

QUARTERLY STATEMENT

AS OF MARCH 31, 2010
OF THE CONDITION AND AFFAIRS OF THE

LUMBERMENS MUTUAL CASUALTY COMPANY

(Current Period)	(Prior Period)	iny Code 22977 Employ	er's ID Number36-1410470
Organized under the Laws of	Illinois	, State of Domicile or Port of Ent	ry <u>Illinois</u>
Country of Domicile		United States	
Incorporated/Organized	11/18/1912	Commenced Business	11/25/1912
Statutory Home Office	1 Kemper Drive		Grove, IL 60049-0001
Main Administrative Office	(Street and Number) 1 Kemper Drive	(City Long Grove, IL 60049-000	or Town, State and Zip Code)
	(Street and Number)	(City or Town, State and Zip Code	e) (Area Code) (Telephone Number)
Mail Address	1 Kemper Drive street and Number or P.O. Box)	Long Gro	ve, IL 60049-0001 vn, State and Zip Code)
Primary Location of Books and Reco		Long Grove, IL 60049-	
Timary Education of Books and Recon	(Street and Number)	(City or Town, State and Zip	Code) (Area Code) (Telephone Number
Internet Web Site Address		www.kemperinsurance.com	
Statutory Statement Contact	Fredrick Thomas Griffit		847-320-3127
Fred.Griffith@kemp	(Name)		e) (Telephone Number) (Extension)
(E-Mail Ac			umber)
	055	10ED0	
Name		ICERS	T:41 -
Name Douglas Sean Andrews .	Title President and CEO	Name John Keating Conway	Title
Fredrick Thomas Griffith .	Chief Financial Officer	Geoffrey Andrew Cooke	_, <u>Secretary</u> Treasurer
,		·	
Barbara Kay Murray ,	Senior Vice President	DFFICERS Benjamin David Schwartz	, Senior Vice President
		OR TRUSTEES	
Douglas Sean Andrews	Peter Bannerman Hamilton	George Ralph Lewis	Arthur James Massolo
David Barrett Mathis			
State ofIllinois			
County ofLake	ss		
above, all of the herein described assets we this statement, together with related exhibit of the condition and affairs of the said report completed in accordance with the NAIC An that state rules or regulations require differ	ere the absolute property of the said reporting, schedules and explanations therein containering entity as of the reporting period states unual Statement Instructions and Accounting ences in reporting not related to accounting	ng entity, free and clear from any liens or cla ined, annexed or referred to, is a full and tru I above, and of its income and deductions the Practices and Procedures manual except to practices and procedures, according to the b	entity, and that on the reporting period stated tims thereon, except as herein stated, and that e statement of all the assets and liabilities and herefrom for the period ended, and have been the extent that: (1) state law may differ; or, (2) pest of their information, knowledge and belief, the control of their information.
			filing with the NAIC, when required, that is an ed by various regulators in lieu of or in addition
Douglas Sean Andrews	John Kea	ting Conway	Fredrick Thomas Griffith
President and CEO	Sec	retary	Chief Financial Officer
		a. Is this an origina	I filing? Yes [X] No []
Subscribed and sworn to before me this 10th day of	May , 2010	b. If no, 1. State the ame 2. Date filed 3. Number of pa	

ASSETS

		JOE 10	0		
		1	Current Statement Date 2	3	4
		'	2	3	December 31
				Net Admitted Assets	Prior Year Net
		Assets	Nonadmitted Assets	(Cols. 1 - 2)	Admitted Assets
1.	Bonds	804,836,904		804,836,904	805,880,134
2.	Stocks:				
	2.1 Preferred stocks			0	0
	2.2 Common stocks	61 933 665		61 933 665	60 979 750
2	Mortgage loans on real estate:				
3.	3.1 First liens				0
					U
	3.2 Other than first liens			0	0
4.	Real estate:				
	4.1 Properties occupied by the company (less				
	\$encumbrances)			0	0
	4.2 Properties held for the production of income				
	(less \$encumbrances)			0	0
		-		JU	0
	4.3 Properties held for sale (less				
	\$ encumbrances)			0	0
5.	Cash (\$818,960),				
	cash equivalents (\$0)				
	and short-term investments (\$	N7 Q0N GN0		A7 Q0A 6A0	EO 224 764
_	•				
	Contract loans (including \$premium notes)			0	
	Derivatives				
8.	Other invested assets	5,494,335		5,494,335	5,618,196
9.	Receivables for securities			0	0
	Aggregate write-ins for invested assets			0	
	Subtotals, cash and invested assets (Lines 1 to 10)				
	Title plants less \$charged off (for Title insurers				
12.					0
	only)	0.004.044		0	
13.	Investment income due and accrued	6,091,644		6,091,644	6, 139, 131
14.	Premiums and considerations:				
	14.1 Uncollected premiums and agents' balances in the course of				
	collection	4,321,972	4,496,679	(174,707)	(707,981)
	14.2 Deferred premiums, agents' balances and installments booked but				
	deferred and not yet due (including \$earned				
		0 050 000	04 404	0 000 700	0 005 005
	but unbilled premiums)				
	14.3 Accrued retrospective premiums.	7 , 798 , 749	231,585	7 , 567 , 164	9,741,523
15.	Reinsurance:				
	15.1 Amounts recoverable from reinsurers	54,602,124		54,602,124	82,629,828
	15.2 Funds held by or deposited with reinsured companies	11,504,556		11,504,556	11 , 184 , 035
	15.3 Other amounts receivable under reinsurance contracts			0	0
16	Amounts receivable relating to uninsured plans				0
	Current federal and foreign income tax recoverable and interest thereon				
	2 Net deferred tax asset				0
	Guaranty funds receivable or on deposit				0
19.	Electronic data processing equipment and software.			0	0
20.	Furniture and equipment, including health care delivery assets				
	(\$)			0	0
21.	Net adjustment in assets and liabilities due to foreign exchange rates				0
	Receivables from parent, subsidiaries and affiliates				251,269
	Health care (\$			0	
	Aggregate write-ins for other than invested assets		4,053,3/1	04,791,090	1 3 ,928 ,208
25.	Total assets excluding Separate Accounts, Segregated Accounts and				
	Protected Cell Accounts (Lines 11 to 24)	1,847,928,172	774,509,888	1,073,418,284	1,124,027,285
26.	From Separate Accounts, Segregated Accounts and Protected				
	Cell Accounts		<u> </u>	0	0
27.	Total (Lines 25 and 26)	1,847,928,172	774,509,888	1,073,418,284	1,124,027,285
	DETAILS OF WRITE-INS	7. 77.1.2	,,,,,,,,,,	,,,=31	, ,==,,==0
1001					
1098.	Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
	Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0		0	0
	Amounts receivable under high deductible policies	5 079 916	3 959 223	1,120,693	4 664 499
	Advance to claims service provider			8,761,717	8,292,510
	Other admitted assets				60,971,199
	Summary of remaining write-ins for Line 24 from overflow page		0	0	0
2499.	Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	68,845,061	4,053,371	64,791,690	73,928,208

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31, Prior Year
1.	Losses (current accident year \$	702,301,667	677 , 228 , 257
	Reinsurance payable on paid losses and loss adjustment expenses		22,869,036
	Loss adjustment expenses		213,253,103
4.	Commissions payable, contingent commissions and other similar charges	450,224	407 , 204
5.	Other expenses (excluding taxes, licenses and fees)	6,981,615	11,418,403
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	10 , 354 , 740	9,326,453
7.1	1 Current federal and foreign income taxes (including \$		0
7.2	2 Net deferred tax liability		0
8.	Borrowed money \$ and interest thereon \$		0
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$1,297,388 and		
	including warranty reserves of \$99,884)	2,203,475	2,569,021
10.	Advance premium		0
11.	Dividends declared and unpaid:		
	11.1 Stockholders		0
	11.2 Policyholders		0
12.	Ceded reinsurance premiums payable (net of ceding commissions)		
13.	Funds held by company under reinsurance treaties	2,100,644	2,133,617
	Amounts withheld or retained by company for account of others		
	Remittances and items not allocated		
	Provision for reinsurance		
17.	Net adjustments in assets and liabilities due to foreign exchange rates	136 , 476	434,296
	Drafts outstanding		
	Payable to parent, subsidiaries and affiliates		
	Derivatives		
	Payable for securities		
	Liability for amounts held under uninsured plans		0
	Capital notes \$and interest thereon \$		0
	Aggregate write-ins for liabilities	46,270,305	102,237,606
	Total liabilities excluding protected cell liabilities (Lines 1 through 24)	1,071,326,083	1,115,904,007
	Protected cell liabilities	1,011,020,000	0
		1,071,326,083	1,115,904,007
	Total liabilities (Lines 25 and 26)		1,110,304,007
	Aggregate write-ins for special surplus funds		0
	Common capital stock		_
	Preferred capital stock Aggregate write-ins for other than special surplus funds		1 500 000
	·		
	Gross paid in and contributed surplus Unassigned funds (surplus)		
		(097,703,397)	(091,732,320
35.	Less treasury stock, at cost:		0
	35.1		
00	35.2 shares preferred (value included in Line 30 \$	0.000.004	0.400.070
	Surplus as regards policyholders (Lines 28 to 34, less 35)	2,092,201	8,123,278
37.	Totals	1,073,418,284	1,124,027,285
	DETAILS OF WRITE-INS		
	Accounts payable and other liabilities	46,270,305	102,237,606
2498.	Summary of remaining write-ins for Line 24 from overflow page	0	0
2499.	Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	46,270,305	102,237,606
2801.			
2802.			
2803.			
2898.	Summary of remaining write-ins for Line 28 from overflow page	0	0
2899.	Totals (Lines 2801 through 2803 plus 2898) (Line 28 above)	0	0
3101.	Guaranty fund	1,500,000	1,500,000
3102.			
3103.			
3198.	Summary of remaining write-ins for Line 31 from overflow page	0	0
3199.	Totals (Lines 3101 through 3103 plus 3198) (Line 31 above)	1,500,000	1,500,000

STATEMENT OF INCOME

	STATEMENT OF INC			
		1	2	3
		Current Year to Date	Prior Year to Date	Prior Year Ended December 31
	UNDERWRITING INCOME	to Bate	to Dute	December of
1	Premiums earned:			
1.	1.1 Direct (written \$	237 1/10	(2 772 756)	(3,726,784)
	1.2 Assumed (written \$360,718)	7/13 230		9,905,839
	1.3 Ceded (written \$	379 652		1,002,253
	1.4 Net (written \$			5,176,802
	1.4 Net (WILLEIT \$	001,021	1,020,010	
	DEDUCTIONS:			
2	Losses incurred (current accident year \$445,000):			
	2.1 Direct	(38 841 872)	1 743 561	70 183 986
	2.2 Assumed	(871 019)	7 399 750	105 447 262
	2.3 Ceded			
	2.4 Net			
3	Loss adjustment expenses incurred			
J.	Other underwriting expenses incurred.	(48 087 784)	11 367 680	85 753 838
-T.	Aggregate write-ins for underwriting deductions		n	(1,279,771)
6	Total underwriting deductions (Lines 2 through 5)	16 025 315	22 324 635	17/1 702 923
7	Net income of protected cells	10,020,010	0	 Λ
0	Net underwriting gain or (loss) (Line 1.4 minus Line 6 + Line 7)	(15 424 200)		(160 526 121)
0.	Net underwriting gain or (loss) (Line 1.4 minus Line 6 + Line 7)	(13,424,200)	(21,001,110)	(109,320,121)
	INVESTMENT INCOME			
_	Net investment income earned	7 501 011	0 833 310	46 651 05Q
			(968,942)	
10.	Net realized capital gains (losses) less capital gains tax of \$	0 220 521		.=
11.	Net investment gain (loss) (Lines 9 + 10)	0,320,321	0 , 004 , 200	47,929,992
	OTHER INCOME			
40	OTHER INCOME			
12.	Net gain or (loss) from agents' or premium balances charged off	/4 000 004\	4 400 504	4 004 F00
4.0	(amount recovered \$	(1,800,801)	1,400,001	4,981,532
	Finance and service charges not included in premiums		4 FOC CF3	0
	Aggregate write-ins for miscellaneous income		1,596,653	7,556,223
	Total other income (Lines 12 through 14)	(1,491,261)	3,063,214	12,537,755
16.	Net income before dividends to policyholders, after capital gains tax and before all other federal	(0 507 000)	(0.070.004)	(400 050 074)
	and foreign income taxes (Lines 8 + 11 + 15)			
	Dividends to policyholders	242,036	1,417,924	1,964,927
18.	Net income, after dividends to policyholders, after capital gains tax and before all other federal and	(0 020 064)	(10 401 550)	(111,023,301)
40	foreign income taxes (Line 16 minus Line 17)			
	Federal and foreign income taxes incurred		(200,274)	
20.	Net income (Line 18 minus Line 19)(to Line 22)	(8,808,161)	(10,291,284)	(110,422,839)
	CAPITAL AND SURPLUS ACCOUNT	0 400 070	440 470 045	110 170 015
	Surplus as regards policyholders, December 31 prior year			
	Net income (from Line 20)			
23.	Net transfers (to) from Protected Cell accounts.		0	0
24.	Change in net unrealized capital gains or (losses) less capital gains tax of \$	767 , 476	724,718	(5,650,732)
25.	Change in net unrealized foreign exchange capital gain (loss)	297 , 820	(223,421)	1,050,710
	Change in net deferred income tax			
	Change in nonadmitted assets	, , ,		(31,273,709)
	Change in provision for reinsurance		0	0
	Change in surplus notes		0	0
	Surplus (contributed to) withdrawn from protected cells		0	0
	Cumulative effect of changes in accounting principles		0	0
32.	Capital changes:			
	32.1 Paid in		0	0
	32.2 Transferred from surplus (Stock Dividend)		0	0
	'		0	0
33.	Surplus adjustments:			_
	33.1 Paid in		0	0
	33.2 Transferred to capital (Stock Dividend)			0
	33.3 Transferred from capital		0	0
	Net remittances from or (to) Home Office		0	0
	Dividends to stockholders		0	0
	Change in treasury stock		0 1 07E 20E	1 264 770
	Aggregate write-ins for gains and losses in surplus		1,075,385	1,264,778
	Change in surplus as regards policyholders (Lines 22 through 37)	(6,031,077)	(9,186,663)	(105,048,937)
39.	Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	2,092,201	103,985,552	8,123,278
	DETAILS OF WRITE-INS			
	Change in premium deficiency reserve		0	(1,279,771)
0502.				
	Summary of remaining write-ins for Line 5 from overflow page	0	0	0
	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	(1,279,771)
	Other income.	309,540	1,596,653	7 , 556 , 223
1402.		ļ		
1403.				
	Summary of remaining write-ins for Line 14 from overflow page		0	0
	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)	309,540	1,596,653	7,556,223
3701.	Provision for uncollectible reinsurance	1 ,458 ,943	1,075,385	1,264,778
3702.				
3703.				
3798.	Summary of remaining write-ins for Line 37 from overflow page		0	0
3799.	TOTALS (Lines 3701 through 3703 plus 3798) (Line 37 above)	1,458,943	1,075,385	1,264,778

CASH FLOW

		1		3
		Current Year	2	Prior Year Ended
		To Date	Prior Year To Date	December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	2,326,541	7,475,473	15,733,603
	Net investment income	8,409,684	12,508,134	52,744,627
3.	Miscellaneous income	(1,811,782)	3,682,510	13,599,785
4.	Total (Lines 1 to 3)	8,924,443	23,666,117	82,078,015
	Benefit and loss related payments	(2,719,520)	25,973,213	165,190,380
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	(29,908,507)	29,629,771	176, 256, 739
8.	Dividends paid to policyholders	(1,927,772)	(2,846,388)	(5,660,561
	Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0	(841,023
10.	Total (Lines 5 through 9)	(34,555,799)	52,756,596	334,945,535
	Net cash from operations (Line 4 minus Line 10)	43,480,242	(29,090,479)	(252,867,520)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	48,939,261	140,204,843	499,523,618
	12.2 Stocks		83,067	2,166,776
	12.3 Mortgage loans	0	0	0
	12.4 Real estate	0	0	0
	12.5 Other invested assets	163,132	154,827	685,752
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	124	0	(9,033
	12.7 Miscellaneous proceeds	1,796,922	0	0
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	50,622,716	140,442,737	502,367,113
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	48 , 231 , 525	135 , 871 , 497	288, 263, 769
	13.2 Stocks	0	0	0
	13.3 Mortgage loans	0	0	0
	13.4 Real estate		0	0
	13.5 Other invested assets		0	0
	13.6 Miscellaneous applications	0	0	0
	13.7 Total investments acquired (Lines 13.1 to 13.6)	48,231,525	135,871,497	288,263,769
14.	Net increase (or decrease) in contract loans and premium notes	0	0	0
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	2,391,191	4,571,240	214, 103, 344
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes	0	0	0
	16.2 Capital and paid in surplus, less treasury stock		0	0
	16.3 Borrowed funds		0	0
	16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
	16.5 Dividends to stockholders		0	0
	16.6 Other cash provided (applied)	(57,381,552)	(6,007,325)	11,738,579
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(57,381,552)	(6,007,325)	11,738,579
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(11,510,119)	(30,526,564)	(27,025,597
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year		86,360,358	, ,
	19.2 End of period (Line 18 plus Line 19.1)	47,824,642	55,833,794	59,334,761

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The accompanying statutory financial statements of Lumbermens Mutual Casualty Company (the "Company") have been prepared in conformity with the National Association of Insurance Commissioners (the "NAIC") *Accounting Practices and Procedures Manual* (the "Manual") and with accounting practices prescribed (including accounting allowances under Corrective Orders) or permitted by the Illinois Department of Insurance (the "Department").

The Company's reported surplus at March 31, 2010 and December 31, 2009 reflects increases of \$293.7 million and \$282.0 million, respectively, at those dates over what would have been reported without accounting practices prescribed or permitted by the Department, as illustrated in the following table and as described further below:

(in thousands)			Increase/
Prescribed or Permitted Practices	<u> March 31, 2010</u>	<u>December 31, 2009</u>	(Decrease)
Loss and LAE Reserve Discounting	\$ 230,563	220,433	10,130
Prepaid Expenses	19,966	18,748	1,218
Provision for Uncollectible Reinsurance	166	166	0
Annuity Reinsurance Contracts	10,082	10,082	0
Subsidiary Audited Financials	4,485	4,101	384
LBA & PDR	28,443	28,443	0
Total	\$ 293,705	281,973	11,732

- 1. Loss and LAE Reserve Discounting. Pursuant to a prescribed accounting practice, the Company discounts its loss and loss adjustment expense ("LAE") reserves at 4.2% in the accompanying financial statements. Prior to 2003, the Company discounted at 3.5% (or the required statutory rate) only certain categories of liabilities on its statutory statements of admitted assets, liabilities and surplus ("balance sheet"), essentially the tabular discount on permanent total/lifetime benefit liabilities, pursuant to prescribed accounting practices. At March 31, 2010, the total amount of the tabular and non-tabular discount, included on the balance sheet and on Schedule P, was \$363.0 million; the total was \$340.8 million at December 31, 2009. With this prescribed practice, the Company's reported surplus exceeded what its surplus would have been under the tabular discount by \$230.6 million at March 31, 2010 and \$220.4 million at December 31, 2009.
- 2. Prepaid Expenses. Pursuant to a prescribed accounting practice, the balance sheet of the Company reflects as admitted assets the expenses that the Company has prepaid primarily for claim handling services to two third-party administrators and for information technology services. With this prescribed practice, the Company's reported surplus exceeded what its surplus would have been by \$20.0 million at March 31, 2010 and \$18.7 million at December 31, 2009.
- 3. Provision for Uncollectible Reinsurance. Pursuant to a prescribed accounting practice, the Company established a general provision for uncollectible reinsurance, net of discount, of \$23.5 million at March 31, 2010 and \$25.0 million at December 31, 2009. The Schedule F penalty otherwise prescribed by the Manual would have been approximately the same as the provision at March 31, 2010 and December 31, 2009.
- 4. Annuity Reinsurance Contracts. Pursuant to a prescribed accounting practice, the balance sheet of the Company at March 31, 2010 and December 31, 2009 reflects as admitted assets the estimated value of certain annuity reinsurance contracts issued by Washington National Insurance Company, which is rated B+ (good) by A.M. Best. As reflected on the balance sheet, the annuity reinsurance contracts totaled \$13.3 million at March 31, 2010 and December 31, 2009. The benefit to surplus of the prescribed practice at March 31, 2010 is approximately the same as December 31, 2009.
- 5. Audited Financial Statements of Certain Subsidiaries. For December 31, 2009, the Department granted a permitted practice allowing the Company to forego the requirement to obtain audited financial statements for certain of the Company's non-insurance subsidiaries and the Company has carried forward the permitted practice to March 31, 2010. At March 31, 2010 and December 31, 2009, such subsidiaries had a combined statement value (surplus) of \$4.5 million and \$4.1 million, respectively. The Company believes that the statutory carrying values of these subsidiaries approximate the carrying values that would be determined if audited statements were prepared.
- 6. Loss Based Assessment ("LBA") and Premium Deficiency Reserve ("PDR") Liabilities. Pursuant to a prescribed accounting practice, the Company discounts its LBA and PDR liabilities at 4.2%.

The prescribed accounting practice further allows the Company to calculate its LBA liability based on an estimate of LBA payments to be made within two years of the date of the quarterly statutory financial statement. The benefit to surplus of the prescribed practice at March 31, 2010 is approximately the same as December 31, 2009.

7. Reporting of Correction of Errors. As described in Note 2 "Accounting Changes and Correction of Errors" and more fully detailed in Note 20 "Other Items", during the first quarter of 2010 the Company identified errors aggregating approximately \$5.0 million related to the preparation of its December 31, 2009 estimate for loss and LAE liabilities. The Manual provides technical guidance to the effect that such error corrections be recorded in the current period as a direct adjustment to surplus. The Company recorded \$5.0 million of those adjustments through its statement of operations in the first quarter of 2010, which adjustments then resulted in a surplus reduction on the balance sheet. The Department has granted a permitted practice to the Company to record in its March 31, 2010 statutory financial statements the corrections of errors through current year operations and has not required the Company to restate its 2009 financial statements. This permitted practice has no impact on the Company's reported surplus at March 31, 2010.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

Correction of Errors

As detailed in Note 20 "Other Items", errors affecting the Company's December 31, 2009 surplus aggregating approximately \$5.0 million were identified during the first quarter of 2010, though subsequent to the filing of its 2009 Annual Statement. Pursuant to a permitted accounting practice (see Note 1.A.), the correction of these errors has been presented in the accompanying statutory financial statements through current year operations.

3. BUSINESS COMBINATIONS AND GOODWILL

No change.

4. DISCONTINUED OPERATIONS

No change.

5. INVESTMENTS

D. The fair values of the Company's bonds have been determined using quoted market prices from an orderly market at the reporting date for those or similar investments. If quoted market prices from an orderly market are not available, the fair value is determined using an income approach valuation technique (present value using the discount rate adjustment technique) that considers, among other things, interest rates, the issuer's credit spread, prepayments, performance of the underlying collateral for loan-backed securities, and illiquidity by sector and maturity.

The statement value and fair value of bonds at March 31, 2010 were as follows:

	Statement value	Gross unrealized gains		Gross unrealized losses	Fair value
		(In the	us	ands)	
U.S. governments	\$ 94,516	5,537		0	100,053
Special revenue & assessment obligations and all non-guaranteed obligations of agencies and authorities of U.S. governments	29,830	475		(184)	30,121
Industrial & miscellaneous	461,447	11,854		(27,470)	445,83123,5
Asset-backed securities	25,487	26		(344)	25,169
Mortgage-backed securities	193,557	3,320		(1,495)	195,382
Total bonds	\$ 804,837	21,212		(29,493)	796,556

Bonds in an unrealized loss position are regularly reviewed for other-than-temporary declines in value. Factors considered in determining whether a decline is other-than-temporary include the length of time a bond has been in an unrealized loss position and the reasons for the decline in value. Assessments include judgments about an obligor's or guarantor's current and projected financial position, an issuer's current and projected ability to service and repay its debt obligations, the existence of, and realizable value for, any collateral backing the obligations, and the macro-economic and micro-economic outlooks for specific industries and issuers. Estimating the future cash flows of loan-backed securities also involves assumptions regarding the underlying collateral such as prepayment rates, default and recovery rates, existence of subordinated classes capable of absorbing losses, and third-party servicing abilities.

6.1

In performing its other-than-temporary impairment reviews, the Company, in consultation with its engaged portfolio manager, considers the relevant facts and circumstances relating to each investment and exercises judgment in determining whether a bond is other-than-temporarily impaired. Among the factors considered are whether the decline in fair value results from fundamental credit problems of the issuer, or from a downward movement in the market as a whole, and the likelihood of recovering the amortized cost based on the current and short-term prospects of the issuer. Unrealized losses are determined to be temporary where such losses are primarily the result of market conditions, such as increasing interest rates, unusual market volatility, or industry-related events, and where the Company also believes it is probable that the Company will be able to collect all amounts when due in accordance with the contractual terms of the investment and, furthermore, has the intent and ability to hold the investment until the market recovers or maturity.

The bonds shown in the table below, nearly all of which are rated "A" or better, or are U.S. government agency mortgage-backed obligations and which, therefore, have minimal credit risk, are subject to normal market fluctuations. Based on the Company's evaluation of the bonds shown in the table below and the Company's intent and ability to hold the securities until they recover in value or mature, the Company does not consider the bonds to be other-than-temporarily impaired at March 31, 2010.

The risks inherent in reviewing the impairment of any investment include the risk that market results may differ from expectations; facts and circumstances may change in the future and differ from estimates and assumptions; or the Company may later decide to sell the security and realize a loss as a result of changes in the specific facts and circumstances surrounding a bond, or the outlook for its industry sector or the economy.

As of March 31, 2010, the gross unrealized losses segregated between those that were in a loss position for more than twelve months and those that were in a loss position for less than twelve months were as follows:

	Number	Gross	
	of	unrealized	Fair
	issues	losses	Value
		(In thousands)	
Bonds in a loss position more			
than 12 months:			
Special revenue & assessment			
obligations and all non-			
guaranteed obligations of			
agencies and authorities of			
U.S. governments	2	\$ (158)	4,282
Industrial & miscellaneous ¹	2	(27,312)	131,091
Asset-backed securities	1	(339)	2,612
Mortgage-backed securities	2	(1,427)	10,233
	7	(29,236)	148,218
Bonds in a loss position less			
than 12 months:			
Special revenue & assessment			
obligations and all non-			
guaranteed obligations of			
agencies and authorities of			
U.S. governments	1	(26)	5,721
Industrial & miscellaneous ²	3	(158)	28,752
Asset-backed securities	1	(5)	7,989
Mortgage-backed securities	13	(68)	12,728
	18	(257)	55,190
Total bonds in a loss position	25	\$ (29,493)	203,408

¹ Includes two Berkshire Hathaway Group (Berkshire) (which is rated "AA") bonds with gross unrealized losses of \$27.3 million and fair values of \$131.1 million at March 31, 2010.

Includes one Berkshire bond with a gross unrealized loss of \$39 thousand and fair value of \$12.4 million at March 31, 2010.

During 2010, the Company has recognized \$61 thousand of realized losses related to an other-than-temporary impairment writedown of a loan-backed bond because the present value of cash flows expected to be collected was less than the amortized cost of the security.

The Company's holding at March 31, 2010 in the loan-backed bond which recognized an other-than-temporary impairment because the present value of cash flows expected to be collected was less than the amortized cost of the security is identified below (in thousands):

CUSIP	Amortized cost before impairment	Impairment recognized	Amortized cost after impairment	Fair Value
23242MAA9	\$ 1,106	61	1,045	1,026

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No change.

7. INVESTMENT INCOME

No change.

8. DERIVATIVE INSTRUMENTS

No change.

9. INCOME TAXES

A. In December, 2009, the NAIC adopted SSAP No. 10R, *Income Taxes - Revised, A Temporary Replacement of SSAP No. 10* (SSAP No. 10R). The primary changes made by SSAP No. 10R were (1) the introduction of the concept of a statutory valuation allowance, (2) the increased admittance of deferred tax assets for insurers that meet certain risk-based capital requirements and (3) the expanded reporting of deferred tax items by tax character (ordinary versus capital).

The Company's financial statements have been prepared using the provisions of SSAP No. 10 and have not been adjusted for the changes made by SSAP No. 10R. Due to the Company's run-off status, all net deferred tax assets of the Company previously have been and continue to be fully non-admitted. As a result, no change to the Company's net admitted deferred tax asset position would result if the provisions of SSAP No. 10R were applied to the Company's financial statements.

The components of the Company's net deferred tax asset are as follows:

	March 31, 2010		December 31, 2009			
	(in thousands)					
Total of gross deferred tax assets	\$ 767,236	\$	764,767			
Total of deferred tax liabilities	1,576		1,576			
Net deferred tax asset	765,660		763,191			
Deferred tax asset nonadmitted	765,660		763,191			
Net admitted deferred tax asset	0	\$	0			
Increase in nonadmitted asset	\$ (2,469)					

C2. The change in net deferred income taxes is comprised of the following:

	March 31, 2010		December 31, 2009	Change
	(in tho	us	ands)	
Total deferred tax assets	\$ 767,236	\$	764,767	\$ 2,469
Total deferred tax liabilities	1,576		1,576	0
Net deferred tax asset	\$ 765,660	\$	763,191	2,469
Tax effect of unrealized gains (losses)				0
Changes in net deferred income tax			_	\$ 2,469

D. The provision for Federal and foreign income taxes incurred plus the change in deferred income taxes is different from that which would be obtained by applying the statutory Federal income tax rate to income before income taxes. The significant items causing this difference are as follows:

	March 31, 2010
	(in thousands)
Provision computed at statutory rate	\$ (3,090)
Receivables	600
Total	\$ (2,490)
Federal and foreign income taxes incurred	\$ (21)
Change in net deferred income taxes	(2,469)
Total statutory income taxes	\$ (2,490)

F. No change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES No change.

11. DEBT

No change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POST EMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No change.

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

Each payment of interest on and/or repayment of principal of the surplus notes issued by the Company in 1996 and 1997 may be made only with the prior approval of the Director of the Illinois Department of Insurance (the "Director"), which approval will only be granted if, in the judgment of the Director, the financial condition of the Company warrants the making of such payments and the Company's policyholders' surplus reflects sufficient funds to cover the amount of such payment. All payments of interest scheduled since January 1, 2003 have not been paid due to disapprovals by the Director based on the Company's financial condition. The cumulative amount of interest that was scheduled to be paid

but is unpaid, plus the amount otherwise accruing in the first quarter of 2010 for which scheduled interest payment dates have not yet arrived, totaled \$449,050,000 as of March 31, 2010. In accordance with statutory accounting principles, this total amount is not reflected as a liability on the Company's statutory balance sheet as of March 31, 2010.

14. CONTINGENCIES

No change.

15. LEASES

No change.

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

No change.

- 17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

 No change.
- 18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No change.

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

No change.

20. OTHER ITEMS

C. Subsequent to the filing of the Company's 2009 Annual Statement on or about March 1, 2010, the Company became aware of certain facts that provided additional evidence with respect to conditions or circumstances that existed at the date of filing. These additional facts affected the estimates inherent in the process of preparing the 2009 Annual Statement and are referred to as Type I subsequent events in SSAP No. 9, *Subsequent Events*. In accordance with SSAP No. 9, all information that becomes available prior to the issuance of the statutory financial statements relating to a material Type I subsequent event shall be used by management to determine the related accounting estimate.

As of the filing of the March 31, 2010 statutory financial statements the audit of the 2009 statutory financial statements is in progress and is expected to conclude with the timely filing of the 2009 audited statutory financial statements on or before June 1, 2010. The Company has recorded the following adjustments to the Company's 2009 Annual Statement as filed which will be reflected in the 2009 audited statutory financial statements:

As filed in 2009 Annual Statement	Net Loss \$ (110,422,839)	Surplus \$ 8,123,278
2009 Adjustments related to: Misapplication of facts related to development of certain losses and loss adjustment expenses	(5,034,144)	(5,034,144)
Total of all adjustments	(5,034,144)	(5,034,144)
As per 2009 audited statutory financial statements	\$ (115,456,983)	\$ 3,089,134

H. Fair values are estimated at specific points in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Fair values are based on quoted market prices when available and appropriate. Otherwise fair values for financial instruments are generally determined using discounted cash flow models and assumptions that are based on judgments regarding current and future economic conditions and the risk characteristics of the investments. Although fair values are calculated using assumptions that management believes are appropriate, changes in assumptions could significantly affect the estimates and such estimates should be used with care.

Fair values are determined for existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and certain

liabilities that are not considered financial instruments. For example, the Company's subsidiaries are not considered financial instruments, and their value has not been incorporated into the fair value estimates. Accordingly, the aggregate fair value presented does not represent the underlying value of the Company.

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

Bonds: Fair values for bonds are determined using quoted market prices from an orderly market at the reporting date for those or similar investments. If quoted market prices from an orderly market are not available, the fair value is determined using an income approach valuation technique (present value using the discount rate adjustment technique) that considers, among other things, interest rates, the issuer's credit spread, prepayments, performance of the underlying collateral for loan-backed securities and illiquidity by sector and maturity.

Cash equivalents and short-term investments: Fair values for money market funds are based on quoted market prices. Fair values for other instruments approximate amortized cost.

Cash: The statement value reported for cash approximates fair value.

Unaffiliated common stocks: Fair values for unaffiliated private placement common stocks are based on a discounted cash flow income approach and the offering price of a new stock issue (cost approach).

Notes receivable: The fair value of notes receivable is determined in good faith by the Company's engaged portfolio manager based on the estimated timing of cash receipts and a discount rate appropriate for the borrower's credit status.

The statement values and fair values of the Company's financial instruments at March 31, 2010 and December 31, 2009 were as follows:

	2010				2009			
	Statement		Fair		Statement		Fair	
	value		Value		value		value	
			(In the	ous	ands)			
Financial instruments								
recorded as assets:								
Bonds	\$ 804,837		796,556		805,880		795,804	
Cash, cash equivalents,								
and short-term								
investments	47,825		47,829		59,335		59,342	
Unaffiliated common								
stocks	1,377		1,377		1,377		1,377	
Notes receivable	179		198		303		359	

The Company's financial assets carried at fair value have been classified, for disclosure purposes, based on a fair value hierarchy defined by SSAP No. 100, *Fair Value Measurements*. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's classification is determined based on the lowest level input that is significant to its fair value measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are as follows:

Level 1 - Inputs are unadjusted quoted prices for identical assets in active markets accessible at the measurement date.

Level 2 - Inputs include quoted prices for similar assets in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Examples of other inputs include market interest rates, volatilities, spreads, yield curves, prepayment speeds and default rates.

Level 3 – Includes unobservable inputs that are supported by little or no market activity and are significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of what assumptions hypothetical market participants would use to determine a transaction price for the asset at the reporting date.

The following table summarizes assets measured at fair value on a recurring basis at March 31, 2010:

	Fair Val	Fair Value Measurement Category					Statement
	Level 1		Level 2		Level 3		value
	(In thousands)						
Unaffiliated common stocks	\$ 0		0		1,377		1,377

The following table reconciles the beginning and ending balances of assets measured at fair value on a recurring basis using significant Level 3 inputs at March 31, 2010:

	Unaffiliated common	
	stocks	
	(In thousands)	
Statement value 1/1/2010	\$ 1,377	
Total gains or losses (realized/unrealized)		
Included in net income	0	
Included in surplus	0	
Net purchases and sales	0	
Net transfers in or out of Level 3	0	
Statement value 3/31/2010	\$ 1,377	

Certain financial assets are measured at fair value on a non-recurring basis, such as certain bonds valued at the lower of cost or fair value, or investments that are impaired during the reporting period. The following table summarizes the assets measured at fair value on a non-recurring basis, as of March 31, 2010 and the net gains and losses recorded on assets measured at fair value on a non-recurring basis during 2010:

		March 31, 2010					2010	
	Statement	Fair Valu	Fair Value Measurement Category				Net	
	value	Level 1		Level 2		Level 3		gains/(losses)
			(In thousands)					
Bonds	\$ 2,948	0		0		2,948	2,	(26)

During 2010, the Company recorded a \$61 thousand impairment writedown on a bond included in the above table. The Company carries the above bonds at fair value because they are rated NAIC 3 or below and fair value is lower than amortized cost. Unrealized losses are recorded in surplus. The fair values for the above bonds held at March 31, 2010, were determined based on a price determined by the Company's engaged portfolio manager using a discount rate adjustment technique pricing model.

21. EVENTS SUBSEQUENT

In July 2003, the Company sold its NATLSCO, Inc. subsidiary and related claim service operations (together subsequently renamed "Broadspire"). The 2003 sales agreement with Broadspire provided for certain contingent consideration (earn-out) based on the revenue and net income of the sold business for a four-year period beginning January 1, 2004 (the "Earn-out Period"). The sales agreement required the acceleration and payment of the remaining earn-out if Broadspire sold assets of NATLSCO during the Earn-out Period. In an arbitration proceeding, the Company is disputing the accuracy of the

amounts paid by Broadspire for the 2004 and 2005 earn-out periods. In addition, in a series of three transactions between December 2004 and November 2006, Broadspire disposed of NATLSCO and certain of its assets. The Company is disputing the accuracy of Broadspire's calculations, and is involved in arbitration proceedings with Broadspire related to the asset sales. In accordance with the Manual, the Company is not carrying an admitted asset for any future recoveries from Broadspire. In the second quarter of 2010 the Company received approximately \$3.5 million as a result of the arbitrator's ruling on the 2004 Earn-out Period.

22. REINSURANCE

In March 2010, the Company resolved a reinsurance dispute with Converium Reinsurance (North America) Inc., f/k/a Zurich Reinsurance (North America) Inc., and n/k/a Finial Reinsurance Company ("Converium") by commuting all reinsurance treaties between them. The treaties related to certain excess of loss reinsurance agreements encompassing primarily workers compensation losses and LAE. The Company had recorded in its 2009 year-end statutory financial statements a liability that reduced its surplus by approximately \$57 million to reflect the expected result of the commutation. At March 31, 2010, the Company reversed the liability and reflected the actual result of the commutation as losses incurred of approximately \$57 million. (See Note 24)

23. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No change.

24. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Activity in the liabilities for losses and LAE is summarized as follows:

	Ī	2010	2009
		(in thousands)	
Balance as of January 1, net of reinsurance recoverables of \$890,864 in 2010 and \$879,068 in 2009	\$	890,481	\$ 1,040,399
Incurred related to:			
Current accident year		533	2,988
Prior accident years		63,580	87,241
Total incurred		64,113	90,229
Paid related to:			
Current accident year		(162)	(649)
Prior accident years		(39,980)	(239,498)
Total paid	-	(40,142)	(240,147)
Balance as of March 31, 2010 and December 31, 2009, net of reinsurance recoverables of \$755,373 in 2010 and \$890,864 in 2009	\$	914,452	\$ 890,481

The incurred loss and LAE reserves related to prior accident years increased by \$63.6 million for the three months ended March 31, 2010 and \$87.2 million for the year ending December 31, 2009.

The prior year development at March 31, 2010 is due to:

- 1. Nominal adverse loss and LAE reserve development of \$85.8 million comprised of (a) a \$78.5 million increase arising from buybacks, commutations, and novations, of which \$91.2 million is attributable to the Converium commutation (see Note 22); and (b) nominal reserve strengthening of \$7.3 million related to a correction of error (see Note 2); and
- 2. An increase in the discount of \$22.2 million comprised of (a) a \$9.0 million decrease related to anticipated amortization of discount; (b) a \$29.0 million increase associated with buybacks, commutations, and novations, of which \$34.2 million is attributable to the Converium commutation (see Note 22); and (c) a \$2.2 million increase due to nominal reserve strengthening related to a correction of error (see Note 2).

The prior year development in 2009 is due to:

 Nominal adverse loss and LAE reserve development of \$52.6 million comprised of (a) an \$82.6 million increase arising primarily from deterioration in workers' compensation, other liability, commercial auto liability, and special property that was partially offset by favorable development in products liability, CMP, and special liability; and (b) a \$30.0 million decrease arising from buybacks, commutations, and novations; and

2. A reduction of discount of \$34.6 million comprised of (a) a \$37.9 million decrease for anticipated amortization of discount; (b) a \$13.1 million increase due to nominal reserve strengthening; and (c) a \$9.8 million reduction associated with buybacks, commutations, and novations.

25. INTERCOMPANY POOLING ARRANGEMENTS

No change.

26. STRUCTURED SETTLEMENTS

No change.

27. HEALTH CARE RECEIVABLES

No change.

28. PARTICIPATING POLICIES

No change.

29. PREMIUM DEFICIENCY RESERVES

No change.

30. HIGH DEDUCTIBLE

No change.

31. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES

No change.

32. ASBESTOS/ENVIRONMENTAL RESERVES

No change.

33. SUBSCRIBER SAVINGS ACCOUNT

No change.

34. MULTIPLE PERIL CROP INSURANCE

No change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

1.1	Did the reporting entity experience any material tra Domicile, as required by the Model Act?	nsactions requiring the filing of Disclosure of M	aterial Transactio	ns with the Sta	ite of	Yes	s []	No [X]
1.2	If yes, has the report been filed with the domiciliary					Yes	; []	No []
2.1	Has any change been made during the year of this reporting entity?					Yes	3 []	No [X]
2.2	If yes, date of change:							
3.	Have there been any substantial changes in the or	ganizational chart since the prior quarter end?.				Yes	; []	No [X]
	If yes, complete the Schedule Y - Part 1 - organiza	tional chart.						
4.1	Has the reporting entity been a party to a merger o	r consolidation during the period covered by thi	s statement?			Yes	; []	No [X]
4.2	If yes, provide the name of entity, NAIC Company of ceased to exist as a result of the merger or consoli		abbreviation) for	any entity that	t has			
		1 Name of Entity NAI	2 C Company Code	State of D				
5.	If the reporting entity is subject to a management a fact, or similar agreement, have there been any signifyes, attach an explanation.					Yes [] No) []	NA [X]
6.1	State as of what date the latest financial examination	on of the reporting entity was made or is being	made				12/	31/2005
6.2	State the as of date that the latest financial examin date should be the date of the examined balance s						12/	31/2005
6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).								11/2007
6.4	By what department or departments?							
	Illinois							
6.5	Have all financial statement adjustments within the statement filed with Departments?					Yes [X] No)[]	NA []
6.6	Have all of the recommendations within the latest f	inancial examination report been complied with	?			Yes [X] No) []	NA []
7.1	Has this reporting entity had any Certificates of Aut or revoked by any governmental entity during the re					Yes	; []	No [X]
7.2	If yes, give full information:							
8.1	Is the company a subsidiary of a bank holding com	pany regulated by the Federal Reserve Board?				Yes	s []	No [X]
8.2	If response to 8.1 is yes, please identify the name of	5 . ,						
8.3	Is the company affiliated with one or more banks, t	hrifts or securities firms?				Yes	3 []	No [X]
8.4	If response to 8.3 is yes, please provide below the federal regulatory services agency [i.e. the Federal Thrift Supervision (OTS), the Federal Deposit Insut the affiliate's primary federal regulator.]							
	1	2 Location	3	4	5	6		7
	Affiliate Name	(City, State)	FRB	occ	OTS	FDIC	S	SEC

(City, State)

Affiliate Name

GENERAL INTERROGATORIES

9.1	similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?	res [x] NO []
	(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;	
	(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;	
	(c) Compliance with applicable governmental laws, rules and regulations;	
	(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and	
	(e) Accountability for adherence to the code.	
9.11	If the response to 9.1 is No, please explain:	
9.2	Has the code of ethics for senior managers been amended?	Yes [] No [X]
9.21	If the response to 9.2 is Yes, provide information related to amendment(s).	
9.3	Have any provisions of the code of ethics been waived for any of the specified officers?	Yes [] No [X]
9.31	If the response to 9.3 is Yes, provide the nature of any waiver(s).	
	FINANCIAL	
10.1	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?	Yes [X] No []
10.2	If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$	0
	INVESTMENT	
11.1	Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)	Yes [] No [X]
11.2	If yes, give full and complete information relating thereto:	
12.	Amount of real estate and mortgages held in other invested assets in Schedule BA:\$	5,315,221
13.	Amount of real estate and mortgages held in short-term investments:\$	
14.1	Does the reporting entity have any investments in parent, subsidiaries and affiliates?	Yes [X] No []
14.2	If yes, please complete the following:	
	1 2 Prior Year-End Current Quarter Book/Adjusted Book/Adjusted Carrying Value Carrying Value	
	14.21 Bonds \$ \$	
	14.23 Common Stock \$	
	14.24 Short-Term Investments \$ 14.25 Mortgage Loans on Real Estate \$	
	14.26 All Other \$5,315,221 \$5,315,221 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal \$64,917,480 \$65,871,395	
	Lines 14.21 to 14.26)	
15.1	Has the reporting entity entered into any hedging transactions reported on Schedule DB?	Yes [] No [X]
15.2	If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?	Yes [] No []

GENERAL INTERROGATORIES

16.	Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting
	entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant
	to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F.
	Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

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

1	2									
Name of Custodian(s)	Custodian Address									
BNY Mellon Trust Company of Illinois	2 North LaSalle St., Suite 1020, Chicago, IL 60602									

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

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

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
Old Guotodian	now outload.	Bate of change	

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

1	2	3				
Central Registration Depository	Name(s)	Address				
109875		30 North LaSalle St., 35th Floor, Chicago,lL60602				

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

Yes [X] No []

17.2 If no, list exceptions:

GENERAL INTERROGATORIES

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

PART 2 PROPERTY & CASUALTY INTERROGATORIES

1.	If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?	Yes []	No [X]	NA	1 []
	If yes, attach an explanation.				
2.	Has the reporting entity reinsured any risk with any other entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?	,	Yes []	No	o [X]
	If yes, attach an explanation.				
3.1	Have any of the reporting entity's primary reinsurance contracts been canceled?	,	Yes []	No	[X]
3.2	If yes, give full and complete information thereto.				
4.1	Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see annual statement instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero?	,	Yes [X]	No) []
4.2	If yes, complete the following schedule:				

				TOTAL D	ISCOUNT		DIS	COUNT TAKE	N DURING PER	RIOD
1	2 Maximum	3 Discount	4 Unpaid	5 Unpaid	6	7	8 Unpaid	9 Unpaid	10	11
Line of Business	Interest	Rate	Losses	LAE	IBNR	TOTAL	Losses	LAE	IBNR	TOTAL
1.Homeowners/F										
armowners		4.200			31,400	31,400			(837)	(837
2.Private										
Passenger Auto		4 000			700 447	700 447			(00,000)	/00 000
Liability		4.200			762,447	762 , 447			(20,283)	(20,283
Commercial		4 000			7 070 000	7 070 000			(0.40, 0.50)	(0.40, 0.50
Auto Liability		4.200			7 ,976 ,909	7,976,909			(212,253)	(212,253
4.Workers'		4 000			454 000 040	454 000 040			40 404 745	40 404 745
Compensation		4.200			151 ,883 ,643	151,883,643			12 , 131 ,745	12,131,745
5.Commercial		4 000			40 400 000	40 400 000			(070 040)	(070 040
Multi Peril		4.200			10,406,629	10,406,629			(276,940)	(276,940
6.Medical										
Malpractice-		4 000			0.407	0.407			(050)	/05/
Occurrence		4.200			9 , 487	9 , 487			(252)	(252
7.Medical										
Malpractice-		4 000			470	470			(0)	10
Claims Made		4.200			170	170			(6)	(6
8.Special Liability.		4.200			704,389	704,389			(18,456)	(18,456
9.Other Liability-		4.200			22 005 257	22 005 257			(700 040)	/700 044
Occurrence		4.200			33,005,257	33,005,257			(786,318)	(780,318
10.Other Liability-		4.200			4 007 044	4 007 044			(124.738)	(404 700
Claims Made		4.200			4 , 687 , 311	4,687,311			(124,738)	(124,738
11.Special		4.200			(40, 450)	(40, 450)			F40	F4'
Property		4.200			(19,152)	(19,152)			513	513
12.Auto Physical		4.200			25,386	25,386			(675)	(675
Damage		4.200			1,063,886	1,063,886			(28,308)	(0/3
13.Fidelity/Surety.		4.200			6,955,141	6,955,141			(301,404)	(28,308 (301,404
14.Other		4.200			0,900,141	0,900,141			(301,404)	(301,404
17.Reinsurance										
Nonproportional		4.200			12,604,070	12,604,070			(225 406)	(225 404
Assumed Liability	,	4.200			12,004,070	12,004,070			(330,400)	(335,406
19.Product										
Liability-		4.200			7 , 368 , 708	7,368,708			(196,095)	(196,095
Occurrence			0	^	237,465,681	237,465,681	0	0		9,830,287
		TOTAL	U	0	237,400,081	231,400,081	U	U	9,830,287	9,03U,Z8

5.	Opera	ating Percentages:					
	5.1 A&H loss percent					101.89	%
	5.2 A&H cost containment percent					0.09	%
	5.3 A&H expense percent excluding cost containment expenses				1	121.19	%
6.1	1 Do you act as a custodian for health savings accounts?]	No [X]
6.2	2 If yes, please provide the amount of custodial funds held as of the reporting date.		\$				
6.3	Do yo	u act as an administrator for health savings accounts?		Yes []	No [X]
6.4	4 If yes, please provide the balance of funds administered as of the reporting date.						

SCHEDULE F—CEDED REINSURANCE

4				
1	2	Showing all new reinsurers - Current Year	4	5
NAIC	Fadaad			Is Insurer
NAIC Company Code	Federal ID Number	Name of Reinsurer	Location	Authorized? (Yes or No)
Company Code	ID Nullibel	AFFILIATES	Location	(165 01 140)
		US INSURERS		
		POOLS AND ASSOCIATIONS		
		POOLS AND ASSOCIATIONS ALL OTHER INSURERS		
		ALL UTHER INJUNERS		
				
		NONE		
			_	
				
				<u> </u>
				ļ
				ļ

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

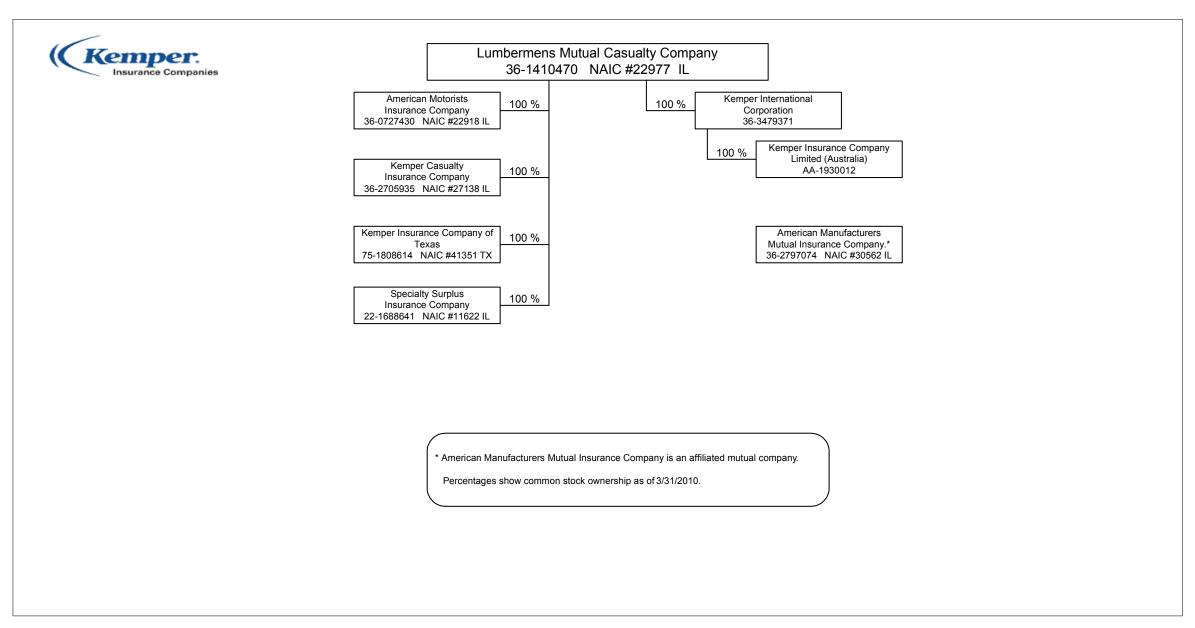
Current Year to Date - Allocated by States and Territories

					to Date - Allocated b	y States and Territo	ries (Deducting Salvage)	Direct Loca	as I Innaid
			1	2	3	4	5	Direct Loss 6	es Unpaid 7
	States, etc.		Active Status	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date
1.	Alabama	AL	L	2,960	3,131	233,523	292,839	5,234,572	5,990,644
2.	Alaska	AK	L	6	565	98 , 619	126 , 138	987,872	1,918,336
	Arizona		L	610	17,312	383,985	161,149	8,226,702	13,652,529
	Arkansas		L	0	(35,151)	21 , 255	1 , 589 , 474	1 , 109 , 885	1,811,685
	California		LL	53,796	1,148,682	5,032,509	4,580,835	88,740,052	90,528,483
	Colorado		L	2,112	(85,550)	80,278	246,647	2,007,176	2,363,181
	Connecticut		LL.	1,086	4,877	390,224	801,407	3,470,457	3,998,677
	Delaware District of Columbia		L	530	(10,493)	128, 293	44,762 68,436	3,600,659 1,276,506	3,626,088
	Florida		N N	2,423	(04,000)	764 , 436	911,793	9,361,224	1,030,913 15,239,988
	Georgia		I	(2,144)	(21,330)	449,598	(15,093,131)		20,483,071
	Hawaii			14,471	704	41,885	252,966	1,919,628	2,218,557
13.	Idaho		l	80	(7,358)	(15)	0	1.121	6,732
	Illinois		Ī	5.377	57 .338	680,863	1.016.337	27 . 820 . 606	45,691,911
	Indiana		L	779	15,737	94,256	85,599	4,715,684	9,674,946
	lowa		L	1,459	(131,761)	35,248	1,483	1,425,170	1,751,837
	Kansas		LL	818	(10,013)	2,342	(337,469)	223,355	908,517
18.	Kentucky	KY	LL	0	(54,658)	961,890	42,434	11,223,158	14 , 728 , 262
	Louisiana		LL	(21,085)	5,542	72,508	35,724	2,411,327	2,722,951
	Maine		LL	27	(524)	4,771	9,487	98,826	111,681
21.	Maryland	MD		(5,263)	(27,327)	250 , 470	372,770	4,648,350	10 , 711 , 025
	Massachusetts		L	9,452	19 , 178	227 , 040	328,004	7 , 956 , 760	12 , 757 , 836
	Michigan		L	1,969	52,514	249,699	828,553	10,452,443	18 , 420 , 545
	Minnesota		L	(18,503)	(56,927)	688,622	504 , 445	3,985,293	5 , 646 , 064
	Mississippi		L	3,587	10,281	21,271	25,413	533,382	226,395
	Missouri		L	315	(23,347)	150,654	285,928	2,602,362	2,956,418
	Montana		L	35	770	18,829	202,103	521,790	634,344
	Nebraska		L	1,387	(44, 193)	12,872	33 , 198	1,947,162	2,042,007
	Nevada		L	(24,873)	6,544	54 , 571	768,767	1 , 164 , 570	928,655
	New Hampshire		L	(348)	1,662	32,436	45,404	1,381,606	2,604,601
	New Jersey		L	7 , 125	67,596	1,643,851	3,210,688	56,635,119	40,592,255
	New Mexico		L	352	(32,139)	69 , 163 2 , 861 , 308	16,663	625,865	337,609
	New York		L	85,269	90,920 18.572		2,634,194 451,747	67 , 472 , 767 8 , 168 , 357	82,927,966
	North Carolina North Dakota			(8,500)	18,5/2	582 , 427	451,747	8,168,357	9 , 619 , 958 257
	Ohio		- 	(343)		439 , 265		7.020.655	
	Oklahoma	OK	L	(343)	(3,290,160)	(88,808)	44 .017	982,793	879,013
	Oregon		l	9,646	14,762	77 , 325	71,327	3,309,789	4 , 427 , 202
	Pennsylvania		l	0	(52,222)	1,468,613	343,406	12,913,565	32,054,446
	Rhode Island			(89)	5,615	43,834	37,604	2,454,061	5,317,656
	South Carolina			(27)	1,690	370,346	434,961	8,822,325	9,903,948
	South Dakota			109	(2,947)	2,363	(110,946)	100,298	308,858
			L	(3,533)	6,569	1,124,663	255,205	5,210,789	8,903,139
			<u> </u>	0	0	1,909,499	1,452,628	54,637,224	65 , 288 , 165
	Utah		L	1,123	6,389	24 , 160	6,414	287,660	381,720
	Vermont		LL	3,329	733	74,989	51,731	804,279	591,906
47.	Virginia	VA		0	1 , 171	476 , 590	652,099	4,388,216	6,967,794
48.	Washington	WA	LL	422	4,449	184,321	3 , 431 , 495	2,359,562	2,629,163
	West Virginia		LL	74	1,030	3 , 596	4,560	145,769	175,329
			L	44,514	417 , 385	594 , 037	102,584	1,926,718	3,475,890
	Wyoming					4 ,747	5 , 186	147 , 458	126,669
	American Samoa				0		0		0
	Guam		N		0		0		L0
	Puerto Rico		N		0	13 , 189	(6,181)	353,003	544 , 188
	U.S. Virgin Islands		N		0		0		0
	Northern Mariana Islands		N	(227)	0	/400_000	0	00 077	
	Canada		L	(237)	2,346	(100,000)	0	33,877	1,003,797
	Aggregate Other Alien	OT	XXX	3,162	(1,055,682)	1,000,000	2,110,716	6,443,063	2,916,919
59.	Totals DETAILS OF WRITE-IN	ıs	(a) 50	173,416	(2,943,162)	24,031,553	13,816,929	464,809,013	587,705,001
5801.			XXX		12,675		0	3,199	630,410
	Australia		XXX		(1,054,365)		0		245
	Europe		XXX		(12,675)	1,000,000	2,110,716	6,436,758	2,282,024
	Summary of remaining v				,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			2,202,027
	for Line 58 from overflow	v page	XXX	3 , 162	(1,317)	0	0	2,963	4,240
5899.	Totals (Lines 5801 throu								
	5803 plus 5898) (Line 58 above)	5	XXX	3,162	(1,055,682)	1,000,000	2,110,716	6,443,063	2,916,919
	,				(R) Registered - Nor	, ,		, ,	2,010,010

⁽L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

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



PART 1 - LOSS EXPERIENCE

			Current Year to Date		4
	Line of Business	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	Prior Year to Date Direct Loss Percentage
1.	Fire	(866)	(1,689)	195.0	14,070.6
2.	Allied lines		2,790	0.0	(28,866.7)
3.	Farmowners multiple peril			0.0	0.0
4.	Homeowners multiple peril		5,618	0.0	(4,956.3)
5.	Commercial multiple peril	61,176	(10,776) [(17 . 6)	(59.6)
6.	Mortgage guaranty			0.0	0.0
8.	Ocean marine			0.0	0.0
9.	Inland marine	28,108	169	0.6	597 . 3
10.	Financial guaranty			0.0	0.0
11.1	Medical professional liability - occurrence		39	0.0	0.0
11.2	Medical professional liability – claims made		6	0.0	0.0
12.	Earthquake			0.0	0.0
13.	Group accident and health		300,000	0.0	0.0
14.	Credit accident and health			0.0	0.0
15.	Other accident and health	2,898	1.404	48.4	56.7
16.	Workers' compensation	49,354	(40,103,041)	(81,255.9)	13.6
17.1	Other liability occurrence	(982)	183,916	(18,728.7)	(58.9)
17.2	Other liability – claims made	23,053	139,747	606.2	147 .8 [°]
17.3	Excess Workers' Compensation		105,885	0.0	0.0
18.1	Products liability - occurrence	306	(22,326)	(7,296.1)	13,168.5
18.2	Products liability – claims made		` ' '	0.0′	
19.1,19.2	Private passenger auto liability		1,626	0.0	
19.3,19.4	Commercial auto liability	14,400	170,322	1,182.8	119.7
21.	Auto physical damage	18	(1,281)	(7,116.7)	(152.9)
22.	Aircraft (all perils)		18 . 435	0.0	
23.	Fidelity		150 I	0.0	0.0
24.	Surety	59,984 [242,898	404.9	(99.7)
26.	Burglary and theft	· · · · · · · · · · · · · · · · · · ·		0.0	
27.	Boiler and machinery			0.0	0.0
28.	Credit			0.0	0.0
29.	International			0.0	0.0
30.	Warranty		124.236	0.0	0.0
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business	0	0	0.0	0.0
35.	TOTALS	237 . 449	(38.841.872)	(16,358.0)	(62.9)
DETA	AILS OF WRITE-INS		(**,***,**=/	(10,00010)	(*= . * /
			I		
3403					
	of remaining write-ins for Line 34 from overflow page		0 [0.0	0.0
	s (Lines 3401 through 3403 plus 3498) (Line 34)	0	0	0.0	0.0

	Line of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1.	Fire	(872)	(872)	0
2.	Allied Lines	0		0
3.	Farmowners multiple peril	0		٥
4.	Homeowners multiple peril	0		16
5.	Commercial multiple peril	61,1/6	61,176	(25,271)
6.	Mortgage guaranty	0		0
8.	Ocean marine	0		0
9.	Inland marine	29,190	29 , 190	14
10.	Financial guaranty			0
11.1	Medical professional liability - occurrence	0		0
11.2	Medical professional liability – claims made	0		0
12.	Earthquake			0
13.	Group accident and health			0
14.	Credit accident and health			0
15.	Other accident and health	2.898		
16.	Workers' compensation	49,351	49,351	(2.495.743
17.1	Other liability occurrence.	(982)	(982)	(584.336
17.2	Other liability – claims made.			0
17.3	Excess Workers' Compensation.	0		
18.1	Products liability - occurrence.		(4 121)	2,896
18.2	Products liability - claims made	(1,121)	(1, 121/	0.00
	Private passenger auto liability			0
19 3 19 4	Commercial auto liability	14 400		88.078
21.	Auto physical damage		18	
22.	Aircraft (all perils)			
23.	Fidelity			 N
23. 24.	Surety		22,358	67,617
26.	Burglary and theft			
20. 27.	Boiler and machinery			
28.				
20. 29.	Credit	_		 0
29. 30.				 0
30. 31.	Warranty Reinsurance - Nonproportional Assumed Property			
31. 32.	Reinsurance - Nonproportional Assumed Property			
	Reinsurance - Nonproportional Assumed Liability			
33.	Reinsurance - Nonproportional Assumed Financial Lines			۸۸۸
34.	Aggregate write-ins for other lines of business	U	470 440	U
35.	TOTALS	173,416	173,416	(2,943,162)
	AILS OF WRITE-INS			
3402				
3403				Λ
3498. Sum	of remaining write-ins for Line 34 from overflow page			D
3499. Tota	ls (Lines 3401 through 3403 plus 3498) (Line 34)	U	0	0

<u>...</u>

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

						<u> </u>		02:11:20					
•	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2010 Loss and LAE Payments on Claims Reported as of Prior Year-End	2010 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2010 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols.7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11 + 12)
1. 2007 + Prior	966,591	(80,506)	886,085	19,671	20 , 112	39,783	991,718	7 ,572	(89,145)	910 , 145	44,798	19,045	63,843
2. 2008	1,384	673	2,057	97		97	1,326		605	1,931	39	(68)	(29)
3. Subtotals 2008 + Prior	967,975	(79,833)	888 , 142	19,768	20 , 112	39,880	993,044	7 ,572	(88,540)	912,076	44,837	18,977	63,814
4. 2009	661	1,678	2,339	100		100	633		1,372	2,005	72	(306)	(234
5. Subtotals 2009 + Prior	968,636	(78,155)	890 , 481	19,868	20 , 112	39,980	993,677	7 ,572	(87,168)	914,081	44,909	18,671	63,580
6. 2010	xxx	XXX	xxx	xxx	162	162	xxx	1	370	371	xxx	xxx	XXX
7. Totals	968,636	(78, 155)	890,481	19,868	20,274	40,142	993,677	7,573	(86,798)	914,452	44,909	18,671	63,580
8. Prior Year-End's Surplus As Regards Policyholders	8,123										Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
											1. 4.6	2. (23.9)	
													Col. 13, Line 7

As a % of Col. 1 Line 8

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

		RESPONSE
1.	Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2.	Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	YES
3.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
Explar	nation:	
1.		
3.		
Bar Co	ode:	
1.		
3.		

OVERFLOW PAGE FOR WRITE-INS

PQ010 Additional Aggregate Lines for Page 10 Line 58. *SCT

	1	2	3	4	5	6	7
	Active	Current Year	Prior Year	Current Year	Prior Year	Current Year	Prior Year
	Status	To Date	To Date	To Date	To Date	To Date	To Date
5804. Central & South America	XXX		0		0	663	3,904
5805. Mexico	XXX		0		0	1,989	0
5806. Caribbean.	XXX		0		0	109	0
5807. Africa	XXX	3,162	(1,317)		0	202	336
5897. Summary of remaining write-ins for Line 58 from Page 10	XXX	3,162	(1,317)	0	0	2,963	4,240

SCHEDULE A - VERIFICATION

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

SCHEDULE B - VERIFICATION

Mortgage Loans		
	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest—December 34 m forior mar	0	0
2. Cost of acquired:		0
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
4. Accrual of discount		0
Unrealized valuation increase (decrease).		0
6. Total gain (loss) on disposals		0
Deduct amounts received on disposals		
Deduct amortization of premium and mortgage interest points and commitment fees		0
Total gain (loss) on disposals. Deduct amounts received on disposals. Deduct amortization of premium and mortgage interest points and commitment fees. Total foreign exchange change in book value/recorded investment excluding accrued interest.		J
Deduct current year's other than temporary impairment recognized. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-		0
8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)		0
14. Deduct total nonadmitted amounts		 0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets		
	1 Year To Date	2 Prior Year Ended December 31
Book/adjusted carrying value, December 31 of prior year	5,618,196	5,966,691
2.1 Actual cost at time of acquisition		0
2.1 Actual cost at time of acquisition 2.2 Additional investment made after acquisition 3. Capitalized deferred interest and other 4. Accrual of discount		0
Capitalized deferred interest and other.		0
Accrual of discount	39,271	313,075
Unrealized valuation increase (decrease). Total gain (loss) on disposals. Deduct amounts received on disposals.		0
6. Total gain (loss) on disposals		24 , 181
7. Deduct amounts received on disposals	163 , 132	685 , 752
Deduct amortization of premium and depreciation. Total foreign exchange change in book/adjusted carrying value.		0
Total foreign exchange change in book/adjusted carrying value		0
Deduct current year's other than temporary impairment recognized		0
Deduct current year's other than temporary impairment recognized. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).	5,494,335	5,618,196
12. Deduct total nonadmitted amounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	5,494,335	5,618,196

SCHEDULE D - VERIFICATION

Bonds and Stocks		
	1	2
		Prior Year Ended
	Year To Date	December 31
Book/adjusted carrying value of bonds and stocks, December 31 of prior year		1,090,079,364
Cost of bonds and stocks acquired. Accorded of discount.	48,231,525	288,263,768
3. Accrual of discount	189,819	1,076,620
Unrealized valuation increase (decrease)	712,589	(6,702,552)
5. Total gain (loss) on disposals	807 , 845	2,771,621
6. Deduct consideration for bonds and stocks disposed of		501,690,394
7. Deduct amortization of premium	1,307,263	5,430,708
Total foreign exchange change in book/adjusted carrying value		0
Deduct current year's other than temporary impairment recognized	61,292	1,507,835
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)		866,859,884
11. Deduct total nonadmitted amounts.		0
12 Statement value at end of current period (Line 10 minus Line 11)	866 770 569	866 859 884

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted		-	Non-Trading	Book/Adjusted	Book/Adjusted	Book/Adjusted	Book/Adjusted
	Carrying Value	Acquisitions	Dispositions	Activity	Carrying Value	Carrying Value	Carrying Value	Carrying Value
	Beginning of Current Quarter	During Current Quarter	During Current Quarter	During Current Quarter	End of First Quarter	End of Second Quarter	End of Third Quarter	December 31 Prior Year
	Odirent Quarter	Current Quarter	Current Quarter	Current Quarter	i iist Quartei	Second Quarter	Tillia Quarter	T HOL Teal
BONDS								
1. Class 1 (a)	851,039,197	162,865,607	173,873,428	(1,056,148)	838,975,229	0	0	851,039,197
2. Class 2 (a)	11,892,597	0	0	(8,090,848)	3,801,749	0	0	11,892,597
3. Class 3 (a)	0	0	0	8,039,596	8,039,596	0	0	0
4. Class 4 (a)	1,203,894	0	135,816	(42,066)	1,026,012	0	0	1,203,894
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	864,135,687	162,865,607	174,009,244	(1,149,465)	851,842,586	0	0	864,135,687
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	864,135,687	162,865,607	174,009,244	(1,149,465)	851,842,586	0	0	864,135,687

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
					Paid for Accrued
	Book/Adjusted			Interest Collected	Interest
	Carrying Value	Par Value	Actual Cost	Year To Date	Year To Date
9199999	47,005,682	XXX	47,001,190	9,077	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
Book/adjusted carrying value, December 31 of prior year		90 , 308 , 150
Cost of short-term investments acquired		
Accrual of discount	12,241	92,499
Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals		
Deduct consideration received on disposals.	125,877,951	578,960,608
7. Deduct amortization of premium.		23,571
Total foreign exchange change in book/adjusted carrying value	0	0
Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	47,005,682	58 , 255 , 553
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	47,005,682	58,255,553

Schedule DB - Part A - Verification NONE

Schedule DB - Part B- Verification NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1	2
		Prior Year Ended
	Year To Date	December 31
Book/adjusted carrying value, December 31 of prior year	0	0
Cost of cash equivalents acquired		1,001,002
Accrual of discount	0	0
Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
Deduct consideration received on disposals	0	1,000,000
7. Deduct amortization of premium	0	1,002
Total foreign exchange change in book/adjusted carrying value	0	0
Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

SCHEDULE BA - PART 2

Sł	nowing Other Long-Term Invested A	ssets ACQU	IRED AND	ADDITION	IS MADE During the Cu	rrent Quarter	
	5	6	7	8	9	10	

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4	Name of								
				Vendor or		Date	Type	Actual			Commitment	Percentage
CUSIP				General	NAIC	Originally	and	Cost at Time of	Additional Investment	Amount of	for Additional	of
Identification	Name or Description	City	State	Partner	Designation	Acquired	Strategy	Acquisition	Made After Acquisition	Encumbrances	Investment	Ownership
												
					† • • • • • • • • • • • • • • • • • • •	, m						
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						· · · · · · · · · · · · · · · · · · ·						
						•						
	ubtotals Unaffiliated							0	0	0	0	XXX
	ubtotals Affiliated							0	0	0	0	XXX
4199999 TO	TALS							0	0	0	0	XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Loca	ition	5	6	7	8		Cha	ange in Book/Adju	sted Carrying V	alue		15	16	17	18	19	20
		3	4					9	10	11	12	13	14					Ì	
							Book/Adjusted		Current Year's	Current Year's				Book/Adjusted					
							Carrying Value		(Depreciation)	Other Than	Capitalized			Carrying Value		Foreign			
					Date		Less	Valuation	or	Temporary	Deferred	Total Change in	Exchange	Less			Realized Gain		
CUSIP	Name or			Name of Purchaser or	Originally		Encumbrances,	Increase	(Amortization)/	Impairment	Interest and	B./A.C.V.		Encumbrances		Gain (Loss) on	(Loss) on	(Loss) on	Investment
Identification	Description	City	State	Nature of Disposal	Acquired	Date	Prior Year	(Decrease)	Accretion	Recognized	Other	(9+10-11+12)	B./A.C.V.	on Disposal	Consideration	Disposal	Disposal	Disposal	Income
	Community Eldercare Svcs, LLC 5% Nt 07/31/2010 Par =																		
000000-00-0	\$163,132	Tupe Io	MS	Paydown	07/31/2007.	.02/28/2010	135,770		27,362			27,362		163 , 132	163 , 132			0	28,723
0799999 - Fi	xed or Variable Rate - Bonds	- Unaffiliated					135,770		27,362			27,362		163 , 132	163 , 132				28,723
							•												
			1			İ	*						·····						
3999999 – 8	Subtotals Unaffiliated						135,770	0	27,362	0	0	27,362	0	163,132	163,132	0	0	0	28,723
4099999 – 3	Subtotals Affiliated		·	•			0	0	0	0	0	0	0	0	0	0	0	0	0
4199999 TC	OTALS		•	•			135,770	0	27,362	0	0	27,362	0	163,132	163,132	0	0	0	28,723

SCHEDULE D - PART 3

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

			Snov	v All Long-Term Bonds and Stock Acquired During the Curren	t Quarter				
1	2	3	4	5	6	7	8	9	10
									NAIC
									Designation or
CUSIP					Number of	Actual		Paid for Accrued	Market
Identification	Description	Foreign	Date Acquired	Name of Vendor	Shares of Stock	Cost	Par Value	Interest and Dividends	Indicator (a)
	US TREASURY N/B.	1 Groigii		CREDIT SUISSE FIRST BOSTON.	Charge of Clock	1.581.607	1.505.000	702	1
	- Bonds - U.S. Government	• • • • • • • • • • • • • • • • • • • •	0170172010	CHEBIT COTOCE I THOT BOOTON,		1.581.607	1,505,000	702	XXX
	SSGN 2010-L1A A2.		03/10/2010	BARCLAYS CAPITAL		5.742.917	6,000,000	132	17
31395P-5J-7	FHR 2931 QB.		03/30/2010	INTERCOMPANY SETTLEMENT				1.175	1FE
31398J-VT-7	FHR 3578 AN.		03/30/2010	INTERCOMPANY SETTLEMENT					1FE
	- Bonds - U.S. Special Revenue and Special Assessment and	lall Non-Guaranteed (6,135,636	6,379,047	1.330	XXX
026660-F3-2	AMERICAN HONDA FINANCE		03/09/2010	BANK OF AMERICA		1,999,200	2,000,000	0	1FE
084670-C@-5	BERKSHIRE HATHAWAY INC. BOND		01/22/2010	BANK OF AMERICA. DIRECT. CITIGROUP.		12,403,043	12,403,043	L	1
14912L -4L -2	CATERPILLAR FINANCIAL SE		03/31/2010	CITIGROUP		1,796,922	1,800,000	0	1FE
585055-AR-7	MEDTRONIC INC.		03/12/2010	VARIOUS		8,509,585	8,500,000	417	1FE
	MET LIFE GLOB FUNDING I		01/06/2010	UBS SECURITIES INC		6,209,500	6,225,000	0	1FE
	NOVARTIS CAPITAL CORP			JP MORGAN SECURITIES.		1,597,872	1,600,000	0	1FE
	RABOBANK NEDERLAND.	F	03/05/2010	BARCLAYS CAPITAL		7,998,160	8,000,000	0	1FE
	- Bonds - Industrial, Misc.					40,514,282	40,528,043	417	XXX
8399997 - Total -						48,231,525	48,412,090	2,448	XXX
8399999 - Total -						48,231,525	48,412,090	2,448	XXX
8999999 - Total -	- Preferred Stocks					0	XXX	0	XXX
9799999 - Total -	- Common Stocks					0	XXX	0	XXX
9899999 - Total -	- Preferred and Common Stocks					0	XXX	0	XXX
ļ									
									t
0000000 Totala						40 224 EDE	VVV	2.448	XXX
9999999 - Totals						48,231,525	XXX	2,448	۸۸۸

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

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter Change in Book/Adjusted Carrying Value 17 19 20 21 22 5 18 11 15 NAIC Desig-Current Year's Book/ Bond nation Total Foreign Prior Year Foreign Unrealized Other Than Adjusted nterest/Stock Carrying Value **CUSIP** Number of Book/Adjusted Valuation Current Year's Temporary Total Change in Exchange xchange Gain Realized Gain Total Gain Dividends Market Identi-Disposal Shares of Carrying Increase/ (Amortization) Impairment B./A.C.V. Change in (Loss) on (Loss) on (Loss) on Received Maturity Indicator fication Description Date Name of Purchaser Stock Consideration Par Value Actual Cost Value (Decrease) Accretion Recognized (11 + 12 - 13)B./A.C.V. Disposal Date Disposal Disposal Disposal During Year Date (a) 31398A-HZ-8. FANNIE MAE. CITIGROUP.. ..1FE... 02/09/2010 5.000.000 (4.28 5.115.70 330.88 11/19/2012 36225A - T9 - 1. GNMA 780576. .03/01/2010. MBS PAYDOWN. .03/01/2022 .1FE... 12828-DP-2 US TREASURY NOTE 03/15/2010 5.290.000 5.290.000 5.290.000 5.290.000 5.290.000 105.800 03/15/2010 0399999 - Bonds - U.S. Governments 10,470,947 10,410,255 (4,288 10,405,967 330,886 330,886 XXX 10,736,85 0,290,258 (4,288) XXX FHLMC GOLD C40544.. ..03/01/2010.. MBS PAYDOWN. ..03/01/2010.. MBS PAYDOWN. MBS PAYDOWN. .04/01/2029 .1FE... FHR 2355 V ...94,273 .94,273 .97,765 .94,406 .94,273 .839 .06/01/2010 ..1,620 ..1FE... 1371H-X2-9, ...FNMA 252797 .03/01/2010. MBS PAYDOWN. ..1,526 ..1,526 ..1,529 ..1,526 .01/01/2014 31384S-BH-1. FNMA 532040 MBS PAYDOWN... .10/01/2027 03/01/2010 31384S-BN-8. FNMA 532045. .03/01/2010. MBS PAYDOWN. .1.078 ..1.078 .1.172 1.080 ..1.078 .01/01/2015 ..1FE... FNMA 538711 .03/01/2010. MBS PAYDOWN. 1385A - N4 - 5 ..753 ..08/01/2014 823 752 1385E-A8-2. FNMA 541931 03/01/2010 MBS PAYDOWN 12/01/2029 FNMA 562519. 1386F - 4C - 6 .03/01/2010. MRS PAYDOWN ..3.650 ..3.650 ..3.911 ..3.650 3 650 ..11/01/2030 31392W-MR-8... FHR 2515 GP.... 31394E-MS-4... FNR 2005-62 DB84,753 ...842,943 ..10/01/2015 .03/01/2010.. MBS PAYDOWN.84,75386,727 874.816 84.789 84.753 (1,051 MBS PAYDOWN 31394E-MS-4_ .03/01/2010... 843.993 842 943 31394E-PS-1. FNR 2005-57 PA. .03/01/2010. MBS PAYDOWN. (1,732)..09/01/2010 .1,181,318 1,181,318 1,200,514 1,183,050 .1,181,318 .10.810 31394G-R8-8...FHR 2654 0Y... 31394T-CA-1...FHR 2759 BH. .03/01/2010... MBS PAYDOWN. ..95,048 .95,305 ..(258 .95,048 ..12/01/2010. ..05/01/2010 .03/01/2010. MBS PAYDOWN. 1,089,404 1,089,404 1,095,873 .1,089,812 1,089,404 31394U-DC-3.. FNR 2005-86 WH. .03/01/2010.. MBS PAYDOWN. ...89,501 ...89,501 ..90,989 .89,799 ..(298 . (298) ..89,501 ...745 ..11/01/2010 31394X-SJ-6...FHR 2780 TC.. 31395C-PK-1...FHR 2825 HB. .03/01/2010. MBS PAYDOWN. .1,431,822 1,431,822 1,453,300 1,432,718 1,431,822 ..11,911 ..01/01/2011 .03/01/2010... MBS PAYDOWN, 3,360,322 3,360,322 3,364,97 ..(4,65 3,360,322 .10/01/2010 31395H-CC-2...FHR 2866 WN... .01/01/2010.. MBS PAYDOWN. .303,137 .303,137 .305,363 .303,255 ..303, 137 ..04/01/2010673 31395H-W9-7... FHR 2893 PB. 31395P-5J-7... FHR 2931 QB. . (2,078) . (1,126) ..05/01/2011. .1FE... .1FE... .1FE... .03/01/2010. MBS PAYDOWN. .926,554 .926,554 .963,906 .928,632 ..926 . 554 .03/01/2010. MBS PAYDOWN. .608.924 .608,924 .632,731 .610,050 ..(1,126 ..608.924 31395P-DP-4... FHR 2943 JB. 31396G-S4-4 FHR 3098 KB673 ...04/01/2010... 1.499 07/01/2010 .01/01/2010. MBS PAYDOWN. .175.670 .175.670 .176.402 175.670 03/01/2010 MBS PAYDOWN 163.782 163.782 166 . 146

	3/01/2010. MBS PAYDOWN.	799.255	799,255	806,499	799,504	0	(249)	0	(249)		· •	Λ .	0	3,943	12/01/2017.	1FE
1309 L VT 7 EHD 3579 AN 0:																
10300 - VI - 7 I I III V 3370 AN	3/01/2010. MBS PAYDOWN	990,238	990,238	1,017,832	991,446	0	(1,208)	0	(1, 208)		0	0	0	5,825	01/01/2016.	1FE.
	nue and Special Assessment and all Non-Guaranteed															
Obligations of		12,244,086	12,244,086	12,491,146	12,258,804	0	(14,718)	0	(14,718)	0 12,244,086	0	0	0	99,338	XXX	XXX
110A-AB-0 AEPTC 2006-A A20	1/01/2010 MBS PAYDOWN	486,999	486,999	518,198	486,999	0	0	0	0		0	0	0	12,126	07/01/2013.	
	3/01/2010. MBS PAYDOWN.	1,084,784	1,084,784	1,073,004	1,084,296	0	488	0	488	01,084,784	0	0	0	12,160	09/01/2010.	1FE
BELLSOUTH CAPITAL																
	2/15/2010. MATURITY	150,000	150,000	186,053	150,741	0	(741)	0	(741)	0	00	0	0	5,813	02/15/2010.	1FE
BERKSHIRE HATHAWAY, INC.														ļ		
670 - C* - 7 BOND0	1/21/2010 CALLED at 100.000	7 , 775 , 187	7 , 775 , 187	7 , 775 , 187	7 , 775 , 187	0	0	0	0	7 ,775 , 187	0	0	0	1 , 167	03/31/2025.	
BERKSHIRE HATHAWAY, INC.																
	3/05/2010 CALLED at 100.000					0	0	0	0		0	0	0		07/01/2033.	
	3/25/2010. MBS PAYDOWN.	342,757	342,757	335,682	341,047	0	1,710	0	1,710		0	0	0	442	06/25/2010.	1Z'
668X-AA-3CWL 2006-S8 A103	3/25/2010. MBS PAYDOWN.	276,514	276,514	276,514	258,677	17 , 836	0	0	17 , 836	0276,514	0	0	0		07/25/2010.	
63F-AH-8 CHASE 2007-S1 A8	3/01/2010. MBS PAYDOWN.	1,877,769	1,877,769	1,881,289	1,877,769	0	0	0	0			0	0		05/01/2010.	
'678-AE-3 CTRRB 2001-1 A5	3/30/2010 MBS PAYDOWN	398,982	398,982	409,346	399,775	0	(793)	0	(793)		0	0	0	6 , 194	12/30/2010.	1F
540A-3F-3 CSFB 2001-CK3 A4	3/01/2010. MBS PAYDOWN.	145,693	145,693	143,316	145,572	0	121	0	121	0145,693		0	0		04/01/2011.	1FI
41N-S6-7 CSFB 2003-CK2 A20	1/01/2010 MBS PAYDOWN	163,896	163,896	161,885	163,896	0	0	0	0		0	0 .	0		04/01/2010.	1FI
242M-AA-9. CWL 2006-S3 A103	3/26/2010. MBS PAYDOWN.	135,816	233,222	199 , 168	119,915	4 , 130	11,771	0	15,901	0135,816	i0	0	0	134	06/25/2010.	4Z
882-AB-5 DCAT 2007-A A2A0	1/08/2010. MBS PAYDOWN	12,934	12,934	12,933	12,933	0	0	0	0			0	0	53	01/08/2010.	
1849-EW-8 GMACC 1999-C1 D	3/01/2010. MBS PAYDOWN	991, 122	991,122	1,007,498	991,122	0	0	0	0			0 .	0	11,446	06/01/2010.	
	3/20/2010. MBS PAYDOWN.	193,987	193,987	193,987	193,987	0	0	0	0	0		0	0		10/20/2015.	1Z
108H-DF-8LBUBS 2001-C2 A2	3/11/2010. MBS PAYDOWN	29,207	29,207	30,462	29,219	0	(13)	0	(13)		0	0	0	444	11/11/2027.	1FE
022H-JH-6MLMT 2005-CIP1 A203	3/01/2010 MBS PAYDOWN	19,846	19,846	19,759	19,841	0	5	0	5		0	0	0	246	08/01/2010.	1FE
	3/15/2010. MBS PAYDOWN.	345,735	345,735	345,584	345,561	0	174	0	174		0	0	0		03/15/2010.	
	3/01/2010 MBS PAYDOWN	977 , 397	977,397	976,481	977,347	0	50	0	50		0	0	0		05/01/2011.	1Z*
	2/22/2010. UBS SECURITIES INC.	10,474,700	10,000,000	9,997,300	9,997,666	0	76	0	76	9,997,742		476,958	476,958	171,111	03/21/2014.	1Fl
3899999 - Bonds - Industrial and Miscellane	OUS	25,958,322	25,581,027	25,618,645	25,446,549	21,966	12,849	0	34,814	0 25,481,363		476,958	476,958	254,259	XXX	XXX
3399997 - Bonds - Part 4		48,939,261	48,115,372	48,580,738	48,115,608	21,966	(6,157)	0	15,809	0 48,131,417		807,845	807,845	512,837	XXX	XXX
8399999 - Total - Bonds		48,939,261	48,115,372	48,580,738	48,115,608	21,966	(6,157)	0	15,809	0 48,131,417	0	807,845	807,845	512,837	XXX	XXX
8999999 - Total - Preferred Stocks		0	XXX	0	0	0	0	0	0	0 0	0	0	0	0	XXX	XXX
KEMPER INTERNATIONAL																1
841@-10-0 CORP03	3/31/2010 RETURN OF CAPITAL	00(276,723)		(276,723)	(276,723)	0	0	0	0				0	0		K.
9199999 - Common Stocks - Parent, Subsidiar	ies and Affiliates	(276,723)	XXX	(276,723)	(276,723)	0	0	0	0	0 (276,723	0	0	0	0	XXX	XXX
9799997 - Common Stocks - Part 4		(276,723)	XXX	(276,723)	(276,723)	0	0	0	0	0 (276,723	0	0	0	0	XXX	XXX
1799999 - Total - Common Stocks		(276,723)	XXX	(276.723)	(276,723)	0	0	0	0	0 (276,723	0	0	0	0	XXX	XXX
9899999 - Total - Preferred and Common Stoc	ks	(276,723)	XXX	(276,723)	(276,723)	0	0	0	0	0 (276,723	0	0	0	0	XXX	XXX
999999 Totals		48,662,538	XXX	48.304.015	47 .838 .885	21.966	(6.157)	n	15.809	0 47.854.694	,	807 . 845	807 . 845	512.837	XXX	XXX

Schedule DB - Part A - Section 1 NONE

Sch. DB - Pt. A - Sn. 1 - Footnote (a)

Schedule DB - Part B - Section 1

NONE

Sch. DB - Pt. B - Sn. 1 - Footnotes

NONE

Schedule DB - Part D

NONE

SCHEDULE E - PART 1 - CASH

4	2		ository Balance					9	
1		3	4	5	Book Balance at End of Each Month During Current Quarter				
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6 First Month	7 Second Month	8 Third Month	*	
Bank One Chicago, IL	Oodc	interest		Duic	130,985	132,788	132,788	XXX	
BNY Mellon Trust Company of Illinois			3,872		(3,301,650) 	3,489	3,489 3,493,344 308,091	XXX XXX XXX	
0199998 Deposits in	XXX	XXX						ХХУ	
0199999 Totals – Open Depositories	XXX	XXX	3,872	0	1,425,158	1,652,081	818,960	XXX	
0399999 Total Cash on Deposit	XXX	XXX	3,872	0	1,425,158	1,652,081	818,960) XX	
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	., .20, .00	.,552,551	2.0,000	XXX	

Schedule E - Part 2 - Cash Equivalents NONE



Designate the type of health care providers reported on this page
Physicians

		1 2	1 2	Direct Lo	sses Paid	5	Direct Losses Unpaid		8	
		Direct	Direct	3	4	Direct	6	7	Direct Losses	
		Premiums	Premiums		Number of	Losses	Amount	Number of	Incurred But	
	States, Etc.	Written	Earned	Amount	Claims	Incurred	Reported	Claims	Not Reported	
	Alabama AL									
	Alaska AK									
	Arizona AZ									
	Arkansas AR									
5.	California CA									
	Colorado CO									
7.	Connecticut CT									
	Delaware DE		ļ	ļ		ļ				
	District of Columbia DC									
10.	Florida FL									
	Georgia GA									
	Hawaii HI									
	Idaho ID									
	Illinois IL									
	Indiana IN									
	lowaIA			ļ						
	Kansas KS									
	Kentucky KY				 					
	Louisiana LA		}	}	}	}	 	}		
	Maine ME		l <u>-</u>	l		ļ				
	Maryland MD		├ ─ ┣ ─ ┛			 	ļ			
	Massachusetts MA					ļ				
	Michigan MI					ļ				
	Minnesota MN									
	Mississippi MS									
26.	Missouri MO									
	Montana MT									
	Nebraska NE									
	Nevada NV									
	New Hampshire NH									
	New JerseyNJ									
32.	New Mexico NM									
33.	New York NY									
34.	North Carolina NC									
35.	North Dakota ND									
36.	Ohio OH									
	Oklahoma OK									
38.	Oregon OR									
39.	PennsylvaniaPA									
40.	Rhode Island RI									
41.	South Carolina SC									
42.	South Dakota SD									
43.	Tennessee TN									
44.	Texas TX									
45.	UtahUT									
46.	Vermont VT		.	.		ļ				
47.	VirginiaVA			 	 		.			
48.	Washington WA.			ļ		ļ		.		
49.	West Virginia WV			ļ	ļ	ļ	ļ	ļ		
50.	Wisconsin WI									
51.	Wyoming WY							.		
	American Samoa AS		 	 	ļ		 	ļ		
53.	Guam GU									
	Puerto RicoPR			ļ		ļ		.		
	U.S. Virgin Islands VI			 	 	 	.			
	Northern Mariana Islands MP							.		
	Canada CN				<u> </u>	ļ	[.		
58.	Aggregate other alien OT	0	0	0	0	0	0	0	0	
	Totals	0	0	0	0	0	0	0	0	
5801. 5802.	DETAILS OF WRITE-INS									
5898.	Sum. of remaining write-ins for Line 5 from overflow page	80	0	0	0	0	0	0	0	
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	0	0	0	0	0	0	0	0	



Designate the type of health care providers reported on this page

Hospitals

	, <u>, , , , , , , , , , , , , , , , , , </u>	ALLOCATED BY 3							Direct Losses Unpaid	
			1 Direct	2 Direct	3	sses Paid 4	5 Direct	Direct Loss	ses Unpaid 7	8 Direct Losses
			Premiums	Premiums		Number of	Losses	Amount	Number of	Incurred But
	States, Etc.		Written	Earned	Amount	Claims	Incurred	Reported	Claims	Not Reported
	Alabama									
	Alaska									-
	Arizona									
	California									
	Colorado								†	†
	Connecticut									
	Delaware									
9.	District of Columbia	DC								
10.	Florida	FL								
	Georgia									-
	Hawaii									
	IdahoIllinois								†	+
	Indiana									
	lowa									
	Kansas									
18.	Kentucky	KY							ļ	
	Louisiana								 	.
	Maine			<u></u>		<u> </u>				
21.	Maryland	MD								
22.	Massachusetts	MA					ł		 	†
	Michigan									+
	Mississippi								†	†
	Missouri					İ			I	1
	Montana									
28.	Nebraska	NE								
	Nevada									
30.	New Hampshire	NH								
	New Jersey									
	New Mexico									
	New York									-
	North Carolina									
	Ohio									
	Oklahoma									
	Oregon									
	Pennsylvania									
40.	Rhode Island	RI								
	South Carolina									
	South Dakota									
	Tennessee									
	Texas					l	·····		t	†
	Utah Vermont	UT VT							İ	†
	Virginia								1	1
	Washington									
	West Virginia								ļ	
	Wisconsin								ļ	
	Wyoming									
	American Samoa								 	
	Guam								ł	+
	Puerto Rico								t	†
	Northern Mariana Islands					l	İ		t	†
	Canada								İ	1
	Aggregate other alien		0	0	0	0	0	0	0	0
	Totals		0	0	0	0	0	0	0	0
5001	DETAILS OF WRITE-INS									
									t	†
									İ	1
	Sum. of remaining write-ins for L								I	I
	from overflow page		0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803	plus		_	_	_		_	_	
	5898) (Line 58 above)		0	0	0	0	0	0	0	1 (



Designate the type of health care providers reported on this page
Other Health Care Professionals

	ALL	ALLUCATED BY 5						•	
		1 Direct	2 Direct		sses Paid	5 Disast	Direct Loss		8 Direct Leases
	States, Etc.	Direct Premiums Written	Direct Premiums Earned	3 Amount	4 Number of Claims	Direct Losses Incurred	6 Amount Reported	7 Number of Claims	Direct Losses Incurred But Not Reported
1	Alabama AL		Lamea	Alliodit	Oldiilis	incurred	reported	Oldinis	Not reported
	Alaska Al								
	Arizona								(3
	Arkansas AF								
	California CA								(9
	Colorado CO								(2
	Connecticut								`
	Delaware DE								(1
9.	District of Columbia DO)							
	Florida FL								(4
11.	Georgia GA	١							(1
	Hawaii HI								
13.	Idaho ID								(1)
	Illinois IL								(8)
	Indiana IN								(4
16.	lowaIA					2			(46
	Kansas KS								
	Kentucky KY			ļ					
	Louisiana LA				ļ		 	.	.
	Maine Mi				ļ				
	Maryland MI				ļ			.	
	Massachusetts MA			 	ļ			ļ	
	Michigan MI								(2
	Minnesota Mi								(1
25.	Mississippi MS	S							
	Missouri Mo								(3
27.	Montana M	Г							
	Nebraska NE								
	Nevada N\								
	New Hampshire Nh								
31.	New Jersey NJ								(1
	New Mexico NN						10	1	(1,522)
	New York NY					1			(26)
	North Carolina NO								
	North Dakota NE								
36.	OhioOl	1							(1
	Oklahoma Oł					1			(15
	Oregon OF								(7
	Pennsylvania PA								(3
	Rhode IslandRI								
	South Carolina SC								
	South Dakota SI								
43.	TennesseeTN								(14
44.	Texas TX								(1
	UtahUl			ļ	ļ				
	Vermont V1		.		ļ	.	ļ		
	VirginiaVA			 	 	.	 	{	.
	Washington W			ļ	ļ			ļ	(7
	West Virginia W		.		ļ	.	ļ		.
	Wisconsin W			 	 			}	. (1)
	Wyoming W			ļ	ļ				
	American Samoa AS	S	.	 	ļ	.	 	 	.
	Guam Gl		-		ļ	-		.	
	Puerto RicoPF		.			.	ļ		
	U.S. Virgin Islands VI		-	 	 	-	 	 	.
	Northern Mariana Islands MF				ļ				
	Canada CN			-	ļ	-			
58.	Aggregate other alien O		0	0	0	0	0	0	0
59.	Totals	0	0	0	0	43	10	1	(1,683
5901	DETAILS OF WRITE-INS								
									<u> </u>
					<u> </u>			<u> </u>	
	Sum. of remaining write-ins for Line	e 58]		
	from overflow page	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 pl	us		[[1	1
	5898) (Line 58 above)	0	0	0	0	0	0	0	0



Designate the type of health care providers reported on this page
Other Health Care Facilities

	, <u>, , , , , , , , , , , , , , , , , , </u>	ALLOCATED BY 3							Direct Losses Unpaid	
			1 Direct	2 Direct	3	sses Paid 4	5 Direct	Direct Loss	ses Unpaid 7	8 Direct Losses
			Premiums	Premiums		Number of	Losses	Amount	Number of	Incurred But
	States, Etc.		Written	Earned	Amount	Claims	Incurred	Reported	Claims	Not Reported
	Alabama									
	Alaska									-
	Arizona									
	California									
	Colorado								†	†
	Connecticut									
	Delaware									
9.	District of Columbia	DC								
10.	Florida	FL								
	Georgia									-
	Hawaii									
	IdahoIllinois								†	+
	Indiana									
	lowa									
	Kansas									
18.	Kentucky	KY							ļ	
	Louisiana								 	.
	Maine			<u></u>		<u> </u>				
21.	Maryland	MD								
22.	Massachusetts	MA					ł		 	†
	Michigan									+
	Mississippi								†	†
	Missouri					İ			I	1
	Montana									
28.	Nebraska	NE								
	Nevada									
30.	New Hampshire	NH								
	New Jersey									
	New Mexico									
	New York									-
	North Carolina									
	Ohio									
	Oklahoma									
	Oregon									
	Pennsylvania									
40.	Rhode Island	RI								
	South Carolina									
	South Dakota									
	Tennessee									
	Texas					l	·····		t	†
	Utah Vermont	UT VT							İ	†
	Virginia								1	1
	Washington									
	West Virginia								ļ	
	Wisconsin								ļ	
	Wyoming									
	American Samoa								 	
	Guam								ł	+
	Puerto Rico								t	†
	Northern Mariana Islands					l	İ		t	†
	Canada								İ	1
	Aggregate other alien		0	0	0	0	0	0	0	0
	Totals		0	0	0	0	0	0	0	0
5001	DETAILS OF WRITE-INS									
									†	†
									İ	1
	Sum. of remaining write-ins for L								I	I
	from overflow page		0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803	plus		_	_	_		_	_	1
	5898) (Line 58 above)		0	0	0	0	0	0	0	1 (