



11837201220100100

ANNUAL STATEMENT

For the Year Ended December 31, 2012
OF THE CONDITION AND AFFAIRS OF THE

The Castle Hill Insurance Company

NAIC Group Code 3490 3490 **NAIC Company Code** 11837 **Employer's ID Number** 20-0317088
(Current Period) (Prior Period)

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

Incorporated/Organized October 17, 2003 **Commenced Business** October 17, 2003

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

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

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

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

Internet Web Site Address N/A

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

OFFICERS

	Name	Title
1.	<u>James Vincent Rosati</u>	<u>President & CEO</u>
2.	<u>Brian Joseph Spero #</u>	<u>EVP, COO, General Counsel & Asst. Sec.</u>
3.	<u>Cynthia Lee Lawlor</u>	<u>Chief Financial Officer and Treasurer</u>

VICE-PRESIDENTS

Name	Title	Name	Title
<u>Brian Joseph Spero #</u>	<u>EVP, COO, General Counsel & Asst. Sec.</u>	<u>Michael Dennis Lynch</u>	<u>Vice President</u>

DIRECTORS OR TRUSTEES

<u>Margaret Mary Antone</u>	<u>Harry Robert Bacon</u>	<u>Raymond Christopher Coia</u>	<u>Richard James DeRienzo</u>
<u>James Vincent Rosati</u>	<u>Michael John Ruggieri</u>	<u>Carol Elaine Saccucci</u>	<u>John Francis Treanor</u>

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) <u>James Vincent Rosati</u> _____ (Printed Name) 1. President & CEO _____ (Title)	_____ (Signature) <u>Brian Joseph Spero</u> _____ (Printed Name) 2. EVP, COO, General Counsel & Asst. Sec. _____ (Title)	_____ (Signature) <u>Cynthia Lee Lawlor</u> _____ (Printed Name) 3. Chief Financial Officer and Treasurer _____ (Title)
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Subscribed and sworn to (or affirmed) before me on this _____ day of _____, 2013, by

- a. Is this an original filing? Yes 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		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	1,003,337	85.51	1,003,337		1,003,337	85.51
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)						
2.2 Unaffiliated non-U.S. securities (including Canada)						
2.3 Affiliated securities						
3. Equity interests:						
3.1 Investments in mutual funds						
3.2 Preferred stocks:						
3.21 Affiliated						
3.22 Unaffiliated						
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated						
3.32 Unaffiliated						
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 \$ 0 of property acquired in satisfaction of debt)						
5.3 Property held for sale (including \$ 0 property acquired in satisfaction of debt)						
6. Contract loans						
7. Derivatives						
8. Receivables for securities						
9. Securities Lending (Line 10, Asset Page reinvested collateral)				X X X	X X X	X X X
10. Cash, cash equivalents and short-term investments	170,002	14.49	170,002		170,002	14.49
11. Other invested assets						
12. Total invested assets	1,173,339	100.00	1,173,339		1,173,339	100.00

NONE Schedule A and B Verification

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	NONE	
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, Column 16		
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 (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1. Book/adjusted carrying value, December 31 of prior year		23,015,010
2. Cost of bonds and stocks acquired, Part 3, Column 7		6,317,815
3. Accrual of discount		4,080
4. Unrealized valuation increase (decrease):		
4.1 Part 1, Column 12		
4.2 Part 2, Section 1, Column 15		
4.3 Part 2, Section 2, Column 13		
4.4 Part 4, Column 11		
5. Total gain (loss) on disposals, Part 4, Column 19		1,833,787
6. Deduction consideration for bonds and stocks disposed of, Part 4, Column 7		30,006,176
7. Deduct amortization of premium		161,179
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 (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		1,003,337
11. Deduct total nonadmitted accounts		
12. Statement value at end of current period (Line 10 minus Line 11)		1,003,337

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	1,003,337	1,019,610	1,023,089	1,000,000
	2. Canada				
	3. Other Countries				
	4. Totals	1,003,337	1,019,610	1,023,089	1,000,000
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 and Hybrid Securities (unaffiliated)	8. United States				
	9. Canada				
	10. Other Countries				
	11. Totals				
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	1,003,337	1,019,610	1,023,089	1,000,000
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				
	21. Canada				
	22. Other Countries				
	23. Totals				
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks				
	26. Total Stocks				
	27. Total Bonds and Stocks	1,003,337	1,019,610	1,023,089	

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 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	1,141,109					1,141,109	100.000	3,141,700	12.929	1,141,109	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals	1,141,109					1,141,109	100.000	3,141,700	12.929	1,141,109	
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								1,196,710	4.925		
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals								1,196,710	4.925		
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1								2,771,831	11.407		
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals								2,771,831	11.407		
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1								10,057,623	41.390		
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 Totals								10,057,623	41.390		

505

NONE

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 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial & Miscellaneous (unaffiliated)											
6.1 Class 1								6,309,024	25,964		
6.2 Class 2								822,689	3,386		
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 Totals								7,131,713	29,349		
7. Hybrid Securities											
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. Parent, Subsidiaries and Affiliates											
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											

906

NONE

NONE

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

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	(d) 1,141,109					1,141,109	100.000	X X X	X X X	1,141,109	
9.2 Class 2	(d)							X X X	X X X		
9.3 Class 3	(d)							X X X	X X X		
9.4 Class 4	(d)							X X X	X X X		
9.5 Class 5	(d)					(c)		X X X	X X X		
9.6 Class 6	(d)					(c)		X X X	X X X		
9.7 Totals	1,141,109					(b) 1,141,109	100.000	X X X	X X X	1,141,109	
9.8 Line 9.7 as a % of Col. 6	100.000					100.000	X X X	X X X	X X X	100.000	
10. Total Bonds Prior Year											
10.1 Class 1	4,281,870	10,480,653	7,981,742	405,551	327,070	X X X	X X X	23,476,886	96.614	23,476,887	
10.2 Class 2		504,054	318,635			X X X	X X X	822,689	3.386	822,689	
10.3 Class 3						X X X	X X X				
10.4 Class 4						X X X	X X X				
10.5 Class 5						X X X	X X X	(c)			
10.6 Class 6						X X X	X X X	(c)			
10.7 Totals	4,281,870	10,984,707	8,300,377	405,551	327,070	X X X	X X X	(b) 24,299,575	100.000	24,299,576	
10.8 Line 10.7 as a % of Col. 8	17.621	45.205	34.159	1.669	1.346	X X X	X X X	100.000	X X X	100.000	
11. Total Publicly Traded Bonds											
11.1 Class 1	1,141,109					1,141,109	100.000	23,476,887	96.614	1,141,109	X X X
11.2 Class 2								822,689	3.386		X X X
11.3 Class 3											X X X
11.4 Class 4											X X X
11.5 Class 5											X X X
11.6 Class 6											X X X
11.7 Totals	1,141,109					1,141,109	100.000	24,299,576	100.000	1,141,109	X X X
11.8 Line 11.7 as a % of Col. 6	100.000					100.000	X X X	X X X	X X X	100.000	X X X
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	100.000					100.000	X X X	X X X	X X X	100.000	X X X
12. Total Privately Placed Bonds											
12.1 Class 1										X X X	
12.2 Class 2										X X X	
12.3 Class 3										X X X	
12.4 Class 4										X X X	
12.5 Class 5										X X X	
12.6 Class 6										X X X	
12.7 Totals										X X X	
12.8 Line 12.7 as a % of Col. 6								X X X	X X X	X X X	
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9								X X X	X X X	X X X	

NONE

(a) Includes \$ 0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
 (b) Includes \$ 0 current year, \$ 0 prior year of bonds with Z designations and \$ 0 current year, \$ 0 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 \$ 0 current year, \$ 0 prior year of bonds with 5* designations and \$ 0 current year, \$ 0 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 \$ 0; NAIC 2 \$ 0; NAIC 3 \$ 0; NAIC 4 \$ 0; NAIC 5 \$ 0; NAIC 6 \$ 0.

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 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	1,141,109					1,141,109	100.000	3,141,700	12.929	1,141,109	
1.2 Residential Mortgage-Backed Securities											
1.3 Commercial Mortgage-Backed Securities											
1.4 Other Loan-Backed and Structured Securities											
1.5 Totals	1,141,109					1,141,109	100.000	3,141,700	12.929	1,141,109	
2. All Other Governments				NONE							
2.1 Issuer Obligations											
2.2 Residential Mortgage-Backed Securities											
2.3 Commercial Mortgage-Backed Securities											
2.4 Other Loan-Backed and Structured Securities											
2.5 Totals											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations								1,196,710	4.925		
3.2 Residential Mortgage-Backed Securities											
3.3 Commercial Mortgage-Backed Securities											
3.4 Other Loan-Backed and Structured Securities											
3.5 Totals								1,196,710	4.925		
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations								2,771,831	11.407		
4.2 Residential Mortgage-Backed Securities											
4.3 Commercial Mortgage-Backed Securities											
4.4 Other Loan-Backed and Structured Securities											
4.5 Totals								2,771,831	11.407		
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Issuer Obligations								4,669,188	19.215		
5.2 Residential Mortgage-Backed Securities								5,388,435	22.175		
5.3 Commercial Mortgage-Backed Securities											
5.4 Other Loan-Backed and Structured Securities											
5.5 Totals								10,057,623	41.390		
6. Industrial and Miscellaneous											
6.1 Issuer Obligations								5,487,449	22.582		
6.2 Residential Mortgage-Backed Securities											
6.3 Commercial Mortgage-Backed Securities								1,444,129	5.943		
6.4 Other Loan-Backed and Structured Securities								200,134	0.824		
6.5 Totals								7,131,712	29.349		
7. Hybrid Securities				NONE							
7.1 Issuer Obligations											
7.2 Residential Mortgage-Backed Securities											
7.3 Commercial Mortgage-Backed Securities											
7.4 Other Loan-Backed and Structured Securities											
7.5 Totals											
8. Parent, Subsidiaries and Affiliates				NONE							
8.1 Issuer Obligations											
8.2 Residential Mortgage-Backed Securities											
8.3 Commercial Mortgage-Backed Securities											
8.4 Other Loan-Backed and Structured Securities											
8.5 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 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	1,141,109					1,141,109	100.000	X X X	X X X	1,141,109	
9.2 Residential Mortgage-Backed Securities								X X X	X X X		
9.3 Commercial Mortgage-Backed Securities								X X X	X X X		
9.4 Other Loan-Backed and Structured Securities								X X X	X X X		
9.5 Totals	1,141,109					1,141,109	100.000	X X X	X X X	1,141,109	
9.6 Line 9.5 as a % of Col. 6	100.000					100.000	X X X	X X X	X X X	100.000	
10. Total Bonds Prior Year											
10.1 Issuer Obligations	2,064,044	7,353,301	7,252,750	269,712	327,070	X X X	X X X	17,266,877	71.058	17,266,878	
10.2 Residential Mortgage-Backed Securities	1,769,900	2,788,474	694,222	135,839		X X X	X X X	5,388,435	22.175	5,388,435	
10.3 Commercial Mortgage-Backed Securities	247,791	842,932	353,406			X X X	X X X	1,444,129	5.943	1,444,129	
10.4 Other Loan-Backed and Structured Securities	200,134					X X X	X X X	200,134	0.824	200,134	
10.5 Totals	4,281,869	10,984,707	8,300,378	405,551	327,070	X X X	X X X	24,299,575	100.000	24,299,576	
10.6 Line 10.5 as a % of Col. 8	17.621	45.205	34.159	1.669	1.346	X X X	X X X	100.000	X X X	100.000	
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	1,141,109					1,141,109	100.000	17,266,878	71.058	1,141,109	X X X
11.2 Residential Mortgage-Backed Securities								5,388,435	22.175		X X X
11.3 Commercial Mortgage-Backed Securities								1,444,129	5.943		X X X
11.4 Other Loan-Backed and Structured Securities								200,134	0.824		X X X
11.5 Totals	1,141,109					1,141,109	100.000	24,299,576	100.000	1,141,109	X X X
11.6 Line 11.5 as a % of Col. 6	100.000					100.000	X X X	X X X	X X X	100.000	X X X
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	100.000					100.000	X X X	X X X	X X X	100.000	X X X
12. Total Privately Placed Bonds											
12.1 Issuer Obligations				NONE						X X X	
12.2 Residential Mortgage-Backed Securities				NONE						X X X	
12.3 Commercial Mortgage-Backed Securities				NONE						X X X	
12.4 Other Loan-Backed and Structured Securities				NONE						X X X	
12.5 Totals				NONE						X X X	
12.6 Line 12.5 as a % of Col. 6				NONE						X X X	
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9				NONE						X X X	

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-Term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	1,284,566	1,284,566			
2. Cost of short-term investments acquired	3,165,896	3,165,896			
3. Accrual of discount	32	32			
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals					
6. Deduct consideration received on disposals	4,312,723	4,312,723			
7. Deduct amortization of premium					
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)	137,771	137,771			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	137,771	137,771			

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(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: _____.

- NONE Schedule DB - Part A and B Verification**
- NONE Schedule DB - Part C - Section 1**
- NONE Schedule DB - Part C - Section 2**
- NONE Schedule DB - Verification**
- NONE Schedule E Verification**
- NONE Schedule A - Part 1**
- NONE Schedule A - Part 2**
- NONE Schedule A - Part 3**
- NONE Schedule B - Part 1**
- NONE Schedule B - Part 2**
- NONE Schedule B - Part 3**
- NONE Schedule BA - Part 1**
- NONE Schedule BA - Part 2**
- NONE Schedule BA - Part 3**

SCHEDULE D - PART 1

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

1	2	Codes			6	7	Fair Value		10	Change in Book/Adjusted Carrying Value					Interest					Dates	
		3	4	5			8	9		11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	F o r e i g n	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 & Accrued	Amount Rec. During Year	Acquired	Stated Contractual Maturity Date
912828-JK-7	UNITED STATES TREASURY NOTE	SD			1	1,023,089	101.961	1,019,610	1,000,000	1,003,337		(4,962)			3.125	2.610	FA	10,618	31,250	11/04/2008	08/31/2013
0199999	U.S. Government - Issuer Obligations					1,023,089	X X X	1,019,610	1,000,000	1,003,337		(4,962)			X X X	X X X	X X X	10,618	31,250	X X X	X X X
0599999	Subtotals - U.S. Governments					1,023,089	X X X	1,019,610	1,000,000	1,003,337		(4,962)			X X X	X X X	X X X	10,618	31,250	X X X	X X X
7799999	Totals - Issuer Obligations					1,023,089	X X X	1,019,610	1,000,000	1,003,337		(4,962)			X X X	X X X	X X X	10,618	31,250	X X X	X X X
8399999	Total Bonds					1,023,089	X X X	1,019,610	1,000,000	1,003,337		(4,962)			X X X	X X X	X X X	10,618	31,250	X X X	X X X

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NONE **Schedule D - Part 2 - Section 1**

NONE **Schedule D - Part 2 - Section 2**

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
8399998	Summary Item from Part 5 for Bonds				X X X	6,317,815	5,998,235.00	18,129
8399999	Total - Bonds				X X X	6,317,815	5,998,235.00	18,129
9999999	Totals				X X X	6,317,815	X X X	18,129

ET 3

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	For eign	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	Stated Contractual Maturity Date
912810-QK-7	UNITED STATES TREASURY		12/11/2012	SECURITY TRAN		307,471	250,000.00	238,194	238,443				204		238,647		68,825	68,825	12,794	08/15/2040
912828-JK-7	UNITED STATES TREASURY		03/07/2012	JEFFERIES & CO		104,250	100,000.00	102,309	100,830		(90)		(90)		100,740		3,510	3,510	1,630	08/31/2013
912828-RC-6	UNITED STATES TREASURY		12/03/2012	GOLDMAN SACH		530,076	500,000.00	509,787	509,562		(843)		(843)		508,719		21,358	21,358	13,830	08/15/2021
0599999	Subtotal - Bonds - U.S. Governments				X X X	941,797	850,000.00	850,290	848,835		(729)		(729)		848,106		93,693	93,693	28,254	X X X
341535-M5-8	FLORIDA ST BRD OF EDU P		12/04/2012	VINING SPARKS		402,948	350,000.00	378,644	366,213		(2,548)		(2,548)		363,665		39,283	39,283	17,792	06/01/2019
882721-LX-9	TEXAS ST		12/05/2012	BMO CAPITAL M		453,640	400,000.00	420,112	410,923		(2,254)		(2,254)		408,669		44,971	44,971	23,833	04/01/2024
93974B-P9-7	WASHINGTON ST		12/11/2012	SECURITY TRAN		462,128	400,000.00	424,504	419,574		(3,067)		(3,067)		416,507		45,621	45,621	28,889	07/01/2030
1799999	Subtotal - Bonds - U.S. States, Territories and Possessions				X X X	1,318,716	1,150,000.00	1,223,260	1,196,710		(7,869)		(7,869)		1,188,841		129,875	129,875	70,514	X X X
217482-YL-6	COPPELL TX		12/11/2012	SECURITY TRAN		419,528	400,000.00	437,196	409,847		(4,372)		(4,372)		405,475		14,053	14,053	27,222	02/01/2017
249164-EH-3	DENVER CITY & CNTY CO		12/11/2012	SECURITY TRAN		360,399	350,000.00	382,211	356,230		(3,674)		(3,674)		352,556		7,842	7,842	23,819	08/01/2018
425200-Q2-1	HENDERSON NV		12/11/2012	SECURITY TRAN		379,523	350,000.00	398,699	370,333		(4,028)		(4,028)		366,305		13,217	13,217	21,948	04/01/2017
544644-U8-8	LOS ANGELES CA UNIF SCH		12/04/2012	STIFEL-HANIFEN		284,200	250,000.00	264,725	257,182		(1,380)		(1,380)		255,802		28,398	28,398	17,917	07/01/2025
662523-WZ-8	NORTH SLOPE BORO AK		12/11/2012	SECURITY TRAN		366,936	300,000.00	300,000	300,000						300,000		66,936	66,936	22,690	06/30/2021
744890-QK-3	PUEBLO CNTY CO SCH DIST		12/01/2012	PREREFUNDED		350,000	350,000.00	394,041	355,280		(5,280)		(5,280)		350,000				18,813	12/01/2017
796237-UR-4	SAN ANTONIO TX		12/11/2012	SECURITY TRAN		68,404	60,000.00	66,562	64,479		(988)		(988)		63,491		4,912	4,912	4,083	02/01/2020
796237-UT-0	SAN ANTONIO TX		12/11/2012	SECURITY TRAN		45,188	40,000.00	44,374	42,986		(659)		(659)		42,328		2,860	2,860	2,722	02/01/2020
798135-TQ-2	SAN JOSE CA		12/11/2012	SECURITY TRAN		240,871	240,000.00	253,922	240,000						240,000		871	871	15,640	09/01/2024
873884-DC-1	TAHOE-TRUCKEE CA UNIF S		12/04/2012	GOLDMAN SACH		419,178	350,000.00	394,734	375,494		(3,900)		(3,900)		371,594		47,584	47,584	24,806	08/01/2017
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States				X X X	2,934,227	2,690,000.00	2,936,464	2,771,831		(24,281)		(24,281)		2,747,551		186,673	186,673	179,660	X X X
097464-QV-6	BOISE ID ST UNIV REVENUE		12/04/2012	VARIOUS		377,654	350,000.00	381,920	358,214		(1,818)		(1,818)		356,396		21,258	21,258	13,347	04/01/2017
13066Y-RK-7	CALIFORNIA ST DEPT OF W		12/04/2012	TD SECURITIES		110,670	100,000.00	114,493	110,882		(2,988)		(2,988)		107,894		2,776	2,776	5,500	05/01/2015
196707-HT-3	COLORADO ST BRD OF GOV		12/11/2012	SECURITY TRAN		421,225	350,000.00	358,691	358,339		(269)		(269)		358,071		63,154	63,154	26,641	03/01/2033
207758-KT-9	CONNECTICUT ST SPL TAX		05/31/2012	VINING SPARKS		142,316	125,000.00	144,856	140,441		(1,675)		(1,675)		138,766		3,550	3,550	3,715	11/01/2015
31398R-4F-9	FANNIE MAE 10-53 MA		12/11/2012	VARIOUS		190,619	188,246.00	196,717	194,420		(3,945)		(3,945)		190,474		145	145	6,338	09/25/2037
312962-VW-0	FEDERAL HOME LOAN MTG		12/11/2012	VARIOUS		83,392	78,231.00	79,465	78,818		(108)		(108)		78,710		4,683	4,683	3,719	11/01/2018
312962-ZK-2	FEDERAL HOME LOAN MTG		12/11/2012	VARIOUS		62,580	59,227.00	60,162	59,746		(161)		(161)		59,586		2,994	2,994	2,595	11/01/2018
312962-3G-6	FEDERAL HOME LOAN MTG		12/11/2012	VARIOUS		161,370	152,646.00	155,055	153,453		(230)		(230)		153,223		8,146	8,146	6,770	12/01/2018
312963-PY-1	FEDERAL HOME LOAN MTG		12/11/2012	VARIOUS		128,718	120,522.00	122,423	121,303		(140)		(140)		121,163		7,556	7,556	5,723	12/01/2018
3128H8-CB-4	FEDERAL HOME LOAN MTG		12/11/2012	VARIOUS		90,811	86,129.00	87,488	86,781		(219)		(219)		86,562		4,250	4,250	3,805	10/01/2018
3128MM-K7-7	FEDERAL HOME LOAN MTG		12/11/2012	VARIOUS		235,758	226,052.00	228,701	228,013		(538)		(538)		227,476		8,282	8,282	8,493	07/01/2024
3128MM-N9-0	FEDERAL HOME LOAN MTG		10/10/2012	VARIOUS		311,274	300,000.00	309,563	309,506		(2,364)		(2,364)		307,143		4,132	4,132	7,314	12/01/2026
3128PP-YY-3	FEDERAL HOME LOAN MTG		12/11/2012	VARIOUS		150,628	144,479.00	151,026	149,576		(1,531)		(1,531)		148,045		2,583	2,583	5,526	10/01/2024
3128PR-ZQ-5	FEDERAL HOME LOAN MTG		10/10/2012	VARIOUS		1,741,171	1,670,796.00	1,740,760	1,729,232		(13,318)		(13,318)		1,715,914		25,257	25,257	49,904	08/01/2025
3128PS-YJ-0	FEDERAL HOME LOAN MTG		03/07/2012	VARIOUS		416,022	399,083.00	412,583	410,995		(464)		(464)		410,532		5,491	5,491	3,908	11/01/2025
3128PT-VD-4	FEDERAL HOME LOAN MTG		12/03/2012	VARIOUS		361,619	345,382.00	345,976	345,890		(184)		(184)		345,706		15,913	15,913	11,803	01/01/2026

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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	For eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusting 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	Stated Contractual Maturity Date
3128PT-7B-5	FEDERAL HOME LOAN MTG		03/07/2012	VARIOUS		353,027	338,300.00	338,881	338,775						338,776		14,251	14,251	3,343	02/01/2026
31400S-BR-9	FEDERAL NATIONAL MTG A		12/11/2012	VARIOUS		83,633	78,869.00	80,163	79,385		(165)		(165)		79,220		4,413	4,413	3,425	05/01/2018
31400S-CF-4	FEDERAL NATIONAL MTG A		12/11/2012	VARIOUS		78,502	74,156.00	75,373	74,637		(159)		(159)		74,478		4,024	4,024	3,126	04/01/2018
31401C-LJ-0	FEDERAL NATIONAL MTG A		12/11/2012	VARIOUS		85,827	80,813.00	82,139	81,341		(154)		(154)		81,188		4,640	4,640	3,424	05/01/2018
31401X-L4-7	FEDERAL NATIONAL MTG A		12/11/2012	VARIOUS		93,654	88,268.00	89,716	88,814		(158)		(158)		88,656		4,998	4,998	3,827	06/01/2018
31405D-KC-0	FEDERAL NATIONAL MTG A		12/11/2012	VARIOUS		65,668	61,729.00	62,694	62,228		(129)		(129)		62,099		3,569	3,569	2,649	07/01/2019
31410G-RJ-4	FEDERAL NATIONAL MTG A		12/11/2012	VARIOUS		129,823	123,346.00	121,496	122,083		424		424		122,507		7,315	7,315	4,732	12/01/2018
31394D-N3-0	FEDERAL NATIONAL MTG A		02/01/2012	PAYDOWN		7,839	7,839.00	7,786	7,811		28		28		7,839				48	08/25/2018
31398E-PJ-7	FREDDIE MAC -3549 NA		09/01/2012	PAYDOWN		87,895	87,895.00	88,815	88,064		(169)		(169)		87,895				1,055	07/15/2019
31398E-LV-4	FREDDIE MAC -3551 AF		07/01/2012	PAYDOWN		19,375	19,375.00	19,623	19,410		(36)		(36)		19,375				173	07/15/2019
3137A4-ZH-3	FREDDIE MAC -3794 JH		12/11/2012	VARIOUS		299,339	291,604.00	301,536	299,658		(4,094)		(4,094)		295,565		3,774	3,774	8,922	12/15/2023
38373A-L2-0	GOVERNMENT NATIONAL M		12/11/2012	VARIOUS		177,952	164,729.00	171,421	171,001		(2,384)		(2,384)		168,617		9,335	9,335	7,012	07/20/2038
38376F-J3-7	GOVERNMENT NATIONAL M		12/11/2012	VARIOUS		90,183	83,278.00	87,806	87,493		(1,514)		(1,514)		85,979		4,203	4,203	3,563	08/20/2038
472719-AB-9	JEFFERSON CNTY CO & JEF		12/05/2012	RBC DAIN RAUS		458,588	400,000.00	400,000	400,000						400,000		58,588	58,588	17,835	12/01/2017
485116-SF-5	KANSAS CITY MO WTR REV		12/04/2012	STIFEL-HANIFEN		368,625	300,000.00	341,160	332,710		(4,001)		(4,001)		328,709		39,916	39,916	15,250	12/01/2020
485429-LE-2	KANSAS ST DEV FIN AUTH R		12/05/2012	WELLS FARGO F		237,446	200,000.00	235,896	235,641		(5,422)		(5,422)		230,219		7,227	7,227	9,861	12/01/2017
575896-GC-3	MASSACHUSETTS ST PORT		12/11/2012	SECURITY TRAN		123,153	100,000.00	108,776	107,735		(739)		(739)		106,996		16,157	16,157	7,222	07/01/2027
576000-BE-2	MASSACHUSETTS ST SCH B		12/04/2012	WELLS FARGO F		448,584	400,000.00	419,936	408,826		(2,146)		(2,146)		406,680		41,904	41,904	26,222	08/15/2022
60636W-NW-1	MISSOURI ST HIGHWAYS &		12/05/2012	RBC DAIN RAUS		233,762	200,000.00	200,000	200,000						200,000		33,762	33,762	9,849	05/01/2018
645916-Z4-2	NEW JERSEY ST ECON DEV		12/05/2012	VARIOUS		371,483	300,000.00	343,545	330,618		(1,897)		(1,897)		328,722		42,761	42,761	10,129	12/15/2019
64985Y-EU-0	NEW YORK ST ENVRNMNTL		12/04/2012	VINING SPARKS		475,220	400,000.00	432,408	424,928		(3,545)		(3,545)		421,383		53,837	53,837	19,556	12/15/2024
65821F-EQ-5	NORTH CAROLINA ST HSG F		12/11/2012	VARIOUS		86,792	85,000.00	90,205	86,457		(947)		(947)		85,509		1,283	1,283	5,867	07/01/2036
79575D-ZX-1	SALT RIVER AZ PROJ AGRIC		12/11/2012	SECURITY TRAN		120,748	100,000.00	112,441	109,932		(1,208)		(1,208)		108,724		12,024	12,024	7,222	01/01/2022
87971H-CM-4	TEMPE AZ EXCISE TAX REV		12/04/2012	WELLS FARGO F		268,998	250,000.00	274,100	257,010		(2,537)		(2,537)		254,473		14,524	14,524	18,813	07/01/2016
882135-WH-5	TEXAS ST A & M UNIV REVE		12/11/2012	SECURITY TRAN		331,728	325,000.00	371,335	332,858		(5,371)		(5,371)		327,488		4,240	4,240	18,295	05/15/2014
914440-KS-0	UNIV OF MASSACHUSETTS		12/04/2012	MITSUBISHI UFJ		112,368	100,000.00	116,749	113,068		(3,114)		(3,114)		109,954		2,414	2,414	5,500	11/01/2015
916277-GT-7	UPPER OCCOQUAN VA SEW		12/04/2012	WELLS FARGO F		367,931	350,000.00	399,844	361,529		(5,283)		(5,283)		356,246		11,684	11,684	26,338	07/01/2014
3199999	Subtotal - Bonds - U. S. Special Rev. and Special Assessment and				X X X	10,563,970	9,705,994.00	10,263,723	10,057,621		(74,671)		(74,671)		9,982,958		581,013	581,013	408,359	X X X
010392-FC-7	ALABAMA POWER CO		12/05/2012	JP MORGAN SE		218,634	200,000.00	196,766	196,929		287		287		197,215		21,419	21,419	8,044	10/01/2020
0258M0-CY-3	AMER EXPRESS CREDIT CO		12/05/2012	VARIOUS		322,212	300,000.00	303,780	301,390		(312)		(312)		301,079		21,133	21,133	16,243	08/20/2013
031162-BF-6	AMGEN INC		12/05/2012	RBC CAPITAL M		104,446	100,000.00	99,768	99,790		43		43		99,832		4,614	4,614	2,268	06/15/2016
06051G-EB-1	BANK OF AMERICA CORP		12/11/2012	VARIOUS		209,955	200,000.00	206,838	204,886		(920)		(920)		203,967		5,988	5,988	8,013	04/01/2015
06406H-BY-4	BANK OF NEW YORK MELLO		12/11/2012	VARIOUS		321,104	300,000.00	301,713	301,691		(91)		(91)		301,600		19,503	19,503	9,718	09/23/2021
06739G-BB-4	BARCLAYS BANK PLC		12/11/2012	VARIOUS		419,793	400,000.00	414,428	410,280		(1,807)		(1,807)		408,473		11,320	11,320	12,946	04/07/2015
071813-BC-2	BAXTER INTERNATIONAL IN		12/11/2012	SECURITY TRAN		115,006	100,000.00	104,829	104,589		(463)		(463)		104,127		10,879	10,879	5,265	03/15/2020
075887-AW-9	BECTON DICKINSON		12/05/2012	WELLS FARGO F		216,810	200,000.00	193,460	193,768		571		571		194,339		22,471	22,471	7,006	11/12/2020
14041N-DY-4	CAPITAL ONE MULTI-ASSET		03/07/2012	CREDIT SUISSE		200,422	200,000.00	200,273	200,134		(19)		(19)		200,116		306	306	414	10/15/2015
172967-FD-8	CITIGROUP INC		12/11/2012	SECURITY TRAN		216,092	200,000.00	205,886	204,270		(1,134)		(1,134)		203,136		12,956	12,956	10,081	05/19/2015
20825C-AR-5	CONOCOPHILLIPS		12/05/2012	VARIOUS		307,991	250,000.00	257,715	255,980		(497)		(497)		255,483		52,508	52,508	16,012	02/01/2019
22546Q-AE-7	CREDIT SUISSE NEW YORK	R	12/11/2012	SECURITY TRAN		210,866	200,000.00	204,146	202,943		(832)		(832)		202,111		8,755	8,755	8,517	03/23/2015

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	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	Stated Contractual Maturity Date
25470D-AB-5	DISCOVERY COMMUNICATI		12/05/2012	BANK OF AMERI		106,853	100,000.00	103,436	102,874		(765)		(765)		102,109		4,744	4,744	3,793	06/01/2015
29250R-AU-0	ENBRIDGE ENERGY PARTN		12/11/2012	SECURITY TRAN		108,246	100,000.00	99,516	99,527		38		38		99,566		8,680	8,680	5,203	09/15/2021
26875P-AD-3	EOG RESOURCES INC		12/05/2012	VARIOUS		303,881	250,000.00	249,540	249,641		24		24		249,664		54,217	54,217	9,477	06/01/2019
36962G-4L-5	GENERAL ELEC CAP CORP		12/11/2012	VARIOUS		159,295	150,000.00	152,267	151,650		(190)		(190)		151,459		7,835	7,835	2,236	06/29/2015
369604-BC-6	GENERAL ELECTRIC CO		12/11/2012	SECURITY TRAN		295,117	250,000.00	245,843	246,924		426		426		247,350		47,768	47,768	13,307	12/06/2017
38141E-A7-4	GOLDMAN SACHS GROUP I		12/11/2012	SECURITY TRAN		105,589	100,000.00	99,882	99,914		22		22		99,935		5,654	5,654	5,036	08/01/2015
20173Q-AB-7	GREENWICH CAP COMM FD		12/11/2012	VARIOUS		318,384	310,682.00	314,262	310,682		422		422		311,104		7,280	7,280	16,023	03/10/2039
36191Y-BB-3	GS MORTGAGE SECURITIES		12/11/2012	SECURITY TRAN		387,012	350,000.00	353,478	353,406		(331)		(331)		353,075		33,937	33,937	13,335	08/10/2044
404280-AK-5	HSBC HOLDINGS PLC	R	12/11/2012	SECURITY TRAN		118,443	100,000.00	107,495	107,274		(622)		(622)		106,653		11,790	11,790	6,035	04/05/2021
46630E-AC-4	JP MORGAN CHASE COMME		12/11/2012	SECURITY TRAN		286,057	250,000.00	268,945	267,717		(3,496)		(3,496)		264,221		21,837	21,837	13,949	12/12/2043
46625H-JC-5	JPMORGAN CHASE & CO		12/11/2012	SECURITY TRAN		111,727	100,000.00	100,628	100,623		(48)		(48)		100,575		11,152	11,152	5,812	08/15/2021
50179M-AE-1	LB-UBS COMM MTG TR 06 C		12/11/2012	SECURITY TRAN		578,105	500,000.00	512,650	512,324		(2,496)		(2,496)		509,828		68,277	68,277	26,860	09/15/2039
565849-AD-8	MARATHON OIL CORP		12/11/2012	SECURITY TRAN		120,948	100,000.00	112,691	111,457		(1,718)		(1,718)		109,739		11,209	11,209	7,167	10/01/2017
589331-AP-2	MERCK & CO INC		12/11/2012	SECURITY TRAN		108,805	100,000.00	108,267	107,290		(1,923)		(1,923)		105,367		3,438	3,438	3,789	06/30/2015
617446-2T-5	MORGAN STANLEY		11/02/2012	VARIOUS		151,910	150,000.00	143,690	148,606		825		825		149,431		2,479	2,479	5,221	11/02/2012
61747W-AF-6	MORGAN STANLEY		12/11/2012	SECURITY TRAN		114,285	100,000.00	103,599	103,446		(288)		(288)		103,158		11,127	11,127	7,922	01/25/2021
144141-CZ-9	PROGRESS ENERGY CAROL		12/05/2012	VARIOUS		359,249	300,000.00	303,684	302,792		(147)		(147)		302,645		56,604	56,604	14,262	01/15/2019
744448-CC-3	PUBLIC SERVICE COLORAD		12/05/2012	VARIOUS		300,848	250,000.00	251,030	250,811		(57)		(57)		250,754		50,094	50,094	8,962	06/01/2019
822582-AQ-5	SHELL INTERNATIONAL FIN	R	12/05/2012	CREDIT SUISSE		212,508	200,000.00	210,698	209,398		(2,480)		(2,480)		206,917		5,591	5,591	5,890	06/28/2015
863667-AA-9	STRYKER CORP		12/05/2012	KEY BANC CAPI		104,579	100,000.00	104,412	103,816		(1,162)		(1,162)		102,654		1,925	1,925	4,208	01/15/2015
907818-DG-0	UNION PACIFIC CORP		12/11/2012	SECURITY TRAN		113,208	100,000.00	107,839	107,651		(701)		(701)		106,949		6,259	6,259	5,444	02/01/2021
931142-CZ-4	WAL-MART STORES INC		12/05/2012	STIFEL-HANIFEN		219,368	200,000.00	199,399	199,460		51		51		199,511		19,857	19,857	7,313	10/25/2020
94974B-EV-8	WELLS FARGO & COMPANY		06/25/2012	JEFFERIES & CO		223,710	200,000.00	208,048	207,780		(346)		(346)		207,434		16,276	16,276	6,823	04/01/2021
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	7,771,458	7,010,682.00	7,150,901	7,131,713		(20,136)		(20,136)		7,111,576		659,882	659,882	302,594	X X X
8399997	Subtotal - Bonds - Part 4				X X X	23,530,168	21,406,676	22,424,638	22,006,710		(127,686)		(127,686)		21,879,032		1,651,136	1,651,136	989,381	X X X
8399998	Summary Item from Part 5 for Bonds				X X X	6,476,008	5,998,235.00	6,317,815			(24,458)		(24,458)		6,293,356		182,651	182,651	118,793	X X X
8399999	Total - Bonds				X X X	30,006,176	27,404,911.00	28,742,453	22,006,710		(152,144)		(152,144)		28,172,388		1,833,787	1,833,787	1,108,174	X X X
9999999	Totals					30,006,176	X X X	28,742,453	22,006,710		(152,144)		(152,144)		28,172,388		1,833,787	1,833,787	1,108,174	X X X

E14.2

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	Change in Book/Adjusted Carrying Value				17	18	19	20	21		
											12	13	14	15						16	
CUSIP Identification	Description	For eign	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	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	
3137EA-DB-2	FEDERAL HOME LOAN MORTGAGE C		03/12/2012	PARIBAS CORPORATI	12/11/2012	SECURITY TRANSFER	1,000,000.00	994,861	1,054,360	995,224		363		363			59,136	59,136	21,639	3,958	
0599999	Bonds - U.S. Governments							1,000,000.00	994,861	1,054,360	995,224		363		363			59,136	59,136	21,639	3,958
528828-Q6-6	LEWISVILLE TX INDEP SCH DIST		05/01/2012	MERRILL LYNCH	12/04/2012	UBS WARBURG	100,000.00	120,720	123,855	119,465		(1,255)		(1,255)			4,390	4,390	2,806	97	
586145-XZ-2	MEMPHIS TN		04/05/2012	SEATTLE-NORTHWES	12/04/2012	FIDELITY	250,000.00	305,348	319,445	301,712		(3,636)		(3,636)			17,733	17,733	13,750	5,556	
655867-QD-4	NORFOLK VA		06/13/2012	RAYMOND JAMES	12/11/2012	SECURITY TRANSFER	200,000.00	236,180	246,530	234,488		(1,692)		(1,692)			12,042	12,042	4,556		
933420-BX-8	WALTON CNTY GA SCH DIST		03/28/2012	R.W. BAIRD	12/04/2012	SUNTRUST CAPITAL	100,000.00	120,763	123,716	119,067		(1,696)		(1,696)			4,649	4,649	3,167		
2499999	Bonds - U.S. Political Subdivisions of States							650,000.00	783,011	813,546	774,732		(8,279)		(8,279)			38,814	38,814	24,279	5,653
3128MJ-R5-1	FEDERAL HOME LN MTG CORP #G085		09/24/2012	CANTOR FITZGERALD	12/11/2012	VARIOUS	200,000.00	210,391	209,698	210,023		(368)		(368)			(325)	(325)	1,165	167	
31306X-2A-0	FEDERAL HOME LN MTG CORP #J207		11/16/2012	CANTOR FITZGERALD	12/11/2012	VARIOUS	348,370.00	364,073	363,430	363,849		(224)		(224)			(419)	(419)	966	484	
3132HL-A2-9	FEDERAL HOME LN MTG CORP #Q100		08/06/2012	CANTOR FITZGERALD	12/11/2012	VARIOUS	250,000.00	264,454	265,551	263,280		(1,174)		(1,174)			2,271	2,271	3,147	292	
31292L-EQ-4	FEDERAL HOME LOAN MTG CORP #C		01/19/2012	BANK OF AMERICA	11/01/2012	VARIOUS	250,000.00	257,070	260,906	255,350		(1,721)		(1,721)			5,557	5,557	6,251	292	
3128MJ-Q7-8	FEDERAL HOME LOAN MTG CORP #G		01/20/2012	NOMURA SECURITIES	12/11/2012	VARIOUS	450,000.00	461,109	473,281	458,818		(2,291)		(2,291)			14,463	14,463	12,847	525	
3128MJ-Q9-4	FEDERAL HOME LOAN MTG CORP #G		02/27/2012	CANTOR FITZGERALD	12/11/2012	VARIOUS	450,000.00	465,047	473,813	461,902		(3,145)		(3,145)			11,910	11,910	11,750	481	
3132GU-JZ-8	FEDERAL HOME LOAN MTG CORP #Q		05/09/2012	CREDIT SUISSE FIRST	12/03/2012	VARIOUS	750,000.00	777,891	794,299	774,527		(3,363)		(3,363)			19,772	19,772	13,408	875	
3138ED-2V-2	FEDERAL NATIONAL MTG ASSOC #AK		03/21/2012	CREDIT SUISSE FIRST	12/11/2012	VARIOUS	250,000.00	255,703	266,751	255,307		(396)		(396)			11,444	11,444	6,041	267	
646136-DW-8	NEW JERSEY ST TRANSPRTN TRUST		05/30/2012	KEY BANC CAPITAL M	12/05/2012	UBS WARBURG	100,000.00	122,125	124,650	120,714		(1,411)		(1,411)			3,936	3,936	5,177	2,465	
3199999	Bonds - U.S. Special Rev. and Special Assessment and all Non-Guar. Obligations							3,048,370.00	3,177,863	3,232,379	3,163,770		(14,093)		(14,093)			68,609	68,609	60,752	5,848
03523T-BN-7	ANHEUSER-BUSCH INBEV WOR		07/11/2012	JP MORGAN SECURITI	12/05/2012	WELLS FARGO FINAN	100,000.00	99,712	101,202	99,734		22		22			1,468	1,468	550		
12514A-AE-1	CITIGROUP/DEUTSCHE BANK COMM		10/16/2012	RBC CAPITAL MARKET	12/03/2012	VARIOUS	174,865.00	208,923	207,753	208,558		(364)		(364)			(806)	(806)	1,856	515	
12624Q-AP-8	COMMERCIAL MORTGAGE PASS-THR		11/02/2012	DEUTSCHE BANK	12/03/2012	DEUTSCHE BANK	325,000.00	333,117	334,280	333,013		(104)		(104)			1,267	1,267	569	195	
377373-AC-9	GLAXOSMITHKLINE CAPITAL	R	06/28/2012	RBC CAPITAL MARKET	12/05/2012	WELLS FARGO FINAN	200,000.00	200,924	203,904	200,844		(80)		(80)			3,060	3,060	1,758	450	
48126E-AA-5	JPMORGAN CHASE & CO		10/25/2012	JEFFERIES & COMPAN	12/11/2012	SECURITY TRANSFER	100,000.00	100,863	101,988	100,844		(19)		(19)			1,144	1,144	617	389	
674599-BX-2	OCCIDENTAL PETROLEUM COR		06/28/2012	US BANCORP	12/05/2012	GOLDMAN SACHS	200,000.00	223,422	223,118	220,859		(2,563)		(2,563)			2,259	2,259	4,331	733	
89153V-AA-7	TOTAL CAPITAL INTL SA	R	03/30/2012	BANK OF AMERICA	12/05/2012	CREDIT SUISSE FIRST	200,000.00	195,119	203,478	195,778		659		659			7,700	7,700	2,442	388	
3899999	Bonds - Industrial and Miscellaneous (Unaffiliated)							1,299,865.00	1,362,080	1,375,723	1,359,630		(2,449)		(2,449)			16,092	16,092	12,123	2,670
8399998	Subtotal - Bonds							5,998,235.00	6,317,815	6,476,008	6,293,356		(24,458)		(24,458)			182,651	182,651	118,793	18,129
8999998	Subtotal - Preferred Stocks							X X X													
9899999	Subtotal - Stocks							X X X													
9999999	Totals							X X X	6,317,815	6,476,008	6,293,356		(24,458)		(24,458)			182,651	182,651	118,793	18,129

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NONE Schedule D - Part 6 - Section 1 and 2

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Date Acquired	6 Name of Vendor	7 Maturity Date	8 Book / Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				13 Par Value	14 Actual Cost	Interest						21 Paid for Accrued Interest	
		3 Code	4 F o r e i g n					9 Unrealized Valuation Increase / (Decrease)	10 Current Year's (Amortization) / Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Total Foreign Exchange Change in B./A.C.V.			15 Amount Due and Accrued Dec. 31 of Current Year on Bond Not in Default	16 Non-Admitted Due And Accrued	17 Rate of	18 Effective Rate of	19 When Paid	20 Amount Received During Year		
097100-55-6 177366-60-6	BOFA GOVERNMENT RESERVES MMF CITIZENS SELECT TREASURY MONEY M			10/16/2012 08/31/2012	DIRECT DIRECT		137,496 275					137,496 275								MON MON	
8899999	Exempt Money Market Mutual Funds						137,771					X X X	137,771			X X X	X X X	X X X			
9199999	TOTALS						137,771					X X X	137,771			X X X	X X X	X X X			

E17

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of December 31 of Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Items Hedged or Used for Income Generation	Schedule/ Exhibit Identifier	Type(s) of Risk(s)	Exchange or Counterparty	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Prior Year Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Year-end (a)
NONE																						
1449999 Totals						XXX	XXX	XXX	XXX					XXX							XXX	XXX

813

(a)

Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
NONE	

SCHEDULE DB - PART A - SECTION 2

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Terminated During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25									
Description	Description of Hedged Item(s)	Schedule/ Exhibit Identifier	Type(s) of Risk(s)	Exchange or Counterparty	Trade Date	Date of Maturity or Expiration	Termination Date	Indicate Exercise, Expiration, Maturity or Sale	Number of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Prior Year Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Consideration Received (Paid) on Termination	Current Year Income	Book/ Adjusted Carrying Value	Code	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization) Accretion	Gain (Loss) on Termination - Recognized	Adjustment to Carrying Value of Hedged Item	Gain (Loss) on Termination Deferred	Hedge Effectiveness at Inception and at Termination (a)									
NONE																																	
1449999 Total						XXX	XXX	XXX	XXX	XXX	XXX						XXX								XXX								

619

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
		NONE

SCHEDULE DB - PART B - SECTION 1

Future Contracts Open December 31 of Current Year

1 Ticker Symbol	2 Number of Contracts	3 Notional Amount	4 Description	5 Description of Hedged Item(s)	6 Schedule/ Exhibit Identifier	7 Type(s) of Risk(s)	8 Date of Maturity or Expiration	9 Exchange	10 Trade Date	11 Transaction Price	12 Reporting Date Price	13 Fair Value	14 Book/ Adjusted Carrying Value	Change in Variation Margin				19 Potential Exposure	20 Hedge Effectiveness at Inception and at Year-end (a)
														15 Cumulative	16 Gain (Loss) Recognized in Current Year	17 Gain (Loss) Used to Adjust Basis of Hedged Item	18 Deferred		
NONE																			
1449999 Total							XXX	XXX	XXX	XXX	XXX	XXX							XXX

E20

Broker Name	Net Cash Deposits
NONE	
Total Net Cash Deposits	

(a)

Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
NONE	

SCHEDULE DB - PART B - SECTION 2

Future Contracts Terminated December 31 of Current Year

1 Ticker Symbol	2 Number of Contracts	3 Notional Amount	4 Description	5 Description of Hedged Item(s)	6 Schedule/ Exhibit Identifier	7 Type(s) of Risk(s)	8 Date of Maturity or Expiration	9 Exchange	10 Trade Date	11 Transaction Price	12 Termination Date	13 Termination Price	14 Indicate Exercise, Expiration, Maturity or Sale	15 Book/ Adjusted Carry Value At Termination	Change in Variation Margin			19 Hedge Effectiveness at Inception/ and at Termination (a)
															16 Gain (Loss) Recognized in Current Year	17 Gain (Loss) Used to Adjust Basis of Hedged Item in Current Year	18 Deferred	
NONE																		XXX
1449999 Total						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX				XXX	

Broker Name	Net Cash Deposits
NONE	
Total Net Cash Deposits	

E21

(a) Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
	NONE

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open December 31 of Current Year

1 Description Counterparty or Exchange Traded	2 Master Agreement (Y or N)	3 Credit Support Annex (Y or N)	4 Fair Value of Acceptable Collateral	Book/Adjusted Carrying Value			Fair Value			11 Potential Exposure	12 Off-Balance Sheet Exposure
				5 Contracts With Book/ Adjusted Carrying Value >0	6 Contracts With Book/ Adjusted Carrying Value <0	7 Exposure net of Collateral	8 Contracts With Fair Value >0	9 Contracts With Fair Value <0	10 Exposure Net of Collateral		
NONE											
0899999 Totals											

E22

SCHEDULE DL - PART 1

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned December 31 Current Year

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Desig- nation/ Market Indicator	Fair Value	Book / Adjusted Carrying Value	Maturity Dates
NONE						
9999999 Totals						XXX

General Interrogatories:

1. Total activity for the year	Fair Value \$	0	Book/Adjusted Carrying Value \$	0
2. Average balance for the year	Fair Value \$	0	Book/Adjusted Carrying Value \$	0
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:				
NAIC 1 \$	0;	NAIC 2 \$	0;	NAIC 3 \$
0;	NAIC 4 \$	0;	NAIC 5 \$	0;
0;	NAIC 6 \$	0.		

SCHEDULE DL - PART 2

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned December 31 Current Year

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Desig- nation/ Market Indicator	Fair Value	Book / Adjusted Carrying Value	Maturity Dates
NONE						
9999999 Totals						XXX

General Interrogatories:

1. Total activity for the year

Fair Value \$ 0

Book/Adjusted Carrying Value \$ 0

2. Average balance for the year

Fair Value \$ 0

Book/Adjusted Carrying Value \$ 0

NONE Schedule E - Part 2

SCHEDULE E – PART 3 – SPECIAL DEPOSITS

States, etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits		
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value	
1. Alabama	AL						
2. Alaska	AK						
3. Arizona	AZ						
4. Arkansas	AR						
5. California	CA						
6. Colorado	CO						
7. Connecticut	CT						
8. Delaware	DE						
9. District of Columbia	DC						
10. Florida	FL						
11. Georgia	GA						
12. Hawaii	HI						
13. Idaho	ID						
14. Illinois	IL						
15. Indiana	IN						
16. Iowa	IA						
17. Kansas	KS						
18. Kentucky	KY						
19. Louisiana	LA						
20. Maine	ME						
21. Maryland	MD						
22. Massachusetts	MA						
23. Michigan	MI						
24. Minnesota	MN						
25. Mississippi	MS						
26. Missouri	MO						
27. Montana	MT						
28. Nebraska	NE						
29. Nevada	NV						
30. New Hampshire	NH						
31. New Jersey	NJ						
32. New Mexico	NM						
33. New York	NY						
34. North Carolina	NC						
35. North Dakota	ND						
36. Ohio	OH						
37. Oklahoma	OK						
38. Oregon	OR						
39. Pennsylvania	PA						
40. Rhode Island	RI	B	Workers' Compensation	1,003,337	1,019,610		
41. South Carolina	SC						
42. South Dakota	SD						
43. Tennessee	TN						
44. Texas	TX						
45. Utah	UT						
46. Vermont	VT						
47. Virginia	VA						
48. Washington	WA						
49. West Virginia	WV						
50. Wisconsin	WI						
51. Wyoming	WY						
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. US Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CAN						
58. Aggregate Other Alien and Other	OT	X X X	X X X				
59. Total		X X X	X X X	1,003,337	1,019,610		

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

OVERFLOW PAGE FOR WRITE-INS

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