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ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2010

OF THE CONDITION AND AFFAIRS OF THE

COVENTRY INSURANCE COMPANY

NAIC Group Code 0000 (Current Period), 0000 (Prior Period) NAIC Company Code 45055 Employer's ID Number 05-0420799

Organized under the Laws of RHODE ISLAND, State of Domicile or Port of Entry Rhode Island

Country of Domicile US

Incorporated/Organized June 6, 1986 Commenced Business June 6, 1986

Statutory Home Office 10 JEFFERSON BOULEVARD, WARWICK, Rhode Island 02888
(Street and Number, City or Town, State and Zip Code)

Main Administrative Office 30 PARK AVENUE, MANHASSET, New York 11030 (Street and Number, City or Town, State and Zip Code) 516-365-7440-124 (Area Code) (Telephone Number)

Mail Address 30 PARK AVENUE, MANHASSET, New York 11030
(Street and Number or P.O. Box, City or Town, State and Zip Code)

Primary Location of Books and Records 30 PARK AVENUE, MANHASSET, New York 11030
(Street and Number, City or Town, State and Zip Code)
516-365-7440-124
(Area Code) (Telephone Number)

Internet Website Address N/A

Statutory Statement Contact MYRON SELIG ROSS, CPA (Name) 561-369-2962 (Area Code) (Telephone Number) (Extension)
MBROSS1@BELLSOUTH.NET (E-Mail Address) 561-733-5891 (Fax Number)

OFFICERS

WILLIAM A BATTISTINI (PRESIDENT)
EUCLID F MAGGIANI (SECRETARY)
EUCLID F MAGGIANI (TREASURER)

OTHER OFFICERS

DIRECTORS OR TRUSTEES

WILLIAM A BATTISTINI
MARK MAHER
MICHAEL A ORLANDO
EUCLID F MAGGIANI
MICHAEL P ORLANDO

State of New York
County of NASSAU } 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.

WILLIAM A BATTISTINI PRESIDENT	EUCLID F MAGGIANI SECRETARY	EUCLID F MAGGIANI TREASURER

Subscribed and sworn to before me this
day of 2011

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

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings 1 Amount	Gross Investment Holdings 2 Percentage	Admitted Assets as Reported in the Annual Statement 3 Amount	Admitted Assets as Reported in the Annual Statement 4 Percentage
1. Bonds:				
1.1 U.S. treasury securities	584,834	33.700	584,834	33.700
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies				
1.22 Issued by U.S. government sponsored agencies				
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)				
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations				
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations				
1.43 Revenue and assessment obligations				
1.44 Industrial development and similar obligations				
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA				
1.512 Issued or guaranteed by FNMA and FHLMC				
1.513 All other				
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA				
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523 All other				
2. Other debt and other fixed income securities (excluding short term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	34,000	1.959	34,000	1.959
2.2 Unaffiliated non-U.S. securities (including Canada)				
2.3 Affiliated securities				
3. Equity interests:				
3.1 Investments in mutual funds	1,021,665	58.871	1,021,665	58.871
3.2 Preferred stocks:				
3.21 Affiliated				
3.22 Unaffiliated				
3.3 Publically traded equity securities (excluding preferred stocks):				
3.31 Affiliated				
3.32 Unaffiliated	19,612	1.130	19,612	1.130
3.4 Other equity securities:				
3.41 Affiliated				
3.42 Unaffiliated				
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated				
3.52 Unaffiliated				
4. Mortgage loans:				
4.1 Construction and land development				
4.2 Agricultural				
4.3 Single family residential properties				
4.4 Multifamily residential properties				
4.5 Commercial loans				
4.6 Mezzanine real estate loans				
5. Real estate investments:				
5.1 Property occupied by company				
5.2 Property held for production of income (including $ ..... of property acquired in satisfaction of debt)				
5.3 Property held for sale (including $ ..... property acquired in satisfaction of debt)				
6. Contract loans				
7. Receivables for securities				
8. Cash, cash equivalents and short-term investments	75,316	4.340	75,316	4.340
9. Other invested assets				
10. Total invested assets	1,735,427	100.000	1,735,427	100.000

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Schedule A, Verification Between Years

NONE

Schedule B, Verification Between Years

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition (Part 2, Column 8)		
2.2 Additional investment made after acquisition (Part 2, Column 9)		
3. Capitalized deferred interest and other		
3.1 Totals, Part 1, Column 16		
3.2 Totals, Part 3, Column 12		
4. Accrual of discount		
5. Unrealized valuation increase (decrease):		
5.1 Totals, Part 1, Column 13		
5.2 Totals, Part 3, Column 9		
6. Total gain (loss) on disposals, Part 3, Column 19		
7. Deduct amounts received on disposals, Part 3, Col		
• 8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value:		
9.1 Totals, Part 1, Column 17		
9.2 Totals, Part 3, Column 14		
10. Deduct current year's other than temporary impairment recognized:		
10.1 Totals, Part 1, Column 15		
10.2 Totals, Part 3, Column 11		
11. Book/adjusted carrying value at the end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1. Book/adjusted carrying value, December 31 of prior year		1,612,206
2. Cost of bonds and stocks acquired, Part 3, Column 7		1,345,888
3. Accrual of discount		
4. Unrealized valuation increase (decrease):		
4.1 Part 1, Column 12	7,754	
4.2 Part 2, Section 1, Column 15		
4.3 Part 2, Section 2, Column 13	4,396	
4.4 Part 4, Column 11	107,934	120,084
5. Total gain (loss) on disposals, Part 4, Column 19		(73,176)
6. Deduction consideration for bonds and stocks disposed of, Part 4, Column 7		1,344,891
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value:		
8.1 Part 1, Column 15		
8.2 Part 2, Section 1, Column 19		
8.3 Part 2, Section 2, Column 16		
8.4 Part 4, Column 15		
9. Deduct current year's other than temporary impairment recognized:		
9.1 Part 1, Column 14		
9.2 Part 2, Section 1, Column 17		
9.3 Part 2, Section 2, Column 14		
9.4 Part 4, Column 13		
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)		1,660,111
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		1,660,111

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States	584,834	584,834	585,130	620,000
	2. Canada				
	3. Other Countries				
	4. Totals	584,834	584,834	585,130	620,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals				
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals				
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals				
Industrial and Miscellaneous, Credit Tenant Loans and Hybrid Securities (unaffiliated)	8. United States	34,000	34,000	78,255	100,000
	9. Canada				
	10. Other Countries				
	11. Totals	34,000	34,000	78,255	100,000
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	618,834	618,834	663,385	720,000
PREFERRED STOCKS Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS Industrial and Miscellaneous (unaffiliated)	20. United States	1,041,277	1,041,277	1,092,308	
	21. Canada				
	22. Other Countries				
	23. Totals	1,041,277	1,041,277	1,092,308	
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	1,041,277	1,041,277	1,092,308	
	26. Total Stocks	1,041,277	1,041,277	1,092,308	
	27. Total Bonds and Stocks	1,660,111	1,660,111	1,755,693	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1			584,834			584,834	94.5	613,466	68.9	584,834	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals			584,834			584,834	94.5	613,466	68.9	584,834	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 Totals											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 Class 1											
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals											
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1								209,374	23.5		
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals								209,374	23.5		
5. U.S. Special Revenue and Special Assessment Obligations etc., Non-Guaranteed											
5.1 Class 1								42,197	4.7		
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 Totals								42,197	4.7		

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (Unaffiliated)											
6.1 Class 1											
6.2 Class 2											
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6				34,000		34,000	5.5	25,500	2.9	34,000	
6.7 Totals				34,000		34,000	5.5	25,500	2.9	34,000	
7. Credit Tenant Loans											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 Totals											
8. Hybrid Securities											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 Totals											
9. Parent, Subsidiaries and Affiliates											
9.1 Class 1											
9.2 Class 2											
9.3 Class 3											
9.4 Class 4											
9.5 Class 5											
9.6 Class 6											
9.7 Totals											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total from Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	(d)		584,834			584,834	94.5	XXX	XXX	584,834	
10.2 Class 2	(d)							XXX	XXX		
10.3 Class 3	(d)							XXX	XXX		
10.4 Class 4	(d)							XXX	XXX		
10.5 Class 5	(d)					(c)		XXX	XXX		
10.6 Class 6	(d)			34,000		(c) 34,000	5.5	XXX	XXX	34,000	
10.7 Totals			584,834	34,000		(b) 618,834	100.0	XXX	XXX	618,834	
10.8 Line 10.7 as a % of Column 6			94.5	5.5		100.0	XXX	XXX	XXX	100.0	
11. Total Bonds Prior Year											
11.1 Class 1				822,840	42,197	XXX	XXX	865,037	97.1	865,037	
11.2 Class 2						XXX	XXX				
11.3 Class 3						XXX	XXX				
11.4 Class 4						XXX	XXX				
11.5 Class 5						XXX	XXX	(c)			
11.6 Class 6				25,500		XXX	XXX	(c) 25,500	2.9	25,500	
11.7 Totals				848,340	42,197	XXX	XXX	(b) 890,537	100.0	890,537	
11.8 Line 11.7 as a % of Column 8				95.3	4.7	XXX	XXX	100.0	XXX	100.0	
12. Total Publicly Traded Bonds											
12.1 Class 1			584,834			584,834	94.5	865,037	97.1	584,834	XXX
12.2 Class 2											XXX
12.3 Class 3											XXX
12.4 Class 4											XXX
12.5 Class 5											XXX
12.6 Class 6				34,000		34,000	5.5	25,500	2.9	34,000	XXX
12.7 Totals			584,834	34,000		618,834	100.0	890,537	100.0	618,834	XXX
12.8 Line 12.7 as a % of Column 6			94.5	5.5		100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10			94.5	5.5		100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Class 1										XXX	
13.2 Class 2										XXX	
13.3 Class 3										XXX	
13.4 Class 4										XXX	
13.5 Class 5										XXX	
13.6 Class 6										XXX	
13.7 Totals										XXX	
13.8 Line 13.7 as a % of Column 6							XXX	XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							XXX	XXX	XXX	XXX	

(a) Includes $ ..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes $ ..... current year, $ ..... prior year of bonds with Z designations and $ ..... current year, $ ..... prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes $ ..... current year, $ ..... prior year of bonds with 5* designations and $ ..... current year, $ ..... prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $ .....; NAIC 2 $ .....; NAIC 3 $ .....; NAIC 4 $ .....; NAIC 5 $ .....; NAIC 6 $ .....

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations			584,834			584,834	94.5	613,466	68.9	584,834	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities											
1.7 Totals			584,834			584,834	94.5	613,466	68.9	584,834	
2. All Other Governments											
2.1 Issuer Obligations											
2.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined											
2.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined											
2.6 Other											
2.7 Totals											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations											
3.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined											
3.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined											
3.6 Other											
3.7 Totals											
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations								209,374	23.5		
4.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined											
4.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined											
4.6 Other											
4.7 Totals								209,374	23.5		
5. U.S. Special Revenue and Special Assessment Obligations etc., Non-Guaranteed											
5.1 Issuer Obligations											
5.2 Single Class Mortgage-Backed/Asset-Backed Securities								42,197	4.7		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined											
5.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined											
5.6 Other											
5.7 Totals								42,197	4.7		

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Industrial and Miscellaneous											
6.1 Issuer Obligations				34,000		34,000	5.5	25,500	2.9	34,000	
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 Totals				34,000		34,000	5.5	25,500	2.9	34,000	
7. Credit Tenant Loans											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed Securities											
7.7 Totals											
8. Hybrid Securities											
8.1 Issuer Obligations											
8.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
8.3 Defined											
8.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
8.5 Defined											
8.6 Other											
8.7 Totals											
9. Parent, Subsidiaries and Affiliates											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 Totals											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations			584,834	34,000		618,834	100.0	XXX	XXX	618,834	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								XXX	XXX		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								XXX	XXX		
10.4 Other								XXX	XXX		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								XXX	XXX		
10.6 Other								XXX	XXX		
10.7 Totals			584,834	34,000		618,834	100.0	XXX	XXX	618,834	
10.8 Line 10.7 as a % of Column 6			94.5	5.5		100.0	XXX	XXX	XXX	100.0	
11. Total Bonds Prior Year											
11.1 Issuer Obligations				848,340		XXX	XXX	848,340	95.3	848,340	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities					42,197	XXX	XXX	42,197	4.7	42,197	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						XXX	XXX				
11.4 Other						XXX	XXX				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX				
11.6 Other						XXX	XXX				
11.7 Totals				848,340	42,197	XXX	XXX	890,537	100.0	890,537	
11.8 Line 11.7 as a % of Column 8				95.3	4.7	XXX	XXX		XXX	100.0	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations			584,834	34,000		618,834	100.0	848,340	95.3	618,834	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities								42,197	4.7		XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											XXX
12.4 Other											XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											XXX
12.6 Other											XXX
12.7 Totals			584,834	34,000		618,834	100.0	890,537	100.0	618,834	XXX
12.8 Line 12.7 as a % of Column 6			94.5	5.5		100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10			94.5	5.5		100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										XXX	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										XXX	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										XXX	
13.4 Other										XXX	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										XXX	
13.6 Other										XXX	
13.7 Totals										XXX	
13.8 Line 13.7 as a % of Column 6							XXX	XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							XXX	XXX	XXX	XXX	

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NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	Foreign	Bond CHAR	NAIC Designation	Actual Cost	Rate Used To Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Maturity
U.S. Governments - Issuer Obligations																					
912828-PC-8	US TREASURY BOND				1	585,130	94.328	584,834	620,000	584,834	(746)				2.625	2.625	M-N	2,113		12/31/2010	11/15/2020
0199999 - U.S. Governments - Issuer Obligations						585,130		584,834	620,000	584,834	(746)							2,113			
0399999 - Subtotal - U.S. Governments						585,130		584,834	620,000	584,834	(746)							2,113			
Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations																					
370442-AZ-8	GENERAL MOTORS				6	78,255	34.000	34,000	100,000	34,000	8,500				6.750	6.750	M-N			03/24/2005	05/01/2028
3299999 - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations						78,255		34,000	100,000	34,000	8,500										
3899999 - Subtotal - Industrial and Miscellaneous (Unaffiliated)						78,255		34,000	100,000	34,000	8,500										
7799999 - Total Bonds - Subtotal - Issuer Obligations						663,385		618,834	720,000	618,834	7,754							2,113			
8399999 - Subtotal - Total Bonds						663,385		618,834	720,000	618,834	7,754							2,113			

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Sch. D, Pt. 2, Sn. 1, Preferred Stocks Owned

NONE

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1	2	Codes		5	6	Fair Value		9	Dividends			Changes in Book/Adjusted Carrying Value				17	18
		3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description	Code	Foreign	Number of Shares	Book/Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared But Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13 - 14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
Industrial and Miscellaneous (Unaffliated)																	
706902-50-9	PENGROWTH ENERGY			1,525.000	19,612	12.860	19,612	27,517		1,065		4,926		4,926		L	05/17/2007
9099999 - Industrial and Miscellaneous (Unaffliated)					19,612		19,612	27,517		1,065		4,926		4,926			
Mutual Funds																	
302544-10-1	FPA NEW INCOME FUND			14,577.936	158,171	10.850	158,171	163,882		3,346		(5,711)		(5,711)		L	07/10/2010
36240E-20-2	GABELLI UTILITIE FUND			56,974.196	365,774	6.420	365,774	372,576		24,633		(3,440)		(3,440)		L	11/30/2009
466000-75-9	IVY ASSET FUND			16,610.712	405,467	24.410	405,467	426,627		579		18,074		18,074		L	01/07/2008
36245G-10-3	GABELLI GLOBAL DEAL FUND			6,900.000	92,253	13.370	92,253	101,706		4,426		(9,453)		(9,453)		L	03/10/2010
9299999 - Mutual Funds					1,021,665		1,021,665	1,064,791		32,984		(530)		(530)			
9799999 - Total Common Stocks					1,041,277		1,041,277	1,092,308		34,049		4,396		4,396			
9899999 - Total Preferred and Common Stocks					1,041,277		1,041,277	1,092,308		34,049		4,396		4,396			

(a) For all common stocks bearing the NAIC market indicator "U" provide: the number of such issues ....., the total $ value (included in Column 8) of all such issues $ .....

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

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
Bonds - U.S. Governments								
912828-PC-8	UNITED STATES TREASURY NOTES		12/31/2010	OPPENHEIMER & CO		585,130	620,000.00	2,068
0399999 - Subtotal - Bonds - U.S. Governments						585,130	620,000.00	2,068
8399997 - Subtotal - Bonds - Part 3						585,130	620,000.00	2,068
8399999 - Subtotal - Bonds						585,130	620,000.00	2,068
Common Stocks - Mutual Funds								
466000-75-9	IVY ASSET FUND		01/12/2010	OPPENHEIMER & CO	24.140	5,600		
36240E-20-2	GABELLI UTILITIES FUND		01/28/2010	OPPENHEIMER & CO	173.052	1,090		
36240E-20-2	GABELLI UTILITIES FUND		02/25/2010	OPPENHEIMER & CO	176.376	1,102		
36240E-20-2	GABELLI UTILITIES FUND		02/26/2010	OPPENHEIMER & CO	978.428	6,350		
36245G-10-3	GABELLI GLOBAL DEAL FUND		03/10/2010	OPPENHEIMER & CO	6,900.000	101,706		
36240E-20-2	GABELLI UTILITIES FUND		03/31/2010	OPPENHEIMER & CO	184.583	1,183		
36240E-20-2	GABELLI UTILITIES FUND		04/30/2010	OPPENHEIMER & CO	185.730	1,196		
36240E-20-2	GABELLI UTILITIES FUND		05/17/2010	OPPENHEIMER & CO	853.383	5,675		
36240E-20-2	GABELLI UTILITIES FUND		05/28/2010	OPPENHEIMER & CO	214.694	1,269		
36240E-20-2	GABELLI UTILITIES FUND		06/30/2010	OPPENHEIMER & CO	212.561	1,284		
302544-10-1	FPA NEW INCOME FUND		07/10/2010	OPPENHEIMER & CO	13,333.333	150,000		
302544-10-1	FPA NEW INCOME FUND		07/12/2010	OPPENHEIMER & CO	729.000	8,209		
36240E-20-2	GABELLI UTILITES FUND		07/20/2010	OPPENHEIMER & CO	902.000	5,737		
36240E-20-2	GABELLI UTILITES FUND		07/30/2010	OPPENHEIMER & CO	217.554	1,362		
302544-10-1	FPA NEW INCOME FUND		08/26/2010	OPPENHEIMER & CO	102.000	1,151		
36240E-20-2	GABELLI UTILITIES FUND		08/31/2010	OPPENHEIMER & CO	226.128	1,377		
36240E-20-2	GABELLI UTILITIES FUND		09/30/2010	OPPENHEIMER & CO	221.807	1,393		
36240E-20-2	GABELLI UTILITIES FUND		10/05/2010	OPPENHEIMER & CO	15,503.876	100,000		
466000-75-9	IVY ASSET FUND		10/05/2010	OPPENHEIMER & CO	4,786.108	113,000		
302544-10-1	FPA NEW INCOME FUND		10/06/2010	OPPENHEIMER & CO	135.946	1,487		
36240E-20-2	GABELLI UTILITIES FUND		10/29/2010	OPPENHEIMER & CO	395.833	2,494		
36240E-20-2	GABELLI UTILITIES FUND		11/29/2010	OPPENHEIMER & CO	402.145	2,521		
466000-75-9	IVY ASSET FUND		11/25/2010	OPPENHEIMER & CO	110.000	2,699		
36240E-20-2	GABELLI UTILITIES FUND		12/10/2010	OPPENHEIMER & CO	19,938.650	130,000		
466000-75-9	IVY ASSET FUND		12/10/2010	OPPENHEIMER & CO	3,985.652	100,000		
302544-10-1	FPA NEW INCOME FUND		12/20/2010	OPPENHEIMER & CO	106.000	1,177		
466000-75-9	IVY ASSET FUND		12/13/2010	OPPENHEIMER & CO	23.918	579		
302544-10-1	FPA NEW INCOME FUND		12/17/2010	OPPENHEIMER & CO	171.657	1,859		
36240E-20-2	GABELLI UTILITIES FUND		12/31/2010	OPPENHEIMER & CO	612.626	3,845		
9299999 - Subtotal - Common Stocks - Mutual Funds						755,345		
9799997 - Subtotal - Common Stocks - Part 3						755,345		
9799998 - Summary Item from Part 5 for Common Stocks						5,413		
9799999 - Subtotal - Common Stocks						760,758		
9899999 - Subtotal - Preferred and Common Stocks						760,758		
9999999 - TOTALS						1,345,888		2,068

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	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 (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
Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)																				
592597-U9-7	METROPOLITAN TRANSIT AUTHORITY		10/01/2010	OPPENHEIMER & CO		207,245	200,000.00	193,005	209,374	(16,369)			(16,369)		193,005		14,240	14,240	12,813	01/01/2024
1799999 - Subtotal - Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed)						207,245	200,000.00	193,005	209,374	(16,369)			(16,369)		193,005		14,240	14,240	12,813	
Bonds - U.S Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																				
12669G-TE-1	CWMBS INC 2005-6		01/25/2010	OPPENHEIMER & CO		464	464.00	464	464						464					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		02/25/2010	OPPENHEIMER & CO		1,130	1,130.00	1,130	1,130						1,130					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		03/25/2010	OPPENHEIMER & CO		339	339.00	339	339						339					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		04/25/2010	OPPENHEIMER & CO		632	632.00	632	632						632					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		05/25/2010	OPPENHEIMER & CO		310	310.00	310	310						310					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		06/25/2010	OPPENHEIMER & CO		10	10.00	10	10						10					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		07/25/2010	OPPENHEIMER & CO		952	952.00	952	952						952					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		08/25/2010	OPPENHEIMER & CO		532	532.00	532	532						532					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		09/25/2010	OPPENHEIMER & CO		597	597.00	597	597						597					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		10/25/2010	OPPENHEIMER & CO		1,746	1,746.00	1,746	1,746						1,746					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		11/25/2010	OPPENHEIMER & CO		929	929.00	929	929						929					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		12/27/2010	OPPENHEIMER & CO		2,780	2,780.00	2,780	2,780						2,780					07/25/2035
12669G-TE-1	CWMBS INC 2005-6		12/28/2010	OPPENHEIMER & CO		26,673	87,000.00	38,328	31,776	6,552			6,552		38,328		(11,655)	(11,655)	2,323	07/25/2035
912810-PV-4	US TREASURY NOTES		12/31/2010	OPPENHEIMER & CO		647,238	620,000.00	624,251	613,466	10,785			10,785		624,251		22,987	22,987	16,449	01/15/2028
3199999 - Subtotal - Bonds - U.S Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						684,332	717,421.00	673,000	655,663	17,337			17,337		673,000		11,332	11,332	18,772	
8399997 - Subtotal - Bonds - Part 4						891,577	917,421.00	866,005	865,037	968			968		866,005		25,572	25,572	31,585	
8399999 - Subtotal - Bonds						891,577	917,421.00	866,005	865,037	968			968		866,005		25,572	25,572	31,585	
Common Stocks - Mutual Funds																				
817270-49-9	SENTINEL SHORT MATURITY		03/10/2010	OPPENHEIMER & CO	4,251.050	39,525		39,244	39,395	(151)			(151)		39,244		281	281	157	
93933Q-10-6	WASHINGTON MUTUAL INVESTORS		03/10/2010	OPPENHEIMER & CO	2,500.000	62,500		78,107	61,601	16,506			16,506		78,107		(15,607)	(15,607)	317	
93933Q-10-6	WASHINGTON MUTUAL INVESTORS		07/12/2010	OPPENHEIMER & CO	6,249.490	150,000		200,857	158,426	42,431			42,431		200,857		(50,857)	(50,857)		
93933Q-10-6	WASHINGTON MUTUAL INVESTORS		12/07/2010	OPPENHEIMER & CO	7,311.159	195,501		228,441	180,152	48,180			48,180		228,441		(32,940)	(32,940)	4,939	
9299999 - Subtotal - Common Stocks - Mutual Funds						447,526		546,649	439,574	106,966			106,966		546,649		(99,123)	(99,123)	5,413	
9799997 - Subtotal - Common Stocks - Part 4						447,526		546,649	439,574	106,966			106,966		546,649		(99,123)	(99,123)	5,413	
9799998 - Summary Item from Part 5 for Common Stocks						5,788		5,413							5,616		375	375		
9799999 - Subtotal - Common Stocks						453,314		552,062	439,574	106,966			106,966		552,265		(98,748)	(98,748)	5,413	
9899999 - Subtotal - Preferred and Common Stocks						453,314		552,062	439,574	106,966			106,966		552,265		(98,748)	(98,748)	5,413	
9999999 - TOTALS						1,344,891		1,418,067	1,304,611	107,934			107,934		1,418,270		(73,176)	(73,176)	36,998	

SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stocks)	Actual Cost	Consideration	Book/Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (12+13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
Common Stocks - Mutual Funds																				
93933Q-10-6	WASHINGTON MUTUAL INVESTORS		03/23/2010	OPPENHEIMER & CO	12/07/2010	OPPENHEIMER & CO	81.275	2,061	2,173	2,061							112	112		
93933Q-10-6	WASHINGTON MUTUAL INVESTORS		06/22/2010	OPPENHEIMER & CO	12/07/2010	OPPENHEIMER & CO	85.110	2,073	2,276	2,276							203	203		
93933Q-10-6	WASHINGTON MUTUAL INVESTORS		09/28/2010	OPPENHEIMER & CO	12/07/2010	OPPENHEIMER & CO	44.176	1,122	1,181	1,122							59	59		
817270-49-9	SENTINAL SHORT MATURITY		01/28/2010	OPPENHEIMER & CO	03/10/2010	OPPENHEIMER & CO	16.966	157	158	157							1	1		
9299999 - Subtotal - Common Stocks - Mutual Funds								5,413	5,788	5,616							375	375		
9799998 - Subtotal - Common Stocks								5,413	5,788	5,616							375	375		
9899999 - Subtotal - Preferred and Common Stocks								5,413	5,788	5,616							375	375		
9999999 - TOTALS								5,413	5,788	5,616							375	375		

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Sch. D, Pt. 6, Sn. 1, Valuation of Shares

NONE

Sch. D, Pt. 6, Sn. 2, Valuation of Shares

NONE

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Sch. DA, Pt .1, Short-Term Investments

NONE

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Schedule DB, Part A, Section 1

NONE

Financial or Economic Impact of the Hedge

NONE

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Schedule DB, Part A, Section 2

NONE

Financial or Economic Impact of the Hedge

NONE

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Schedule DB, Part B, Section 1

NONE

Broker Name

NONE

Financial or Economic Impact of the Hedge

NONE

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Schedule DB, Part B, Section 2

NONE

Broker Name

NONE

Financial or Economic Impact of the Hedge

NONE

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NONE

Schedule DL, Part 1, General Interrogatory

NONE

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Schedule DL, Part 2, Securities Lending Collateral Assets

NONE

Schedule DL, Part 2, General Interrogatory

NONE

SCHEDULE E - PART 1 - CASH

1		2	3	4	5	6	7
Depository							
Name	Location and Supplemental Information	Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
Open Depositories							
0199998 - Deposits in 2 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories						75,316	
0199999 - TOTAL - Open Depositories						75,316	
0399999 - TOTAL Cash on Deposit						75,316	
0599999 - TOTAL Cash						75,316	

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January	8,732	4. April	25,468	7. July	14,899	10. October	10,541
2. February	21,508	5. May	14,585	8. August	14,555	11. November	9,032
3. March	21,508	6. June	16,838	9. September	19,565	12. December	75,316

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Schedule E, Part 2, Cash Equivalents

NONE

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