104,648	(11,702)			(11,702)		128,955		22,427	22,427	828		L
704549-10-4	PEABODY ENERGY CORP		05/11/2009	MERRILL LYNCH	2,290.00	72,390		60,279							60,279		12,111	12,111	275		L
713448-10-8	PEPSICO INC		05/11/2009	MERRILL LYNCH	3,470.00	172,853		187,094	190,052	(2,958)			(2,958)		187,094		(14,241)	(14,241)	2,950		L
717081-10-3	PFIZER INC		06/02/2009	VARIOUS	14,880.00	212,540		214,019	263,525	(49,506)			(49,506)		214,019		(1,479)	(1,479)	7,142		L
718172-10-9	PHILIP MORRIS INTERNATIONAL INC		05/11/2009	MERRILL LYNCH	5,100.00	205,789		233,047	221,901	11,146			11,146		233,047		(27,258)	(27,258)	5,508		L
731572-10-3	POLO RALPH LAUREN CORP		05/11/2009	MERRILL LYNCH	2,140.00	105,535		90,511	68,569	(5,054)			(5,054)		90,511		15,024	15,024	183		L
74005P-10-4	PRAXAIR INC		05/11/2009	MERRILL LYNCH	2,410.00	172,964		150,117							150,117		22,846	22,846	964		L
740189-10-5	PRECISION CASTPARTS CORP		05/11/2009	MERRILL LYNCH	1,530.00	125,348		111,489	58,885	17,494			17,494		111,489		13,859	13,859	46		L
74144T-10-8	T ROWE PRICE GROUP INC		05/11/2009	MERRILL LYNCH	5,230.00	202,942		211,449	185,351	26,098			26,098		211,449		(8,507)	(8,507)	1,308		L
742718-10-9	PROCTER & GAMBLE COMPANY (TH		06/01/2009	BARCLAYS CAPITAL	2,833.00	151,394		199,378	175,136	24,242			24,242		199,378		(47,985)	(47,985)	2,696		L
744573-10-6	PUBLIC SERVICE ENTERPRISE GRO		05/11/2009	MERRILL LYNCH	4,020.00	127,487		124,763							124,763		2,724	2,724	1,337		L
747525-10-3	QUALCOMM INCORPORATED		05/11/2009	MERRILL LYNCH	2,460.00	102,940		92,417	88,142	4,275			4,275		92,417		10,523	10,523	787		L
845467-10-9	SOUTHWESTERN ENERGY CO		05/11/2009	MERRILL LYNCH	2,050.00	81,429		67,177	59,389	7,788			7,788		67,177		14,252	14,252			L
855030-10-2	STAPLES INC		05/11/2009	MERRILL LYNCH	4,680.00	92,527		96,711	83,866	12,845			12,845		96,711		(4,184)	(4,184)	386		L
85590A-40-1	STARWOOD HOTELS & RESORTS W		05/11/2009	MERRILL LYNCH	4,250.00	94,906		66,327	76,075	(9,748)			(9,748)		66,327		28,580	28,580	3,825		L
857477-10-3	STATE STREET CORP		05/11/2009	MERRILL LYNCH	2,410.00	100,537		99,106	94,785	4,320			4,320		99,106		1,431	1,431	603		L
871503-10-8	SYMANTEC CORP		05/11/2009	MERRILL LYNCH	7,080.00	108,294		91,158	77,875	(5,754)			(5,754)		91,158		17,136	17,136			L
87612E-10-6	TARGET CORPORATION		05/11/2009	MERRILL LYNCH	1,700.00	73,772		54,360							54,360		19,411	19,411	272		L
882508-10-4	TEXAS INSTRUMENTS INC		05/11/2009	MERRILL LYNCH	4,900.00	84,286		78,542	76,048	2,494			2,494		78,542		5,744	5,744	1,078		L
887317-30-3	TIME WARNER INC		06/01/2009	BARCLAYS CAPITAL	6,060.00	144,044		197,147	117,934	79,212			79,212		197,147		(53,103)	(53,103)	2,273		L
88732J-20-7	TIME WARNER CABLE		05/11/2009	VARIOUS	1,521.12	52,212		64,957							64,957		(12,744)	(12,744)			L

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
902973-30-4	US BANCORP		05/11/2009	MERRILL LYNCH	8,700.00	168,817		175,077	102,791	2,456			2,456		175,077		(6,261)	(6,261)	2,182		L
907818-10-8	UNION PACIFIC CORPORATION		05/11/2009	MERRILL LYNCH	4,810.00	237,782		299,959	191,200	73,046			73,046		299,959		(62,178)	(62,178)	2,241		L
912909-10-8	UNITED STATES STEEL CORP		06/10/2009	VARIOUS	1,310.00	38,861		39,511							39,511		(650)	(650)	459		L
913017-10-9	UNITED TECHNOLOGIES CORPORAT		05/11/2009	MERRILL LYNCH	3,000.00	156,874		161,917	95,944	8,223			8,223		161,917		(5,043)	(5,043)	1,155		L
91324P-10-2	UNITEDHEALTH GROUP INC		05/11/2009	MERRILL LYNCH	1,770.00	48,845		49,556							49,556		(710)	(710)	53		L
92343V-10-4	VERIZON COMMUNICATIONS		05/11/2009	MERRILL LYNCH	4,540.00	135,570		147,546	153,906	(6,360)			(6,360)		147,546		(11,976)	(11,976)	4,177		L
931142-10-3	WAL-MART STORES INC		05/11/2009	MERRILL LYNCH	6,470.00	327,410		364,620	362,708	1,912			1,912		364,620		(37,210)	(37,210)	3,395		L
94106L-10-9	WASTE MANAGEMENT INC		05/11/2009	MERRILL LYNCH	3,020.00	81,039		98,454	100,083	(1,629)			(1,629)		98,454		(17,415)	(17,415)	876		L
941848-10-3	WATERS CORPORATION		05/11/2009	MERRILL LYNCH	2,360.00	103,192		129,537	86,494	43,043			43,043		129,537		(26,346)	(26,346)			L
949746-10-1	WELLS FARGO & COMPANY		06/01/2009	VARIOUS	6,910.00	192,553		202,587	203,707	(1,120)			(1,120)		202,587		(10,034)	(10,034)	2,695		L
983024-10-0	WYETH CORPORATION		06/01/2009	VARIOUS	4,020.00	175,496		174,152							174,152		1,345	1,345	2,412		L
98956P-10-2	ZIMMER HOLDINGS INC		06/01/2009	BARCLAYS CAPITAL	2,820.00	128,061		168,128	113,984	54,144			54,144		168,128		(40,067)	(40,067)			L
73755L-10-7	POTASH CORPORATION OF SASKAT	I	05/11/2009	MERRILL LYNCH	560.00	53,289		42,094							42,094		11,195	11,195	56		L
775109-20-0	ROGERS COMMUNICATIONS -CL B	I	06/01/2009	BARCLAYS CAPITAL	3,535.00	106,634		122,860	106,333	16,528			16,528		122,860		(16,226)	(16,226)	1,539		L
903914-10-9	ULTRA PETROLEUM CORP	I	05/11/2009	MERRILL LYNCH	2,310.00	109,170		88,288	79,718	8,570			8,570		88,288		20,882	20,882			L
046353-10-8	ASTRAZENECA PLC-SPONS ADR	R	05/11/2009	MERRILL LYNCH	2,080.00	79,217		81,327							81,327		(2,110)	(2,110)	3,120		L
767204-10-0	RIO TINTO PLC-SPON ADR	R	05/11/2009	MERRILL LYNCH	620.00	112,119		55,922	55,124	798			798		55,922		56,197	56,197	1,686		U
G0692U-10-9	AXIS CAPITAL HOLDINGS LTD	R	05/11/2009	MERRILL LYNCH	1,950.00	48,336		50,448	56,784	(6,336)			(6,336)		50,448		(2,113)	(2,113)	780		L
G24182-10-0	COOPER INDUSTRIES LTD CL A	R	05/11/2009	MERRILL LYNCH	2,080.00	73,128		62,469							62,469		10,659	10,659	520		L
G5876H-10-5	MARVELL TECHNOLOGY GROUP LT	R	05/11/2009	MERRILL LYNCH	11,000.00	117,782		78,724							78,724		39,057	39,057			L
G65422-10-0	NOBLE CORP	F	05/11/2009	MERRILL LYNCH	6,720.00	199,197		174,028	148,445	25,583			25,583		174,028		25,169	25,169	269		L
H0023R-10-5	ACE LTD	R	05/11/2009	MERRILL LYNCH	3,000.00	129,722		163,645	158,760	4,885			4,885		163,645		(33,923)	(33,923)	1,590		L
H27013-10-3	WEATHERFORD INTERNATIONAL LT	R	05/11/2009	MERRILL LYNCH	6,910.00	125,365		73,454	74,766	(1,312)			(1,312)		73,454		51,911	51,911			L
9099999	Total - Common Stock - Industrial and Miscellaneous (Unaffiliated)				X X X	18,847,070		19,220,642	14,790,389	1,063,307			1,063,307		19,220,642		(373,581)	(373,581)	186,747	X X X	X X X
197199-80-5	COLUMBIA ACORN USA-Z		04/14/2009	DIRECT	28,868.36	465,935		473,152	473,152						473,152		(7,217)	(7,217)			L
197199-81-3	COLUMBIA ACORN INTL-Z		04/14/2009	DIRECT	71,738.81	1,646,406		1,659,319	1,659,319						1,659,319		(12,913)	(12,913)			L
197199-85-4	COLUMBIA ACORN SELECT-Z		04/14/2009	DIRECT	92,390.50	1,390,477		1,299,934	1,299,934						1,299,934		90,543	90,543			L
19765H-63-6	COLUMBIA MARSICO INTL OPP-Z		04/14/2009	DIRECT	200,827.36	1,616,660		1,600,594	1,600,594						1,600,594		16,066	16,066			L
19765J-83-0	COLUMBIA MID CAP VALUE FD-Z		04/14/2009	DIRECT	118,776.97	977,534		1,003,665	1,003,665						1,003,665		(26,131)	(26,131)	1,544		L
19765P-81-0	COLUMBIA SMALL CAP CORE FD-Z		04/14/2009	DIRECT	70,851.80	631,998		655,380	655,379	1			1		655,380		(23,382)	(23,382)			L
78462F-10-3	S & P 500 DEPOSITARY RECEIPTS		06/01/2009	MERRILL LYNCH	259,000.00	24,466,661		23,753,434							23,753,434		713,227	713,227			L
9299999	Total - Common Stock - Mutual Funds				X X X	31,195,671	X X X	30,445,478	6,692,043	1			1		30,445,478		750,193	750,193	1,544	X X X	X X X
9799997	Total - Common Stock - Part 4				X X X	50,042,741	X X X	49,666,120	21,482,432	1,063,308			1,063,308		49,666,120		376,612	376,612	188,291	X X X	X X X

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

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	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 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ 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.							
9799998	Summary Item from Part 5 for Common Stocks				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9799999	Total Common Stocks				X X X	50,042,741	X X X	49,666,120	21,482,432	1,063,308			1,063,308		49,666,120		376,612	376,612	188,291	X X X	X X X
9899999	Total Preferred and Common Stocks				X X X	50,637,326	X X X	50,272,425	21,482,432	1,063,308			1,063,308		50,272,425		364,892	364,892	220,635	X X X	X X X
9999999	Totals					92,583,350	X X X	91,664,029	60,237,550	1,063,308	(17,164)		1,046,144		91,459,431		1,123,910	1,123,910	1,243,366	X X X	X X X

E05.6

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

NONE Schedule DB - Part A and B - Section 1

NONE Schedule DB - Part C and D - Section 1

NONE Schedule E - Part 2