MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON

OFFICE OF
INSURANCE COMMISSIONER

Phone: (360) 725-7000
www.insurance.wa.gov

November 7, 2011

Patricia Petersen, Chief Hearing Officer
Office of the Insurance Commissioner
Hearings Unit
P.O. Box 40255
Olympia, WA 98504-0255
5000 Capitol Blvd.
Tumwater, WA 98501

Re: Redomestication Applications for Safeco Insurance Company of America, Safeco Surplus Lines Insurance Company, First National Insurance Company of America and General Insurance Company of America.

Dear Ms. Petersen:

Attached please find the redomestication applications and associated supplementary documents for Safeco Insurance Company of America, Safeco Surplus Lines Insurance Company, First National Insurance Company of America and General Insurance Company of America. The applications relate to a proposal to redomesticate from Washington State to New Hampshire.

The companies have requested an approval date prior to year end 2011.

The Company Supervision division is satisfied that the redomestication applications are complete and requests that a hearing be scheduled in this matter. Mr. Chuck Brown is the OIC Senior Staff Attorney assigned to this case.

If you have any questions, please call me at 360-725-7210 or Mr. Brown at 360-725-7044.

Sincerely,

Gayle Pasero

Gayle Pasero, CPCU
Company Licensing Manager
Company Supervision Division

cc: James T. Odiorne, Deputy Insurance Commissioner, Washington State Office of the Insurance Commissioner
Chuck Brown, Senior Staff Attorney, Washington State Office of the Insurance Commissioner
Melvin N. Sorensen, Attorney, Carney, Badley, Spellman

Pasero, Gayle (OIC)

From: Quinlan, Richard [Richard.Quinlan@LibertyMutual.com]
Sent: Wednesday, November 02, 2011 11:06 AM
To: Pasero, Gayle (OIC)
Cc: Sorensen, Melvin
Subject: RE: Safeco redomestication

Dear Ms. Pasero,

Thank you for your attached note.
We have discussed and reviewed your inquiry with the appropriate senior managers at Liberty Mutual and note that there is no strategic plan to restructure, consolidate, eliminate or to move the Applicants' Washington-based operations or employee population. In addition, the proposed redomestications will be seamless to the Applicants' Washington policyholders because they will not result in any changes to the Applicants' producer base or to their methods and ability to handle claims and service policyholders. The proposed redomestications, if approved, will not have any substantive impact on the contractual or statutory rights of the Applicants' Washington policyholders. Nor will the redomestications have a material impact on any pending litigation filed in Washington involving the Applicants' Washington policyholders. In light of economic uncertainties and the intensely competitive nature of the property-casualty insurance industry, however, the Applicants must reserve their right to make operational and staffing changes as their business judgment deems appropriate in the future.

Thank you for your assistance and for forwarding this to the Hearing Officer. We hope that a hearing date can be set in the near-term with the goal of accomplishing this transaction prior to December 31, 2011.

Best Regads,

Richard P. Quinlan, Esq.
Deputy General Counsel
Senior Vice President and Manager, Corporate Group
Liberty Mutual Group
175 Berkeley Street
Boston, MA 02116
617-574-5655 phone
617-574-5830 fax
617-429-7983 cell
Richard.Quinlan@libertymutual.com

This e-mail, and any attachments thereto, is intended only for the use of the addressee(s) named herein and may contain legally privileged and/or confidential information. If you are not the intended recipient of this e-mail, you are hereby notified that any dissemination, distribution or copying of this e-mail, and any attachments thereto, is strictly prohibited. If you have received this e-mail in error, please notify me via return e-mail and via telephone at 617-574-5655 and permanently delete the original and any copy of this e-mail and any printout thereof.

From: Pasero, Gayle (OIC) [mailto:GayleP@OIC.WA.GOV]
Sent: Thursday, October 20, 2011 5:34 PM
To: Quinlan, Richard
Cc: Sorensen, Melvin
Subject: Safeco redomestication

Dear Mr. Quinlan,

I have completed my review of the applications for redomestication to New Hampshire for Safeco Insurance Company of America, Safeco Surplus Lines Insurance Company, First National Insurance Company of America and General Insurance Company of America.

You indicated that this change will not affect Liberty Mutual's business operations and employees in the State of Washington. Please elaborate further on the following:

- What are the strategic plans for the next 5 years for the location of the company operations and staff currently in Washington? 10 years?
- Are there plans to restructure, consolidate, eliminate or move any of the staff or current operations located in Washington?

Thank you for your assistance with this. Once I receive your response the applications will be referred to our Hearing Officer who will review the files and then set a date for the hearing.

Best regards,

Gayle Pasero, CPCU
Company Licensing Manager
Company Supervision
Washington State Office of the Insurance Commissioner
360.725.7210 | Gaylep@oic.wa.gov | www.insurance.wa.gov
P.O. Box 40259, Olympia, WA 98504-0255

Pasero, Gayle (OIC)

From: Pasero, Gayle (OIC)
Sent: Thursday, October 20, 2011 2:34 PM
To: 'Richard.Quinlan@libertymutual.com'
Cc: Sorensen, Melvin
Subject: Safeco redomestication

Dear Mr. Quinlan,

I have completed my review of the applications for redomestication to New Hampshire for Safeco Insurance Company of America, Safeco Surplus Lines Insurance Company, First National Insurance Company of America and General Insurance Company of America.

You indicated that this change will not affect Liberty Mutual's business operations and employees in the State of Washington. Please elaborate further on the following:

- What are the strategic plans for the next 5 years for the location of the company operations and staff currently in Washington? 10 years?
- Are there plans to restructure, consolidate, eliminate or move any of the staff or current operations located in Washington?

Thank you for your assistance with this. Once I receive your response the applications will be referred to our Hearing Officer who will review the files and then set a date for the hearing.

Best regards,

Gayle Pasero, CPCU
Company Licensing Manager
Company Supervision
Washington State Office of the Insurance Commissioner
360.725.7210 | Gaylep@oic.wa.gov | www.insurance.wa.gov
P.O. Box 40259, Olympia, WA 98504-0255

CARNEY
BADLEY
SPELLMAN

Melvin N. Sorensen

Law Offices
A Professional Service Corporation

701 Fifth Avenue, Suite 3600
Seattle, Washington 98104-7010
T (206) 622-8020
F (206) 467-8215
Direct Line (206) 607-4152

Email: sorensen@carneylaw.com

August 19, 2011

The Honorable Mike Kreidler
Insurance Commissioner
Washington State Office of the Insurance Commissioner
5000 Capitol Blvd.
P.O. Box 40255
Tumwater, WA 98512

Re: Request for Transfer of Domicile

Dear Commissioner Kreidler:

Enclosed for your review is a letter from Mr. Richard P. Quinlan, Senior Vice President, Deputy General Counsel, Liberty Mutual Group, together with related documents requesting to transfer the domicile of Safeco Insurance Company of America, Safeco Surplus Lines Insurance Company, First National Insurance Company of America, and General Insurance Company of America, all Washington stock insurance companies (the "Applicants"), to New Hampshire.

On behalf of the Applicants, we request that the OIC withhold from public disclosure the personal, non-public information contained in the biographical affidavits included in the materials referenced above. This request includes information such as personal addresses and social security numbers. Please do not hesitate to contact me if you or your staff have any questions regarding this matter.

Respectfully Submitted,

CARNEY BADLEY SPELLMAN, P.S.

Melvin N. Sorensen

Enclosure

MNS:jc

RICHARD P. QUINLAN
SENIOR VICE PRESIDENT &
DEPUTY GENERAL COUNSEL
175 Berkeley Street
Boston, MA 02116
Telephone: 617-357-9500 Ext 45655
Richard.Quinlan@libertymutual.com

August 18, 2011

The Hon. Mike Kriedler
Insurance Commissioner
Washington State Office of the Insurance Commissioner
5000 Capitol Blvd.
PO Box 40255
Tumwater, WA 98512

Subject: Request for Transfer of Domicile

Dear Commissioner Kriedler:

Please treat this letter as the official request pursuant to Washington Revised Code §48.07.210(2) to transfer the domicile of (or "redomesticate") Safeco Insurance Company of America, Safeco Surplus Lines Insurance Company, First National Insurance Company of America and General Insurance Company of America, all Washington stock insurance companies (the "Applicants"), to New Hampshire.

The purpose of the redomestication is two-fold. First, in December 2008, the Massachusetts Commissioner of Insurance met with the Board of Directors of Liberty Mutual Holding Company Inc. ("Liberty Mutual") to request that they reduce the complexity of Liberty Mutual's corporate structure, including reducing the number of domiciliary states for its insurance companies. By virtue of its significant growth through various acquisitions over the last decade, Liberty Mutual had accumulated insurance companies domiciled in 19 different states. Liberty Mutual promptly responded to this request and has to date consolidated domiciliary operations in several jurisdictions where it already had domestic entities, such as New Hampshire, which has regulated Liberty Mutual affiliates for more than 100 years. Over the last three years, Liberty Mutual efforts in this regard have resulted in a reduction in the total number of domiciliary jurisdictions regulating its insurance affiliates from 19 to 11. Liberty Mutual has continued to evaluate opportunities with respect to this initiative and believes that the redomestication of the Applicants will serve to further this objective by allowing a further reduction in its domiciliary jurisdictions.

Second, Liberty Mutual will realize significant corporate efficiencies by affecting the change in domicile. Liberty Mutual continually analyzes strategic opportunities and reviews its corporate structure to seek capital and operational efficiencies. Liberty Mutual currently has ten affiliated insurance companies domiciled in New Hampshire, including Peerless Insurance Company, the lead company of the intercompany pool of which the Applicants are members. The redomestications should make regulating oversight of the pool members more efficient for both our domiciliary regulators and Liberty Mutual, and will increase the

efficiency of the pool's operations from a retaliatory tax perspective. However, the redomestications should have no negative revenue impact to the State of Washington.

This requested change in the Applicants' state of domicile will not affect Liberty Mutual's business operations and employees in the State of Washington. Since the acquisition of Safeco Corporation in 2008, Liberty Mutual has maintained a significant presence in Washington and the Pacific Northwest. The headquarters of Safeco Insurance have remained in Seattle, Washington, and Liberty Mutual maintains significant operations and employees in the State.

The Safeco Foundation remains a valued and active partner to numerous charitable and community organizations within the State. The Safeco Foundation has consistently made significant contributions to such organizations over the last three years. The Safeco Foundation's purpose has been fortified by its alignment with Liberty Mutual's other charitable activities and its history of community giving. This transaction will not adversely impact the continuation of the Foundation's goals, objectives and continued vibrancy in the Washington community. Finally, Safeco Field remains a prominent landmark in Seattle and a visible sign of Liberty Mutual's commitment to the Safeco brand.

Pursuant to RCW 48.07.210(2), the statutory standard for review of a request for redomestication by the Office of the Insurance Commissioner states that such a request shall be approved if it cannot be found "that the transfer is not in the best interests of the public or the insurer's policyholders in this state." In accordance with RCW 48.07.210(2), the Applicants respectfully request transfer of their domiciles to New Hampshire on October 1, 2011, a date that is at least thirty days after this notice. Please hold confidential, pursuant to RCW 48.02.065 as appropriate, those items in this filing that are confidential and protected from publication and public disclosure.

Please be advised that, simultaneously with filing the enclosed duplicate applications with you, we are making filings to request approval of the transfers of domicile with the New Hampshire Insurance Department. Our contact there is Ms. Pat Gosselin, Insurance Company Examiner II, New Hampshire Insurance Department, Suite 14, Concord, NH 03301, Telephone: 603-271-7973, x207.

Please let us know at your earliest convenience if a public hearing will be required with respect to this matter and what if any additional documentation you would like for your review. We look forward to working with you and the Staff of the OIC during the review process. If you have any questions regarding this request, please do not hesitate to contact me.

Very truly yours,

Richard P. Quinlan

Richard P. Quinlan
Senior Vice President, Deputy General Counsel

Cc: Paul Mattera, Liberty Mutual Group
Gary Strannigan, Liberty Mutual Group
Mel Sorensen, Carney, Badley & Spellman, P.C.

RICHARD P. QUINLAN
SENIOR VICE PRESIDENT &
DEPUTY GENERAL COUNSEL
175 Berkeley Street
Boston, MA 02116
Telephone: 617-357-9500 Ext 45655
Richard.Quinlan@libertymutual.com

August 18, 2011

Ms. Pat Gosselin
Insurance Company Examiner II
New Hampshire Insurance Department
21 South Fruit Street, Suite 14
Concord, NH 03301

RE: Requests for Transfer of Domicile

Dear Ms. Gosselin:

Enclosed please find applications to transfer the domiciles of (or "redomesticate") the following Washington domiciled companies (the "Applicants") to New Hampshire pursuant to RSA§§ 405:62 through 405:65:

Safeco Insurance Company of America
Safeco Surplus Lines Insurance Company
General Insurance Company of America
First National Insurance Company of America

The purpose of the redomestications is to continue to reduce the complexity of the corporate structure of the Liberty Mutual Group and make the Group's insurance operations more efficient. As you may recall, in December of 2008, the Massachusetts Commissioner of Insurance met with the Board of Directors of Liberty Mutual Holding Company Inc. ("Liberty Mutual") to request that they reduce the complexity of Liberty Mutual's corporate structure, including reducing the number of domiciliary states for its insurance companies. Liberty Mutual promptly responded to this request. As part of its response, in 2009 Liberty Mutual transferred the domiciles of three affiliate companies (Safeco National Insurance Company, Colorado Casualty Insurance Company and Golden Eagle Insurance Corporation) to New Hampshire.

Liberty Mutual currently has ten affiliated insurance companies domiciled in New Hampshire, including Peerless Insurance Company, the lead company of the intercompany pool of which the Applicants are members. The redomestications should make regulating oversight of the pool members more efficient for both Liberty Mutual and its domiciliary regulators, and will increase the efficiency of the pool's operations from a tax perspective. Please be advised that, simultaneously with filing the enclosed applications with you, we are making filings to request the approval of the transfer of domicile with the Washington Office of the Insurance Commissioner. We will request that Gayle Pasero, Company Licensing

Manager with the Washington Office of the Insurance Commissioner contact you to coordinate the handling of Applicants' requested transfers of domicile. The Washington Office of the Insurance Commissioner has indicated that it would like a letter from the New Hampshire Insurance Department indicating that it has no objection to the filing of the UCAA Primary and redomestication application, discussed more fully below. The Applicants will submit to you information indicating they have complied with all the laws and requirements of their current state of domicile with reference to the proposed redomestication as soon as it is received. It is our goal to have the redomestications completed by year end.

Three of the Applicants (Safeco Insurance Company of America, General Insurance Company of America and First National Insurance Company of America) are already licensed to transact insurance business in New Hampshire. Safeco Surplus Lines Insurance Company does not currently have a New Hampshire certificate of authority, as it is a surplus lines insurer and licensed only in Washington. Please note that the three licensed applicants have submitted the redomestication elements of the UCAA Primary Application for your review and that the application for Safeco Surplus Lines Insurance Company is a full UCAA Primary Application and will also serve as an application for a certificate of authority. Please note that the enclosed applications include information, such as financial projections and biographical information, deemed confidential to the full extent permitted by New Hampshire law, with particular reference to RSA 400-A:37, IV-a (a). If you have any questions regarding these requests, please contact me.

Very truly yours,

Richard P. Quinlan

Richard P. Quinlan
Senior Vice President, Deputy General Counsel

cc: Commissioner Mike Kriedler, Washington OIC
George Roussos, Orr & Reno
Paul Mattera, Liberty Mutual Group
Donald Baldini, Liberty Mutual Group

STATE OF WASHINGTON

OFFICE OF
INSURANCE COMMISSIONER

No. 1526

I, MIKE KREIDLER, State Insurance Commissioner, do hereby certify that I am the state official charged with the general control and supervision of all insurance business (except State Workers' Compensation) transacted in the State of Washington and charged with the administration of the laws relating to insurance in said jurisdiction, and that this office is a department of record, having custody of original documents.

I FURTHER CERTIFY That ***GENERAL INSURANCE COMPANY OF AMERICA,*** *Seattle, Washington, was duly organized and incorporated under the laws of the State of Washington, and, having complied with the requirements of said laws, has been authorized since April 27, 1923 to issue policies and transact the business of Property, Marine and Transportation, Vehicle, General Casualty, Surety, Ocean Marine and Foreign Trade Insurance as defined in RCW 48.11.040, 48.11.050, 48.11.060, 48.11.070, 48.11.080 and 48.11.105.*

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed the official seal of the Insurance Commissioner of the State of Washington, this 7th day of November, 2011.*

MIKE KREIDLER
Insurance Commissioner

By: _____
Deputy Insurance Commissioner

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Uniform Certificate of Authority Application (UCAA)
Primary Application Checklist
For Primary Application Only

The application checklist is intended to help guide you with assembling your complete Primary Uniform Certificate of Authority Application (UCAA). Please be sure to complete the checklist by appropriately marking the boxes on the left side of the page prior to submitting your application for review. The completed checklist should be attached to the top of the application.

Regulator Use Only

1. **Application Form**, containing: ☐

X	Completed Primary Application Checklist (Form 1P)
X	Original UCAA Primary Application executed and signed (Form 2P)
N/A	Include all lines of insurance applicant is licensed to transact, currently transacting and requesting authority to transact in all jurisdictions. (Form 3).

2. **Filing Fee** (pursuant to Section II Filing Requirements Item 2) containing: ☐

X	Payment of required filing fee
X	Copy of check

3. **Minimum Capital and Surplus Requirements** (pursuant to Section II Filing Requirements Item 3) ☐

N/A	Provide explanation of compliance with minimum capital & surplus requirements for state for which application is prepared

4. **Statutory Deposit Requirements** (pursuant to Section II Filing Requirements Item 4) ☐

N/A	An original Certificate of Deposit prepared by state of domicile (Form 7)

5. **Name Approval** (pursuant to Section II Filing Requirements Item 5) ☐

N/A	Evidence of name approval request

6. **Plan of Operation** (pursuant to Section II Filing Requirements Item 6) ☐

N/A	Completed Questionnaire (Form 8)
N/A	Pro Forma
N/A	Narrative

7. **Holding Company Form "B" Registration Statement** (pursuant to Section II Filing Requirements Item 7) ☐

N/A	Included statement

8. **Statutory Membership(s)** ☐

N/A	Submit documentation as listed in Section II Filing Requirements Item 8

9. **SEC Filings or Consolidated GAAP Financial Statement** ☐

N/A	Submit documentation as listed in Section II Filing Requirements Item 9

10. **Debt-to-Equity Ratio Statement** ☐

N/A	Submit documentation as listed in Section II Filing Requirements Item 10

11. **Custody Agreements** ☐

N/A Submit documentation as listed in Section II Filing Requirements Item 11

12. **Public Records Package** ☐

Submit ALL items in chart in Section II Item 12 including:

a. Articles of Incorporation, including: ☐

N/A Original certification by domiciliary state

b. Bylaws, including: ☐

N/A Original certification by applicant's corporate assistant

c. Statement with Attachments, including: ☐

N/A Current Year Annual Statement*
Verified and signed,
including actuarial opinion; and

N/A Current Year Quarterly Statements-one copy for each quarter, verified and signed.

* 1. Updated Statements should be submitted on a timely basis while application is pending.

2. If Annual Statement for two preceding years have not been filed with NAIC, one copy of each year must be submitted with the application.

d. Independent CPA-Audit Report ☑

N/A

13. **NAIC Biographical Affidavits for the following:** ☐

N/A Officers (As listed on Jurat Page of most recent financial statement.)

N/A Directors (As listed on Jurat Page of most recent financial statement.)

N/A Key managerial personnel (Including any Vice Presidents or other individuals who will control the operations of the applicant.)

N/A Individuals with a 10% or more beneficial ownership in the applicant who will exercise control over the applicant or, Officers and Directors of an entity with a 10% or more beneficial ownership in the applicant who exercise control over the applicant; and

N/A Individuals with a 10% or more beneficial ownership in the applicant's ultimate controlling person who will exercise control over the applicant and Officers and Directors of the ultimate controlling person who will control the operations of the applicant.

N/A Originally signed and notarized within one year of application date.

N/A Certified by Independent Third Party

14. **State-Specific Information** ☐

N/A Some jurisdictions may have additional requirements that must be met before a Certificate of Authority can be issued. Before completing a UCAA Primary Application the applicant should review a listing of requirements for the state to which you are applying

Filing Requirements – Redomestications Only

The requirements of this section are only for those insurers seeking to redomesticate from one state to another and are in addition to the requirements of Section II, items 1-14 of the Primary Checklist. A Redomestication is defined as the process where any insurer organized under the laws of any other state may become a domestic insurer that transfers its domicile to another state by merger or consolidation or any other lawful method. The Primary Application when used for a redomestication is filed with the insurer's new state of domicile.

15. **Annual Statement with Attachments** ☐

[X] Submit documentation as listed in Section III, Filing Requirements Item 1

16. **Quarterly Statements** ☐

[X] Submit documentation as listed in Section III, Filing Requirements Item 2

17. **Risk Based Capital Report** ☐

[X] Submit documentation as listed in Section III, Filing Requirements Item 3

18. **Independent CPA Audit Report** ☐

[X] Submit documentation as listed in Section III, Filing Requirements Item 4

19. **Reports of Examination** ☐

[X] Submit documentation as listed in Section III, Filing Requirements Item 5

20. **Certificate of Compliance (pursuant to Section III,** Filing Requirements Item 6) ☐

[X] Original certification of compliance (Form 6) completed by domiciliary state insurance regulatory agency.

Uniform Certificate of Authority Application (UCAA)
Primary Application Checklist
For Primary Application Only

The application checklist is intended to help guide you with assembling your complete Primary Uniform Certificate of Authority Application (UCAA). Please be sure to complete the checklist by appropriately marking the boxes on the left side of the page prior to submitting your application for review. The completed checklist should be attached to the top of the application.

Regulator Use Only

1. **Application Form**, containing: ☐
   - ☐ Completed Primary Application Checklist (Form 1P)
   - ☐ Original UCAA Primary Application executed and signed (Form 2P)
   - ☐ Include all lines of insurance applicant is licensed to transact, currently transacting and requesting authority to transact in all jurisdictions. (Form 3).
2. **Filing Fee** (pursuant to Section II Filing Requirements Item 2) containing: ☐
   - ☐ Payment of required filing fee
   - ☐ Copy of check
3. **Minimum Capital and Surplus Requirements** (pursuant to Section II Filing Requirements Item 3) ☐
   - ☐ Provide explanation of compliance with minimum capital & surplus requirements for state for which application is prepared
4. **Statutory Deposit Requirements** (pursuant to Section II Filing Requirements Item 4) ☐
   - ☐ An original Certificate of Deposit prepared by state of domicile (Form 7)
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   - ☐ Evidence of name approval request
6. **Plan of Operation** (pursuant to Section II Filing Requirements Item 6) ☐
   - ☐ Completed Questionnaire (Form 8)
   - ☐ Pro Forma
   - ☐ Narrative
7. **Holding Company Form "B" Registration Statement** (pursuant to Section II Filing Requirements Item 7) ☐
   - ☐ Included statement
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   - ☐ Submit documentation as listed in Section II Filing Requirements Item 8
9. **SEC Filings or Consolidated GAAP Financial Statement** ☐
   - ☐ Submit documentation as listed in Section II Filing Requirements Item 9
10. **Debt-to-Equity Ratio Statement** ☐
    - ☐ Submit documentation as listed in Section II Filing Requirements Item 10

11. **Custody Agreements** ☐

☐ Submit documentation as listed in Section II Filing Requirements Item 11

12. **Public Records Package** ☐

Submit ALL items in chart in Section II Item 12 including:

a. Articles of Incorporation, including: Restated ☑

☑ Original certification by domiciliary state

b. Bylaws, including: ☑

☑ Original certification by applicant's corporate assistant Restated Board resolutions received.

c. Statement with Attachments, including: ☐

☐ Current Year Annual Statement*
Verified and signed,
including actuarial opinion; and

☐ Current Year Quarterly Statements-one copy for each quarter, verified and signed.

* 1. Updated Statements should be submitted on a timely basis while application is pending.

2. If Annual Statement for two preceding years have not been filed with NAIC, one copy of each year must be submitted with the application.

d. Independent CPA-Audit Report ☐

☐

13. **NAIC Biographical Affidavits for the following:** ☐

☐ Officers (As listed on Jurat Page of most recent financial statement.)
☐ Directors (As listed on Jurat Page of most recent financial statement.)
☐ Key managerial personnel (Including any Vice Presidents or other individuals who will control the operations of the applicant.)
☐ Individuals with a 10% or more beneficial ownership in the applicant who will exercise control over the applicant or, Officers and Directors of an entity with a 10% or more beneficial ownership in the applicant who exercise control over the applicant; and
☐ Individuals with a 10% or more beneficial ownership in the applicant's ultimate controlling person who will exercise control over the applicant and Officers and Directors of the ultimate controlling person who will control the operations of the applicant.
☐ Originally signed and notarized within one year of application date.
☐ Certified by Independent Third Party

14. **State-Specific Information** ☐

☐ Some jurisdictions may have additional requirements that must be met before a Certificate of Authority can be issued. Before completing a UCAA Primary Application the applicant should review a listing of requirements for the state to which you are applying

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15. **Annual Statement with Attachments** ☐

☐ Submit documentation as listed in Section III, Filing Requirements Item 1

16. **Quarterly Statements** ☐

☐ Submit documentation as listed in Section III, Filing Requirements Item 2

17. **Risk Based Capital Report** ☐

☐ Submit documentation as listed in Section III, Filing Requirements Item 3

18. **Independent CPA Audit Report** ☐

☐ Submit documentation as listed in Section III, Filing Requirements Item 4

19. **Reports of Examination** ☐

☐ Submit documentation as listed in Section III, Filing Requirements Item 5

20. **Certificate of Compliance (pursuant to Section III,** Filing Requirements Item 6) ☐

☐ Original certification of compliance (Form 6) completed by domiciliary state insurance regulatory agency.

NH Secretary of State
Filing

LIBERTY MUTUAL
GROUP INC.

CHECK REFERENCE	CHECK DATE
70737640	07/11/11
CHECK AMOUNT	BLOCK NUMBER
$135.00*******	000017

NON-NEGOTIABLE

ADDRESS INQUIRIES TO:
LIBERTY MUTUAL
DOVER ACCOUNTS PAYABLE
P.O. BOX 1525
DOVER, NH 03821-1525
(603) 749-2600 EXT. 31199

PAYEE NAME AND ADDRESS:
STATE OF NEW HAMPSHIRE
SECRETARY OF STATE
107 NORTH MAIN STREET
STATE HOUSE ROOM 204
CONCORD NH 03301-4989

LOC CODE: BD5 SOURCE: HFILE VENDOR#: 2200280005

PO/CONTRACT#	INVOICE#	INVDATE	GROSS INV AMT	FED. WITHHOLD AMT	STATE	ST. WITHHOLD AMT	NET INV AMT
0	NHS070801F	070811	135.00				135.00

CAREFULLY DETACH CHECK BEFORE DEPOSITING - RETAIN STATEMENT FOR YOUR RECORDS

VERIFY THE AUTHENTICITY OF THIS MULTI-TONE SECURITY DOCUMENT. CHECK BACKGROUND AREA CHANGES COLOR GRADUALLY FROM TOP TO BOTTOM.

DIS * 000017
MAILSTOP: 02C
P.O. BOX 1525
DOVER, NH 03821-1525

LIBERTY MUTUAL
GROUP INC.

BANK OF AMERICA
HARTFORD, CT

70737640
51-44/119
002240015623

CHECK DATE
07/11/11

$ 135.00*******

VOID IF NOT PRESENTED WITHIN
6 MONTHS OF DATE OF CHECK

B.CODE 121 OFFICE NUMBER 096 PAYMENT IDENTIFICATION 2200280005

PAY **********ONE HUNDRED THIRTY-FIVE AND 00/100

TO THE ORDER OF
STATE OF NEW HAMPSHIRE
SECRETARY OF STATE
107 NORTH MAIN STREET
STATE HOUSE ROOM 204
CONCORD NH 03301-4989

TWO SIGNATURES NECESSARY
IF AMOUNT EXCEEDS $150,000

⑈70737640⑈ ⑆011900445⑆ 00224001562 3⑈

THE ORIGINAL DOCUMENT HAS A REFLECTIVE WATERMARK ON THE BACK - HOLD AT AN ANGLE TO VIEW WHEN CHECKING THE ENDORSEMENT

GF 1983 Rev. 2/0

LIBERTY MUTUAL
GROUP INC.

CHECK REFERENCE	CHECK DATE
70737640	07/11/1
CHECK AMOUNT	BLOCK NUMBEI
$135.00*******	000017

NON-NEGOTIABLE

ADDRESS INQUIRIES TO:
LIBERTY MUTUAL
DOVER ACCOUNTS PAYABLE
P.O. BOX 1525
DOVER, NH 03821-1525
(603) 749-2600 EXT. 31199

PAYEE NAME AND ADDRESS:
STATE OF NEW HAMPSHIRE
SECRETARY OF STATE
107 NORTH MAIN STREET
STATE HOUSE ROOM 204
CONCORD NH 03301-4989

LOC CODE: BD5 SOURCE: HFILE VENDOR#: 2200280005

PO/CONTRACT#	INVOICE#	INVDATE	GROSS INV AMT	FED. WITHHOLD AMT	STATE	ST. WITHHOLD AMT	NET INV AMT
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DOVER, NH 03821-1525

LIBERTY MUTUAL
GROUP INC.

BANK OF AMERICA
HARTFORD, CT

70737640
51-44/119
002240015623

CHECK DATE
07/11/11

$ 135.00*******

VOID IF NOT PRESENTED WITHIN
6 MONTHS OF DATE OF CHECK

B.CODE	OFFICE NUMBER	PAYMENT IDENTIFICATION
121	096	2200280005

PAY **********ONE HUNDRED THIRTY-FIVE AND 00/100

TO THE ORDER OF
STATE OF NEW HAMPSHIRE
SECRETARY OF STATE
107 NORTH MAIN STREET
STATE HOUSE ROOM 204
CONCORD NH 03301-4989

TWO SIGNATURES NECESSARY
IF AMOUNT EXCEEDS $150,000

⑈70737640⑈ ⑆011900445⑆ 00224001562 3⑈

Restated Articles of Incorporation

RESTATED ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENT(S)

Pursuant to the provisions of RSA 401:6, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and its shareholders, hereby adopts and submits for approval under RSA 401:6, the following restated articles of incorporation:

FIRST: The name of the corporation as presently recorded is: General Insurance Company of America (hereinafter called the "Company")

SECOND: Attached are the restated articles of incorporation, as amended, including the designated amendments.

THIRD: If the amendments provide for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendments:

Not applicable.

FOURTH: Except for no change in the name of the Company, the Restated Articles of Incorporation change each of the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendments designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

FIFTH: (Check one)

___ The restated articles contain amendment(s) adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

_X_ The restated articles were approved by the shareholders.

SIXTH: The amendments were adopted on July 20, 2011.

SEVENTH: The amendments were approved by the shareholders.

Designation (class or series) of voting group	Number of shares outstanding	Number of votes entitled to be cast	Number of votes indisputably represented at the meeting
Common	20,000	20,000	20,000

Designation (class or series) of voting group	Total number of votes cast: FOR	AGAINST
Common	20,000	0

EIGHTH: The number cast for the amendment(s) of each voting group was sufficient for approval.

Dated July 26, 2011, to be effective upon the approval of the redomestication of the Company by the New Hampshire Insurance Commissioner.

GENERAL INSURANCE COMPANY OF AMERICA

Dexter R. Legg
Secretary

Approved By:

New Hampshire Insurance Department

This ____ day of _____, 2011

RESTATED ARTICLES OF INCORPORATION

These Articles of Incorporation effect redomestication to New Hampshire of: General Insurance Company of America, which was previously incorporated in the State Of Washington.

ARTICLE I

The name of the corporation is General Insurance Company of America (hereinafter called the "Company").

ARTICLE II

The date on which the Company was originally incorporated in the State of Washington was March 20, 1923.

ARTICLE III

The purposes for which the Company is organized are as follows: (1) to write all kinds of insurance and reinsurance authorized by the State of New Hampshire, as specified in paragraphs III (life and annuities) and IV (accident and health) of New Hampshire RSA §401:1, as amended, and to do everything necessary, proper, advisable or convenient for the accomplishment of this purpose; (2) to engage in the business of and to conduct any other kinds of insurance or reinsurance not enumerated in New Hampshire RSA §401:1 as the Insurance Commissioner of the State of New Hampshire may permit pursuant to New Hampshire RSA §401:1; and (3) to engage in any other lawful business or activity.

ARTICLE IV

The street address of the Company's initial registered office is 14 Centre Street, Concord, New Hampshire 03301; and the name of the Company's initial registered agent at that office is Corporation Service Company d/b/a/ Lawyers Incorporating Service.

ARTICLE V

The shares of the Company shall be of one class, known as common shares, and the number of shares that the Company is authorized to issue is 20,000 shares, having $250.00 par value per share, making a total of $5,000,000.00 authorized capital.

ARTICLE VI

The duration of the existence of this Company shall be perpetual and forever.

ARTICLE VII

All corporate powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, its' Board of Directors.

The number of directors shall be fixed in the manner set forth in the bylaws of the Company.

ARTICLE VIII

Each of the following persons shall serve as a director of the Company until the first shareholder's meeting at which directors are elected and until his or her successor is elected and qualified:

J. Paul Condrin, III
John Derek Doyle
Michael Joseph Fallon
Joseph Anthony Gilles
Scott Rhodes Goodby
Christopher Charles Mansfield

ARTICLE IX

No person shall be liable to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director or officer of the Company, provided that this provision shall not eliminate or limit liability for (i) the amount of a financial benefit received by a director or an officer to which he is not entitled, (ii) an intentional infliction of harm on the Company or the shareholders, (iii) a violation of the law imposing liability for unlawful distributions as set forth in Section 293-A:8.33 of the New Hampshire Revised Statutes Annotated, or (iv) an intentional violation of criminal law.

ARTICLE X

These Articles may be changed, altered or amended as provided under the laws of the State of New Hampshire.

Restated Bylaws

General Insurance Company of America

WHEREAS General Insurance Company of America desires to redomesticate under the laws of the State of New Hampshire by complying with the provisions of Chapter 405 of the New Hampshire Revised Statutes Annotated and intends that, as of the date when its redomestication as a New Hampshire domestic company (the "Redomestication") has been effected, it shall be bound by all the terms and provisions of the New Hampshire Revised Statutes Annotated, applicable to similar domestic companies organized or incorporated thereunder;

NOW, THEREFORE, when the Redomestication has been effected, the Bylaws of General Insurance Company of America shall be as attached hereto.

IN WITNESS WHEREOF, the undersigned officer of General Insurance Company of America has executed these Bylaws on this 1st day of August, 2011.

Edmund C. Kenealy
Assistant Secretary

RESTATED
BY-LAWS
OF
GENERAL INSURANCE COMPANY OF AMERICA

ARTICLE I
PLACE OF BUSINESS

The Corporation shall maintain its home office in or out of the State of New Hampshire, unless by law the home office is required to be maintained in the State of New Hampshire, at such location as the Board of Directors may designate. The Board may designate the Corporation's home office or some other location as the Corporation's principal place of business, its main administrative office, or the primary location of its books and records. The Corporation shall maintain in the State of New Hampshire a registered office, which shall be the business office of the Corporation's resident agent for service of process in the State of New Hampshire.

ARTICLE II
SHAREHOLDERS

Section 1. Annual Meetings. The Annual Meeting of the Shareholders of the Corporation shall be held on the date and at the time and place fixed, from time to time, by the Board of Directors, provided that the date shall be within six months after the end of the fiscal year of the Corporation. In lieu of holding the Annual Meeting, the Shareholders may take action without a meeting in accordance with Article II, Section 4 of these by-laws.

Section 2. Special Meetings. Special meetings of the Shareholders may be called as often as the Chairman, President, if there is no Chairman, or a majority of the Board of Directors may deem necessary, or if the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. On such call or demand, such special Shareholders' Meeting shall be held on the date and at the time and place fixed, from time to time, by the Chairman, President, if there is no Chairman, Board of Directors or the Shareholders.

Section 3. Place of Meeting. All meetings of Shareholders shall be held at the principal office of the Corporation unless a different place is fixed by the directors or the Chairman of the Board and stated in the notice of the meeting.

Section 4. Unanimous Consent. Any action required or permitted by law to be taken at a Shareholders' Meeting may be taken without a meeting if the action is taken by unanimous consent of all the Shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all

the Shareholders entitled to vote on the action, and delivered to the Secretary for inclusion in the minutes for filing with the corporate records.

Section 5. Notices. The Corporation shall provide written notice to Shareholders, not less than ten, nor more than sixty days before the day of such meeting, of the date, time and place of each Annual and special Shareholders' Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called.

A Shareholder's attendance at a meeting either in person or by proxy, (1) shall waive objection to lack of notice or defective notice of the meeting, unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) shall waive objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Shareholder objects to considering the matter when it is presented.

Section 6. Quorum. The holders of a majority in interest of all shares issued and outstanding and entitled to vote, when present in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of the Shareholders. After a quorum has been established at an annual or special meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 7. Voting and Proxies. Each Shareholder entitled to vote may vote at any meeting of the Shareholders either in person or by proxy filed with the Secretary at or before such meeting. Each Shareholder entitled to vote shall be entitled to one vote for each share registered in the Shareholder's name on the records of the Corporation.

Section 8. Record Date. The Board may fix, in advance, a record date in order to determine the Shareholders entitled to notice of a Shareholders' Meeting, to demand a Special meeting, to vote, to take any other action, or to receive a dividend or distribution to Shareholders. A record date so fixed shall not be more than seventy days before the date of the meeting or action requiring a determination of Shareholders. A determination of Shareholders entitled to notice of or to vote at a shareholders' Meeting shall do if the meeting is adjourned to a date more than 120 days after the date for the original meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. The business and property of the Corporation shall be managed by a Board of Directors who shall have and may exercise all the power of the Corporation as established by law, by the Articles of Incorporation or by these By-laws.

Section 2. Election. The Directors shall be not less than five nor more than eleven in number, the exact number thereof to be fixed by resolution of the Board of Directors.

Directors shall be elected at the first Annual Shareholders' Meeting and at each Annual Meeting thereafter. A director need not be a shareholder. The terms of directors shall expire at the next Annual Shareholders' Meeting following their elections. A decrease in the number of directors shall not shorten an incumbent director's term. Despite the expiration of a director's term, such person shall continue to serve until such person's successor is elected and qualified or until there is a decrease in the number of directors.

Section 3. Vacancies. Any vacancy in the Board of Directors, caused by any reason, which occurs between Annual Meetings of the Shareholders may be filled by the Board of Directors or the Shareholders at a meeting called for that purpose. A vacancy in the Board of Directors shall not invalidate any action by the Board of Directors taken during such vacancy.

Section 4. Enlargement of the Board. In exercising its power to fix or change the number of directors, the Board may increase or decrease by thirty percent or less the number of directors last approved by the Shareholders, but only the Shareholders may increase or decrease by more than thirty percent the number of directors last approved by the Shareholders. Only the Shareholders may change this By-law with respect to the range for the size of the Board or change from a variable-range size Board to fixed size Board or vice versa.

Section 5. Tenure and resignation. Each director elected by the Shareholders shall, unless removed, hold office for one year or until such director's successor is elected and qualified.

A director may resign by delivering his written resignation to the Corporation at its principal office or to the Chairman of the Board or Secretary, and such resignation shall be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Shareholders may remove one or more directors with, or without cause, but only at a meeting called for the purpose of removing the director and after notice stating that the purpose, or one of the purposes, of the meeting is removal of the director. A director may be removed only by majority vote of the Shareholders.

Section 7. Chairman of the Board and Vice Chairman of the Board. There may be elected a Chairman of the Board of Directors. The Chairman of the board, is so elected, shall be elected by a majority of the Board of Directors and shall hold office for one year, or until such time as he might be removed. The Chairman of the Board shall preside over the meetings of the Shareholders and the Board of Directors and serve on and act as the chairperson of the Executive Committee.

There may be elected a Vice-Chairman of the Board of Directors who shall preside over the meetings of the Board of Directors in the absence or inability of the Chairman to perform. The Vice-Chairman of the Board, if so elected, shall be elected by a majority of

the Board of Directors and shall hold office for one year, or until such time as he might be removed.

Section 8. Annual Meetings. The Board of Directors shall hold its Annual Meeting immediately following each Annual Meeting of Shareholders for the purpose of the election of officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the Annual Meeting of Shareholders, no prior notice of the Annual Meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the directors. If the Annual Meeting of the Board of Directors is not held as herein provided on the date herein specified, the appointment of officers may be hold at any meeting held thereafter pursuant to these By-laws.

Section 9. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board may from time to time determine.

Section 10. Special Meetings. Special meetings of the Board may be called by the Chairman, President or the majority of directors on one day's notice to each director.

Section 11. Unanimous Consent. Any action required or permitted by law to be taken at a directors' meeting may be taken without a meeting if the action is taken by unanimous consent of all directors entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the directors entitled to vote on the action, and delivered to the secretary for inclusion in the minutes for filing with the corporate records. The action shall be deemed effective when the last director signs the consent unless the consent specifies a different effective date.

Section 12. Notice. No notice need be given for regular meetings. The Corporation shall provide notice of the date, time, place and purpose of each special meeting. Any director may waive notice of any meeting, either before, at or after such meeting by signing a waiver of notice and filing such notice with the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 13. Quorum. A quorum of the Board of Directors for the transaction of business at any meeting shall be a majority of the Directors duly elected and in office at the time of such meeting. If less than a quorum is present, then a majority of those directors present may adjourn the meeting from time to time until a quorum is present.

Section 14. Voting. Each director entitled to vote shall have one vote. The vote of a majority of directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 15. Participation by Telephone at Meeting. The Board of Directors or of any committee of the Board may permit any or all directors or committee members to participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 16. Committees. The Board may create one or more committees. Each committee shall have two or more members, who shall serve at the pleasure of the Chairman or President. The provisions of these By-laws, which govern the Board of Directors, shall apply to committees and their members as well. To the extent specified by the Board and not prohibited by law, a committee may exercise the authority of the Board. Each committee shall report to the Board any actions taken by it.

Section 17. Compensation of Directors. The Board of Directors may by vote establish a system of compensation, including allowances for expenses, of directors for their services. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV
OFFICERS

Section 1. Enumeration and Election. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Each of said officers shall be elected by a majority of the Board and shall hold office for one year, or until such time as they might be removed.

The President or the Chairman may appoint the number of Vice Presidents, Assistant Secretaries, Assistant Treasurers or any such officer as the President or Chairman may determine is required in the best interest of the Corporation. The officer exercising such appointive power shall determine the duties and the powers of such officials and representatives.

Any two or more offices may be held by the same person.

Section 2. Tenure and Resignation. Each officer elected by the board shall unless removed, hold office for one year or until such officer's successor is elected and qualified.

Any elected officer may resign by delivering his written resignation to the Corporation at its principal office or to the Chairman of the Board or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 3. Removal. Any elected officer may be removed, with or without cause, by action of the Board of Directors.

Any appointed officer may be removed, with or without cause, by action of the Chief Executive Officer or President.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by appointment by the Board of Directors of officers to serve the unexpired terms of such offices, or by the President or Chairman of the Board with respect to those officers appointed by such individual.

Section 5. Powers and Duties of the Chairman of the Board. The Chairman of the Board, if such officer has been elected, shall preside at all meetings of the Shareholders and of the Board and shall perform such other duties as may be imposed by law, by these By-laws, and by the Board. He shall have the general powers and duties of supervision and management usually vested in the office of Chairman of the Board of a Corporation.

In the event that the Chairman of the Board shall be disabled or incapacitated and thus unable to person the duties of his office, the Board of Directors may select a person to fulfill the duties and responsibilities of the office of the Chairman of the Board until the Chairman of the Board is able to resume the duties of the office of Chairman of the Board.

Section 6. President. The President shall be the Chief Operating Officer of the Corporation subject to the direction of the Board and of the Chairman, if the Chairman is the Chief Executive Officer of the Corporation. Except when the Chairman has been so designated, the President shall be the Chief Executive Officer. In the absence of the Chairman, the President shall preside at all meetings of the Shareholders and of the Board. The President shall also perform such duties as may be imposed by law, by these By-laws, and by the board. The President shall have those powers to perform such duties as the Chairman of the Board shall from time to time designate.

Section 7. Vice Presidents. The Executive Vice Presidents, Senior Vice Presidents and Vice Presidents shall perform such duties as may be assigned to them from time to time by the Chairman of the Board, President or the Board of Directors.

The Assistant Vice Presidents shall perform such duties as may be assigned from time to time by the Chairman of the Board, the President, or the Board of Directors.

Section 8. Treasurer. The Treasurer shall exercise such powers and duties as may be prescribed by law, by these By-laws, by the Chairman of the Board, the President, or the Board of Directors. During the absence or inability to act of the Treasurer, an Assistant Treasurer, authorized in writing by the Chief Executive Officer, shall exercise the powers and duties of the Treasurer.

Section 9. Assistant Treasurer. Assistant Treasurers shall have such duties as are assigned by the Treasurer, the Chairman of the Board, the President, or the Board of Directors.

Section 10. Secretary. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors or the Chairman of the Board or the President.

The Secretary shall be responsible for preparing the minutes of the meetings of the Shareholders, Directors, and committees of directors and for authenticating records of the Corporation; shall have charge of the share ledger of the Corporation; shall give such notice as is required by law and by these By-laws of all meetings of the Shareholders, the Board, and any committee of the Board; shall keep such books and records as the Board or the Chief Executive Officer may require; shall execute all instruments coming within the jurisdiction of the office of Secretary; shall perform such duties as are or may be required by law, by these By-laws, by the Board, or by the Chief Executive Officer; shall have custody of the corporate seal and shall furnish copies thereof to such officers and attorneys-in-fact as shall be authorized to impress the same. During the absence or inability to act of the Secretary, an Assistant Secretary, authorized in writing by the Chief Executive Officer, shall exercise the powers and duties of the Secretary. If the Secretary is not a resident of the State of New Hampshire or does not maintain a business office at the Corporation's registered office, the Board shall elect a clerk who shall (1) be a resident of the State of New Hampshire, (2) maintain a business at the Corporation's registered office, and (3) be the Corporation's agent for service of process in the State of New Hampshire.

Section 11. Assistant Secretary. Assistant Secretaries shall have such duties as are assigned by the Secretary, the Chairman of the Board, the President, or the Board of Directors.

Section 12. Powers of Attorney. Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary.

Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

ARTICLE V
STOCK

Section 1. Issuance of Shares. The Board of Directors may authorize the Corporation to issue shares for any legally permissible consideration. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate.

The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person except as may be otherwise expressly provided by law.

Section 2. Share Certificates; Shares without Certificates. Shares of the Corporation may, but need not be represented by certificates. If certificates are issued, each certificate shall certify the number of shares the certificate represents and shall be signed, either manually or in facsimile, by any two officers. The Board may authorize the issue of some or all of the shares without certificates.

Section 3. Replacement of Certificates. The Corporation may issue a new share certificate in place of one which is claimed to have been lost, destroyed, or mutilated, upon proof of such claim satisfactory to the Corporation, and, if the Corporation shall so require, upon furnishing of an indemnity bond of an acceptable corporate surety in such penalty and form as the Corporation shall require.

Section 4. Share Transfers. Upon compliance with provisions restricting the transfer or registration of transfer of shares, if any, transfers or registration of transfers of shares of the Corporation shall be made only on the share ledger of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate, if any, for such shares properly endorsed and the payment of all taxes due thereon.

ARTICLE VI
DIVIDENDS TO AND POLICYHOLDERS AND SHAREHOLDERS

Section 1. Participating and Non-Participating Policies. The Corporation may issue participating or non-participating policies or both participating and non-participating policies and may pay dividends thereon as may be permitted or required by state law.

Section 2. Dividends. The Board of Directors in its discretion, from time to time, may declare dividends upon the capital stock from funds legally available therefor. Any such dividend payment shall be made in accordance with the applicable state laws and

regulations governing the Corporation. This Article shall not be interpreted to require any payment of dividends.

ARTICLE VII
RESERVES AND SURPLUS

The Board may determine what amounts in addition to amounts required by statute shall be set aside from time to time as contingent and special reserves and may also determine what part of the Corporation's surplus is distributable in the form of dividends or refunds, the conditions of any such distribution, what part shall be retained and with respect to such retained surplus, may determine its application to the payment of losses, expenses or other obligations of the Corporation.

ARTICLE VIII
SEAL

The seal of the Corporation shall be circular in form, bearing its name, the word "New Hampshire" and the year of its incorporation.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with the 31st day of December in each year.

ARTICLE X
INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person made a party to a proceeding because such person is or was a director or officer of the Corporation against liability incurred in such proceeding if (1) such person conducted himself in good faith and (2) such person reasonably believed (i) in the case of conduct in such person's official capacity with the Corporation, that such person's conduct was in the best interests of the Corporation; and (ii) in all other cases, that such person's conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not be, of itself, determinative that the person did not meet the standard of conduct described in this article.

ARTICLE XI
AMENDMENTS

These By-laws may be amended, altered, or repealed in whole or in part, and new By-laws may be adopted upon a vote of not less than a majority of the Board of Directors, or upon a vote of not less than majority of the Shareholders. The Shareholders, in amending or repealing a particular By-law, may provide expressly that the Board of Directors shall not amend or repeal that By-law.

Form SRA

Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: General Insurance Company of America

Business Address (include city, state, zip): 62 Maple Avenue, Keene, NH 03431

Telephone Number: (617) 357-9500 E-mail: Edmund.Kenealy@libertymutual.com

Contact Person: Edmund C. Kenealy

Contact Person Address (if different): 175 Berkely Street, Boston, MA 02116

Part II – Check *ONE* of the following items in Part II. If more than one item is checked, the form will be rejected. [***PLEASE NOTE:*** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. ***However,*** you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ✓ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ***ALL*** of the following three requirements:
   A) This business has ***10 or fewer owners***; and
   B) Advertising ***relating to the sale of ownership interests*** has not been circulated; and
   C) Sales of ownership interests – if any – will be ***completed within 60 days*** of the formation of this business.
2. ____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. ____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. ____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check *ONE* of the following items in Part III:

1. ____ This business ***is not being*** formed in New Hampshire.
2. ✓ This business ***is*** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures ***only***)

Name (print): Dexter R. Legg
Secretary
Signature: Dexter R Legg
Date signed: 1/27/2011

Name (print): _____ Signature: _____
Date signed: _____

Name (print): _____ Signature: _____
Date signed: _____

Board and
Shareholders
Resolutions

GENERAL INSURANCE COMPANY OF AMERICA

Secretary's Certificate

The undersigned, Dexter R. Legg, hereby certifies that he is the duly elected Secretary of General Insurance Company of America (the "Company") and further certifies that:

1. The following is a resolution dated July 20, 2011 and circulated for adoption via Action by Unanimous Consent of Directors Without a Meeting:

VOTED to recommend to the sole shareholder to transfer the Company's domicile from Washington to New Hampshire;

to recommend to the sole shareholder to adopt the Articles of Incorporation in their entirety in the form attached, effective as of the effective date of the redomestication; and

that the Chief Executive Officer, the Chief Financial Officer, the Secretary and their designees, either jointly or severally, are authorized to do all things necessary or desirable to enable the Company to transfer its domicile from Washington to New Hampshire. Any documents shall be in a form satisfactory to the General Counsel of Liberty Mutual Group Inc. or his designees.

VOTED that the Bylaws attached hereto are approved, effective as of the effective date of the redomestication.

VOTED that the home office address of the Company is 62 Maple Avenue, Keene, NH 03431, effective as of the effective date of the redomestication.

VOTED that the principal administrative office of the Company is 175 Berkeley Street, Boston, Massachusetts 02116, effective as of the effective date of the redomestication.

VOTED that the President or Secretary of the Company be and are hereby authorized by the board of directors and directed to sign and execute the Uniform Consent to Service of Process to give irrevocable consent that actions may be commenced against said entity in the proper court of any jurisdiction in the state(s) of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, Wyoming in which the action shall arise, or in which plaintiff may reside, by service of process in the state(s) indicated above and irrevocably appoints the officer(s) of the state(s) and their successors in such offices or appoints the agent(s) so designated in the Uniform Consent to

Service of Process and stipulate and agree that such service of process shall be taken and held in all courts to be as valid and binding as if due service had been made upon said entity according to the laws of said state.

VOTED that the seal, an impression of which is made in the margin of this writing is adopted as the seal of the Company.

2. The following is a resolution dated July 20, 2011 and circulated for adoption via Action by Unanimous Consent of the Sole Shareholder Without a Meeting:

VOTED to transfer the Company's domicile from Washington to New Hampshire; and

to adopt the Articles of Incorporation in their entirety in the form attached, effective as of the effective date of the redomestication.

WITNESS my hand and the seal of the said Company this 26th day of July, 2011.

Dexter R. Legg
Secretary

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

On the 26th day of July, 2011 before me personally appeared Dexter R. Legg, Secretary of General Insurance Company of America, known to me to be the individual described herein and who executed the foregoing instrument, and he duly acknowledged to me that she executed the same.

Notary Public
My Commission Expires: 2/13/2015

COLLEEN K. LYNCH
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMM. EXPIRES FEB. 13, 2015

RESTATED ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENT(S)

Pursuant to the provisions of RSA 401:6, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and its shareholders, hereby adopts and submits for approval under RSA 401:6, the following restated articles of incorporation:

FIRST: The name of the corporation as presently recorded is: General Insurance Company of America (hereinafter called the "Company")

SECOND: Attached are the restated articles of incorporation, as amended, including the designated amendments.

THIRD: If the amendments provide for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendments:

Not applicable.

FOURTH: Except for no change in the name of the Company, the Restated Articles of Incorporation change each of the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendments designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

FIFTH: (Check one)

___ The restated articles contain amendment(s) adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

_X_ The restated articles were approved by the shareholders.

SIXTH: The amendments were adopted on July 20, 2011.

SEVENTH: The amendments were approved by the shareholders.

Designation (class or series) of voting group	Number of shares outstanding	Number of votes entitled to be cast	Number of votes indisputably represented at the meeting
Common	20,000	20,000	20,000

Designation (class or series) of voting group	Total number of votes cast: FOR	AGAINST
Common	20,000	0

EIGHTH: The number cast for the amendment(s) of each voting group was sufficient for approval.

Dated [_____] ____, 2011, to be effective upon the approval of the redomestication of the Company by the New Hampshire Insurance Commissioner.

GENERAL INSURANCE COMPANY OF AMERICA

_____
[_____]

Approved By:

_____
New Hampshire Insurance Department

This ____ day of _____, 2011

RESTATED ARTICLES OF INCORPORATION

These Articles of Incorporation effect redomestication to New Hampshire of: General Insurance Company of America, which was previously incorporated in the State Of Washington.

ARTICLE I

The name of the corporation is General Insurance Company of America (hereinafter called the "Company").

ARTICLE II

The date on which the Company was originally incorporated in the State of Washington was March 20, 1923.

ARTICLE III

The purposes for which the Company is organized are as follows: (1) to write all kinds of insurance and reinsurance authorized by the State of New Hampshire, as specified in paragraphs III (life and annuities) and IV (accident and health) of New Hampshire RSA §401:1, as amended, and to do everything necessary, proper, advisable or convenient for the accomplishment of this purpose; (2) to engage in the business of and to conduct any other kinds of insurance or reinsurance not enumerated in New Hampshire RSA §401:1 as the Insurance Commissioner of the State of New Hampshire may permit pursuant to New Hampshire RSA §401:1; and (3) to engage in any other lawful business or activity.

ARTICLE IV

The street address of the Company's initial registered office is 14 Centre Street, Concord, New Hampshire 03301; and the name of the Company's initial registered agent at that office is Corporation Service Company d/b/a/ Lawyers Incorporating Service.

ARTICLE V

The shares of the Company shall be of one class, known as common shares, and the number of shares that the Company is authorized to issue is 20,000 shares, having $250.00 par value per share, making a total of $5,000,000.00 authorized capital.

ARTICLE VI

The duration of the existence of this Company shall be perpetual and forever.

ARTICLE VII

All corporate powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of, its' Board of Directors.

The number of directors shall be fixed in the manner set forth in the bylaws of the Company.

ARTICLE VIII

Each of the following persons shall serve as a director of the Company until the first shareholder's meeting at which directors are elected and until his or her successor is elected and qualified:

J. Paul Condrin, III
John Derek Doyle
Michael Joseph Fallon
Joseph Anthony Gilles
Scott Rhodes Goodby
Christopher Charles Mansfield

ARTICLE IX

No person shall be liable to the Company or its shareholders for money damages for any action taken, or any failure to take any action, as a director or officer of the Company, provided that this provision shall not eliminate or limit liability for (i) the amount of a financial benefit received by a director or an officer to which he is not entitled, (ii) an intentional infliction of harm on the Company or the shareholders, (iii) a violation of the law imposing liability for unlawful distributions as set forth in Section 293-A:8.33 of the New Hampshire Revised Statutes Annotated, or (iv) an intentional violation of criminal law.

ARTICLE X

These Articles may be changed, altered or amended as provided under the laws of the State of New Hampshire.

RESTATED
BY-LAWS
OF
GENERAL INSURANCE COMPANY OF AMERICA

ARTICLE I
PLACE OF BUSINESS

The Corporation shall maintain its home office in or out of the State of New Hampshire, unless by law the home office is required to be maintained in the State of New Hampshire, at such location as the Board of Directors may designate. The Board may designate the Corporation's home office or some other location as the Corporation's principal place of business, its main administrative office, or the primary location of its books and records. The Corporation shall maintain in the State of New Hampshire a registered office, which shall be the business office of the Corporation's resident agent for service of process in the State of New Hampshire.

ARTICLE II
SHAREHOLDERS

Section 1. Annual Meetings. The Annual Meeting of the Shareholders of the Corporation shall be held on the date and at the time and place fixed, from time to time, by the Board of Directors, provided that the date shall be within six months after the end of the fiscal year of the Corporation. In lieu of holding the Annual Meeting, the Shareholders may take action without a meeting in accordance with Article II, Section 4 of these by-laws.

Section 2. Special Meetings. Special meetings of the Shareholders may be called as often as the Chairman, President, if there is no Chairman, or a majority of the Board of Directors may deem necessary, or if the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. On such call or demand, such special Shareholders' Meeting shall be held on the date and at the time and place fixed, from time to time, by the Chairman, President, if there is no Chairman, Board of Directors or the Shareholders.

Section 3. Place of Meeting. All meetings of Shareholders shall be held at the principal office of the Corporation unless a different place is fixed by the directors or the Chairman of the Board and stated in the notice of the meeting.

Section 4. Unanimous Consent. Any action required or permitted by law to be taken at a Shareholders' Meeting may be taken without a meeting if the action is taken by unanimous consent of all the Shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all

the Shareholders entitled to vote on the action, and delivered to the Secretary for inclusion in the minutes for filing with the corporate records.

Section 5. Notices. The Corporation shall provide written notice to Shareholders, not less than ten, nor more than sixty days before the day of such meeting, of the date, time and place of each Annual and special Shareholders' Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called.

A Shareholder's attendance at a meeting either in person or by proxy, (1) shall waive objection to lack of notice or defective notice of the meeting, unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) shall waive objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Shareholder objects to considering the matter when it is presented.

Section 6. Quorum. The holders of a majority in interest of all shares issued and outstanding and entitled to vote, when present in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of the Shareholders. After a quorum has been established at an annual or special meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 7. Voting and Proxies. Each Shareholder entitled to vote may vote at any meeting of the Shareholders either in person or by proxy filed with the Secretary at or before such meeting. Each Shareholder entitled to vote shall be entitled to one vote for each share registered in the Shareholder's name on the records of the Corporation.

Section 8. Record Date. The Board may fix, in advance, a record date in order to determine the Shareholders entitled to notice of a Shareholders' Meeting, to demand a Special meeting, to vote, to take any other action, or to receive a dividend or distribution to Shareholders. A record date so fixed shall not be more than seventy days before the date of the meeting or action requiring a determination of Shareholders. A determination of Shareholders entitled to notice of or to vote at a shareholders' Meeting shall do if the meeting is adjourned to a date more than 120 days after the date for the original meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. The business and property of the Corporation shall be managed by a Board of Directors who shall have and may exercise all the power of the Corporation as established by law, by the Articles of Incorporation or by these By-laws.

Section 2. Election. The Directors shall be not less than five nor more than eleven in number, the exact number thereof to be fixed by resolution of the Board of Directors.

Directors shall be elected at the first Annual Shareholders' Meeting and at each Annual Meeting thereafter. A director need not be a shareholder. The terms of directors shall expire at the next Annual Shareholders' Meeting following their elections. A decrease in the number of directors shall not shorten an incumbent director's term. Despite the expiration of a director's term, such person shall continue to serve until such person's successor is elected and qualified or until there is a decrease in the number of directors.

Section 3. Vacancies. Any vacancy in the Board of Directors, caused by any reason, which occurs between Annual Meetings of the Shareholders may be filled by the Board of Directors or the Shareholders at a meeting called for that purpose. A vacancy in the Board of Directors shall not invalidate any action by the Board of Directors taken during such vacancy.

Section 4. Enlargement of the Board. In exercising its power to fix or change the number of directors, the Board may increase or decrease by thirty percent or less the number of directors last approved by the Shareholders, but only the Shareholders may increase or decrease by more than thirty percent the number of directors last approved by the Shareholders. Only the Shareholders may change this By-law with respect to the range for the size of the Board or change from a variable-range size Board to fixed size Board or vice versa.

Section 5. Tenure and resignation. Each director elected by the Shareholders shall, unless removed, hold office for one year or until such director's successor is elected and qualified.

A director may resign by delivering his written resignation to the Corporation at its principal office or to the Chairman of the Board or Secretary, and such resignation shall be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Shareholders may remove one or more directors with, or without cause, but only at a meeting called for the purpose of removing the director and after notice stating that the purpose, or one of the purposes, of the meeting is removal of the director. A director may be removed only by majority vote of the Shareholders.

Section 7. Chairman of the Board and Vice Chairman of the Board. There may be elected a Chairman of the Board of Directors. The Chairman of the board, is so elected, shall be elected by a majority of the Board of Directors and shall hold office for one year, or until such time as he might be removed. The Chairman of the Board shall preside over the meetings of the Shareholders and the Board of Directors and serve on and act as the chairperson of the Executive Committee.

There may be elected a Vice-Chairman of the Board of Directors who shall preside over the meetings of the Board of Directors in the absence or inability of the Chairman to perform. The Vice-Chairman of the Board, if so elected, shall be elected by a majority of

the Board of Directors and shall hold office for one year, or until such time as he might be removed.

Section 8. Annual Meetings. The Board of Directors shall hold its Annual Meeting immediately following each Annual Meeting of Shareholders for the purpose of the election of officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the Annual Meeting of Shareholders, no prior notice of the Annual Meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the directors. If the Annual Meeting of the Board of Directors is not held as herein provided on the date herein specified, the appointment of officers may be hold at any meeting held thereafter pursuant to these By-laws.

Section 9. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board may from time to time determine.

Section 10. Special Meetings. Special meetings of the Board may be called by the Chairman, President or the majority of directors on one day's notice to each director.

Section 11. Unanimous Consent. Any action required or permitted by law to be taken at a directors' meeting may be taken without a meeting if the action is taken by unanimous consent of all directors entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the directors entitled to vote on the action, and delivered to the secretary for inclusion in the minutes for filing with the corporate records. The action shall be deemed effective when the last director signs the consent unless the consent specifies a different effective date.

Section 12. Notice. No notice need be given for regular meetings. The Corporation shall provide notice of the date, time, place and purpose of each special meeting. Any director may waive notice of any meeting, either before, at or after such meeting by signing a waiver of notice and filing such notice with the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 13. Quorum. A quorum of the Board of Directors for the transaction of business at any meeting shall be a majority of the Directors duly elected and in office at the time of such meeting. If less than a quorum is present, then a majority of those directors present may adjourn the meeting from time to time until a quorum is present.

Section 14. Voting. Each director entitled to vote shall have one vote. The vote of a majority of directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 15. Participation by Telephone at Meeting. The Board of Directors or of any committee of the Board may permit any or all directors or committee members to participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 16. Committees. The Board may create one or more committees. Each committee shall have two or more members, who shall serve at the pleasure of the Chairman or President. The provisions of these By-laws, which govern the Board of Directors, shall apply to committees and their members as well. To the extent specified by the Board and not prohibited by law, a committee may exercise the authority of the Board. Each committee shall report to the Board any actions taken by it.

Section 17. Compensation of Directors. The Board of Directors may by vote establish a system of compensation, including allowances for expenses, of directors for their services. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV
OFFICERS

Section 1. Enumeration and Election. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Each of said officers shall be elected by a majority of the Board and shall hold office for one year, or until such time as they might be removed.

The President or the Chairman may appoint the number of Vice Presidents, Assistant Secretaries, Assistant Treasurers or any such officer as the President or Chairman may determine is required in the best interest of the Corporation. The officer exercising such appointive power shall determine the duties and the powers of such officials and representatives.

Any two or more offices may be held by the same person.

Section 2. Tenure and Resignation. Each officer elected by the board shall unless removed, hold office for one year or until such officer's successor is elected and qualified.

Any elected officer may resign by delivering his written resignation to the Corporation at its principal office or to the Chairman of the Board or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 3. Removal. Any elected officer may be removed, with or without cause, by action of the Board of Directors.

Any appointed officer may be removed, with or without cause, by action of the Chief Executive Officer or President.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by appointment by the Board of Directors of officers to serve the unexpired terms of such offices, or by the President or Chairman of the Board with respect to those officers appointed by such individual.

Section 5. Powers and Duties of the Chairman of the Board. The Chairman of the Board, if such officer has been elected, shall preside at all meetings of the Shareholders and of the Board and shall perform such other duties as may be imposed by law, by these By-laws, and by the Board. He shall have the general powers and duties of supervision and management usually vested in the office of Chairman of the Board of a Corporation.

In the event that the Chairman of the Board shall be disabled or incapacitated and thus unable to person the duties of his office, the Board of Directors may select a person to fulfill the duties and responsibilities of the office of the Chairman of the Board until the Chairman of the Board is able to resume the duties of the office of Chairman of the Board.

Section 6. President. The President shall be the Chief Operating Officer of the Corporation subject to the direction of the Board and of the Chairman, if the Chairman is the Chief Executive Officer of the Corporation. Except when the Chairman has been so designated, the President shall be the Chief Executive Officer. In the absence of the Chairman, the President shall preside at all meetings of the Shareholders and of the Board. The President shall also perform such duties as may be imposed by law, by these By-laws, and by the board. The President shall have those powers to perform such duties as the Chairman of the Board shall from time to time designate.

Section 7. Vice Presidents. The Executive Vice Presidents, Senior Vice Presidents and Vice Presidents shall perform such duties as may be assigned to them from time to time by the Chairman of the Board, President or the Board of Directors.

The Assistant Vice Presidents shall perform such duties as may be assigned from time to time by the Chairman of the Board, the President, or the Board of Directors.

Section 8. Treasurer. The Treasurer shall exercise such powers and duties as may be prescribed by law, by these By-laws, by the Chairman of the Board, the President, or the Board of Directors. During the absence or inability to act of the Treasurer, an Assistant Treasurer, authorized in writing by the Chief Executive Officer, shall exercise the powers and duties of the Treasurer.

Section 9. Assistant Treasurer. Assistant Treasurers shall have such duties as are assigned by the Treasurer, the Chairman of the Board, the President, or the Board of Directors.

Section 10. Secretary. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors or the Chairman of the Board or the President.

The Secretary shall be responsible for preparing the minutes of the meetings of the Shareholders, Directors, and committees of directors and for authenticating records of the Corporation; shall have charge of the share ledger of the Corporation; shall give such notice as is required by law and by these By-laws of all meetings of the Shareholders, the Board, and any committee of the Board; shall keep such books and records as the Board or the Chief Executive Officer may require; shall execute all instruments coming within the jurisdiction of the office of Secretary; shall perform such duties as are or may be required by law, by these By-laws, by the Board, or by the Chief Executive Officer; shall have custody of the corporate seal and shall furnish copies thereof to such officers and attorneys-in-fact as shall be authorized to impress the same. During the absence or inability to act of the Secretary, an Assistant Secretary, authorized in writing by the Chief Executive Officer, shall exercise the powers and duties of the Secretary. If the Secretary is not a resident of the State of New Hampshire or does not maintain a business office at the Corporation's registered office, the Board shall elect a clerk who shall (1) be a resident of the State of New Hampshire, (2) maintain a business at the Corporation's registered office, and (3) be the Corporation's agent for service of process in the State of New Hampshire.

Section 11. Assistant Secretary. Assistant Secretaries shall have such duties as are assigned by the Secretary, the Chairman of the Board, the President, or the Board of Directors.

Section 12. Powers of Attorney. Any officer or other official of the Corporation authorized for that purpose in writing by the Chairman or the President, and subject to such limitation as the Chairman or the President may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Corporation to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Corporation by their signature and execution of such instruments and to attach thereto the seal of the Corporation. When so executed, such instruments shall be as binding as if signed by the President and attested to by the Secretary.

Any power or authority granted to any representative or attorney-in-fact under the provisions of this article may be revoked at any time by the Board, the Chairman, the President or by the officer or officers granting such power or authority.

ARTICLE V
STOCK

Section 1. Issuance of Shares. The Board of Directors may authorize the Corporation to issue shares for any legally permissible consideration. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate.

The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person except as may be otherwise expressly provided by law.

Section 2. Share Certificates; Shares without Certificates. Shares of the Corporation may, but need not be represented by certificates. If certificates are issued, each certificate shall certify the number of shares the certificate represents and shall be signed, either manually or in facsimile, by any two officers. The Board may authorize the issue of some or all of the shares without certificates.

Section 3. Replacement of Certificates. The Corporation may issue a new share certificate in place of one which is claimed to have been lost, destroyed, or mutilated, upon proof of such claim satisfactory to the Corporation, and, if the Corporation shall so require, upon furnishing of an indemnity bond of an acceptable corporate surety in such penalty and form as the Corporation shall require.

Section 4. Share Transfers. Upon compliance with provisions restricting the transfer or registration of transfer of shares, if any, transfers or registration of transfers of shares of the Corporation shall be made only on the share ledger of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate, if any, for such shares properly endorsed and the payment of all taxes due thereon.

ARTICLE VI
DIVIDENDS TO AND POLICYHOLDERS AND SHAREHOLDERS

Section 1. Participating and Non-Participating Policies. The Corporation may issue participating or non-participating policies or both participating and non-participating policies and may pay dividends thereon as may be permitted or required by state law.

Section 2. Dividends. The Board of Directors in its discretion, from time to time, may declare dividends upon the capital stock from funds legally available therefor. Any such dividend payment shall be made in accordance with the applicable state laws and

regulations governing the Corporation. This Article shall not be interpreted to require any payment of dividends.

ARTICLE VII
RESERVES AND SURPLUS

The Board may determine what amounts in addition to amounts required by statute shall be set aside from time to time as contingent and special reserves and may also determine what part of the Corporation's surplus is distributable in the form of dividends or refunds, the conditions of any such distribution, what part shall be retained and with respect to such retained surplus, may determine its application to the payment of losses, expenses or other obligations of the Corporation.

ARTICLE VIII
SEAL

The seal of the Corporation shall be circular in form, bearing its name, the word "New Hampshire" and the year of its incorporation.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with the 31st day of December in each year.

ARTICLE X
INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person made a party to a proceeding because such person is or was a director or officer of the Corporation against liability incurred in such proceeding if (1) such person conducted himself in good faith and (2) such person reasonably believed (i) in the case of conduct in such person's official capacity with the Corporation, that such person's conduct was in the best interests of the Corporation; and (ii) in all other cases, that such person's conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not be, of itself, determinative that the person did not meet the standard of conduct described in this article.

ARTICLE XI
AMENDMENTS

These By-laws may be amended, altered, or repealed in whole or in part, and new By-laws may be adopted upon a vote of not less than a majority of the Board of Directors, or upon a vote of not less than majority of the Shareholders. The Shareholders, in amending or repealing a particular By-law, may provide expressly that the Board of Directors shall not amend or repeal that By-law.

#1

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

UNIFORM CERTIFICATE OF AUTHORITY APPLICATION (UCAA)
Management Information Form
Complete Listing of Incorporators*, Officers
Directors and Shareholders (10% or more)

Incorporators*	Titles:	Ownership Percentage:
N/A		

Officers:		N/A
J. Paul Condrin, III	Chairman of the Board, Chief Executive Officer President	
A. Alexander Fontanes	Executive Vice President, Chief Investment Officer	
Scott Rhodes Goodby	Executive Vice President, Chief Operating Officer	
Michael Joseph Fallon	Chief Financial Officer, Treasurer	
Dexter Robert Legg	Secretary	

Directors:	N/A
J. Paul Condrin, III	
John Derek Doyle	
Michael Joseph Fallon	
Scott Rhodes Goodby	
Christopher Charles Mansfield	

Shareholders:

Sole Shareholder: Safeco Corporation	100%

* Primary Application Only

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Uniform Certificate of Authority Application (UCAA)
Primary Application

To the Insurance Commissioner/Director/Superintendent of the State of:

Alabama		Montana	
Alaska		Nebraska	
Arizona		Nevada	
Arkansas		New Hampshire	X
California		New Jersey	
Colorado		New Mexico	
District of Columbia		New York	
Connecticut		North Carolina	
Delaware		North Dakota	
Florida		Ohio	
Georgia		Oklahoma	
Hawaii		Oregon	
Idaho		Pennsylvania	
Illinois		Rhode Island	
Indiana		South Carolina	
Iowa		South Dakota	
Kansas		Tennessee	
Kentucky		Texas	
Louisiana		Utah	
Maine		Vermont	
Maryland		Virginia	
Massachusetts		Washington	
Michigan		West Virginia	
Minnesota		Wisconsin	
Mississippi		Wyoming	
Missouri			

(Check the appropriate states in which you are applying.)

The undersigned Insurer hereby certifies that the classes of insurance as indicated on the Lines of Insurance, Form 3, are all lines of business (a) currently authorized for transaction, (b) currently transacted and (c) which the Insurer is applying to transact.

Name of Insurer: General Insurance Company of America NAIC # 24732 0111
Group Code

Home Office Address: 62 Maple Avenue, Keene, NH 03431

Administrative Office Address: 175 Berkeley Street, Boston, MA 02116

Mailing Address: 175 Berkeley Street, Boston, MA 02116

Phone: 617-357-9500 Fax: 617-574-5955

Are these addresses the same as those shown on your Annual Statement?

Yes [ ] No [x]

If not, indicate why.
Administrative office was updated earlier this year. New home office address will be effective with the redomestication.

©2000-2008 National Association of Insurance Commissioners

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Date Incorporated: March 20, 1923 Form of Organization: Corporation

Billing Address: Joanne Connolly, 175 Berkeley Street, Boston, MA 02116
E-Mail Address: joanne.connolly@libertymutual.com Phone: 617-357-9500 Fax: 617-574-5955

Premium Tax Statement Address: George Ryan, 175 Berkeley Street, Boston, MA 02116
E-Mail Address: George.ryan@libertymutual.com Phone: 617-357-9500 Fax: 617-574-5975

Producer Licensing Address: Vicki Rose, 9450 Seward Road, Fairfield, OH 45014
E-Mail Address: Vicki.rose@libertymutual.com Phone: 513-603-7953 Fax:513-603-3161

Rate/Form Filing Address: Patty McCollum, 1001 Fourth Avenue, Safeco Plaza, Seattle, WA 98154
E-Mail Address: patty.mccollum@safeco.com Phone: 206-473-5736 Fax: 206-473-6222

Consumer Affairs Address: Krista Young, 175 Berkeley Street Boston, MA 02116
E-Mail Address: krista.young@libertymutual.com Phone: 617-357-9500 Fax: 617-574-6688

State or Country of Domicile: Washington Date Organized March 20, 1923

Date of Last Amendment of Charter, Bylaws or Subscriber's Agreement Charter 2/4/1994; By-laws 1/1/2009

Date of Last Financial Examination: December 31, 2009

Date of Last Market Conduct Examination: September 2009

Par Value of Issued Stock: $ 250.00 Surplus as regards policyholders: $409,611,147

Certificate of Deposit (Home State) $ 5,500,000

Ultimate Owner/Holding Company: Liberty Mutual Holding Company Inc.

Has your company ever been refused admission to this or any other state prior to the date of this application?

Yes [ ] No [x]

If Yes, give full explanation in an attached letter.

The applicant hereby designates (name natural persons only) Vicki Rose , to appoint persons and entities to act as and to be licensed as agents in the State of New Hampshire , and to terminate the said appointments.

NOTE: This does not apply to those states that do not require appointments

The following information is required of the individual who is authorized to represent the applicant before the department.

Name Richard P. Quinlan
Title Senior Vice President and Deputy General Counsel
Mailing Address 175 Berkeley Street, Boston, MA 02116
E-Mail Address: richard.quinlan@libertymutual.com Phone: 617-357-9500 Fax:

If the representative is not employed by the applicant, please provide a company contact person in order to facilitate requests for detailed financial information.

Name
Title
Mailing Address
E-Mail Address: Phone: Fax:

©2000-2008 National Association of Insurance Commissioners

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Please provide a listing of all other applications filed by the applicant, or any of its affiliates, that are pending before the Department.

Redomestication applications for First National Insurance Company of America, Safeco Insurance Company of America and Safeco Surplus Lines Insurance Company.

Applicant Officers' Certification and Attestation

One of the officers (listed below) of the Applicant must read the following very carefully:

1. I hereby certify, under penalty of perjury, that I have read the application, that I am familiar with its contents, and that all of the information, including the attachments, submitted in this application is true and complete. I am aware that submitting false information or omitting pertinent or material information in connection with this application is grounds for license discipline or other administrative action and may subject me or the Applicant, or both, to civil or criminal penalties.
2. I acknowledge that I am familiar with the insurance laws and regulations of said state, accept the Constitution of such state, in which the Applicant is licensed or to which the Applicant is applying for licensure.
3. I acknowledge that I am the Secretary of the Applicant, am authorized to execute and am executing this document on behalf of the Applicant.
4. I hereby certify under penalty of perjury under the laws of the applicable jurisdictions that all of the forgoing is true and correct, executed this 26th day of July, 2011 at Boston, Massachusetts .

Date

Signature of President

Full Legal Name of President

7/26/2011
Date

Signature of Secretary

Dexter Robert Legg
Full Legal Name of Secretary

Date

Signature of Treasurer

Full Legal Name of Treasurer

General Insurance Company of America
Applicant

Signature of Witness

Colleen Kerry Lynch
Full Legal Name of Witness

©2000-2008 National Association of Insurance Commissioners

Certificate of Authority

THE STATE OF NEW HAMPSHIRE
INSURANCE DEPARTMENT

License No: 100381

Presents that GENERAL INSURANCE COMPANY OF AMERICA

is hereby authorized to transact Property & Casualty lines of Insurance

in accordance with paragraphs I , II , V , VI , VII of NH RSA 401:1.

Exclusions:

Effective Date: 06/15/2011

Expiration Date: 06/14/2012

Roger A. Sevigny
Commissioner of Insurance

© GOES 746

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#2

LIBERTY MUTUAL
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CHECK REFERENCE	CHECK DATE
70737647	07/11/11
CHECK AMOUNT	BLOCK NUMBER
$100.00*******	000024

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DOVER ACCOUNTS PAYABLE
P.O. BOX 1525
DOVER, NH 03821-1525
(603) 749-2600 EXT. 31199

PAYEE NAME AND ADDRESS:
TREASURER OF NEW HAMPSHIRE
NEW HAMPSHIRE INSURANCE DEPT
56 OLD SUNCOOK ROAD
CONCORD NH 03301-7317

LOC CODE: BD5 SOURCE: HFILE VENDOR#: 2200280001

PO/CONTRACT#	INVOICE#	INVDATE	GROSS INV AMT	FED. WITHHOLD AMT	STATE	ST. WITHHOLD AMT	NET INV AMT
0	NHT070801F	070811	100.00				100.00

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B.CODE	OFFICE NUMBER	PAYMENT IDENTIFICATION
121	096	2200280001

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NEW HAMPSHIRE INSURANCE DEPT
56 OLD SUNCOOK ROAD
CONCORD NH 03301-7317

TWO SIGNATURES NECESSARY
IF AMOUNT EXCEEDS $150,000

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ANTI-FRAUD PROTECTION PATENTS 5,197,764; 5,340,159; 6,206,4

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NEW HAMPSHIRE INSURANCE DEPT
56 OLD SUNCOOK ROAD
CONCORD NH 03301-7317

LOC CODE: BD5 SOURCE: HFILE VENDOR#: 2200280001

PO/CONTRACT#	INVOICE#	INVDATE	GROSS INV AMT	FED. WITHHOLD AMT	STATE	ST. WITHHOLD AMT	NET INV AMT
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NEW HAMPSHIRE INSURANCE DEPT
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CONCORD NH 03301-7317

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$300.00*******	000032

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CONCORD NH 03301-7317

LOC CODE: BD5 **SOURCE:** HFILE **VENDOR#:** 2200280001

PO/CONTRACT#	INVOICE#	INVDATE	GROSS INV AMT	FED. WITHHOLD AMT	STATE	ST. WITHHOLD AMT	NET INV AMT
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TWO SIGNATURES NECESSARY
IF AMOUNT EXCEEDS $150,000

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#15

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Primary UCAA Item 15. Annual Statements w/Attachments

A	Annual Statement, verified and signed, as of December 31, 2010 Including: 2010 Insurance Expense Exhibit, Accident and Health Policy Experience Exhibit and/or Schedule P
B	NAIC Management's Discussion and Analysis
C	Actuarial Opinion
D	2009 Annual Statement
E	2008 Annual Statement

A

B

24724201035000100

The Peerless Insurance Company Pool (the "PIC Pool")
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2010 and 2009

NAIC GROUP CODE: 0111

This discussion provides an assessment by management, on a combined basis, of the current financial position, results of operations, cash flow and liquidity, and changes in financial position for the Peerless Insurance Company Pool. The information presented in this discussion supplements the financial statements, schedules, and exhibits in the 2010 Annual Statements of the companies which comprise the PIC Pool.

ORGANIZATION

The PIC Pool consists of regional property and casualty insurance companies that distribute their products and services through independent agents throughout the United States. The PIC Pool provides various lines of insurance, with emphasis on account-based personal lines and small to mid-sized traditional commercial risks. Major lines of business include commercial multiple peril, commercial automobile, workers compensation, surety, property, and general liability coverage to small businesses, as well as personal lines coverage, primarily private passenger automobile and homeowners.

There are inter-company reinsurance pooling and inter-company 100% Quota Share Reinsurance Agreements in place among the members of the PIC Pool. The participants in these agreements include the following companies:

		NAIC Company Number	2010 Pooling Percentage	Line of Business
Lead Company:	Peerless Insurance Company ("PIC")	24198	25.20%	All Lines
Affiliated Pool Companies:	The Ohio Casualty Insurance Company ("OCIC")	24074	20.40%	All Lines
	Safeco Insurance Company of America ("SICOA")	24740	15.20%	All Lines
	General Insurance Company of America ("GICA")	24732	9.20%	All Lines
	American States Insurance Company ("ASIC")	19704	7.60%	All Lines
	American Economy Insurance Company ("AEIC")	19690	5.60%	All Lines
	Indiana Insurance Company ("IIC")	22659	4.80%	All Lines
	Golden Eagle Insurance Corporation ("GEIC")	10836	3.00%	All Lines
	Peerless Indemnity Insurance Company ("PIIC")	18333	3.00%	All Lines
	Safeco Insurance Company of Illinois ("SICIL")	39012	2.00%	All Lines
	The Netherlands Insurance Company ("NIC")	24171	1.80%	All Lines
	American States Preferred Insurance Company ("ASPCO")	37214	0.80%	All Lines
	First National Insurance Company of America ("FNICA")	24724	0.80%	All Lines
	American Fire and Casualty Company ("AFCIC")	24066	0.60%	All Lines
	America First Insurance Company ("AFIC")	12696	0.00%	All Lines
	America First Lloyd's Insurance Company ("AFLIC")	11526	0.00%	All Lines
	American States Insurance Company of Texas ("ASICT")	19712	0.00%	All Lines
	American States Lloyds Insurance Company ("ASLCO")	31933	0.00%	All Lines
	Colorado Casualty Insurance Company ("CCIC")	41785	0.00%	All Lines
	Consolidated Insurance Company ("CIC")	22640	0.00%	All Lines
	Excelsior Insurance Company ("EIC")	11045	0.00%	All Lines
	Hawkeye-Security Insurance Company ("HSIC")	36919	0.00%	All Lines
	Mid-American Fire & Casualty Company ("MAFCC")	23507	0.00%	All Lines
	The Midwestern Indemnity Company ("MWIC")	23515	0.00%	All Lines
	Montgomery Mutual Insurance Company ("MMIC")	14613	0.00%	All Lines
	National Insurance Association ("NIA")	27944	0.00%	All Lines
	Ohio Security Insurance Company ("OSIC")	24082	0.00%	All Lines
	Safeco Insurance Company of Indiana ("SICIN")	11215	0.00%	All Lines

	Safeco Insurance Company of Oregon ("SICOR")	11071	0.00%	All Lines
	Safeco Lloyds Insurance Company ("SLICO")	11070	0.00%	All Lines
	Safeco National Insurance Company ("SNIC")	24759	0.00%	All Lines
	Safeco Surplus Lines Insurance Company ("SSLIC")	11100	0.00%	All Lines
	West American Insurance Company ("WAIC")	44393	0.00%	All Lines
			100.0%	
100% Quota Share Affiliated Companies:	Liberty Northwest Insurance Corporation ("LNW")	41939	0.00%	All Lines
	North Pacific Insurance Company ("NPIC")	23892	0.00%	All Lines
	Oregon Automobile Insurance Company ("OAIC")	23922	0.00%	All Lines

Each Affiliated Pool Company cedes its net underwriting activity to the Lead Company. Each 100% Quota Share Affiliated Company cedes its net underwriting activity to the Lead Company.

After recording the assumed affiliate transactions noted above, the Lead Company records 100% of its external assumed and ceded reinsurance activity.

The Lead Company's remaining underwriting activity, after processing all internal and external reinsurance is retroceded to the pool members in accordance with each company's pool participation percentage, as noted above.

There were no members that were parties to reinsurance agreements with non-affiliated reinsurers covering business subject to the pooling agreement that have a contractual right of direct recovery from the non-affiliated reinsurer per the terms of such reinsurance agreements.

There were no discrepancies between entries regarding pooled business on the assumed and ceded reinsurance schedules of the Lead Company and corresponding entries on the assumed and ceded reinsurance schedules of other pooled participants.

The write-off of uncollectible reinsurance is pooled and the Provision for Reinsurance is recognized by the entity placing the outbound external reinsurance.

Effective January 1, 2010, Liberty Mutual Mid-Atlantic Insurance Company ("LMMAIC") cancelled its participation in the Peerless Insurance Company Amended and Restated Reinsurance Pooling Agreement and concurrently became a participant in the Liberty Mutual Inter-Company Reinsurance Agreement with a 0.00% pool participation percentage and entered into a 100% Quota Share Reinsurance Agreement with PIC. Pursuant to the 100% Quota Share Reinsurance Agreement with PIC, LMMAIC continues to cede the business it wrote for the PIC Pool to PIC. New business is ceded to Liberty Mutual Insurance Company ("LMIC"), the lead company in the Liberty Mutual Insurance Company Pool (the "Liberty Pool").

Effective January 1, 2010, Bridgefield Casualty Insurance Company ("BCIC") and Bridgefield Employers Insurance Company ("BEIC") novated their 100% Quota Share Reinsurance Agreements with PIC and entered into 100% Quota Share Inter-Company Reinsurance Agreements with LMIC.

Effective February 23, 2010, Avomark Insurance Company merged with WAIC. WAIC was the surviving entity.

RESULTS OF OPERATIONS

The PIC Pool's net operating results for the years ended December 31, 2010 and 2009 and certain key financial ratios are presented below.

(Dollars in thousands)

	2010	2009
Net written premiums	$ 10,542,840	$ 10,632,923
Net earned premiums	10,314,180	10,476,530
Losses incurred	5,779,138	5,313,186
LAE incurred	1,217,602	1,243,879
Underwriting expenses	3,465,461	3,479,405
Dividends to policyholders	(3,524)	44,825
Underwriting gain (loss)	(144,497)	395,235
Net investment income	867,465	995,607
Realized investment (loss) gain	194,993	(80,104)
Other expense	(90,157)	(24,688)
Income before taxes	827,804	1,286,050
Federal and foreign income taxes incurred	82,837	321,006
Net income	$ 744,967	$ 965,044

	2010	2009
Key financial ratios:		
Net loss ratio	56.0%	50.7%
Net loss and LAE ratio	67.8%	62.6%
Underwriting ratio	32.9%	32.7%
Dividend ratio	0.0%	0.4%
Combined ratio	100.7%	95.7%
Combined ratio (ex catastrophes)	95.0%	91.5%

Net written premiums decreased $90.1 million, or 0.8%, from 2009. The decrease is primarily attributable to the movement of BCIC and BEIC ("Summit business") out of the PIC Pool and into the Liberty Pool. Excluding the impact of the movement of Summit between pools, net written premium increased $412.7 million over the period ended December 31, 2009. The increase reflects the introduction of an annual private passenger automobile product, rate increases in most lines of business, increased new business and policy retention across the personal product lines, and a higher contract and commercial surety bond premium. These items were partially offset by a decline in commercial lines renewal premium (excluding surety) due to a reduction in insured exposures and the impact of negative audit premiums and lower private passenger automobile premium (excluding the annual automobile product) driven by declining retention during 2009 and a shift towards writing higher quality risks (resulting in lower average premium per policy). Excluding the impact of the Summit, net earned premiums increased $329.7 million. This increase is consistent with the increase in net written premiums.

Loss and loss adjustment expenses (LAE) incurred increased $439.7 million, or 6.7%, over 2009. The 2009 reporting period was impacted by a homeowners quota share treaty that was discontinued at December 31, 2009. The increase in losses and LAE is primarily a result of additional retained losses and expenses due to the discontinuation of the homeowners quota share reinsurance treaty, higher catastrophe losses at $588.4 million, versus $443.7 million in 2009, and unfavorable commercial lines liability and property results. The increase in loss and LAE was partially offset by favorable loss trends across the private passenger automobile and homeowners product lines, and lower surety losses. Additionally, the year includes less favorable net incurred losses attributable to prior years, partially offset by lower variable compensation costs. The increase in the loss and LAE ratio, 5.2 points, reflects an increase in the Homeowners'/farmowners', Commercial Multiple Peril, and Other Liability – Occurrence lines, partially offset by decreases in Workers' Compensation and Private Passenger Auto Liability lines.

The underwriting expense ratio increased 0.2% over 2009, driven primarily by higher personal lines advertising expenditures, general cost increases and efficiencies gained through the integration of Safeco operations.

Net investment income decreased $128.1 million, or 12.9%, from 2009. The decrease resulted from an overall lower invested asset base due to an intercompany dividend payment.

Realized investment gains were $195.0 million in 2010, compared to a $80.1 million loss in 2009. The increase reflects gains on sales of fixed maturities.

Other expenses increased $65.5 million over 2009. The increase is primarily due to fees paid for a retroactive reinsurance contract with LMIC for discontinued operations, partially offset by the write-off of the North Carolina Beach Plan, integration costs related to the Safeco acquisition in 2009 that did not recur in 2010 and a decrease in net loss from a charge-off of miscellaneous premium balance.

Federal and foreign income taxes incurred were $82.8 million in 2010, compared to $321.0 million in 2009. The decrease is primarily attributable to the 2009 return to provision difference and a decrease in pre-tax income. The effective tax rate went from 25% in 2009 to 10% in 2010, also attributable to differences in return to provision and decrease in pre-tax income.

FINANCIAL POSITION

The PIC Pool's financial position at December 31, 2010 and 2009 was as follows:

(Dollars in thousands)

	2010	2009
Assets		
Bonds	$ 16,612,327	$19,656,707
Common and preferred stock	664,516	333,794
Investments in affiliates	154,589	132,928
Cash and short-term investments	913,441	1,237,373
Other invested assets	456,717	455,416
Securities lending reinvested collateral assets	289,880	435,979
Premiums receivable (net)	2,547,283	2,368,195
Reinsurance recoverables on paid losses (net)	94,638	184,569
Current federal and foreign income tax recoverable and interest thereon	63,841	-
Deferred tax asset (net)	585,123	680,799
Funds held by affiliates and other reinsurers	14,841	14,594
Other admitted assets	311,630	360,227
Total admitted assets	$ 22,708,826	$25,860,581
Liabilities		
Unpaid loss and loss adjustment expenses	$ 10,923,723	$ 11,638,344
Unearned premiums	4,853,158	4,601,134
Funds held under reinsurance contracts	59,765	70,239
Ceded reinsurance premiums payables	11,819	(73,268)
Payable to affiliates	422,049	193,703
Payable for securities lending	289,880	435,979
Other liabilities	1,203,263	1,738,026
Total liabilities	17,763,657	18,604,157
Policyholders' surplus	4,945,169	7,256,424
Total liabilities and policyholders' surplus	$ 22,708,826	$ 25,860,581

Assets

The PIC Pool's invested assets represent 84.1% of total admitted assets at December 31, 2010. The mix of short-term and long-term bonds and equity holdings remained conservative in nature, with the investment portfolio comprised primarily of bonds and cash and short-term investments of 87.0% and 4.8%, respectively. Bonds consisted of 23.2% in U.S. government and U.S. government backed securities, 31.5% in state and municipal bonds and 45.3% in corporate and other foreign bonds. The PIC Pool's bond portfolio remained high quality, with 90.4% rated as "investment grade" by the Securities Valuation Office (SVO) of the National Association of Insurance Commissioners (NAIC).

Bonds decreased $3.0 billion from 2009. This decrease is primarily driven by $2.8 billion in intercompany dividend payments.

Unaffiliated common and preferred stock investments increased $330.7 million over 2009. This was primarily due to a decision to increase common stock holdings for the Pool, partially offset by a decrease in the book value of unaffiliated preferred stock as a result of transfers to LMIC during the first quarter of 2010.

Investments in affiliates increased $21.7 million over 2009. The increase was primarily attributable to a $35.8 million increase in affiliated non-P&C common stock, partially offset by a decrease in affiliated non P&C preferred stock.

Management believes the structuring and high quality of the PIC Pool's invested assets and the consistent level of investment income generated by the assets will ensure adequate liquidity to meet the Pool's current and future obligations.

The PIC Pool's admitted premiums receivable increased $179.1 million over 2009, which corresponds to the increase in premiums written (excluding the impact of the Summit business). The PIC Pool maintains a sound credit policy and actively manages its premium receivables and amounts charged off are not considered material.

Reinsurance recoverables on paid losses decreased $89.9 million from 2009 and represent 1.9% of total policyholders' surplus. The decrease is primarily due to the cancellation of the homeowners quota share treaty in 2009. The PIC Pool actively monitors the credit quality of the reinsurance portfolio and maintains guidelines that govern its purchase and use of reinsurance. There are no reinsurance recoverables in dispute from an individual reinsurer that exceed 5.0% of the PIC Pool's surplus.

Net deferred tax assets decreased $95.7 million from 2009. This decrease was primarily due to a decrease in deferred tax assets expected to be realized under SSAP 10R. Key drivers of the decrease are reversals in loss reserve discounting, goodwill, non-admitted assets and compensation.

Liabilities

Liabilities of the PIC Pool totaled $17.8 billion at December 31, 2010, a 4.5% decrease from December 31, 2009.

The PIC Pool's unpaid loss and loss adjustment expenses decreased $714.6 million from 2009. The decrease is primarily attributable to the movement of Summit between pools, partially offset by increased catastrophe losses and an increase in runoff business reserves.

Property-casualty insurance unpaid loss and loss adjustment expenses represent the PIC Pool's best estimate of amounts necessary to settle all outstanding claims, including claims that are incurred but not reported, as of the reporting date. The PIC Pool's reserve projections are based primarily on detailed analysis of the facts in each case, experience with similar cases and various historical development patterns. Consideration is given to such historical patterns as field reserving trends and claims settlement practices, loss payments, pending levels of unpaid claims and product mix, as well as court decisions, economic conditions and public attitudes. All of these factors can affect the estimation of reserves.

Establishing loss reserves, including loss reserves for catastrophic events that have occurred, is an estimation process. Many factors can ultimately affect the final settlement of a claim and therefore the necessary reserve. Changes in the law, results of litigation, medical costs, the cost of repair materials and labor rates can all affect ultimate claim costs. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of the claim, the more variable the ultimate settlement can be. Accordingly, "short-tail" claims, such as property damage claims, tend to be easier to estimate than "long-tail" claims, such as workers' compensation or general liability claims.

As information develops that varies from past experience, provides additional data, or in some cases, augments data that previously was not considered sufficient for use in determining reserves, changes in the PIC Pool's estimate of ultimate liabilities may be required. The effects of these changes are reflected in current operating results.

The PIC Pool has not discounted unpaid property and casualty insurance claims and claim adjustment expenses other than tabular discounting on the long-term indemnity portion of workers' compensation claims.

Unearned premiums increased $252.0 million over 2009. The increase was consistent with the increase in net premiums written (excluding the impact of the Summit business).

Ceded reinsurance premiums payable increased $85.1 million over 2009 as a result of the cancellation of the homeowners quota share treaty in 2009 and the movement of Summit between pools.

Other liabilities decreased $534.8 million from 2009. This decrease was primarily driven by the movement of Summit between pools, the settlement of a corporate management fee liability with the Liberty Pool and the draw down of a significant Letter of Credit.

Policyholders' Surplus and Leverage

Total policyholders' surplus decreased $2.3 billion from 2009. The decrease in policyholders' surplus was primarily driven by dividend payouts offset by current year earnings.

The increase in the PIC Pool's net written premium to surplus ratio, at 2.1 to 1.0 compared to 1.5 to 1.0 in 2009, was driven by the $90.1 million decrease in net written premium and the $2.3 billion decrease in surplus during the period. The increase in reserve to surplus ratio, at 2.2 to 1.0 versus 1.6 to 1.0, was driven by the $714.6 million decrease in unpaid loss and LAE and the $2.3 billion decrease in surplus. Management is committed to operating the PIC Pool at prudent leverage levels.

The companies that make up the PIC Pool exceed the minimum risk-based capital requirements developed by the NAIC and their respective states of domicile.

CASH FLOW AND LIQUIDITY

Cash and short-term investments totaled $913.4 million at December 31, 2010, compared to $1.2 billion at December 31, 2009. The decrease of $323.9 million was driven primarily by dividends paid to LMAC, partially offset by cash received for the sale of limited partnership interests.

The PIC Pool invests policyholder premiums in assets whose maturities are similar to the expected payout of loss and LAE reserves. Management believes that current and future liquidity needs will continue to be met primarily by operations.

This Management's Discussion and Analysis provides Management's assessment of the financial position, results of operations, cash flow and liquidity, and changes in financial position for the PIC Pool as of and for the year ended December 31, 2010. Representations contained herein are those of Management according to the best of their information, knowledge, and belief.

March 31, 2011

C

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Statement of Actuarial Opinion

24732201044000100

General Insurance Company of America / 2010 / 440

Thomas E. Schadler, FCAS, MAAA
Sr. Vice President and Chief Actuary
Actuarial Executive

175 Berkeley Street
Mailstop: 09G
Boston, MA 02116
Telephone: 617-654-3831
Email: thomas.schadler@libertymutual.com

General Insurance Company of America

Statement of Actuarial Opinion
As of December 31, 2010

IDENTIFICATION

I, Thomas E. Schadler, am an officer of General Insurance Company of America, a Company in Liberty Mutual Agency Corporation. I am a Member of the American Academy of Actuaries and meet its qualification standards for rendering this opinion. I am a Fellow of the Casualty Actuarial Society and was appointed by the Company's Board of Directors on October 18, 2010 to render this opinion.

SCOPE

I have examined the actuarial assumptions and methods used in determining reserves listed in Exhibit A, as shown in the Annual Statement of the Company as prepared for filing with state regulatory officials, as of December 31, 2010.

The reserves shown in Exhibit A, upon which I am expressing an opinion, reflect the Loss Reserve Disclosure items (8 thru 13) in Exhibit B.

The Company is part of a group of affiliated insurers within Liberty Mutual Agency Corporation whose ultimate parent is Liberty Mutual Holding Company Inc. The Group utilizes pooling and quota share agreements (the PIC Amended and Restated Reinsurance Pooling Agreement) that affect the solvency and integrity of the Company's reserves. Pursuant to the approval of the appropriate State Insurance Departments, effective January 1, 2010, Bridgefield Casualty Insurance Company and Bridgefield Employers Insurance Company cancelled their 100% Quota Share Reinsurance Agreements with PIC and entered into 100% inter-company Reinsurance Agreements with Liberty Mutual Insurance Company. Analysis of the reserve items identified above has been performed for all of the pool companies combined. A summary of the pooling and quota share agreements is disclosed in the Notes to the Financial Statements.

In forming my opinion on the loss and loss adjustment expenses reserves identified in the SCOPE section, I relied upon data prepared by James P. McKenney, CPA, Vice President and Controller, Liberty Mutual Agency Corporation and Kevin A. Cormier, FCAS, MAAA, CPCU, ARe, Financial Reporting Manager, Liberty Mutual Agency Corporation. I evaluated that data for reasonableness and consistency. I also reconciled that data to Schedule P – Part 1 of the current Annual Statement, comprising the total intercompany pool to which the Company belongs. In other respects, my examination included such review of the actuarial assumptions and methods used and such tests of the calculations, as I considered necessary.

General Insurance Company of America_2010SAO

OPINION

In my opinion, the amounts carried in the scope paragraph on account of the items identified:

A. Meet the requirements of the insurance laws of Washington;

B. Are computed in accordance with accepted loss reserving standards and principles; and

C. Make a reasonable provision for all unpaid loss and loss expense obligations of the Company under the terms of its policies and agreements.

RELEVANT COMMENTS

Risk of Material Adverse Deviation
In assessing the adequacy of the carried reserves it is necessary to select a standard of materiality. The selected standard of materiality is shown in Exhibit B. In determining this standard, consideration was given to various metrics and financial bases including: Held Reserves, Surplus, RBC Capital Requirements, Premium and Income. My selection of the materiality standard for this opinion considers that this opinion is prepared for regulatory review. For this company my selection is based on 10% of the net held reserves.

The net held reserves for this company represent a percentage of the total net reserves for the PIC pool. The reserve analysis underlying this opinion, and the work done concerning the risk of material adverse deviation, are all done on a pooled basis. I have also reviewed the amount stated in Exhibit B relative to the net reserves of this Company and find it to be an appropriate standard. Based on my review I believe that the inherent variability in the reserve estimates is low. In my opinion the risk of material adverse deviation from the net reserve amounts carried is remote.

Salvage & Subrogation
Reserves are established net of anticipated salvage & subrogation.

Discounting
The Company discounts its reserves for unpaid losses using a tabular discount on the long-term annuity portion of certain workers' compensation claims. The tabular discount is based on the Unit Statistical Plan tables as approved by the respective states at an annual discount rate of 4.0%. For the other lines, the Company does not use tabular discounts on its reserves for unpaid losses and loss adjustment expenses. The Company does not use non-tabular discounts on any of its reserves for unpaid losses and loss adjustment expense.

Underwriting Pools and Associations
The Company participates in a number of voluntary and involuntary pooling arrangements. The booked reserves and earned premiums emanating from the Company's share of the underwriting pools and associations reflect loss and loss expenses incurred and premiums earned by the pools through various dates prior to year end. Company practice is to record the loss and loss adjustment expense reserves reported to it by the pools with an accrual for any reporting lag. The Company relies on the pool and its actuaries to report its ultimate share of pools' reserves. The reserves reported by the pool are deemed to be adequate. No analysis was done to independently assess the adequacy of these reserves.

Asbestos and Environmental Exposures
The Company has provided coverage to policyholders that have asserted coverage for environmental and asbestos liability claims. Within the total loss and loss adjustment expense reserves recorded by the Company are $33.4 million on a net of reinsurance basis and $39.0 million on a gross basis associated with these two exposures. These reserves are intended to represent the company's ultimate liability for reported and unreported environmental and asbestos claims.

The liabilities for these exposures arise from three distinct sources. The first is legacy business, which has been part of the pool in the past years. The second came to the pool in 2008 from the acquisition of the Ohio Casualty Group. The

third comes to the pool in 2009 from the acquisition of the Safeco Insurance Group. The Asbestos and Environmental reserves for the PIC Pool are centrally managed as part of the Liberty Mutual Group. An analysis on each segment was completed in 2009 as discussed in the following paragraphs.

Relative to Asbestos we performed a ground up study of asbestos claims. Claims were analyzed on a claims reported basis, and aggregated by first report. Using both company and industry data we calculated separate provisions for additional adverse development on known cases (IBNER) and pure development on unreported claims for earned exposures (IBNR). The sum of these components along with current held case reserves determined the ultimate indicated reserves.

Relative to Environmental Liability; claims and claim payments continue to be reported and paid in recent years. To analyze this exposure we utilized a report year approach to organizing data. Using both company and industry data we calculated separate provisions for additional adverse development on known cases (IBNER) and pure development on unreported claims for earned exposures (IBNR). The sum of these components along with current held case reserves determined the ultimate indicated reserves.

During 2010 claims activity for both asbestos and environmental related losses were monitored on a quarterly basis relative to expected losses. No material differences in actual versus expected losses were noted and reserves were reduced to offset paid losses.

Extended Loss and Expense Reserves

The Company does not write extended loss and expense contracts. The total extended loss and expense liability is $0.

Retroactive and Financial Reinsurance

In my capacity as Appointed Actuary I have reviewed a listing of all reinsurance contracts for which the company holds reserves. Where appropriate, I have reviewed the risk transfer analysis done in accordance with SSAP 62.

The Pool currently holds reinsurance contracts accounted for by the company as retroactive reinsurance. Consistent with statutory accounting guidance, liabilities related to these agreements are excluded from the Net Loss and Loss Adjustment Expense Reserves. However, the company has reported a write-in liability on Page 3 (see Exhibit A, Item 5). My review of the Net Loss and Loss Adjustment Expense Reserves did include a review of the liabilities related to these contracts. Based on discussions with Company Management and its description of the company's ceded and assumed reinsurance, I am not aware of any other reinsurance contract that either has been or should have been accounted for as Retroactive or Financial Reinsurance.

Reinsurance Collectibility

Ceded loss reserves are all either with affiliated companies in the PIC Pool or industry pools, with companies rated A or better by A.M. Best, or are immaterial relative to surplus. Past uncollectibility levels and current amounts in dispute have been reviewed and found to be immaterial relative to surplus. Therefore, reinsurance collectibility does not appear to be an issue.

My opinion on the loss and loss adjustment expense reserves net of ceded reinsurance assumes that all ceded reinsurance is valid and collectible. I have not anticipated any contingent liabilities that could arise if the reinsurers do not meet their obligations to the Company as reflected in the data and other information provided to me.

NAIC IRIS Tests

The loss and loss adjustment expense reserves recorded by the Company did not create any exceptional values for NAIC IRIS tests: One-Year Reserve Development to Surplus, Two-Year Reserve Development to Surplus, or Estimated Current Reserve Deficiency to Surplus.

Long Duration Contracts

The Company has no policies in force as of December 31st, 2010 that qualify as long duration contracts.

General Insurance Company of America_2010SAO

Methods and Assumptions
No material changes in actuarial methods were made during 2010.

Other Relevant Comments
In evaluating whether the reserves make a reasonable provision for unpaid losses and loss adjustment expenses, it is necessary to project future loss and loss adjustment expense payments. It is certain that the actual future losses and loss adjustment expenses will not develop exactly as projected and may, in fact, vary significantly from the projections. Further, my projections made no provision for extra-ordinary future emergence of new classes of losses or types of losses not sufficiently represented in the Company's historical data base or which are not yet quantifiable.

My review was limited to the items enumerated in the SCOPE section, and did not include an analysis of any income statement or other balance sheet items. My opinion on the loss reserves is based on the assumption that valid assets back all reserves. It makes no opinion on the Company's financial assets or any other liabilities on the Company's balance sheets, which are not enumerated in the SCOPE section. This Statement of Actuarial Opinion makes no opinion on the overall financial strength of the Company.

ACTUARIAL REPORT

An actuarial report, including underlying workpapers supporting the findings expressed in this statement of actuarial opinion will be retained for a period of seven years in the administrative offices of the Company and available for regulatory examination.

DISTRIBUTION AND USE

This statement of opinion is solely for the use of, and only to be relied upon by, the Company and the various state departments in which it files its Annual Statement.

Thomas E Schadler

Thomas E. Schadler, FCAS, MAAA
Sr. Vice President & Chief Actuary
Liberty Mutual Agency Corporation
175 Berkeley Street
Boston, MA 02116
(617) 654-3831
(603) 358-3863
February 23, 2011

Statement of Actuarial Opinion 2010
General Insurance Company of America

Exhibit A: SCOPE

	Column 1 Amount
Loss Reserves:	
1. Reserve for Unpaid Losses (Liabilities, Surplus and Other Funds page, Col 1, Line 1)	$ 821,610,206
2. Reserve for Unpaid Loss Adjustment Expenses (Liabilities, Surplus and Other Funds page, Col 1, Line 3)	$ 183,372,265
3. Reserve for Unpaid Losses - Direct and Assumed (Should equal Schedule P, Part 1, Totals from Cols. 13 and 15, Line 12 * 1000)	$ 904,222,000
4. Reserve for Unpaid Loss Adjustment Expenses - Direct and Assumed (Should equal Schedule P, Part 1, Totals from Cols. 17, 19 and 21, Line 12 * 1000)	$ 189,926,000
5. The Page 3 write-in item reserves, "Retroactive Reinsurance Reserve Assumed"	$ 8,776,896
6. Other Loss Reserve items on which the Appointed Actuary is expressing an Opinion (list separately)	$ -
Premium Reserves:	
7. Reserve for Direct and Assumed Unearned Premiums for Long Duration Contracts	$ -
8. Reserve for Net Unearned Premiums for Long Duration Contracts	$ -
9. Other Premium Reserve items on which the Appointed Actuary is expressing an Opinion (list separately)	$ -

Statement of Actuarial Opinion 2010
General Insurance Company of America

Exhibit B: DISCLOSURES

	Column 1	Column 2	Column 3	Column 4
1. Name of the Appointed Actuary		Schadler	Thomas	E
		Last	*First*	*Mid*
2. The Appointed Actuary's Relationship to the Company. Enter E or C based upon the following: E if an Employee; C if a Consultant			E	
3. The Appointed Actuary is a Qualified Actuary based upon what qualification? Enter F, A, M, or O based upon the following: F if a Fellow of the Casualty Actuarial Society (FCAS); A if an Associate of the Casualty Actuarial Society (ACAS); M if not a member of the Casualty Actuarial Society, but a Member of the American Academy of Actuaries (MAAA) approved by the Casualty Practice Council, as documented with the attached approval letter; O for Other			F	
4. Type of Opinion, as identified in the OPINION paragraph. Enter R, I, E, Q, or N based upon the following: R if Reasonable; I if Inadequate or Deficient Provision; E if Excessive or Redundant Provision; Q if Qualified. Use Q when part of the OPINION is Qualified; N if No Opinion			R	
5. Materiality Standard as expressed in US dollars (Used to Answer Question #6)	$ 100,498,247			
6. Is there a Significant Risk of Material Adverse Deviation?			Yes [ ] No [X] Not Applicable [ ]	
7. Statutory Surplus (Liabilities, Col 1, Line 37)	$ 409,611,147			
8. Anticipated net salvage and subrogation included as a reduction to loss reserves as reported in Schedule P (should equal Part 1 Summary, Col 23, Line 12 * 1000)	$ 58,587,000			
9. Discount included as a reduction to loss reserves and loss expense reserves as reported in Schedule P				
9.1 Nontabular Discount [Notes, Line 32B23, (Amounts 1, 2, 3 & 4)], Electronic Filing Cols 7, 8, 9, & 10	$ -			
9.2 Tabular Discount [Notes, Line 32A23 (Amounts 1 & 2)] Electronic Filing Cols 7 & 8	$ 12,489,224			
10. The net reserves for losses and expenses for the company's share of voluntary and involuntary underwriting pools' and associations' unpaid losses and expenses that are included in reserves shown on the Liabilities, Surplus and Other Funds page, Losses and Loss Adjustment Expenses lines	$ 13,656,000			
11. The net reserves for losses and loss adjustment expenses that the company carries for the following liabilities included on the Liabilities, Surplus and Other Funds page, Losses and Loss Adjustment Expenses lines. *				
11.1 Asbestos, as disclosed in the Notes to Financial Statements (Notes, Line 33A03D), ending net asbestos reserves for current year)	$ 21,833,382			
11.2 Environmental, as disclosed in the Notes to Financial Statements (Notes, Line 33D03D), ending net environmental reserves for current year)	$ 11,433,014			
12. The total claims made extended loss and expense reserve (Greater than or equal to Schedule P Interrogatories)				
12.1 Amount reported as loss reserves	$ -			
12.2 Amount reported as unearned premium reserves	$ -			
13. Other items on which the Appointed Actuary is providing Relevant Comments (list seperately)	$ -			

* The reserves disclosed in item 11 above, should exclude amounts relating to contract specifically written to cover asbestos and environmental exposures. Contracts specifically written to cover these exposures include Environmental Impairment Liability (post 1986), Asbestos Abatement, Pollution Legal Liability, Contractor's Pollution Liability, Consultant's Environmental Liability, and Pollution and Remediation Legal Liability.

D

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Primary UCAA Item 15. Annual Statements w/Attachments

2009 Annual Statement – See back of binder

E

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Primary UCAA Item 15. Annual Statements w/Attachments

2008 Annual Statement – See back of binder

#16

QUARTERLY STATEMENT

OF THE

GENERAL INSURANCE COMPANY OF AMERICA

of SEATTLE

in the state of WASHINGTON

TO THE

Insurance Department

OF THE

STATE OF

FOR THE QUARTER ENDED

June 30, 2011

PROPERTY AND CASUALTY

2011

PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

24732201120100102

QUARTERLY STATEMENT

AS OF JUNE 30, 2011

OF THE CONDITION AND AFFAIRS OF THE

General Insurance Company of America

NAIC Group Code 0111 (Current Period) 0111 (Prior Period) NAIC Company Code 24732 Employer's ID Number 91-0231910

Organized under the Laws of Washington State of Domicile or Port of Entry Washington

Country of Domicile United States of America

Incorporated/Organized: March 20, 1923 Commenced Business: May 1, 1923

Statutory Home Office: 1001 Fourth Avenue, Safeco Plaza (Street and Number), Seattle, WA 98154 (City or Town, State and Zip Code)

Main Administrative Office: 175 Berkeley Street (Street and Number)

Boston, MA 02116 (City or Town, State and Zip Code) 617-357-9500 (Area Code) (Telephone Number)

Mail Address: 175 Berkeley Street (Street and Number or P.O. Box), Boston, MA 02116 (City or Town, State and Zip Code)

Primary Location of Books and Records: 175 Berkeley Street (Street and Number) Boston, MA 02116 (City or Town, State and Zip Code) 617-357-9500 (Area Code) (Telephone Number)

Internet Website Address: WWW.SAFECO.COM

Statutory Statement Contact: Pamela Heenan (Name) 617-357-9500 x44689 (Area Code) (Telephone Number) (Extension)

Statutory.Compliance@LibertyMutual.com (E-Mail Address) 617-574-5955 (Fax Number)

OFFICERS

Chairman of the Board

James Paul Condrin, III #

	Name	Title
1.	James Paul Condrin, III #	President and Chief Executive Officer
2.	Dexter Robert Legg	Secretary
3.	Michael Joseph Fallon	Treasurer and Chief Financial Officer

VICE-PRESIDENTS

Name	Title	Name	Title
Anthony Alexander Fontanes	EVP and Chief Investment Officer	Joseph Anthony Gilles	Executive Vice President
Scott Rhodes Goodby	EVP and Chief Operating Officer		

DIRECTORS OR TRUSTEES

John Derek Doyle	Michael Joseph Fallon	Joseph Anthony Gilles	Scott Rhodes Goodby
James Paul Condrin, III #	Christopher Charles Mansfield		

State of Massachusetts

County of Suffolk ss

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

(Signature)	(Signature)	(Signature)
James Paul Condrin, III #	Dexter Robert Legg	Michael Joseph Fallon
(Printed Name) 1.	(Printed Name) 2.	(Printed Name) 3.
President and Chief Executive Officer	Secretary	Treasurer and Chief Financial Officer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 18th day of July, 2011

a. Is this an original filing? [X] Yes [ ] No

b. If no: 1. State the amendment number

2. Date filed

3. Number of pages attached

COLLEEN K. LYNCH NOTARY PUBLIC COMMONWEALTH OF MASSACHUSETTS MY COMM. EXPIRES FEB. 13, 2015

ASSETS

	Current Statement Date			
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds	1,466,972,459		1,466,972,459	1,499,461,479
2. Stocks:				
2.1 Preferred stocks	13,734,120		13,734,120	13,754,650
2.2 Common stocks	92,656,772		92,656,772	60,008,492
3. Mortgage loans on real estate:				
3.1 First liens	40,948,920		40,948,920	39,652,419
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less $ 0 encumbrances)				
4.2 Properties held for the production of income (less $ 0 encumbrances)				
4.3 Properties held for sale (less $ 0 encumbrances)				
5. Cash ($ 0), cash equivalents ($ 3,543,489), and short-term investments ($ 47,205,583)	50,749,072		50,749,072	40,425,026
6. Contract loans (including $ 0 premium notes)				
7. Derivatives				
8. Other invested assets	130,503		130,503	126,866
9. Receivables for securities	1,956,017		1,956,017	246,227
10. Securities lending reinvested collateral assets	18,747,883		18,747,883	9,727,485
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,685,895,746		1,685,895,746	1,663,402,644
13. Title plants less $ 0 charged off (for Title insurers only)				
14. Investment income due and accrued	17,069,069		17,069,069	17,610,975
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	40,958,640	4,299,421	36,659,219	33,025,969
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ (1,506,366) earned but unbilled premiums)	266,410,762	1,563	266,409,199	265,612,010
15.3 Accrued retrospective premiums	801,666	78,293	723,373	842,799
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	18,346,991		18,346,991	16,752,137
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	4,124,852		4,124,852	19,455,370
18.2 Net deferred tax asset	67,372,872	15,818,181	51,554,691	52,530,692
19. Guaranty funds receivable or on deposit	943,771		943,771	1,554,508
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets ($ 0)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	3,418,972		3,418,972	767,562
24. Health care ($ 0) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	9,263,299	1,301,546	7,961,753	8,060,576
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	2,114,606,640	21,499,004	2,093,107,636	2,079,615,242
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	2,114,606,640	21,499,004	2,093,107,636	2,079,615,242

DETAILS OF WRITE-IN LINES				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Cash Surrender Value Life Insurance	5,426,204		5,426,204	5,348,219
2502. Equities and deposits in pools and associations	2,351,257		2,351,257	2,433,673
2503. Other assets	1,485,838	1,301,546	184,292	278,684
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	9,263,299	1,301,546	7,961,753	8,060,576

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31, Prior Year
1.	Losses (current accident year $ 194,527,923)	844,732,443	821,610,206
2.	Reinsurance payable on paid losses and loss adjustment expenses	66,324,234	55,127,920
3.	Loss adjustment expenses	184,174,207	183,372,265
4.	Commissions payable, contingent commissions and other similar charges	21,099,752	24,815,752
5.	Other expenses (excluding taxes, licenses and fees)	12,369,531	7,262,867
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	4,563,753	8,299,059
7.1.	Current federal and foreign income taxes (including $ 0 on realized capital gains (losses))		
7.2.	Net deferred tax liability		
8.	Borrowed money $ 0 and interest thereon $ 0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $ 116,517,018 and including warranty reserves of $ 0)	445,428,481	446,490,508
10.	Advance premium	3,642,582	3,026,169
11.	Dividends declared and unpaid:		
	11.1. Stockholders		
	11.2. Policyholders	197,382	86,237
12.	Ceded reinsurance premiums payable (net of ceding commissions)	18,857,113	17,395,573
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others	1,164,281	615,711
15.	Remittances and items not allocated		
16.	Provision for reinsurance		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	38,176,794	30,114,197
19.	Payable to parent, subsidiaries and affiliates	13,164,123	27,436,521
20.	Derivatives		
21.	Payable for securities	2,090,696	18,864,751
22.	Payable for securities lending	18,747,883	9,727,485
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $ 0 and interest thereon $ 0		
25.	Aggregate write-ins for liabilities	12,402,046	15,758,874
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	1,687,135,301	1,670,004,095
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	1,687,135,301	1,670,004,095
29.	Aggregate write-ins for special surplus funds	11,545,661	11,663,352
30.	Common capital stock	5,000,000	5,000,000
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds		
33.	Surplus notes		
34.	Gross paid in and contributed surplus	170,891,058	170,891,058
35.	Unassigned funds (surplus)	218,535,616	222,056,737
36.	Less treasury stock, at cost:		
	36.1. 0 shares common (value included in Line 30 $ 0)		
	36.2. 0 shares preferred (value included in Line 31 $ 0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	405,972,335	409,611,147
38.	Totals (Page 2, Line 28, Col. 3)	2,093,107,636	2,079,615,242

	DETAILS OF WRITE-IN LINES		
2501.	Retroactive reinsurance reserves	8,209,887	8,776,896
2502.	Other liabilities	3,030,829	4,773,501
2503.	Accrued return retrospective premiums	665,583	1,120,025
2598.	Summary of remaining write-ins for Line 25 from overflow page	495,747	1,088,452
2599.	Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	12,402,046	15,758,874
2901.	SSAP 10R incremental change	9,495,270	9,673,485
2902.	Special surplus from retroactive reinsurance	2,050,391	1,989,867
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page		
2999.	Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	11,545,661	11,663,352
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page		
3299.	Totals (Lines 3201 through 3203 plus 3298) (Line 32 above)		

STATEMENT OF INCOME

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $ 127,141,556)	133,906,995	140,615,425	279,127,325
1.2 Assumed (written $ 473,410,415)	475,596,855	470,287,389	948,904,559
1.3 Ceded (written $ 127,141,556)	133,906,995	140,615,425	279,127,325
1.4 Net (written $ 473,410,415)	475,596,855	470,287,389	948,904,559
DEDUCTIONS:			
2. Losses incurred (current accident year $ 328,048,589):			
2.1 Direct	92,327,766	182,571,892	218,817,165
2.2 Assumed	309,792,887	277,921,027	531,680,660
2.3 Ceded	92,327,766	182,571,892	218,817,165
2.4 Net	309,792,887	277,921,027	531,680,660
3. Loss adjustment expenses incurred	57,281,134	56,599,135	112,019,397
4. Other underwriting expenses incurred	153,332,998	161,369,836	318,892,463
5. Aggregate write-ins for underwriting deductions	(98,468)		(51,907)
6. Total underwriting deductions (Lines 2 through 5)	520,308,551	495,889,998	962,540,613
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(44,711,696)	(25,602,609)	(13,636,054)
INVESTMENT INCOME			
9. Net investment income earned	36,059,749	40,153,896	74,401,483
10. Net realized capital gains (losses) less capital gains tax of $ 140,328	260,609	6,310,703	8,806,644
11. Net investment gain (loss) (Lines 9 + 10)	36,320,358	46,464,599	83,208,127
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $ 20,590 amount charged off $ 903,849)	(883,259)	(2,068,125)	(3,987,182)
13. Finance and service charges not included in premiums	3,997,029	4,209,976	8,373,206
14. Aggregate write-ins for miscellaneous income	(62,646)	(11,573,724)	(11,890,182)
15. Total other income (Lines 12 through 14)	3,051,124	(9,431,873)	(7,504,158)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(5,340,214)	11,430,117	62,067,915
17. Dividends to policyholders	897,207	831,596	(324,233)
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	(6,237,421)	10,598,521	62,392,148
19. Federal and foreign income taxes incurred	1,210,671	(965,450)	(2,905,339)
20. Net income (Line 18 minus Line 19) (to Line 22)	(7,448,092)	11,563,971	65,297,487
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	409,611,147	547,998,085	547,998,085
22. Net income (from Line 20)	(7,448,092)	11,563,971	65,297,487
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $ 1,470,120	2,930,738	(1,416,386)	2,055,218
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	1,325,992	1,167,072	(12,683,528)
27. Change in nonadmitted assets	(1,006,448)	(2,594,423)	12,462,454
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles	737,213		
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders		(206,000,000)	(206,000,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	(178,215)	(155,194)	481,431
38. Change in surplus as regards policyholders (Lines 22 through 37)	(3,638,812)	(197,434,960)	(138,386,938)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	405,972,335	350,563,125	409,611,147

DETAILS OF WRITE-IN LINES			
0501. Private passenger auto escrow	(98,468)		(51,907)
0502.			
0503.			
0598. Summary of remaining write-ins for Line 05 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)	(98,468)		(51,907)
1401. Retroactive reinsurance gain/(loss)	60,246	(11,732,775)	(11,750,955)
1402. Other income/(expense)	(122,892)	159,051	(139,227)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	(62,646)	(11,573,724)	(11,890,182)
3701. Other changes in surplus		(559,383)	(559,383)
3702. SSAP 10R incremental change	(178,215)	404,189	1,040,814
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above)	(178,215)	(155,194)	481,431

CASH FLOW

Cash from Operations	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums collected net of reinsurance	471,552,008	499,954,165	987,422,224
2. Net investment income	39,436,918	45,129,129	86,628,791
3. Miscellaneous income	3,286,323	(14,876,849)	(13,408,743)
4. Total (Lines 1 to 3)	514,275,249	530,206,445	1,060,642,272
5. Benefit and loss related payments	269,006,592	323,728,870	573,784,137
6. *Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts*			
7. Commissions, expenses paid and aggregate write-ins for deductions	211,419,612	261,655,924	474,739,458
8. Dividends paid to policyholders	786,061	1,489,339	370,608
9. Federal and foreign income taxes paid (recovered) net of $ 0 tax on capital gains (losses)	(13,979,519)	14,780,807	24,120,521
10. Total (Lines 5 through 9)	467,232,746	601,654,940	1,073,014,724
11. Net cash from operations (Line 4 minus Line 10)	47,042,503	(71,448,495)	(12,372,452)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	193,601,034	620,745,840	844,408,438
12.2 Stocks	4,826,600	13,300,584	11,257,920
12.3 Mortgage loans	547,816	197,678	693,100
12.4 Real estate			
12.5 Other invested assets	37,762,150		
12.6 Net gains (or losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	(1,709,790)	(2,429,054)	(246,227)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	235,027,810	631,815,048	856,113,231
13. Cost of investments acquired (long-term only):			
13.1 Bonds	161,389,793	464,815,199	638,203,428
13.2 Stocks	35,213,675	10,028,372	44,678,296
13.3 Mortgage loans	1,844,317	7,519,178	24,715,585
13.4 Real estate			
13.5 Other invested assets	46,782,547		9,854,351
13.6 Miscellaneous applications	16,774,055	532,724	(3,437,067)
13.7 Total investments acquired (Lines 13.1 to 13.6)	262,004,387	482,895,473	714,014,593
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(26,976,577)	148,919,575	142,098,638
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders		156,000,000	206,000,000
16.6 Other cash provided (applied)	(9,741,880)	27,736,406	12,738,984
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(9,741,880)	(128,263,594)	(193,261,016)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	10,324,046	(50,792,514)	(63,534,830)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	40,425,026	103,959,856	103,959,856
19.2 End of period (Line 18 plus Line 19.1)	50,749,072	53,167,342	40,425,026

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

20.0001	12.1 - Proceeds from investments sold, matured or repaid - Bonds			223,945,513
20.0002	12.2 - Proceeds from investments sold, matured or repaid - Stocks			9,085,665
20.0003	16.5 - Dividends to Stockholders			157,861,033

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of General Insurance Company of America (the "Company") have been prepared on the basis of accounting practices prescribed or permitted by the Washington Insurance Department.

The state of Washington requires insurance companies domiciled in the state of Washington to prepare their statutory financial statements in accordance with the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual, subject to any deviations prescribed or permitted by the Washington Insurance Department.

There are no differences between the Washington prescribed or permitted practices and NAIC statutory accounting practices that resulted in a difference for the Company.

Note 2 - Accounting Changes and Correction of Errors

The Company adopted SSAP No. 35R, *Guaranty Fund and Other Assessments*, effective January 1, 2011. The cumulative effect of adopting SSAP No. 35R is reported in the Capital and Surplus Account and is not considered material.

Note 3 - Business Combinations and Goodwill

No change.

Note 4 - Discontinued Operations

No change.

Note 5 - Investments

D. Loaned Backed Securities

1. Prepayment speed assumptions are updated monthly with data sourced from the Bloomberg data service.

2. All Loaned Backed Securities with a recognized other-than-temporary impairment disclosed in the aggregate during 2011 as of June 30, 2011: None.

3. Each Loaned Backed Security with a recognized other-than-temporary impairment held by the Company at June 30, 2011:

1	2	3	4	5	6	7
CUSIP	Book/Adj Carrying Value Amortized cost before current period OTTI	Projected Cash Flows	Recognized other-than-temporary impairment	Amortized cost after other-than-temporary impairment	Fair Value at time of OTTI	Date of Financial Statement Where Report
30605AAX1	2,634,629	1,204,593	1,430,036	1,204,593	1,189,300	3/31/2010
59023XAB2	670,877	586,824	84,053	586,824	586,823	3/31/2009
59023XAB2	444,875	386,128	58,747	386,128	386,128	12/31/2009
59023XAB2	294,274	287,282	6,992	287,282	275,008	3/31/2010
61749BAB9	700,147	665,046	35,101	665,046	665,047	12/31/2009
61749BAB9	584,967	579,799	5,168	579,799	568,632	3/31/2010
61749BAB9	472,189	469,899	2,290	469,899	436,622	12/31/2010
30604VAD0	2,180,596	1,749,745	430,851	1,749,745	1,749,745	12/31/2010

4. All impaired Loaned Backed Securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss as of June 30, 2011:

	1	2
	12 Months and Under	Greater Than 12 Months
Gross Unrealized Loss	(19,732)	(1,469,748)
Fair Value of Securities with Unrealized Losses	6,840,918	14,907,360

5. The Company reviews fixed income securities for impairment on a quarterly basis. Securities are reviewed for both quantitative and qualitative considerations including, but not limited to: (a) the extent of the decline in fair value below book value, (b) the duration of the decline, (c) significant adverse changes in the financial condition or near term prospects of the investment or issuer, (d) significant change in the business climate or credit ratings of the issuer, (e) general market conditions and volatility, (f) industry factors, and (g) the past impairment of the security holding or the issuer. If the Company believes a decline in the value of a particular investment is temporary, the decline is recorded as an unrealized loss in policyholders' equity. If the decline is believed to be "other-than-temporary," and the Company believes it will not be able to collect all cash flows due on its fixed income securities, then the carrying value of the investment is written down to the expected cash flow amount and a realized loss is recorded as a credit impairment.

NOTES TO FINANCIAL STATEMENTS

Note 6 - Joint Ventures, Partnerships & Limited Liability Companies

No change.

Note 7 - Investment Income

No change.

Note 8 - Derivative Instruments

No change.

Note 9 - Income Taxes

No change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No change.

Note 11- Debt

No change.

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

No change.

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

No change.

Note 14 - Contingencies

No change.

Note 15 - Leases

No change.

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

No change.

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

C. Wash Sales

In the course of the Company's asset management, securities are sold and reacquired within 30 days of the sale date. There are no transactions for securities with NAIC designation 3 or below sold during the second quarter of 2011, and reacquired within 30 days of the sale date.

Note 18 - Gain or Loss from Uninsured Accident and Health Plans and the Uninsured Portion of Partially Insured Plans

No change.

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

No change.

Note 20 – Fair Value Measurements

A. Inputs Used for Assets and Liabilities Measured at Fair Value

1. Fair Value Measurements by Levels 1, 2 and 3

Fair value is the price that would be received to sell an asset or would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company primarily uses the market approach which generally utilizes market transaction data for identical or similar instruments.

The hierarchy level assigned to each security in the Company's portfolio is based on the Company's assessment of the transparency and reliability of the inputs used in the valuation of each instrument at the measurement date. The highest priority is given to Level 1 measurements and the lowest priority to Level 3 measurements. Securities are classified based on the lowest level of input that is significant to the fair value measurement. The Company recognizes transfers between levels at the end of each reporting period. The three hierarchy levels are defined as follows:

NOTES TO FINANCIAL STATEMENTS

- Level 1 — Valuations based on unadjusted observable quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

- Level 2 — Valuations based on directly or indirectly observable inputs (other than Level 1 prices) at the measurement date, such as quoted prices in active markets or prices in markets that are not active for similar assets or liabilities or other inputs that are observable.

- Level 3 — Valuations based on inputs that are unobservable and reflect the Company's own assumptions about the assumptions that market participants might use.

The following table summarizes the Company's assets and liabilities that are measured at fair value at June 30, 2011:

1	2	3	4	5
Description	Level 1	Level 2	Level 3	Total
Assets at fair value				
Bonds				
Issuer Obligations	$ 0	$ 167,195,638	$ 0	$ 167,195,638
Commercial Mortgage-Backed Securities	$ 0	$ 11,466,597	$ 0	$ 11,466,597
Total Bonds	$ 0	$ 178,662,235	$ 0	$ 178,662,235
Preferred Stocks				
Industrial and Miscellaneous (Unaffiliated)	$ 0	$ 8,859,120	$ 0	$ 8,859,120
Total Preferred Stocks	$ 0	$ 8,859,120	$ 0	$ 8,859,120
Common Stocks				
Industrial and Miscellaneous	$ 78,679,658	$ 0	$ 12,052	$ 78,691,710
Total Common Stocks	$ 78,679,658	$ 0	$ 12,052	$ 78,691,710
Total assets at fair value	$ 78,679,658	$ 187,521,355	$ 12,052	$ 266,213,065
Liabilities at fair value	$ 0	$ 0	$ 0	$ 0
Total liabilities at fair value	$ 0	$ 0	$ 0	$ 0

The Company did not have significant transfers between Levels 1 and 2 during the quarter ended June 30, 2011.

2. Rollforward of Level 3 Items

The following tables set forth the fair values of assets basis classified as Level 3 within the fair value hierarchy:

	1	2	3	4	5	6	7
	Balance at 12/31/2010	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases, issuances, sales and settlements	Balance at 6/30/2011
Bonds	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Preferred Stock	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Common Stock	$ 12,052	$ 0	$ 0	$ 0	$ 0	$ 0	$ 12,052
Total	$ 12,052	$ 0	$ 0	$ 0	$ 0	$ 0	$ 12,052

3. Policy on Transfers Into and Out of Level 3

Transfers in and/or out of Level 3 are due to re-evaluation of the observability of pricing inputs.

4. Inputs and Techniques Used for Fair Value

Fixed Maturities

At each valuation date, the Company uses various valuation techniques to estimate the fair value of its fixed maturities portfolio. The primary method for valuing the Company's securities is through independent third-party valuation service providers. For positions where valuations are not available from independent third-party valuation service providers, the Company utilizes broker quotes and internal pricing methods to determine fair values. The Company obtains a single non-binding price quote from a broker familiar with the security who, similar to the Company's valuation service providers, may consider transactions or activity in similar securities, as applicable, among other information. The brokers providing price quotes are generally from the brokerage divisions of leading financial institutions with market making, underwriting and distribution expertise regarding the security subject to valuation. The evaluation and prioritization of these valuation sources is systematic and predetermined resulting in a single quote or price for each financial instrument. The following describes the techniques generally used to determine the fair value of the Company's fixed maturities by asset class:

U.S. government and agency

U.S. government and agency securities consist primarily of bonds issued by the U.S. Treasury and mortgage pass-through agencies such as the Federal Home Loan Bank, the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation. As the fair values of the Company's U.S. Treasury securities are based on

NOTES TO FINANCIAL STATEMENTS

unadjusted market prices, they are classified within Level 1. The fair value of U.S. government agency securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, reported trades, bids, offers and credit spreads. Accordingly, the fair value of U.S. government agency securities is classified within Level 2.

Mortgage-Backed Securities

The Company's portfolio of residential mortgage-backed securities ("MBS") and commercial MBS are originated by both agencies and non-agencies, the majority of which are pass-through securities issued by U.S. government agencies. The fair value of MBS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of MBS is primarily classified within Level 2.

Asset-Backed Securities

Asset-backed securities ("ABS") include mostly investment-grade bonds backed by pools of loans with a variety of underlying collateral, including automobile loan receivables, credit card receivables, and collateralized loan obligation securities originated by a variety of financial institutions. The fair value of ABS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of ABS is primarily classified within Level 2.

Municipals

The Company's municipal portfolio comprises bonds issued by U.S. domiciled state and municipal entities. The fair value of municipal securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, broker quotes, issuer ratings, reported trades and credit spreads. Accordingly, the fair value of municipal securities is primarily classified within Level 2.

Corporate debt and other

Corporate debt securities consist primarily of investment-grade debt of a wide variety of corporate issuers and industries. The fair value of corporate and other securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, new issuances, issuer ratings, reported trades of identical or comparable securities, bids, offers and credit spreads. Accordingly, the fair value of corporate and other securities is primarily classified within Level 2. In the event third-party vendor valuation is not available, prices are determined using non-binding price quotes from a broker familiar with the security. In this instance, the valuation inputs are generally unobservable and the fair value is classified within Level 3.

Foreign government securities

Foreign government securities comprise bonds issued by foreign governments and their agencies along with supranational organizations. The fair value of foreign government securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, broker quotes, issuer ratings, reported trades of identical or comparable securities and credit spreads. Accordingly, the fair value of foreign government securities is primarily classified within Level 2.

Equity Securities

Equity securities include common and preferred stocks. Common stocks with fair values based on quoted market prices in active markets are classified in Level 1. Common stocks with fair values determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active are classified in Level 2. The fair value of preferred stock is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active. Accordingly, the fair value of preferred stock is primarily classified within Level 2.

Other Investments

Other investments include primarily international loans, foreign cash deposits and equity investments in privately held businesses. International loans and cash deposits are primarily valued using quoted prices for similar instruments in active markets; these assets are categorized as Level 2 of the fair value hierarchy. Equity investments in privately held businesses are valued using internal management estimates; they are categorized as Level 3 of the hierarchy. Limited partnership investments, which represent the remainder of the other investment balance on the consolidated balance sheet, are not subject to these disclosures and therefore are excluded from the above table.

5. Derivative Fair Values

   Not applicable

B. This Disclosure was removed by NAIC December 2010.

C. Other Fair Value Disclosures

   Not applicable

D. Reasons Not Practical to Estimate Fair Value

   Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 21 - Other Items

A. 2011 North Carolina Private Passenger Automobile Escrow

The Company refunded all premium and interest held in an escrow fund to certain of its policyholders in accordance with North Carolina General Statutes § 58-36-25(b). These distributions represented the full disposition of the Company's escrow fund.

Note 22 - Events Subsequent

No change.

Note 23 - Reinsurance

No change

Note 24 - Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 - Changes in Incurred Losses and Loss Adjustment Expenses

Incurred loss and loss adjustment expense attributed to insured events on prior years has decreased $18,563,596 during the first two quarters of 2011. This decrease was primarily the result of updated reserving analysis and improving loss trends in the Fidelity/Surety $7,786,595, Commercial Multiple Peril $6,929,767, Other Liability - Occurrence $6,430,332, Homeowners/Farmowners $2,571,597, Auto Physical Damage $1,680,096, and Private Passenger Auto Liability/Medical $1,536,073 lines. This was partially offset by weakening loss trends in the Workers' Compensation $9,348,576 line. Prior estimates are revised as additional information becomes known regarding individual claims.

Note 26 - Inter-Company Pooling Arrangements

No change.

Note 27 - Structured Settlements

No change.

Note 28 - Health Care Receivables

No change.

Note 29 - Participating Policies

No change.

Note 30 - Premium Deficiency Reserves

No change.

Note 31 - High Dollar Deductible Policies

No change.

Note 32 - Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses

No change.

Note 33 - Asbestos/Environmental Reserves

No change.

Note 34 - Subscriber Savings Accounts

No change.

Note 35 - Multiple Peril Crop Insurance

No change.

Note 36 - Financial Guarantee Insurance Contracts

No change.

GENERAL INTERROGATORIES

PART 1 – COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [X] No [ ]

1.2 If yes, has the report been filed with the domiciliary state? Yes [X] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change: _____

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

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009

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). 06/21/2011

6.4 By what department or departments?
Washington State Office of the Insurance Commissioner

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

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

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

7.2 If yes, give full information

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

GENERAL INTERROGATORIES

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

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

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

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

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

9.2 Has the code of ethics for senior managers been amended? Yes [X] No [ ]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
During Q2, Code provisions were added for Registered Investment Adviser compliance, as a Liberty Mutual subsidiary obtained SEC approval as a Registered Investment Adviser. In Q2, several non-material changes to the Code were also made to clarify existing provisions.

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: $ 130,503

GENERAL INTERROGATORIES

13. Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 13,764,548	$ 13,965,063
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 13,764,548	$ 13,965,063
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F – Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	1 Chase Manhattan Plaza, New York, NY 10005
Bank of New York	601 Travis Street, Houston, TX 77002

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

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

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

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

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

GENERAL INTERROGATORIES

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

1 Central Registration Depository	2 Name(s)	3 Address
N/A	Liberty Mutual Investment Advisors, LLC	175 Berkeley Street, Boston, MA 02116
N/A	Liberty Mutual Group Inc.	175 Berkeley Street, Boston, MA 02116
N/A	Stancorp Mortgage Investors	1100 SW Sixth Avenue, Portland, OR 97204

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

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] N/A [ ]
   If yes, attach an explanation.

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

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

1	2	3	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
Line of Business	Maximum Interest	Discount Rate	4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
			0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0
		TOTAL	0	0	0	0	0	0	0	0

5. Operating Percentages:
   5.1. A&H loss percent 0.00 %
   5.2. A&H cost containment percent 0.00 %
   5.3. A&H expense percent excluding cost containment expenses 0.00 %

6.1 Do you act as a custodian for health savings accounts? Yes [ ] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. $ 0

6.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]

6.4 If yes, please provide the balance of the funds administered as of the reporting date. $ 0

NONE Schedule F

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year To Date - Allocated by States and Territories

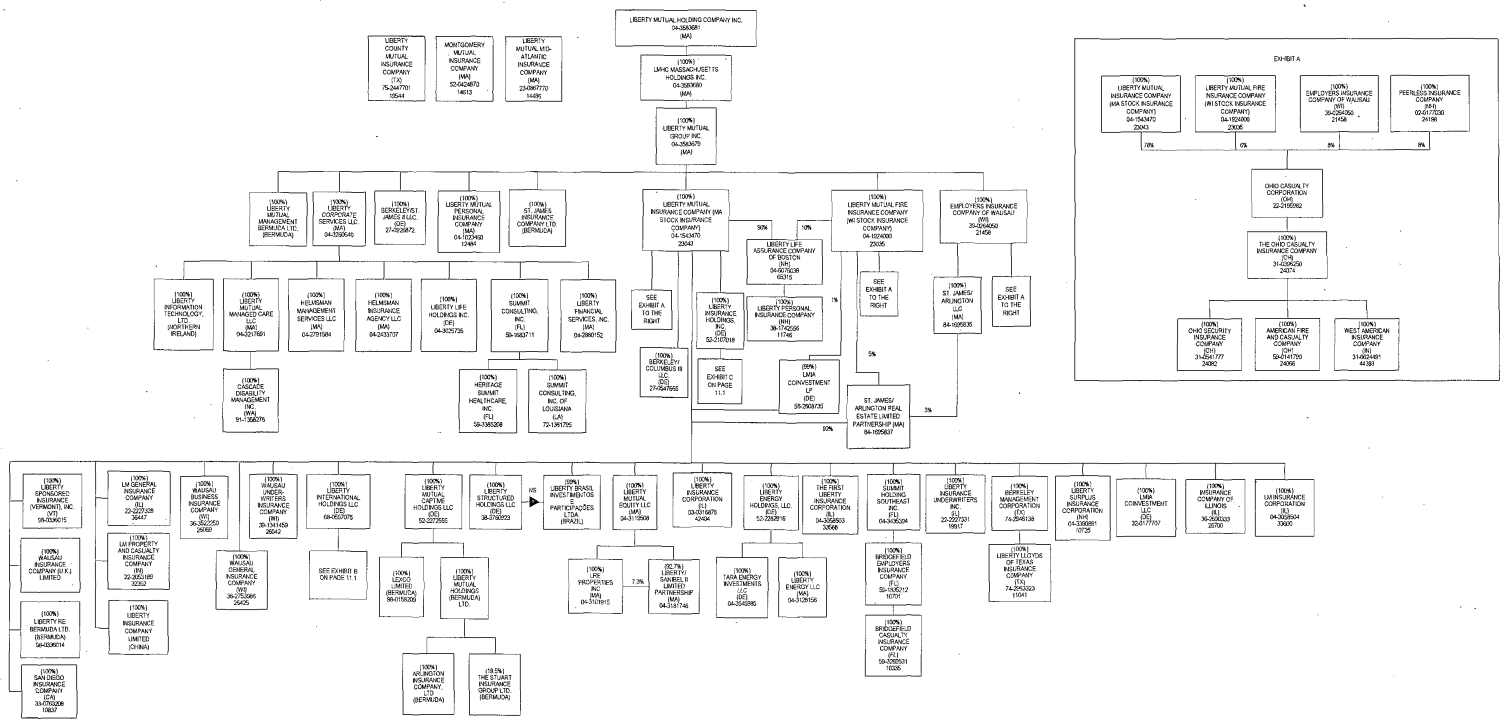
States, Etc.		1 Active Status	Direct Premiums Written 2 Current Year to Date	3 Prior Year to Date	Direct Losses Paid (Deducting Salvage) 4 Current Year to Date	5 Prior Year to Date	Direct Losses Unpaid 6 Current Year to Date	7 Prior Year to Date
1. Alabama	AL	L	699,369	1,085,976	456,800	314,332	3,942,927	3,530,490
2. Alaska	AK	L	92,351	79,048	2,526	6,690	82,710	70,320
3. Arizona	AZ	L	585,681	697,051	1,060,886	191,623	6,805,695	6,046,267
4. Arkansas	AR	L	268,884	253,492	80,656	45,039	691,756	959,762
5. California	CA	L	18,253,305	20,750,333	11,138,768	12,503,542	73,910,600	76,363,643
6. Colorado	CO	L	1,342,007	1,378,787	588,930	1,367,888	2,981,523	2,200,443
7. Connecticut	CT	L	4,035,981	1,796,355	3,400,846	1,507,090	7,301,483	7,148,097
8. Delaware	DE	L	144,605	12,565		(11)	78,047	79,605
9. District of Columbia	DC	L	95,814	113,311	24,816	1,900	314,736	184,370
10. Florida	FL	L	8,497,235	8,420,133	4,498,409	1,967,991	19,505,792	17,092,426
11. Georgia	GA	L	3,151,852	3,448,726	1,695,186	2,948,157	5,910,815	6,254,576
12. Hawaii	HI	L	6,984	7,815			104,345	34,514
13. Idaho	ID	L	887,839	718,859	1,225,692	1,470,902	3,543,445	4,734,921
14. Illinois	IL	L	2,178,955	1,615,498	2,183,622	1,539,959	16,259,234	15,406,362
15. Indiana	IN	L	661,211	835,054	468,171	166,268	2,874,238	2,438,920
16. Iowa	IA	L	95,630	113,178	18,099	4,595	395,218	259,756
17. Kansas	KS	L	446,961	500,820	113,909	462,474	1,724,422	1,724,927
18. Kentucky	KY	L	703,648	760,972	101,126	37,285	3,264,709	1,731,796
19. Louisiana	LA	L	18,771,394	21,663,444	11,758,231	10,538,293	15,219,520	18,388,747
20. Maine	ME	L	15,739	10,471	(134)	10,728	116,315	50,731
21. Maryland	MD	L	291,053	424,731	195,773	106,895	1,349,970	1,605,292
22. Massachusetts	MA	L	487,458	438,099	109,453	79,213	2,567,869	1,368,910
23. Michigan	MI	L	1,021,835	1,023,538	174,520	770,656	3,976,525	3,728,376
24. Minnesota	MN	L	980,138	1,069,788	532,075	728,564	12,481,445	12,652,232
25. Mississippi	MS	L	464,442	400,161	213,755	184,845	2,104,510	3,156,699
26. Missouri	MO	L	783,826	970,977	545,186	138,843	3,175,050	2,553,167
27. Montana	MT	L	1,241,405	1,446,268	3,179,650	1,249,185	5,644,711	6,442,425
28. Nebraska	NE	L	57,497	45,975	29,481	18,090	317,981	317,760
29. Nevada	NV	L	478,517	489,632	1,085,319	1,115,287	2,136,195	1,070,378
30. New Hampshire	NH	L	266,375	346,202	84,151	82,511	544,703	318,363
31. New Jersey	NJ	L	1,103,429	1,124,530	755,696	64,205	8,747,476	7,767,038
32. New Mexico	NM	L	408,921	502,493	268,440	131,368	3,875,693	3,150,972
33. New York	NY	L	7,457,322	8,551,998	3,109,529	4,665,030	57,005,202	44,844,854
34. North Carolina	NC	L	1,984,899	2,538,008	1,027,741	1,193,538	2,469,209	2,561,860
35. North Dakota	ND	L	88,369	85,459	35,261	4,065	306,240	250,960
36. Ohio	OH	L	498,602	558,086	82,065	1,256,860	7,369,994	3,404,291
37. Oklahoma	OK	L	573,590	532,073	52,346	164,323	2,739,233	2,078,600
38. Oregon	OR	L	3,678,082	4,013,806	1,294,306	1,515,431	68,854,269	147,842,769
39. Pennsylvania	PA	L	3,215,787	3,314,218	2,270,610	2,599,185	10,224,053	8,498,388
40. Rhode Island	RI	L	54,615	61,536		5,000	947,606	265,342
41. South Carolina	SC	L	717,237	747,629	272,760	348,331	2,329,249	2,051,202
42. South Dakota	SD	L	197,136	140,246	96,459	169,754	366,311	403,625
43. Tennessee	TN	L	1,972,933	1,733,739	3,117,062	2,125,532	13,115,280	12,170,753
44. Texas	TX	L	17,288,529	22,545,066	12,439,191	15,333,058	28,815,956	30,152,474
45. Utah	UT	L	526,360	537,643	691,896	623,050	1,933,205	3,840,482
46. Vermont	VT	L	3,525,711	3,391,504	1,910,026	1,648,643	2,798,577	2,930,266
47. Virginia	VA	L	6,003,834	7,130,350	3,982,683	3,288,923	7,984,672	4,202,734
48. Washington	WA	L	9,054,729	10,347,542	3,734,628	4,373,403	36,484,795	26,165,515
49. West Virginia	WV	L	1,003,486	902,548	279,752	1,016,574	590,234	531,749
50. Wisconsin	WI	L	100,064	124,145	271,103	58,018	1,554,384	406,999
51. Wyoming	WY	L	448,156	429,904	36,508	109,248	554,121	699,623
52. American Samoa	AS	N						
53. Guam	GU	L						
54. Puerto Rico	PR	L	183,890	54,391			41,878	15,348
55. U.S. Virgin Islands	VI	L	4,925	250			439	
56. Northern Mariana Islands	MP	N						
57. Canada	CN	N	(300)	152				247,452
58. Aggregate Other Alien	OT	XXX	43,257	89,966			6,780	(76,730)
59. Totals		(a) 54	127,141,554	140,374,541	80,693,964	80,252,373	458,441,345	502,320,841

DETAILS OF WRITE-INS							
5801. Other alien	XXX	43,257	89,966			6,780	(76,730)
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX						
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	43,257	89,966			6,780	(76,730)

(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.

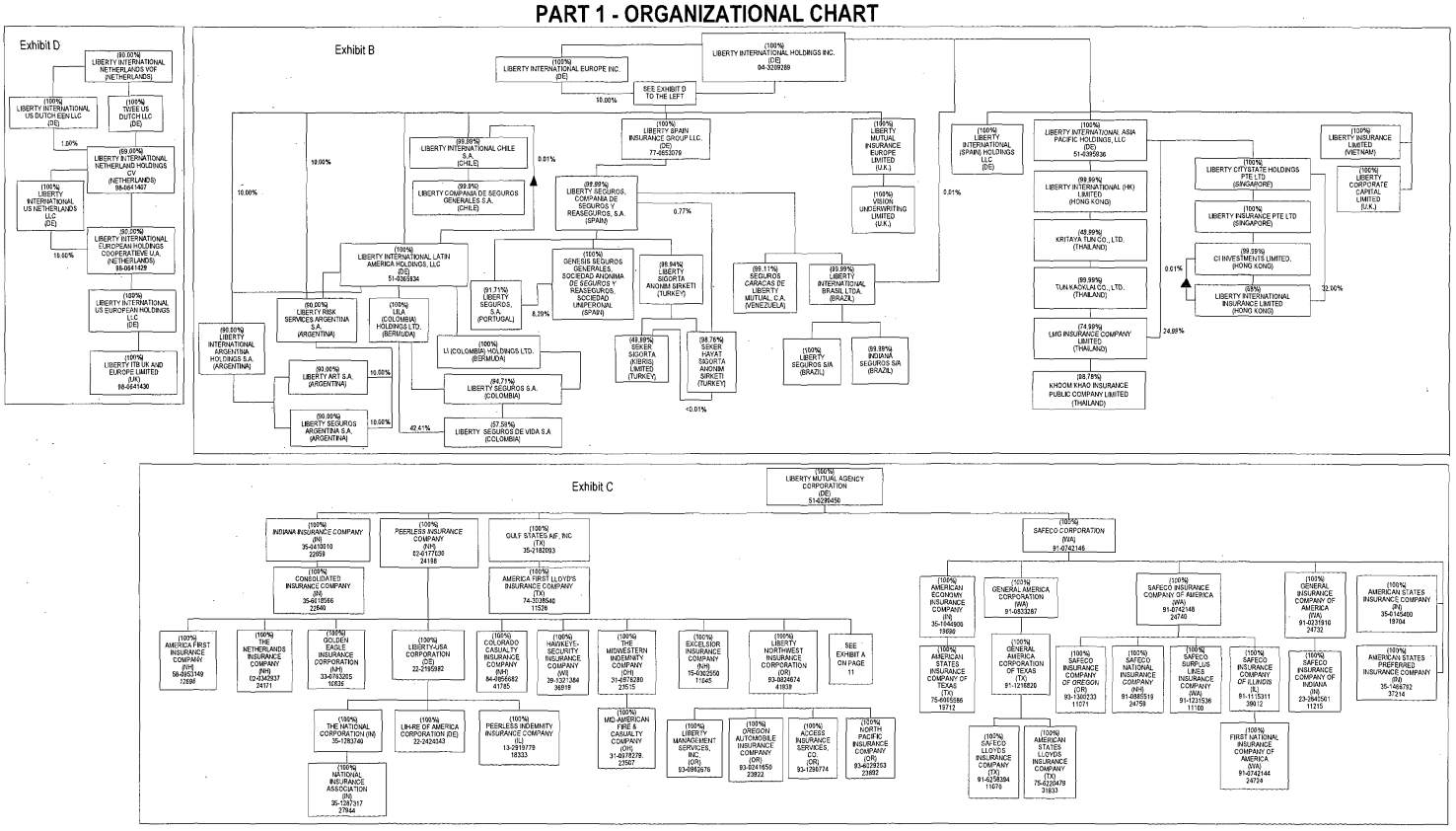
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

PART 1 - ORGANIZATIONAL CHART



PART 1 – LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire	1,813,040	522,514	28.8	135.2
2. Allied lines	1,744,294	283,962	16.3	141.3
3. Farmowners multiple peril		1,688		
4. Homeowners multiple peril	5,754,946	8,865,792	154.1	117.8
5. Commercial multiple peril	26,377,264	20,719,895	78.6	44.4
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	359,249	157,690	43.9	41.2
10. Financial guaranty				
11.1 Medical professional liability-occurrence	406,023	219,928	54.2	47.8
11.2 Medical professional liability-claims made	46,368	22,708	49.0	45.4
12. Earthquake	251,572			
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	1,977,939	1,365,169	69.0	-440.0
17.1 Other liability-occurrence	6,666,208	16,133,571	242.0	1744.7
17.2 Other liability-claims made	9,775,575	9,135,140	93.4	64.5
17.3 Excess Workers' Compensation				
18.1 Products liability-occurrence	175,965	(484,574)	-275.4	82.5
18.2 Products liability-claims made				
19.1, 19.2 Private passenger auto liability	26,924,458	11,326,100	42.1	46.2
19.3, 19.4 Commercial auto liability	25,088,288	9,655,659	38.5	31.4
21. Auto physical damage	25,180,319	14,038,445	55.8	45.9
22. Aircraft (all perils)				
23. Fidelity	12,523	(114,938)	-917.8	6.5
24. Surety	1,259,163	366,118	29.1	-1.8
26. Burglary and theft	3,872	(556)	-14.4	1.1
27. Boiler and machinery	89,928	113,455	126.2	8.8
28. Credit				
29. International				
30. Warranty				
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business				
35. TOTALS	133,906,994	92,327,766	68.9	129.8

DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)				

PART 2 – DIRECT PREMIUMS WRITTEN

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire	823,848	1,859,847	1,753,647
2. Allied lines	647,613	1,567,511	1,564,779
3. Farmowners multiple peril			
4. Homeowners multiple peril	4,002,083	6,908,004	3,823,898
5. Commercial multiple peril	11,394,309	23,286,723	25,295,554
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	152,789	282,566	295,039
10. Financial guaranty			
11.1 Medical professional liability-occurrence	152,388	303,676	257,050
11.2 Medical professional liability-claims made	17,699	49,050	76,340
12. Earthquake	109,537	248,459	280,640
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation	504,988	2,254,730	1,833,978
17.1 Other liability-occurrence	4,041,442	6,875,657	7,315,785
17.2 Other liability-claims made	4,960,911	10,423,001	10,660,484
17.3 Excess Workers' Compensation			
18.1 Products liability-occurrence	109,378	223,446	250,078
18.2 Products liability-claims made			
19.1, 19.2 Private passenger auto liability	11,475,693	24,074,040	29,617,467
19.3, 19.4 Commercial auto liability	12,300,435	24,208,755	28,273,363
21. Auto physical damage	11,048,794	22,908,455	27,282,001
22. Aircraft (all perils)			
23. Fidelity	576	3,379	18,098
24. Surety	859,029	1,572,218	1,676,797
26. Burglary and theft	793	(1,516)	17,475
27. Boiler and machinery	45,465	93,557	82,068
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business			
35. TOTALS	62,647,770	127,141,558	140,374,541

DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2011 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2011 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2011 Loss and LAE Payments (Cols 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss & LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 - 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 - 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2008 + prior	265,909	214,268	480,177	60,643	1,876	62,519	222,700	4,545	186,131	413,376	17,434	(21,716)	(4,282)
2. 2009	92,801	95,051	187,852	29,185	596	29,781	74,900	3,121	74,440	152,461	11,284	(16,894)	(5,610)
3. Subtotals 2009 + prior	358,710	309,319	668,029	89,828	2,472	92,300	297,600	7,666	260,571	565,837	28,718	(38,610)	(9,892)
4. 2010	147,783	189,171	336,954	80,852	9,993	90,845	108,460	10,727	118,251	237,438	41,529	(50,200)	(8,671)
5. Subtotals 2010 + prior	506,493	498,490	1,004,983	170,680	12,465	183,145	406,060	18,393	378,822	803,275	70,247	(88,810)	(18,563)
6. 2011	XXX	XXX	XXX	XXX	160,006	160,006	XXX	91,439	134,193	225,632	XXX	XXX	XXX
7. Totals	506,493	498,490	1,004,983	170,680	172,471	343,151	406,060	109,832	513,015	1,028,907	70,247	(88,810)	(18,563)

8. Prior Year-End Surplus As Regards Policyholders 409,611

	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. 13.869	2. -17.816	3. -1.847

Col. 13, Line 7 / Line 8

4. -4.532

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

The Trusteed Surplus Statement is not required as the Company is a U.S. insurer.

Medicare Part D Coverage Supplement is not required as the Company does not provide prescription drug coverage.

Bar Code:

24732201149000020

24732201136500020

OVERFLOW PAGE FOR WRITE-INS

Page 3 - Continuation

REMAINING WRITE-INS AGGREGATED AT LINE 25 FOR LIABILITIES	1 Current Statement Date	2 December 31, Prior Year
2504. Amounts held under uninsured plans	495,747	989,992
2505. Private passenger auto escrow		98,460
2597. Totals (Lines 2504 through 2596) (Page 3, Line 2598)	495,747	1,088,452

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	39,652,419	15,660,130
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	1,737,899	24,505,074
2.2 Additional investment made after acquisition	106,418	210,511
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		(30,196)
7. Deduct amounts received on disposals	547,816	693,100
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	40,948,920	39,652,419
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	40,948,920	39,652,419
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	40,948,920	39,652,419

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	126,866	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		126,866
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	3,637	
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	130,503	126,866
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	130,503	126,866

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,573,224,621	1,737,764,907
2. Cost of bonds and stocks acquired	196,603,468	682,881,724
3. Accrual of discount	858,580	2,104,976
4. Unrealized valuation increase (decrease)	4,397,222	2,998,690
5. Total gain (loss) on disposals	3,515,947	17,175,999
6. Deduct consideration for bonds and stocks disposed of	198,427,634	855,666,358
7. Deduct amortization of premium	3,693,842	10,438,199
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	3,115,011	3,597,118
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	1,573,363,351	1,573,224,621
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,573,363,351	1,573,224,621

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	1,129,378,426	151,501,474	189,627,133	(20,936,747)	1,129,378,426	1,070,316,020		1,093,650,850
2. Class 2 (a)	255,580,553	9,403,691	4,202,179	8,478,230	255,580,553	269,260,295		257,261,786
3. Class 3 (a)	75,663,484	16,840,272	25,663,969	(1,756,242)	75,663,484	65,083,545		107,048,009
4. Class 4 (a)	91,533,076	25,499,564	19,072,621	(1,699,278)	91,533,076	96,260,741		76,355,534
5. Class 5 (a)	1,887,337		48,807	4,995,333	1,887,337	6,833,863		4,636,256
6. Class 6 (a)	215,791		151,072	9,902,347	215,791	9,967,066		705,849
7. Total Bonds	1,554,258,667	203,245,001	238,765,781	(1,016,357)	1,554,258,667	1,517,721,530		1,539,658,284
PREFERRED STOCK								
8. Class 1	8,687,200			171,920	8,687,200	8,859,120		13,754,650
9. Class 2	5,126,550			(251,550)	5,126,550	4,875,000		
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	13,813,750			(79,630)	13,813,750	13,734,120		13,754,650
15. Total Bonds & Preferred Stock	1,568,072,417	203,245,001	238,765,781	(1,095,987)	1,568,072,417	1,531,455,650		1,553,412,934

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated, short-term and cash-equivalent bonds by NAIC designation:
NAIC 1 $ 50,749,071; NAIC 2 $ 0; NAIC 3 $ 0; NAIC 4 $ 0; NAIC 5 $ 0; NAIC 6 $ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	47,205,583	X X X	47,205,583	9,267	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	18,108,887	81,931,587
2. Cost of short-term investments acquired	309,091,674	914,052,192
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	279,994,978	977,874,892
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	47,205,583	18,108,887
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	47,205,583	18,108,887

NONE Schedule DB - Part A and B Verification

NONE Schedule DB - Part C - Section 1

NONE Schedule DB - Part C - Section 2

NONE Schedule DB - Verification

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	22,087,918	6,134,852
2. Cost of cash equivalents acquired	23,179,995	41,916,656
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	41,724,424	25,963,590
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	3,543,489	22,087,918
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	3,543,489	22,087,918

NONE Schedule A - Part 2 and 3

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3					Additional	
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	Actual Cost at Time of Acquisition	Investment Made After Acquisitions	Value of Land and Buildings
B1021402	ALHAMBRA	CA		05/18/2011	5.875	11,328		15,130
B1030702	ANTELOPE	CA		06/09/2011	5.750	13,930		18,915
B1022405	ARLINGTON HEIGHTS	IL		06/09/2011	5.750	29,850		44,079
B1031802	ASHLAND	VA		06/09/2011	5.500	13,681		24,129
B1031402	ASPEN	CO		06/09/2011	6.000	84,575		112,903
B1022202	ATLANTA	GA		05/18/2011	5.875	9,600		18,768
B1031701	ATLANTA	GA		06/09/2011	5.625	6,965		10,527
B1021702	AUSTIN	TX		06/09/2011	6.375	16,915		25,373
B1031102	BEAVERTON	OR		05/18/2011	6.250	28,560		38,515
B0032512	BEDFORD PARK	IL		05/20/2011	6.250		27,747	65,170
B1022203	BRIGHTON	MI		06/09/2011	6.750	17,413		23,422
B1030405	BURBANK	CA		06/09/2011	6.250	12,438		59,571
B1031104	BURIEN	WA		06/09/2011	6.250	5,672		7,612
B1031603	BURIEN	WA		06/09/2011	6.250	4,975		7,751
B0032511	CHICAGO	IL		05/20/2011	6.250		27,073	101,057
B1030107	CHICAGO	IL		06/09/2011	6.500	19,900		26,567
B1020705	COLUMBIA	SC		05/18/2011	6.375	28,800		38,515
B1020410	CONROE	TX		05/18/2011	5.875	26,880		40,627
B0122201	DALLAS	TX		05/18/2011	6.375	14,400		19,603
B1021401	DALLAS	TX		06/09/2011	5.375	34,328		53,849
B1021807	DALLAS	TX		06/09/2011	6.000	4,975		6,686
B1022302	DAYTON	OH		05/18/2011	6.250	11,520		19,210
B1030103	DENVER	CO		05/18/2011	6.625	3,120		4,310
B1030104	DENVER	CO		05/18/2011	5.750	19,200		25,776
B1030105	DENVER	CO		05/18/2011	6.625	9,120		12,326
B1030106	DENVER	CO		05/18/2011	6.625	16,080		21,466
B1030403	EL MIRAGE	AZ		06/09/2011	6.250	13,930		19,353
B1030102	EL PASO	TX		06/09/2011	6.375	13,433		21,194
B1020702	EL PASO	TX		05/18/2011	6.125	5,664		7,670
B1020706	EL PASO	TX		05/18/2011	6.125	11,280		16,022
B1020301	EL PASO	TX		05/18/2011	6.125	9,840		13,488
B1012002	ELON	NC		06/09/2011	6.250	27,363		42,566
B1012003	ELON	NC		06/09/2011	6.250	21,890		33,989
B1030206	FAIRFIELD	AL		06/09/2011	5.875	4,172		5,950
B1030701	FORT MEYERS	FL		06/09/2011	6.750	10,448		14,268
B1031003	FREMONT	CA		06/09/2011	5.375	29,850		51,073
B1021806	FRISCO	TX		06/09/2011	6.000	16,915		22,656

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3				Actual Cost	Additional Investment	
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	at Time of Acquisition	Made After Acquisitions	Value of Land and Buildings
B1012006	GERMANTOWN	MD		05/18/2011	6.000	57,600		76,867
B1022803	HENDERSON	NV		05/18/2011	6.625	7,440		10,022
B1030301	HILLSBORO	OR		05/18/2011	5.375	8,640		15,350
B1021504	HOLLY HILL	SC		05/18/2011	6.250	5,856		9,226
B1030401	HOPE MILLS	NC		06/09/2011	6.125	49,750		79,570
B1021006	HOUSTON	TX		05/18/2011	6.000	45,120		60,413
B1021701	HOUSTON	TX		06/09/2011	6.375	17,910		26,298
B1013101	HOUSTON	TX		05/18/2011	6.000	16,560		22,128
B1031501	HOUSTON	TX		06/09/2011	6.500	15,920		22,587
B1022204	INDIO	CA		06/09/2011	5.875	7,463		11,283
B1022407	INDIO	CA		06/09/2011	6.000	27,860		39,900
B1022805	JEFFERSONVILLE	IN		06/09/2011	6.625	4,229		7,313
B1011403	KISSIMMEE	FL		05/18/2011	6.500	14,544		20,899
B1021004	LAREDO	TX		05/18/2011	5.750	23,328		31,728
B1022401	LAS VEGAS	NV		05/18/2011	6.250	10,080		16,627
B1041901	LAWRENCEVILLE	GA		06/09/2011	5.500	26,865		40,407
B1030303	LENEXA	KS		06/09/2011	5.625	26,865		36,546
B1012102	LONG BEACH	CA		05/18/2011	6.000	15,360		22,819
B1021803	LOS ANGELES	CA		06/09/2011	5.750	7,463		10,099
B1021008	LOS ANGELES	CA		05/18/2011	6.000	13,440		53,155
B1030202	LOS ANGELES	CA		06/09/2011	6.000	11,940		25,293
B0042601	MADISON HEIGHTS	VA		05/18/2011	7.000	7,325		10,454
B1032801	MESA	AZ		06/09/2011	6.000	19,900		26,536
B10328013	MESA	AZ		06/09/2011	6.000	1,493		1,990
B1022804	MOUNT PROSPECT	IL		05/18/2011	6.000	21,600		36,826
B1030806	NAPA	CA		06/09/2011	6.000	12,935		20,646
B1030703	NEWBERG	OR		06/09/2011	6.625	14,925		19,950
B1030205	NEWPORT BEACH	CA		05/18/2011	5.625	15,360		20,544
B0121701	NIAGARA FALLS	NY		05/18/2011	6.750	9,600		13,747
B1022205	OKLAHOMA CITY	OK		05/18/2011	6.500	5,376		7,421
B1022406	ORLAND PARK	IL		06/09/2011	5.750	19,900		26,547
B1021501	PANAMA CITY BEACH	FL		05/18/2011	6.375	11,760		15,725
B1031601	PASO ROBLES	CA		06/09/2011	5.875	19,900		26,616
B1020108	PEORIA	AZ		05/18/2011	5.625	15,360		20,602
B1022304	PLAINFIELD	IL		06/09/2011	6.500	12,935		20,208
B0120808	RALEIGH	NC		05/18/2011	5.875	5,040		7,670
B0120810	RALEIGH	NC		05/18/2011	5.875	4,080		6,086
B1030404	REDLANDS	CA		06/09/2011	6.250	24,626		33,253

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3				Actual Cost	Additional Investment	
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	at Time of Acquisition	Made After Acquisitions	Value of Land and Buildings
B1021502	RENO	NV		05/18/2011	6.000	6,336		8,822
B1020801	RICHMOND	VA		05/18/2011	6.000	19,200		35,011
B1031005	RICHMOND	VA		06/09/2011	5.625	11,194		15,064
B1020804	RIVERSIDE	CA		05/18/2011	6.250	8,544		12,960
B1020703	ROCKLIN	CA		06/09/2011	5.875	21,890		41,770
B1020701	ROME	GA		05/18/2011	5.750	43,200		58,195
B1021805	ROSEMEAD	CA		06/09/2011	6.000	35,820		48,357
B1031702	SACRAMENTO	CA		06/09/2011	6.125	5,473		8,099
B1012701	SAN ANTONIO	TX		05/18/2011	6.000	24,000		34,234
B1030803	SAN ANTONIO	TX		05/18/2011	6.125	8,112		10,992
B1033005	SAN CLEMENTE	CA		06/09/2011	6.125	13,283		18,298
B1020802	SAN DIEGO	CA		05/18/2011	5.500	6,288		19,363
B1020407	SAN DIEGO	CA		05/18/2011	6.125	5,760		15,965
B1010301	SAN DIEGO	CA		05/18/2011	6.000	11,280		17,885
B1030201	SAN DIEGO	CA		06/09/2011	6.250	39,104		52,208
B1020406	SAN FRANCISCO	CA		05/18/2011	6.375	7,200		14,198
B1021801	SAN JOSE	CA		05/18/2011	6.000	9,600		12,864
B1032501	SAN JUAN CAPISTRANO	CA		06/09/2011	6.000	9,453		12,736
B1021001	SAND CITY	CA		06/09/2011	5.500	15,044		20,159
B0042706	SHAWSVILLE	VA		05/18/2011	7.000	8,400		12,029
B1022303	SIMI VALLEY	CA		05/18/2011	5.875	12,768		20,486
B1021804	SOQUEL	CA		06/09/2011	6.250	5,622		7,791
B1020901	SOUTHFIELD	MI		05/18/2011	6.250	7,200		12,845
B1031401	SPRING	TX		06/09/2011	6.625	8,458		14,537
B1040604	STEVENSON RANCH	CA		06/09/2011	6.125	11,940		18,557
B1020803	STOCKTON	CA		06/09/2011	6.250	10,945		17,641
B1031801	STURGIS	MI		06/09/2011	6.500	28,855		38,636
B1020405	SUNNYVALE	CA		05/18/2011	5.875	5,088		8,630
B1032201	TALLAHASSEE	FL		06/09/2011	6.500	19,900		26,706
B1021105	TEMECULA	CA		05/18/2011	6.000	11,520		18,048
B1020102	TEMPE	AZ		05/18/2011	6.125	13,440		24,067
B1020201	THOUSAND OAKS	CA		05/18/2011	5.375	5,760		19,565
B1040106	THOUSAND PALMS	CA		06/09/2011	5.500	6,617		8,875
B1030901	TUCSON	AZ		05/18/2011	6.375	6,432		12,067
B1022802	VICTORVILLE	CA		06/09/2011	6.000	20,895		29,561
B1012705	YUCCA VALLEY	CA		05/18/2011	6.625	7,920		10,560
0599999 Mortgages in good standing - Commercial mortgages - all other				X X X	X X X	1,737,899	54,820	2,801,218

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3					Additional	
					Rate of	Actual Cost	Investment	
Loan Number	City	State	Loan Type	Date Acquired	Interest	at Time of Acquisition	Made After Acquisitions	Value of Land and Buildings
0899999 Total Mortgages in good standing				XXX	XXX	1,737,899	54,820	2,801,218
3399999 Totals				XXX	XXX	1,737,899	54,820	2,801,218

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				*Book Value/* Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	*Book Value/* Recorded Investment Excluding Accrued Interest				
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
A9021303	ADDISON	TX		04/07/2009		85							85	85			
A9030503	ALBANY	OR		04/24/2009		250							250	250			
B0060403	ALBUQUERQUE	NM		07/30/2010		525							525	525			
A9040103	ALBUQUERQUE	NM		06/09/2009		284							284	284			
A9040105	ALBUQUERQUE	NM		06/09/2009		194							194	194			
B0040504	ALBUQUERQUE	NM		10/31/2001		62							62	62			
B0040505	ALBUQUERQUE	NM		06/04/2010		34							34	34			
B0040506	ALBUQUERQUE	NM		06/04/2010		140							140	140			
B0050701	ALBUQUERQUE	NM		07/15/2010		106							106	106			
A9042201	ALGONA	WA		06/12/2009		1,564							1,564	1,564			
A8112501	ALHAMBRA	CA		01/30/2009		949							949	949			
B1021402	ALHAMBRA	CA		05/18/2011		17							17	17			
A9082701	ALOHA	OR		10/15/2009		325							325	325			
B0031802	ALPHARETTA	GA		07/12/2001		241							241	241			
A9022301	ALPHARETTA	GA		04/23/2009		231							231	231			
B0021904	AMARILLO	TX		03/04/2010		49							49	49			
B0071605	AMELIA	OH		09/28/2010		161							161	161			
B0032507	ANAHEIM	CA		06/01/2010		120							120	120			
A9061609	ANSON	TX		07/30/2009		78							78	78			
A9030422	APPLE VALLEY	CA		05/18/2009		162							162	162			
B0031701	ARCOLA	TX		05/20/2010		44							44	44			
A9122102	ARLINGTON	TX		02/16/2010		178							178	178			
A9080501	ARLINGTON	TX		09/30/2009		58							58	58			
A9040801	ARLINGTON	TX		05/29/2009		53							53	53			
A9031301	ARLINGTON	TX		06/18/2009		316							316	316			
B0061004	ARLINGTON	TX		08/20/2010		103							103	103			
B0050601	ARMA	KS		05/20/2010		33							33	33			
A9042707	ATASCADERO	CA		06/30/2009		301							301	301			
B0090801	ATHENS	GA		11/18/2010		127							127	127			
B0090802	ATHENS	GA		11/18/2010		116							116	116			
B1022202	ATLANTA	GA		05/18/2011		14							14	14			
B0072201	ATLANTA	GA		09/28/2010		642							642	642			
A9081801	ATLANTA	GA		11/10/2009		375							375	375			
B0051102	ATLANTA	GA		06/30/2010		64							64	64			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9081902	AUBURN	KS		09/17/2009		26							26	26			
A9101604	AUBURN	WA		12/30/2009		1,191							1,191	1,191			
B0060703	AUBURN	WA		08/18/2010		480							480	480			
A9031304	AUBURN MILLS	MI		04/30/2009		71							71	71			
A8121508	AUGUSTA	GA		02/25/2009		281							281	281			
B0052102	AUSTIN	TX		07/28/2010		157							157	157			
A9040705	AUSTIN	TX		07/10/2009		197							197	197			
A9122105	AUSTIN	TX		01/20/2000		86							86	86			
B0031003	BAKERSFIELD	CA		08/11/2010		187							187	187			
B0040803	BAKERSFIELD	CA		09/11/2003		118							118	118			
A9101304	BALDWIN PARK	CA		12/16/2009		178							178	178			
B0021901	BASEHOR	KS		03/04/2010		52							52	52			
B0032604	BEAUMONT	TX		06/08/2010		135							135	135			
B0070901	BEAUMONT	TX		09/14/2010		389							389	389			
B0081012	BEAVERCREEK	OH		11/20/2000		501							501	501			
B0032603	BEAVERTON	OR		06/18/2010		96							96	96			
B0062502	BEAVERTON	OR		08/13/2010		160							160	160			
B1031102	BEAVERTON	OR		05/18/2011		60							60	60			
B0032512	BEDFORD PARK	IL		07/19/2010		204							204	204			
A9081811	BELLFLOWER	CA		10/20/2009		307							307	307			
A9030602	BELLINGHAM	WA		04/29/2009		124							124	124			
B0063001	BEND	OR		09/10/2010		301							301	301			
A9030407	BERKELEY	CA		05/26/2009		552							552	552			
A9112002	BERKELEY	CA		03/18/2010		67							67	67			
B0072610	BETHPAGE	NY		11/10/2010		410							410	410			
A9031103	BLOOMINGTON	MN		05/13/2009		200							200	200			
B0010701	BLOSSOM	TX		01/21/2010		26							26	26			
B0030901	BLUE SPRINGS	MO		05/04/2010		208							208	208			
B0071410	BOCA RATON	FL		09/29/2010		645							645	645			
B0011903	BOERNE	TX		02/17/2000		41							41	41			
A9122202	BOISE	ID		03/12/2010		113							113	113			
A8111102	BOISE	ID		01/20/2009		59							59	59			
A9092502	BOLINGBROOK	IL		12/15/2009		650							650	650			
A9061604	BORGER	TX		07/30/2009		76							76	76			
B0030502	BOSTON	MA		05/14/2010		261							261	261			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9111702	BOUNTIFUL	UT		01/15/2010		48							48	48			
B0051302	BOWMANSVILLE	NY		07/26/2010		398							398	398			
B0071504	BREA	CA		10/01/2010		664							664	664			
A8121505	BROCKTON	MA		01/29/2009		465							465	465			
B0090103	BRONX	NY		11/23/2010		191							191	191			
B0090104	BRONX	NY		11/23/2010		191							191	191			
A9032001	BRONX	NY		06/16/2009		103							103	103			
A9102702	BROOKSHIRE	TX		11/24/2009		41							41	41			
B0062506	BROWNSBURG	IN		09/28/2010		743							743	743			
A9061101	BRYAN	TX		07/01/2009		76							76	76			
A9032102	BULLARD	TX		05/21/2009		113							113	113			
B0071411	BURBANK	CA		10/07/2010		268							268	268			
B0062902	BURBANK	CA		09/02/2010		193							193	193			
A9021701	BURBANK	CA		04/01/2009		182							182	182			
B0052004	BURLINGTON	KS		07/01/2010		33							33	33			
A9021905	BURLINGTON	WA		04/15/2009		161							161	161			
A9060801	BURLINGTON	WA		07/31/2009		311							311	311			
B0090102	BYRAM	MS		11/10/2010		170							170	170			
A9091703	CALERA	OK		11/24/2009		27							27	27			
B0071203	CAMERON	NC		09/23/2010		386							386	386			
B0072306	CAMPBELL	CA		10/19/2010		454							454	454			
A9102004	CANOGA PARK	CA		12/31/2009		565							565	565			
B0042301	CANOGA PARK	CA		03/23/2000		298							298	298			
B0012502	CANTON	TX		02/11/2010		103							103	103			
B0021905	CANYON LAKE	TX		03/18/2010		67							67	67			
B0032503	CAPE CORAL	FL		07/23/2010		457							457	457			
B0082401	CARROLLTON	TX		11/01/2010		115							115	115			
A9102302	CARSON	CA		12/23/2009		622							622	622			
B0061405	CARSON	CA		08/31/2010		602							602	602			
B0030101	CARY	NC		05/07/2010		153							153	153			
B0072001	CASTLE ROCK	CO		09/30/2010		229							229	229			
B0071302	CATHEDRAL CITY	CA		09/08/2010		385							385	385			
B0081002	CEDAR HILL	TX		08/20/2010		119							119	119			
A9062501	CENTEREACH	NY		08/25/2009		446							446	446			
B0011102	CENTRALIA	WA		03/18/2010		124							124	124			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9042402	CHANDLER	AZ		07/17/2009		272							272	272			
A9091401	CHANDLER	AZ		11/20/2009		791							791	791			
A9111302	CHANDLER	AZ		12/29/2009		442							442	442			
B0042803	CHANDLER	AZ		06/30/2010		110							110	110			
B0061731	CHANHASSEN	MN		08/31/2010		323							323	323			
A9042403	CHARLESTON	SC		08/28/2009		325							325	325			
B0052006	CHARLOTTE	NC		08/12/2010		323							323	323			
B0072601	CHARLOTTE	NC		10/27/2010		1,607							1,607	1,607			
B0071207	CHATSWORTH	CA		11/15/2010		133							133	133			
B0063003	CHATSWORTH	CA		10/29/2010		226							226	226			
B0051205	CHATSWORTH	CA		07/27/2010		197							197	197			
B0080606	CHATSWORTH	CA		01/17/2001		91							91	91			
A9120803	CHATSWORTH	CA		02/05/2010		118							118	118			
B0012601	CHENEY	KS		02/18/2010		46							46	46			
A8122302	CHESAPEAKE	VA		02/26/2009		410							410	410			
B0032513	CHICAGO	IL		07/19/2010		217							217	217			
B0032511	CHICAGO	IL		07/19/2010		201							201	201			
B0051204	CHICAGO	IL		09/29/2010		468							468	468			
A9061701	CHICAGO	IL		09/03/2009		703							703	703			
B0060404	CHICAGO	IL		08/19/2010		183							183	183			
B0060802	CHICAGO	IL		09/30/2010		309							309	309			
B0020902	CHICO	CA		04/12/2010		82							82	82			
B0082001	CHICO	CA		10/26/2010		516							516	516			
A9030416	CHULA VISTA	CA		04/29/2009		94							94	94			
A9030306	CHULA VISTA	CA		04/23/2009		213							213	213			
A8111801	CHULA VISTA	CA		01/20/2009		85							85	85			
A9111801	CINCINNATI	OH		01/29/2010		195							195	195			
B0042103	CINCINNATI	OH		08/02/2010		543							543	543			
A9061105	CISCO	TX		08/04/2009		68							68	68			
A9030408	CITY OF COMMERCE	CA		04/29/2009		85							85	85			
B0041903	CLACKAMAS	OR		06/21/2010		208							208	208			
B0061101	CLARKSVILLE	TN		08/26/2010		334							334	334			
B0012903	CLAYTON	NC		03/30/2010		273							273	273			
A9113007	CLEARFIELD	UT		02/11/2010		40							40	40			
B0072303	CLEARLAKE	CA		10/12/2010		365							365	365			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9111902	CLEVELAND	OH		09/29/1999		122							122	122			
A9042401	CLEVELAND	OH		06/29/2009		686							686	686			
A9090201	CLEVELAND	OH		12/30/2009		633							633	633			
A8110504	CLEVELAND	TX		02/09/2009		283							283	283			
A9070701	CLINTON TOWNSHIP	MI		11/25/2009		185							185	185			
B0052502	COLLEGE PARK	GA		07/29/2010		492							492	492			
B0090310	COLLEGE PARK	GA		11/30/2010		169							169	169			
A9072101	COLORADO SPRINGS	CO		08/28/2009		795							795	795			
B0071903	COLUMBIA	MD		10/10/2000		683							683	683			
B0080902	COLUMBIA	SC		11/17/2010		99							99	99			
B1020705	COLUMBIA	SC		05/18/2011		39							39	39			
A9051301	COLUMBUS	OH		07/31/2009		425							425	425			
A9042404	COLUMBUS	OH		07/14/2009		243							243	243			
A9061106	COMANCHE	TX		07/21/2009		81							81	81			
A9111901	COMMERCE	GA		12/30/2009		575							575	575			
B0030402	COMMERCE CITY	CO		04/22/2010		86							86	86			
B0051206	CONCORD	CA		07/21/2010		835							835	835			
B0042705	CONCORD	VA		05/20/2010		40							40	40			
A9042803	CONROE	TX		08/25/2009		74							74	74			
A9042307	CONROE	TX		06/25/2009		494							494	494			
A9042308	CONROE	TX		06/25/2009		792							792	792			
A9030412	CONROE	TX		05/21/2009		176							176	176			
B1020410	CONROE	TX		05/18/2011		40							40	40			
B0051304	CORAL SPRINGS	FL		06/30/2010		123							123	123			
A9022705	CORONA	CA		04/28/2009		582							582	582			
A8112505	CORONA	CA		01/29/2009		100							100	100			
A9040907	CORONA	CA		06/12/2009		722							722	722			
A9041301	CORONA	CA		06/11/2009		134							134	134			
B0021106	CORONA	CA		04/08/2010		124							124	124			
B0082503	CORPUS CHRISTI	TX		11/22/2010		117							117	117			
B0090207	CORVALLIS	OR		11/30/2010		762							762	762			
A9022401	COSTA MESA	CA		04/09/2009		77							77	77			
B0072907	COSTA MESA	CA		09/11/2003		162							162	162			
A9073005	COTTONWOOD FALL	KS		09/17/2009		28							28	28			
A8112506	COVINA	CA		01/29/2009		80							80	80			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0061109	CULVER CITY	CA		06/20/2001		270							270	270			
B0012901	CUYAHOGA FALLS	OH		06/30/2010		147							147	147			
B0061105	CYPRESS	TX		08/02/2010		258							258	258			
B0031001	CYPRESS	TX		05/20/2010		181							181	181			
B0042702	DALLAS	TX		07/01/2010		216							216	216			
A9102002	DALLAS	TX		12/30/2009		130							130	130			
A9021001	DALLAS	TX		03/31/2009		594							594	594			
B0122201	DALLAS	TX		05/18/2011		20							20	20			
A8103002	DAYTON	OH		01/23/2009		260							260	260			
B1022302	DAYTON	OH		05/18/2011		39							39	39			
B0022204	DECATUR	GA		04/29/2010		46							46	46			
A9081802	DECATUR	GA		11/10/2009		141							141	141			
A9081803	DECATUR	GA		11/10/2009		457							457	457			
A9081809	DECATUR	GA		11/10/2009		121							121	121			
B0072901	DECATUR	GA		11/15/2010		153							153	153			
B0070202	DECATUR	GA		08/26/2010		125							125	125			
A9061103	DELEON	TX		07/21/2009		82							82	82			
B0062903	DENVER	CO		08/17/2010		323							323	323			
B1030103	DENVER	CO		05/18/2011		4							4	4			
B1030104	DENVER	CO		05/18/2011		29							29	29			
B1030105	DENVER	CO		05/18/2011		12							12	12			
B1030106	DENVER	CO		05/18/2011		21							21	21			
B0060702	DEPTFORD	NJ		08/18/2010		745							745	745			
B0043001	DESOTO	TX		06/24/2010		71							71	71			
B0020101	DETROIT	MI		03/31/2010		306							306	306			
B0020102	DETROIT	MI		03/31/2010		80							80	80			
B0090304	DINUBA	CA		11/10/2010		51							51	51			
B0010705	DORAVILLE	GA		03/05/2010		76							76	76			
B0072611	DOWNEY	CA		11/23/2010		376							376	376			
B0032902	DURHAM	NC		06/01/2010		219							219	219			
A9030404	DURHAM	NC		05/21/2009		282							282	282			
A9032103	EAST BERNARD	TX		05/21/2009		108							108	108			
A9101601	EDMOND	OK		10/30/2009		330							330	330			
B0031801	EDWARDSVILLE	KS		05/06/2010		37							37	37			
B0072904	EL CAJON	CA		10/01/2010		1,485							1,485	1,485			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0080204	EL CAJON	CA		06/06/2001		91							91	91			
A9030305	EL CAJON	CA		04/23/2009		72							72	72			
B0042902	EL CAJON	CA		06/30/2010		113							113	113			
A9122101	EL CAJON	CA		02/11/2010		130							130	130			
A9101401	EL CAJON	CA		01/06/2000		670							670	670			
B0042302	EL CENTRO	CA		06/30/2010		87							87	87			
A9040101	EL PASO	TX		06/09/2009		110							110	110			
A9040701	EL PASO	TX		06/30/2009		637							637	637			
B0020904	EL PASO	TX		03/31/2010		53							53	53			
B1020702	EL PASO	TX		05/18/2011		19							19	19			
B1020706	EL PASO	TX		05/18/2011		38							38	38			
B1020301	EL PASO	TX		05/18/2011		33							33	33			
B0060202	EL PASO	TX		08/05/2010		194							194	194			
B0011201	ELGIN	IL		02/26/2010		97							97	97			
B0061006	ELK GROVE	CA		08/20/2010		157							157	157			
A9101302	ELMHURST	IL		12/29/2009		1,003							1,003	1,003			
A9073003	ERIE	KS		08/31/2009		26							26	26			
B0021105	ESCONDIDO	CA		03/30/2010		513							513	513			
A9040805	ESCONDIDO	CA		05/28/2009		81							81	81			
B0060103	EVANS	GA		08/31/2010		462							462	462			
B0070702	EVANSVILLE	IN		09/29/2010		378							378	378			
B0020503	EVERETT	WA		03/31/2010		38							38	38			
A9111101	EVERETT	WA		01/29/2010		316							316	316			
A9050801	EVERETT	WA		07/01/2009		1,311							1,311	1,311			
B0061730	EXCELSIOR	MN		08/26/2010		235							235	235			
B0062201	FAIR OAKS	CA		08/24/2010		282							282	282			
A8121509	FAIRFIELD	OH		02/25/2009		299							299	299			
B0030503	FAIRHAVEN	MA		05/10/2010		189							189	189			
B0062202	FAIRWAY	KS		08/31/2010		483							483	483			
A9082401	FARMERS BRANCH	TX		10/30/2009		1,134							1,134	1,134			
A9021002	FARMINGTON HILLS	MI		03/31/2009		648							648	648			
B0072004	FAYETTEVILLE	NC		10/19/2010		306							306	306			
B0052807	FLORENCE	AL		07/30/2010		270							270	270			
B0082504	FORT WAYNE	IN		11/30/2010		286							286	286			
A9022709	FORT WAYNE	IN		04/30/2009		892							892	892			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

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	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9061606	FORT WORTH	TX		03/23/2010		77							77	77			
A8121510	FORT WORTH	TX		02/25/2009		217							217	217			
B0043002	FORT WORTH	TX		07/15/2010		219							219	219			
B0061003	FORT WORTH	TX		08/20/2010		126							126	126			
B0072304	FORT WORTH	TX		11/17/2010		358							358	358			
B0090703	FORT WORTH	TX		11/12/2010		136							136	136			
B0030904	FOSTER CITY	CA		05/10/2010		80							80	80			
B0072903	FREDERICK	CO		10/20/2010		485							485	485			
B0052802	FRESNO	CA		07/09/2010		188							188	188			
B0072307	FRESNO	CA		10/19/2010		160							160	160			
B0042104	FRESNO	CA		06/25/2010		45							45	45			
B0051007	FRESNO	CA		08/02/2010		366							366	366			
A8121001	FRESNO	CA		03/05/2009		189							189	189			
B0012501	FT. WORTH	TX		03/18/2010		61							61	61			
A9090403	FULLERTON	CA		10/30/2009		261							261	261			
A9091702	GARDEN CITY	KS		10/20/2009		28							28	28			
A8122301	GARDEN GROVE	CA		03/10/2009		38							38	38			
A8121511	GARLAND	TX		02/25/2009		289							289	289			
B0062901	GATLINBURG	TN		08/16/2010		456							456	456			
A9071401	GENEVA	IL		09/30/2009		1,305							1,305	1,305			
B1012006	GERMANTOWN	MD		05/18/2011		83							83	83			
A9051401	GILBERT	AZ		07/16/2009		165							165	165			
A9031206	GILBERT	AZ		05/29/2009		289							289	289			
A9032106	GLADEWATER	TX		08/06/2009		75							75	75			
A9031701	GLEN BURNIE	MD		05/21/2009		377							377	377			
A9090401	GLEN ROSE	TX		10/06/2009		44							44	44			
B0040510	GLENDALE	AZ		06/10/2010		139							139	139			
A8121601	GLENDALE	CA		01/14/2009		251							251	251			
A8121602	GLENDALE	CA		01/14/2009		116							116	116			
A9030301	GLENDORA	CA		04/30/2009		275							275	275			
B0030404	GOODYEAR	AZ		04/28/2010		121							121	121			
B0042801	GOSHEN	VA		06/17/2010		40							40	40			
A9121001	GRANGER	IN		02/26/2010		135							135	135			
B0080603	GRANITE BAY	CA		10/07/2010		159							159	159			
B0042703	GRANVILLE	ID		06/24/2010		134							134	134			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain	Realized Gain	Total Gain
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	(Loss) on Disposal	(Loss) on Disposal	(Loss) on Disposal
B0031703	GRAPE CREEK	TX		04/01/2010		47							47	47			
A8110403	GREECE	NY		01/20/2009		482							482	482			
B0072605	GREENSBORO	NC		10/27/2010		645							645	645			
B0032901	GREENSBORO	NC		07/22/2010		370							370	370			
B0032201	GREENVILLE	SC		05/26/2010		135							135	135			
B0052003	GRESHAM	OR		07/26/2010		181							181	181			
A9042004	HAINES CITY	FL		06/30/2009		177							177	177			
A9062201	HAMILTON	TX		08/27/2009		81							81	81			
A9081805	HAPEVILLE	GA		11/10/2009		148							148	148			
B0062301	HAPPY VALLEY	OR		09/08/2010		458							458	458			
B0010702	HARDIN	TX		01/21/2010		27							27	27			
A9073001	HARPER	KS		08/27/2009		29							29	29			
A9091704	HARTSHORNE	OK		10/06/2009		30							30	30			
B0032505	HATTIESBURG	MS		05/28/2010		106							106	106			
B0032506	HATTIESBURG	MS		05/28/2010		188							188	188			
B0072006	HAWTHORNE	CA		08/19/2010		927							927	927			
B0030301	HAWTHORNE	CA		05/14/2010		121							121	121			
A9022702	HENDERSON	NV		05/14/2009		169							169	169			
B1022803	HENDERSON	NV		05/18/2011		10							10	10			
B0081104	HIGHLAND	CA		11/30/2010		252							252	252			
B0060101	HIGHLAND PARK	CA		07/27/2010		289							289	289			
B1030301	HILLSBORO	OR		05/18/2011		10							10	10			
B0011202	HINSDALE	IL		06/25/2001		46							46	46			
A9042708	HOFFMAN ESTATES	IL		07/16/2009		383							383	383			
B0040101	HOLLIS	OK		05/06/2010		67							67	67			
B1021504	HOLLY HILL	SC		05/18/2011		20							20	20			
B0030803	HOLLYWOOD	CA		04/01/2008		100							100	100			
A9021203	HOLLYWOOD	FL		04/16/2009		127							127	127			
B0040501	HOLT	MI		08/11/2010		463							463	463			
B0010801	HOMEWOOD	IL		02/25/2010		147							147	147			
B0040804	HORTON	KS		06/03/2010		41							41	41			
B0021001	HOUSTON	TX		03/31/2010		167							167	167			
B0021101	HOUSTON	TX		04/01/2010		467							467	467			
B0022604	HOUSTON	TX		04/30/2010		209							209	209			
B0030103	HOUSTON	TX		05/24/2010		235							235	235			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0040502	HOUSTON	TX		06/30/2010		220							220	220			
A9042303	HOUSTON	TX		06/25/2009		150							150	150			
A9042304	HOUSTON	TX		06/25/2009		259							259	259			
A9042305	HOUSTON	TX		06/25/2009		425							425	425			
A9042310	HOUSTON	TX		06/25/2009		657							657	657			
A9042311	HOUSTON	TX		06/25/2009		860							860	860			
A9020301	HOUSTON	TX		03/31/2009		367							367	367			
A8112101	HOUSTON	TX		01/30/2009		108							108	108			
A8112603	HOUSTON	TX		02/24/2009		54							54	54			
A9031307	HOUSTON	TX		06/03/2009		218							218	218			
A9030411	HOUSTON	TX		04/29/2009		167							167	167			
B1021006	HOUSTON	TX		05/18/2011		65							65	65			
B1013101	HOUSTON	TX		05/18/2011		33							33	33			
B0090201	HOUSTON	TX		09/15/2005		100							100	100			
B0081202	HOUSTON	TX		10/29/2010		153							153	153			
B0081101	HUMBLE	TX		10/26/2010		277							277	277			
A9090901	HUMBOLDT	KS		10/06/2009		27							27	27			
B0062803	HUNTINGTON BEACH	CA		09/15/2010		228							228	228			
B0020301	INDIANAPOLIS	IN		03/30/2010		322							322	322			
A9031901	INDIO	CA		05/21/2009		124							124	124			
A9031902	INDIO	CA		05/21/2009		118							118	118			
A9031903	INDIO	CA		05/21/2009		474							474	474			
A9031904	INDIO	CA		05/21/2009		104							104	104			
A9031906	INDIO	CA		05/21/2009		91							91	91			
A9031907	INDIO	CA		05/21/2009		69							69	69			
A9031908	INDIO	CA		05/21/2009		52							52	52			
A9031909	INDIO	CA		05/21/2009		79							79	79			
A8121701	INDIO	CA		02/13/2009		79							79	79			
B0080901	IRMO	SC		11/17/2010		44							44	44			
B0072310	IRVINE	CA		09/20/2010		138							138	138			
B0070703	IRVINE	CA		09/03/2010		336							336	336			
B0052801	IRVINE	CA		07/22/2010		263							263	263			
B0072705	IRWINDALE	CA		09/01/2010		235							235	235			
A9061702	ITASCA	TX		08/13/2009		27							27	27			
B0022602	JACKSONVILLE	FL		04/23/2010		464							464	464			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0022603	JACKSONVILLE	FL		04/23/2010		473							473	473			
B0020506	JACKSONVILLE	FL		03/26/2010		77							77	77			
A9101301	JACKSONVILLE	FL		12/09/2009		752							752	752			
B0082506	JACKSONVILLE	FL		11/17/2010		92							92	92			
B0072905	JACKSONVILLE	FL		10/28/2010		154							154	154			
B0072906	JACKSONVILLE	FL		10/28/2010		168							168	168			
B0040601	JACKSONVILLE	NC		06/28/2010		480							480	480			
B0070103	JENSEN BEACH	FL		09/10/2010		150							150	150			
A9081905	JOAQUIN	TX		09/17/2009		31							31	31			
B0052806	JOHNS CREEK	GA		08/06/2010		549							549	549			
B0032904	JOLIET	IL		05/28/2010		293							293	293			
A9081804	JONESBORO	GA		11/10/2009		219							219	219			
A9022405	KALAMAZOO	MI		06/30/2009		168							168	168			
A9022402	KALAMAZOO	MI		06/30/2009		112							112	112			
A9022403	KALAMAZOO	MI		06/26/2009		154							154	154			
A9040104	KATY	TX		06/10/2009		484							484	484			
A8060401	KATY	TX		02/02/2009		202							202	202			
B0040801	KATY	TX		05/28/2010		77							77	77			
B0071603	KENT	WA		09/20/2010		110							110	110			
A9022706	KETCHUM	ID		05/21/2009		329							329	329			
A8121501	KILLEEN	TX		01/29/2009		655							655	655			
B0090302	KIMBERLY	WI		11/23/2010		490							490	490			
A9102206	KINGMAN	KS		11/05/2009		29							29	29			
B0062504	KINGSLAND	GA		09/17/2010		138							138	138			
B0060902	KIRKLAND	WA		07/15/2010		1,506							1,506	1,506			
B0061504	KIRKLAND	WA		08/11/2010		731							731	731			
B0050702	KIRKLAND	WA		07/09/2010		360							360	360			
B0061403	KIRKVILLE	NY		09/08/2010		275							275	275			
B0080402	KISSIMMEE	FL		11/30/2010		307							307	307			
B1011403	KISSIMMEE	FL		05/18/2011		48							48	48			
B0062403	KNOXVILLE	TN		09/23/2010		301							301	301			
A9040602	KNOXVILLE	TN		06/04/2009		298							298	298			
A9102101	LA MARQUE	TX		10/29/2009		31							31	31			
B0070902	LA PORTE	TX		09/15/2010		268							268	268			
A9031203	LAGUNA HILLS	CA		06/03/2009		139							139	139			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain	Realized Gain	Total Gain
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	(Loss) on Disposal	(Loss) on Disposal	(Loss) on Disposal
A9022701	LAKE FOREST	CA		06/05/2009		1,077							1,077	1,077			
B0010603	LAKE HILLS	TX		02/04/2010		67							67	67			
B0022203	LAKE OSWEGO	OR		04/22/2010		124							124	124			
B0040503	LANCASTER	CA		07/28/2003		55							55	55			
A9021003	LANCASTER	TX		03/31/2009		716							716	716			
A9022710	LANSING	MI		06/01/2009		411							411	411			
B0060203	LANSING	MI		07/26/2010		782							782	782			
B0030902	LAREDO	TX		05/20/2010		141							141	141			
B1021004	LAREDO	TX		05/18/2011		35							35	35			
B1022401	LAS VEGAS	NV		05/18/2011		14							14	14			
B0072603	LAS VEGAS	NV		10/12/2010		203							203	203			
B0080611	LAS VEGAS	NV		10/28/2010		694							694	694			
B0080609	LAS VEGAS	NV		10/06/2010		180							180	180			
B0061503	LAS VEGAS	NV		08/26/2010		282							282	282			
B0051301	LAS VEGAS	NV		08/13/2010		340							340	340			
B0071202	LAS VEGAS	NV		10/06/2010		283							283	283			
A9031101	LAS VEGAS	NV		05/21/2009		588							588	588			
A9040702	LAS VEGAS	NV		06/05/2009		86							86	86			
A9040906	LAS VEGAS	NV		06/23/2009		826							826	826			
B0030504	LAS VEGAS	NV		04/29/2010		202							202	202			
A9102201	LAS VEGAS	NV		01/27/2010		143							143	143			
A9092401	LAS VEGAS	NV		11/17/2009		183							183	183			
A9092402	LAS VEGAS	NV		11/17/2009		67							67	67			
A9040802	LATHAM	NY		06/24/2009		224							224	224			
A9040803	LATHAM	NY		06/24/2009		176							176	176			
A8121502	LAWRENCEVILLE	GA		01/29/2009		470							470	470			
B0020105	LAWRENCEVILLE	GA		03/31/2010		293							293	293			
B0052808	LENOIR	NC		07/30/2010		295							295	295			
A9082101	LEXINGTON	KY		11/06/2009		807							807	807			
A9042301	LILBURN	GA		06/30/2009		1,001							1,001	1,001			
B0032514	LINCOLNSHIRE	IL		07/19/2010		373							373	373			
A9081808	LITHONIA	GA		11/10/2009		177							177	177			
A9042704	LITTLETON	CO		07/15/2009		113							113	113			
A9062202	LLANO	TX		09/24/2009		40							40	40			
B0040201	LOGAN	UT		06/14/2010		192							192	192			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9120302	LONE TREE	CO		01/29/2010		520							520	520			
B1012102	LONG BEACH	CA		05/18/2011		22							22	22			
B0012701	LONGMONT	CO		03/24/2010		259							259	259			
B1021008	LOS ANGELES	CA		05/18/2011		13							13	13			
B0081103	LOS ANGELES	CA		10/27/2010		158							158	158			
B0082404	LOS ANGELES	CA		11/30/2010		257							257	257			
B0061406	LOS ANGELES	CA		10/26/2000		93							93	93			
B0070903	LOS ANGELES	CA		08/25/2010		169							169	169			
B0062801	LOS ANGELES	CA		09/15/2010		349							349	349			
B0061725	LOS ANGELES	CA		07/31/2000		95							95	95			
B0032907	LOS ANGELES	CA		05/28/2010		136							136	136			
B0041402	LOS ANGELES	CA		06/30/2010		141							141	141			
B0041504	LOS ANGELES	CA		06/23/2010		145							145	145			
A9102303	LOS ANGELES	CA		12/23/2009		889							889	889			
A9102304	LOS ANGELES	CA		12/23/2009		601							601	601			
A9122803	LOS ANGELES	CA		02/10/2010		143							143	143			
A8112502	LOS ANGELES	CA		02/05/2009		314							314	314			
A8120201	LOS ANGELES	CA		01/29/2009		162							162	162			
A9040704	LOS ANGELES	CA		06/24/2009		316							316	316			
A9031310	LOS ANGELES	CA		06/02/2009		2,335							2,335	2,335			
A9081701	LOS ANGELES	CA		10/14/2009		278							278	278			
B0052101	LOVES PARK	IL		07/21/2010		115							115	115			
A9081901	LUBBOCK	TX		09/29/2009		33							33	33			
B0052809	LYNCHBURG	VA		07/30/2010		321							321	321			
B0012603	LYNDON	KS		02/18/2010		46							46	46			
A9031202	LYNNWOOD	WA		05/21/2009		3,610							3,610	3,610			
A9042406	MACEDONIA	OH		07/14/2009		243							243	243			
B0090210	MACON	GA		11/18/2010		111							111	111			
A9110904	MADERA	CA		02/22/2010		45							45	45			
B0042601	MADISON HEIGHTS	VA		05/18/2011		6							6	6			
B0012702	MANTECA	CA		10/31/2002		39							39	39			
B0071304	MARIETTA	GA		09/14/2010		213							213	213			
A9031001	MARIETTA	GA		05/06/2009		146							146	146			
B0030102	MARIETTA	GA		05/07/2010		58							58	58			
B0020802	MARSHFIELD	WI		04/15/2010		117							117	117			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0042802	MARTINEZ	GA		07/30/2010		470							470	470			
B0060104	MARTINEZ	GA		08/31/2010		347							347	347			
B0060102	MARTINEZ	GA		08/31/2010		385							385	385			
A9091403	MARYSVILLE	OK		10/01/2009		26							26	26			
B0032401	MATTHEWS	NC		05/27/2010		245							245	245			
A9090902	MAUD	OK		09/29/2009		24							24	24			
B0061107	MAULDIN	SC		09/01/2010		250							250	250			
A9033002	MCDONOUGH	GA		06/10/2009		1,161							1,161	1,161			
A9102204	MEDICINE LODGE	KS		12/03/2009		31							31	31			
A9091809	MEMPHIS	TN		12/08/2009		1,240							1,240	1,240			
A9101201	MEMPHIS	TN		12/16/2009		301							301	301			
A9032101	MEMPHIS	TX		05/21/2009		86							86	86			
B0022501	MESA	AZ		03/30/2010		526							526	526			
A9102102	MESA	AZ		12/29/2009		105							105	105			
A9103004	MESA	AZ		12/30/2009		586							586	586			
A9122801	MESA	AZ		02/18/2010		80							80	80			
B0080608	MESA	AZ		10/14/2010		268							268	268			
B0060201	MESA	AZ		10/03/2003		290							290	290			
B0021906	METHUEN	MA		04/05/2010		139							139	139			
B0051008	MIDDLEBORO	MA		07/28/2010		202							202	202			
B0022201	MIDDLEBURG HEIGH	OH		05/06/2010		109							109	109			
B0032403	MIDLAND	TX		04/15/2010		70							70	70			
A9122301	MIDLAND	TX		02/26/2010		219							219	219			
B0040507	MIDLOTHIAN	VA		07/21/2010		112							112	112			
B0032501	MIDLOTHIAN	VA		04/30/2010		220							220	220			
A9032501	MIDWAY	UT		12/10/2009		283							283	283			
B0022502	MILPITAS	CA		04/22/2010		124							124	124			
A9031209	MILPITAS	CA		05/11/2009		93							93	93			
A9102202	MINNEAPOLIS	KS		11/19/2009		26							26	26			
B0051005	MINNEAPOLIS	MN		07/08/2010		430							430	430			
B0041503	MISSION	TX		06/04/2010		115							115	115			
B0062505	MISSION VIEJO	CA		09/01/2010		466							466	466			
B0072703	MODESTO	CA		09/30/2010		717							717	717			
A9072301	MODESTO	CA		10/13/2009		121							121	121			
B0031101	MONROE	WA		04/15/2010		508							508	508			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A8111901	MONROVIA	CA		01/23/2009		70							70	70			
A8111902	MONROVIA	CA		01/23/2009		52							52	52			
B0040508	MONROVIA	CA		06/21/2010		200							200	200			
B0062402	MONTGOMERY	AL		09/23/2010		199							199	199			
B0062404	MONTGOMERY	AL		09/23/2010		226							226	226			
B0040802	MORENO VALLEY	CA		06/11/2010		154							154	154			
A9120102	MORGAN	UT		02/16/2010		225							225	225			
A9021901	MORRISVILLE	NC		07/01/2009		180							180	180			
A9061607	MOUNT PLEASANT	TX		08/13/2009		34							34	34			
B1022804	MOUNT PROSPECT	IL		05/18/2011		31							31	31			
A9072801	MT VERNON	TX		09/17/2009		32							32	32			
A9060301	MT VIEW	CA		10/29/2009		49							49	49			
A9110601	MURRELLS INLET	SC		01/22/2010		178							178	178			
B0051202	NEODESHA	KS		06/17/2010		43							43	43			
B0072604	NEW BERN	NC		10/29/2010		971							971	971			
B0072102	NEW BRAUNFELS	TX		10/07/2010		519							519	519			
B0061106	NEW CANEY	TX		08/31/2010		325							325	325			
B0061402	NEW HOPE	PA		10/01/2010		312							312	312			
B0060901	NEW YORK	NY		07/26/2010		1,593							1,593	1,593			
B0082702	NEW YORK	NY		09/27/2010		824							824	824			
B0021602	NEWARK	CA		04/20/2010		130							130	130			
A8121506	NEWINGTON	CT		01/29/2009		380							380	380			
B0040102	NEWPORT BEACH	CA		06/18/2010		318							318	318			
B1030205	NEWPORT BEACH	CA		05/18/2011		23							23	23			
B0080610	NEWPORT BEACH	CA		10/28/2010		190							190	190			
B0012605	NEWTON	KS		04/22/2010		71							71	71			
B0121701	NIAGARA FALLS	NY		05/18/2011		31							31	31			
A9022501	NIAGARA FALLS	NY		04/30/2009		500							500	500			
B0020104	NORCROSS	GA		04/29/2010		259							259	259			
A8120503	NORFOLK	VA		01/28/2009		259							259	259			
A8121512	NORTH ANDOVER	MA		01/29/2009		440							440	440			
A8121504	NORTH BILLERICA	MA		01/29/2009		598							598	598			
A9122802	NORTH PALM BEACH	FL		12/27/2000		78							78	78			
A9030401	NORTHRIDGE	CA		04/29/2009		216							216	216			
A9042002	NORTHWOOD	OH		07/01/2009		515							515	515			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9042405	NORWOOD	OH		07/14/2009		243							243	243			
A9030421	OAKDALE	CA		05/19/2009		116							116	116			
A9031601	OAKDALE	CA		05/28/2009		538							538	538			
B0042001	OAKLAND	CA		07/13/2010		114							114	114			
B0043003	OAKLAND	CA		07/12/2010		419							419	419			
A9110602	OCEANSIDE	CA		01/11/2010		57							57	57			
B0061726	OCEANSIDE	CA		08/18/2010		309							309	309			
B0021903	ODESSA	TX		03/04/2010		53							53	53			
B0012101	ODESSA	TX		02/11/2010		34							34	34			
B0012102	ODESSA	TX		02/11/2010		67							67	67			
A9111301	OGDEN	UT		12/30/2009		675							675	675			
A9070601	OKLAHOMA CITY	OK		08/31/2009		190							190	190			
B1022205	OKLAHOMA CITY	OK		05/18/2011		18							18	18			
B0052602	OKLAHOMA CITY	OK		08/02/2010		726							726	726			
B0062501	OLATHE	KS		09/30/2010		308							308	308			
A9020601	OMAHA	NE		04/02/2009		143							143	143			
B0081802	ONTARIO	CA		10/20/2010		144							144	144			
B0032906	ONTARIO	CA		05/28/2010		228							228	228			
A9030417	ONTARIO	CA		05/08/2009		43							43	43			
A9030418	ONTARIO	CA		05/08/2009		81							81	81			
A9012701	ONTARIO	CA		03/31/2009		90							90	90			
A9030601	ORANGE	CA		04/20/2009		1,056							1,056	1,056			
B0011902	ORANGE PARK	FL		03/22/2010		62							62	62			
A8110402	ORCHARD PARK	NY		01/20/2009		439							439	439			
A9022708	OREGON CITY	OR		04/30/2009		712							712	712			
A9100601	ORLANDO	FL		12/23/2009		159							159	159			
B0022303	ORLANDO	FL		08/02/2010		154							154	154			
B0051103	ORLANDO	FL		07/29/2010		865							865	865			
B0072606	ORLANDO	FL		11/30/2010		667							667	667			
B0070102	ORLANDO	FL		10/29/2010		678							678	678			
B0062507	ORO VALLEY	AZ		09/21/2010		269							269	269			
B0051203	OXNARD	CA		07/02/2010		432							432	432			
B0080403	OXNARD	CA		10/06/2010		413							413	413			
A9042302	PACIFIC GROVE	CA		05/15/2009		277							277	277			
A9032402	PALM COAST	FL		05/11/2009		114							114	114			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0031704	PALM DESERT	CA		05/28/2010		97							97	97			
A9052001	PALM SPRINGS	CA		07/29/2009		209							209	209			
B0032203	PANAMA CITY	FL		05/20/2010		67							67	67			
B1021501	PANAMA CITY BEACH	FL		05/18/2011		24							24	24			
B0021902	PARIS	TX		03/04/2010		51							51	51			
B0041401	PARKER	CO		06/15/2010		204							204	204			
B0033102	PASADENA	FL		05/28/2010		77							77	77			
A9050101	PASADENA	TX		07/20/2009		499							499	499			
B0032606	PEMBROKE PINES	FL		06/14/2010		277							277	277			
B0080601	PENSACOLA	FL		10/29/2010		383							383	383			
B1020108	PEORIA	AZ		05/18/2011		23							23	23			
A9040703	PERINTON	NY		06/16/2009		254							254	254			
A9040706	PERRY	FL		06/16/2009		73							73	73			
B0032510	PFLUGERVILLE	TX		06/03/2010		41							41	41			
B0081702	PFLUGERVILLE	TX		11/12/2010		41							41	41			
B0090106	PHOENIX	AZ		11/08/2010		43							43	43			
B0063007	PHOENIX	AZ		09/02/2010		258							258	258			
A9121101	PHOENIX	AZ		02/24/2010		66							66	66			
B0040509	PHOENIX	AZ		06/01/2010		47							47	47			
A8111701	PHOENIX	AZ		01/09/2009		91							91	91			
A9021301	PHOENIX	AZ		07/01/2009		317							317	317			
A9070201	PHOENIX	AZ		08/27/2009		88							88	88			
A9082402	PHOENIX	AZ		10/08/2009		121							121	121			
A9042706	PHOENIX	AZ		06/29/2009		301							301	301			
A9042003	PHOENIX	AZ		06/15/2009		74							74	74			
A9061102	PINELAND	TX		07/21/2009		88							88	88			
A9080601	PINEVILLE	NC		10/30/2009		389							389	389			
A9021302	PLANO	TX		04/07/2009		324							324	324			
B0010604	PLANT CITY	FL		03/24/2010		82							82	82			
A9040302	PLYMOUTH	MI		05/27/2009		319							319	319			
A9100101	POCATELLO	ID		12/10/2009		844							844	844			
A9102003	POMONA	CA		12/14/2009		245							245	245			
A9101303	POMONA	CA		12/16/2009		72							72	72			
A9090402	POMONA	KS		09/29/2009		26							26	26			
B0020907	POMPANO BEACH	FL		03/31/2010		403							403	403			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain	Realized Gain	Total Gain
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	(Loss) on Disposal	(Loss) on Disposal	(Loss) on Disposal
A8111203	PONTIAC	MI		01/21/2009		117							117	117			
A9123002	POOLER	GA		03/22/2010		68							68	68			
A9120201	PORT ARTHUR	TX		02/17/2010		45							45	45			
B0060801	PORT ARTHUR	TX		07/01/2010		36							36	36			
A9022404	PORTAGE	MI		06/30/2009		182							182	182			
A9091802	PORTLAND	ME		01/25/2010		27							27	27			
A9030501	PORTLAND	OR		06/29/2009		940							940	940			
A9020304	PORTLAND	OR		04/15/2009		904							904	904			
A9060401	PORTLAND	OR		07/23/2009		174							174	174			
A9031602	PORTLAND	OR		05/20/2009		162							162	162			
B0081701	PORTLAND	OR		11/12/2010		87							87	87			
A8111103	POWAY	CA		01/12/2009		229							229	229			
B0071204	RAEFORD	NC		09/23/2010		258							258	258			
B0120808	RALEIGH	NC		05/18/2011		11							11	11			
B0120810	RALEIGH	NC		05/18/2011		9							9	9			
A9022704	RALEIGH	NC		05/28/2009		139							139	139			
A8121002	RALEIGH	NC		02/20/2009		78							78	78			
B0051401	RANCHO CUCAMONG	CA		06/29/2010		43							43	43			
B0072609	REDONDO BEACH	CA		09/22/2010		300							300	300			
A9040807	REDWOOD CITY	CA		06/26/2009		338							338	338			
A9122302	RENO	NV		03/01/2010		64							64	64			
A9040904	RENO	NV		06/30/2009		311							311	311			
A9040905	RENO	NV		06/30/2009		293							293	293			
A9031305	RENO	NV		05/19/2009		214							214	214			
A9031306	RENO	NV		05/19/2009		156							156	156			
A9030202	RENO	NV		05/15/2009		618							618	618			
B1021502	RENO	NV		05/18/2011		22							22	22			
B0052805	RIALTO	CA		08/05/2010		535							535	535			
A80509053	RICHLAND	WA		03/31/2010		24							24	24			
B1020801	RICHMOND	VA		05/18/2011		42							42	42			
A8120502	RIO RANCHO	NM		01/15/2009		45							45	45			
B0010704	RIO VISTA	TX		01/21/2010		25							25	25			
A9081807	RIVERDALE	GA		11/10/2009		137							137	137			
B1020804	RIVERSIDE	CA		05/18/2011		12							12	12			
A9092504	RIVERTON	UT		11/10/2009		334							334	334			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9061605	ROCKDALE	TX		08/20/2009		77							77	77			
B0080602	ROCKLIN	CA		10/07/2010		147							147	147			
A8110401	ROCKY MOUNT	NC		01/12/2009		131							131	131			
A9020210	RODEO	CA		04/28/2009		161							161	161			
A8121503	ROHNERT PARK	CA		01/29/2009		536							536	536			
B1020701	ROME	GA		05/18/2011		65							65	65			
B0061802	ROSEMEAD	CA		09/16/2010		634							634	634			
B0051403	ROSWELL	GA		06/30/2010		116							116	116			
A9042702	ROUND ROCK	TX		07/17/2009		240							240	240			
A9050402	ROWLETT	TX		06/29/2009		265							265	265			
A9111701	ROY	UT		01/22/2010		66							66	66			
B0022202	ROY	UT		05/03/2010		107							107	107			
B0051701	RUBIDOUX	CA		08/31/2010		467							467	467			
A9091402	RUSH SPRINGS	OK		10/01/2009		27							27	27			
B0080303	RUSSELLVILLE	AR		09/30/2010		361							361	361			
B0062804	SACRAMENTO	CA		08/31/2010		230							230	230			
B0072308	SACRAMENTO	CA		10/19/2010		170							170	170			
A9010501	SACRAMENTO	CA		02/02/2009		135							135	135			
A9030409	SACRAMENTO	CA		05/20/2009		148							148	148			
B0061001	SALEM	OR		10/12/2010		2,553							2,553	2,553			
A9010801	SALEM	OR		04/09/2009		497							497	497			
A9022601	SALEM	OR		04/28/2009		348							348	348			
B0012602	SALINA	KS		03/04/2010		54							54	54			
A9022406	SALINAS	CA		05/05/2009		109							109	109			
A9032502	SALT LAKE CITY	UT		05/29/2009		333							333	333			
A8082205	SALT LAKE CITY	UT		01/05/2009		121							121	121			
A9030502	SALT LAKE CITY	UT		04/16/2009		94							94	94			
B0052001	SAN ANGELO	TX		06/17/2010		45							45	45			
B0062405	SAN ANTONIO	TX		09/30/2010		129							129	129			
B0080607	SAN ANTONIO	TX		10/25/2010		370							370	370			
B1012701	SAN ANTONIO	TX		05/18/2011		35							35	35			
B1030803	SAN ANTONIO	TX		05/18/2011		11							11	11			
A9032303	SAN ANTONIO	TX		05/21/2009		188							188	188			
B0010602	SAN ANTONIO	TX		01/21/2010		75							75	75			
A9120802	SAN ANTONIO	TX		01/07/2010		80							80	80			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0030501	SAN ANTONIO	TX		05/10/2010		112							112	112			
B0051101	SAN ANTONIO	TX		06/16/2010		402							402	402			
B0020903	SAN BERNARDINO	CA		03/31/2010		586							586	586			
B0030201	SAN BERNARDINO	CA		04/30/2010		76							76	76			
A9021802	SAN BUENAVENTURA	CA		04/23/2009		160							160	160			
A9021803	SAN BUENAVENTURA	CA		04/23/2009		112							112	112			
A8112401	SAN BUENAVENTURA	CA		01/27/2009		411							411	411			
B0032903	SAN CARLOS	CA		06/22/2010		43							43	43			
B0052810	SAN CLEMENTE	CA		08/10/2010		269							269	269			
B0062806	SAN DEIGO	CA		09/10/2010		974							974	974			
B0063005	SAN DIEGO	CA		09/14/2010		305							305	305			
B0061701	SAN DIEGO	CA		09/26/2000		54							54	54			
B0080404	SAN DIEGO	CA		11/30/2010		690							690	690			
B0080201	SAN DIEGO	CA		09/29/2010		204							204	204			
B0082405	SAN DIEGO	CA		11/15/2010		260							260	260			
B1020802	SAN DIEGO	CA		05/18/2011		39							39	39			
B1020407	SAN DIEGO	CA		05/18/2011		8							8	8			
B1010301	SAN DIEGO	CA		05/18/2011		16							16	16			
B0040602	SAN DIEGO	CA		06/23/2010		145							145	145			
B0050706	SAN DIEGO	CA		11/03/2004		532							532	532			
B0022601	SAN DIEGO	CA		04/26/2010		467							467	467			
B0032607	SAN DIEGO	CA		05/03/2010		280							280	280			
A9110901	SAN DIEGO	CA		12/29/2009		88							88	88			
A9102701	SAN DIEGO	CA		03/27/1998		99							99	99			
A8123001	SAN DIEGO	CA		03/03/2009		140							140	140			
A9030410	SAN DIEGO	CA		04/30/2009		488							488	488			
A9060501	SAN DIEGO	CA		07/29/2009		69							69	69			
A9020303	SAN FERNANDO	CA		05/06/2009		321							321	321			
B0061102	SAN FERNANDO	CA		04/18/2001		313							313	313			
B1020406	SAN FRANCISCO	CA		05/18/2011		15							15	15			
B0031901	SAN FRANCISCO	CA		06/29/2010		195							195	195			
B0031102	SAN FRANCISCO	CA		06/01/2010		429							429	429			
A9112003	SAN JOSE	CA		01/04/2010		316							316	316			
A9101602	SAN JOSE	CA		12/18/2009		113							113	113			
A9122103	SAN JOSE	CA		03/16/2010		131							131	131			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest				
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
B1021801	SAN JOSE	CA		05/18/2011		14							14	14			
B0051901	SAN JOSE	CA		07/29/2010		203							203	203			
B0041502	SAN JUAN	TX		06/04/2010		96							96	96			
B0072701	SAN LUIS OBISPO	CA		09/30/2010		124							124	124			
B0072702	SAN LUIS OBISPO	CA		10/06/2010		426							426	426			
B0031201	SAN LUIS OBISPO	CA		05/22/2000		35							35	35			
A9040603	SAN MARCOS	CA		10/01/2009		503							503	503			
B0061005	SAN MARCOS	TX		08/20/2010		95							95	95			
A9032302	SAN PEDRO	CA		05/28/2009		256							256	256			
B0081601	SAN SABA	TX		10/26/2010		484							484	484			
B0031005	SANDY SPRINGS	GA		05/04/2010		79							79	79			
B0072305	SANTA ANA	CA		07/30/2003		194							194	194			
B0051303	SANTA ANA	CA		07/22/2010		371							371	371			
A9040903	SANTA ANA	CA		07/06/2009		80							80	80			
A9042705	SANTA ANA	CA		06/30/2009		163							163	163			
A9101603	SANTA ANA	CA		11/30/2009		286							286	286			
A9081810	SANTA ANA	CA		10/20/2009		214							214	214			
A8110503	SANTA CLARA	CA		01/08/2009		56							56	56			
B0052701	SANTA CLARITA	CA		07/28/2000		110							110	110			
A9012601	SANTA CRUZ	CA		03/30/2009		78							78	78			
A8111903	SANTA FE SPRINGS	CA		01/30/2009		120							120	120			
A9043001	SANTA MARIA	CA		07/01/2009		315							315	315			
A9040606	SANTA MONICA	CA		06/18/2009		50							50	50			
B0012902	SANTA MONICA	CA		03/29/2010		177							177	177			
B0062406	SARASOTA	FL		09/09/2010		220							220	220			
A9040804	SAUGATUCK	MI		05/29/2009		224							224	224			
A9123001	SAVANNAH	GA		03/22/2010		85							85	85			
A9092501	SAVANNAH	GA		11/25/2009		350							350	350			
B0041902	SCOTTSDALE	AZ		07/21/2010		180							180	180			
B0032504	SCOTTSDALE	AZ		05/19/2010		163							163	163			
A9072802	SEALY	TX		08/25/2009		36							36	36			
A9030204	SEATTLE	WA		05/20/2009		475							475	475			
A9040901	SEATTLE	WA		06/25/2009		375							375	375			
A9040902	SEATTLE	WA		06/25/2009		469							469	469			
A9102103	SEATTLE	WA		12/22/2009		430							430	430			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0020507	SEATTLE	WA		03/16/2010		142							142	142			
B0061103	SEATTLE	WA		08/20/2010		108							108	108			
B0061104	SEATTLE	WA		08/20/2010		232							232	232			
B0062503	SEATTLE	WA		09/01/2010		523							523	523			
A9073002	SEDAN	KS		10/01/2009		26							26	26			
A9021204	SEGUIN	TX		04/16/2009		127							127	127			
B0010703	SEMINOLE	TX		01/21/2010		29							29	29			
A9071701	SETAC	WA		10/06/2009		325							325	325			
B0042706	SHAWSVILLE	VA		05/18/2011		7							7	7			
A9042001	SHERMAN	TX		07/01/2009		139							139	139			
B0062802	SHERMAN OAKS	CA		09/15/2010		303							303	303			
B0012202	SHORELINE	WA		02/15/2000		66							66	66			
B1022303	SIMI VALLEY	CA		05/18/2011		44							44	44			
A9091501	SLAUGHTERVILLE	OK		11/19/2009		26							26	26			
A8120504	SMYRNA	GA		02/02/2009		689							689	689			
B0071301	SMYRNA	GA		08/12/2010		395							395	395			
A9031204	SOUTH PASADENA	CA		05/08/2009		194							194	194			
B0030908	SOUTH SAN FRANCIS	CA		05/27/2010		56							56	56			
B0051902	SOUTHFIELD	MI		08/26/2010		87							87	87			
B1020901	SOUTHFIELD	MI		05/18/2011		24							24	24			
B0021601	SOUTHPORT	NC		03/31/2010		500							500	500			
A9021903	SPARKS	NV		04/27/2009		240							240	240			
A9021904	SPARKS	NV		04/27/2009		77							77	77			
B0080202	ST. LOUIS	MO		11/02/2010		164							164	164			
A9042309	STAFFORD	TX		06/25/2009		851							851	851			
B0021803	STANTON	CA		04/29/2010		718							718	718			
B0020201	STANTON	CA		03/31/2010		213							213	213			
B0072801	STANWOOD	WA		09/28/2010		180							180	180			
B0072301	STATESBORO	GA		09/15/2010		250							250	250			
B0031601	STERLING HEIGHTS	MI		05/24/2010		191							191	191			
A9030203	STOCKTON	CA		05/28/2009		323							323	323			
A9081806	STONE MOUNTAIN	GA		11/10/2009		201							201	201			
B0042102	STONE MOUNTAIN	GA		06/01/2010		238							238	238			
B0080612	STRATFORD	CT		10/26/2010		243							243	243			
B0030903	STRONGSVILLE	OH		05/27/2010		151							151	151			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0042704	SUFFOLK	VA		06/29/2010		67							67	67			
A9103002	SUMMERVILLE	SC		01/12/2010		145							145	145			
A9052102	SUNNYVALE	CA		07/28/2009		171							171	171			
B0050302	SUNNYVALE	CA		07/21/2010		737							737	737			
B1020405	SUNNYVALE	CA		05/18/2011		7							7	7			
B0062805	SUNNYVALE	TX		10/07/2010		194							194	194			
B0072706	SUPERIOR	CO		10/29/2010		477							477	477			
B0030802	SURPRISE	AZ		04/27/2010		45							45	45			
A9090103	SYRACUSE	KS		09/24/2009		26							26	26			
A8121507	TALLAHASSEE	FL		02/25/2009		488							488	488			
A9040806	TAMPA	FL		06/10/2009		117							117	117			
B0011401	TAMPA	FL		03/30/2010		221							221	221			
B0010605	TAMPA	FL		03/24/2010		99							99	99			
B0080301	TAMPA	FL		09/27/2010		303							303	303			
B0082505	TAMPA	FL		11/23/2010		168							168	168			
B0072005	TARZANA	CA		09/22/2010		142							142	142			
B0012201	TARZANA	CA		03/09/2010		141							141	141			
A8121513	TAUNTON	MA		02/25/2009		94							94	94			
A9102703	TAYLOR	MI		01/20/2010		231							231	231			
B0062401	TAYLORSVILLE	UT		09/08/2010		160							160	160			
B1021105	TEMECULA	CA		05/18/2011		25							25	25			
A9103005	TEMPE	AZ		12/29/2009		343							343	343			
A9041601	TEMPE	AZ		06/11/2009		210							210	210			
A9071402	TEMPE	AZ		09/01/2009		619							619	619			
A8111101	TEMPE	AZ		01/20/2009		149							149	149			
B1020102	TEMPE	AZ		05/18/2011		24							24	24			
B0030401	TEMPLE	TX		04/01/2010		61							61	61			
B0032402	TEXAS CITY	TX		04/22/2010		87							87	87			
A9122201	THE WOODLANDS	TX		03/10/2010		74							74	74			
B1020201	THOUSAND OAKS	CA		05/18/2011		36							36	36			
B0063002	TROUTDALE	OR		03/30/2001		118							118	118			
A9040601	TROY	MI		06/15/2009		288							288	288			
A8071804	TRUCKEE	CA		01/28/2009		483							483	483			
B0072704	TUCSON	AZ		11/02/2010		143							143	143			
B1030901	TUCSON	AZ		05/18/2011		13							13	13			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date		Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value					
A9111601	TUCSON	AZ		01/19/2010		22							22	22			
A9042802	TUKWILA	WA		07/07/2009		123							123	123			
A8121101	TUKWILA	WA		02/17/2009		169							169	169			
A9032104	TULIA	TX		06/05/2009		90							90	90			
B0032509	TUSTIN	CA		05/26/2010		63							63	63			
A9061608	TYLER	TX		08/27/2009		35							35	35			
B0090702	UPLAND	CA		11/22/2010		44							44	44			
A9050102	UVALDE	TX		07/20/2009		119							119	119			
B0060303	VALLEJO	CA		07/20/2010		912							912	912			
A8121203	VALLEJO	CA		02/20/2009		38							38	38			
B0021102	VALRICO	FL		03/31/2010		342							342	342			
A9061610	VAN HORN	TX		09/30/2009		34							34	34			
A9032701	VAN NUYS	CA		06/10/2009		200							200	200			
B0071604	VANCOUVER	WA		09/20/2010		95							95	95			
A8110702	VENTURA	CA		01/14/2009		211							211	211			
B0071902	VENTURA	CA		10/25/2010		246							246	246			
A8120101	VERNON	CA		02/12/2009		59							59	59			
B0042701	VICTORIA	VA		05/06/2010		78							78	78			
B0071303	VISTA	CA		09/23/2010		156							156	156			
A9101305	WALNUT	CA		12/16/2009		154							154	154			
B0060105	WALNUT CREEK	CA		07/14/2010		112							112	112			
B0040901	WASHINGTON	DC		06/22/2010		55							55	55			
B0012604	WASHINGTON	KS		02/18/2010		46							46	46			
B0040702	WAUKEGAN	IL		06/21/2010		393							393	393			
B0082501	WEATHERFORD	TX		10/28/2010		284							284	284			
B0032202	WELLS	TX		04/01/2010		56							56	56			
B0041501	WESLACO	TX		06/04/2010		115							115	115			
B0070601	WEST BLOOMFIELD	MI		09/17/2010		432							432	432			
A9120401	WEST BOUNTIFUL	UT		01/27/2010		193							193	193			
B0071208	WEST CHICAGO	IL		10/29/2010		142							142	142			
A8111202	WEST COVINA	CA		01/27/2009		134							134	134			
B0060701	WEST HOLLYWOOD	CA		07/29/2010		681							681	681			
A9021902	WEST SACRAMENTO	CA		04/28/2009		73							73	73			
A9091002	WEST VALLEY CITY	UT		10/20/2009		162							162	162			
A9052101	WEST VALLEY CITY	UT		07/27/2009		253							253	253			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0060401	WEST VALLEY CITY	UT		08/04/2010		170							170	170			
B0080302	WESTMINSTER	CO		10/14/2010		250							250	250			
B0010501	WHITTIER	CA		04/12/2010		104							104	104			
B0072003	WHITTIER	CA		10/14/2010		182							182	182			
A8112602	WINDSOR	CT		01/30/2009		444							444	444			
A9042701	WINTER GARDEN	FL		07/07/2009		213							213	213			
A9100602	WINTER PARK	FL		12/23/2009		177							177	177			
B0052702	WINTER PARK	FL		08/26/2010		425							425	425			
A9120301	WINTERS	TX		02/04/2010		25							25	25			
A9042801	WOODBRIDGE	VA		07/20/2009		173							173	173			
A9020305	WOODLAND	CA		04/01/2009		140							140	140			
B0052501	WOODLAND HILLS	CA		10/01/2010		479							479	479			
B0052803	WOODSTOCK	GA		08/18/2010		674							674	674			
B1012705	YUCCA VALLEY	CA		05/18/2011		10							10	10			
A9010702	YUMA	AZ		02/25/2009		197							197	197			
0299999 Mortgages with partial repayments						219,536							219,536	219,536			
0599999 Totals						219,536							219,536	219,536			

NONE Schedule BA - Part 2 and 3

SCHEDULE D - PART 3

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

1 CUSIP Ident-ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
3620AC-DK-7	GNMA II REVERSE MTG - FIXED-RATE		06/20/2011	CAPITALIZED INTEREST		50,647	50,647.00		1
3620AC-DS-0	GNMA II REVERSE MTG - FIXED-RATE		06/20/2011	CAPITALIZED INTEREST		58,405	58,405.00		1
3620AC-DT-8	GNMA II REVERSE MTG - FIXED-RATE		06/20/2011	CAPITALIZED INTEREST		59,840	59,840.00		1
3620AC-EH-3	GNMA II REVERSE MTG - FIXED-RATE		06/20/2011	CAPITALIZED INTEREST		129,767	129,767.00		1
36297K-4D-0	GNMA II REVERSE MTG - FIXED-RATE		05/20/2011	CAPITALIZED INTEREST		47,843	47,843.00		1
36297K-4L-2	GNMA II REVERSE MTG - FIXED-RATE		06/20/2011	CAPITALIZED INTEREST		173,038	173,038.00		1
36297K-4P-3	GNMA II REVERSE MTG - FIXED-RATE		06/20/2011	CAPITALIZED INTEREST		40,628	40,628.00		1
0599999	Total Bonds U. S. Government				X X X	560,168	560,168.00		X X X
041438-GH-9	ARLINGTON CNTY VA INDL DEV AUTH HO		04/26/2011	BB&T		1,767,670	1,630,000.00	26,714	1FE
38375B-JH-6	GNR 2010-H27 JA		06/20/2011	CAPITALIZED INTEREST		14,654	14,654.00		1
38375B-JT-0	GNR 2011-H03 HA		06/20/2011	CAPITALIZED INTEREST		72,037	72,037.00		1
816836-AB-6	SEMINOLE TRIBE OF FLORIDA		05/18/2011	MERRILL LYNCH		998,590	1,000,000.00	7,403	3FE
821697-YE-3	SHELBY CNTY TENN HEALTH EDL & HSG		06/14/2011	BB&T		1,106,340	1,000,000.00	2,333	1FE
3199999	U.S. Total Bonds Special Revenue and Special Assessment and all Non-Guaranteed Obligations				X X X	3,959,291	3,716,691.00	36,450	X X X
12768U-AB-6	CAESARS LINQ, LLC/CAESARS OCTAVIUS, LLC: TERM B LOAN		04/21/2011	JPMORGAN CHASE BANK, N.A.		2,970,000	3,000,000.00		4FE
14170T-AB-7	CAREFUSION CORP		06/13/2011	BANK OF AMERICA		2,296,400	2,000,000.00	47,813	2FE
12542Y-AB-1	CHG COMPANIES INC.: ADDITIONAL TERM LOAN (FIRST LIEN)		05/23/2011	BARCLAYS BANK PLC		2,828,525	2,832,065.22		3Z
LX1192-70-2	CHRYSLER GROUP LLC: TRANCHE B TERM LOAN		05/19/2011	MORGAN STANLEY SENIOR FUNDING, INC.		4,000,000	4,000,000.00		3FE
24736C-AR-5	DELTA AIR LINES, INC.: TERM LOAN		04/15/2011	JPMORGAN CHASE BANK, N.A.		1,970,000	2,000,000.00		3FE
26875P-AC-5	EOG RESOURCES INC		04/21/2011	CITIGROUP		2,386,100	2,000,000.00	9,931	1FE
LX1190-59-9	FRAC TECH SERVICES: DELAYED DRAW TERM LOAN		05/03/2011	BANK OF AMERICA, N.A.		352,059	352,941.17		4FE
LX1190-60-7	FRAC TECH SERVICES: TERM LOAN B		05/03/2011	BANK OF AMERICA, N.A.		2,620,588	2,647,058.83		4FE
30277M-AA-2	FUEL TRUST		04/12/2011	BANK OF AMERICA		2,000,000	2,000,000.00		2FE
44106D-AJ-9	HOSPIRA INC		06/13/2011	RBS SECURITIES		2,004,783	1,750,000.00	22,351	2FE
45073C-AF-7	IASIS HEALTHCARE LLC: TERM B LOAN		04/29/2011	BANK OF AMERICA, N.A.		1,990,000	2,000,000.00		4FE
58503Q-AC-6	MEDPACE INTERMEDIATECO, INC.: TERM LOAN (FIRST LIEN)		06/17/2011	JEFFERIES CAPITAL		1,970,000	2,000,000.00		4FE
640217-AF-2	NEIMAN MARCUS GROUP INC., THE: TERM LOAN		05/10/2011	CREDIT SUISSE LOAN FUNDING LLC		2,992,500	3,000,000.00		3FE
655664-AK-6	NORDSTROM INC		04/08/2011	CREDIT SUISSE		2,272,040	2,000,000.00	30,556	1FE
LX1189-94-8	NORTEK, INC.: LOAN		04/26/2011	UBS AG, STAMFORD BRANCH		2,017,500	2,000,000.00		3FE
776696-AC-0	ROPER INDUSTRIES INC		05/06/2011	CANTOR FITZGERALD		2,551,245	2,269,000.00	26,186	2FE
81726H-AC-9	SENSUS USA INC. (FKA SENSUS METERING SYSTEMS): TERM LOAN (FIRST LIEN)		05/05/2011	CREDIT SUISSE LOAN FUNDING LLC		2,985,000	3,000,000.00		4FE
LX1191-36-5	SPRINGLEAF FINANCIAL FUNDING COMPANY (FKA AMERICAN GENERAL FINANCE COR		05/06/2011	BANK OF AMERICA, N.A.		2,985,000	3,000,000.00		4FE
85232B-AK-2	SRAM, LLC: TERM LOAN (FIRST LIEN)		06/03/2011	JPMORGAN CHASE BANK, N.A.		1,990,000	2,000,000.00		4FE
85232B-AF-3	SRAM, LLC: TERM LOAN RETIRED 06/07/2011		04/29/2011	VARIOUS		43,157	43,157.33		3FE
85769D-AB-9	STATION GVR ACQUISITION, LLC (FKA GREEN VALLEY RANCH GAMING, LLC): FIRST LI		05/27/2011	JEFFERIES FINANCE, LLC		1,980,000	2,000,000.00		4FE
878742-AR-6	TECK RESOURCES LTD		06/29/2011	BANK OF AMERICA		551,263	542,000.00	8,114	2FE
89688E-AD-3	TRIZETTO GROUP, INC. (TZ MERGER SUB, INC.): TERM LOAN		04/28/2011	RBC CAPITAL MARKETS		2,985,000	3,000,000.00		4FE
LX1194-19-5	WALL STREET SYSTEMS HOLDINGS, INC.: TERM LOAN (FIRST LIEN)		06/02/2011	CREDIT SUISSE LOAN FUNDING LLC		1,990,000	2,000,000.00		3FE

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

SCHEDULE D - PART 3

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

1 CUSIP Ident-ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
LX1199-56-6	WALTER INVESTMENT MANAGEMENT CORP.: TERM LOAN (FIRST LIEN)		06/17/2011	CREDIT SUISSE LOAN FUNDING LLC		980,000	1,000,000.00		4FE
LX1192-08-2	WYLE SERVICES CORPORATION: TERM LOAN (FIRST LIEN)		05/13/2011	RESTRUCTURE		1,691,917	1,707,047.51		4Z
3899999	Total Bonds Industrial and Miscellaneous (Unaffiliated)				X X X	55,403,077	54,143,270.06	144,951	X X X
8399997	Total Bonds Part 3				X X X	59,922,536	58,420,129.06	181,401	X X X
8399998	Summary Item from Part 5 for Bonds				X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds				X X X	59,922,536	58,420,129.06	181,401	X X X
65440K-10-6	99 CENTS ONLY STORES		04/29/2011	BERNSTEIN	1,144.000	23,098			L
002535-30-0	AARONS INC.		04/29/2011	BERNSTEIN	1,781.000	51,233			L
002896-20-7	ABERCROMBIE & FITCH CO-CL A		06/08/2011	BERNSTEIN	30.000	2,004			L
G1151C-10-1	ACCENTURE PLC	F	06/28/2011	MORGAN STANLEY	1,000.000	60,413			L
004498-10-1	ACI WORLDWIDE INC		06/20/2011	BERNSTEIN	1,036.000	33,547			L
00508Y-10-2	ACUITY BRANDS INC.		04/29/2011	BERNSTEIN	1,102.000	64,917			L
005125-10-9	ACXIOM CORP		04/29/2011	BERNSTEIN	2,004.000	29,162			L
00738A-10-6	ADTRAN INC.		04/29/2011	VARIOUS	1,638.000	68,041			L
00751Y-10-6	ADVANCE AUTO PARTS INC.		04/29/2011	BERNSTEIN	1,871.000	122,209			L
007974-10-8	ADVENT SOFTWARE INC		04/29/2011	BERNSTEIN	797.000	21,658			L
00766T-10-0	AECOM TECHNOLOGY CORP		04/29/2011	BERNSTEIN	3,035.000	82,366			L
007865-10-8	AEROPOSTALE INC		04/29/2011	BERNSTEIN	1,826.000	46,716			L
008252-10-8	AFFILIATED MANAGERS GROUP		06/20/2011	BERNSTEIN	1,442.000	156,239			L
001084-10-2	AGCO CORP.		06/20/2011	BERNSTEIN	2,644.000	149,577			L
00846U-10-1	AGILENT TECHNOLOGIES INC. COMMON STK		06/08/2011	BERNSTEIN	43.000	2,057			L
001204-10-6	AGL RESOURCES INC.		06/08/2011	BERNSTEIN	1,940.000	80,047			L
00949P-10-8	AIRTRAN HOLDINGS INC		04/29/2011	BERNSTEIN	1,805.000	13,602			L
011659-10-9	ALASKA AIR GROUP INC.		04/29/2011	BERNSTEIN	926.000	60,885			L
012653-10-1	ALBEMARLE CORP.		06/20/2011	BERNSTEIN	2,429.000	169,932			L
013078-10-0	ALBERTO-CULVER CO. (DELISRTED 5/11		04/29/2011	BERNSTEIN	806.000	30,082			L
013817-10-1	ALCOA INC		04/15/2011	BERNSTEIN	124.000	2,058			L
014482-10-3	ALEXANDER & BALDWIN INC.		06/20/2011	BERNSTEIN	1,180.000	61,548			L
015271-10-9	ALEXANDRIA REAL ESTATE EQUIT		06/08/2011	BERNSTEIN	1,662.000	135,679			L
01741R-10-2	ALLEGHENY TELEDYNE INC.		06/08/2011	BERNSTEIN	36.000	2,170			L
018581-10-8	ALLIANCE DATA SYSTEMS CORP.		06/20/2011	BERNSTEIN	1,348.000	127,538			L
018802-10-8	ALLIANT ENERGY CORP.		06/08/2011	BERNSTEIN	2,839.000	112,110			L
018804-10-4	ALLIANT TECHSYSTEMS INC.		04/29/2011	BERNSTEIN	855.000	60,476			L
01988P-10-8	ALLSCRIPTS HEALTHCARE SOLUTIONS IN		04/29/2011	BERNSTEIN	4,746.000	100,953			L
02076X-10-2	ALPHA NATURAL RESOURCES INC.		06/08/2011	VARIOUS	396.000	15,290			L
021441-10-0	ALTERA CORPORATION COMMON STK		04/15/2011	BERNSTEIN	48.000	2,064			L
02209S-10-3	ALTRIA GROUP INC.		06/08/2011	BERNSTEIN	72.000	1,960			L

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023135-10-6	AMAZON.COM INC		06/08/2011	BERNSTEIN	12.000	2,259			L
00164V-10-3	AMC NETWORKS INC CL A		06/28/2011	MORGAN STANLEY	2,642.000	99,154			L
023608-10-2	AMEREN CORPORATION		06/08/2011	BERNSTEIN	68.000	1,957			L
02553E-10-6	AMERICAN EAGLE OUTFITTERS		04/29/2011	BERNSTEIN	4,985.000	78,172			L
025932-10-4	AMERICAN FINANCIAL GROUP INC.		06/20/2011	BERNSTEIN	2,027.000	72,343			L
026375-10-5	AMERICAN GREETINGS		04/29/2011	BERNSTEIN	1,044.000	25,698			L
026874-78-4	AMERICAN INTERNATIONAL GROUP		06/08/2011	BERNSTEIN	508.000	13,958			L
026874-15-6	AMERICAN INTL GROUP INC WTS EXP 01		01/25/2011	DIRECT		(1,556)			L
03073T-10-2	AMERIGROUP CORP.		06/28/2011	MORGAN STANLEY	2,278.000	158,014			L
031100-10-0	AMETEK INC.		06/20/2011	BERNSTEIN	4,253.000	195,436			L
035623-10-7	ANN INC.		04/29/2011	VARIOUS	1,404.000	43,695			L
03662Q-10-5	ANSYS INC		04/29/2011	BERNSTEIN	2,348.000	129,821			L
00184X-10-5	AOL INC.		04/29/2011	BERNSTEIN	2,592.000	53,236			L
037411-10-5	APACHE CORP.		04/15/2011	BERNSTEIN	17.000	2,077			L
03761U-10-6	APOLLO INVESTMENT CORP.		04/29/2011	BERNSTEIN	5,369.000	63,675			L
037833-10-0	APPLE COMPUTER INC		04/15/2011	BERNSTEIN	16.000	5,305			L
038336-10-3	APTARGROUP INC.		04/29/2011	BERNSTEIN	1,650.000	86,578			L
03836W-10-3	AQUA AMERICA INC.		04/29/2011	BERNSTEIN	3,393.000	76,450			L
039380-10-0	ARCH COAL INC.		06/08/2011	BERNSTEIN	6,376.000	200,474			L
042735-10-0	ARROW ELECTRONICS INC.		06/20/2011	BERNSTEIN	3,105.000	139,826			L
363576-10-9	ARTHUR J GALLAGHER & CO		06/08/2011	BERNSTEIN	2,857.000	84,712			L
04351G-10-1	ASCENA RETAIL GROUP INC.		04/29/2011	BERNSTEIN	1,700.000	53,341			L
044209-10-4	ASHLAND INC.		06/20/2011	BERNSTEIN	2,140.000	132,312			L
G05384-10-5	ASPEN INSURANCE HOLDINGS LTD.		04/29/2011	BERNSTEIN	1,549.000	44,294			L
045487-10-5	ASSOCIATED BANC-CORP		06/20/2011	BERNSTEIN	4,891.000	71,083			L
046265-10-4	ASTORIA FINANCIAL CORP.		04/29/2011	BERNSTEIN	2,090.000	30,279			L
049513-10-4	ATMEL CORP.		06/20/2011	BERNSTEIN	12,097.000	183,303			L
049560-10-5	ATMOS ENERGY CORP.		04/29/2011	BERNSTEIN	2,153.000	75,084			L
050095-10-8	ATWOOD OCEANICS INC		04/29/2011	BERNSTEIN	1,413.000	63,226			L
053015-10-3	AUTOMATIC DATA PROCESSING INC		06/08/2011	BERNSTEIN	38.000	1,997			L
053807-10-3	AVNET INC		06/20/2011	BERNSTEIN	4,238.000	152,650			L
057224-10-7	BAKER HUGHES INC		04/15/2011	BERNSTEIN	29.000	2,042			L
05874B-10-7	BALLY TECHNOLOGIES INC		04/29/2011	BERNSTEIN	1,376.000	53,396			L
059692-10-3	BANCORPSOUTH INC.		04/29/2011	BERNSTEIN	1,804.000	24,525			L
060505-10-4	BANK OF AMERICA CORP		04/15/2011	BERNSTEIN	155.000	2,021			L
062540-10-9	BANK OF HAWAII CORP.		04/29/2011	BERNSTEIN	1,207.000	58,865			L
067774-10-9	BARNES & NOBLE INC.		04/29/2011	BERNSTEIN	1,035.000	11,328			L
073302-10-1	BE AEROSPACE INC		06/20/2011	BERNSTEIN	2,812.000	108,451			L
06846N-10-4	BILL BARRETT CORP		04/29/2011	BERNSTEIN	1,152.000	48,159			L
09062X-10-3	BIOGEN IDEC INC. COMMON STK		06/08/2011	BERNSTEIN	21.000	1,959			L
090572-20-7	BIO-RAD LABORATORIES-CL A		04/29/2011	BERNSTEIN	496.000	62,077			L
05548J-10-6	BJ'S WHOLESALE CLUB INC		06/08/2011	BERNSTEIN	1,390.000	70,297			L

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092113-10-9	BLACK HILLS CORP.		04/29/2011	BERNSTEIN	1,070.000	37,200			L
09247X-10-1	BLACKROCK INC.		04/15/2011	BERNSTEIN	163.000	31,582			L
096761-10-1	BOB EVANS FARMS INC.		04/29/2011	BERNSTEIN	829.000	26,086			L
097023-10-5	BOEING CO		06/08/2011	BERNSTEIN	28.000	2,071			L
099724-10-6	BORGWARNER INC.		06/20/2011	BERNSTEIN	2,955.000	226,838			L
101137-10-7	BOSTON SCIENTIFIC CORP.		04/15/2011	BERNSTEIN	2.000	14			L
103304-10-1	BOYD GAMING CORP.		04/29/2011	VARIOUS	1,882.000	17,146			L
05564E-10-6	BRE PROPERTIES INC.		06/08/2011	BERNSTEIN	2,054.000	104,079			L
109641-10-0	BRINKER INTERNATIONAL INC		04/29/2011	BERNSTEIN	2,077.000	50,137			L
109696-10-4	BRINK'S CO/THE		04/29/2011	BERNSTEIN	1,196.000	39,667			L
111320-10-7	BROADCOM CORP COMMON STK		04/15/2011	BERNSTEIN	53.000	2,028			L
11133T-10-3	BROADRIDGE FINANCIAL SOLUTIO		04/29/2011	BERNSTEIN	2,995.000	70,011			L
115236-10-1	BROWN & BROWN INC.		04/29/2011	BERNSTEIN	2,844.000	73,377			L
118759-10-9	BUCYRUS INTERNATIONAL INC.		04/29/2011	BERNSTEIN	2,031.000	185,722			L
127055-10-1	CABOT CORP.		06/20/2011	BERNSTEIN	1,824.000	80,966			L
127387-10-8	CADENCE DESIGN SYSTEMS INC.		04/29/2011	BERNSTEIN	6,594.000	67,641			L
133131-10-2	CAMDEN PROPERTY TRUST		04/29/2011	BERNSTEIN	1,771.000	111,416			L
140781-10-5	CARBO CERAMICS INC.		04/29/2011	BERNSTEIN	926.000	150,325			L
141665-10-9	CAREER EDUCATION CORP.		04/29/2011	BERNSTEIN	1,535.000	33,629			L
142339-10-0	CARLISLE COS.		04/29/2011	BERNSTEIN	1,560.000	77,217			L
144285-10-3	CARPENTER TECHNOLOGY CORP.		04/29/2011	BERNSTEIN	1,156.000	59,389			L
14888B-10-3	CATALYST HEALTH SOLUTIONS IN		06/20/2011	BERNSTEIN	2,497.000	150,827			L
149123-10-1	CATERPILLAR TRACTOR CO		06/08/2011	BERNSTEIN	30.000	2,964			L
149150-10-4	CATHAY GENERAL BANCORP		04/29/2011	BERNSTEIN	2,080.000	35,671			L
156700-10-6	CENTURYLINK INC.		04/01/2011	DIRECT	467.000	19,380			L
159864-10-7	CHARLES RIVER LABORATORIES INTERNA		04/29/2011	BERNSTEIN	1,206.000	50,782			L
163072-10-1	CHEESECAKE FACTORY INC/THE		04/29/2011	BERNSTEIN	1,535.000	45,237			L
168615-10-2	CHICOS FAS INC.		04/29/2011	VARIOUS	4,446.000	65,651			L
169656-10-5	CHIPOTLE MEXICAN GRILL-CL A		06/08/2011	BERNSTEIN	52.000	14,568			L
171340-10-2	CHURCH & DWIGHT CO.		06/08/2011	BERNSTEIN	1,906.000	149,778			L
171779-30-9	CIENA CORP.		04/29/2011	BERNSTEIN	2,436.000	69,236			L
171798-10-1	CIMAREX ENERGY CO.		04/29/2011	BERNSTEIN	2,180.000	240,356			L
178566-10-5	CITY NATIONAL CORP.		04/29/2011	BERNSTEIN	1,143.000	65,240			L
184496-10-7	CLEAN HARBORS INC		04/29/2011	BERNSTEIN	556.000	54,718			L
12561W-10-5	CLECO CORP.		04/29/2011	BERNSTEIN	1,619.000	56,926			L
125896-10-0	CMS ENERGY CORP		06/08/2011	BERNSTEIN	101.000	1,982			L
194162-10-3	COLGATE PALMOLIVE CO		04/15/2011	BERNSTEIN	48.000	3,933			L
19421W-10-0	COLLECTIVE BRANDS INC.		04/29/2011	BERNSTEIN	1,519.000	32,099			L
20030N-10-1	COMCAST CORP. CL A		06/08/2011	BERNSTEIN	84.000	2,041			L
200525-10-3	COMMERCE BANCSHARES INC.		04/29/2011	BERNSTEIN	1,974.000	83,589			L
201723-10-3	COMMERCIAL METALS CO.		04/29/2011	BERNSTEIN	2,795.000	46,907			L
203668-10-8	COMMUNITY HEALTH SYSTEMS INC.		04/29/2011	BERNSTEIN	2,330.000	71,798			L

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20451N-10-1	COMPASS MINERALS INTERNATIONAL INC		04/29/2011	BERNSTEIN	808.000	78,727			L
205768-20-3	COMSTOCK RESOURCES INC		04/29/2011	BERNSTEIN	1,194.000	38,339			L
206708-10-9	CONCUR TECHNOLOGIES INC		04/29/2011	BERNSTEIN	1,217.000	70,008			L
212485-10-6	CONVERGYS CORP		04/29/2011	BERNSTEIN	2,853.000	41,256			L
205944-10-1	CON-WAY INC		06/20/2011	BERNSTEIN	1,629.000	63,424			L
217204-10-6	COPART INC		04/29/2011	BERNSTEIN	1,402.000	63,533			L
21871D-10-3	CORELOGIC INC.		06/08/2011	BERNSTEIN	2,830.000	51,780			L
219023-10-8	CORN PRODUCTS INTL INC		04/29/2011	BERNSTEIN	1,905.000	104,839			L
219350-10-5	CORNING INC		04/15/2011	BERNSTEIN	1.000	20			L
21988R-10-2	CORPORATE EXECUTIVE BOARD CO.		06/20/2011	BERNSTEIN	1,094.000	43,528			L
22002T-10-8	CORPORATE OFFICE PROPERTIES		06/08/2011	BERNSTEIN	1,850.000	64,796			L
22025Y-40-7	CORRECTIONS CORP. OF AMERICA		04/29/2011	BERNSTEIN	2,591.000	64,442			L
222795-10-6	COUSINS PROPERTIES INC.		04/29/2011	BERNSTEIN	2,817.000	25,254			L
222816-10-0	COVANCE INC.		04/29/2011	BERNSTEIN	1,452.000	90,837			L
224399-10-5	CRANE CO.		06/20/2011	BERNSTEIN	1,409.000	70,055			L
225447-10-1	CREE INC.		04/29/2011	BERNSTEIN	2,787.000	113,383			L
229899-10-9	CULLEN/FROST BANKERS INC.		04/29/2011	BERNSTEIN	1,520.000	90,104			L
231021-10-6	CUMMINS INC		04/15/2011	BERNSTEIN	20.000	2,109			L
232806-10-9	CYPRESS SEMICONDUCTOR CORP		06/20/2011	VARIOUS	4,852.000	103,897			L
232820-10-0	CYTEC INDUSTRIES INC.		04/29/2011	BERNSTEIN	1,283.000	75,198			L
235851-10-2	DANAHER CORPORATION COMMON STK		06/08/2011	BERNSTEIN	58.000	3,014			L
243537-10-7	DECKERS OUTDOOR CORP		04/29/2011	BERNSTEIN	973.000	84,733			L
248019-10-1	DELUXE CORP.		06/20/2011	BERNSTEIN	1,624.000	42,916			L
253393-10-2	DICK'S SPORTING GOODS INC		04/29/2011	BERNSTEIN	2,211.000	90,225			L
253651-10-3	DIEBOLD INC.		04/29/2011	BERNSTEIN	1,663.000	56,337			L
25388B-10-4	DIGITAL RIVER INC.		04/29/2011	BERNSTEIN	933.000	31,205			L
256746-10-8	DOLLAR TREE INC.		04/29/2011	BERNSTEIN	3,115.000	180,038			L
257559-20-3	DOMTAR CORP.		06/20/2011	VARIOUS	2,079.000	211,703			L
257651-10-9	DONALDSON CO. INC.		04/29/2011	BERNSTEIN	1,958.000	120,181			L
260543-10-3	DOW CHEMICAL CO		06/08/2011	BERNSTEIN	60.000	2,100			L
233293-10-9	DPL INC.		06/08/2011	BERNSTEIN	3,097.000	93,765			L
26153C-10-3	DREAMWORKS ANIMATION SKG-A		04/29/2011	BERNSTEIN	1,773.000	46,868			L
261608-10-3	DRESSER-RAND GROUP INC.		06/08/2011	BERNSTEIN	3,902.000	197,835			L
262037-10-4	DRIL-QUIP INC.		04/29/2011	BERNSTEIN	862.000	66,416			L
233326-10-7	DST SYSTEMS INC.		04/29/2011	BERNSTEIN	882.000	43,271			L
233331-10-7	DTE ENERGY COMPANY		06/08/2011	BERNSTEIN	39.000	1,944			L
263534-10-9	DU PONT E I DE NEMOURS & CO		06/08/2011	BERNSTEIN	46.000	2,297			L
264411-50-5	DUKE REALTY CORP.		06/20/2011	BERNSTEIN	6,848.000	104,075			L
27579R-10-4	EAST WEST BANCORP INC.		04/29/2011	BERNSTEIN	3,724.000	79,254			L
277461-10-9	EASTMAN KODAK CO		04/29/2011	BERNSTEIN	6,793.000	18,935			L
278265-10-3	EATON VANCE CORP.		06/20/2011	BERNSTEIN	3,370.000	112,411			L
28176E-10-8	EDWARDS LIFESCIENCES CORP.		04/15/2011	BERNSTEIN	195.000	16,382			L

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28336L-10-9	EL PASO NATURAL GAS		04/15/2011	BERNSTEIN	110.000	2,017			L
532457-10-8	ELI LILLY & CO		06/08/2011	BERNSTEIN	52.000	1,940			L
29264F-20-5	ENDO PHARMACEUTICALS HOLDINGS INC.		04/29/2011	BERNSTEIN	2,965.000	116,793			L
29265N-10-8	ENERGEN CORP.		04/29/2011	BERNSTEIN	1,822.000	117,752			L
29266R-10-8	ENERGIZER HOLDINGS INC.		04/29/2011	BERNSTEIN	1,776.000	133,447			L
29358Q-10-9	ENSCO PLC ADS	F	06/16/2011	DIRECT	4,140.000	217,492			L
26875P-10-1	EOG RESOURCES INC		04/15/2011	BERNSTEIN	29.000	3,234			L
29444U-50-2	EQUINIX INC		04/29/2011	BERNSTEIN	1,141.000	115,237			L
294752-10-0	EQUITY ONE INC.		06/08/2011	BERNSTEIN	1,875.000	36,475			L
29476L-10-7	EQUITY RESIDENTIAL		04/15/2011	BERNSTEIN	36.000	2,036			L
297178-10-5	ESSEX PROPERTY TRUST INC.		04/29/2011	BERNSTEIN	822.000	111,763			L
G3223R-10-8	EVEREST RE GROUP LTD.	F	04/29/2011	BERNSTEIN	1,386.000	127,300			L
30225X-10-3	EXTERRAN HOLDINGS INC		04/29/2011	BERNSTEIN	1,533.000	33,278			L
303075-10-5	FACTSET RESEARCH SYSTEMS INC		04/29/2011	BERNSTEIN	1,216.000	133,226			L
303250-10-4	FAIR ISAAC CORP.		06/20/2011	BERNSTEIN	1,292.000	38,560			L
303726-10-3	FAIRCHILD SEMICONDUCTOR INTERNATIO		04/29/2011	VARIOUS	3,306.000	68,105			L
313747-20-6	FEDERAL REALTY INVESTMENT TRUST		04/29/2011	BERNSTEIN	1,525.000	133,475			L
31620R-10-5	FIDELITY NATIONAL FINANCIAL INC.		04/29/2011	BERNSTEIN	5,406.000	83,537			L
31847R-10-2	FIRST AMERICAN FINANCIAL CORP.		04/29/2011	BERNSTEIN	2,723.000	42,532			L
33582V-10-8	FIRST NIAGARA FINANCIAL GROUP INC.		04/29/2011	VARIOUS	10,022.000	137,012			L
337915-10-2	FIRSTMERIT CORP		04/29/2011	BERNSTEIN	2,640.000	46,402			L
337738-10-8	FISERV INCORP		06/08/2011	BERNSTEIN	31.000	1,953			L
343498-10-1	FLOWERS FOODS INC		06/08/2011	VARIOUS	1,992.000	58,827			L
344849-10-4	FOOT LOCKER INC		04/29/2011	BERNSTEIN	3,864.000	83,443			L
345370-86-0	FORD MOTOR CO COMMON STK		04/15/2011	BERNSTEIN	137.000	2,033			L
346091-70-5	FOREST OIL CORP		04/29/2011	BERNSTEIN	2,916.000	104,247			L
349882-10-0	FOSSIL INC		04/29/2011	BERNSTEIN	1,265.000	121,171			L
35906A-10-8	FRONTIER COMMUNICATIONS CORP		04/15/2011	BERNSTEIN	1.000	8			L
35914P-10-5	FRONTIER OIL CORP		04/29/2011	VARIOUS	2,760.000	77,473			L
302941-10-9	FTI CONSULTING INC.		04/29/2011	BERNSTEIN	934.000	37,347			L
360271-10-0	FULTON FINANCIAL CORP.		06/20/2011	BERNSTEIN	5,799.000	66,537			L
365558-10-5	GARDNER DENVER INC.		06/20/2011	BERNSTEIN	1,501.000	127,919			L
366651-10-7	GARTNER INC.		04/29/2011	BERNSTEIN	2,141.000	91,780			L
361448-10-3	GATX CORP.		06/20/2011	BERNSTEIN	1,326.000	55,155			L
36866T-10-3	GEN-PROBE INC.		04/29/2011	BERNSTEIN	1,260.000	103,016			L
371901-10-9	GENTEX CORP		04/29/2011	BERNSTEIN	3,660.000	115,293			L
37940X-10-2	GLOBAL PAYMENTS INC.		04/29/2011	BERNSTEIN	2,066.000	110,191			L
38141G-10-4	GOLDMAN SACHS GROUP COMMON STK		04/15/2011	BERNSTEIN	15.000	2,331			L
382550-10-1	GOODYEAR TIRE & RUBBER		06/08/2011	BERNSTEIN	124.000	1,986			L
38259P-50-8	GOOGLE INC. CL A		06/08/2011	BERNSTEIN	5.000	2,593			L
384109-10-4	GRACO INC		06/20/2011	BERNSTEIN	1,693.000	84,791			L
387328-10-7	GRANITE CONSTRUCTION INC.		06/20/2011	BERNSTEIN	1,065.000	28,573			L

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SCHEDULE D - PART 3

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391164-10-0	GREAT PLAINS ENERGY INC.		06/08/2011	BERNSTEIN	3,576.000	73,587			L
393122-10-6	GREEN MOUNTAIN COFFEE ROASTE		06/08/2011	BERNSTEIN	3,197.000	214,874			L
395259-10-4	GREENHILL & CO INC		04/29/2011	BERNSTEIN	641.000	37,948			L
397624-10-7	GREIF INC. (CL A)		04/29/2011	BERNSTEIN	775.000	47,976			L
401617-10-5	GUESS? INC		04/29/2011	BERNSTEIN	1,621.000	69,649			L
406216-10-1	HALLIBURTON CO		04/15/2011	BERNSTEIN	44.000	2,046			L
410120-10-9	HANCOCK HOLDING CO.		06/08/2011	BERNSTEIN	4,062.000	125,454			L
410345-10-2	HANESBRANDS INC		04/29/2011	BERNSTEIN	2,475.000	80,267			L
411310-10-5	HANSEN NATURAL CORP.		04/29/2011	BERNSTEIN	1,733.000	114,606			L
412822-10-8	HARLEY-DAVIDSON INC		04/15/2011	BERNSTEIN	51.000	2,047			L
415864-10-7	HARSCO CORP.		06/20/2011	BERNSTEIN	2,328.000	81,921			L
416196-10-3	HARTE-HANKS INC.		04/29/2011	BERNSTEIN	994.000	9,295			L
416515-10-4	HARTFORD FINANCIAL SVCS GRP		04/15/2011	BERNSTEIN	77.000	2,050			L
419870-10-0	HAWAIIAN ELECTRIC INDUSTRIES INC.		04/29/2011	BERNSTEIN	2,368.000	60,285			L
404132-10-2	HCC INSURANCE HOLDINGS INC.		04/29/2011	BERNSTEIN	2,686.000	87,722			L
40414L-10-9	HCP INC		04/15/2011	BERNSTEIN	69.000	2,619			L
42217K-10-6	HEALTH CARE REIT INC		04/15/2011	BERNSTEIN	55.000	2,892			L
421933-10-2	HEALTH MANAGEMENT ASSOCIATES INC.		04/29/2011	BERNSTEIN	6,468.000	72,887			L
42222G-10-8	HEALTH NET INC.		04/29/2011	BERNSTEIN	2,314.000	76,753			L
42330P-10-7	HELIX ENERGY SOLUTIONS GROUP INC.		04/29/2011	BERNSTEIN	2,750.000	51,751			L
806407-10-2	HENRY SCHEIN INC.		06/20/2011	BERNSTEIN	2,397.000	175,528			L
600544-10-0	HERMAN MILLER INC.		06/20/2011	BERNSTEIN	1,651.000	42,265			L
431284-10-8	HIGHWOODS PROPERTIES INC.		04/29/2011	BERNSTEIN	1,826.000	67,687			L
431475-10-2	HILL-ROM HOLDINGS INC.		04/29/2011	BERNSTEIN	1,636.000	73,143			L
404251-10-0	HNI CORP.		06/20/2011	BERNSTEIN	1,420.000	38,184			L
435758-30-5	HOLLY CORP		06/28/2011	MORGAN STANLEY	2,653.000	174,133			L
436440-10-1	HOLOGIC INC.		04/29/2011	BERNSTEIN	6,472.000	142,430			L
438516-10-6	HONEYWELL INTERNATIONAL COMMON STK		06/08/2011	BERNSTEIN	47.000	2,652			L
440452-10-0	HORMEL FOODS CORP		06/08/2011	BERNSTEIN	69.000	1,991			L
44106M-10-2	HOSPITALITY PROPERTIES TRUST		04/29/2011	BERNSTEIN	3,225.000	78,429			L
443510-20-1	HUBBELL INC. (CL B)		04/29/2011	BERNSTEIN	1,571.000	110,020			L
446413-10-6	HUNTINGTON INGALLS INDUSTRIES INC.		04/29/2011	VARIOUS	2,461.000	98,252			L
451107-10-6	IDACORP INC.		04/29/2011	BERNSTEIN	1,110.000	43,590			L
45167R-10-4	IDEX CORP.		04/29/2011	BERNSTEIN	2,158.000	101,393			L
45168D-10-4	IDEXX LABORATORIES INC.		04/29/2011	BERNSTEIN	1,490.000	121,838			L
452526-10-6	IMMUCOR INC		04/29/2011	BERNSTEIN	1,854.000	40,177			L
45666Q-10-2	INFORMATICA CORP.		04/29/2011	BERNSTEIN	2,929.000	163,512			L
G47791-10-1	INGERSOLL-RAND PLC		06/08/2011	BERNSTEIN	47.000	2,125			L
457153-10-4	INGRAM MICRO INC. (CL A)		04/29/2011	BERNSTEIN	4,160.000	78,909			L
458118-10-6	INTEGRATED DEVICE TECHNOLOGY INC.		06/20/2011	BERNSTEIN	5,107.000	40,734			L
45822P-10-5	INTEGRYS ENERGY GROUP INC COMMON STK		06/08/2011	BERNSTEIN	39.000	1,970			L
459044-10-3	INTERNATIONAL BANCSHARES CORP.		04/29/2011	BERNSTEIN	1,386.000	24,477			L

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460254-10-5	INTERNATIONAL RECTIFIER CORP.		04/29/2011	BERNSTEIN	1,781.000	61,456			L
460335-20-1	INTERNATIONAL SPEEDWAY CORP. (CL A		04/29/2011	BERNSTEIN	682.000	20,894			L
46069S-10-9	INTERSIL CORP -CL A		04/29/2011	BERNSTEIN	3,179.000	47,117			L
46121Y-10-2	INTREPID POTASH INC.		04/29/2011	BERNSTEIN	1,152.000	39,612			L
462846-10-6	IRON MOUNTAIN INC		04/15/2011	BERNSTEIN	59.000	2,033			L
465741-10-6	ITRON INC		04/29/2011	BERNSTEIN	996.000	54,171			L
45068B-10-9	ITT EDUCATIONAL SERVICES INC.		04/29/2011	BERNSTEIN	560.000	40,238			L
445658-10-7	J.B. HUNT TRANSPORT SERVICES INC.		06/20/2011	BERNSTEIN	2,358.000	112,651			L
426281-10-1	JACK HENRY & ASSOCIATES INC.		04/29/2011	BERNSTEIN	2,138.000	72,696			L
472319-10-2	JEFFERIES GROUP INC.		06/20/2011	BERNSTEIN	4,653.000	111,697			L
477143-10-1	JETBLUE AIRWAYS CORP.		04/29/2011	BERNSTEIN	5,172.000	29,453			L
968223-20-6	JOHN WILEY & SONS INC. (CL A)		04/29/2011	BERNSTEIN	1,116.000	56,951			L
48020Q-10-7	JONES LANG LASALLE INC		06/20/2011	BERNSTEIN	1,162.000	117,860			L
46625H-10-0	JP MORGAN CHASE & COMPANY		04/15/2011	BERNSTEIN	165.000	7,449			L
48203R-10-4	JUNIPER NETWORKS INC		04/15/2011	BERNSTEIN	53.000	2,035			L
485170-30-2	KANSAS CITY SOUTHERN		06/20/2011	BERNSTEIN	3,077.000	177,225			L
48666K-10-9	KB HOME		04/29/2011	BERNSTEIN	1,871.000	22,208			L
48242W-10-6	KBR INC.		06/20/2011	BERNSTEIN	4,089.000	156,752			L
489170-10-0	KENNAMETAL INC		06/08/2011	BERNSTEIN	2,055.000	86,353			L
493267-10-8	KEYCORP INC.		04/15/2011	BERNSTEIN	230.000	2,025			L
494580-10-3	KINDRED HEALTHCARE INC		06/08/2011	BERNSTEIN	1,537.000	36,782			L
49460W-20-8	KINETIC CONCEPTS INC.		04/29/2011	BERNSTEIN	1,575.000	92,577			L
497266-10-6	KIRBY CORP.		04/29/2011	BERNSTEIN	1,304.000	74,358			L
500643-20-0	KORN/FERRY INTERNATIONAL		06/20/2011	BERNSTEIN	1,443.000	30,240			L
50075N-10-4	KRAFT FOODS INC-A		06/08/2011	BERNSTEIN	57.000	1,940			L
512807-10-8	LAM RESEARCH CORP.		06/20/2011	BERNSTEIN	3,287.000	158,513			L
512815-10-1	LAMAR ADVERTISING CO. (CL A)		04/29/2011	BERNSTEIN	1,467.000	47,884			L
513847-10-3	LANCASTER COLONY CORP		04/29/2011	BERNSTEIN	442.000	27,335			L
515098-10-1	LANDSTAR SYSTEM INC.		06/20/2011	BERNSTEIN	1,311.000	62,011			L
524901-10-5	LEGG MASON INC		04/15/2011	BERNSTEIN	56.000	2,064			L
52602E-10-2	LENDER PROCESSING SERVICES INC.		06/08/2011	BERNSTEIN	2,132.000	62,348			L
526107-10-7	LENNOX INTERNATIONAL INC.		04/29/2011	BERNSTEIN	1,159.000	56,519			L
531172-10-4	LIBERTY PROPERTY TRUST		04/29/2011	BERNSTEIN	2,822.000	99,171			L
53217R-20-7	LIFE TIME FITNESS INC.		04/29/2011	BERNSTEIN	1,095.000	42,814			L
53219L-10-9	LIFEPOINT HOSPITALS COMMON STK		04/29/2011	BERNSTEIN	1,211.000	50,624			L
532791-10-0	LINCARE HOLDINGS INC.		04/29/2011	BERNSTEIN	2,320.000	73,246			L
533900-10-6	LINCOLN ELECTRIC HOLDINGS INC.		06/20/2011	BERNSTEIN	1,275.000	92,614			L
501889-20-8	LKQ CORP		06/20/2011	BERNSTEIN	3,900.000	99,119			L
540424-10-8	LOEWS CORP.		06/08/2011	BERNSTEIN	74.000	3,031			L
546347-10-5	LOUISIANA-PACIFIC CORP.		04/29/2011	BERNSTEIN	3,573.000	33,378			L
549271-10-4	LUBRIZOL CORP.		04/29/2011	BERNSTEIN	1,558.000	209,626			L
552676-10-8	M.D.C. HOLDINGS INC.		04/29/2011	BERNSTEIN	963.000	28,141			L

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554382-10-1	MACERICH CO.		06/20/2011	BERNSTEIN	3,369.000	177,142			L
554489-10-4	MACK-CALI REALTY CORP.		04/29/2011	BERNSTEIN	2,141.000	75,372			L
56418H-10-0	MANPOWERGROUP		06/20/2011	BERNSTEIN	2,240.000	147,001			L
564563-10-4	MANTECH INTERNATIONAL CORP. (CL A)		04/29/2011	BERNSTEIN	554.000	24,308			L
565849-10-6	MARATHON OIL CORP.		04/15/2011	BERNSTEIN	40.000	2,059			L
573284-10-6	MARTIN MARIETTA MATERIALS INC.		04/29/2011	BERNSTEIN	1,153.000	105,226			L
574795-10-0	MASIMO CORP.		04/29/2011	BERNSTEIN	1,555.000	54,127			L
577128-10-1	MATTHEWS INTERNATIONAL CORP. (CL A		04/29/2011	BERNSTEIN	756.000	30,195			L
552690-10-9	MDU RESOURCES GROUP INC.		04/29/2011	BERNSTEIN	4,842.000	115,337			L
584690-30-9	MEDICIS PHARMACEUTICAL CORP.		04/29/2011	BERNSTEIN	1,477.000	52,313			L
58502B-10-6	MEDNAX INC.		04/29/2011	BERNSTEIN	1,257.000	89,159			L
587200-10-6	MENTOR GRAPHICS CORP.		04/29/2011	BERNSTEIN	2,751.000	40,764			L
58933Y-10-5	MERCK & CO. INC.		06/08/2011	BERNSTEIN	55.000	1,967			L
589400-10-0	MERCURY GENERAL CORP.		06/08/2011	BERNSTEIN	975.000	38,800			L
589433-10-1	MEREDITH CORP		04/29/2011	BERNSTEIN	786.000	26,261			L
59156R-10-8	METLIFE INC.		04/15/2011	BERNSTEIN	247.000	10,929			L
592688-10-5	METTLER-TOLEDO INTERNATIONAL INC.		06/20/2011	BERNSTEIN	850.000	157,715			L
594901-10-0	MICROS SYSTEMS INC		04/29/2011	BERNSTEIN	2,014.000	104,809			L
602720-10-4	MINE SAFETY APPLIANCES CO.		06/20/2011	BERNSTEIN	1,177.000	44,605			L
603158-10-6	MINERALS TECHNOLOGIES INC.		06/20/2011	BERNSTEIN	603.000	40,410			L
608190-10-4	MOHAWK INDUSTRIES INC.		06/20/2011	BERNSTEIN	1,598.000	95,959			L
617446-44-8	MORGAN STANLEY		04/15/2011	BERNSTEIN	76.000	2,057			L
553530-10-6	MSC INDUSTRIAL DIRECT CO. (CL A)		04/29/2011	BERNSTEIN	1,176.000	84,634			L
55354G-10-0	MSCI INC. (CL A)		04/29/2011	BERNSTEIN	3,019.000	107,382			L
636180-10-1	NATIONAL FUEL GAS CO.		04/29/2011	BERNSTEIN	2,086.000	153,043			L
636518-10-2	NATIONAL INSTRUMENTS CORP.		04/29/2011	BERNSTEIN	2,366.000	70,119			L
638620-10-4	NATIONWIDE HEALTH PROPERTIES INC.		04/29/2011	BERNSTEIN	3,165.000	138,080			L
62886E-10-8	NCR CORP.		04/29/2011	BERNSTEIN	4,109.000	80,988			L
64110D-10-4	NETAPP INC.		04/15/2011	BERNSTEIN	42.000	2,041			L
64126X-20-1	NEUSTAR INC. (CL A)		04/29/2011	BERNSTEIN	1,772.000	47,662			L
649445-10-3	NEW YORK COMMUNITY BANCORP INC.		04/29/2011	BERNSTEIN	10,926.000	181,663			L
650111-10-7	NEW YORK TIMES CO		04/29/2011	BERNSTEIN	3,125.000	25,527			L
651587-10-7	NEWMARKET CORP		04/29/2011	BERNSTEIN	245.000	45,390			L
65473P-10-5	NISOURCE INC COMMON STK		06/08/2011	BERNSTEIN	100.000	1,952			L
655663-10-2	NORDSON CORP.		06/20/2011	BERNSTEIN	1,949.000	110,571			L
655664-10-0	NORDSTROM INC		04/15/2011	BERNSTEIN	44.000	2,044			L
665531-10-9	NORTHERN OIL & GAS INC.		04/29/2011	VARIOUS	1,429.000	34,197			L
67019E-10-7	NSTAR		06/08/2011	BERNSTEIN	2,635.000	121,222			L
67073Y-10-6	NV ENERGY INC.		06/08/2011	BERNSTEIN	5,999.000	91,252			L
62944T-10-5	NVR INC.		04/29/2011	BERNSTEIN	148.000	108,743			L
675232-10-2	OCEANEERING INTL INC		06/20/2011	BERNSTEIN	1,549.000	127,397			L
676220-10-6	OFFICE DEPOT INC COMMON STK		04/29/2011	VARIOUS	7,732.000	33,520			L

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670837-10-3	OGE ENERGY CORP		04/29/2011	BERNSTEIN	2,403.000	127,483			L
678026-10-5	OIL STATES INTERNATIONAL INC.		04/29/2011	BERNSTEIN	2,499.000	205,644			L
680223-10-4	OLD REPUBLIC INTERNATIONAL CORP.		04/29/2011	BERNSTEIN	6,413.000	81,629			L
680665-20-5	OLIN CORP.		04/29/2011	BERNSTEIN	2,041.000	52,563			L
681936-10-0	OMEGA HEALTHCARE INVESTORS		04/29/2011	BERNSTEIN	2,516.000	57,859			L
681904-10-8	OMNICARE INC		04/29/2011	BERNSTEIN	2,952.000	92,767			L
68389X-10-5	ORACLE SYSTEMS CORP		04/15/2011	BERNSTEIN	100.000	3,409			L
688239-20-1	OSHKOSH CORP		04/29/2011	BERNSTEIN	2,327.000	71,995			L
690368-10-5	OVERSEAS SHIPHOLDING GROUP INC.		04/29/2011	BERNSTEIN	647.000	17,960			L
690732-10-2	OWENS & MINOR INC.		04/29/2011	BERNSTEIN	1,591.000	54,710			L
695156-10-9	PACKAGING CORP. OF AMERICA		06/20/2011	BERNSTEIN	2,773.000	78,355			L
695263-10-3	PACWEST BANCORP.		04/29/2011	BERNSTEIN	952.000	21,887			L
69840W-10-8	PANERA BREAD COMPANY-CL A		04/29/2011	BERNSTEIN	815.000	98,452			L
699173-20-9	PARAMETRIC TECHNOLOGY CORP. COM STOCK		06/20/2011	BERNSTEIN	3,429.000	82,353			L
70336T-10-4	PATRIOT COAL CORP.		04/29/2011	BERNSTEIN	2,348.000	58,630			L
703481-10-1	PATTERSON-UTI ENERGY INC		04/29/2011	BERNSTEIN	3,829.000	119,461			L
709631-10-5	PENTAIR INC		06/20/2011	BERNSTEIN	2,731.000	109,541			L
713448-10-8	PEPSICO INC		06/08/2011	BERNSTEIN	28.000	1,926			L
714290-10-3	PERRIGO CO.		06/20/2011	BERNSTEIN	2,174.000	195,648			L
716768-10-6	PETSMART INC		04/29/2011	BERNSTEIN	2,947.000	125,155			L
717081-10-3	PFIZER INC		04/15/2011	BERNSTEIN	13.000	266			L
717124-10-1	PHARMACEUTICAL PRODUCT DEVEL		04/29/2011	BERNSTEIN	2,714.000	83,665			L
718592-10-8	PHILLIPS-VAN HEUSEN CORP.		06/20/2011	BERNSTEIN	1,792.000	126,062			L
726505-10-0	PLAINS EXPLORATION & PRODUCTION CO		04/29/2011	BERNSTEIN	3,533.000	134,162			L
727493-10-8	PLANTRONICS INC		06/20/2011	BERNSTEIN	1,533.000	56,327			L
69349H-10-7	PNM RESOURCES INC.		04/29/2011	BERNSTEIN	2,289.000	35,127			L
731068-10-2	POLARIS INDUSTRIES INC.		04/29/2011	BERNSTEIN	869.000	91,698			L
73172K-10-4	POLYCOM INC.		04/29/2011	BERNSTEIN	2,257.000	136,469			L
737630-10-3	POTLATCH CORP.		04/29/2011	BERNSTEIN	989.000	38,376			L
69351T-10-6	PPL CORP		04/15/2011	BERNSTEIN	193.000	5,203			L
74005P-10-4	PRAXAIR INC - WI		06/08/2011	BERNSTEIN	31.000	3,102			L
741503-40-3	PRICELINE.COM INC		04/15/2011	BERNSTEIN	3.000	1,541			L
74153Q-10-2	PRIDE INTERNATIONAL		04/29/2011	BERNSTEIN	4,505.000	195,962			L
74340W-10-3	PROLOGIS INC.		06/08/2011	VARIOUS	5,102.000	181,417			L
743606-10-5	PROSPERITY BANCSHARES INC		04/29/2011	BERNSTEIN	1,171.000	53,861			L
743674-10-3	PROTECTIVE LIFE CORP.		06/20/2011	BERNSTEIN	2,650.000	70,066			L
744320-10-2	PRUDENTIAL FINANCIAL INC		06/08/2011	BERNSTEIN	38.000	2,262			L
747277-10-1	QLOGIC CORP		04/29/2011	BERNSTEIN	2,678.000	48,225			L
747525-10-3	QUALCOMM INC. COMMON STK		04/15/2011	BERNSTEIN	45.000	2,398			L
74834L-10-0	QUEST DIAGNOSTICS		06/08/2011	BERNSTEIN	33.000	1,923			L
74834T-10-3	QUEST SOFTWARE INC		04/29/2011	BERNSTEIN	1,632.000	41,673			L
748356-10-2	QUESTAR CORP		04/29/2011	BERNSTEIN	4,385.000	76,959			L

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SCHEDULE D - PART 3

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

1 CUSIP Ident-ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
74837R-10-4	QUICKSILVER RESOURCES INC		04/29/2011	BERNSTEIN	3,117.000	46,120			L
750086-10-0	RACKSPACE HOSTING INC.		06/20/2011	BERNSTEIN	2,666.000	121,954			L
750438-10-3	RADIOSHACK CORP.		06/28/2011	MORGAN STANLEY	5,197.000	66,908			L
751028-10-1	RALCORP HOLDINGS INC		06/08/2011	BERNSTEIN	1,380.000	105,194			L
754730-10-9	RAYMOND JAMES FINANCIAL INC		06/20/2011	BERNSTEIN	2,915.000	108,071			L
754907-10-3	RAYONIER INC. REIT		04/29/2011	BERNSTEIN	2,019.000	133,936			L
756109-10-4	REALTY INCOME CORP.		04/29/2011	VARIOUS	3,194.000	113,751			L
758750-10-3	REGAL BELOIT CORP		04/29/2011	BERNSTEIN	983.000	73,942			L
758849-10-3	REGENCY CENTERS CORP.		06/08/2011	BERNSTEIN	2,409.000	111,855			L
758932-10-7	REGIS CORP.		04/29/2011	BERNSTEIN	1,489.000	25,290			L
759351-60-4	REINSURANCE GROUP OF AMERICA INC.		04/29/2011	BERNSTEIN	2,225.000	140,987			L
759509-10-2	RELIANCE STEEL & ALUMINUM CO.		06/20/2011	BERNSTEIN	2,023.000	113,424			L
76009N-10-0	RENT-A-CENTER INC.		06/20/2011	BERNSTEIN	1,938.000	58,522			L
761152-10-7	RESMED INC.		04/29/2011	BERNSTEIN	3,858.000	122,993			L
749941-10-0	RF MICRO DEVICES INC.		04/29/2011	BERNSTEIN	6,877.000	45,826			L
768573-10-7	RIVERBED TECHNOLOGY INC.		04/29/2011	BERNSTEIN	3,816.000	133,182			L
772739-20-7	ROCK-TENN CO. CL A		06/20/2011	BERNSTEIN	2,476.000	169,455			L
775711-10-4	ROLLINS INC.		04/29/2011	BERNSTEIN	1,613.000	33,967			L
779376-10-2	ROVI CORP.		04/29/2011	VARIOUS	2,890.000	141,852			L
749685-10-3	RPM INTERNATIONAL INC.		04/29/2011	BERNSTEIN	3,282.000	77,675			L
781258-10-8	RUDDICK CORP.		04/29/2011	BERNSTEIN	1,136.000	47,242			L
783764-10-3	RYLAND GROUP INC.		04/29/2011	BERNSTEIN	1,236.000	21,321			L
79377W-10-8	SAKS INC		04/29/2011	BERNSTEIN	4,137.000	49,246			L
80105N-11-3	SANOFI AVENTIS RIGHT 12/31/2020		04/05/2011	DIRECT	419.000	1,018			L
807066-10-5	SCHOLASTIC CORP		04/29/2011	BERNSTEIN	621.000	16,358			L
80874P-10-9	SCIENTIFIC GAMES CORP.		04/29/2011	BERNSTEIN	1,681.000	17,747			L
810186-10-6	SCOTTS MIRACLE-GRO CO.		04/29/2011	BERNSTEIN	1,082.000	60,977			L
784117-10-3	SEI INVESTMENTS CO.		04/29/2011	BERNSTEIN	3,715.000	82,678			L
816850-10-1	SEMTECH CORP		04/29/2011	BERNSTEIN	1,666.000	46,876			L
81721M-10-9	SENIOR HOUSING PROPERTIES TRUST		06/08/2011	BERNSTEIN	3,621.000	85,926			L
81725T-10-0	SENSIENT TECHNOLOGIES CORP		04/29/2011	BERNSTEIN	1,191.000	45,051			L
817565-10-4	SERVICE CORP. INTERNATIONAL		06/20/2011	BERNSTEIN	6,884.000	80,767			L
820280-10-5	SHAW GROUP INC		04/29/2011	BERNSTEIN	2,172.000	84,857			L
827048-10-9	SILGAN HOLDINGS INC		06/08/2011	BERNSTEIN	1,221.000	55,527			L
826919-10-2	SILICON LABORATORIES		04/29/2011	BERNSTEIN	1,083.000	47,282			L
83088M-10-2	SKYWORKS SOLUTIONS INC.		04/29/2011	BERNSTEIN	4,779.000	150,614			L
78440X-10-1	SL GREEN REALTY CORP.		06/08/2011	BERNSTEIN	2,161.000	177,941			L
78442P-10-6	SLM CORP		06/08/2011	BERNSTEIN	121.000	1,944			L
78454L-10-0	SM ENERGY CO.		04/29/2011	BERNSTEIN	1,640.000	123,576			L
832248-10-8	SMITHFIELD FOODS INC.		04/29/2011	BERNSTEIN	4,136.000	97,727			L
83421A-10-4	SOLERA HOLDINGS INC		04/29/2011	BERNSTEIN	1,750.000	96,079			L
835495-10-2	SONOCO PRODUCTS CO.		06/20/2011	BERNSTEIN	2,492.000	86,095			L

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SCHEDULE D - PART 3

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

1 CUSIP Ident-ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
835898-10-7	SOTHEBYS		06/20/2011	BERNSTEIN	1,950.000	95,960			L
842587-10-7	SOUTHERN CO		06/08/2011	BERNSTEIN	50.000	1,980			L
844030-10-6	SOUTHERN UNION CO		06/20/2011	BERNSTEIN	3,313.000	99,330			L
844741-10-8	SOUTHWEST AIRLS COMPANY		06/08/2011	VARIOUS	1,763.000	20,160			L
784635-10-4	SPX CORP.		06/20/2011	BERNSTEIN	1,409.000	121,086			L
78464R-10-5	SRA INTERNATIONAL INC. (CL A)		04/29/2011	BERNSTEIN	1,065.000	32,931			L
852891-10-0	STANCORP FINANCIAL GROUP INC.		04/29/2011	BERNSTEIN	1,175.000	50,649			L
855244-10-9	STARBUCKS CORP		04/15/2011	BERNSTEIN	57.000	2,052			L
858119-10-0	STEEL DYNAMICS INC.		04/29/2011	BERNSTEIN	5,555.000	100,281			L
859152-10-0	STERIS CORP.		06/20/2011	BERNSTEIN	1,735.000	62,173			L
863236-10-5	STRAYER EDUCATION INC.		04/29/2011	BERNSTEIN	288.000	35,832			L
867914-10-3	SUNTRUST BANKS INC		04/15/2011	BERNSTEIN	72.000	2,042			L
868157-10-8	SUPERIOR ENERGY SERVICES INC		04/29/2011	BERNSTEIN	2,035.000	77,956			L
78486Q-10-1	SVB FINANCIAL GROUP		04/29/2011	BERNSTEIN	1,118.000	67,657			L
871607-10-7	SYNOPSYS INC.		06/08/2011	BERNSTEIN	3,901.000	106,470			L
87161C-10-5	SYNOVUS FINANCIAL CORP.		04/29/2011	BERNSTEIN	19,528.000	48,906			L
74144T-10-8	T ROWE PRICE GROUP INC		06/08/2011	BERNSTEIN	35.000	2,021			L
876664-10-3	TAUBMAN CENTERS INC.		04/29/2011	BERNSTEIN	1,418.000	82,350			L
872275-10-2	TCF FINANCIAL CORP.		04/29/2011	VARIOUS	4,070.000	63,431			L
878237-10-6	TECH DATA CORP		04/29/2011	BERNSTEIN	1,172.000	62,225			L
878377-10-0	TECHNE CORP		04/29/2011	BERNSTEIN	890.000	69,079			L
879369-10-6	TELEFLEX INC.		06/08/2011	BERNSTEIN	1,015.000	63,294			L
879433-10-0	TELEPHONE & DATA SYSTEMS INC.		04/29/2011	BERNSTEIN	2,380.000	79,871			L
879868-10-7	TEMPLE-INLAND INC.		06/20/2011	BERNSTEIN	3,051.000	73,084			L
880779-10-3	TEREX CORP.		06/20/2011	BERNSTEIN	3,202.000	108,338			L
216648-40-2	THE COOPER COS INC		04/29/2011	VARIOUS	2,250.000	161,616			L
410867-10-5	THE HANOVER INSURANCE GROUP INC.		06/08/2011	BERNSTEIN	1,238.000	51,843			L
884315-10-2	THOMAS & BETTS CORP		04/29/2011	BERNSTEIN	1,341.000	77,744			L
885160-10-1	THOR INDUSTRIES INC.		04/29/2011	BERNSTEIN	1,042.000	32,151			L
885175-30-7	THORATEC CORP.		04/29/2011	BERNSTEIN	1,485.000	45,622			L
88632Q-10-3	TIBCO SOFTWARE INC.		06/20/2011	BERNSTEIN	4,456.000	133,386			L
886423-10-2	TIDEWATER INC		04/29/2011	BERNSTEIN	1,276.000	75,600			L
887100-10-5	TIMBERLAND CO-CL A		04/29/2011	BERNSTEIN	962.000	43,294			L
887389-10-4	TIMKEN CO.		06/20/2011	BERNSTEIN	2,246.000	125,088			L
889478-10-3	TOLL BROTHERS INC.		04/29/2011	BERNSTEIN	3,698.000	76,983			L
890516-10-7	TOOTSIE ROLL INDUSTRIES INC.		04/29/2011	BERNSTEIN	551.000	16,303			L
891894-10-7	TOWERS WATSON & CO		06/08/2011	BERNSTEIN	1,182.000	67,963			L
892356-10-6	TRACTOR SUPPLY COMPANY		06/20/2011	BERNSTEIN	1,943.000	120,527			L
893521-10-4	TRANSATLANTIC HOLDINGS INC.		06/20/2011	BERNSTEIN	1,633.000	80,515			L
896239-10-0	TRIMBLE NAVIGATION LTD.		06/20/2011	BERNSTEIN	3,327.000	154,733			L
896522-10-9	TRINITY INDUSTRIES INC.		06/20/2011	BERNSTEIN	2,301.000	82,095			L
896818-10-1	TRIUMPH GROUP INC		06/20/2011	BERNSTEIN	981.000	90,539			L

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SCHEDULE D - PART 3

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

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898402-10-2	TRUSTMARK CORP.		04/29/2011	BERNSTEIN	1,478.000	34,387			L
899896-10-4	TUPPERWARE BRANDS CORP		04/29/2011	BERNSTEIN	1,558.000	98,731			L
87311L-10-4	TW TELECOM INC		04/29/2011	BERNSTEIN	3,685.000	79,697			L
902653-10-4	UDR INC.		04/29/2011	BERNSTEIN	4,609.000	119,301			L
902681-10-5	UGI CORP.		04/29/2011	BERNSTEIN	2,682.000	89,446			L
904311-10-7	UNDER ARMOUR INC. (CL A)		04/29/2011	BERNSTEIN	909.000	62,381			L
909218-10-9	UNIT CORP		04/29/2011	BERNSTEIN	1,021.000	64,199			L
911312-10-6	UNITED PARCEL SVC INC CL B AV		06/08/2011	BERNSTEIN	28.000	1,945			L
911363-10-9	UNITED RENTALS INC.		04/29/2011	BERNSTEIN	1,601.000	46,802			L
913017-10-9	UNITED TECHNOLOGIES CORP		06/08/2011	BERNSTEIN	24.000	1,993			L
91307C-10-2	UNITED THERAPEUTICS CORP.		04/29/2011	BERNSTEIN	1,237.000	82,770			L
913275-10-3	UNITRIN INC.		04/29/2011	BERNSTEIN	1,324.000	40,109			L
913456-10-9	UNIVERSAL CORP.		04/29/2011	BERNSTEIN	551.000	24,054			L
913903-10-0	UNIVERSAL HEALTH SERVICES INC. CL		04/29/2011	BERNSTEIN	2,440.000	133,423			L
903236-10-7	URS CORP.		04/29/2011	BERNSTEIN	1,950.000	87,052			L
919794-10-7	VALLEY NATIONAL BANCORP		04/29/2011	BERNSTEIN	4,426.000	62,544			L
920253-10-1	VALMONT INDUSTRIES INC.		04/29/2011	BERNSTEIN	534.000	56,385			L
920355-10-4	VALSPAR CORP.		04/29/2011	BERNSTEIN	2,248.000	88,356			L
92046N-10-2	VALUECLICK INC.		04/29/2011	BERNSTEIN	1,971.000	33,065			L
922207-10-5	VARIAN SEMICONDUCTOR EQUIP		04/29/2011	VARIOUS	2,039.000	85,999			L
918194-10-1	VCA ANTECH INC.		04/29/2011	BERNSTEIN	2,154.000	53,143			L
92240G-10-1	VECTREN CORPORATION		06/08/2011	BERNSTEIN	2,075.000	58,922			L
92343V-10-4	VERIZON COMMUNICATIONS COMMON STK		04/15/2011	BERNSTEIN	70.000	2,648			L
92532F-10-0	VERTEX PHARMACEUTICALS INC.		04/29/2011	BERNSTEIN	5,222.000	290,441			L
928298-10-8	VISHAY INTERTECHNOLOGY INC.		04/29/2011	BERNSTEIN	4,180.000	79,523			L
929042-10-9	VORNADO REALTY TRUST		06/08/2011	BERNSTEIN	20.000	1,896			L
084423-10-2	W.R. BERKLEY CORP.		04/29/2011	BERNSTEIN	2,692.000	87,779			L
929740-10-8	WABTEC COMMON STK		06/20/2011	BERNSTEIN	1,275.000	90,227			L
930059-10-0	WADDELL & REED FINANCIAL-A		06/20/2011	BERNSTEIN	2,544.000	102,886			L
931142-10-3	WAL MART STORES INC		06/08/2011	BERNSTEIN	36.000	1,933			L
254687-10-6	WALT DISNEY CO.		06/08/2011	BERNSTEIN	51.000	2,012			L
934390-40-2	WARNACO GROUP INC/THE		04/29/2011	BERNSTEIN	1,129.000	72,499			L
938824-10-9	WASHINGTON FEDERAL INC.		04/29/2011	BERNSTEIN	2,796.000	44,811			L
941053-10-0	WASTE CONNECTIONS INC.		06/08/2011	BERNSTEIN	2,922.000	89,764			L
942622-20-0	WATSCO INC.		04/29/2011	BERNSTEIN	670.000	47,563			L
947890-10-9	WEBSTER FINANCIAL CORP.		04/29/2011	BERNSTEIN	1,935.000	41,727			L
948741-10-3	WEINGARTEN REALTY INVESTORS		04/29/2011	BERNSTEIN	2,962.000	78,561			L
94946T-10-6	WELLCARE HEALTH PLANS INC.		06/20/2011	BERNSTEIN	1,301.000	57,908			L
949746-10-1	WELLS FARGO COMPANY		04/15/2011	BERNSTEIN	75.000	2,272			L
950587-10-5	WENDY'S/ARBY'S A EQUITY		04/29/2011	BERNSTEIN	8,090.000	38,974			L
950755-10-8	WERNER ENTERPRISES INC.		04/29/2011	BERNSTEIN	1,037.000	27,313			L
957090-10-3	WESTAMERICA BANCORP		06/08/2011	BERNSTEIN	785.000	39,681			L

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SCHEDULE D - PART 3

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

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95709T-10-0	WESTAR ENERGY INC.		06/08/2011	BERNSTEIN	3,051.000	82,471			L
92924F-10-6	WGL HOLDINGS INC.		06/08/2011	BERNSTEIN	1,257.000	49,389			L
963320-10-6	WHIRLPOOL CORP		04/15/2011	BERNSTEIN	23.000	1,957			L
969904-10-1	WILLIAMS-SONOMA INC		04/29/2011	BERNSTEIN	2,601.000	112,812			L
976657-10-6	WISCONSIN ENERGY CORP		06/08/2011	BERNSTEIN	63.000	1,959			L
929297-10-9	WMS INDUSTRIES INC		04/29/2011	BERNSTEIN	1,395.000	45,743			L
980745-10-3	WOODWARD INC.		06/20/2011	VARIOUS	2,206.000	79,176			L
981811-10-2	WORTHINGTON INDUSTRIES		04/29/2011	BERNSTEIN	1,449.000	31,189			L
98310W-10-8	WYNDHAM WORLDWIDE CORP		04/15/2011	BERNSTEIN	64.000	1,996			L
98389B-10-0	XCEL ENERGY		06/08/2011	BERNSTEIN	119.000	2,887			L
983919-10-1	XILINX		06/08/2011	BERNSTEIN	58.000	1,953			L
989207-10-5	ZEBRA TECHNOLOGIES CORP-CL A		04/29/2011	BERNSTEIN	1,403.000	54,903			L
9099999	Total Common Stock Industrial and Miscellaneous (Unaffiliated)				X X X	34,173,406	X X X		X X X
9799997	Total Common Stock Part 3				X X X	34,173,406	X X X		X X X
9799998	Summary Item from Part 5 for Common Stocks				X X X	X X X	X X X	X X X	X X X
9799999	Total Common Stock				X X X	34,173,406	X X X		X X X
9899999	Total Preferred and Common Stock				X X X	34,173,406	X X X		X X X
9999999	Totals				X X X	94,095,942	X X X	181,401	X X X

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
91203*-AJ-3	FHA USGI #11		06/25/2011	SINKING FUND REDE		26,278	26,278.00	26,672	26,289		(12)		(12)		26,278				961	06/01/2024	1
3620AC-DK-7	GNMA II REVERSE MTG - FIXED-RAT		04/01/2011	MBS PAYMENT		2,016	2,016.00	2,135	2,018		(2)		(2)		2,016				37	07/01/2021	1
3620AC-DT-8	GNMA II REVERSE MTG - FIXED-RAT		05/01/2011	MBS PAYMENT		12,056	12,056.00	12,927	12,062		(6)		(6)		12,056				272	03/18/2024	1
3620AC-EH-3	GNMA II REVERSE MTG - FIXED-RAT		04/01/2011	MBS PAYMENT		291,881	291,881.00	316,770	292,090		(209)		(209)		291,881				5,317	06/01/2022	1
3620AC-Q2-3	GNMA II REVERSE MTG - FIXED-RAT		06/01/2011	MBS PAYMENT		104,377	104,377.00	113,466	104,647		(270)		(270)		104,377				2,161	06/30/2021	1
36297K-4D-0	GNMA II REVERSE MTG - FIXED-RAT		06/01/2011	MBS PAYMENT		10,761	10,761.00	11,170	10,778		(17)		(17)		10,761				292	01/20/2019	1
36297K-4P-3	GNMA II REVERSE MTG - FIXED-RAT		05/01/2011	MBS PAYMENT		37,341	37,341.00	39,562	37,376		(35)		(35)		37,341				682	04/22/2023	1
737518-AC-4	POSTAL SQUARE LP - GTD		06/15/2011	SINKING FUND REDE		241,907	241,907.00	259,188	242,705		(799)		(799)		241,907				7,860	06/15/2022	1
83162C-SV-6	SBAP_09-20J		04/01/2011	MBS PAYMENT		469,345	469,345.00	469,345	469,345						469,345				9,241	10/01/2029	1
831641-EP-6	SBIC_08-P10A		05/01/2011	MBS PAYMENT		917,690	917,690.00	917,690	917,690						917,690				21,511	02/01/2019	1
89152T-AC-9	TOTEM OCEAN TRAILER EXPRESS -		06/18/2011	SINKING FUND REDE		45,313	45,313.00	44,902	45,192		121		121		45,313				1,023	12/18/2019	1
233244-AH-5	US DEPT OF TRANSPORTATION - GT		06/07/2011	SINKING FUND REDE		43,406	43,406.00	43,406	43,406						43,406				1,012	12/07/2021	1
0599999	Total - Bonds - U.S. Governments				X X X	2,202,371	2,202,371.00	2,257,233	2,203,598		(1,229)		(1,229)		2,202,371				50,369	X X X	X X X
01030R-BF-8	AL SFM AMT-COLL-SER F		04/01/2011	DIRECT		35,000	35,000.00	34,869	34,888		1		1		34,890		110	110	809	10/01/2027	1FE
01030R-AP-7	ALABAMA HSG-AMT-D		04/01/2011	DIRECT		145,000	145,000.00	144,819	144,900		6		6		144,906		94	94	3,353	10/01/2016	1FE
041083-PB-6	AR DEV SFM		06/01/2011	DIRECT		250,000	250,000.00	251,375	250,844		(61)		(61)		250,783		(783)	(783)	9,378	07/01/2021	1FE
081331-AA-8	BELVOIR LAND LLC		06/15/2011	SINKING FUND REDE		140,000	140,000.00	140,000	140,000						140,000				3,157	12/15/2015	1FE
235416-SH-8	DALLAS TEX WTRWKS & SWR SYS R		04/01/2011	DIRECT		1,000,000	1,000,000.00	1,046,630	1,003,537		(3,537)		(3,537)		1,000,000				25,000	10/01/2011	1FE
312962-H2-2	FG B10249		06/01/2011	MBS PAYMENT		17,057	17,057.00	17,510	17,124		(67)		(67)		17,057				391	08/01/2013	1
312969-ZP-6	FG B17050		06/01/2011	MBS PAYMENT		27,842	27,842.00	28,582	27,903		(61)		(61)		27,842				722	08/01/2014	1
312971-K9-4	FG B18420		06/01/2011	MBS PAYMENT		23,651	23,651.00	24,280	23,640		12		12		23,651				552	01/01/2015	1
31394N-KB-3	FHR 2742 LB		06/01/2011	MBS PAYMENT		94,230	94,230.00	95,517	94,304		(74)		(74)		94,230				1,946	09/01/2011	1
31394W-JJ-8	FHR 2776 QL		06/01/2011	MBS PAYMENT		265,688	265,688.00	261,619	265,038		650		650		265,688				4,978	09/01/2011	1
31412R-BB-2	FN 932534		06/01/2011	MBS PAYMENT		511,120	511,120.00	531,125	515,039		(3,920)		(3,920)		511,120				8,813	10/01/2019	1
31417Y-MF-1	FNMA 10YR		06/01/2011	MBS PAYMENT		3,459,209	3,459,209.00	3,584,541	3,476,608		(17,400)		(17,400)		3,459,209				58,591	11/01/2019	1
31417Y-QM-2	FNMA 10YR		06/01/2011	MBS PAYMENT		906,380	906,380.00	935,696	909,663		(3,283)		(3,283)		906,380				14,967	03/01/2020	1
31417Y-VX-2	FNMA 10YR		06/01/2011	MBS PAYMENT		270,153	270,153.00	279,862	270,807		(654)		(654)		270,153				3,982	11/01/2020	1
31418S-ND-7	FNMA 10YR		06/01/2011	MBS PAYMENT		392,302	392,302.00	403,182	393,405		(1,103)		(1,103)		392,302				6,662	03/01/2020	1
31397S-MX-9	FNMA_11-28A		06/01/2011	MBS PAYMENT		185,206	185,206.00	190,762			(68)		(68)		185,206				1,243	07/01/2024	1
313603-TM-4	FNR 1990-9 E		06/01/2011	MBS PAYMENT		912	912.00	951	915		(3)		(3)		912				34	12/01/2019	1
31393U-XK-4	FNR 2003-128 DL		06/01/2011	MBS PAYMENT		185,867	185,867.00	182,731	185,404		463		463		185,867				3,436	07/01/2012	1
31397Q-F5-2	FNR_11-18B_AC		06/01/2011	MBS PAYMENT		351,360	351,360.00	363,150			(332)		(332)		351,360				3,514	04/01/2024	1
373271-AA-3	GA COPS GRANTOR TR-A		06/01/2011	DIRECT		4,000	4,000.00	4,151	4,130		(2)		(2)		4,128		(128)	(128)	95	06/01/2028	2FE
373377-AF-7	GA RD/TWY FED HWY BDS		06/01/2011	MATURITY		2,000,000	2,000,000.00	2,112,080	2,016,418		(16,418)		(16,418)		2,000,000				50,000	06/01/2011	1FE
38375B-JH-6	GNR 2010-H27 JA		05/01/2011	MBS PAYMENT		1,476	1,476.00	1,476	1,476						1,476				18	02/01/2026	1

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
462467-AL-5	IA FIN SFM		04/01/2011	DIRECT		75,000	75,000.00	75,000	75,000						75,000				2,742	01/01/2026	1FE
462467-CC-3	IA FIN SFM AMT-MTG-B		04/01/2011	DIRECT		65,000	65,000.00	64,805	64,831		(2)		(2)		64,829		171	171	2,291	07/01/2026	1FE
462462-BM-3	IA HFA MFH FHA		04/01/2011	DIRECT		395,000	395,000.00	311,794	357,522		51		51		357,574		37,426	37,426	11,850	04/01/2021	1FE
45505T-BU-4	IN SFM MTG-SER C-1		06/01/2011	DIRECT		55,000	55,000.00	55,000	55,000						55,000				2,166	01/01/2020	1FE
587850-DA-3	MERCER PCR REF ANTELO		06/30/2011	DIRECT		1,140,000	1,140,000.00	1,466,906	1,197,559		292		292		1,197,851		(57,851)	(57,851)	41,040	06/30/2013	1FE
603798-AE-9	MINNEAPOLIS SFM-A4-CI		05/02/2011	DIRECT		372,654	372,654.00	379,362	376,810		(180)		(180)		376,630		(3,976)	(3,976)	6,592	11/01/2038	1FE
67756Q-AV-9	OHIO HSG AMT-MTG-H		06/01/2011	DIRECT		135,000	135,000.00	135,000	135,000						135,000				4,911	09/01/2026	1FE
67886R-KA-5	OK SFM-AMT-A-HMOWNRSH		06/01/2011	DIRECT		70,000	70,000.00	70,000	70,000						70,000				2,262	09/01/2021	1FE
744176-AX-6	PROVO ELEC		04/01/2011	DIRECT		165,000	165,000.00	230,802	181,849		(151)		(151)		181,698		(16,698)	(16,698)	8,353	04/01/2015	1
88283L-AJ-5	TEXAS ST TRANS COMMN		04/01/2011	MATURITY		4,980,000	4,980,000.00	5,202,058	4,996,935		(16,935)		(16,935)		4,980,000				124,500	04/01/2011	1FE
921626-FE-2	VANCOUVER HSG OFFICE		04/05/2011	DIRECT		1,240,000	1,240,000.00	1,213,241	1,223,996		77		77		1,224,072		15,928	15,928	40,541	03/01/2028	3Z
3199999	U.S. Total - Bonds - Special Revenue and Special Assessment Non-Guaranteed Obl		X X X		X X X	18,959,107	18,959,107.0	19,838,876	18,510,545		(62,699)		(62,699)		18,984,814		(25,707)	(25,707)	448,889	X X X	X X X
00075W-AB-5	ABFC_06-HE1		06/25/2011	MBS PAYMENT		33,509	33,509.00	33,509	33,509						33,509				40	07/25/2011	1Z*
00828K-AF-2	AFFINION GROUP, INC.: TRANCHE B		06/30/2011	PAYDOWN		9,359	9,359.29	9,172	9,193		14		14		9,207		152	152	116	10/09/2016	3FE
01862L-AF-5	ALLIANCE LAUNDRY SYSTEMS LLC:		06/30/2011	PAYDOWN		84,211	84,210.53	83,368	83,401		69		69		83,471		740	740	1,349	09/30/2016	4FE
03167D-AC-8	AMNEAL PHARMACEUTICALS LLC: T		06/30/2011	PAYDOWN		37,500	37,500.00	36,938	36,938		55		55		36,993		507	507	602	12/16/2015	4Z
03216F-AE-0	AMSCAN HOLDINGS, INC.: TERM LOA		06/30/2011	PAYDOWN		7,500	7,500.00	7,425	7,426		5		5		7,431		69	69	132	12/02/2017	4FE
03840B-AD-5	AQUILEX HOLDINGS LLC: TERM LOA		06/30/2011	PAYDOWN		1,250	1,250.00	1,250	1,250						1,250				19	04/01/2016	3FE
03979V-AF-9	ARDENT MEDICAL SERVICES, INC.: T		06/30/2011	PAYDOWN		1,250	1,250.00	1,238	1,239		1		1		1,240		10	10	20	09/15/2015	4FE
04648C-AN-3	ASURION, LLC (FKA ASURION CORP		05/24/2011	REDEMPTION		2,034,244	1,995,000.00	1,915,200	1,917,549		2,607		2,607		1,924,653		109,591	109,591	37,295	03/31/2015	3Z
05350F-AC-5	AVANTOR PERFORMANCE MATERIA		06/24/2011	REDEMPTION		1,990,000	1,990,000.00	1,970,100	1,970,651		772		772		1,972,250		17,750	17,750	37,313	10/07/2016	3Z
55312D-AF-5	AVETA INC.: MMM TERM LOAN		06/30/2011	PAYDOWN		19,478	19,478.68	18,947	19,021		52		52		19,073		405	405	413	04/14/2015	4FE
55312D-AG-3	AVETA INC.: NAMM TERM LOAN		06/30/2011	PAYDOWN		19,478	19,478.68	18,947	19,021		52		52		19,073		405	405	413	04/14/2015	4FE
059472-AG-5	BAFC_11-R2_2A4		05/01/2011	MBS PAYMENT		185,042	185,042.00	185,910			(13)		(13)		185,042				1,360	10/01/2013	1Z
05539T-AR-6	BFC_04-1		06/01/2011	VARIOUS		140,042	140,042.00	47,611	48,811		190		190		48,997		91,045	91,045	3,936	12/01/2042	5FE
11162D-AC-6	BROCADE COMMUNICATIONS SYST		06/10/2011	REDEMPTION		1,192,668	1,192,667.74	1,202,705	1,200,788		(498)		(498)		1,199,566		(6,898)	(6,898)	27,897	10/07/2013	2FE
124860-CB-1	CBASS_99-3		06/03/2011	VARIOUS		31,891	31,891.00	23,918	24,475		60		60		24,535		7,356	7,356	1,037	02/01/2029	1Z*
15131G-RK-2	CDMC_03-7P		06/01/2011	MBS PAYMENT		68,657	68,657.00	67,327	68,314		343		343		68,657				1,234	01/01/2012	1Z*
15132E-GM-4	CDMC_03-9		06/01/2011	VARIOUS		20,260	20,260.00	19,240	19,810		52		52		19,863		397	397	400	08/01/2012	1Z*
12542Y-AB-1	CHG COMPANIES INC.: TERM LOAN (		05/25/2011	REDEMPTION		2,832,065	2,832,065.22	2,775,422	2,777,194		1,408		1,408		2,780,948		51,117	51,117	59,671	10/07/2016	3Z
18450J-AP-0	CLEAR CHANNEL COMMUNICATIONS		04/28/2011	DIRECT		1													783	01/29/2016	5FE
195891-AF-3	COLONIAL REALTY LIMITED PARTNE		04/01/2011	MATURITY		577,000	577,000.00	576,388	576,975		25		25		577,000				13,848	04/01/2011	3FE
29331@-AA-5	COLORADO CAPCO		04/29/2011	SINKING FUND REDE		2,949	2,949.00	2,949	2,949						2,949				134	03/01/2013	1
20047A-AC-4	COMM_04-LB2A		06/01/2011	MBS PAYMENT		40,181	40,181.00	37,004	39,214		967		967		40,181				708	03/01/2012	1Z*
126171-AB-3	COMM_05-C6		06/01/2011	MBS PAYMENT		1,262	1,262.00	1,195	1,262						1,262				28	06/01/2012	1Z*

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
204012-AD-0	CPLT_87-A		04/01/2011	MBS PAYMENT		191,966	191,966.00	187,560	191,795		171		171		191,966				4,319	04/01/2013	1Z*
22541Q-PU-0	CSFB_03-21		06/01/2011	MBS PAYMENT		64,438	64,438.00	64,754	64,569		(130)		(130)		64,438				1,439	11/01/2011	1Z*
126650-BQ-2	CVS PASS-THROUGH TRUST		06/10/2011	SINKING FUND REDE		12,139	12,139.00	9,317	12,055		85		85		12,139				351	01/10/2030	2FE
23726R-AF-2	DARLING INTERNATIONAL, INC.: TER		04/04/2011	VARIOUS		1,067,667	1,066,666.67	1,061,333	1,061,333		6		6		1,061,550		6,117	6,117	6,504	12/17/2016	2FE
24227V-AH-1	DEALER COMPUTER SERVICES, INC.		04/21/2011	REDEMPTION		2,530,220	2,530,219.78	2,526,003	2,526,389		33		33		2,526,572		3,648	3,648	11,439	04/21/2017	3FE
LX1181-74-7	DENNY'S, INC. (DENNY'S REALTY, LL		06/27/2011	PAYDOWN		80,000	80,000.00	78,881			59		59		78,940		1,060	1,060	1,058	09/30/2016	4FE
25442L-AB-2	DINEEQUITY, INC.: TERM B-1 LOAN		05/19/2011	VARIOUS		2,688,412	2,671,713.84	2,671,714							2,671,714		16,698	16,698	20,662	10/19/2017	3FE
LX1186-07-6	EARTHBOUND HOLDINGS III, LLC: TE		06/01/2011	PAYDOWN		5,013	5,012.53	5,013							5,013				47	12/21/2016	4Z
29335*-AA-3	ENHANCED CAPITAL ALABAMA FUN		05/16/2011	SINKING FUND REDE		21,381	21,381.00	21,381	21,381						21,381				783	03/01/2019	1
30604V-AG-3	FFL_00-1		06/05/2011	INTEREST ONLY PAY				69,397	46,376		(46,376)		(46,376)						6,390	05/05/2020	2FE
30605A-AQ-6	FFL_03-1		06/01/2011	MBS PAYMENT		161,479	161,479.00	157,240	154,279	6,907	293		7,200		161,479				3,835	01/01/2013	1Z*
30605A-AX-1	FFL_03-1		06/05/2011	INTEREST ONLY PAY				235,569	220,931		(220,931)		(220,931)						59,690	01/05/2023	4FE
31682R-AH-3	FIG LLC: TERM LOAN		06/30/2011	PAYDOWN		17,857	17,857.14	17,857	17,857						17,857				255	10/07/2015	2FE
32007U-AH-2	FIRST DATA CORPORATION: NON EX		04/13/2011	PAYDOWN		58,686	58,685.71	52,891	53,756		369		369		54,125		4,561	4,561	424	09/24/2014	4FE
LX1190-59-9	FRAC TECH SERVICES: DELAYED DR		06/10/2011	REDEMPTION		352,941	352,941.17	352,059			15		15		352,073		868	868		05/06/2016	4FE
LX1190-60-7	FRAC TECH SERVICES: TERM LOAN		06/30/2011	PAYDOWN		6,618	6,617.65	6,551			2		2		6,554		64	64	57	05/06/2016	4FE
40415D-AD-8	GENERIC DRUG HOLDINGS, INC.: CL		06/30/2011	PAYDOWN		21,978	21,978.02	21,758	21,319	460	22		482		21,801		177	177	362	04/08/2016	4FE
40415D-AB-2	GENERIC DRUG HOLDINGS, INC.: DE		06/30/2011	PAYDOWN		3,022	3,021.98	2,992	2,931	63	3		66		2,998		24	24	50	04/08/2016	4FE
37244F-AC-8	GENON ENERGY, INC. / GENON AME		06/30/2011	PAYDOWN		5,000	5,000.00	4,950	4,951		4		4		4,954		46	46	75	09/20/2017	3FE
37427U-AC-4	GETTY IMAGES, INC.: INITIAL TERM L		06/30/2011	PAYDOWN		5,000	5,000.00	4,950	4,951		4		4		4,955		45	45	66	11/07/2016	3FE
36161R-AD-1	GFCM_03-1		06/01/2011	MBS PAYMENT		573,092	573,092.00	600,403	575,962		(2,870)		(2,870)		573,092				11,740	06/01/2016	1Z*
37951K-AC-0	GLOBAL CASH ACCESS, INC.: TERM		06/30/2011	PAYDOWN		123,810	123,809.52	125,667			(78)		(78)		125,589		(1,779)	(1,779)	1,709	03/01/2016	3FE
38470C-AQ-7	GRAHAM PACKAGING COMPANY, L.P		06/30/2011	PAYDOWN		2,500	2,500.00	2,481	2,482		2		2		2,484		16	16	37	09/23/2016	4FE
362341-D6-3	GSAA_05-15		04/25/2011	MBS PAYMENT		4,351	4,351.00	4,351	4,351						4,351				5	04/25/2011	1Z*
393505-HJ-4	GT_95-5		06/15/2011	MBS PAYMENT		65,621	65,621.00	71,608	66,257		(637)		(637)		65,621				2,061	12/15/2017	1FE
LX1183-86-7	HANGER ORTHOPEDIC GROUP, INC.:		04/04/2011	BARCLAYS BANK PLC		3,003,722	2,992,500.00	2,992,499							2,992,500		11,222	11,222	15,403	12/01/2016	3Z
41165Q-AB-3	HARBOURVEST PARTNERS L.P.: TER		06/30/2011	PAYDOWN		117,909	117,908.65	116,730	116,735		81		81		116,817		1,092	1,092	1,185	12/19/2016	3Z
42223V-AJ-3	HEALTHSPRING, INC.: NEW TERM LO		06/30/2011	PAYDOWN		1,358,957	1,358,957.26	1,338,573	1,338,611		857		857		1,339,468		19,489	19,489	10,527	10/21/2016	4FE
40418Y-AD-9	HHI HOLDINGS, LLC: LOAN		06/30/2011	PAYDOWN		7,500	7,500.00	7,444			2		2		7,446		54	54	127	03/21/2017	4FE
43162T-AB-6	HILLMAN GROUP, INC., THE: TERM L		04/22/2011	REDEMPTION		2,977,500	2,977,500.00	2,962,613	2,964,034		146		146		2,964,804		12,696	12,696	9,098	05/31/2016	4FE
40427G-AC-9	HQI TRANSELEC CHILE SA	F	04/15/2011	MATURITY		1,600,000	1,600,000.00	1,772,160	1,610,643		(10,643)		(10,643)		1,600,000				63,000	04/15/2011	2FE
41162D-AF-6	HVMLT_06-12		06/19/2011	MBS PAYMENT		115,533	115,533.00	84,628	114,632		901		901		115,533				201	12/21/2026	1Z*
45073C-AF-7	IASIS HEALTHCARE LLC: TERM B LO		06/30/2011	PAYDOWN		5,000	5,000.00	4,975							4,975		25	25	35	05/03/2018	4FE
LX1172-73-8	IHEALTH TECHNOLOGIES, INC: TER		06/30/2011	PAYDOWN		25,000	25,000.00	24,500	24,500		37		37		24,537		463	463	491	12/28/2016	3FE
44968X-AC-9	IMG WORLDWIDE, INC.: TRANCHE B		06/16/2011	REDEMPTION		2,481,908	2,481,255.22	2,406,818	2,414,862		3,757		3,757		2,422,293		59,615	59,615	46,972	06/15/2015	4FE
LX1172-17-5	LANGUAGE LINE, LLC: TRANCHE B T		05/26/2011	VARIOUS		3,003,528	2,992,500.00	2,962,575	2,962,575		1,118		1,118		2,964,999		38,529	38,529	39,233	06/20/2016	4FE
52108H-4R-2	LBUBS 2005-C3 A2		04/11/2011	MBS PAYMENT		270	270.00	262	268		1		1		270				4	10/11/2011	1Z*

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
52108H-LG-7	LBUBS_02-C4		06/11/2011	MBS PAYMENT		181,749	181,749.00	165,477	178,075		3,674		3,674		181,749				3,235	05/11/2012	1Z*
52517P-Q5-3	LEHMAN BROTHERS HOLDINGS INC		04/25/2011	BANK OF AMERICA		635,961	2,556,629.00										635,961	635,961		12/23/2018	6FE
52517P-W3-1	LEHMAN BROTHERS HOLDINGS INC		04/28/2011	VARIOUS		324,372	1,278,315.00	139,160	151,072		2,219		2,219		153,291		171,081	171,081		03/23/2019	6Z
52706Y-AC-7	LESLIE'S POOLMART, INC.: TRANCH		06/30/2011	PAYDOWN		10,000	10,000.00	10,000							10,000				70	11/21/2016	4FE
LX1168-30-6	LESLIE'S POOLMART, INC.:TRANCHE		04/29/2011	DIRECT				1											9,667	11/21/2016	4FE
55275R-AB-8	MABS_06-NC3		06/25/2011	MBS PAYMENT		10,183	10,183.00	10,183	10,183						10,183				14	07/25/2011	1Z*
55265K-TK-5	MASTR_03-3		06/01/2011	VARIOUS		154,988	154,988.00	143,364	146,650		240		240		146,890		8,098	8,098	3,026	03/01/2018	1Z*
59549N-AA-1	MDST_6		04/01/2011	MBS PAYMENT		2,347	2,347.00	2,463	2,350		(4)		(4)		2,347				86	10/15/2022	1FE
58404J-AE-8	MEDASSETS, INC.: TERM LOAN		06/30/2011	VARIOUS		1,997,388	1,995,000.00	1,995,000	1,995,196		40		40		1,995,235		2,153	2,153	21,429	11/16/2016	3FE
LX1181-28-3	MICHAEL FOODS GROUP, INC. (F/K/A		06/30/2011	PAYDOWN		5,000	5,000.00	5,000							5,000				54	02/25/2018	4FE
59023X-AB-2	MLMI_06-HE5		06/25/2011	VARIOUS		18,502	18,502.00	13,982	11,829	2,153			2,153		13,982		4,521	4,521	22	02/27/2012	1Z*
61749B-AB-9	MSAC_06-NC5		06/25/2011	MBS PAYMENT		30,503	30,503.00	29,367	29,367						29,367		1,135	1,135	41	10/25/2012	1Z*
61746W-XM-7	MSDWC_02-IQ3		06/01/2011	MBS PAYMENT		288,399	288,399.00	262,089	276,451		11,948		11,948		288,399				6,190	06/01/2011	1Z*
62908Q-AL-9	N.E.W. HOLDINGS I, LLC: TERM LOAN		06/23/2011	PAYDOWN		25,714	25,714.29	25,457	25,488		20		20		25,509		205	205	388	03/23/2016	3Z
628783-AP-7	NBTY, INC.: TERM B-1 LOAN		06/30/2011	PAYDOWN		5,000	5,000.00	5,000							5,000				54	10/01/2017	3FE
29248#-AA-5	NEW YORK CAPCO		06/15/2011	SINKING FUND REDE		16,070	16,070.00	15,545	15,992		78		78		16,070				581	12/15/2015	1
29334@-AA-2	NEW YORK CAPCO		06/15/2011	SINKING FUND REDE		12,061	12,061.00	11,678	12,001		60		60		12,061				490	12/15/2016	1
LX1189-94-8	NORTEK, INC.: LOAN		06/30/2011	PAYDOWN		5,000	5,000.00	5,044							5,043		(43)	(43)		04/26/2017	3FE
67001B-AK-9	NOVELIS, INC.: TERM LOAN	I	06/30/2011	VARIOUS		1,514,991	1,503,740.60	1,503,741							1,503,741		11,250	11,250	10,165	03/10/2017	3FE
68619A-AN-7	ORGN_02-A		06/01/2011	MBS PAYMENT		8,490	8,490.00	8,556	8,495		(5)		(5)		8,490				211	06/01/2018	1FE
68619A-BQ-9	ORGN_05-B-A2		05/01/2011	MBS PAYMENT		21,839	21,839.00	21,530	21,715		124		124		21,839				419	10/01/2011	1FE
69267E-AC-6	OZBURN-HESSEY HOLDING COMPA		06/30/2011	PAYDOWN		6,875	6,875.00	6,876	6,876						6,876		(1)	(1)	129	04/08/2016	4FE
70583G-AH-5	PELICAN PRODUCTS, INC.: TERM LO		06/30/2011	PAYDOWN		3,750	3,750.00	3,750							3,750				47	03/07/2017	4Z
LX1187-28-0	PRESIDIO, INC.: TERM LOAN		06/30/2011	PAYDOWN		75,001	75,000.00	73,875			41		41		73,917		1,084	1,084	1,193	03/31/2017	4FE
LX1171-94-6	PRESIDIO, INC.:TERM LOAN RETIRE		04/01/2011	DIRECT				1											5,000	12/16/2015	3FE
74733G-AC-7	QUAD/GRAPHICS, INC: TERM LOAN		06/30/2011	PAYDOWN		5,000	5,000.00	4,925	4,921	12	6		18		4,939		61	61	70	07/02/2016	2FE
74981U-AB-7	RACE POINT POWER IV, LLC: LOAN		06/30/2011	PAYDOWN		90,909	90,909.09	89,091	89,091		108		108		89,199		1,710	1,710	1,860	01/11/2018	3FE
75049E-AB-0	RADNET MANAGEMENT, INC.: TRAN		06/30/2011	PAYDOWN		6,250	6,250.00	6,199	6,205		4		4		6,209		41	41	88	04/06/2016	4FE
45660N-W5-0	RAST_04-R2		06/01/2011	MBS PAYMENT		28,536	28,536.00	29,379	28,647		(112)		(112)		28,536				654	11/01/2014	1Z*
75773H-AF-6	REDPRAIRIE CORPORATION: TERM		06/30/2011	PAYDOWN		3,725	3,725.00	3,720	3,721						3,721		4	4	56	03/24/2016	4FE
76084C-AE-2	RES-CARE, INC.: TERM B LOAN		06/30/2011	PAYDOWN		7,500	7,500.00	7,350	7,350		12		12		7,363		137	137	137	12/22/2016	4FE
80934E-AC-6	SCOTSMAN INDUSTRIES, INC.: TERM		04/04/2011	PAYDOWN		6,250	6,250.00	6,188	6,194		3		3		6,197		53	53	83	04/30/2016	4FE
81726H-AC-9	SENSUS USA INC. (FKA SENSUS ME		06/30/2011	PAYDOWN		7,500	7,500.00	7,463			1		1		7,463		37	37		05/09/2017	4FE
82585U-AC-8	SIDERA NETWORKS, INC., (FKA RCN		06/30/2011	PAYDOWN		10,000	10,000.00	10,000							10,000				110	08/26/2016	4FE
83066J-AF-2	SKILLED HEALTHCARE GROUP, INC.:		06/30/2011	PAYDOWN		5,000	5,000.00	4,966	4,939	31	3		34		4,972		28	28	98	04/09/2016	4FE
84649Q-AD-5	SPANSION LLC: LOAN		06/30/2011	PAYDOWN		3,748	3,748.37	3,823	3,805	(31)	34		3		3,807		(59)	(59)	79	02/09/2015	3FE
85022F-AD-3	SPRINGBOARD FINANCE, L.L.C.: NE		06/30/2011	PAYDOWN		89,350	89,349.75	89,908	89,772	111	(59)		52		89,825		(475)	(475)	1,574	02/23/2015	4Z

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SCHEDULE D - PART 4

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										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
00110N-AB-2	SPRINGLEAF FUNDING COMPANY (F		05/10/2011	REDEMPTION		3,500,000	3,500,000.00	3,475,000	3,478,468		535		535		3,480,236		19,764	19,764	30,309	04/21/2015	4FE
85232B-AF-3	SRAM, LLC: TERM LOAN RETIRED 06/		04/29/2011	REDEMPTION		43,165	43,157.33	43,158			200		200		43,358		(193)	(193)	13,328	04/30/2015	3FE
LX1146-16-1	SSI INVESTMENTS II LIMITED (SKILL	R	04/20/2011	PAYDOWN		35,284	35,284.33	34,931	34,960		15		15		34,975		309	309	572	05/26/2017	3FE
87203R-AC-6	SYSTEM 2001 ASSET TRUST	F	06/15/2011	SINKING FUND REDE		242,338	242,338.00	256,597	244,590		(2,252)		(2,252)		242,338				12,535	12/15/2011	2FE
87650Q-AD-4	TASC, INC.: TRANCHE B TERM LOAN		05/04/2011	REDEMPTION		2,962,500	2,962,500.00	2,994,285	2,981,756	8,342	(502)		7,840		2,988,187		(25,687)	(25,687)	16,088	12/18/2015	3FE
87922S-AE-0	TELCORDIA TECHNOLOGIES, INC.: T		06/28/2011	PAYDOWN		319,638	319,615.00	316,419	316,728		260		260		316,987		2,651	2,651	7,166	04/30/2016	4FE
87246A-AA-6	TIAAS 2007-C4 A1		06/10/2011	MBS PAYMENT		802,830	802,830.00	806,823	803,677		(847)		(847)		802,830				25,556	10/10/2011	1Z*
69349F-AF-8	TOMKINS, LLC / TOMKINS, INC. (F/K/A		06/30/2011	PAYDOWN		4,933	4,933.10	4,933							4,933				53	09/29/2016	3FE
89341V-AL-6	TRANSACTION NETWORK SERVICES		06/30/2011	PAYDOWN		30,242	30,241.94	30,318	30,314		(7)		(7)		30,307		(65)	(65)	454	11/18/2015	3FE
89364M-AQ-7	TRANSDIGM INC.: TERM LOAN (FIRS		06/30/2011	PAYDOWN		5,000	5,000.00	5,000							5,000				50	02/14/2017	3FE
89615D-AF-8	TRIDENT EXPLORATION CORP.: LOA	I	04/13/2011	REDEMPTION		1,569,717	1,497,195.12	1,452,279	1,457,615		372		372		1,460,778		108,939	108,939	64,922	06/30/2014	4Z
89688E-AD-3	TRIZETTO GROUP, INC. (TZ MERGER		05/02/2011	REDEMPTION		239,712	239,712.33	242,109	241,061	723	(38)		685		241,633		(1,921)	(1,921)	1,419	08/04/2015	3FE
89688E-AE-1	TRIZETTO GROUP, INC. (TZ MERGER		05/02/2011	REDEMPTION		2,985,000	2,985,000.00	2,970,075	2,970,803		263		263		2,971,828		13,172	13,172	15,476	08/04/2015	4Z
92178P-AF-4	VALT_02-1		06/01/2011	MBS PAYMENT		51,609	51,609.00	54,238	51,740		(132)		(132)		51,609				1,586	12/01/2023	1FE
921796-KQ-0	VAND_00-D		06/01/2011	MBS PAYMENT		16,412	16,412.00	16,554	16,285	229			229		16,514		(102)	(102)	562	07/01/2020	3Z*
921796-LG-1	VAND_01-B		06/01/2011	MBS PAYMENT		114,223	114,223.00	118,512	104,819	9,656	(252)		9,404		114,223				3,398	07/01/2021	1Z*
92829E-AG-0	VISANT CORPORATION (FKA JOSTE		06/15/2011	PAYDOWN		7,500	7,500.00	7,500							7,500				95	12/22/2016	3FE
921796-ME-5	VMF_02-B		06/01/2011	MBS PAYMENT		21,708	21,708.00	22,265	21,740		(31)		(31)		21,708				529	12/01/2018	1FE
92922F-QH-4	WAMU_04-S2		06/01/2011	MBS PAYMENT		7,397	7,397.00	7,555	7,420		(23)		(23)		7,397				170	02/01/2012	1Z*
929766-NQ-2	WBCMT 2004-C10 A4		06/01/2011	MBS PAYMENT		369,799	369,799.00	382,656	371,388		(1,589)		(1,589)		369,799				7,351	02/01/2014	1Z*
949757-AA-6	WFMBS_04-6		06/01/2011	MBS PAYMENT		73,589	73,589.00	73,888	73,759		(170)		(170)		73,589				1,611	04/01/2012	1Z*
94980L-AD-2	WFMBS_04-8		06/01/2011	VARIOUS		86,834	86,834.00	80,679	81,868		119		119		81,987		4,846	4,846	1,796	07/01/2019	1Z*
98305L-AD-1	WYLE SERVICES CORPORATION: 20		05/13/2011	REDEMPTION		1,721,759	1,736,889.73	1,719,520	1,720,352		361		361		1,721,489		271	271	33,635	03/25/2016	3FE
3899999	Total - Bonds - Industrial and Miscellaneous (Unaffiliated)				XXX	52,918,954	55,642,659.2	51,901,666	43,605,503	28,656	(252,819)		(224,163)		51,512,613		1,406,341	1,406,341	814,363	XXX	XXX
8399997	Total - Bonds - Part 4				XXX	74,080,432	76,804,137.2	73,997,775	64,319,646	28,656	(316,747)		(288,091)		72,699,798		1,380,634	1,380,634	1,313,621	XXX	XXX
8399998	Summary Item from Part 5 for Bonds				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total Bonds				XXX	74,080,432	76,804,137.2	73,997,775	64,319,646	28,656	(316,747)		(288,091)		72,699,798		1,380,634	1,380,634	1,313,621	XXX	XXX
65440K-10-6	99 CENTS ONLY STORES		06/20/2011	BERNSTEIN	272.00	5,503		5,492							5,492		12	12			L
002896-20-7	ABERCROMBIE & FITCH CO-CL A		04/15/2011	BERNSTEIN	29.00	2,021		1,310	1,671	(361)			(361)		1,310		711	711	5		L
00751Y-10-6	ADVANCE AUTO PARTS INC.		06/20/2011	BERNSTEIN	96.00	5,672		6,270							6,270		(599)	(599)			L
007865-10-8	AEROPOSTALE INC		06/20/2011	BERNSTEIN	320.00	5,625		8,187							8,187		(2,562)	(2,562)			L

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008252-10-8	AFFILIATED MANAGERS GROUP		06/08/2011	BERNSTEIN	63.00	5,952		6,882							6,882		(930)	(930)			L
001055-10-2	AFLAC INC		06/08/2011	BERNSTEIN	44.00	1,985		2,364	2,483	(119)			(119)		2,364		(378)	(378)	26		L
001084-10-2	AGCO CORP.		06/08/2011	BERNSTEIN	117.00	5,506		6,722							6,722		(1,216)	(1,216)			L
001204-10-6	AGL RESOURCES INC.		06/20/2011	BERNSTEIN	339.00	13,507		14,071							14,071		(564)	(564)	153		L
00949P-10-8	AIRTRAN HOLDINGS INC		05/04/2011	DIRECT	4,956.00	36,823		37,034	23,286	145			145		37,034		(211)	(211)			L
012653-10-1	ALBEMARLE CORP.		06/08/2011	BERNSTEIN	85.00	5,561		5,960							5,960		(399)	(399)			L
013078-10-0	ALBERTO-CULVER CO. (DELISRTED		05/11/2011	DIRECT	2,810.00	105,375		104,862	74,228	552			552		104,862		513	513	170		L
014482-10-3	ALEXANDER & BALDWIN INC.		06/08/2011	BERNSTEIN	122.00	5,553		6,446							6,446		(893)	(893)	38		L
018490-10-2	ALLERGAN INC		06/08/2011	BERNSTEIN	31.00	2,477		2,130	2,129	1			1		2,130		348	348	3		L
018581-10-8	ALLIANCE DATA SYSTEMS CORP.		06/08/2011	BERNSTEIN	63.00	5,534		5,977							5,977		(442)	(442)			L
018802-10-8	ALLIANT ENERGY CORP.		06/20/2011	BERNSTEIN	353.00	14,212		14,039							14,039		172	172			L
018804-10-4	ALLIANT TECHSYSTEMS INC.		06/20/2011	BERNSTEIN	82.00	5,691		6,266	6,103	162			162		6,266		(575)	(575)	33		L
020002-10-1	ALLSTATE CORP.		06/08/2011	BERNSTEIN	66.00	1,968		1,998	2,104	(106)			(106)		1,998		(31)	(31)	27		L
03073E-10-5	AMERISOURCEBERGEN CORP		06/08/2011	BERNSTEIN	49.00	2,003		1,523	1,672	(149)			(149)		1,523		480	480	11		L
031100-10-0	AMETEK INC.		06/08/2011	BERNSTEIN	132.00	5,517		6,086							6,086		(569)	(569)			L
035623-10-7	ANN INC.		06/08/2011	BERNSTEIN	2.00	51		62							62		(11)	(11)			L
03662Q-10-5	ANSYS INC		06/08/2011	BERNSTEIN	2.00	105		111							111		(5)	(5)			L
037411-10-5	APACHE CORP.		06/08/2011	BERNSTEIN	15.00	1,808		1,832							1,832		(25)	(25)	2		L
03761U-10-6	APOLLO INVESTMENT CORP.		06/08/2011	BERNSTEIN	519.00	5,533		6,155							6,155		(623)	(623)			L
037833-10-0	APPLE COMPUTER INC		06/08/2011	BERNSTEIN	6.00	1,996		2,102							2,102		(105)	(105)			L
042735-10-0	ARROW ELECTRONICS INC.		06/08/2011	BERNSTEIN	140.00	5,553		6,386							6,386		(833)	(833)			L
363576-10-9	ARTHUR J GALLAGHER & CO		06/20/2011	BERNSTEIN	430.00	12,114		12,846							12,846		(731)	(731)			L
044209-10-4	ASHLAND INC.		06/08/2011	BERNSTEIN	88.00	5,479		5,440							5,440		39	39	15		L
045487-10-5	ASSOCIATED BANC-CORP		06/08/2011	BERNSTEIN	418.00	5,569		6,187	2,666	(25)			(25)		6,187		(618)	(618)	6		L
046265-10-4	ASTORIA FINANCIAL CORP.		06/20/2011	BERNSTEIN	426.00	5,590		6,172							6,172		(582)	(582)	55		L
049513-10-4	ATMEL CORP.		06/08/2011	BERNSTEIN	407.00	5,548		6,205							6,205		(657)	(657)			L
049560-10-5	ATMOS ENERGY CORP.		06/20/2011	BERNSTEIN	174.00	5,599		6,068							6,068		(469)	(469)	59		L
053611-10-9	AVERY DENNISON CORP		06/08/2011	BERNSTEIN	52.00	1,943		1,886	2,202	(316)			(316)		1,886		57	57	26		L
053807-10-3	AVNET INC		06/08/2011	BERNSTEIN	175.00	5,535		6,380							6,380		(846)	(846)			L
05874B-10-7	BALLY TECHNOLOGIES INC		06/08/2011	BERNSTEIN	530.00	19,243		20,567							20,567		(1,324)	(1,324)			L
062540-10-9	BANK OF HAWAII CORP.		06/20/2011	BERNSTEIN	122.00	5,595		5,950							5,950		(355)	(355)	55		L
073302-10-1	BE AEROSPACE INC		06/08/2011	BERNSTEIN	152.00	5,539		5,863							5,863		(324)	(324)			L
075811-10-9	BECKMAN COULTER		06/27/2011	DIRECT	1,640.00	136,940		89,827	123,377	(33,550)			(33,550)		89,827		47,113	47,113	312		L
075887-10-9	BECTON DICKINSON & CO		06/08/2011	BERNSTEIN	26.00	2,225		2,067							2,067		158	158	21		L
086516-10-1	BEST BUY COMPANY COMM		06/08/2011	BERNSTEIN	69.00	1,996		2,980	2,366	614			614		2,980		(984)	(984)	21		L

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
090572-20-7	BIO-RAD LABORATORIES-CL A		06/20/2011	BERNSTEIN	73.00	8,544		9,136							9,136		(592)	(592)			L
05548J-10-6	BJ'S WHOLESALE CLUB INC		06/20/2011	BERNSTEIN	155.00	7,089		7,868							7,868		(779)	(779)			L
092113-10-9	BLACK HILLS CORP.		06/20/2011	BERNSTEIN	185.00	5,603		6,432							6,432		(828)	(828)	68		L
099724-10-6	BORGWARNER INC.		06/08/2011	BERNSTEIN	83.00	5,522		6,386							6,386		(864)	(864)			L
103304-10-1	BOYD GAMING CORP.		06/28/2011	MORGAN STANLEY	2,882.00	24,128		25,491	10,600	(2,255)			(2,255)		25,491		(1,363)	(1,363)			L
109641-10-0	BRINKER INTERNATIONAL INC		06/08/2011	BERNSTEIN	242.00	5,674		5,842							5,842		(168)	(168)			L
115236-10-1	BROWN & BROWN INC.		06/20/2011	BERNSTEIN	279.00	7,006		7,198							7,198		(192)	(192)	22		L
118759-10-9	BUCYRUS INTERNATIONAL INC.		06/20/2011	BERNSTEIN	234.00	21,430		21,398							21,398		32	32	6		L
127055-10-1	CABOT CORP.		06/08/2011	BERNSTEIN	142.00	5,514		6,381							6,381		(867)	(867)	26		L
133131-10-2	CAMDEN PROPERTY TRUST		06/20/2011	BERNSTEIN	87.00	5,650		5,473							5,473		176	176			L
134429-10-9	CAMPBELL SOUP CO		06/08/2011	BERNSTEIN	77.00	2,590		2,674	2,676	(1)			(1)		2,674		(84)	(84)	45		L
151020-10-4	CELGENE CORP		04/15/2011	BERNSTEIN	36.00	2,054		2,179	2,129	50			50		2,179		(125)	(125)			L
156708-10-9	CEPHALON INC		06/08/2011	BERNSTEIN	25.00	1,991		1,656	1,543	113			113		1,656		335	335			L
159864-10-7	CHARLES RIVER LABORATORIES INT		06/20/2011	BERNSTEIN	142.00	5,551		5,979							5,979		(429)	(429)			L
169656-10-5	CHIPOTLE MEXICAN GRILL-CL A		04/29/2011	BERNSTEIN	736.00	195,960		156,764	153,328	(124)			(124)		156,764		39,196	39,196			L
171340-10-2	CHURCH & DWIGHT CO.		06/20/2011	BERNSTEIN	140.00	5,646		5,739							5,739		(93)	(93)	24		L
171779-30-9	CIENA CORP.		06/08/2011	BERNSTEIN	2.00	41		57							57		(16)	(16)			L
171798-10-1	CIMAREX ENERGY CO.		06/08/2011	BERNSTEIN	63.00	5,497		6,946							6,946		(1,449)	(1,449)	6		L
172967-42-4	CITIGROUP INC.		04/15/2011	BERNSTEIN	54.00	236		258	255	3			3		258		(22)	(22)			L
12561W-10-5	CLECO CORP.		06/20/2011	BERNSTEIN	263.00	9,095		9,247							9,247		(153)	(153)	74		L
18683K-10-1	CLIFFS NATURAL RESOURCES INC		04/15/2011	BERNSTEIN	21.00	1,988		1,379	1,638	(259)			(259)		1,379		608	608	3		L
189054-10-9	CLOROX CO		06/08/2011	BERNSTEIN	33.00	2,202		2,232							2,232		(30)	(30)	18		L
191216-10-0	COCA-COLA CO		06/08/2011	BERNSTEIN	68.00	4,438		4,455	4,472	(18)			(18)		4,455		(17)	(17)	32		L
194162-10-3	COLGATE PALMOLIVE CO		06/08/2011	BERNSTEIN	35.00	2,944		2,868							2,868		77	77	20		L
200525-10-3	COMMERCE BANCSHARES INC.		06/20/2011	BERNSTEIN	134.00	5,564		5,674							5,674		(110)	(110)	31		L
20451N-10-1	COMPASS MINERALS INTERNATION		06/20/2011	BERNSTEIN	66.00	5,612		6,431							6,431		(819)	(819)	30		L
205887-10-2	CONAGRA FOODS INC		06/08/2011	BERNSTEIN	95.00	2,299		2,162							2,162		137	137	22		L
20825C-10-4	CONOCOPHILLIPS		04/15/2011	BERNSTEIN	55.00	4,350		3,365	3,746	(381)			(381)		3,365		985	985	36		L
205944-10-1	CON-WAY INC.		06/08/2011	BERNSTEIN	157.00	5,593		6,146							6,146		(553)	(553)	16		L
217204-10-6	COPART INC		06/20/2011	BERNSTEIN	125.00	5,547		5,665							5,665		(118)	(118)			L
21871D-10-3	CORELOGIC INC.		06/20/2011	BERNSTEIN	489.00	8,150		9,013							9,013		(862)	(862)			L
21988R-10-2	CORPORATE EXECUTIVE BOARD CO		06/08/2011	BERNSTEIN	143.00	5,588		5,673							5,673		(86)	(86)			L
22002T-10-8	CORPORATE OFFICE PROPERTIES		06/20/2011	BERNSTEIN	177.00	5,555		6,309	6,186	123			123		6,309		(753)	(753)	146		L
224399-10-5	CRANE CO.		06/08/2011	BERNSTEIN	118.00	5,500		5,897							5,897		(397)	(397)	27		L
229899-10-9	CULLEN/FROST BANKERS INC.		06/20/2011	BERNSTEIN	99.00	5,586		5,869							5,869		(283)	(283)	46		L

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During the Current Quarter

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										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
231021-10-6	CUMMINS INC		06/08/2011	BERNSTEIN	19.00	1,844		2,003							2,003		(159)	(159)	5		L
232806-10-9	CYPRESS SEMICONDUCTOR CORP		06/08/2011	BERNSTEIN	262.00	5,671		5,698							5,698		(27)	(27)			L
25490A-10-1	DIRECTV-CLASS A		04/15/2011	BERNSTEIN	49.00	2,296		2,042	1,957	85			85		2,042		254	254			L
233293-10-9	DPL INC.		06/20/2011	BERNSTEIN	1,147.00	34,517		34,756							34,756		(239)	(239)	381		L
264411-50-5	DUKE REALTY CORP.		06/08/2011	BERNSTEIN	396.00	5,586		6,060							6,060		(474)	(474)	67		L
26817G-30-0	DYNEGY INC.		04/05/2011	BARCLAYS CAPITAL	2,451.00	13,597		11,321	13,775	(2,454)			(2,454)		11,321		2,276	2,276			L
278058-10-2	EATON CORP		04/15/2011	BERNSTEIN	270.00	14,168		14,625							14,625		(457)	(457)			L
278265-10-3	EATON VANCE CORP.		06/08/2011	BERNSTEIN	193.00	5,623		6,510							6,510		(887)	(887)			L
28176E-10-8	EDWARDS LIFESCIENCES CORP.		04/29/2011	VARIOUS	2,713.00	224,306		176,409	213,175	(43,426)			(43,426)		176,409		47,897	47,897			L
268648-10-2	EMC CORPORATION COMMON		04/15/2011	BERNSTEIN	1.00	27		23	23						23		4	4			L
29265N-10-8	ENERGEN CORP.		06/20/2011	BERNSTEIN	101.00	5,592		6,527							6,527		(936)	(936)	14		L
29358Q-10-9	ENSCO PLC ADS	F	06/20/2011	BERNSTEIN	4,140.00	210,838		217,492							217,492		(6,654)	(6,654)			L
29364G-10-3	ENTERGY CORP		06/08/2011	BERNSTEIN	30.00	2,022		2,164	2,125	40			40		2,164		(142)	(142)	50		L
294752-10-0	EQUITY ONE INC.		06/20/2011	BERNSTEIN	405.00	7,367		8,049							8,049		(681)	(681)	89		L
G3223R-10-8	EVEREST RE GROUP LTD.	F	06/20/2011	BERNSTEIN	73.00	6,015		6,705							6,705		(689)	(689)	35		L
30212P-10-5	EXPEDIA INC		06/08/2011	BERNSTEIN	74.00	2,001		1,902	1,857	45			45		1,902		99	99	10		L
30231G-10-2	EXXON MOBIL CORP.		04/15/2011	BERNSTEIN	84.00	7,057		5,947	6,142	(195)			(195)		5,947		1,111	1,111	37		L
303075-10-5	FACTSET RESEARCH SYSTEMS INC		06/08/2011	BERNSTEIN	54.00	5,646		5,916							5,916		(270)	(270)	15		L
303250-10-4	FAIR ISAAC CORP.		06/08/2011	BERNSTEIN	196.00	5,537		5,882							5,882		(345)	(345)	4		L
307000-10-9	FAMILY DOLLAR STORES		06/08/2011	BERNSTEIN	38.00	1,963		1,909							1,909		54	54	7		L
313747-20-6	FEDERAL REALTY INVESTMENT TRU		06/20/2011	BERNSTEIN	66.00	5,673		5,777							5,777		(104)	(104)			L
31620R-10-5	FIDELITY NATIONAL FINANCIAL INC.		06/20/2011	BERNSTEIN	375.00	5,705		5,795							5,795		(90)	(90)	44		L
33582V-10-8	FIRST NIAGARA FINANCIAL GROUP I		06/20/2011	BERNSTEIN	410.00	5,584		5,873							5,873		(289)	(289)	66		L
337932-10-7	FIRSTENERGY CORP		06/08/2011	BERNSTEIN	185.00	7,344		6,898							6,898		447	447	25		L
343498-10-1	FLOWERS FOODS INC		06/20/2011	BERNSTEIN	398.00	12,811		12,384							12,384		427	427	33		L
302941-10-9	FTI CONSULTING INC.		06/20/2011	BERNSTEIN	153.00	5,542		6,118							6,118		(576)	(576)			L
360271-10-0	FULTON FINANCIAL CORP.		06/08/2011	BERNSTEIN	530.00	5,584		6,122							6,122		(538)	(538)			L
365558-10-5	GARDNER DENVER INC.		06/08/2011	BERNSTEIN	69.00	5,533		5,927							5,927		(393)	(393)	3		L
369604-10-3	GENERAL ELECTRIC CO		04/25/2011	PRIOR YEAR INCOME															14		L
36866T-10-3	GEN-PROBE INC.		06/20/2011	BERNSTEIN	109.00	7,429		8,912							8,912		(1,482)	(1,482)			L
372917-10-4	GENZYME CORP.		04/05/2011	DIRECT	419.00	32,024		29,371	29,833	(462)			(462)		29,371		2,653	2,653			L
375558-10-3	GILEAD SCIENCES INC		06/08/2011	BERNSTEIN	49.00	2,016		1,878	1,776	102			102		1,878		138	138			L
384109-10-4	GRACO INC		06/08/2011	BERNSTEIN	114.00	5,561		5,718							5,718		(158)	(158)			L
391164-10-0	GREAT PLAINS ENERGY INC.		06/20/2011	BERNSTEIN	681.00	14,220		14,016							14,016		204	204	141		L
397624-10-7	GREIF INC. (CL A)		06/20/2011	BERNSTEIN	88.00	5,591		5,448							5,448		143	143			L

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CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
423074-10-3	H. J. HEINZ CO		06/08/2011	BERNSTEIN	38.00	2,013		1,890	1,879	10			10		1,890		123	123	17		L
406216-10-1	HALLIBURTON CO		06/08/2011	BERNSTEIN	40.00	1,916		1,860							1,860		56	56	4		L
412822-10-8	HARLEY-DAVIDSON INC		06/08/2011	BERNSTEIN	53.00	1,907		2,109	69	(8)			(8)		2,109		(202)	(202)	7		L
413875-10-5	HARRIS CORP		06/08/2011	BERNSTEIN	42.00	1,929		1,915	1,903	12			12		1,915		15	15	21		L
415864-10-7	HARSCO CORP.		06/08/2011	BERNSTEIN	180.00	5,527		6,429							6,429		(903)	(903)			L
416196-10-3	HARTE-HANKS INC.		06/28/2011	MORGAN STANLEY	1,947.00	15,708		20,717	12,170	(748)			(748)		20,717		(5,009)	(5,009)	232		L
404132-10-2	HCC INSURANCE HOLDINGS INC.		06/20/2011	BERNSTEIN	178.00	5,567		5,813							5,813		(246)	(246)			L
42222G-10-8	HEALTH NET INC.		06/08/2011	BERNSTEIN	2.00	61		66							66		(5)	(5)			L
428236-10-3	HEWLETT-PACKARD CO		04/15/2011	BERNSTEIN	126.00	5,073		5,286	5,305	(19)			(19)		5,286		(213)	(213)	10		L
431284-10-8	HIGHWOODS PROPERTIES INC.		06/20/2011	BERNSTEIN	172.00	5,655		6,376							6,376		(721)	(721)	73		L
44106M-10-2	HOSPITALITY PROPERTIES TRUST		06/20/2011	BERNSTEIN	243.00	5,663		5,910							5,910		(246)	(246)			L
446150-10-4	HUNTINGTON BANCSHARES		04/15/2011	BERNSTEIN	2.00	13		13							13						L
446413-10-6	HUNTINGTON INGALLS INDUSTRIES		04/15/2011	BERNSTEIN	83.00	3,288		2,885							2,885		403	403			L
451107-10-6	IDACORP INC.		06/20/2011	BERNSTEIN	160.00	6,218		6,283							6,283		(65)	(65)	48		L
458118-10-6	INTEGRATED DEVICE TECHNOLOGY		06/08/2011	BERNSTEIN	732.00	5,508		5,953							5,953		(445)	(445)			L
458140-10-0	INTEL CORP		06/08/2011	BERNSTEIN	113.00	2,467		2,393	2,376	17			17		2,393		74	74	41		L
459200-10-1	INTERNATIONAL BUS MACHS CORP		06/08/2011	BERNSTEIN	27.00	4,440		3,831	3,963	(132)			(132)		3,831		609	609	38		L
46120E-60-2	INTUITIVE SURGICAL INC		06/08/2011	BERNSTEIN	6.00	2,062		1,569	1,547	22			22		1,569		494	494			L
450911-10-2	ITT CORP.		06/08/2011	BERNSTEIN	36.00	1,965		1,671	1,876	(205)			(205)		1,671		294	294	9		L
445658-10-7	J.B. HUNT TRANSPORT SERVICES IN		06/08/2011	BERNSTEIN	130.00	5,608		6,230							6,230		(622)	(622)	17		L
472319-10-2	JEFFERIES GROUP INC.		06/08/2011	BERNSTEIN	266.00	5,604		6,736	3,222	(11)			(11)		6,736		(1,132)	(1,132)	18		L
832696-40-5	JM SMUCKER CO/THE-NEW COMMO		06/08/2011	BERNSTEIN	26.00	1,992		1,765							1,765		227	227	11		L
48020Q-10-7	JONES LANG LASALLE INC		06/08/2011	BERNSTEIN	59.00	5,452		6,025							6,025		(573)	(573)	9		L
48242W-10-6	KBR INC.		06/08/2011	BERNSTEIN	169.00	6,115		6,507							6,507		(392)	(392)			L
494368-10-3	KIMBERLY CLARK CORP		06/08/2011	BERNSTEIN	45.00	2,945		2,904							2,904		41	41			L
49460W-20-8	KINETIC CONCEPTS INC.		06/20/2011	BERNSTEIN	101.00	5,631		5,937							5,937		(305)	(305)			L
500643-20-0	KORN/FERRY INTERNATIONAL		06/08/2011	BERNSTEIN	268.00	5,561		5,683							5,683		(122)	(122)			L
501044-10-1	KROGER CO		04/15/2011	BERNSTEIN	83.00	2,014		1,883	1,856	27			27		1,883		131	131	9		L
502424-10-4	L-3 COMMUNICATIONS HLDGS CO		06/08/2011	BERNSTEIN	25.00	1,984		1,757	1,762	(5)			(5)		1,757		227	227	23		L
512807-10-8	LAM RESEARCH CORP.		06/08/2011	BERNSTEIN	122.00	5,556		6,124	2,589	45			45		6,124		(568)	(568)			L
526107-10-7	LENNOX INTERNATIONAL INC.		06/20/2011	BERNSTEIN	128.00	5,492		6,242							6,242		(750)	(750)			L
531172-10-4	LIBERTY PROPERTY TRUST		06/20/2011	BERNSTEIN	172.00	5,609		6,044							6,044		(436)	(436)			L
53217V-10-9	LIFE TECHNOLOGIES CORP		06/08/2011	BERNSTEIN	39.00	1,984		2,132	2,165	(32)			(32)		2,132		(148)	(148)			L
532791-10-0	LINCARE HOLDINGS INC.		06/20/2011	BERNSTEIN	185.00	5,539		5,841							5,841		(301)	(301)			L
539830-10-9	LOCKHEED MARTIN CORP.		06/08/2011	BERNSTEIN	26.00	2,010		1,810	1,818	(8)			(8)		1,810		200	200	39		L

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SCHEDULE D - PART 4

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

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										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
549271-10-4	LUBRIZOL CORP.		06/20/2011	BERNSTEIN	74.00	9,928		9,957							9,957		(28)	(28)	27		L
N53745-10-0	LYONDELL CHEMICAL COMPANY	R	04/01/2011	IMPERIAL CAPITAL, L	3,169.00	126,792		70,669	109,014	(38,345)			(38,345)		70,669		56,123	56,123			L
554382-10-1	MACERICH CO.		06/08/2011	BERNSTEIN	107.00	5,600		5,632							5,632		(31)	(31)	54		L
56418H-10-0	MANPOWERGROUP		06/08/2011	BERNSTEIN	100.00	5,568		6,652							6,652		(1,084)	(1,084)	40		L
565849-10-6	MARATHON OIL CORP.		06/08/2011	BERNSTEIN	38.00	1,933		1,956							1,956		(23)	(23)	10		L
574795-10-0	MASIMO CORP.		06/20/2011	BERNSTEIN	185.00	5,625		6,440							6,440		(815)	(815)			L
576206-10-6	MASSEY ENERGY CORP		06/02/2011	DIRECT	172.00	6,667		7,847	9,228	(1,380)			(1,380)		7,847		(1,180)	(1,180)	10		L
552690-10-9	MDU RESOURCES GROUP INC.		06/20/2011	BERNSTEIN	254.00	5,546		6,050							6,050		(504)	(504)			L
58405U-10-2	MEDCO HEALTH SOLUTIONS INC.		04/15/2011	BERNSTEIN	37.00	2,046		2,199	2,267	(68)			(68)		2,199		(153)	(153)			L
58502B-10-6	MEDNAX INC.		06/08/2011	BERNSTEIN	81.00	5,628		5,745							5,745		(118)	(118)			L
58933Y-10-5	MERCK & CO. INC.		04/15/2011	BERNSTEIN	1.00	35		36	36						36		(2)	(2)			L
589400-10-0	MERCURY GENERAL CORP.		06/20/2011	BERNSTEIN	154.00	6,007		6,752	6,624	129			129		6,752		(746)	(746)	185		L
592688-10-5	METTLER-TOLEDO INTERNATIONAL I		06/08/2011	BERNSTEIN	35.00	5,531		6,533							6,533		(1,002)	(1,002)			L
594918-10-4	MICROSOFT CORP.		04/15/2011	BERNSTEIN	142.00	3,573		3,657	3,965	(307)			(307)		3,657		(85)	(85)	23		L
602720-10-4	MINE SAFETY APPLIANCES CO.		06/08/2011	BERNSTEIN	165.00	5,514		6,376							6,376		(862)	(862)	43		L
603158-10-6	MINERALS TECHNOLOGIES INC.		06/08/2011	BERNSTEIN	86.00	5,544		5,805							5,805		(261)	(261)	4		L
608190-10-4	MOHAWK INDUSTRIES INC.		06/08/2011	BERNSTEIN	94.00	5,657		5,655							5,655		2	2			L
617446-44-8	MORGAN STANLEY		06/08/2011	BERNSTEIN	88.00	1,952		2,378	327	(5)			(5)		2,378		(427)	(427)	5		L
636518-10-2	NATIONAL INSTRUMENTS CORP.		06/20/2011	VARIOUS	201.50	5,577		5,968	13	(1)			(1)		5,968		(391)	(391)	20		L
638620-10-4	NATIONWIDE HEALTH PROPERTIES I		06/20/2011	BERNSTEIN	135.00	5,630		5,890							5,890		(260)	(260)	65		L
62886E-10-8	NCR CORP.		06/20/2011	BERNSTEIN	312.00	5,560		6,149							6,149		(590)	(590)			L
64126X-20-1	NEUSTAR INC. (CL A)		06/20/2011	BERNSTEIN	285.00	7,296		7,666							7,666		(369)	(369)			L
649445-10-3	NEW YORK COMMUNITY BANCORP I		06/20/2011	BERNSTEIN	349.00	5,532		6,261	6,579	(318)			(318)		6,261		(728)	(728)	175		L
650203-10-2	NEWALLIANCE BANCSHARES INC.		04/19/2011	DIRECT	2,372.00	30,832		30,832	35,533	(4,701)			(4,701)		30,832				166		L
654086-10-7	NICOR INC		06/08/2011	BERNSTEIN	37.00	1,984		1,667	1,847	(180)			(180)		1,667		317	317	34		L
655663-10-2	NORDSON CORP.		06/08/2011	BERNSTEIN	110.00	5,559		6,290							6,290		(731)	(731)	12		L
655844-10-8	NORFOLK SOUTHERN CORP		06/08/2011	BERNSTEIN	28.00	1,985		1,692	1,759	(67)			(67)		1,692		293	293	22		L
666807-10-2	NORTHROP CORP		04/05/2011	RETURN OF CAPITAL		2,885		2,885	2,700						2,885						L
670006-10-5	NOVELL		04/28/2011	DIRECT	593.00	3,617		3,385	3,511	(125)			(125)		3,385		232	232			L
67019E-10-7	NSTAR		06/20/2011	BERNSTEIN	355.00	16,202		16,364							16,364		(162)	(162)			L
67073Y-10-6	NV ENERGY INC.		06/20/2011	BERNSTEIN	585.00	8,969		9,096							9,096		(127)	(127)	10		L
62944T-10-5	NVR INC.		06/20/2011	BERNSTEIN	8.00	5,745		5,878							5,878		(133)	(133)			L
675232-10-2	OCEANEERING INTL INC		06/08/2011	BERNSTEIN	73.00	5,541		6,372							6,372		(830)	(830)			L
670837-10-3	OGE ENERGY CORP		06/20/2011	BERNSTEIN	115.00	5,632		6,101							6,101		(469)	(469)			L
680223-10-4	OLD REPUBLIC INTERNATIONAL CO		06/20/2011	BERNSTEIN	468.00	5,549		6,086	6,379	(293)			(293)		6,086		(537)	(537)	164		L

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695263-10-3	PACWEST BANCORP.		06/08/2011	BERNSTEIN	1,690.00	32,630		34,473	15,778	(3,193)			(3,193)		34,473		(1,843)	(1,843)	24		L
69840W-10-8	PANERA BREAD COMPANY-CL A		06/20/2011	BERNSTEIN	48.00	5,764		5,798							5,798		(35)	(35)			L
699173-20-9	PARAMETRIC TECHNOLOGY CORP.		06/08/2011	BERNSTEIN	259.00	5,531		6,280							6,280		(749)	(749)			L
709631-10-5	PENTAIR INC		06/08/2011	BERNSTEIN	149.00	5,550		5,993							5,993		(443)	(443)			L
713291-10-2	PEPCO HOLDINGS INC		06/08/2011	BERNSTEIN	161.00	3,118		2,999	2,938	61			61		2,999		118	118	87		L
714290-10-3	PERRIGO CO.		06/08/2011	BERNSTEIN	66.00	5,544		5,950							5,950		(405)	(405)	5		L
716768-10-6	PETSMART INC		06/20/2011	BERNSTEIN	128.00	5,674		5,436							5,436		238	238			L
718172-10-9	PHILIP MORRIS INTERNATIONAL		06/08/2011	BERNSTEIN	33.00	2,237		1,941	1,931	9			9		1,941		296	296	42		L
718592-10-8	PHILLIPS-VAN HEUSEN CORP.		06/08/2011	BERNSTEIN	89.00	5,597		6,293							6,293		(696)	(696)	3		L
727493-10-8	PLANTRONICS INC		06/08/2011	BERNSTEIN	160.00	5,564		5,924							5,924		(361)	(361)	8		L
69349H-10-7	PNM RESOURCES INC.		06/20/2011	BERNSTEIN	336.00	5,635		5,156							5,156		479	479			L
73172K-10-4	POLYCOM INC.		06/08/2011	BERNSTEIN	1.00	58		60							60		(2)	(2)			L
69351T-10-6	PPL CORP		06/08/2011	BERNSTEIN	72.00	1,957		1,941							1,941		16	16			L
74153Q-10-2	PRIDE INTERNATIONAL		06/16/2011	DIRECT	8,665.00	351,112		321,664	97,213	(48,534)			(48,534)		283,144		29,440	29,440			L
743410-10-2	PROLOGIS		06/03/2011	DIRECT	949.00	12,296		12,296	13,704	(1,407)			(1,407)		12,296				214		L
74340W-10-3	PROLOGIS INC.		06/09/2011	JP MORGAN CHASE	8,366.00	272,375		273,199	126,428	(12,071)			(12,071)		273,199		(824)	(824)	4,550		L
743674-10-3	PROTECTIVE LIFE CORP.		06/08/2011	BERNSTEIN	251.00	5,567		6,752							6,752		(1,185)	(1,185)	40		L
748356-10-2	QUESTAR CORP		06/20/2011	BERNSTEIN	535.00	9,475		9,395	5,153	47			47		9,395		80	80	127		L
749121-10-9	QWEST COMMUNICATIONS		04/01/2011	DIRECT	2,811.00	19,380		19,380	21,392	(2,012)			(2,012)		19,380				225		L
750086-10-0	RACKSPACE HOSTING INC.		06/08/2011	BERNSTEIN	138.00	5,559		6,371							6,371		(812)	(812)			L
750438-10-3	RADIOSHACK CORP.		06/28/2011	MORGAN STANLEY	197.00	2,525		3,863	3,643	220			220		3,863		(1,338)	(1,338)			L
751028-10-1	RALCORP HOLDINGS INC		06/20/2011	BERNSTEIN	97.00	8,456		8,162							8,162		294	294			L
754730-10-9	RAYMOND JAMES FINANCIAL INC		06/08/2011	BERNSTEIN	170.00	5,536		6,376							6,376		(840)	(840)			L
754907-10-3	RAYONIER INC. REIT		06/20/2011	BERNSTEIN	89.00	5,612		5,904							5,904		(292)	(292)	48		L
756109-10-4	REALTY INCOME CORP.		06/20/2011	BERNSTEIN	221.00	7,422		7,878							7,878		(455)	(455)	32		L
758849-10-3	REGENCY CENTERS CORP.		06/20/2011	BERNSTEIN	131.00	5,614		6,151							6,151		(537)	(537)	61		L
759351-60-4	REINSURANCE GROUP OF AMERICA		06/08/2011	BERNSTEIN	366.00	21,999		23,192							23,192		(1,192)	(1,192)	44		L
759509-10-2	RELIANCE STEEL & ALUMINUM CO.		06/08/2011	BERNSTEIN	119.00	5,549		6,735							6,735		(1,186)	(1,186)	14		L
76009N-10-0	RENT-A-CENTER INC.		06/08/2011	BERNSTEIN	195.00	5,540		5,924							5,924		(384)	(384)			L
761713-10-6	REYNOLDS AMERICAN INC.		06/08/2011	BERNSTEIN	52.00	1,959		1,782							1,782		177	177	28		L
774341-10-1	ROCKWELL COLLINS		06/08/2011	BERNSTEIN	34.00	2,019		1,873	1,981	(108)			(108)		1,873		145	145	16		L
776696-10-6	ROPER INDUSTRIES INC		06/08/2011	BERNSTEIN	24.00	1,917		1,671	1,834	(164)			(164)		1,671		246	246	5		L
749685-10-3	RPM INTERNATIONAL INC.		06/20/2011	BERNSTEIN	256.00	5,647		6,059							6,059		(412)	(412)			L
803111-10-3	SARA LEE CORP		06/08/2011	BERNSTEIN	156.00	2,912		2,564	683	(105)			(105)		2,564		348	348	4		L
81721M-10-9	SENIOR HOUSING PROPERTIES TRU		06/20/2011	BERNSTEIN	243.00	5,776		5,834	263	23			23		5,834		(57)	(57)	9		L

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817565-10-4	SERVICE CORP. INTERNATIONAL		06/08/2011	BERNSTEIN	504.00	5,587		5,943							5,943		(355)	(355)			L
820280-10-5	SHAW GROUP INC		06/08/2011	BERNSTEIN	710.00	23,582		27,806							27,806		(4,224)	(4,224)			L
826552-10-1	SIGMA ALDRICH CORP.		06/08/2011	BERNSTEIN	29.00	1,947		1,818	1,930	(113)			(113)		1,818		130	130	10		L
827048-10-9	SILGAN HOLDINGS INC		06/20/2011	BERNSTEIN	139.00	5,476		6,346							6,346		(870)	(870)	15		L
83088M-10-2	SKYWORKS SOLUTIONS INC.		06/08/2011	BERNSTEIN	4.00	98		126							126		(28)	(28)			L
78454L-10-0	SM ENERGY CO.		06/08/2011	BERNSTEIN	84.00	5,699		6,330							6,330		(630)	(630)			L
835898-10-7	SOTHEBYS		06/08/2011	BERNSTEIN	147.00	5,617		7,392							7,392		(1,775)	(1,775)	7		L
844741-10-8	SOUTHWEST AIRLS COMPANY		06/08/2011	BERNSTEIN	1,590.00	17,586		18,238							18,238		(652)	(652)	7		L
852061-10-0	SPRINT NEXTEL		04/15/2011	BERNSTEIN	5.00	24		21							21		3	3			L
784635-10-4	SPX CORP.		06/08/2011	BERNSTEIN	74.00	5,577		6,407							6,407		(831)	(831)			L
78464R-10-5	SRA INTERNATIONAL INC. (CL A)		06/20/2011	BERNSTEIN	179.00	5,567		5,535							5,535		32	32			L
790849-10-3	ST JUDE MEDICAL INC		04/15/2011	BERNSTEIN	39.00	2,058		1,652	1,667	(15)			(15)		1,652		405	405	8		L
863667-10-1	STRYKER CORP		06/08/2011	BERNSTEIN	34.00	1,989		1,729	1,826	(97)			(97)		1,729		260	260	12		L
871607-10-7	SYNOPSYS INC.		06/20/2011	BERNSTEIN	415.00	10,401		11,369							11,369		(968)	(968)			L
878377-10-0	TECHNE CORP		06/20/2011	BERNSTEIN	72.00	5,625		5,588							5,588		37	37	19		L
879369-10-6	TELEFLEX INC.		06/20/2011	BERNSTEIN	107.00	6,448		6,707							6,707		(258)	(258)	36		L
879433-10-0	TELEPHONE & DATA SYSTEMS INC.		06/08/2011	BERNSTEIN	182.00	5,582		6,527	6,652	(125)			(125)		6,527		(945)	(945)	21		L
879868-10-7	TEMPLE-INLAND INC.		06/08/2011	BERNSTEIN	190.00	5,616		4,477							4,477		1,138	1,138	25		L
880779-10-3	TEREX CORP.		06/08/2011	BERNSTEIN	216.00	5,469		7,530							7,530		(2,061)	(2,061)			L
364760-10-8	THE GAP INC		06/08/2011	BERNSTEIN	121.00	2,117		2,541	2,679	(138)			(138)		2,541		(424)	(424)	26		L
410867-10-5	THE HANOVER INSURANCE GROUP I		06/20/2011	BERNSTEIN	214.00	7,805		9,896	9,998	(102)			(102)		9,896		(2,091)	(2,091)	118		L
427866-10-8	THE HERSHEY COMPANY		04/15/2011	BERNSTEIN	36.00	2,056		1,890							1,890		166	166			L
88632Q-10-3	TIBCO SOFTWARE INC.		06/08/2011	BERNSTEIN	211.00	5,484		6,380							6,380		(896)	(896)			L
887317-30-3	TIME WARNER INC.		06/08/2011	BERNSTEIN	57.00	1,992		1,735	1,834	(99)			(99)		1,735		257	257	27		L
887389-10-4	TIMKEN CO.		06/08/2011	BERNSTEIN	116.00	5,567		6,543							6,543		(976)	(976)	23		L
891894-10-7	TOWERS WATSON & CO		06/20/2011	BERNSTEIN	90.00	5,583		5,375							5,375		208	208			L
892356-10-6	TRACTOR SUPPLY COMPANY		06/08/2011	BERNSTEIN	94.00	5,616		5,826							5,826		(209)	(209)	11		L
896239-10-0	TRIMBLE NAVIGATION LTD.		06/08/2011	BERNSTEIN	139.00	5,624		6,527							6,527		(904)	(904)			L
896522-10-9	TRINITY INDUSTRIES INC.		06/08/2011	BERNSTEIN	177.00	5,606		6,389							6,389		(783)	(783)			L
H89128-10-4	TYCO INTERNATIONAL LTD.	F	04/15/2011	BERNSTEIN	39.00	2,037		1,756							1,756		281	281			L
902653-10-4	UDR INC.		06/20/2011	BERNSTEIN	226.00	5,625		5,850							5,850		(225)	(225)			L
909218-10-9	UNIT CORP		06/08/2011	BERNSTEIN	102.00	5,631		6,414							6,414		(782)	(782)			L
91307C-10-2	UNITED THERAPEUTICS CORP.		06/20/2011	BERNSTEIN	134.00	7,192		9,011							9,011		(1,819)	(1,819)			L
918204-10-8	V F CORP		06/08/2011	BERNSTEIN	21.00	1,937		1,659	1,810	(151)			(151)		1,659		279	279	26		L
919794-10-7	VALLEY NATIONAL BANCORP		06/20/2011	BERNSTEIN	842.00	11,166		11,330							11,330		(164)	(164)			L

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
920253-10-1	VALMONT INDUSTRIES INC.		06/20/2011	BERNSTEIN	63.00	5,622		6,652							6,652		(1,030)	(1,030)			L
922207-10-5	VARIAN SEMICONDUCTOR EQUIP		06/08/2011	BERNSTEIN	91.00	5,584		4,450							4,450		1,134	1,134			L
918194-10-1	VCA ANTECH INC.		06/20/2011	BERNSTEIN	266.00	5,459		6,563							6,563		(1,104)	(1,104)			L
92240G-10-1	VECTREN CORPORATION		06/20/2011	BERNSTEIN	586.00	16,107		16,748							16,748		(642)	(642)	202		L
92343V-10-4	VERIZON COMMUNICATIONS CO		06/08/2011	BERNSTEIN	56.00	2,013		2,118							2,118		(106)	(106)			L
92532F-10-0	VERTEX PHARMACEUTICALS INC.		06/08/2011	BERNSTEIN	117.00	6,205		6,507							6,507		(302)	(302)			L
92553P-20-1	VIACOM INC-CLASS B		06/08/2011	BERNSTEIN	41.00	1,997		1,835							1,835		162	162			L
084423-10-2	W.R. BERKLEY CORP.		06/20/2011	BERNSTEIN	188.00	6,066		6,130							6,130		(65)	(65)			L
930059-10-0	WADDELL & REED FINANCIAL-A		06/08/2011	BERNSTEIN	161.00	5,641		6,607							6,607		(965)	(965)			L
941053-10-0	WASTE CONNECTIONS INC.		06/20/2011	BERNSTEIN	383.00	12,085		11,774							11,774		312	312	29		L
94106L-10-9	WASTE MANAGEMENT INC.		06/08/2011	BERNSTEIN	84.00	3,097		3,093							3,093		4	4	57		L
94946T-10-6	WELLCARE HEALTH PLANS INC.		06/08/2011	BERNSTEIN	117.00	5,608		5,128							5,128		480	480			L
94973V-10-7	WELLPOINT INC		04/15/2011	BERNSTEIN	39.00	2,706		2,206	2,218	(12)			(12)		2,206		500	500	10		L
957090-10-3	WESTAMERICA BANCORP		06/20/2011	BERNSTEIN	138.00	6,700		7,020							7,020		(320)	(320)	50		L
95709T-10-0	WESTAR ENERGY INC.		06/20/2011	BERNSTEIN	629.00	16,749		17,073							17,073		(325)	(325)			L
92924F-10-6	WGL HOLDINGS INC.		06/20/2011	BERNSTEIN	255.00	9,640		10,066							10,066		(426)	(426)			L
980745-10-3	WOODWARD INC.		06/08/2011	BERNSTEIN	178.00	5,574		6,579							6,579		(1,005)	(1,005)	12		L
98310W-10-8	WYNDHAM WORLDWIDE CORP		06/08/2011	BERNSTEIN	59.00	1,918		1,840							1,840		78	78	9		L
98956P-10-2	ZIMMER HOLDINGS INC		06/08/2011	BERNSTEIN	31.00	1,971		1,562	1,664	(102)			(102)		1,562		409	409			L
9099999	Total - Common Stock - Industrial and Miscellaneous (Unaffiliated)				XXX	3,198,624		3,068,517	1,261,024	(197,050)			(197,050)		3,029,997		130,106	130,106	10,817	XXX	XXX
9799997	Total - Common Stock - Part 4				XXX	3,198,624	XXX	3,068,517	1,261,024	(197,050)			(197,050)		3,029,997		130,106	130,106	10,817	XXX	XXX
9799998	Summary Item from Part 5 for Common Stocks				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total Common Stocks				XXX	3,198,624	XXX	3,068,517	1,261,024	(197,050)			(197,050)		3,029,997		130,106	130,106	10,817	XXX	XXX
9899999	Total Preferred and Common Stocks				XXX	3,198,624	XXX	3,068,517	1,261,024	(197,050)			(197,050)		3,029,997		130,106	130,106	10,817	XXX	XXX
9999999	Totals					77,279,056	XXX	77,066,292	65,580,670	(168,394)	(316,747)		(485,141)		75,729,795		1,510,740	1,510,740	1,324,438	XXX	XXX

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

NONE Schedule DB - Part A - Section 1

NONE Schedule DB - Part B - Section 1

NONE Schedule DB - Part D

SCHEDULE DL - PART 1

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 NAIC Desig-nation/ Market Indicator	4 Fair Value	5 Book / Adjusted Carrying Value	6 Maturity Dates
000000-00-0	BANK OF NOVA SCOTIA SINGAPORE - Time Deposit	1	307,536	307,536	07/01/2011
000000-00-0	BANK OF TOKYO UFJ LTD GC - Time Deposit	1	405,948	405,948	07/01/2011
000000-00-0	BARCLAYS CAPITAL - REPO - A1P1 Money Markets	1	2,029,740	2,029,741	07/29/2011
000000-00-0	COMMERZBANK AG FRANKFURT - Time Deposit	1	405,955	405,948	07/20/2011
000000-00-0	COMMERZBANK AG FRANKFURT - Time Deposit	1	159,918	159,919	07/27/2011
000000-00-0	CREDIT AGRICOLE CIB, CAYMAN - Time Deposit	1	553,565	553,565	07/01/2011
000000-00-0	KBC, BRUSSELS - Time Deposit	1	492,075	492,058	07/14/2011
000000-00-0	KBC, BRUSSELS - Time Deposit	1	209,139	209,125	07/27/2011
000000-00-0	NATIXIS FINANCIAL PRODUCTS LLC - Master Note - Floating	1	178,371	178,371	07/01/2011
000000-00-0	RABOBANK NETHERLANDS - Time Deposit	1	168,336	168,336	07/01/2011
000000-00-0	RBC CAPITAL MKS - REPO - AA Corporate Bonds	1	307,536	307,536	08/04/2011
000000-00-0	SUMITOMO MITSUI BANK CORP BRUS - Time Deposit	1	430,554	430,551	07/06/2011
05576V-UB-8	BTM CAPITAL CORP - Commercial Paper	1	492,038	491,949	07/11/2011
2363F7-UB-2	DANSKE CORP - Commercial Paper	1	861,067	860,838	07/11/2011
29603F-DN-3	ERSTE BANK NEW YORK - Yankee C/D - Fixed	1	122,991	123,016	08/02/2011
2960E3-UJ-8	ERSTE FINANCE DELAWARE LLC - Commercial Paper	1	615,028	614,961	07/18/2011
4611K1-UE-3	INTESA FUNDING LLC - Commercial Paper	1	430,517	430,099	07/14/2011
51488H-2S-4	LANDESBANK HESSEN THUR NY - Yankee C/D - Fixed	1	369,055	369,044	07/27/2011
65602Q-DT-1	NORINCHUKIN BANK NY - Yankee C/D - Fixed	1	553,570	553,565	07/11/2011
6931M3-U1-5	PB FINANCE DELAWARE - Commercial Paper	1	282,932	282,550	07/01/2011
80280P-JB-4	SANTANDER CP SA UNIPERSONAL - Commercial Paper	1	430,521	430,407	07/08/2011
80280P-JC-2	SANTANDER CP SA UNIPERSONAL - Commercial Paper	1	307,515	307,437	07/08/2011
85324U-UB-7	STANDARD CHARTERED CP - Commercial Paper	1	670,402	670,327	07/11/2011
86562W-MH-8	SUMITOMO MITSUI BANKING CORP NY - Yankee C/D - Fixed	1	615,073	615,073	07/11/2011
8672E3-UE-4	SUNCORP METWAY LTD - Commercial Paper	1	455,129	455,074	07/14/2011
3299999	Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations		11,854,511	11,852,974	XXX
000000-00-0	BARCLAYS CAPITAL - REPO-PRI LAB CMO'S	1	615,073	615,073	07/29/2011
000000-00-0	CITIGROUP GLOBAL MARKETS INC - REPO - AAA Asset Backed Securities	1	615,073	615,073	08/04/2011
000000-00-0	NOMURA SECURITIES - REPO - U.S. Agency Mortgages	2	1,162,880	1,162,880	07/01/2011
000000-00-0	PERSHING LLC - REPO - U.S. Agency Mortgages	1	307,536	307,536	07/01/2011
03663U-V9-3	ANTALIS US FUNDING CORP - Commercial Paper - Asset Backed	1	614,938	614,837	08/09/2011
03846W-U1-7	ARABELLA FINANCE LLC - Commercial Paper - Asset Backed	1	615,070	615,044	07/01/2011
08037M-U5-8	BELMONT FUNDING LLC - Commercial Paper - Asset Backed	1	615,060	614,898	07/05/2011
1373X3-US-4	CANCARA ASSET SECURITISATION LLC - Commercial Paper - Asset Backed	1	553,491	553,223	07/26/2011
76203M-UB-0	RHEIN-MAIN SECURITISATON LIMITED - Commercial Paper - Asset Backed	1	247,690	247,408	07/11/2011
76203M-W6-9	RHEIN-MAIN SECURITISATON LIMITED - Commercial Paper - Asset Backed	1	307,411	307,224	09/06/2011
76205M-U8-5	RHEINGOLD SECURITIZATION - Commercial Paper - Asset Backed	1	319,827	319,803	07/08/2011
76205M-W6-7	RHEINGOLD SECURITIZATION - Commercial Paper - Asset Backed	1	614,823	614,419	09/06/2011
80584U-U7-2	SCALDIS CAPITAL LLC - Commercial Paper - Asset Backed	1	307,529	307,491	07/07/2011
3599999	Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities		6,896,401	6,894,909	XXX
3899999	Subtotals – Industrial and Miscellaneous (Unaffiliated)		18,750,912	18,747,883	XXX
7799999	Totals – Issuer Obligations		11,854,511	11,852,974	XXX
8099999	Totals – Other Loan-Backed and Structured Securities		6,896,401	6,894,909	XXX
8399999	Total Bonds		18,750,912	18,747,883	XXX
9999999	Totals		18,750,912	18,747,883	XXX

General Interrogatory:

1. Total activity for the year to date — Fair Value $ 9,021,982 — Book/Adjusted Carrying Value $ 9,020,398
2. Average balance for the year to date — Fair Value $ 42,572,685 — Book/Adjusted Carrying Value $ 42,778,916
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
   NAIC 1 $ 17,585,003; NAIC 2 $ 1,162,880; NAIC 3 $ 0; NAIC 4 $ 0; NAIC 5 $ 0; NAIC 6 $ 0.

NONE Schedule DL - Part 2

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Bank of America Boston, MA					228,221	228,221		
0199998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Total - Open Depositories	XXX	XXX			228,221	228,221		XXX
Suspended Depositories								
0299998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX	XXX						XXX
0299999 Total Suspended Depositories	XXX	XXX						XXX
0399999 Total Cash on Deposit	XXX	XXX			228,221	228,221		XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX			228,221	228,221		XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
BANK OF NEW YORK CASH RESERVE		06/30/2011	0.010	07/01/2011	3,543,489	85	839
8499999 Sweep Accounts					3,543,489	85	839
8699999 Total Cash Equivalents					3,543,489	85	839

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

SUPPLEMENT "A" TO SCHEDULE T

EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

States, Etc.		1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid 3 Amount	Direct Losses Paid 4 Number of Claims	5 Direct Losses Incurred	Direct Losses Unpaid 6 Amount Reported	Direct Losses Unpaid 7 Number of Claims	8 Direct Losses Incurred But Not Reported
1. Alabama	AL								
2. Alaska	AK								
3. Arizona	AZ								2,713
4. Arkansas	AR	1,091	3						16
5. California	CA	7,390	18,993			10,276			56,899
6. Colorado	CO								
7. Connecticut	CT					19			
8. Delaware	DE								
9. District of Columbia	DC								
10. Florida	FL	10,126	24,371			13,198			84,529
11. Georgia	GA	4,116	2,041			1,000			65,237
12. Hawaii	HI					(594)			
13. Idaho	ID		637						
14. Illinois	IL	2,344	1,072			577			577
15. Indiana	IN								
16. Iowa	IA	1,291	640						
17. Kansas	KS								
18. Kentucky	KY								
19. Louisiana	LA								
20. Maine	ME					4			2,714
21. Maryland	MD	7,332	2,345			1,263			2,416
22. Massachusetts	MA	929	119						423
23. Michigan	MI	2,907	4,256			2,304			14,033
24. Minnesota	MN	826	70	(5)	1	(5)			
25. Mississippi	MS								
26. Missouri	MO								
27. Montana	MT	1,744	5						
28. Nebraska	NE								
29. Nevada	NV		910			3			2,230
30. New Hampshire	NH		1,639			885			3,572
31. New Jersey	NJ	2,507	2,853			1,540			5,006
32. New Mexico	NM								
33. New York	NY	82,275	97,447			54,096			593,395
34. North Carolina	NC	1,962	973						
35. North Dakota	ND								
36. Ohio	OH								
37. Oklahoma	OK	3,244	738						
38. Oregon	OR	8,651	5,208			2,455			15,189
39. Pennsylvania	PA	5,753	3,325			1,796			7,567
40. Rhode Island	RI		1,639			886			4,194
41. South Carolina	SC	1,033	3						
42. South Dakota	SD								
43. Tennessee	TN		1,348			730			4,684
44. Texas	TX	18,825	9,485			5,114			12,886
45. Utah	UT								
46. Vermont	VT								
47. Virginia	VA								
48. Washington	WA		1,157			623			1,619
49. West Virginia	WV								
50. Wisconsin	WI	689	188						
51. Wyoming	WY								
52. American Samoa	AS								
53. Guam	GU								
54. Puerto Rico	PR								
55. US Virgin Islands	VI								
56. Northern Mariana Islands	MP								
57. Canada	CN								
58. Aggregate Other Alien	OT								
59. Totals		165,035	181,465	(5)	1	96,170			879,899

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

NONE

Designate the type of health care providers reported on this page.
Hospitals

24732201145000020

SUPPLEMENT "A" TO SCHEDULE T

EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

States, Etc.	1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid 3 Amount	Direct Losses Paid 4 Number of Claims	5 Direct Losses Incurred	Direct Losses Unpaid 6 Amount Reported	Direct Losses Unpaid 7 Number of Claims	8 Direct Losses Incurred But Not Reported
1. Alabama AL								
2. Alaska AK								
3. Arizona AZ								
4. Arkansas AR								
5. California CA								
6. Colorado CO								
7. Connecticut CT								
8. Delaware DE								
9. District of Columbia DC								
10. Florida FL								
11. Georgia GA								
12. Hawaii HI								
13. Idaho ID								
14. Illinois IL								
15. Indiana IN								
16. Iowa IA								
17. Kansas KS								
18. Kentucky KY								
19. Louisiana LA								
20. Maine ME								
21. Maryland MD								
22. Massachusetts MA								
23. Michigan MI								
24. Minnesota MN			NONE					
25. Mississippi MS								
26. Missouri MO								
27. Montana MT								
28. Nebraska NE								
29. Nevada NV								
30. New Hampshire NH								
31. New Jersey NJ								
32. New Mexico NM								
33. New York NY								
34. North Carolina NC								
35. North Dakota ND								
36. Ohio OH								
37. Oklahoma OK								
38. Oregon OR								
39. Pennsylvania PA								
40. Rhode Island RI								
41. South Carolina SC								
42. South Dakota SD								
43. Tennessee TN								
44. Texas TX								
45. Utah UT								
46. Vermont VT								
47. Virginia VA								
48. Washington WA								
49. West Virginia WV								
50. Wisconsin WI								
51. Wyoming WY								
52. American Samoa AS								
53. Guam GU								
54. Puerto Rico PR								
55. US Virgin Islands VI								
56. Northern Mariana Islands MP								
57. Canada CN								
58. Aggregate Other Alien OT								
59. Totals								

DETAILS OF WRITE-INS								
5801.			NONE					
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)								

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

24732201145000120

SUPPLEMENT "A" TO SCHEDULE T

EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

States, Etc.		1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid 3 Amount	Direct Losses Paid 4 Number of Claims	5 Direct Losses Incurred	Direct Losses Unpaid 6 Amount Reported	Direct Losses Unpaid 7 Number of Claims	8 Direct Losses Incurred But Not Reported
1. Alabama	AL								
2. Alaska	AK								
3. Arizona	AZ					4			556
4. Arkansas	AR	1,182	586			4			3,218
5. California	CA	11,589	18,853			10,200			56,481
6. Colorado	CO	796	2,946			1,591			6,511
7. Connecticut	CT								16,657
8. Delaware	DE								
9. District of Columbia	DC	1,928	977			(897)			
10. Florida	FL	18,453	26,868			14,551			93,189
11. Georgia	GA	3,187	2,035			997			65,037
12. Hawaii	HI								
13. Idaho	ID								
14. Illinois	IL								
15. Indiana	IN								
16. Iowa	IA								
17. Kansas	KS								
18. Kentucky	KY								
19. Louisiana	LA								
20. Maine	ME								722
21. Maryland	MD	1,092	227			122			233
22. Massachusetts	MA	755	674			3			2,389
23. Michigan	MI		8,473			4,587			27,937
24. Minnesota	MN								
25. Mississippi	MS								10,926
26. Missouri	MO		801						
27. Montana	MT								
28. Nebraska	NE								
29. Nevada	NV								
30. New Hampshire	NH	5,482	3,109			1,679			6,776
31. New Jersey	NJ	491	1,703			919			2,988
32. New Mexico	NM								
33. New York	NY	136,923	193,018			107,151			1,175,373
34. North Carolina	NC								
35. North Dakota	ND								
36. Ohio	OH								
37. Oklahoma	OK								
38. Oregon	OR	3,836	2,878			1,357			8,394
39. Pennsylvania	PA		2,485			1,343			5,657
40. Rhode Island	RI		1,064			575			2,723
41. South Carolina	SC								
42. South Dakota	SD								
43. Tennessee	TN		388			210			1,348
44. Texas	TX	1,169	3,047			1,643			4,140
45. Utah	UT								
46. Vermont	VT								
47. Virginia	VA								
48. Washington	WA	808	794			427			1,112
49. West Virginia	WV								
50. Wisconsin	WI								
51. Wyoming	WY								
52. American Samoa	AS								
53. Guam	GU								
54. Puerto Rico	PR								
55. US Virgin Islands	VI								
56. Northern Mariana Islands	MP								
57. Canada	CN								
58. Aggregate Other Alien	OT								
59. Totals		187,691	270,926			146,466			1,492,367

DETAILS OF WRITE-INS								
5801.			NONE					
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)								

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

SUPPLEMENT "A" TO SCHEDULE T

EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

States, Etc.	1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid 3 Amount	Direct Losses Paid 4 Number of Claims	5 Direct Losses Incurred	Direct Losses Unpaid 6 Amount Reported	Direct Losses Unpaid 7 Number of Claims	8 Direct Losses Incurred But Not Reported
1. Alabama AL								
2. Alaska AK								
3. Arizona AZ								
4. Arkansas AR								
5. California CA								
6. Colorado CO								
7. Connecticut CT								
8. Delaware DE								
9. District of Columbia DC								
10. Florida FL								
11. Georgia GA								
12. Hawaii HI								
13. Idaho ID								
14. Illinois IL								
15. Indiana IN								
16. Iowa IA								
17. Kansas KS								
18. Kentucky KY								
19. Louisiana LA								
20. Maine ME								
21. Maryland MD								
22. Massachusetts MA								
23. Michigan MI								
24. Minnesota MN			NONE					
25. Mississippi MS								
26. Missouri MO								
27. Montana MT								
28. Nebraska NE								
29. Nevada NV								
30. New Hampshire NH								
31. New Jersey NJ								
32. New Mexico NM								
33. New York NY								
34. North Carolina NC								
35. North Dakota ND								
36. Ohio OH								
37. Oklahoma OK								
38. Oregon OR								
39. Pennsylvania PA								
40. Rhode Island RI								
41. South Carolina SC								
42. South Dakota SD								
43. Tennessee TN								
44. Texas TX								
45. Utah UT								
46. Vermont VT								
47. Virginia VA								
48. Washington WA								
49. West Virginia WV								
50. Wisconsin WI								
51. Wyoming WY								
52. American Samoa AS								
53. Guam GU								
54. Puerto Rico PR								
55. US Virgin Islands VI								
56. Northern Mariana Islands MP								
57. Canada CN								
58. Aggregate Other Alien OT								
59. Totals								

DETAILS OF WRITE-INS								
5801.			NONE					
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)								

DIRECTOR AND OFFICER SUPPLEMENT

Year To Date For The Period Ended 2011

NAIC Group Code 0111 NAIC Company Code 24732

Company Name General Insurance Company of America

If the reporting entity writes any director and officer (D&O) business, please provide the following:

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred

2. Commercial Multiple Peril (CMP) Packaged Policies

2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? Yes [ ] No [X]

2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? Yes [ ] No [X]

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified: $_____

2.32 Amount estimated using reasonable assumptions: $_____

2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverage provided in CMP packaged policies. $_____

QUARTERLY STATEMENT

OF THE

GENERAL INSURANCE COMPANY OF AMERICA

of SEATTLE

in the state of WASHINGTON

TO THE

Insurance Department

OF THE

STATE OF

FOR THE QUARTER ENDED

March 31, 2011

PROPERTY AND CASUALTY

2011

24732201120100101

QUARTERLY STATEMENT

AS OF MARCH 31, 2011

OF THE CONDITION AND AFFAIRS OF THE

General Insurance Company of America

NAIC Group Code 0111 (Current Period) 0111 (Prior Period) NAIC Company Code 24732 Employer's ID Number 91-0231910

Organized under the Laws of Washington State of Domicile or Port of Entry Washington

Country of Domicile United States of America

Incorporated/Organized: March 20, 1923 Commenced Business: May 1, 1923

Statutory Home Office: 1001 Fourth Avenue, Safeco Plaza (Street and Number), Seattle, WA 98154 (City or Town, State and Zip Code)

Main Administrative Office: 175 Berkeley Street (Street and Number)

Boston, MA 02116 (City or Town, State and Zip Code) 617-357-9500 (Area Code) (Telephone Number)

Mail Address: 175 Berkeley Street (Street and Number or P.O. Box), Boston, MA 02116 (City or Town, State and Zip Code)

Primary Location of Books and Records: 175 Berkeley Street (Street and Number) Boston, MA 02116 (City or Town, State and Zip Code) 617-357-9500 (Area Code) (Telephone Number)

Internet Website Address: WWW.SAFECO.COM

Statutory Statement Contact: Pamela Heenan (Name) 617-357-9500 x44689 (Area Code) (Telephone Number) (Extension)

Statutory.Compliance@LibertyMutual.com (E-Mail Address) 617-574-5955 (Fax Number)

OFFICERS

Chairman of the Board

James Paul Condrin, III #

	Name	Title
1.	James Paul Condrin, III #	President and Chief Executive Officer
2.	Dexter Robert Legg	Secretary
3.	Michael Joseph Fallon	Treasurer and Chief Financial Officer

VICE-PRESIDENTS

Name	Title	Name	Title
Anthony Alexander Fontanes	EVP and Chief Investment Officer	Joseph Anthony Gilles	Executive Vice President
Scott Rhodes Goodby	EVP and Chief Operating Officer		

DIRECTORS OR TRUSTEES

John Derek Doyle	Michael Joseph Fallon	Joseph Anthony Gilles	Scott Rhodes Goodby
James Paul Condrin, III #	Christopher Charles Mansfield		

State of Massachusetts

County of Suffolk ss

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

(Signature)	(Signature)	(Signature)
James Paul Condrin, III #	Dexter Robert Legg	Michael Joseph Fallon
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President and Chief Executive Officer	Secretary	Treasurer and Chief Financial Officer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 25th day of April, 2011

COLLEEN K. LYNCH NOTARY PUBLIC COMMONWEALTH OF MASSACHUSETTS MY COMM. EXPIRES FEB. 13, 2015

a. Is this an original filing? [X] Yes [ ] No

b. If no: 1. State the amendment number

2. Date filed

3. Number of pages attached

ASSETS

	Current Statement Date			
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds	1,481,054,168		1,481,054,168	1,499,461,479
2. Stocks:				
2.1 Preferred stocks	13,813,750		13,813,750	13,754,650
2.2 Common stocks	63,007,349		63,007,349	60,008,492
3. Mortgage loans on real estate:				
3.1 First liens	39,375,737		39,375,737	39,652,419
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less $ 0 encumbrances)				
4.2 Properties held for the production of income (less $ 0 encumbrances)				
4.3 Properties held for sale (less $ 0 encumbrances)				
5. Cash ($ 228,221), cash equivalents ($ 19,636,506), and short-term investments ($ 53,567,992)	73,432,719		73,432,719	40,425,026
6. Contract loans (including $ 0 premium notes)				
7. Derivatives				
8. Other invested assets	126,866		126,866	126,866
9. Receivables for securities	2,511,173		2,511,173	246,227
10. Securities lending reinvested collateral assets	28,034,665		28,034,665	9,727,485
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,701,356,427		1,701,356,427	1,663,402,644
13. Title plants less $ 0 charged off (for Title insurers only)				
14. Investment income due and accrued	16,119,685		16,119,685	17,610,975
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	38,851,422	4,228,249	34,623,173	33,025,969
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ (2,018,979) earned but unbilled premiums)	259,607,320	83	259,607,237	265,612,010
15.3 Accrued retrospective premiums	895,497	89,158	806,339	842,799
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	17,724,441		17,724,441	16,752,137
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	2,820,531		2,820,531	19,455,370
18.2 Net deferred tax asset	66,230,482	13,864,236	52,366,246	52,530,6[illegible]
19. Guaranty funds receivable or on deposit	772,080		772,080	1,554,5
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets ($ 0)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	11,285,022		11,285,022	767,562
24. Health care ($ 0) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	9,343,412	1,281,480	8,061,932	8,060,576
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	2,125,006,319	19,463,206	2,105,543,113	2,079,615,242
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	2,125,006,319	19,463,206	2,105,543,113	2,079,615,242

DETAILS OF WRITE-IN LINES				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Cash Surrender Value Life Insurance	5,380,992		5,380,992	5,348,219
2502. Equities and deposits in pools and associations	2,476,363		2,476,363	2,433,673
2503. Other assets	1,486,057	1,281,480	204,577	278,684
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	9,343,412	1,281,480	8,061,932	8,060,576

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31, Prior Year
1	Losses (current accident year $ 96,864,932)	823,073,026	821,610,206
2.	Reinsurance payable on paid losses and loss adjustment expenses	59,311,115	55,127,920
3	Loss adjustment expenses	182,011,988	183,372,265
4.	Commissions payable, contingent commissions and other similar charges	17,847,306	24,815,752
5.	Other expenses (excluding taxes, licenses and fees)	9,289,230	7,262,867
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	5,184,738	8,299,059
7.1.	Current federal and foreign income taxes (including $ 0 on realized capital gains (losses))		
7.2.	Net deferred tax liability		
8.	Borrowed money $ 0 and interest thereon $ 0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $ 120,683,091 and including warranty reserves of $ 0)	442,304,014	446,490,508
10.	Advance premium	3,713,012	3,026,169
11.	Dividends declared and unpaid:		
	11.1. Stockholders		
	11.2. Policyholders	113,364	86,237
12.	Ceded reinsurance premiums payable (net of ceding commissions)	18,457,809	17,395,573
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others	1,013,725	615,711
15.	Remittances and items not allocated		
16.	Provision for reinsurance		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	31,182,464	30,114,197
19.	Payable to parent, subsidiaries and affiliates	19,888,975	27,436,521
20.	Derivatives		
21.	Payable for securities	15,920,583	18,864,751
22.	Payable for securities lending	28,034,665	9,727,485
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $ 0 and interest thereon $ 0		
25.	Aggregate write-ins for liabilities	14,496,841	15,758,874
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	1,671,842,855	1,670,004,095
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	1,671,842,855	1,670,004,095
29.	Aggregate write-ins for special surplus funds	11,495,325	11,663,352
30.	Common capital stock	5,000,000	5,000,000
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds		
33.	Surplus notes		
	Gross paid in and contributed surplus	170,891,058	170,891,058
35.	Unassigned funds (surplus)	246,313,875	222,056,737
36.	Less treasury stock, at cost:		
	36.1. 0 shares common (value included in Line 30 $ 0)		
	36.2. 0 shares preferred (value included in Line 31 $ 0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	433,700,258	409,611,147
38.	Totals (Page 2, Line 28, Col. 3)	2,105,543,113	2,079,615,242

DETAILS OF WRITE-IN LINES			
2501.	Retroactive reinsurance reserves	8,450,551	8,776,896
2502.	Other liabilities	4,234,311	4,773,501
2503.	Amounts held under uninsured plans	969,459	989,992
2598.	Summary of remaining write-ins for Line 25 from overflow page	842,520	1,218,485
2599.	Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	14,496,841	15,758,874
2901.	SSAP 10R incremental change	9,504,018	9,673,485
2902.	Special surplus from retroactive reinsurance	1,991,307	1,989,867
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page		
2999.	Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	11,495,325	11,663,352
3201.			
3202.			
	Summary of remaining write-ins for Line 32 from overflow page		
3299.	Totals (Lines 3201 through 3203 plus 3298) (Line 32 above)		

STATEMENT OF INCOME

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $ 64,493,787)	67,003,966	70,194,671	279,127,325
1.2 Assumed (written $ 230,242,989)	234,958,194	233,491,126	948,904,559
1.3 Ceded (written $ 64,493,787)	67,003,966	70,194,671	279,127,325
1.4 Net (written $ 230,242,989)	234,958,194	233,491,126	948,904,559
DEDUCTIONS:			
2. Losses incurred (current accident year $ 137,769,970):			
2.1 Direct	42,391,640	33,440,826	218,817,165
2.2 Assumed	130,254,086	122,783,848	531,680,660
2.3 Ceded	42,391,640	33,440,826	218,817,165
2.4 Net	130,254,086	122,783,848	531,680,660
3. Loss adjustment expenses incurred	26,341,301	26,468,023	112,019,397
4. Other underwriting expenses incurred	73,494,224	74,032,439	318,892,463
5. Aggregate write-ins for underwriting deductions	(98,468)		(51,907)
6. Total underwriting deductions (Lines 2 through 5)	229,991,143	223,284,310	962,540
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	4,967,051	10,206,816	(13,636,054)
INVESTMENT INCOME			
9. Net investment income earned	18,024,448	20,526,079	74,401,483
10. Net realized capital gains (losses) less capital gains tax of $ (383,404)	(712,037)	2,558,233	8,806,644
11. Net investment gain (loss) (Lines 9 + 10)	17,312,411	23,084,312	83,208,127
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $ 10,320 amount charged off $ 479,060)	(468,740)	(1,141,253)	(3,987,182)
13. Finance and service charges not included in premiums	1,996,126	2,044,982	8,373,206
14. Aggregate write-ins for miscellaneous income	(49,274)	315,632	(11,890,182)
15. Total other income (Lines 12 through 14)	1,478,112	1,219,361	(7,504,158)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	23,757,574	34,510,489	62,067,915
17. Dividends to policyholders	400,083	445,083	(324,233)
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	23,357,491	34,065,406	62,392,148
19. Federal and foreign income taxes incurred	5,671,249	3,428,549	(2,905,339)
20. Net income (Line 18 minus Line 19) (to Line 22)	17,686,242	30,636,857	65,297,487
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	409,611,147	547,998,085	547,998,085
22. Net income (from Line 20)	17,686,242	30,636,857	65,297,487
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $ 2,109,312	3,991,728	417,426	2,055,218
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	822,794	837,868	(12,683,528)
27. Change in nonadmitted assets	1,020,601	(692,853)	12,462,454
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles	737,213		
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders		(156,000,000)	(206,000,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	(169,467)	(224,351)	481,431
38. Change in surplus as regards policyholders (Lines 22 through 37)	24,089,111	(125,025,053)	(138,386,938)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	433,700,258	422,973,032	409,611,147

DETAILS OF WRITE-IN LINES			
0501. Private passenger auto escrow	(98,468)		(51,907)
0502.			
0503.			
0598. Summary of remaining write-ins for Line 05 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)	(98,468)		(51,907)
1401. Retroactive reinsurance gain/(loss)	(1,711)	99,321	(11,750,955)
1402. Other income/(expense)	(47,563)	216,311	(139,227)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	(49,274)	315,632	(11,890,182)
3701. Other changes in surplus		(559,383)	(559,3
3702. SSAP 10R incremental change	(169,467)	335,032	1,040,814
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above)	(169,467)	(224,351)	481,431

CASH FLOW

Cash from Operations	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums collected net of reinsurance	236,453,755	191,539,983	987,422,224
2. Net investment income	21,229,639	26,215,522	86,628,791
3. Miscellaneous income	1,911,362	772,698	(13,408,743)
4. Total (Lines 1 to 3)	259,594,756	218,528,203	1,060,642,272
5. Benefit and loss related payments	124,512,108	115,479,850	573,784,137
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	108,514,963	153,537,852	474,739,458
8. Dividends paid to policyholders	372,956	1,151,448	370,608
9. Federal and foreign income taxes paid (recovered) net of $ 0 tax on capital gains (losses)	(11,346,994)		24,120,521
10. Total (Lines 5 through 9)	222,053,053	270,169,150	1,073,014,724
11. Net cash from operations (Line 4 minus Line 10)	37,541,703	(51,640,947)	(12,372,452)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	119,520,601	442,934,837	844,408,438
12.2 Stocks	1,627,977	9,957,500	11,257,920
12.3 Mortgage loans	328,280	90,058	693,100
12.4 Real estate			
12.5 Other invested assets	9,727,485		
12.6 Net gains (or losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	(2,264,946)	(27,012,413)	(246,227)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	128,939,397	425,969,982	856,113,231
13. Cost of investments acquired (long-term only):			
13.1 Bonds	101,467,257	227,720,893	638,203,428
13.2 Stocks	1,040,269	8,184,080	44,678,296
13.3 Mortgage loans	51,598	4,123,560	24,715,585
13.4 Real estate			
13.5 Other invested assets	28,034,665		9,854,351
13.6 Miscellaneous applications	2,944,168	(8,091,806)	(3,437,067)
13.7 Total investments acquired (Lines 13.1 to 13.6)	133,537,957	231,936,727	714,014,593
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(4,598,560)	194,033,255	142,098,638
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders		156,000,000	206,000,000
16.6 Other cash provided (applied)	64,550	6,594,800	12,738,984
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	64,550	(149,405,200)	(193,261,016)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	33,007,693	(7,012,892)	(63,534,830)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	40,425,026	103,959,856	103,959,856
19.2 End of period (Line 18 plus Line 19.1)	73,432,719	96,946,964	40,425,026

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

20.0001	12.1 - Proceeds from investments sold, matured or repaid - Bonds			223,945,513
20.0002	12.2 - Proceeds from investments sold, matured or repaid - Stocks			9,085,665
20.0003	16.5 - Dividends to Stockholders			157,861,033

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of General Insurance Company of America (the "Company") have been prepared on the basis of accounting practices prescribed or permitted by the Washington Insurance Department.

The state of Washington requires insurance companies domiciled in the state of Washington to prepare their statutory financial statements in accordance with the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual, subject to any deviations prescribed or permitted by the Washington Insurance Department.

There are no differences between the Washington prescribed or permitted practices and NAIC statutory accounting practices that resulted in a difference for the Company.

Note 2 - Accounting Changes and Correction of Errors

The Company adopted SSAP No. 35R, *Guaranty Fund and Other Assessments*, effective January 1, 2011. The cumulative effect of adopting SSAP No. 35R is reported in the Capital and Surplus Account and is not considered material.

Note 3 - Business Combinations and Goodwill

No change.

Note 4 - Discontinued Operations

No change.

Note 5 - Investments

D. Loaned Backed Securities

1. Prepayment speed assumptions are updated monthly with data sourced from the Bloomberg data service.

2. All Loaned Backed Securities with a recognized other-than-temporary impairment disclosed in the aggregate during 2011 as of March 31, 2011: None.

3. Each Loaned Backed Security with a recognized other-than-temporary impairment held by the Company at March 31, 2011:

1	2	3	4	5	6	7
CUSIP	Book/Adj Carrying Value Amortized cost before current period OTTI	Projected Cash Flows	Recognized other-than-temporary impairment	Amortized cost after other-than-temporary impairment	Fair Value at time of OTTI	Date of Financial Statement Where Report
30605AAX1	$2,634,629	$1,204,593	$1,430,036	$1,204,593	$1,189,300	3/31/201
59023XAB2	670,877	586,824	84,053	586,824	586,823	3/31/2009
59023XAB2	444,875	386,128	58,747	386,128	386,128	12/31/2009
59023XAB2	294,274	287,282	6,992	287,282	275,008	3/31/2010
61749BAB9	700,147	665,046	35,101	665,046	665,047	12/31/2009
61749BAB9	584,967	579,799	5,168	579,799	568,632	3/31/2010
61749BAB9	472,189	469,899	2,290	469,899	436,622	12/31/2010
30604VAD0	$2,180,596	$1,749,745	$430,851	$1,749,745	$1,749,745	12/31/2010

4. All impaired Loaned Backed Securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss as of March 31, 2011:

	1	2
	12 Months and Under	Greater Than 12 Months
Gross Unrealized Loss	$(618,054)	$(1,693,953)
Fair Value of Securities with Unrealized Losses	$68,211,508	$15,187,866

5. The Company reviews fixed income securities for impairment on a quarterly basis. Securities are reviewed for both quantitative and qualitative considerations including, but not limited to: (a) the extent of the decline in fair value below book value, (b) the duration of the decline, (c) significant adverse changes in the financial condition or near term prospects of the investment or issuer, (d) significant change in the business climate or credit ratings of the issuer, (e) general market conditions and volatility, (f) industry factors, and (g) the past impairment of the security holding or the issuer. If the Company believes a decline in the value of a particular investment is temporary, the decline is recorded as an unrealized loss in policyholders' equity. If the decline is believed to be "other-than-temporary," and the Company believes it will not be able to collect all cash flows due on its fixed income securities, then the carrying value of the investment is written down to the expected cash flow amount and a realized loss is recorded as a credit impairment.

Note 6 - Joint Ventures, Partnerships & Limited Liability Companies

No change.

Note 7 - Investment Income

No change.

Note 8 - Derivative Instruments

No change.

Note 9 - Income Taxes

No change.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No change.

Note 11- Debt

No change.

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

No change.

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

No change.

Note 14 - Contingencies

No change.

Note 15 - Leases

No change.

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

No change.

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

C. Wash Sales

In the course of the Company's asset management, securities are sold and reacquired within 30 days of the sale date. There are no transactions for securities with NAIC designation 3 or below sold during the first quarter of 2011, and reacquired within 30 days of the sale date.

Note 18 - Gain or Loss from Uninsured Accident and Health Plans and the Uninsured Portion of Partially Insured Plans

No change.

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

No change.

Note 20 - Fair Value Measurements

A. Inputs Used for Assets and Liabilities Measured at Fair Value

1. Fair Value Measurements by Levels 1, 2 and 3

Fair value is the price that would be received to sell an asset or would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company primarily uses the market approach which generally utilizes market transaction data for identical or similar instruments.

The hierarchy level assigned to each security in the Company's portfolio is based on the Company's assessment of the transparency and reliability of the inputs used in the valuation of each instrument at the measurement date. The highest priority is given to Level 1 measurements and the lowest priority to Level 3 measurements. Securities are classified based on the lowest level of input that is significant to the fair value measurement. The Company recognizes transfers between levels at the end of each reporting period. The three hierarchy levels are defined as follows:

NOTES TO FINANCIAL STATEMENTS

- Level 1 — Valuations based on unadjusted observable quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

- Level 2 — Valuations based on directly or indirectly observable inputs (other than Level 1 prices) at the measurement date, such as quoted prices in active markets or prices in markets that are not active for similar assets or liabilities or other inputs that are observable.

- Level 3 — Valuations based on inputs that are unobservable and reflect the Company's own assumptions about the assumptions that market participants might use.

The following table summarizes the Company's assets and liabilities that are measured at fair value at March 31, 2011:

1	2	3	4	5
Description	Level 1	Level 2	Level 3	Total
Assets at fair value				
Bonds				
Issuer Obligations	$ -	$21,237,605	$ -	$21,237,605
Commercial Mortgage-Backed Securities	-	11,389,352	-	11,389,352
Total Bonds	$ -	$32,626,957	$ -	$32,626,957
Preferred Stocks				
Industrial and Miscellaneous (Unaffiliated)	$ -	$13,813,750	$ -	$13,813,750
Total Preferred Stocks	$ -	$13,813,750	$ -	$13,813,750
Common Stocks				
Industrial and Miscellaneous	$49,156,316	$ -	$12,052	$49,168,368
Total Common Stocks	$49,156,316	$ -	$12,052	$49,168,368
Total assets at fair value	$49,156,316	$46,440,707	$12,052	$95,609,075
Liabilities at fair value	$0	$0	$0	$0
Total liabilities at fair value	$0	$0	$0	$0

The Company did not have significant transfers between Levels 1 and 2 during the quarter ended March 31, 2011.

2. Rollforward of Level 3 Items

The following tables set forth the fair values of assets basis classified as Level 3 within the fair value hierarchy:

	1	2	3	4	5	6	7
	Balance at 12/31/2010	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases, issuances, sales and settlements	Balance at 3/31/2011
Bonds	-	-	-	-	-	-	-
Preferred Stock	-	-	-	-	-	-	-
Common Stock	$12,052	-	-	-	-	-	$12,052
Total	$12,052	-	-	-	-	-	$12,052

3. Policy on Transfers Into and Out of Level 3

Transfers in and/or out of Level 3 are due to re-evaluation of the observability of pricing inputs.

4. Inputs and Techniques Used for Fair Value

Fixed Maturities

At each valuation date, the Company uses various valuation techniques to estimate the fair value of its fixed maturities portfolio. The primary method for valuing the Company's securities is through independent third-party valuation service providers. For positions where valuations are not available from independent third-party valuation service providers, the Company utilizes broker quotes and internal pricing methods to determine fair values. The Company obtains a single non-binding price quote from a broker familiar with the security who, similar to the Company's valuation service providers, may consider transactions or activity in similar securities, as applicable, among other information. The brokers providing price quotes are generally from the brokerage divisions of leading financial institutions with market making, underwriting and distribution expertise regarding the security subject to valuation. The evaluation and prioritization of these valuation sources is systematic and predetermined resulting in a single quote or price for each financial instrument. The following describes the techniques generally used to determine the fair value of the Company's fixed maturities by asset class:

U.S. government and agency

U.S. government and agency securities consist primarily of bonds issued by the U.S. Treasury and mortgage pass-through agencies such as the Federal Home Loan Bank, the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation. As the fair values of the Company's U.S. Treasury securities are based on unadjusted market prices, they are classified within Level 1. The fair value of U.S. government agency securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, reported trades, bids, offers and credit spreads. Accordingly, the fair value of U.S. government agency securities is classified within Level 2.

Mortgage-Backed Securities

The Company's portfolio of residential mortgage-backed securities ("MBS") and commercial MBS are originated by both agencies and non-agencies, the majority of which are pass-through securities issued by U.S. government agencies. The fair value of MBS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of MBS is primarily classified within Level 2.

Asset-Backed Securities

Asset-backed securities ("ABS") include mostly investment-grade bonds backed by pools of loans with a variety of underlying collateral, including automobile loan receivables, credit card receivables, and collateralized loan obligation securities originated by a variety of financial institutions. The fair value of ABS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of ABS is primarily classified within Level 2.

Municipals

The Company's municipal portfolio comprises bonds issued by U.S. domiciled state and municipal entities. The fair value of municipal securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, broker quotes, issuer ratings, reported trades and credit spreads. Accordingly, the fair value of municipal securities is primarily classified within Level 2.

Corporate debt and other

Corporate debt securities consist primarily of investment-grade debt of a wide variety of corporate issuers and industries. The fair value of corporate and other securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, new issuances, issuer ratings, reported trades of identical or comparable securities, bids, offers and credit spreads. Accordingly, the fair value of corporate and other securities is primarily classified within Level 2. In the event third-party vendor valuation is not available, prices are determined using non-binding price quotes from a broker familiar with the security. In this instance, the valuation inputs are generally unobservable and the fair value is classified within Level 3.

Foreign government securities

Foreign government securities comprise bonds issued by foreign governments and their agencies along with supranational organizations. The fair value of foreign government securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, broker quotes, issuer ratings, reported trades of identical or comparable securities and credit spreads. Accordingly, the fair value of foreign government securities is primarily classified within Level 2.

Equity Securities

Equity securities include common and preferred stocks. Common stocks with fair values based on quoted market prices in active markets are classified in Level 1. Common stocks with fair values determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active are classified in Level 2. The fair value of preferred stock is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active. Accordingly, the fair value of preferred stock is primarily classified within Level 2.

Other Investments

Other investments include primarily international loans, foreign cash deposits and equity investments in privately held businesses. International loans and cash deposits are primarily valued using quoted prices for similar instruments in active markets; these assets are categorized as Level 2 of the fair value hierarchy. Equity investments in privately held businesses are valued using internal management estimates; they are categorized as Level 3 of the hierarchy. Limited partnership investments, which represent the remainder of the other investment balance on the consolidated balance sheet, are not subject to these disclosures and therefore are excluded from the above table.

5. Derivative Fair Values

Not applicable

B. This Disclosure was removed by NAIC December 2010.

NOTES TO FINANCIAL STATEMENTS

C. Other Fair Value Disclosures

Not applicable

D. Reasons Not Practical to Estimate Fair Value

Not applicable

Note 21 - Other Items

A. 2011 North Carolina Private Passenger Automobile Escrow

As mandated by North Carolina Statute #58-7-26(C), the escrow account of the Company was $228,221 at March 31, 2011.

Note 22 - Events Subsequent

No change.

Note 23 - Reinsurance

No change

Note 24 - Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 - Changes in Incurred Losses and Loss Adjustment Expenses

Incurred loss and loss adjustment expense attributed to insured events on prior years has decreased $11,249,298 during the first quarter of 2011. This decrease was primarily the result of updated reserving analysis and improving loss trends in the Commercial Multiple Peril $4,381,012, Other Liability Occurrence $3,054,918, Fidelity/Surety $2,243,136, Private Passenger Auto Liability $1,190,323, Homeowners Multiple Peril/Farmowners Multiple Peril $1,052,415, and Special Property $1,029,626 lines. This was partially offset by weakening loss trends in the Workers' Compensation $2,322,701 line. Prior estimates are revised as additional information becomes known regarding individual claims.

Note 26 - Inter-Company Pooling Arrangements

No change.

Note 27 - Structured Settlements

No change.

Note 28 - Health Care Receivables

No change.

Note 29 - Participating Policies

No change.

Note 30 - Premium Deficiency Reserves

No change.

Note 31 - High Dollar Deductible Policies

No change.

Note 32 - Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses

No change.

Note 33 - Asbestos/Environmental Reserves

No change.

Note 34 - Subscriber Savings Accounts

No change.

Note 35 - Multiple Peril Crop Insurance

No change.

Note 36 - Financial Guarantee Insurance Contracts

No change.

GENERAL INTERROGATORIES

PART 1 – COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [X] No [ ]

1.2 If yes, has the report been filed with the domiciliary state? Yes [X] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change: _____

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

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2005

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). 06/12/2007

6.4 By what department or departments?
Washington State Office of the Insurance Commissioner

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

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

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

7.2 If yes, give full information

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

GENERAL INTERROGATORIES

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

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

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

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

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules, and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code. Yes [X] No [ ]

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

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

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

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

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

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 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: $ 0

GENERAL INTERROGATORIES

13 Amount of real estate and mortgages held in short-term investments: $ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 13,764,548	$ 13,838,981
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 13,764,548	$ 13,838,981
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F – Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	1 Chase Manhattan Plaza New York, NY 10005
Bank of New York	601 Travis Street, Houston, TX 77002

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

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

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

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

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

GENERAL INTERROGATORIES

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

1 Central Registration Depository	2 Name(s)	3 Address
N/A	Liberty Mutual Investment Advisors, LLC	175 Berkeley Street, Boston, MA 02116
N/A	Liberty Mutual Group Inc.	175 Berkeley Street, Boston, MA 02116
N/A	Stancorp Mortgage Investors	1100 SW Sixth Avenue, Portland, OR 97204

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

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] N/A [ ]
   If yes, attach an explanation.

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

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

1	2	3	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Discount Rate	Unpaid Losses	Unpaid LAE	IBNR	TOTAL	Unpaid Losses	Unpaid LAE	IBNR	TOTAL
			0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0
			0	0	0	0	0	0	0	0
		TOTAL	0	0	0	0	0	0	0	0

5. Operating Percentages:
   5.1. A&H loss percent 0.00 %
   5.2. A&H cost containment percent 0.00 %
   5.3. A&H expense percent excluding cost containment expenses 0.00 %

6.1 Do you act as a custodian for health savings accounts? Yes [ ] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. $ 0

6.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]

6.4 If yes, please provide the balance of the funds administered as of the reporting date. $ 0

NONE Schedule F

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year To Date - Allocated by States and Territories

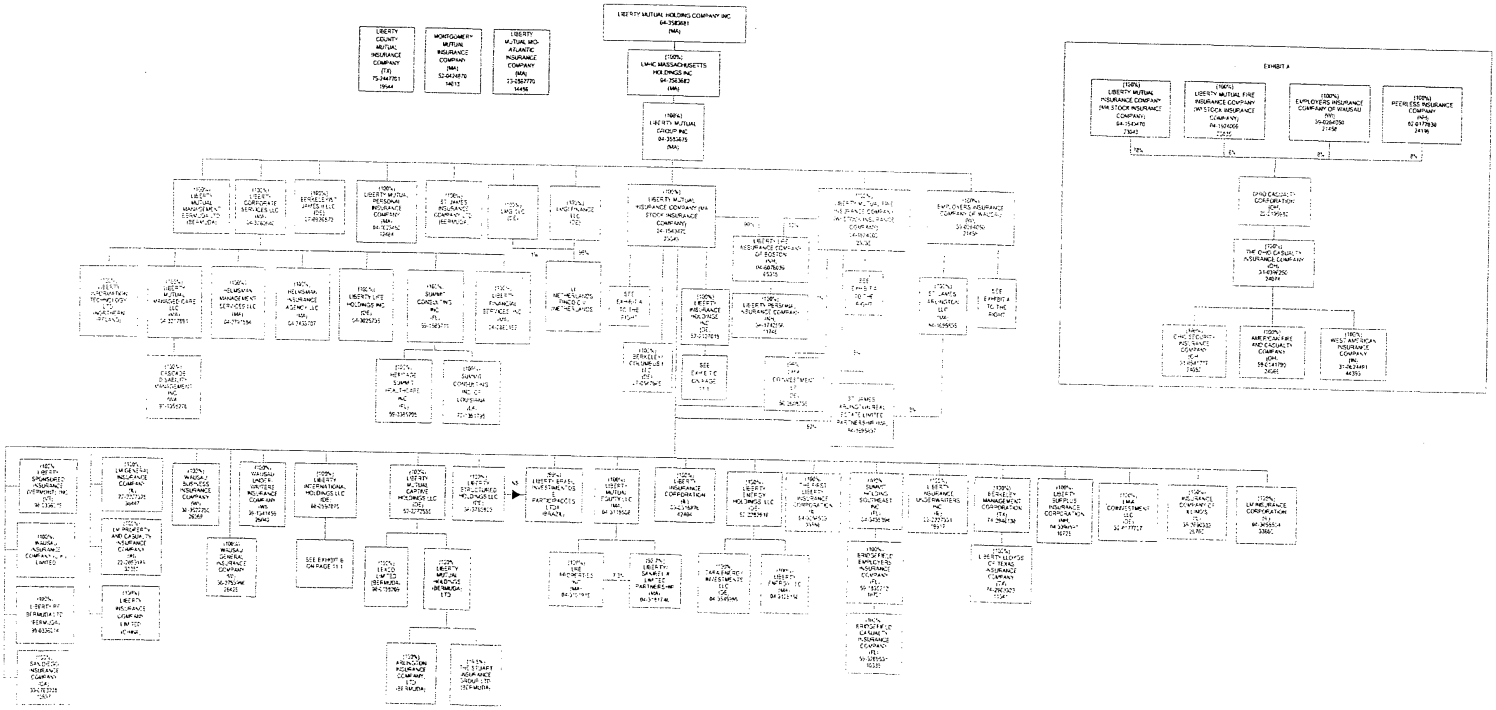
States, Etc.		1 Active Status	Direct Premiums Written 2 Current Year to Date	3 Prior Year to Date	Direct Losses Paid (Deducting Salvage) 4 Current Year to Date	5 Prior Year to Date	Direct Losses Unpaid 6 Current Year to Date	7 Prior Year to Date
1. Alabama	AL	L	399,700	522,765	215,395	170,913	3,683,390	3,845,318
2. Alaska	AK	L	55,659	54,741	70	497	78,277	55,354
3. Arizona	AZ	L	334,405	460,909	359,846	108,481	6,866,528	6,826,558
4. Arkansas	AR	L	169,698	160,949	10,893	14,222	518,328	917,431
5. California	CA	L	9,895,144	11,077,176	6,308,709	4,996,754	71,904,374	79,753,327
6. Colorado	CO	L	602,471	659,599	143,555	631,100	2,794,948	2,885,155
7. Connecticut	CT	L	1,706,517	863,971	1,390,573	486,741	8,275,438	7,585,375
8. Delaware	DE	L	4,620	1,664		(11)	108,691	62,570
9. District of Columbia	DC	L	45,840	64,995	2,233	1,900	267,148	159,996
10. Florida	FL	L	3,644,745	4,043,151	2,566,557	872,664	18,353,740	15,022,348
11. Georgia	GA	L	1,419,028	1,583,081	670,991	1,995,296	3,849,490	6,880,546
12. Hawaii	HI	L	4,889	4,940			103,121	25,712
13. Idaho	ID	L	464,589	452,472	1,149,576	135,543	3,834,493	5,956,231
14. Illinois	IL	L	1,522,223	892,209	851,169	668,015	16,897,017	15,452,629
15. Indiana	IN	L	321,202	451,132	125,172	58,902	2,392,503	2,441,794
16. Iowa	IA	L	32,797	26,571	4,600	484	259,299	255,074
17. Kansas	KS	L	200,917	200,322	29,816	114,484	1,803,129	1,992,212
18. Kentucky	KY	L	406,528	442,964	50,842	27,234	3,065,111	1,681,424
19. Louisiana	LA	L	9,413,187	10,639,429	6,938,505	4,801,672	17,069,293	19,091,863
20. Maine	ME	L	6,892	(6,113)	(68)	3,229	103,129	101,817
21. Maryland	MD	L	148,124	224,865	157,604	25,270	1,433,744	2,003,029
22. Massachusetts	MA	L	284,982	290,485	95,161	20,108	2,158,717	1,364,788
23. Michigan	MI	L	475,738	549,659	126,022	194,677	3,237,931	4,455,486
24. Minnesota	MN	L	544,674	432,688	346,902	536,041	12,385,313	10,468,131
25. Mississippi	MS	L	329,001	229,868	186,855	81,798	2,156,824	3,438,515
26. Missouri	MO	L	407,163	452,854	212,922	78,317	2,720,916	2,606,344
27. Montana	MT	L	674,050	808,247	178,028	1,119,999	8,613,631	6,742,872
28. Nebraska	NE	L	33,414	23,966	(259)	(355)	265,896	332,148
29. Nevada	NV	L	318,173	276,569	673,174	43,740	2,686,755	1,826,430
30. New Hampshire	NH	L	113,962	167,945	4,728	41,389	489,681	284,811
31. New Jersey	NJ	L	736,167	707,885	183,014	(324,360)	8,833,186	7,941,628
32. New Mexico	NM	L	209,962	204,085	198,597	50,407	3,944,222	3,018,370
33. New York	NY	L	3,594,743	4,212,429	1,157,626	2,624,827	56,260,399	44,674,422
34. North Carolina	NC	L	1,047,172	1,266,295	474,635	791,489	2,001,055	2,517,891
35. North Dakota	ND	L	45,863	48,762	31,406	4,065	290,128	273,512
36. Ohio	OH	L	208,860	203,291	53,976	219,003	7,187,353	3,805,952
37. Oklahoma	OK	L	198,165	201,021	(76,748)	74,181	2,714,977	1,996,545
38. Oregon	OR	L	1,527,317	1,609,502	607,467	469,171	67,810,772	29,609,797
39. Pennsylvania	PA	L	1,601,265	1,616,958	937,702	916,115	11,007,346	8,803,349
40. Rhode Island	RI	L	38,059	70,191			263,277	248,203
41. South Carolina	SC	L	328,438	323,198	35,679	169,364	2,007,333	1,713,670
42. South Dakota	SD	L	112,808	74,868	37,433	129,686	246,995	306,980
43. Tennessee	TN	L	1,035,909	902,606	487,590	737,329	12,798,312	12,691,461
44. Texas	TX	L	9,575,739	12,049,278	6,731,266	5,274,185	28,623,002	36,200,639
45. Utah	UT	L	263,177	323,813	409,513	297,421	1,986,613	4,150,973
46. Vermont	VT	L	1,890,636	1,675,268	1,281,848	714,478	2,779,826	3,385,546
47. Virginia	VA	L	3,010,385	3,630,374	2,173,333	1,683,934	6,687,804	4,040,383
48. Washington	WA	L	4,338,409	5,072,677	1,575,831	1,646,730	33,161,303	28,656,482
49. West Virginia	WV	L	501,589	474,081	183,106	263,265	546,330	690,827
50. Wisconsin	WI	L	52,420	78,866	10,209	5,673	912,105	582,145
51. Wyoming	WY	L	132,870	201,007	55,277	25,369	528,836	513,861
52. American Samoa	AS	N						
53. Guam	GU	L						
54. Puerto Rico	PR	L	52,616	48,549			32,665	11,201
55. U.S. Virgin Islands	VI	L	4,600				213	
56. Northern Mariana Islands	MP	N						
57. Canada	CN	N	(3,253)				843,166	168,315
58. Aggregate Other Alien	OT	XXX	9,520	58,667	18,757		(11,976)	(76,730)
59. Totals		(a) 54	64,493,788	71,107,744	39,367,088	33,001,436	449,832,097	400,440,710

DETAILS OF WRITE-INS							
5801. Other alien	XXX	9,520	58,667	18,757		(11,976)	(76,730)
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX						
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	9,520	58,667	18,757		(11,976)	(76,730)

(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



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

PART 1 - ORGANIZATIONAL CHART

PART 1 – LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire	911,605	284,937	31.3	117.9
2. Allied lines	880,481	712,087	80.9	65.2
3. Farmowners multiple peril				
4. Homeowners multiple peril	2,690,147	1,961,347	72.9	71.6
5. Commercial multiple peril	13,227,408	9,507,290	71.9	47.5
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	178,824	22,986	12.9	37.0
10. Financial guaranty				
11.1 Medical professional liability-occurrence	199,534	92,102	46.2	-578.8
11.2 Medical professional liability-claims made	28,638	10,527	36.8	4810.0
12. Earthquake	127,492			
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	1,009,429	961,422	95.2	330.3
17.1 Other liability-occurrence	3,308,984	5,729,651	173.2	58.4
17.2 Other liability-claims made	4,899,869	5,143,628	105.0	66.9
17.3 Excess Workers' Compensation				
18.1 Products liability-occurrence	101,588	(657,636)	-647.4	[illegible]
18.2 Products liability-claims made				
19.1, 19.2 Private passenger auto liability	13,431,560	6,749,198	50.2	
19.3, 19.4 Commercial auto liability	12,742,356	4,198,458	32.9	29.7
21. Auto physical damage	12,579,628	7,376,889	58.6	47.4
22. Aircraft (all perils)				
23. Fidelity	6,858	(114,916)	-1675.6	1153.1
24. Surety	632,641	380,199	60.1	-38.5
26. Burglary and theft	2,355	(409)	-17.4	2.1
27. Boiler and machinery	44,569	33,882	76.0	17.8
28. Credit				
29. International				
30. Warranty				
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business				
35. TOTALS	67,003,966	42,391,642	63.3	47.6

DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)				

PART 2 – DIRECT PREMIUMS WRITTEN

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire	1,035,999	1,035,999	950,327
2. Allied lines	919,898	919,898	871,958
3. Farmowners multiple peril			
4. Homeowners multiple peril	2,905,921	2,905,921	1,627,0
5. Commercial multiple peril	11,892,414	11,892,414	13,190,9
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	129,777	129,777	150,297
10. Financial guaranty			
11.1 Medical professional liability-occurrence	151,288	151,288	82,048
11.2 Medical professional liability-claims made	31,351	31,351	23,328
12. Earthquake	138,922	138,922	103,598
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation	1,749,742	1,749,742	1,158,341
17.1 Other liability-occurrence	2,834,215	2,834,215	3,169,337
17.2 Other liability-claims made	5,462,090	5,462,090	5,739,944
17.3 Excess Workers' Compensation			
18.1 Products liability-occurrence	114,068	114,068	128,694
18.2 Products liability-claims made			
19.1, 19.2 Private passenger auto liability	12,598,347	12,598,347	14,999,455
19.3, 19.4 Commercial auto liability	11,908,320	11,908,320	13,930,843
21. Auto physical damage	11,859,661	11,859,661	13,754,365
22. Aircraft (all perils)			
23. Fidelity	2,803	2,803	18,747
24. Surety	713,189	713,189	1,145,806
26. Burglary and theft	(2,309)	(2,309)	16,827
27. Boiler and machinery	48,092	48,092	45,860
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business			
35. TOTALS	64,493,788	64,493,788	71,107,743

DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2011 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2011 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2011 Loss and LAE Payments (Cols 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss & LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 - 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 - 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2008 + prior	265,909	214,268	480,177	32,672		32,672	242,396	2,448	200,091	444,935	9,159	(11,729)	(2,570)
2. 2009	92,801	95,051	187,852	14,999	152	15,151	83,997	848	87,733	172,578	6,195	(6,318)	(123)
3. Subtotals 2009 + prior	358,710	309,319	668,029	47,671	152	47,823	326,393	3,296	287,824	617,513	15,354	(18,047)	(2,693)
4. 2010	147,783	189,171	336,954	51,925	5,135	57,060	128,952	6,787	135,597	271,336	33,094	(41,652)	(8,558)
5. Subtotals 2010 + prior	506,493	498,490	1,004,983	99,596	5,287	104,883	455,345	10,083	423,421	888,849	48,448	(59,699)	(11,251)
6. 2011	XXX	XXX	XXX	XXX	51,610	51,610	XXX	44,005	72,230	116,235	XXX	XXX	XXX
7. Totals	506,493	498,490	1,004,983	99,596	56,897	156,493	455,345	54,088	495,651	1,005,084	48,448	(59,699)	(11,251)

8. Prior Year-End Surplus As Regards Policyholders 409,611

	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. 9.565	2. -11.976	3. -1.120

Col. 13, Line 7 / Line 8

4. -2.747

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

The Trusteed Surplus Statement is not required as the Company is a U.S. insurer.

Medicare Part D Coverage Supplement is not required as the Company does not provide prescription drug coverage.

Director and Officer Supplement is not required as the Company does not provide director and officer (D&O) liability coverage.

Bar Code:

24732201149000010

24732201136500010

24732201150500010

OVERFLOW PAGE FOR WRITE-INS

Page 3 - Continuation

REMAINING WRITE-INS AGGREGATED AT LINE 25 FOR LIABILITIES	1 Current Statement Date	2 December 31, Prior Year
2504. Accrued return retrospective premiums	842,503	1,120,025
2505. Private passenger auto escrow	17	98,460
2597. Totals (Lines 2504 through 2596) (Page 3, Line 2598)	842,520	1,218,485

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	39,652,419	15,660,130
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		24,505,074
2.2 Additional investment made after acquisition	51,598	210,511
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		(30,196)
7. Deduct amounts received on disposals	328,280	693,100
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	39,375,737	39,652,419
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	39,375,737	39,652,419
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	39,375,737	39,652,419

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	126,866	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		126,866
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	126,866	126,866
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	126,866	126,866

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,573,224,621	1,737,764,907
2. Cost of bonds and stocks acquired	102,507,526	682,881,724
3. Accrual of discount	233,725	2,104,976
4. Unrealized valuation increase (decrease)	6,101,040	2,998,690
5. Total gain (loss) on disposals	2,005,206	17,175,999
6. Deduct consideration for bonds and stocks disposed of	121,148,578	855,666,358
7. Deduct amortization of premium	1,947,626	10,438,199
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	3,100,647	3,597,116
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	1,557,875,267	1,573,224,621
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,557,875,267	1,573,224,621

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	1,093,650,850	232,756,663	196,146,366	(882,721)	1,129,378,426			1,093,650,850
2. Class 2 (a)	257,261,786	8,649,004	13,429,621	3,099,384	255,580,553			257,261,786
3. Class 3 (a)	107,048,009	24,685,146	41,095,365	(14,973,806)	75,663,484			107,048,009
4. Class 4 (a)	76,355,534	24,325,649	19,975,573	10,827,466	91,533,076			76,355,534
5. Class 5 (a)	4,636,256		3,267,790	518,871	1,887,337			4,636,256
6. Class 6 (a)	705,849			(490,058)	215,791			705,849
7. Total Bonds	1,539,658,284	290,416,462	273,915,215	(1,900,864)	1,554,258,667			1,539,658,284
PREFERRED STOCK								
8. Class 1	13,754,650			(5,067,450)	8,687,200			13,754,650
9. Class 2				5,126,550	5,126,550			
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	13,754,650			59,100	13,813,750			13,754,650
15. Total Bonds & Preferred Stock	1,553,412,934	290,416,462	273,915,215	(1,841,764)	1,568,072,417			1,553,412,934

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated, short-term and cash-equivalent bonds by NAIC designation:
NAIC 1 $ 73,204,499; NAIC 2 $ 0; NAIC 3 $ 0; NAIC 4 $ 0; NAIC 5 $ 0; NAIC 6 $ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	53,567,992	X X X	53,567,992	3,780	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December
1. Book/adjusted carrying value, December 31 of prior year	18,108,887	81,931,587
2. Cost of short-term investments acquired	169,312,698	914,052,192
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	133,853,593	977,874,892
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	53,567,992	18,108,887
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	53,567,992	18,108,887

NONE Schedule DB - Part A and B Verification

NONE Schedule DB - Part C - Section 1

NONE Schedule DB - Part C - Section 2

NONE Schedule DB - Verification

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	22,087,918	6,134,852
2. Cost of cash equivalents acquired	19,636,506	41,916,656
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	22,087,918	25,963,590
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	19,636,506	22,087,918
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	19,636,506	22,087,9

NONE Schedule A - Part 2 and 3

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3					Additional	
						Actual Cost	Investment	
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	at Time of Acquisition	Made After Acquisitions	Value of Land and Buildings
B0042902	EL CAJON	CA		01/13/2011	6.500		897	36,068
A8121509	FAIRFIELD	OH		02/11/2011	7.000		12,114	122,958
B0041504	LOS ANGELES	CA		01/13/2011	6.250		703	19,276
A8121512	NORTH ANDOVER	MA		02/11/2011	7.000		22,026	133,166
A8121504	NORTH BILLERICA	MA		02/11/2011	7.000		9,911	239,065
A8121507	TALLAHASSEE	FL		02/11/2011	7.000		5,947	181,955
0599999 Mortgages in good standing - Commercial mortgages - all other				X X X	X X X		51,598	732,488
0899999 Total Mortgages in good standing				X X X	X X X		51,598	732,488
3399999 Totals				X X X	X X X		51,598	732,488

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date		Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value					
A9020401	LARGO	FL		05/18/2009	03/25/2011	85,965							85,965	85,965			
A8120102	MIAMI	FL		02/23/2009	03/09/2011	8,562							8,562	8,562			
B0020103	TIPP CITY	OH		08/22/2005	02/10/2011	21,700							21,700	21,700			
0199599 Mortgages closed by repayment						116,227							116,227	116,227			
A9021303	ADDISON	TX		04/07/2009		84							84	84			
A9030503	ALBANY	OR		04/24/2009		246							246	246			
B0060403	ALBUQUERQUE	NM		07/30/2010		516							516	516			
A9040103	ALBUQUERQUE	NM		06/09/2009		279							279	279			
A9040105	ALBUQUERQUE	NM		06/09/2009		190							190	190			
B0040504	ALBUQUERQUE	NM		10/31/2001		61							61	61			
B0040505	ALBUQUERQUE	NM		06/04/2010		33							33	33			
B0040506	ALBUQUERQUE	NM		06/04/2010		137							137	137			
B0050701	ALBUQUERQUE	NM		07/15/2010		104							104	104			
A9042201	ALGONA	WA		06/12/2009		1,536							1,536	1,536			
A8112501	ALHAMBRA	CA		01/30/2009		932							932	932			
A9082701	ALOHA	OR		10/15/2009		319							319	319			
B0031802	ALPHARETTA	GA		07/12/2001		238							238	238			
A9022301	ALPHARETTA	GA		04/23/2009		227							227	227			
B0021904	AMARILLO	TX		03/04/2010		49							49	49			
B0071605	AMELIA	OH		09/28/2010		159							159	159			
B0032507	ANAHEIM	CA		06/01/2010		118							118	118			
A9061609	ANSON	TX		07/30/2009		77							77	77			
A9030422	APPLE VALLEY	CA		05/18/2009		159							159	159			
B0031701	ARCOLA	TX		05/20/2010		43							43	43			
A9122102	ARLINGTON	TX		02/16/2010		175							175	175			
A9080501	ARLINGTON	TX		09/30/2009		57							57	57			
A9040801	ARLINGTON	TX		05/29/2009		52							52	52			
A9031301	ARLINGTON	TX		06/16/2009		311							311	311			
B0061004	ARLINGTON	TX		08/20/2010		102							102	102			
B0050601	ARMA	KS		05/20/2010		32							32	32			
A9042707	ATASCADERO	CA		06/30/2009		295							295	295			
B0090801	ATHENS	GA		11/18/2010		83							83	83			
B0090802	ATHENS	GA		11/18/2010		76							76	76			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0051102	ATLANTA	GA		06/30/2010		63							63	63			
B0072201	ATLANTA	GA		09/28/2010		634							634	634			
A9081801	ATLANTA	GA		11/10/2009		368							368	368			
A9081902	AUBURN	KS		09/17/2009		26							26	26			
A9101604	AUBURN	WA		12/30/2009		783							783	783			
B0060703	AUBURN	WA		08/18/2010		472							472	472			
A9031304	AUBURN MILLS	MI		04/30/2009		70							70	70			
A9121506	AUGUSTA	GA		02/25/2009		276							276	276			
B0052102	AUSTIN	TX		07/28/2010		155							155	155			
A9040705	AUSTIN	TX		07/10/2009		193							193	193			
A9122105	AUSTIN	TX		01/20/2009		84							84	84			
B0031003	BAKERSFIELD	CA		08/11/2010		184							184	184			
B0040803	BAKERSFIELD	CA		09/11/2003		116							116	116			
A9101304	BALDWIN PARK	CA		12/16/2009		175							175	175			
B0021901	BASEHOR	KS		03/04/2010		51							51	51			
B0032604	BEAUMONT	TX		06/08/2010		133							133	133			
B0070901	BEAUMONT	TX		09/14/2010		383							383	383			
B0081012	BEAVERCREEK	OH		11/20/2000		493							493	493			
B0032603	BEAVERTON	OR		06/18/2010		95							95	95			
B0062502	BEAVERTON	OR		08/13/2010		158							158	158			
B0032512	BEDFORD PARK	IL		07/19/2010		201							201	201			
A9081811	BELLFLOWER	CA		10/20/2009		301							301	301			
A9030602	BELLINGHAM	WA		04/29/2009		122							122	122			
B0063001	BEND	OR		09/10/2010		297							297	297			
A9030407	BERKELEY	CA		05/26/2009		543							543	543			
A9112002	BERKELEY	CA		03/18/2010		66							66	66			
B0072619	BETHPAGE	NY		11/10/2010		404							404	404			
A9031103	BLOOMINGTON	MN		05/13/2009		394							394	394			
B0010701	BLOSSOM	TX		01/21/2010		25							25	25			
B0030901	BLUE SPRINGS	MO		05/04/2010		204							204	204			
B0071410	BOCA RATON	FL		09/29/2010		636							636	636			
B0011903	BOERNE	TX		02/17/2000		40							40	40			
A9122002	BOISE	ID		03/12/2010		111							111	111			
A8111102	BOISE	ID		01/20/2009		58							58	58			
A9092502	BOLINGBROOK	IL		12/15/2009		638							638	638			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9061604	BORGER	TX		07/30/2009		75							75	75			
B0030502	BOSTON	MA		05/14/2010		257							257	257			
A9111702	BOUNTIFUL	UT		03/15/2010		47							47	47			
B0051302	BOWMANSVILLE	NY		07/26/2010		392							392	392			
B0071504	BREA	CA		10/01/2010		555							555	555			
A8121505	BROCKTON	MA		01/29/2009		457							457	457			
A9032001	BRONX	NY		06/16/2009		101							101	101			
B0090103	BRONX	NY		11/23/2010		188							188	188			
B0090104	BRONX	NY		11/23/2010		188							188	188			
A9102702	BROOKSHIRE	TX		11/24/2009		41							41	41			
B0062506	BROWNSBURG	IN		09/28/2010		732							732	732			
A9061101	BRYAN	TX		07/01/2009		75							75	75			
A9032102	BULLARD	TX		05/21/2009		111							111	111			
B0071411	BURBANK	CA		10/07/2010		264							264	264			
B0062902	BURBANK	CA		09/02/2010		190							190	190			
A9021701	BURBANK	CA		04/01/2009		179							179	179			
B0052004	BURLINGTON	KS		07/01/2010		11							11	11			
A9021905	BURLINGTON	WA		04/15/2009		159							159	159			
A9060801	BURLINGTON	WA		07/31/2009		305							305	305			
B0090102	BYRAM	MS		11/10/2010		167							167	167			
A9091703	CALERA	OK		11/24/2009		27							27	27			
B0071203	CAMERON	NC		09/23/2010		380							380	380			
B0072306	CAMPBELL	CA		10/19/2010		447							447	447			
A9102004	CANOGA PARK	CA		12/31/2009		556							556	556			
B0042301	CANOGA PARK	CA		03/23/2000		293							293	293			
B0012502	CANTON	TX		02/11/2010		101							101	101			
B0021905	CANYON LAKE	TX		03/18/2010		66							66	66			
B0032503	CAPE CORAL	FL		07/23/2010		450							450	450			
B0082401	CARROLLTON	TX		11/01/2010		113							113	113			
A9102302	CARSON	CA		12/23/2009		409							409	409			
B0061405	CARSON	CA		08/31/2010		397							397	397			
B0030101	CARY	NC		05/07/2010		150							150	150			
B0072001	CASTLE ROCK	CO		09/30/2010		226							226	226			
B0071302	CATHEDRAL CITY	CA		09/08/2010		380							380	380			
B0061002	CEDAR HILL	TX		08/20/2010		118							118	118			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9062501	CENTEREACH	NY		08/25/2009		437							437	437			
B0011102	CENTRALIA	WA		03/18/2010		121							121	121			
A9042402	CHANDLER	AZ		07/17/2009		267							267	267			
A9091401	CHANDLER	AZ		11/20/2009		776							776	776			
A9111302	CHANDLER	AZ		12/29/2009		434							434	434			
B0042603	CHANDLER	AZ		06/30/2010		109							109	109			
B0061731	CHANHASSEN	MN		08/31/2010		318							318	318			
A9042403	CHARLESTON	SC		08/28/2009		319							319	319			
B0052006	CHARLOTTE	NC		08/12/2010		318							318	318			
B0072601	CHARLOTTE	NC		10/27/2010		1,583							1,583	1,583			
B0071207	CHATSWORTH	CA		11/15/2010		131							131	131			
B0063003	CHATSWORTH	CA		10/29/2010		222							222	222			
B0080606	CHATSWORTH	CA		01/17/2001		90							90	90			
A9120803	CHATSWORTH	CA		02/05/2010		115							115	115			
B0051205	CHATSWORTH	CA		07/27/2010		194							194	194			
B0012601	CHENEY	KS		02/18/2010		46							46	46			
A8122302	CHESAPEAKE	VA		02/26/2009		403							403	403			
B0032513	CHICAGO	IL		07/19/2010		213							213	213			
B0032511	CHICAGO	IL		07/19/2010		198							198	198			
B0051204	CHICAGO	IL		09/29/2010		460							460	460			
A9061701	CHICAGO	IL		09/03/2009		689							689	689			
B0060404	CHICAGO	IL		08/19/2010		181							181	181			
B0060802	CHICAGO	IL		09/30/2010		304							304	304			
B0020902	CHICO	CA		04/12/2010		81							81	81			
B0082001	CHICO	CA		10/26/2010		508							508	508			
A9030416	CHULA VISTA	CA		04/29/2009		93							93	93			
A9030306	CHULA VISTA	CA		04/23/2009		210							210	210			
A8111801	CHULA VISTA	CA		01/20/2009		83							83	83			
B0042103	CINCINNATI	OH		08/02/2010		535							535	535			
A9111801	CINCINNATI	OH		01/29/2010		191							191	191			
A9061105	CISCO	TX		08/04/2009		67							67	67			
A9030408	CITY OF COMMERCE	CA		04/29/2009		84							84	84			
B0041903	CLACKAMAS	OR		06/21/2010		204							204	204			
B0061101	CLARKSVILLE	TN		08/26/2010		220							220	220			
B0012903	CLAYTON	NC		03/30/2010		269							269	269			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9113007	CLEARFIELD	UT		02/11/2010		40							40	40			
B0072303	CLEARLAKE	CA		10/12/2010		359							359	359			
A9111902	CLEVELAND	OH		09/29/1999		120							120	120			
A9042401	CLEVELAND	OH		06/29/2009		573							573	573			
A9090201	CLEVELAND	OH		12/30/2009		621							621	621			
A8110504	CLEVELAND	TX		02/09/2009		278							278	278			
A9070701	CLINTON TOWNSHIP	MI		11/25/2009		181							181	181			
B0052502	COLLEGE PARK	GA		07/29/2010		485							485	485			
B0090310	COLLEGE PARK	GA		11/30/2010		166							166	166			
A9072101	COLORADO SPRINGS	CO		08/28/2009		779							779	779			
B0071903	COLUMBIA	MD		10/10/2000		674							674	674			
B0080902	COLUMBIA	SC		11/17/2010		97							97	97			
A9051301	COLUMBUS	OH		07/31/2009		417							417	417			
A9042404	COLUMBUS	OH		07/14/2009		239							239	239			
A9061106	COMANCHE	TX		07/21/2009		80							80	80			
A9111901	COMMERCE	GA		12/30/2009		566							566	566			
B0030402	COMMERCE CITY	CO		04/22/2010		84							84	84			
B0051206	CONCORD	CA		07/21/2010		822							822	822			
B0042705	CONCORD	VA		05/20/2010		39							39	39			
A9042803	CONROE	TX		08/25/2009		72							72	72			
A9042307	CONROE	TX		06/25/2009		485							485	485			
A9042308	CONROE	TX		06/25/2009		779							779	779			
A9030412	CONROE	TX		05/21/2009		173							173	173			
B0051304	CORAL SPRINGS	FL		06/30/2010		121							121	121			
B0021106	CORONA	CA		04/08/2010		122							122	122			
A9022705	CORONA	CA		04/28/2009		572							572	572			
A8112505	CORONA	CA		01/29/2009		98							98	98			
A9040907	CORONA	CA		06/12/2009		709							709	709			
A9041301	CORONA	CA		06/11/2009		131							131	131			
B0082503	CORPUS CHRISTI	TX		11/22/2010		115							115	115			
B0090207	CORVALLIS	OR		11/30/2010		750							750	750			
A9022401	COSTA MESA	CA		04/09/2009		76							76	76			
B0072907	COSTA MESA	CA		09/11/2003		160							160	160			
A9073005	COTTONWOOD FALL	KS		09/17/2009		27							27	27			
A8112506	COVINA	CA		01/29/2009		78							78	78			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0061109	CULVER CITY	CA		06/20/2001		266							266	266			
B0012901	CUYAHOGA FALLS	OH		06/30/2010		144							144	144			
B0061105	CYPRESS	TX		08/02/2010		254							254	254			
B0031001	CYPRESS	TX		05/20/2010		178							178	178			
B0042702	DALLAS	TX		07/01/2010		212							212	212			
A9102002	DALLAS	TX		12/30/2009		127							127	127			
A9021001	DALLAS	TX		03/31/2009		583							583	583			
A8103002	DAYTON	OH		01/23/2009		255							255	255			
B0022204	DECATUR	GA		04/29/2010		45							45	45			
A9081802	DECATUR	GA		11/10/2009		139							139	139			
A9081803	DECATUR	GA		11/10/2009		448							448	448			
A9081809	DECATUR	GA		11/10/2009		119							119	119			
B0072901	DECATUR	GA		11/15/2010		151							151	151			
B0070202	DECATUR	GA		08/26/2010		123							123	123			
A9061103	DELEON	TX		07/21/2009		81							81	81			
B0062903	DENVER	CO		08/17/2010		318							318	318			
B0060702	DEPTFORD	NJ		08/18/2010		733							733	733			
B0043001	DESOTO	TX		06/24/2010		70							70	70			
B0020101	DETROIT	MI		03/31/2010		301							301	301			
B0020102	DETROIT	MI		03/31/2010		78							78	78			
B0090304	DINUBA	CA		11/10/2010		50							50	50			
B0010705	DORAVILLE	GA		03/05/2010		75							75	75			
B0072611	DOWNEY	CA		11/23/2010		370							370	370			
B0032902	DURHAM	NC		06/01/2010		216							216	216			
A9030404	DURHAM	NC		05/21/2009		278							278	278			
A9032103	EAST BERNARD	TX		05/21/2009		106							106	106			
A9101601	EDMOND	OK		10/30/2009		325							325	325			
B0031801	EDWARDSVILLE	KS		05/06/2010		37							37	37			
B0072904	EL CAJON	CA		10/01/2010		1,467							1,467	1,467			
B0080204	EL CAJON	CA		06/06/2001		90							90	90			
A9030305	EL CAJON	CA		04/23/2009		70							70	70			
B0042902	EL CAJON	CA		06/30/2010		109							109	109			
A9122101	EL CAJON	CA		02/11/2010		127							127	127			
A9101401	EL CAJON	CA		01/06/2000		660							660	660			
B0042302	EL CENTRO	CA		06/30/2010		86							86	86			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

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	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration			
A9040101	EL PASO	TX		06/09/2009		108							108	108			
A9040701	EL PASO	TX		06/30/2009		626							626	626			
B0020904	EL PASO	TX		03/31/2010		52							52	52			
B0060202	EL PASO	TX		08/05/2010		191							191	191			
B0011201	ELGIN	IL		02/26/2010		95							95	95			
B0061006	ELK GROVE	CA		08/20/2010		155							155	155			
A9101302	ELMHURST	IL		12/29/2009		984							984	984			
A9073003	ERIE	KS		08/31/2009		26							26	26			
B0021105	ESCONDIDO	CA		03/30/2010		505							505	505			
A9040805	ESCONDIDO	CA		05/28/2009		80							80	80			
B0060103	EVANS	GA		08/31/2010		455							455	455			
B0070702	EVANSVILLE	IN		09/29/2010		372							372	372			
B0020503	EVERETT	WA		03/31/2010		25							25	25			
A9111101	EVERETT	WA		01/29/2010		311							311	311			
A9050801	EVERETT	WA		07/01/2009		1,289							1,289	1,289			
B0061730	EXCELSIOR	MN		08/26/2010		231							231	231			
B0062201	FAIR OAKS	CA		08/24/2010		278							278	278			
A8121509	FAIRFIELD	OH		02/25/2009		241							241	241			
B0030503	FAIRHAVEN	MA		05/10/2010		186							186	186			
B0062202	FAIRWAY	KS		08/31/2010		476							476	476			
A9082401	FARMERS BRANCH	TX		10/30/2009		1,112							1,112	1,112			
A9021002	FARMINGTON HILLS	MI		03/31/2009		636							636	636			
B0072004	FAYETTEVILLE	NC		10/19/2010		302							302	302			
B0052807	FLORENCE	AL		07/30/2010		282							282	282			
B0082504	FORT WAYNE	IN		11/30/2010		282							282	282			
A9022709	FORT WAYNE	IN		04/30/2009		878							878	878			
A9061606	FORT WORTH	TX		03/23/2010		76							76	76			
A8121510	FORT WORTH	TX		02/25/2009		213							213	213			
B0043002	FORT WORTH	TX		07/15/2010		215							215	215			
B0061003	FORT WORTH	TX		08/20/2010		124							124	124			
B0072304	FORT WORTH	TX		11/17/2010		353							353	353			
B0090703	FORT WORTH	TX		11/12/2010		134							134	134			
B0030904	FOSTER CITY	CA		05/10/2010		79							79	79			
B0072903	FREDERICK	CO		10/20/2010		478							478	478			
B0042104	FRESNO	CA		06/25/2010		45							45	45			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration			
B0051007	FRESNO	CA		08/02/2010		360							360	360			
A8121001	FRESNO	CA		03/05/2009		186							186	186			
B0072307	FRESNO	CA		10/19/2010		158							158	158			
B0052602	FRESNO	CA		07/09/2010		185							185	185			
B0012501	FT. WORTH	TX		03/18/2010		60							60	60			
A5090403	FULLERTON	CA		10/30/2009		256							256	256			
A9091702	GARDEN CITY	KS		10/20/2009		27							27	27			
A8122301	GARDEN GROVE	CA		03/10/2009		37							37	37			
A8121511	GARLAND	TX		02/25/2009		284							284	284			
B0062901	GATLINBURG	TN		08/16/2010		450							450	450			
A9071401	GENEVA	IL		09/30/2009		1,279							1,279	1,279			
A9051401	GILBERT	AZ		07/16/2009		162							162	162			
A9031206	GILBERT	AZ		05/29/2009		284							284	284			
A9032106	GLADEWATER	TX		08/06/2009		74							74	74			
A9031701	GLEN BURNIE	MD		05/21/2009		371							371	371			
A9090401	GLEN ROSE	TX		10/06/2009		43							43	43			
B0040510	GLENDALE	AZ		06/10/2010		137							137	137			
A8121601	GLENDALE	CA		01/14/2009		247							247	247			
A8121602	GLENDALE	CA		01/14/2009		114							114	114			
A9030301	GLENDORA	CA		04/30/2009		271							271	271			
B0030404	GOODYEAR	AZ		04/26/2010		118							118	118			
B0042601	GOSHEN	VA		06/17/2010		26							26	26			
A9121001	GRANGER	IN		02/26/2010		133							133	133			
B0080603	GRANITE BAY	CA		10/07/2010		157							157	157			
B0042703	GRANVILLE	ID		06/24/2010		131							131	131			
B0031703	GRAPE CREEK	TX		04/01/2010		46							46	46			
A8110403	GREECE	NY		01/20/2009		473							473	473			
B0072605	GREENSBORO	NC		10/27/2010		636							636	636			
B0032901	GREENSBORO	NC		07/22/2010		363							363	363			
B0052003	GRESHAM	OR		07/26/2010		60							60	60			
A9042004	HAINES CITY	FL		06/30/2009		174							174	174			
A9062201	HAMILTON	TX		08/27/2009		80							80	80			
A9081805	HAPEVILLE	GA		11/10/2009		145							145	145			
B0062301	HAPPY VALLEY	OR		09/08/2010		452							452	452			
B0010702	HARDIN	TX		01/21/2010		27							27	27			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9073001	HARPER	KS		08/27/2009		29							29	29			
A9091704	HARTSHORNE	OK		10/06/2009		30							30	30			
B0032505	HATTIESBURG	MS		05/26/2010		104							104	104			
B0032506	HATTIESBURG	MS		05/28/2010		185							185	185			
B0072006	HAWTHORNE	CA		06/19/2010		912							912	912			
B0030301	HAWTHORNE	CA		05/14/2010		119							119	119			
A9022702	HENDERSON	NV		05/14/2009		166							166	166			
B0081104	HIGHLAND	CA		11/30/2010		248							248	248			
B0060101	HIGHLAND PARK	CA		07/27/2010		284							284	284			
B0011202	HINSDALE	IL		06/25/2001		45							45	45			
A9042708	HOFFMAN ESTATES	IL		07/16/2009		377							377	377			
B0040101	HOLLIS	OK		05/06/2010		66							66	66			
B0030803	HOLLYWOOD	CA		04/01/2008		98							98	98			
A9021203	HOLLYWOOD	FL		04/16/2009		125							125	125			
B0040501	HOLT	MI		08/11/2010		455							455	455			
B0010801	HOMEWOOD	IL		02/25/2010		145							145	145			
B0040804	HORTON	KS		06/03/2010		27							27	27			
B0021001	HOUSTON	TX		03/31/2010		164							164	164			
B0021101	HOUSTON	TX		04/01/2010		459							459	459			
B0022604	HOUSTON	TX		04/30/2010		205							205	205			
B0030103	HOUSTON	TX		05/24/2010		231							231	231			
B0040502	HOUSTON	TX		06/30/2010		215							215	215			
A9042303	HOUSTON	TX		06/25/2009		148							148	148			
A9042304	HOUSTON	TX		06/25/2009		255							255	255			
A9042305	HOUSTON	TX		06/25/2009		417							417	417			
A9042310	HOUSTON	TX		06/25/2009		645							645	645			
A9042311	HOUSTON	TX		06/25/2009		845							845	845			
A9020301	HOUSTON	TX		03/31/2009		361							361	361			
A8112101	HOUSTON	TX		01/30/2009		106							106	106			
A8112603	HOUSTON	TX		02/24/2009		35							35	35			
A9031307	HOUSTON	TX		06/03/2009		214							214	214			
A9030411	HOUSTON	TX		04/29/2009		164							164	164			
B0090201	HOUSTON	TX		09/15/2005		99							99	99			
B0081202	HOUSTON	TX		10/29/2010		151							151	151			
B0081101	HUMBLE	TX		10/26/2010		272							272	272			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9090901	HUMBOLDT	KS		10/06/2009		27							27	27			
B0062803	HUNTINGTON BEACH	CA		09/15/2010		224							224	224			
B0020301	INDIANAPOLIS	IN		03/30/2010		316							316	316			
A9031901	INDIO	CA		05/21/2009		122							122	122			
A9031902	INDIO	CA		05/21/2009		116							116	116			
A9031903	INDIO	CA		05/21/2009		466							466	466			
A9031904	INDIO	CA		05/21/2009		103							103	103			
A9031906	INDIO	CA		05/21/2009		90							90	90			
A9031907	INDIO	CA		05/21/2009		68							68	68			
A9031908	INDIO	CA		05/21/2009		51							51	51			
A9031909	INDIO	CA		05/21/2009		77							77	77			
A8121701	INDIO	CA		02/13/2009		78							78	78			
B0080901	IRMO	SC		11/17/2010		43							43	43			
B0070703	IRVINE	CA		09/03/2010		331							331	331			
B0052801	IRVINE	CA		07/22/2010		259							259	259			
B0072310	IRVINE	CA		09/20/2010		136							136	136			
B0072705	IRWINDALE	CA		09/01/2010		231							231	231			
A9061702	ITASCA	TX		08/13/2009		27							27	27			
B0022602	JACKSONVILLE	FL		04/23/2010		457							457	457			
B0022603	JACKSONVILLE	FL		04/23/2010		465							465	465			
B0020506	JACKSONVILLE	FL		03/26/2010		76							76	76			
A9101301	JACKSONVILLE	FL		12/09/2009		739							739	739			
B0082506	JACKSONVILLE	FL		11/17/2010		90							90	90			
B0072905	JACKSONVILLE	FL		10/28/2010		151							151	151			
B0072906	JACKSONVILLE	FL		10/28/2010		165							165	165			
B0040601	JACKSONVILLE	NC		06/28/2010		471							471	471			
B0070103	JENSEN BEACH	FL		09/10/2010		147							147	147			
A9081905	JOAQUIN	TX		09/17/2009		31							31	31			
B0052806	JOHNS CREEK	GA		08/06/2010		541							541	541			
B0032904	JOLIET	IL		05/28/2010		288							288	288			
A9081804	JONESBORO	GA		11/10/2009		214							214	214			
A9022405	KALAMAZOO	MI		06/30/2009		165							165	165			
A9022402	KALAMAZOO	MI		06/30/2009		110							110	110			
A9022403	KALAMAZOO	MI		06/26/2009		151							151	151			
A9040104	KATY	TX		06/10/2009		475							475	475			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A8060401	KATY	TX		02/02/2009		199							199	199			
B0040801	KATY	TX		05/28/2010		76							76	76			
B0071603	KENT	WA		09/20/2010		109							109	109			
A9022706	KETCHUM	ID		05/21/2009		324							324	324			
A8121501	KILLEEN	TX		01/29/2009		643							643	643			
B0090302	KIMBERLY	WI		11/23/2010		482							482	482			
A9102206	KINGMAN	KS		11/05/2009		28							28	28			
B0062504	KINGSLAND	GA		09/17/2010		136							136	136			
B0060902	KIRKLAND	WA		07/15/2010		1,483							1,483	1,483			
B0061504	KIRKLAND	WA		08/11/2010		721							721	721			
B0050702	KIRKLAND	WA		07/09/2010		355							355	355			
B0061403	KIRKVILLE	NY		09/08/2010		271							271	271			
B0080402	KISSIMMEE	FL		11/30/2010		303							303	303			
B0062403	KNOXVILLE	TN		09/23/2010		297							297	297			
A9040602	KNOXVILLE	TN		06/04/2009		292							292	292			
A9102101	LA MARQUE	TX		10/29/2009		31							31	31			
B0070902	LA PORTE	TX		09/15/2010		264							264	264			
A9031203	LAGUNA HILLS	CA		06/03/2009		137							137	137			
A9022701	LAKE FOREST	CA		06/05/2009		1,057							1,057	1,057			
B0010603	LAKE HILLS	TX		02/04/2010		66							66	66			
B0022203	LAKE OSWEGO	OR		04/22/2010		122							122	122			
B0040503	LANCASTER	CA		07/28/2003		54							54	54			
A9021003	LANCASTER	TX		03/31/2009		702							702	702			
A9022710	LANSING	MI		06/01/2009		404							404	404			
B0060203	LANSING	MI		07/26/2010		769							769	769			
B0030902	LAREDO	TX		05/20/2010		139							139	139			
A9031101	LAS VEGAS	NV		05/21/2009		579							579	579			
A9040702	LAS VEGAS	NV		06/05/2009		84							84	84			
A9040906	LAS VEGAS	NV		06/23/2009		812							812	812			
B0051301	LAS VEGAS	NV		08/13/2010		335							335	335			
B0030504	LAS VEGAS	NV		04/29/2010		199							199	199			
A9102201	LAS VEGAS	NV		01/27/2010		140							140	140			
A9092401	LAS VEGAS	NV		11/17/2009		180							180	180			
A9092402	LAS VEGAS	NV		11/17/2009		65							65	65			
B0061503	LAS VEGAS	NV		08/26/2010		278							278	278			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0071202	LAS VEGAS	NV		10/06/2010		279							279	279			
B0072603	LAS VEGAS	NV		10/12/2010		201							201	201			
B0080611	LAS VEGAS	NV		10/28/2010		682							682	682			
B0080609	LAS VEGAS	NV		10/06/2010		178							178	178			
A9040802	LATHAM	NY		06/24/2009		220							220	220			
A9040603	LATHAM	NY		06/24/2009		173							173	173			
A8121502	LAWRENCEVILLE	GA		01/29/2009		462							462	462			
B0020105	LAWRENCEVILLE	GA		03/31/2010		288							288	288			
B0052808	LENOIR	NC		07/30/2010		291							291	291			
A9082101	LEXINGTON	KY		11/06/2009		792							792	792			
A9042301	LILBURN	GA		06/30/2009		982							982	982			
B0032514	LINCOLNSHIRE	IL		07/19/2010		367							367	367			
A9081808	LITHONIA	GA		11/10/2009		173							173	173			
A9042704	LITTLETON	CO		07/15/2009		111							111	111			
A9062202	LLANO	TX		09/24/2009		39							39	39			
B0040201	LOGAN	UT		06/14/2010		189							189	189			
A9120302	LONE TREE	CO		01/29/2010		512							512	512			
B0012701	LONGMONT	CO		03/24/2010		255							255	255			
B0032907	LOS ANGELES	CA		05/28/2010		134							134	134			
B0041402	LOS ANGELES	CA		06/30/2010		139							139	139			
B0041504	LOS ANGELES	CA		06/23/2010		137							137	137			
A9102303	LOS ANGELES	CA		12/23/2009		585							585	585			
A9102304	LOS ANGELES	CA		12/23/2009		395							395	395			
A9122603	LOS ANGELES	CA		02/10/2010		141							141	141			
A8112502	LOS ANGELES	CA		02/05/2009		309							309	309			
A8120201	LOS ANGELES	CA		01/29/2009		159							159	159			
A9040704	LOS ANGELES	CA		06/24/2009		310							310	310			
A9031310	LOS ANGELES	CA		06/02/2009		2,294							2,294	2,294			
A9081701	LOS ANGELES	CA		10/14/2009		273							273	273			
B0081103	LOS ANGELES	CA		10/27/2010		155							155	155			
B0082404	LOS ANGELES	CA		11/30/2010		254							254	254			
B0061406	LOS ANGELES	CA		10/26/2000		91							91	91			
B0061725	LOS ANGELES	CA		07/31/2000		93							93	93			
B0070903	LOS ANGELES	CA		08/25/2010		167							167	167			
B0062801	LOS ANGELES	CA		09/15/2010		343							343	343			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0052101	LOVES PARK	IL		07/21/2010		113							113	113			
A9081901	LUBBOCK	TX		09/29/2009		32							32	32			
B0052809	LYNCHBURG	VA		07/30/2010		316							316	316			
B0012603	LYNDON	KS		02/18/2010		45							45	45			
A9031202	LYNNWOOD	WA		05/21/2009		3,545							3,545	3,545			
A9042406	MACEDONIA	OH		07/14/2009		239							239	239			
B0090210	MACON	GA		11/18/2010		110							110	110			
A9110904	MADERA	CA		02/22/2010		44							44	44			
B0012702	MANTECA	CA		10/31/2002		38							38	38			
B0071304	MARIETTA	GA		09/14/2010		210							210	210			
A9031001	MARIETTA	GA		05/06/2009		143							143	143			
B0030102	MARIETTA	GA		05/07/2010		57							57	57			
B0020802	MARSHFIELD	WI		04/15/2010		115							115	115			
B0042802	MARTINEZ	GA		07/30/2010		462							462	462			
B0060104	MARTINEZ	GA		08/31/2010		341							341	341			
B0060102	MARTINEZ	GA		08/31/2010		379							379	379			
A9091403	MARYSVILLE	OK		10/01/2009		25							25	25			
B0032401	MATTHEWS	NC		05/27/2010		241							241	241			
A9090902	MAUD	OK		09/29/2009		23							23	23			
B0061107	MAULDIN	SC		09/01/2010		246							246	246			
A9033002	MCDONOUGH	GA		06/10/2009		1,143							1,143	1,143			
A9102204	MEDICINE LODGE	KS		12/03/2009		31							31	31			
A9091809	MEMPHIS	TN		12/08/2009		1,216							1,216	1,216			
A9101201	MEMPHIS	TN		12/16/2009		296							296	296			
A9032101	MEMPHIS	TX		05/21/2009		84							84	84			
B0022501	MESA	AZ		03/30/2010		517							517	517			
A9102102	MESA	AZ		12/29/2009		103							103	103			
A9103004	MESA	AZ		12/30/2009		576							576	576			
A9122801	MESA	AZ		02/18/2010		79							79	79			
B0080608	MESA	AZ		10/14/2010		264							264	264			
B0060201	MESA	AZ		10/03/2003		286							286	286			
B0021906	METHUEN	MA		04/05/2010		137							137	137			
B0051008	MIDDLEBORO	MA		07/28/2010		198							198	198			
B0022201	MIDDLEBURG HEIGH	OH		05/06/2010		107							107	107			
B0032403	MIDLAND	TX		04/15/2010		69							69	69			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10 Current Year's Other than Temporary	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange	Realized	Total
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Gain (Loss) on Disposal	Gain (Loss) on Disposal	Gain (Loss) on Disposal
A9122301	MIDLAND	TX		02/26/2010		215							215	215			
B0040507	MIDLOTHIAN	VA		07/21/2010		110							110	110			
B0032501	MIDLOTHIAN	VA		04/30/2010		217							217	217			
A9032501	MIDWAY	UT		12/10/2009		278							278	278			
B0022502	MILPITAS	CA		04/22/2010		122							122	122			
A9031209	MILPITAS	CA		05/11/2009		92							92	92			
A9102202	MINNEAPOLIS	KS		11/19/2009		26							26	26			
B0051005	MINNEAPOLIS	MN		07/08/2010		423							423	423			
B0041503	MISSION	TX		06/04/2010		113							113	113			
B0062505	MISSION VIEJO	CA		09/01/2010		460							460	460			
B0072703	MODESTO	CA		09/30/2010		705							705	705			
A9072301	MODESTO	CA		10/13/2009		119							119	119			
B0031101	MONROE	WA		04/15/2010		499							499	499			
A8111901	MONROVIA	CA		01/23/2009		69							69	69			
A8111902	MONROVIA	CA		01/23/2009		51							51	51			
B0040508	MONROVIA	CA		06/21/2010		197							197	197			
B0062402	MONTGOMERY	AL		09/23/2010		197							197	197			
B0062404	MONTGOMERY	AL		09/23/2010		223							223	223			
B0040802	MORENO VALLEY	CA		06/11/2010		151							151	151			
A9120102	MORGAN	UT		02/16/2010		221							221	221			
A9021901	MORRISVILLE	NC		07/01/2009		177							177	177			
A9061607	MOUNT PLEASANT	TX		08/13/2009		33							33	33			
A9072801	MT VERNON	TX		09/17/2009		31							31	31			
A9060301	MT VIEW	CA		10/29/2009		48							48	48			
A9110601	MURRELLS INLET	SC		01/22/2010		175							175	175			
B0051202	NEODESHA	KS		06/17/2010		28							28	28			
B0072604	NEW BERN	NC		10/29/2010		958							958	958			
B0072102	NEW BRAUNFELS	TX		10/07/2010		511							511	511			
B0061106	NEW CANEY	TX		08/31/2010		320							320	320			
B0061402	NEW HOPE	PA		10/01/2010		307							307	307			
B0060901	NEW YORK	NY		07/26/2010		1,570							1,570	1,570			
B0082702	NEW YORK	NY		09/27/2010		812							812	812			
B0021602	NEWARK	CA		04/20/2010		128							128	128			
A8121506	NEWINGTON	CT		01/29/2009		373							373	373			
B0040102	NEWPORT BEACH	CA		06/18/2010		312							312	312			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0080610	NEWPORT BEACH	CA		10/28/2010		188							188	188			
B0012605	NEWTON	KS		04/22/2010		69							69	69			
A9022501	NIAGARA FALLS	NY		04/30/2009		492							492	492			
B0020104	NORCROSS	GA		04/29/2010		255							255	255			
A8120503	NORFOLK	VA		01/28/2009		255							255	255			
A8121512	NORTH ANDOVER	MA		01/29/2009		336							336	336			
A8121504	NORTH BILLERICA	MA		01/29/2009		593							593	593			
A9122802	NORTH PALM BEACH	FL		12/27/2000		77							77	77			
A9030401	NORTHRIDGE	CA		04/29/2009		212							212	212			
A9042002	NORTHWOOD	OH		07/01/2009		506							506	506			
A9042405	NORWOOD	OH		07/14/2009		239							239	239			
A9030421	OAKDALE	CA		05/19/2009		114							114	114			
A9031601	OAKDALE	CA		05/28/2009		529							529	529			
B0042001	OAKLAND	CA		07/13/2010		112							112	112			
B0043003	OAKLAND	CA		07/12/2010		412							412	412			
A9110602	OCEANSIDE	CA		01/11/2010		56							56	56			
B0061726	OCEANSIDE	CA		08/18/2010		304							304	304			
B0021903	ODESSA	TX		03/04/2010		52							52	52			
B0012101	ODESSA	TX		02/11/2010		34							34	34			
B0012102	ODESSA	TX		02/11/2010		66							66	66			
A9111301	OGDEN	UT		12/30/2009		443							443	443			
A9070601	OKLAHOMA CITY	OK		08/31/2009		186							186	186			
B0052602	OKLAHOMA CITY	OK		08/02/2010		716							716	716			
B0062501	OLATHE	KS		09/30/2010		304							304	304			
A9020601	OMAHA	NE		04/02/2009		140							140	140			
B0081802	ONTARIO	CA		10/20/2010		141							141	141			
B0032906	ONTARIO	CA		05/28/2010		224							224	224			
A9030417	ONTARIO	CA		05/08/2009		43							43	43			
A9030418	ONTARIO	CA		05/08/2009		80							80	80			
A9012701	ONTARIO	CA		03/31/2009		89							89	89			
A9030601	ORANGE	CA		04/20/2009		1,038							1,038	1,038			
B0011902	ORANGE PARK	FL		03/22/2010		61							61	61			
A8110402	ORCHARD PARK	NY		01/20/2009		431							431	431			
A9022708	OREGON CITY	OR		04/30/2009		699							699	699			
A9100601	ORLANDO	FL		12/23/2009		157							157	157			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0022303	ORLANDO	FL		08/02/2010		152							152	152			
B0051103	ORLANDO	FL		07/29/2010		852							852	852			
B0072606	ORLANDO	FL		11/30/2010		657							657	657			
B0070102	ORLANDO	FL		10/29/2010		670							670	670			
B0062507	ORO VALLEY	AZ		09/21/2010		265							265	265			
B0051203	OXNARD	CA		07/02/2010		425							425	425			
B0080403	OXNARD	CA		10/06/2010		407							407	407			
A9042302	PACIFIC GROVE	CA		05/15/2009		273							273	273			
A9032402	PALM COAST	FL		05/11/2009		112							112	112			
B0031704	PALM DESERT	CA		05/28/2010		95							95	95			
A9052001	PALM SPRINGS	CA		07/29/2009		205							205	205			
B0032203	PANAMA CITY	FL		05/20/2010		66							66	66			
B0021902	PARIS	TX		03/04/2010		50							50	50			
B0041401	PARKER	CO		06/15/2010		201							201	201			
B0033102	PASADENA	FL		05/28/2010		76							76	76			
A9050101	PASADENA	TX		07/20/2009		490							490	490			
B0032606	PEMBROKE PINES	FL		06/14/2010		273							273	273			
B0080601	PENSACOLA	FL		10/29/2010		377							377	377			
A9040703	PERINTON	NY		06/16/2009		250							250	250			
A9040706	PERRY	FL		06/16/2009		71							71	71			
B0032510	PFLUGERVILLE	TX		06/03/2010		41							41	41			
B0081702	PFLUGERVILLE	TX		11/12/2010		40							40	40			
B0063007	PHOENIX	AZ		09/02/2010		253							253	253			
B0090106	PHOENIX	AZ		11/08/2010		42							42	42			
A9121101	PHOENIX	AZ		02/24/2010		65							65	65			
B0040509	PHOENIX	AZ		06/01/2010		46							46	46			
AB111701	PHOENIX	AZ		01/09/2009		90							90	90			
A9021301	PHOENIX	AZ		07/01/2009		312							312	312			
A9070201	PHOENIX	AZ		08/27/2009		86							86	86			
A9082402	PHOENIX	AZ		10/08/2009		118							118	118			
A9042706	PHOENIX	AZ		06/29/2009		295							295	295			
A9042003	PHOENIX	AZ		06/15/2009		73							73	73			
A9061102	PINELAND	TX		07/21/2009		87							87	87			
A9080601	PINEVILLE	NC		10/30/2009		381							381	381			
A9021302	PLANO	TX		04/07/2009		319							319	319			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0010604	PLANT CITY	FL		03/24/2010		80							80	80			
A9040302	PLYMOUTH	MI		05/27/2009		210							210	210			
A9100101	POCATELLO	ID		12/10/2009		828							828	828			
A9102003	POMONA	CA		12/14/2009		241							241	241			
A9101303	POMONA	CA		12/16/2009		70							70	70			
A9090402	POMONA	KS		09/29/2009		25							25	25			
B0020907	POMPANO BEACH	FL		03/31/2010		397							397	397			
A8111203	PONTIAC	MI		01/21/2009		115							115	115			
A9123002	POOLER	GA		03/22/2010		66							66	66			
A9120201	PORT ARTHUR	TX		02/17/2010		88							88	88			
B0060801	PORT ARTHUR	TX		07/01/2010		12							12	12			
A9022404	PORTAGE	MI		06/30/2009		178							178	178			
A9091802	PORTLAND	ME		01/25/2010		26							26	26			
A9030501	PORTLAND	OR		06/29/2009		617							617	617			
A9020304	PORTLAND	OR		04/15/2009		889							889	889			
A9060401	PORTLAND	OR		07/23/2009		170							170	170			
A9031602	PORTLAND	OR		05/20/2009		160							160	160			
B0081701	PORTLAND	OR		11/12/2010		86							86	86			
A8111103	POWAY	CA		01/12/2009		225							225	225			
B0071204	RAEFORD	NC		09/23/2010		253							253	253			
A9022704	RALEIGH	NC		05/28/2009		137							137	137			
A8121002	RALEIGH	NC		02/20/2009		77							77	77			
B0051401	RANCHO CUCAMONG	CA		06/29/2010		42							42	42			
B0072609	REDONDO BEACH	CA		09/22/2010		296							296	296			
A9040807	REDWOOD CITY	CA		06/26/2009		332							332	332			
A9122302	RENO	NV		03/01/2010		63							63	63			
A9040904	RENO	NV		06/30/2009		305							305	305			
A9040905	RENO	NV		06/30/2009		288							288	288			
A9031305	RENO	NV		05/19/2009		210							210	210			
A9031306	RENO	NV		05/19/2009		154							154	154			
A9030202	RENO	NV		05/15/2009		608							608	608			
B0052805	RIALTO	CA		08/05/2010		527							527	527			
A80509053	RICHLAND	WA		03/31/2010		23							23	23			
A8120502	RIO RANCHO	NM		01/15/2009		44							44	44			
B0010704	RIO VISTA	TX		01/21/2010		25							25	25			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9081807	RIVERDALE	GA		11/10/2009		134							134	134			
A9092504	RIVERTON	UT		11/10/2009		328							328	328			
A9061605	ROCKDALE	TX		08/20/2009		75							75	75			
B0080602	ROCKLIN	CA		10/07/2010		145							145	145			
A8110401	ROCKY MOUNT	NC		01/12/2009		128							128	128			
A9020210	RODEO	CA		04/28/2009		158							158	158			
A8121503	ROHNERT PARK	CA		01/29/2009		527							527	527			
B0061802	ROSEMEAD	CA		09/16/2010		624							624	624			
B0051403	ROSWELL	GA		06/30/2010		114							114	114			
A9042702	ROUND ROCK	TX		07/17/2009		236							236	236			
A9050402	ROWLETT	TX		06/29/2009		261							261	261			
A9111701	ROY	UT		01/22/2010		65							65	65			
B0022202	ROY	UT		05/03/2010		105							105	105			
B0051701	RUBIDOUX	CA		08/31/2010		459							459	459			
A9091402	RUSH SPRINGS	OK		10/01/2009		26							26	26			
B0080303	RUSSELLVILLE	AR		09/30/2010		356							356	356			
B0062804	SACRAMENTO	CA		08/31/2010		226							226	226			
B0072308	SACRAMENTO	CA		10/19/2010		168							168	168			
A9010501	SACRAMENTO	CA		02/02/2009		132							132	132			
A9030409	SACRAMENTO	CA		05/20/2009		145							145	145			
B0061001	SALEM	OR		10/12/2010		2,516							2,516	2,516			
A9010801	SALEM	OR		04/09/2009		488							488	488			
A9022601	SALEM	OR		04/28/2009		342							342	342			
B0012602	SALINA	KS		03/04/2010		53							53	53			
A9022406	SALINAS	CA		05/05/2009		108							108	108			
A9032502	SALT LAKE CITY	UT		05/29/2009		327							327	327			
A8062205	SALT LAKE CITY	UT		01/05/2009		119							119	119			
A9030502	SALT LAKE CITY	UT		04/16/2009		92							92	92			
B0052001	SAN ANGELO	TX		06/17/2010		29							29	29			
B0062405	SAN ANTONIO	TX		09/30/2010		127							127	127			
B0080607	SAN ANTONIO	TX		10/25/2010		365							365	365			
A9032303	SAN ANTONIO	TX		05/21/2009		185							185	185			
B0010502	SAN ANTONIO	TX		01/21/2010		73							73	73			
A9120802	SAN ANTONIO	TX		01/07/2010		79							79	79			
B0030501	SAN ANTONIO	TX		05/10/2010		111							111	111			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration			
B0051101	SAN ANTONIO	TX		06/16/2010		396							396	396			
B0020903	SAN BERNARDINO	CA		03/31/2010		577							577	577			
B0030201	SAN BERNARDINO	CA		04/30/2010		75							75	75			
A9021802	SAN BUENAVENTURA	CA		04/23/2009		157							157	157			
A9021803	SAN BUENAVENTURA	CA		04/23/2009		110							110	110			
A8112401	SAN BUENAVENTURA	CA		01/27/2009		403							403	403			
B0032903	SAN CARLOS	CA		06/22/2010		42							42	42			
B0052810	SAN CLEMENTE	CA		08/10/2010		265							265	265			
B0062606	SAN DIEGO	CA		09/10/2010		959							959	959			
B0063005	SAN DIEGO	CA		09/14/2010		300							300	300			
B0061701	SAN DIEGO	CA		09/26/2000		53							53	53			
B0080404	SAN DIEGO	CA		11/30/2010		681							681	681			
B0080201	SAN DIEGO	CA		09/29/2010		201							201	201			
B0082405	SAN DIEGO	CA		11/15/2010		256							256	256			
B0040602	SAN DIEGO	CA		06/23/2010		142							142	142			
B0050706	SAN DIEGO	CA		11/03/2004		523							523	523			
B0022601	SAN DIEGO	CA		04/26/2010		459							459	459			
B0032607	SAN DIEGO	CA		05/03/2010		276							276	276			
A9110901	SAN DIEGO	CA		12/29/2009		87							87	87			
A9102701	SAN DIEGO	CA		03/27/1998		97							97	97			
A8123001	SAN DIEGO	CA		03/03/2009		138							138	138			
A9030410	SAN DIEGO	CA		04/30/2009		479							479	479			
A9060501	SAN DIEGO	CA		07/29/2009		68							68	68			
A9020303	SAN FERNANDO	CA		05/06/2009		315							315	315			
B0061102	SAN FERNANDO	CA		04/18/2001		308							308	308			
B0031901	SAN FRANCISCO	CA		06/29/2010		191							191	191			
B0031102	SAN FRANCISCO	CA		06/01/2010		422							422	422			
A9112003	SAN JOSE	CA		01/04/2010		311							311	311			
A9101602	SAN JOSE	CA		12/18/2009		111							111	111			
A9122103	SAN JOSE	CA		03/16/2010		129							129	129			
B0051901	SAN JOSE	CA		07/29/2010		200							200	200			
B0041502	SAN JUAN	TX		06/04/2010		95							95	95			
B0072701	SAN LUIS OBISPO	CA		09/30/2010		122							122	122			
B0072702	SAN LUIS OBISPO	CA		10/06/2010		419							419	419			
B0031201	SAN LUIS OBISPO	CA		05/22/2000		34							34	34			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10 Current Year's Other than Temporary Impairment Recognized	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest on Disposal		Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion		Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value		Consideration			
A9040603	SAN MARCOS	CA		10/01/2009		494							494	494			
B0061005	SAN MARCOS	TX		08/20/2010		93							93	93			
A9032302	SAN PEDRO	CA		05/28/2009		251							251	251			
B0061601	SAN SABA	TX		10/26/2010		477							477	477			
B0031005	SANDY SPRINGS	GA		05/04/2010		78							78	78			
A5040903	SANTA ANA	CA		07/06/2009		79							79	79			
A9042705	SANTA ANA	CA		06/30/2009		160							160	160			
A5101603	SANTA ANA	CA		11/30/2009		281							281	281			
A9061610	SANTA ANA	CA		10/20/2009		210							210	210			
B0072305	SANTA ANA	CA		07/30/2003		191							191	191			
B0051303	SANTA ANA	CA		07/22/2010		365							365	365			
A5110503	SANTA CLARA	CA		01/08/2009		55							55	55			
B0052701	SANTA CLARITA	CA		07/28/2006		108							108	108			
A9012601	SANTA CRUZ	CA		03/30/2009		76							76	76			
A8111903	SANTA FE SPRINGS	CA		01/30/2009		118							118	118			
A9043001	SANTA MARIA	CA		07/01/2009		310							310	310			
A9040606	SANTA MONICA	CA		06/18/2009		49							49	49			
B0012902	SANTA MONICA	CA		03/29/2010		175							175	175			
B0062406	SARASOTA	FL		09/09/2010		217							217	217			
A9040804	SAUGATUCK	MI		05/29/2009		220							220	220			
A9123001	SAVANNAH	GA		03/22/2010		83							83	83			
A9092501	SAVANNAH	GA		11/25/2009		343							343	343			
B0041902	SCOTTSDALE	AZ		07/21/2010		177							177	177			
B0032504	SCOTTSDALE	AZ		05/19/2010		160							160	160			
A9072802	SEALY	TX		08/25/2009		35							35	35			
A9030204	SEATTLE	WA		05/20/2009		468							468	468			
A9040901	SEATTLE	WA		06/25/2009		369							369	369			
A9040902	SEATTLE	WA		06/25/2009		461							461	461			
A9102103	SEATTLE	WA		12/22/2009		423							423	423			
B0020507	SEATTLE	WA		03/16/2010		140							140	140			
B0061103	SEATTLE	WA		08/20/2010		107							107	107			
B0061104	SEATTLE	WA		08/20/2010		229							229	229			
B0062503	SEATTLE	WA		09/01/2010		515							515	515			
A9073002	SEDAN	KS		10/01/2009		25							25	25			
A9021204	SEGUIN	TX		04/16/2009		125							125	125			

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Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
B0010703	SEMINOLE	TX		01/21/2010		28							28	28			
A9071701	SETAC	WA		10/06/2009		319							319	319			
A9042001	SHERMAN	TX		07/01/2009		136							136	136			
B0062802	SHERMAN OAKS	CA		09/15/2010		299							299	299			
B0012202	SHORELINE	WA		02/15/2000		65							65	65			
A9091501	SLAUGHTERVILLE	OK		11/19/2009		25							25	25			
A8120504	SMYRNA	GA		02/02/2009		677							677	677			
B0071301	SMYRNA	GA		08/12/2010		389							389	389			
A9031204	SOUTH PASADENA	CA		05/08/2009		191							191	191			
B0030908	SOUTH SAN FRANCIS	CA		05/27/2010		55							55	55			
B0051902	SOUTHFIELD	MI		08/26/2010		86							86	86			
B0021601	SOUTHPORT	NC		03/31/2010		491							491	491			
A9021903	SPARKS	NV		04/27/2009		236							236	236			
A9021904	SPARKS	NV		04/27/2009		76							76	76			
B0080202	ST. LOUIS	MO		11/02/2010		162							162	162			
A9042309	STAFFORD	TX		06/25/2009		836							836	836			
B0021803	STANTON	CA		04/29/2010		472							472	472			
B0020201	STANTON	CA		03/31/2010		209							209	209			
B0072801	STANWOOD	WA		09/28/2010		177							177	177			
B0072301	STATESBORO	GA		09/15/2010		246							246	246			
B0031601	STERLING HEIGHTS	MI		05/24/2010		188							188	188			
A9030203	STOCKTON	CA		05/28/2009		318							318	318			
A9081806	STONE MOUNTAIN	GA		11/10/2009		197							197	197			
B0042102	STONE MOUNTAIN	GA		06/01/2010		234							234	234			
B0080612	STRATFORD	CT		10/26/2010		240							240	240			
B0030903	STRONGSVILLE	OH		05/27/2010		148							148	148			
B0042704	SUFFOLK	VA		06/29/2010		66							66	66			
A9103002	SUMMERVILLE	SC		01/12/2010		142							142	142			
A9052102	SUNNYVALE	CA		07/28/2009		168							168	168			
B0050302	SUNNYVALE	CA		07/21/2010		724							724	724			
B0062805	SUNNYVALE	TX		10/07/2010		192							192	192			
B0072706	SUPERIOR	CO		10/29/2010		470							470	470			
B0030802	SURPRISE	AZ		04/27/2010		44							44	44			
A9090103	SYRACUSE	KS		09/24/2009		26							26	26			
A8121507	TALLAHASSEE	FL		02/25/2009		454							454	454			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9040606	TAMPA	FL		06/10/2009		115							115	115			
B0011401	TAMPA	FL		03/30/2010		218							218	218			
B0010605	TAMPA	FL		03/24/2010		98							98	98			
B0080301	TAMPA	FL		09/27/2010		299							299	299			
B0082505	TAMPA	FL		11/23/2010		165							165	165			
B0012201	TARZANA	CA		03/09/2010		139							139	139			
B0072005	TARZANA	CA		09/22/2010		140							140	140			
A8121513	TAUNTON	MA		02/25/2009		93							93	93			
A9102703	TAYLOR	MI		01/20/2010		227							227	227			
B0032201	TAYLORS	SC		05/26/2010		133							133	133			
B0062401	TAYLORSVILLE	UT		09/08/2010		158							158	158			
A9103005	TEMPE	AZ		12/29/2009		337							337	337			
A9041601	TEMPE	AZ		06/11/2009		206							206	206			
A9071402	TEMPE	AZ		09/01/2009		607							607	607			
A8111101	TEMPE	AZ		01/20/2009		147							147	147			
B0030401	TEMPLE	TX		04/01/2010		60							60	60			
B0032402	TEXAS CITY	TX		04/22/2010		86							86	86			
A9122201	THE WOODLANDS	TX		03/10/2010		73							73	73			
B0063002	TROUTDALE	OR		03/30/2001		116							116	116			
A9040601	TROY	MI		06/15/2009		284							284	284			
A8071804	TRUCKEE	CA		01/28/2009		474							474	474			
A9111601	TUCSON	AZ		01/19/2010		22							22	22			
B0072704	TUCSON	AZ		11/02/2010		141							141	141			
A9042802	TUKWILA	WA		07/07/2009		121							121	121			
A8121101	TUKWILA	WA		02/17/2009		166							166	166			
A9032104	TULIA	TX		06/05/2009		88							88	88			
B0032509	TUSTIN	CA		05/26/2010		62							62	62			
A9061608	TYLER	TX		08/27/2009		34							34	34			
B0090702	UPLAND	CA		11/22/2010		44							44	44			
A9050102	UVALDE	TX		07/20/2009		117							117	117			
B0060303	VALLEJO	CA		07/20/2010		897							897	897			
A8121203	VALLEJO	CA		02/20/2009		37							37	37			
B0021102	VALRICO	FL		03/31/2010		336							336	336			
A9061610	VAN HORN	TX		09/30/2009		33							33	33			
A9032701	VAN NUYS	CA		06/10/2009		197							197	197			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration			
B0071604	VANCOUVER	WA		09/20/2010		93							93	93			
A8110702	VENTURA	CA		01/14/2009		207							207	207			
B0071902	VENTURA	CA		10/25/2010		242							242	242			
A8120101	VERNON	CA		02/12/2009		58							58	58			
B0042701	VICTORIA	VA		05/06/2010		77							77	77			
B0071303	VISTA	CA		09/23/2010		154							154	154			
A9101305	WALNUT	CA		12/16/2009		151							151	151			
B0060105	WALNUT CREEK	CA		07/14/2010		110							110	110			
B0040901	WASHINGTON	DC		06/22/2010		54							54	54			
B0012604	WASHINGTON	KS		02/18/2010		45							45	45			
B0040702	WAUKEGAN	IL		06/21/2010		386							386	386			
B0082501	WEATHERFORD	TX		10/28/2010		280							280	280			
B0032202	WELLS	TX		04/01/2010		55							55	55			
B0041501	WESLACO	TX		06/04/2010		113							113	113			
B0070601	WEST BLOOMFIELD	MI		09/17/2010		425							425	425			
A9120401	WEST BOUNTIFUL	UT		01/27/2010		189							189	189			
B0071208	WEST CHICAGO	IL		10/29/2010		140							140	140			
A8111202	WEST COVINA	CA		01/27/2009		131							131	131			
B0060701	WEST HOLLYWOOD	CA		07/29/2010		671							671	671			
A9021902	WEST SACRAMENTO	CA		04/28/2009		72							72	72			
A9091002	WEST VALLEY CITY	UT		10/20/2009		159							159	159			
A9052101	WEST VALLEY CITY	UT		07/27/2009		248							248	248			
B0060401	WEST VALLEY CITY	UT		08/04/2010		167							167	167			
B0080302	WESTMINSTER	CO		10/14/2010		246							246	246			
B0010501	WHITTIER	CA		04/12/2010		103							103	103			
B0072003	WHITTIER	CA		10/14/2010		179							179	179			
A8112602	WINDSOR	CT		01/30/2009		436							436	436			
A9042701	WINTER GARDEN	FL		07/07/2009		209							209	209			
A9100602	WINTER PARK	FL		12/23/2009		175							175	175			
B0052702	WINTER PARK	FL		08/26/2010		417							417	417			
A9120301	WINTERS	TX		02/04/2010		25							25	25			
A9042801	WOODBRIDGE	VA		07/20/2009		170							170	170			
A9020305	WOODLAND	CA		04/01/2009		138							138	138			
B0052501	WOODLAND HILLS	CA		10/01/2010		471							471	471			
B0052803	WOODSTOCK	GA		08/18/2010		664							664	664			

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest	8	9	10 Current Year's Other than Temporary Impairment	11	12	13	Book Value/ Recorded Investment Excluding Accrued Interest		Foreign Exchange Gain (Loss) on	Realized Gain (Loss) on	Total Gain (Loss) on
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	on Disposal	Consideration	Disposal	Disposal	Disposal
A9010702	YUMA	AZ		02/25/2009		194							194	194			
0299999 Mortgages with partial repayments						212,053							212,053	212,053			
0599999 Totals						328,280							328,280	328,280			

NONE Schedule BA - Part 2 and 3

SCHEDULE D - PART 3

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

1 CUSIP Ident-ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
3620AC-DK-7	GNMA II REVERSE MTG - FIXED-RATE		02/20/2011	CAPITALIZED INTEREST		51,173	51,173.00		1
3620AC-DS-0	GNMA II REVERSE MTG - FIXED-RATE		03/20/2011	CAPITALIZED INTEREST		57,358	57,358.00		1
3620AC-DT-8	GNMA II REVERSE MTG - FIXED-RATE		03/20/2011	CAPITALIZED INTEREST		133,720	133,720.00		1
3620AC-EH-3	GNMA II REVERSE MTG - FIXED-RATE		03/20/2011	CAPITALIZED INTEREST		195,218	195,218.00		1
3620AC-G2-3	GNMA II REVERSE MTG - FIXED-RATE		02/20/2011	CAPITALIZED INTEREST		61,499	61,499.00		1
36297K-4D-0	GNMA II REVERSE MTG - FIXED-RATE		03/20/2011	CAPITALIZED INTEREST		28,472	28,472.00		1
36297K-4L-2	GNMA II REVERSE MTG - FIXED-RATE		03/20/2011	CAPITALIZED INTEREST		141,756	141,756.00		1
36297K-4P-3	GNMA II REVERSE MTG - FIXED-RATE		02/20/2011	CAPITALIZED INTEREST		84,996	84,996.00		1
0599999	Total Bonds U. S. Government				X X X	754,192	754,192.00		X X X
745145-R6-1	PR COMWLTH		02/16/2011	GUGGENHEIM CAPITAL		1,062,590	1,000,000.00	6,389	2FE
2499999	U.S. Total Bonds Political Subdivisions of States, Territories and Possessions				X X X	1,062,590	1,000,000.00	6,389	X X X
13033L-KN-6	CALIFORNIA HEALTH FACS FING AUTH R		01/26/2011	MORGAN STANLEY		2,000,000	2,000,000.00		1FE
31397S-MX-9	FNMA_11-28A		03/03/2011	BARCLAYS CAPITAL		6,089,360	5,912,000.00	19,050	1
31397Q-F5-2	FNR_11-18B_AC		02/03/2011	BANK OF AMERICA		12,402,656	12,000,000.00	36,000	1
455059-AC-9	IN FIN PWR/LT-B		01/27/2011	WACHOVIA		1,590,570	1,500,000.00	6,125	2FE
594695-N9-5	MICHIGAN ST TRUNK LINE		02/17/2011	ROYAL BANK OF CANADA		2,194,500	2,000,000.00	31,111	1FE
955816-AG-8	WEST SHORE PA AREA AUTH HOSP REV		01/14/2011	MERRILL LYNCH		3,513,005	3,435,000.00		2FE
97710B-B8-4	WISCONSIN ST HEALTH & EDL FACS AUT		01/21/2011	PIPER JAFFREY		2,011,900	2,000,000.00		1FE
3199999	U.S. Total Bonds Special Revenue and Special Assessment and all Non-Guaranteed Obligations				X X X	29,801,995	28,647,000.00	92,286	X X X
059472-AG-5	BAFC_11-R2_2A4		03/29/2011	BANK OF AMERICA		2,009,375	2,000,000.00	8,333	1Z
LX1179-85-7	BURGER KING CORPORATION		02/15/2011	RESTRUCTURE		1,961,069	2,000,000.00		3Z
171340-AG-7	CHURCH & DWIGHT CO		02/07/2011	DEUTSCHE BANK		995,270	1,000,000.00	5,118	2FE
LX1181-74-7	DENNY'S, INC. (DENNY'S REALTY, LLC)		03/01/2011	RESTRUCTURE		1,893,149	1,920,000.00		4Z
25442L-AB-2	DINEEQUITY, INC.		02/23/2011	BARCLAYS CAPITAL		2,700,833	2,700,833.90		3FE
LX1186-07-6	EARTHBOUND HOLDINGS III, LLC		03/24/2011	RBC CAPITAL MARKETS		2,000,000	2,000,000.00		4Z
29379V-AS-2	ENTERPRISE PRODUCTS OPERATING LLC		03/03/2011	DEUTSCHE BANK		1,487,565	1,500,000.00	7,333	2FE
37951K-AC-0	GLOBAL CASH ACCESS, INC.		02/23/2011	DEUTSCHE BANK AG CAYMAN ISLANDS BRANCH		2,030,000	2,000,000.00		3FE
38375B-JH-6	GNR 2010-H27 JA		03/20/2011	CAPITALIZED INTEREST		24,924	24,924.00		1
38375B-JT-0	GNR 2011-H03 HA		03/20/2011	VARIOUS		10,041,481	10,041,482.00	24,750	1
LX1183-86-7	HANGER ORTHOPEDIC GROUP, INC.		03/08/2011	BANK OF AMERICA, N.A.		3,000,000	3,000,000.00		3Z
40418Y-AD-9	HHI HOLDINGS, LLC		03/18/2011	BANK OF AMERICA, N.A.		2,977,500	3,000,000.00		4FE
46521N-AW-2	ISTAR FINANCIAL INC.		03/29/2011	JPMORGAN CHASE BANK, N.A.		2,000,000	2,000,000.00		4Z
52706Y-AC-7	LESLIE'S POOLMART, INC.		02/25/2011	BANK OF AMERICA, N.A.		2,000,000	2,000,000.00		4FE
58515U-AM-1	MEG ENERGY CORP.	I	03/16/2011	BARCLAYS BANK PLC		3,000,000	3,000,000.00		3Z
LX1181-28-3	MICHAEL FOODS GROUP, INC.		02/22/2011	BANK OF AMERICA, N.A.		2,000,000	2,000,000.00		4FE
LX1181-69-7	NBTY, INC.		02/24/2011	BARCLAYS BANK PLC		2,000,000	2,000,000.00		3FE

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
67001B-AK-9	NOVELIS, INC.	I	03/10/2011	BANK OF AMERICA, N.A.		3,000,000	3,000,000.00		3Z
70583G-AH-5	PELICAN PRODUCTS, INC.		03/07/2011	CREDIT SUISSE, CAYMAN ISLANDS BRANCH		1,500,000	1,500,000.00		4Z
71601K-AE-9	PETCO ANIMAL SUPPLIES, INC.		02/25/2011	CREDIT SUISSE LOAN FUNDING LLC		3,000,000	3,000,000.00		4FE
LX1187-26-0	PRESIDIO, INC.		03/31/2011	BARCLAYS CAPITAL		2,955,000	3,000,000.00		4FE
80105N-AD-7	SANOFI-AVENTIS SA	F	03/22/2011	BANK OF AMERICA		994,890	1,000,000.00		1FE
LX1186-06-8	SIDERA NETWORKS, INC.		03/22/2011	SUNTRUST CAPITAL MARKETS		4,000,000	4,000,000.00		4FE
69349F-AF-8	TOMKINS, LLC / TOMKINS, INC.		02/17/2011	CITIBANK, N.A.		1,973,244	1,973,242.93		3Z
89364M-AQ-7	TRANSDIGM INC.		02/14/2011	CREDIT SUISSE, CAYMAN ISLANDS BRANCH		2,000,000	2,000,000.00		3FE
92829E-AG-0	VISANT CORPORATION		02/28/2011	CREDIT SUISSE LOAN FUNDING LLC		3,000,000	3,000,000.00		3FE
929766-YX-5	WBCMT 2005-C16 A4		02/11/2011	SOCIETE GENERALE		5,284,180	5,000,000.00	10,098	1FE
3899999	Total Bonds Industrial and Miscellaneous (Unaffiliated)				X X X	69,648,480	69,660,482.83	55,632	X X X
8399997	Total Bonds Part 3				X X X	101,467,257	100,261,674.83	154,307	X X X
8399998	Summary Item from Part 5 for Bonds				X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds				X X X	101,467,257	100,261,674.83	154,307	X X X
88579Y-10-1	3M CO		03/02/2011	JP MORGAN CHASE	21.000	1,927			L
005125-10-9	ACXIOM CORP		03/02/2011	BERNSTEIN	165.000	2,727			L
00751Y-10-6	ADVANCE AUTO PARTS INC.		03/02/2011	BERNSTEIN	56.000	3,517			L
007974-10-8	ADVENT SOFTWARE INC		03/02/2011	BERNSTEIN	97.000	2,739			L
009158-10-6	AIR PRODUCTS & CHEMICALS INC		03/02/2011	JP MORGAN CHASE	23.000	2,073			L
011659-10-9	ALASKA AIR GROUP INC.		03/02/2011	BERNSTEIN	49.000	2,813			L
012653-10-1	ALBEMARLE CORP.		03/02/2011	BERNSTEIN	64.000	3,603			L
014482-10-3	ALEXANDER & BALDWIN INC.		03/02/2011	BERNSTEIN	68.000	2,758			L
015271-10-9	ALEXANDRIA REAL ESTATE EQUIT		03/02/2011	BERNSTEIN	35.000	2,704			L
025932-10-4	AMERICAN FINANCIAL GROUP INC.		03/02/2011	BERNSTEIN	80.000	2,736			L
026874-15-6	AMERICAN INTL GROUP INC WTS EXP 01		01/25/2011	DIRECT	122.000	1,555			L
032654-10-5	ANALOG DEVICES INC.		03/02/2011	JP MORGAN CHASE	51.000	2,020			L
00184X-10-5	AOL INC.		03/02/2011	BERNSTEIN	134.000	2,720			L
037389-10-3	AON CORP.		03/02/2011	JP MORGAN CHASE	38.000	1,953			L
037833-10-0	APPLE COMPUTER INC		03/02/2011	JP MORGAN CHASE	22.000	7,706			L
039483-10-2	ARCHER DANIELS MIDLAND CO		03/02/2011	JP MORGAN CHASE	54.000	1,979			L
G05384-10-5	ASPEN INSURANCE HOLDINGS LTD.		03/02/2011	VARIOUS	1,827.000	55,359			L
00206R-10-2	AT&T CORP		03/02/2011	JP MORGAN CHASE	69.000	1,960			L
050095-10-8	ATWOOD OCEANICS INC		03/02/2011	BERNSTEIN	61.000	2,763			L
053332-10-2	AUTOZONE INC		03/02/2011	JP MORGAN CHASE	13.000	3,397			L
060505-10-4	BANK OF AMERICA CORP		03/02/2011	JP MORGAN CHASE	12.000	167			L
064058-10-0	BANK OF NEW YORK MELLON CORP		03/02/2011	JP MORGAN CHASE	67.000	2,017			L
075887-10-9	BECTON DICKINSON & CO		03/02/2011	JP MORGAN CHASE	32.000	2,544			L

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues 2.

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
06846N-10-4	BILL BARRETT CORP		03/02/2011	BERNSTEIN	72.000	2,736			L
090572-20-7	BIO-RAD LABORATORIES-CL A		03/02/2011	BERNSTEIN	25.000	2,816			L
099724-10-6	BORGWARNER INC.		02/04/2011	BARCLAYS CAPITAL	139.000	9,317			L
109641-10-0	BRINKER INTERNATIONAL INC		03/02/2011	BERNSTEIN	120.000	2,778			L
115236-10-1	BROWN & BROWN INC.		03/02/2011	BERNSTEIN	108.000	2,758			L
118759-10-9	BUCYRUS INTERNATIONAL INC		03/02/2011	BERNSTEIN	39.000	3,551			L
12541W-20-9	C.H. ROBINSON WORLDWIDE INC		03/02/2011	JP MORGAN CHASE	46.000	3,278			L
12673P-10-5	CA INC		03/02/2011	JP MORGAN CHASE	82.000	2,004			L
127387-10-8	CADENCE DESIGN SYSTEMS INC.		03/02/2011	BERNSTEIN	280.000	2,771			L
134429-10-9	CAMPBELL SOUP CO		03/02/2011	JP MORGAN CHASE	59.000	1,978			L
169656-10-5	CHIPOTLE MEXICAN GRILL-CL A		03/02/2011	BERNSTEIN	15.000	3,560			L
171798-10-1	CIMAREX ENERGY CO.		02/04/2011	BARCLAYS CAPITAL	70.000	7,271			L
176566-10-8	CITY NATIONAL CORP.		03/02/2011	BERNSTEIN	48.000	2,790			L
184496-10-7	CLEAN HARBORS INC		03/02/2011	BERNSTEIN	30.000	2,703			L
189054-10-9	CLOROX CO		03/02/2011	JP MORGAN CHASE	40.000	2,705			L
191216-10-0	COCA-COLA CO		03/02/2011	JP MORGAN CHASE	41.000	2,644			L
203668-10-8	COMMUNITY HEALTH SYSTEMS INC		03/02/2011	BERNSTEIN	69.000	2,820			L
205887-10-2	CONAGRA FOODS INC		03/02/2011	JP MORGAN CHASE	101.000	2,299			L
212485-10-6	CONVERGYS CORP		03/02/2011	BERNSTEIN	197.000	2,752			L
219023-10-8	CORN PRODUCTS INTL INC		03/02/2011	BERNSTEIN	58.000	2,732			L
22160K-10-5	COSTCO WHOLESALE COMMON STK		03/02/2011	JP MORGAN CHASE	27.000	1,964			L
G2554F-11-3	COVIDIEN PLC		03/02/2011	JP MORGAN CHASE	840.000	43,419			L
229899-10-9	CULLEN/FROST BANKERS INC		03/02/2011	BERNSTEIN	95.000	5,533			L
232806-10-9	CYPRESS SEMICONDUCTOR CORP		03/02/2011	BERNSTEIN	3,979.000	84,594			L
243537-10-7	DECKERS OUTDOOR CORP		03/02/2011	BERNSTEIN	33.000	2,777			L
257651-10-9	DONALDSON CO. INC.		03/02/2011	BERNSTEIN	64.000	3,561			L
26483E-10-0	DUN & BRADSTREET CORP		03/02/2011	JP MORGAN CHASE	42.000	3,332			L
278058-10-2	EATON CORP		03/02/2011	JP MORGAN CHASE	295.000	15,980			L
28176E-10-8	EDWARDS LIFESCIENCES CORP		03/02/2011	BERNSTEIN	76.000	6,659			L
29266R-10-8	ENERGIZER HOLDINGS INC.		02/04/2011	BARCLAYS CAPITAL	45.000	3,030			L
294429-10-5	EQUIFAX INC		03/02/2011	JP MORGAN CHASE	55.000	1,964			L
29444U-50-2	EQUINIX INC		03/02/2011	BERNSTEIN	42.000	3,554			L
297178-10-5	ESSEX PROPERTY TRUST INC.		03/02/2011	BERNSTEIN	36.000	4,298			L
30161N-10-1	EXELON CORPORATION		03/02/2011	JP MORGAN CHASE	50.000	2,053			L
303075-10-5	FACTSET RESEARCH SYSTEMS INC		03/02/2011	BERNSTEIN	32.000	3,327			L
307000-10-9	FAMILY DOLLAR STORES		03/02/2011	JP MORGAN CHASE	43.000	2,161			L
313747-20-6	FEDERAL REALTY INVESTMENT TRUST		03/02/2011	BERNSTEIN	34.000	2,749			L
316773-10-0	FIFTH THIRD BANCORP.		03/02/2011	JP MORGAN CHASE	239.000	3,293			L
337932-10-7	FIRSTENERGY CORP		03/03/2011	VARIOUS	393.000	14,202			L
337915-10-2	FIRSTMERIT CORP		03/02/2011	BERNSTEIN	165.000	2,751			L
35671D-85-7	FREEPORT MCMORAN COPPER COMMON STOCK		03/02/2011	JP MORGAN CHASE	1.000	52			L
35914P-10-5	FRONTIER OIL CORP.		03/02/2011	BERNSTEIN	182.000	2,732			L

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SCHEDULE D - PART 3

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

1 CUSIP Ident-ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
366651-10-7	GARTNER INC		03/02/2011	BERNSTEIN	374.000	14,109			L
361448-10-3	GATX CORP.		03/02/2011	BERNSTEIN	81.000	2,758			L
38141G-10-4	GOLDMAN SACHS GROUP COMMON STK		03/02/2011	JP MORGAN CHASE	12.000	1,940			L
38259P-50-8	GOOGLE INC-CL A		03/02/2011	JP MORGAN CHASE	6.000	3,606			L
393122-10-6	GREEN MOUNTAIN COFFEE ROASTE		03/02/2011	BERNSTEIN	69.000	2,828			L
423074-10-3	H. J. HEINZ CO		03/02/2011	JP MORGAN CHASE	53.000	2,600			L
411310-10-5	HANSEN NATURAL CORP		03/02/2011	BERNSTEIN	49.000	2,766			L
404132-10-2	HCC INSURANCE HOLDINGS INC		03/02/2011	BERNSTEIN	90.000	2,768			L
40414L-10-9	HCP INC		03/02/2011	JP MORGAN CHASE	105.000	3,856			L
600544-10-0	HERMAN MILLER INC		03/02/2011	BERNSTEIN	104.000	2,725			L
404251-10-0	HNI CORP		02/04/2011	BARCLAYS CAPITAL	215.000	6,616			L
443510-20-1	HUBBELL INC. (CL B)		03/02/2011	BERNSTEIN	45.000	2,985			L
446150-10-4	HUNTINGTON BANCSHARES		03/02/2011	JP MORGAN CHASE	303.000	1,991			L
460690-10-0	INTERPUBLIC GROUP COS INC		03/02/2011	JP MORGAN CHASE	157.000	2,024			L
832696-40-5	JM SMUCKER CO/THE-NEW COMMON		03/02/2011	JP MORGAN CHASE	35.000	2,375			L
968223-20-6	JOHN WILEY & SONS INC. (CL A)		03/02/2011	BERNSTEIN	58.000	2,714			L
478160-10-4	JOHNSON & JOHNSON		03/02/2011	JP MORGAN CHASE	51.000	3,088			L
48020Q-10-7	JONES LANG LASALLE INC		03/02/2011	BERNSTEIN	28.000	2,703			L
481165-10-8	JOY GLOBAL INC.		03/02/2011	VARIOUS	289.000	26,943			L
494368-10-3	KIMBERLY CLARK CORP		03/02/2011	JP MORGAN CHASE	50.000	3,227			L
497266-10-6	KIRBY CORP.		03/02/2011	BERNSTEIN	50.000	2,771			L
500643-20-0	KORN/FERRY INTERNATIONAL		03/02/2011	BERNSTEIN	127.000	2,799			L
50540R-40-9	LABORATORY CORP OF AMERICA HL		03/02/2011	JP MORGAN CHASE	23.000	2,053			L
512815-10-1	LAMAR ADVERTISING CO. (CL A)		02/04/2011	BARCLAYS CAPITAL	245.000	9,362			L
515098-10-1	LANDSTAR SYSTEM INC.		03/02/2011	BERNSTEIN	70.000	3,046			L
531172-10-4	LIBERTY PROPERTY TRUST		03/02/2011	BERNSTEIN	83.000	2,729			L
544147-10-1	LORILLARD INC.		03/02/2011	JP MORGAN CHASE	32.000	2,493			L
546347-10-5	LOUISIANA-PACIFIC CORP.		02/04/2011	BARCLAYS CAPITAL	312.000	3,267			L
554382-10-1	MACERICH CO.		03/02/2011	BERNSTEIN	56.000	2,698			L
554489-10-4	MACK-CALI REALTY CORP.		03/02/2011	BERNSTEIN	124.000	4,107			L
56418H-10-0	MANPOWER INC.		03/02/2011	BERNSTEIN	43.000	2,719			L
573284-10-6	MARTIN MARIETTA MATERIALS INC.		03/02/2011	BERNSTEIN	43.000	3,745			L
589433-10-1	MEREDITH CORP		02/04/2011	BARCLAYS CAPITAL	949.000	32,071			L
595017-10-4	MICROCHIP TECHNOLOGY INC		03/02/2011	JP MORGAN CHASE	55.000	2,034			U
608190-10-4	MOHAWK INDUSTRIES INC.		03/02/2011	BERNSTEIN	48.000	2,763			L
620097-10-5	MOTOROLA MOBILITY HOLDINGS INC.		01/04/2011	DIRECT	483.000	12,615			L
636180-10-1	NATIONAL FUEL GAS CO.		03/02/2011	BERNSTEIN	42.000	3,025			L
651290-10-8	NEWFIELD EXPLORATION CO.		03/02/2011	JP MORGAN CHASE	29.000	2,032			L
65339F-10-1	NEXTERA ENERGY INC		03/02/2011	JP MORGAN CHASE	47.000	2,522			L
654106-10-3	NIKE INC		03/02/2011	JP MORGAN CHASE	22.000	1,946			L
H5833N-10-3	NOBLE CORP.	F	03/02/2011	JP MORGAN CHASE	429.000	19,163			L
655044-10-5	NOBLE ENERGY INC		03/02/2011	JP MORGAN CHASE	23.000	2,076			L

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SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
664397-10-6	NORTHEAST UTILITIES		03/02/2011	JP MORGAN CHASE	86.000	2,922			L
665531-10-9	NORTHERN OIL & GAS INC.		03/02/2011	BERNSTEIN	1,221.000	38,190			U
666807-10-2	NORTHROP CORP		03/02/2011	JP MORGAN CHASE	30.000	1,991			L
674599-10-5	OCCIDENTAL PETROLEUM CORP		03/02/2011	JP MORGAN CHASE	20.000	2,022			L
675232-10-2	OCEANEERING INTL INC		03/02/2011	BERNSTEIN	33.000	2,692			L
699173-20-9	PARAMETRIC TECHNOLOGY CORP. COM STOCK		03/02/2011	BERNSTEIN	121.000	2,800			L
70336T-10-4	PATRIOT COAL CORP		03/02/2011	BERNSTEIN	252.000	5,893			L
709631-10-5	PENTAIR INC		03/02/2011	BERNSTEIN	75.000	2,747			L
717081-10-3	PFIZER INC		03/02/2011	JP MORGAN CHASE	1.000	19			L
717124-10-1	PHARMACEUTICAL PRODUCT DEVEL		03/02/2011	BERNSTEIN	100.000	2,768			L
718592-10-8	PHILLIPS-VAN HEUSEN CORP		03/02/2011	BERNSTEIN	47.000	2,786			L
731068-10-2	POLARIS INDUSTRIES INC		03/02/2011	BERNSTEIN	36.000	2,812			L
742718-10-9	PROCTER & GAMBLE CO		03/02/2011	JP MORGAN CHASE	61.000	3,817			L
747277-10-1	QLOGIC CORP		02/04/2011	BARCLAYS CAPITAL	2,980.000	54,326			L
750086-10-0	RACKSPACE HOSTING INC.		03/02/2011	BERNSTEIN	77.000	2,796			L
751028-10-1	RALCORP HOLDINGS INC		03/02/2011	BERNSTEIN	43.000	2,767			L
759351-60-4	REINSURANCE GROUP OF AMERICA INC		03/02/2011	BERNSTEIN	47.000	2,772			L
759509-10-2	RELIANCE STEEL & ALUMINUM CO.		03/02/2011	BERNSTEIN	51.000	2,771			L
761713-10-6	REYNOLDS AMERICAN INC.		03/02/2011	JP MORGAN CHASE	58.000	1,988			L
768573-10-7	RIVERBED TECHNOLOGY INC.		03/28/2011	JP MORGAN CHASE	104.000	3,831			L
779376-10-2	ROVI CORP.		03/02/2011	BERNSTEIN	148.000	8,103			L
79377W-10-8	SAKS INC		02/04/2011	BARCLAYS CAPITAL	416.000	4,593			L
803111-10-3	SARA LEE CORP		03/02/2011	JP MORGAN CHASE	117.000	1,987			L
80589M-10-2	SCANA CORP		03/02/2011	JP MORGAN CHASE	60.000	2,420			L
806857-10-8	SCHLUMBERGER LTD		03/02/2011	JP MORGAN CHASE	22.000	1,980			L
820280-10-5	SHAW GROUP INC		03/02/2011	BERNSTEIN	70.000	2,802			L
824348-10-6	SHERWIN WILLIAMS CO		03/02/2011	JP MORGAN CHASE	25.000	1,995			L
827048-10-9	SILGAN HOLDINGS INC		03/02/2011	BERNSTEIN	84.000	3,062			L
78440X-10-1	SL GREEN REALTY CORP.		03/02/2011	BERNSTEIN	37.000	2,699			L
832248-10-8	SMITHFIELD FOODS INC.		03/02/2011	BERNSTEIN	122.000	2,763			L
835898-10-7	SOTHEBYS		02/04/2011	BARCLAYS CAPITAL	107.000	4,532			L
844741-10-8	SOUTHWEST AIRLS COMPANY		03/02/2011	JP MORGAN CHASE	1.000	12			L
852061-10-0	SPRINT NEXTEL		03/02/2011	JP MORGAN CHASE	6.000	26			L
784635-10-4	SPX CORP.		03/02/2011	BERNSTEIN	34.000	2,690			L
858912-10-8	STERICYCLE INC		03/02/2011	JP MORGAN CHASE	23.000	1,961			L
868157-10-8	SUPERIOR ENERGY SERVICES INC		03/02/2011	BERNSTEIN	74.000	2,713			L
87161C-10-5	SYNOVUS FINANCIAL CORP.		02/04/2011	BARCLAYS CAPITAL	998.000	2,774			L
876664-10-3	TAUBMAN CENTERS INC.		02/04/2011	BARCLAYS CAPITAL	1,357.000	71,685			L
872275-10-2	TCF FINANCIAL CORP.		03/28/2011	JP MORGAN CHASE	446.000	6,856			L
879369-10-6	TELEFLEX INC.		03/02/2011	BERNSTEIN	48.000	2,786			L
880779-10-3	TEREX CORP.		02/04/2011	BARCLAYS CAPITAL	74.000	2,757			L
427866-10-8	THE HERSHEY COMPANY		03/02/2011	JP MORGAN CHASE	38.000	1,995			L

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SCHEDULE D - PART 3

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

1 CUSIP Ident-ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
885160-10-1	THOR INDUSTRIES INC.		03/02/2011	BERNSTEIN	84.000	2,718			L
886423-10-2	TIDEWATER INC		03/02/2011	BERNSTEIN	44.000	2,734			L
87311L-10-4	TW TELECOM INC		03/02/2011	BERNSTEIN	153.000	2,771			L
H89128-10-4	TYCO INTERNATIONAL LTD.	F	03/02/2011	JP MORGAN CHASE	44.000	1,981			L
902681-10-5	UGI CORP.		03/02/2011	BERNSTEIN	87.000	2,818			L
911363-10-9	UNITED RENTALS INC		02/04/2011	BARCLAYS CAPITAL	91.000	2,743			L
91307C-10-2	UNITED THERAPEUTICS CORP.		03/02/2011	BERNSTEIN	41.000	2,788			L
913903-10-0	UNIVERSAL HEALTH SERVICES INC. CL		03/02/2011	BERNSTEIN	56.000	2,764			L
903236-10-7	URS CORP.		03/02/2011	BERNSTEIN	61.000	2,797			L
920253-10-1	VALMONT INDUSTRIES INC.		03/02/2011	BERNSTEIN	27.000	2,675			L
922207-10-5	VARIAN SEMICONDUCTOR EQUIP		02/28/2011	JP MORGAN CHASE	1,579.000	80,786			L
92343E-10-2	VERISIGN INC		03/02/2011	JP MORGAN CHASE	56.000	2,000			L
92553P-20-1	VIACOM INC-CLASS B		03/02/2011	JP MORGAN CHASE	44.000	1,969			L
928298-10-8	VISHAY INTERTECHNOLOGY INC.		02/04/2011	BARCLAYS CAPITAL	386.000	6,560			L
930059-10-0	WADDELL & REED FINANCIAL-A		03/02/2011	BERNSTEIN	69.000	2,735			L
94106L-10-9	WASTE MANAGEMENT INC.		03/02/2011	JP MORGAN CHASE	114.000	4,197			L
942622-20-0	WATSCO INC.		03/02/2011	BERNSTEIN	44.000	2,925			L
947890-10-9	WEBSTER FINANCIAL CORP.		02/04/2011	BARCLAYS CAPITAL	466.000	10,697			L
949746-10-1	WELLS FARGO COMPANY		03/02/2011	JP MORGAN CHASE	3.000	95			L
950755-10-8	WERNER ENTERPRISES INC.		03/02/2011	BERNSTEIN	119.000	2,795			L
962166-10-4	WEYERHAEUSER CO		03/02/2011	JP MORGAN CHASE	84.000	1,985			L
969904-10-1	WILLIAMS-SONOMA INC		03/02/2011	BERNSTEIN	76.000	2,784			L
929297-10-9	WMS INDUSTRIES INC		03/02/2011	BERNSTEIN	71.000	2,750			L
980745-10-3	WOODWARD INC.		03/02/2011	BERNSTEIN	86.000	2,731			L
988498-10-1	YUM! BRANDS INC		03/02/2011	JP MORGAN CHASE	40.000	1,966			L
9099999	Total Common Stock Industrial and Miscellaneous (Unaffiliated)				X X X	1,040,269	X X X		X X X
9799997	Total Common Stock Part 3				X X X	1,040,269	X X X		X X X
9799998	Summary Item from Part 5 for Common Stocks				X X X	X X X	X X X	X X X	X X X
9799999	Total Common Stock				X X X	1,040,269	X X X		X X X
9899999	Total Preferred and Common Stock				X X X	1,040,269	X X X		X X X
9999999	Totals				X X X	102,507,526	X X X	154,307	X X X

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
91203*-AJ-3	FHA USGI #11		03/25/2011	SINKING FUND REDE		2,245	2,245.00	2,279	2,245						2,245				28	06/01/2024	1
3620AC-DK-7	GNMA II REVERSE MTG - FIXED-RAT		03/01/2011	MBS PAYMENT		25,946	25,946.00	27,480	25,961		(15)		(15)		25,946				356	07/01/2021	1
3620AC-Q2-3	GNMA II REVERSE MTG - FIXED-RAT		03/01/2011	MBS PAYMENT		73,451	73,451.00	79,847	73,519		(68)		(68)		73,451				1,000	06/30/2021	1
36297K-4D-0	GNMA II REVERSE MTG - FIXED-RAT		02/01/2011	MBS PAYMENT		33,062	33,062.00	34,334	33,073		(11)		(11)		33,062				301	01/20/2019	1
36297K-4L-2	GNMA II REVERSE MTG - FIXED-RAT		02/01/2011	MBS PAYMENT		29,429	29,429.00	31,068	29,431		(3)		(3)		29,429				267	08/19/2023	1
36297K-4P-3	GNMA II REVERSE MTG - FIXED-RAT		03/01/2011	MBS PAYMENT		54,621	54,621.00	57,869	54,635		(15)		(15)		54,621				743	04/22/2023	1
71646X-AA-6	PETRODRILL FOUR LIMITED - GTD	R	01/15/2011	SINKING FUND REDE		132,120	132,120.00	127,007	131,904		216		216		132,120				2,801	01/15/2016	1
831641-EP-6	SBIC_09-P10A		02/01/2011	MBS PAYMENT		487,935	487,935.00	487,935	487,935						487,935				5,814	02/01/2019	1
233244-AH-5	US DEPT OF TRANSPORTATION - GT		03/07/2011	SINKING FUND REDE		42,810	42,810.00	42,810	42,810						42,810				400	12/07/2021	1
0599999	Total - Bonds - U.S. Governments				X X X	881,619	881,619.00	890,629	881,513		104		104		881,619				11,710	X X X	X X X
167485-SU-6	CHICAGO PREREF-2006-A		01/03/2011	DIRECT		6,822,550	6,755,000.00	7,253,249	6,622,550						6,822,550				185,763	01/01/2038	1FE
2499999	U.S. Total - Bonds - Political Subdivisions of States, Territories and Possessions				X X X	6,822,550	6,755,000.00	7,253,249	6,622,550						6,822,550				185,763	X X X	X X X
041083-PB-6	AR DEV SFM		01/03/2011	DIRECT		155,000	155,000.00	155,853	155,523		(1)		(1)		155,523		(523)	(523)	3,604	07/01/2021	1FE
13034P-AY-3	CA HFA AMT-HM MTG-L		02/01/2011	MATURITY		2,575,000	2,575,000.00	2,574,690	2,574,993		7		7		2,575,000				49,569	02/01/2011	1FE
198504-KJ-0	COLUMBIA S C WTRWKS & SWR SYS		01/01/2011	MATURITY		170,000	170,000.00	133,469	170,000						170,000				6,588	01/01/2011	1FE
312962-H2-2	FG B10249		03/01/2011	MBS PAYMENT		24,630	24,630.00	25,284	24,615		15		15		24,630				190	08/01/2013	1
312969-ZP-6	FG B17050		03/01/2011	MBS PAYMENT		9,467	9,467.00	9,719	9,471		(4)		(4)		9,467				87	08/01/2014	1
312971-K9-4	FG B18420		03/01/2011	MBS PAYMENT		14,819	14,819.00	15,212	14,821		(3)		(3)		14,819				136	01/01/2015	1
31394L-FA-5	FHR 2691 OR		01/01/2011	MBS PAYMENT		61,252	61,252.00	61,693	61,252						61,252				230	01/01/2011	1
31394N-KB-3	FHR 2742 LB		03/01/2011	MBS PAYMENT		115,876	115,876.00	117,458	115,876						115,876				899	10/01/2011	1
31394W-JJ-8	FHR 2776 OL		03/01/2011	MBS PAYMENT		270,053	270,053.00	265,918	269,912		140		140		270,053				2,022	09/01/2011	1
34073N-X8-8	FL HFC AMT-HMOWNR-1		01/03/2011	DIRECT		115,000	115,000.00	115,000	115,000						115,000				2,674	01/01/2026	1FE
34073N-P9-5	FL HSG-AMT-4-HMOWNR		01/03/2011	DIRECT		10,000	10,000.00	9,990	9,994						9,994		6	6	238	07/01/2016	1FE
31412R-BB-2	FN 932534		03/01/2011	MBS PAYMENT		729,461	729,461.00	758,012	730,521		(1,061)		(1,061)		729,461				4,119	10/01/2019	1
31417Y-MF-1	FNMA 10YR		03/01/2011	MBS PAYMENT		4,287,336	4,287,336.00	4,442,672	4,292,101		(4,766)		(4,766)		4,287,336				25,110	12/01/2019	1
31417Y-QM-2	FNMA 10YR		03/01/2011	MBS PAYMENT		1,080,319	1,080,319.00	1,115,261	1,081,309		(990)		(990)		1,080,319				6,721	04/01/2020	1
31417Y-VX-2	FNMA 10YR		03/01/2011	MBS PAYMENT		226,580	226,580.00	234,722	226,714		(134)		(134)		226,580				1,350	11/01/2020	1
31418S-ND-7	FNMA 10YR		03/01/2011	MBS PAYMENT		400,848	400,848.00	411,965	401,151		(303)		(303)		400,848				2,455	03/01/2020	1
313603-TM-4	FNR 1990-9 E		03/01/2011	MBS PAYMENT		466	466.00	486	466						466				7	12/01/2019	1
31393U-XK-4	FNR 2003-128 DL		03/01/2011	MBS PAYMENT		271,275	271,275.00	266,697	271,113		163		163		271,275				1,945	08/01/2012	1
31397Q-F5-2	FNR_11-18B_AC		03/01/2011	MBS PAYMENT		117,120	117,120.00	121,050							117,120				390	06/01/2024	1
462467-AL-5	IA FIN SFM		01/03/2011	DIRECT		435,000	435,000.00	435,000	435,000						435,000				10,603	01/01/2026	1FE
462467-CC-3	IA FIN SFM AMT-MTG-B		03/01/2011	DIRECT		480,000	480,000.00	478,560	478,754		6		6		478,750		1,240	1,240	13,375	07/01/2026	1FE

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
45505T-BU-4	IN SFM MTG-SER C-1		01/03/2011	DIRECT		250,000	250,000.00	250,000	250,000						250,000				5,666	01/01/2020	1FE
587618-CD-9	MERCED IRR DIST		01/03/2011	DIRECT		45,000	45,000.00	31,500	42,238		4		4		42,242		2,758	2,758	544	07/01/2014	1
603798-AE-9	MINNEAPOLIS SFM-A4-CI		03/01/2011	DIRECT		790,415	790,415.00	804,642	799,231		(149)		(149)		799,082		(8,667)	(8,667)	7,453	11/01/2038	1FE
60636X-YU-1	MO SFM HMOWNR LN-D-1		03/01/2011	DIRECT		120,000	120,000.00	120,000	120,000						120,000				2,970	09/01/2026	1FE
647200-JN-5	NM MTG AMT-SFM-A1-I		01/03/2011	DIRECT		205,000	205,000.00	223,350	216,389		(9)		(9)		216,389		(11,389)	(11,389)	6,099	07/01/2037	1FE
656290-AF-6	NORPHLET INDL CHEM PJ		02/01/2011	DIRECT		220,000	220,000.00	225,126	222,026		(3)		(3)		222,023		(2,023)	(2,023)	5,500	02/01/2012	1FE
676907-MV-7	OH HFA AMT-E-RESIDENT		03/01/2011	DIRECT		300,000	300,000.00	300,000	300,000						300,000				7,125	09/01/2021	1FE
676907-PB-8	OH HFA AMT-RESIDTL-A		03/01/2011	DIRECT		190,000	190,000.00	190,000	190,000						190,000				4,394	09/01/2027	1FE
677356Q-AV-9	OHIO HSG AMT-MTG-H		03/01/2011	DIRECT		195,000	195,000.00	195,000	195,000						195,000				4,729	09/01/2026	1FE
67886R-LD-8	OK SFH-AMT-B-HMOWNRSH		03/01/2011	DIRECT		55,000	55,000.00	55,000	55,000						55,000				1,293	09/01/2026	1FE
67886R-LE-6	OK SFH-AMT-B-HMOWNRSH		03/01/2011	DIRECT		65,000	65,000.00	65,000	65,000						65,000				1,560	09/01/2031	1FE
67886R-KA-5	OK SFM-AMT-A-HMOWNRSH		03/01/2011	DIRECT		155,000	155,000.00	155,000	155,000						155,000				3,565	09/01/2021	1FE
720175-SR-0	PIEDMONT PWR-RF-A1		01/01/2011	MATURITY		2,500,000	2,500,000.00	2,498,500	2,500,000						2,500,000				59,375	01/01/2011	2FE
726022-DV-5	PLACER WTR MIDDLE FRK		01/03/2011	DIRECT		170,000	170,000.00	117,300	163,890		17		17		163,907		6,093	6,093	3,188	07/01/2012	1FE
83712D-EE-2	SC HSG AMT-SER B-2		01/03/2011	DIRECT		45,000	45,000.00	46,238	45,000						45,000				1,181	07/01/2019	1FE
83755G-W9-4	SD HSG HMOWNRSHP-K		03/01/2011	DIRECT		345,000	345,000.00	368,833	358,126		(404)		(404)		357,722		(12,722)	(12,722)	6,613	05/01/2031	1FE
880459-6M-9	TN HSG-AMT-06-2-HMOWN		01/03/2011	DIRECT		5,000	5,000.00	4,995	4,997						4,997		3	3	119	01/01/2016	1FE
921626-FE-2	VANCOUVER HSG OFFICE		03/01/2011	DIRECT		35,000	35,000.00	34,245	34,548		1		1		34,549		451	451	963	03/01/2028	2
3199999	U.S. Total - Bonds - Special Revenue and Special Assessment Non-Guaranteed Obl		XXX		XXX	17,239,917	17,239,917.0	17,433,540	17,155,040		(7,474)		(7,474)		17,264,690		(24,773)	(24,773)	254,971	XXX	XXX
00075W-AB-5	ABFC_06-HE1		03/25/2011	MBS PAYMENT		34,816	34,816.00	34,816	34,816						34,816				18	04/25/2011	1Z
00828K-AF-2	AFFINION GROUP, INC.		03/31/2011	PAYDOWN		9,359	9,359.28	9,172	9,193		7		7		9,200		159	159	115	10/09/2016	3FE
00915X-BJ-9	AIR PRODUCTS & CHEMICALS		02/07/2011	MATURITY		2,100,000	2,100,000.00	2,260,045	2,101,783		(1,783)		(1,783)		2,100,000				18,958	02/07/2011	1FE
01862L-AF-5	ALLIANCE LAUNDRY SYSTEMS LLC		03/31/2011	PAYDOWN		52,632	52,631.58	52,105	52,126		21		21		52,148		484	484	834	09/30/2016	4FE
03167D-AC-8	AMNEAL PHARMACEUTICALS LLC		03/31/2011	PAYDOWN		37,500	37,500.00	36,938	36,938		27		27		36,964		536	536	496	12/16/2015	4Z
03216F-AE-0	AMSCAN HOLDINGS, INC.		03/31/2011	PAYDOWN		7,500	7,500.00	7,425	7,426		3		3		7,428		72	72	121	12/02/2017	4FE
03840B-AD-5	AQUILEX HOLDINGS LLC		03/31/2011	PAYDOWN		1,250	1,250.00	1,250	1,250						1,250				18	04/01/2016	3FE
03979V-AF-9	ARDENT MEDICAL SERVICES, INC.		03/31/2011	PAYDOWN		1,250	1,250.00	1,238	1,239		1		1		1,240		10	10	20	09/15/2015	4FE
04648C-AN-3	ASURION, LLC (FKA ASURION CORP		03/31/2011	PAYDOWN		5,000	5,000.00	4,800	4,806		11		11		4,817		183	183	54	03/31/2015	3Z
05350F-AC-5	AVANTOR PERFORMANCE MATERIA		03/31/2011	PAYDOWN		5,000	5,000.00	4,950	4,951		2		2		4,953		47	47	78	10/07/2016	3Z
55312D-AF-5	AVETA INC.		01/14/2011	PAYDOWN		30,168	30,167.95	33,955	29,458		28		28		29,487		681	681	643	04/14/2015	4FE
55312D-AG-3	AVETA INC.		01/14/2011	PAYDOWN		30,168	30,167.95	33,955	29,458		28		28		29,487		681	681	643	04/14/2015	4FE
05539T-AR-6	BFC_04-1		03/02/2011	VARIOUS		157,684	157,684.00	53,613	54,957						54,957		102,727	102,727	1,706	12/01/2042	5FE
11162D-AC-6	BROCADE COMMUNICATIONS SYST		01/26/2011	PAYDOWN		152,336	152,335.69	154,067	153,373		(27)		(27)		153,346		(1,010)	(1,010)	2,736	10/07/2013	2FE
LX1164-21-4	BURGER KING CORPORATION		02/15/2011	RESTRUCTURE		1,981,069	2,000,000.00	1,980,000	1,980,654		415		415		1,981,069				15,972	10/19/2016	3FE
LX1179-85-7	BURGER KING CORPORATION		03/01/2011	BANK OF AMERICA, N		2,010,000	2,000,000.00	1,981,069			219		219		1,981,288		28,712	28,712	6,000	10/19/2016	3Z

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										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
124860-CB-1	CBASS_99-3		03/07/2011	VARIOUS		23,810	23,610.00	17,858	18,273						18,273		5,537	5,537	406	02/01/2029	1Z*
15131G-RK-2	CDMC_03-7P		03/01/2011	MBS PAYMENT		115,554	115,554.00	115,315	115,400		154		154		115,554				845	02/01/2012	1Z*
15132E-GM-4	CDMC_03-9		03/01/2011	VARIOUS		18,678	18,678.00	17,738	18,264						18,264		414	414	143	08/01/2012	1Z*
LX1139-71-1	CF INDUSTRIES, INC.		01/14/2011	REDEMPTION		288,348	288,347.64	288,348	288,348						288,348				2,036	04/05/2015	2FE
LX1164-00-8	CHG COMPANIES INC.		03/30/2011	PAYDOWN		130,435	130,434.78	127,826	127,908		106		106		128,013		2,422	2,422	2,465	10/07/2016	3Z
17275R-AB-8	CISCO SYSTEMS INC		02/22/2011	MATURITY		1,850,000	1,850,000.00	1,846,467	1,849,888		112		112		1,850,000				46,563	02/22/2011	1FE
18450J-AP-0	CLEAR CHANNEL COMMUNICATIONS		02/08/2011	VARIOUS		926,365	1,000,000.00	794,999	816,036		7,622		7,622		823,658		102,707	102,707	8,432	01/29/2016	5FE
29331@-AA-5	COLORADO CAPCO		03/01/2011	SINKING FUND REDE		2,489	2,489.00	2,489	2,489						2,489				85	03/01/2013	1
20047A-AC-4	COMM_04-LB2A		03/01/2011	MBS PAYMENT		117,268	117,268.00	107,996	116,853		415		415		117,268				568	03/01/2012	1Z*
126171-AB-3	COMM_05-C6		03/01/2011	MBS PAYMENT		846	846.00	800	846						846				7	06/01/2012	1Z*
22541Q-PU-0	CSFB_03-21		03/01/2011	MBS PAYMENT		85,774	85,774.00	86,193	85,768		5		5		85,774				744	11/01/2011	1Z*
126650-BQ-2	CVS PASS-THROUGH TRUST		03/10/2011	SINKING FUND REDE		11,931	11,931.00	9,157	11,888		43		43		11,931				138	01/10/2030	2FE
23726R-AF-2	DARLING INTERNATIONAL, INC.		02/08/2011	PAYDOWN		933,333	933,333.33	928,667	928,667		73		73		928,739		4,594	4,594	5,361	12/17/2016	2FE
24227V-AH-1	DEALER COMPUTER SERVICES, INC.		01/07/2011	PAYDOWN		131,668	131,668.13	127,766	131,668		2		2		131,670		198	198	1,674	04/21/2017	3FE
248693-AE-3	DENNY'S, INC. (DENNY'S REALTY, LL		03/01/2011	RESTRUCTURE		1,893,149	1,920,000.00	1,891,200	1,892,359		777		777		1,893,136		13	13	49,942	09/30/2016	4FE
LX1181-74-7	DENNY'S, INC. (DENNY'S REALTY, LL		03/28/2011	PAYDOWN		80,000	80,000.00	78,881			15		15		78,896		1,104	1,104	51	09/30/2016	4Z
25442L-AB-2	DINEEQUITY, INC.		03/31/2011	PAYDOWN		29,120	29,119.50	29,120							29,120				76	10/19/2017	3FE
25442L-AB-2	DINEEQUITY, INC.		01/20/2011	REDEMPTION		2,838,067	2,813,333.33	2,785,200	2,785,831		589		589		2,786,421		51,646	51,646	30,712	10/19/2017	3FE
29335#-AA-9	ENHANCED CAPITAL TEXAS FUND L		01/31/2011	SINKING FUND REDE		27,348	27,348.00	27,348	27,348						27,348				953	08/01/2015	1
26882P-AN-2	ERAC USA FINANCE COMPANY		01/15/2011	MATURITY		1,500,000	1,500,000.00	1,739,175	1,501,666		(1,666)		(1,666)		1,500,000				60,000	01/15/2011	2FE
31331F-AS-0	FEDEX CORP 1996 PASS TST		01/30/2011	SINKING FUND REDE		101,466	101,466.00	110,640	101,481		(15)		(15)		101,466				3,749	01/30/2013	2FE
30604V-AG-3	FFL_00-1		03/05/2011	INTEREST ONLY PAY				27,406	18,315		(18,315)		(18,315)						1,004	05/05/2020	2FE
30605A-AQ-6	FFL_03-1		03/01/2011	MBS PAYMENT		20,209	20,209.00	19,679	19,337	864	8		872		20,209				166	01/01/2013	1Z*
30605A-AX-1	FFL_03-1		03/05/2011	INTEREST ONLY PAY				18,608	17,452		(17,452)		(17,452)						1,538	01/05/2023	4FE
31682R-AH-3	FIG LLC		03/31/2011	PAYDOWN		17,857	17,857.14	17,857	17,857						17,857				263	10/07/2015	2FE
30251T-AA-7	FNBC_1993-A		01/05/2011	SINKING FUND REDE		54,269	54,269.00	64,350	54,269						54,269				2,192	01/05/2018	1FE
349631-AM-3	FORTUNE BRANDS INC		01/15/2011	MATURITY		2,000,000	2,000,000.00	1,966,707	1,999,463						1,999,463		537	537	51,250	01/15/2011	2FE
40415D-AD-8	GENERIC DRUG HOLDINGS, INC.		03/31/2011	PAYDOWN		21,978	21,978.02	21,758	21,319	418	55		473		21,792		186	186	358	04/08/2016	4FE
40415D-AB-2	GENERIC DRUG HOLDINGS, INC.		03/31/2011	PAYDOWN		3,022	3,021.98	2,992	2,931	57	8		65		2,996		26	26	49	04/08/2016	4FE
37244F-AC-8	GENON ENERGY, INC. / GENON AME		03/31/2011	PAYDOWN		5,000	5,000.00	4,950	4,951		2		2		4,952		48	48	95	09/20/2017	3FE
37427U-AC-4	GETTY IMAGES, INC.		03/31/2011	PAYDOWN		5,000	5,000.00	4,950	4,951		2		2		4,953		47	47	65	11/07/2016	3FE
36161R-AD-1	GFCM_03-1		03/01/2011	MBS PAYMENT		144,413	144,413.00	151,295	144,574		(161)		(161)		144,413				1,267	06/01/2016	1Z*
37951K-AC-0	GLOBAL CASH ACCESS, INC.		03/31/2011	PAYDOWN		95,238	95,238.10	96,667			(6)		(6)		96,660		(1,422)	(1,422)	14	03/01/2016	3FE
38470C-AQ-7	GRAHAM PACKAGING COMPANY, L.P.		03/31/2011	PAYDOWN		2,500	2,500.00	2,481	2,482		1		1		2,483		17	17	38	09/23/2016	4FE
362341-D6-3	GSAA_05-15		03/25/2011	MBS PAYMENT		20,910	20,910.00	20,910	20,910						20,910				12	04/25/2011	1Z*
393505-HJ-4	GT_95-5		03/15/2011	MBS PAYMENT		68,604	68,604.00	74,864	68,776		(172)		(172)		68,604				900	10/15/2017	1FE
40377U-AB-0	GYMBOREE CORPORATION, THE		01/04/2011	CREDIT SUISSE, CAY		3,022,500	3,000,000.00	2,985,000	2,985,183		71		71		2,985,254		37,246	37,246	9,625	11/23/2017	4FE

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CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
41043J-AF-8	HANGER ORTHOPEDIC GROUP, INC.		03/11/2011	REDEMPTION		3,000,000	3,000,000.00	2,985,000	2,985,165		474		474		2,985,638		14,362	14,362	30,625	12/01/2016	3FE
LX1183-86-7	HANGER ORTHOPEDIC GROUP, INC.		03/31/2011	PAYDOWN		7,500	7,500.00	7,500							7,500				12	12/01/2016	3Z
41165Q-AB-3	HARBOURVEST PARTNERS L.P.		02/18/2011	PAYDOWN		111,563	111,562.50	110,447	110,452		38		38		110,491		1,072	1,072	1,163	12/19/2016	3Z
42012D-AF-6	HAWKER BEECHCRAFT ACQUISITIO		03/02/2011	PAYDOWN		50,590	50,589.89	51,475	50,729	651	(40)		611		51,340		(750)	(750)	1,313	03/26/2014	5FE
42223V-AJ-3	HEALTHSPRING, INC		03/31/2011	PAYDOWN		6,938	6,937.50	6,833	6,834		4		4		6,838		100	100	108	10/21/2016	4FE
40418Y-AB-3	HHI GROUP HOLDINGS, LLC		03/21/2011	REDEMPTION		1,684,448	1,684,447.92	1,657,076	1,652,569		1,594		1,594		1,654,163		30,285	30,285	38,765	03/30/2015	4FE
LX1146-21-1	HILLMAN GROUP, INC., THE		03/31/2011	PAYDOWN		7,500	7,500.00	7,463	7,466		2		2		7,468		32	32	103	05/31/2016	4FE
41162D-AF-6	HVMLT_06-12		03/19/2011	MBS PAYMENT		104,064	104,064.00	76,227	103,629		435		435		104,064				50	08/19/2024	1Z*
LX1172-73-8	IHEALTH TECHNOLOGIES, INC		03/31/2011	PAYDOWN		25,000	25,000.00	24,500	24,500		17		17		24,516		484	484	382	12/28/2016	3FE
44968X-AC-9	IMG WORLDWIDE, INC		03/31/2011	PAYDOWN		6,247	6,247.39	6,060	6,080		9		9		6,089		158	158	113	06/15/2015	4FE
LX1146-72-4	INEOS US FINANCE LLC		01/04/2011	PAYDOWN		44,257	44,257.01	44,257	44,257						44,257				1,067	12/16/2013	4FE
LX1146-74-0	INEOS US FINANCE LLC		01/04/2011	PAYDOWN		47,088	47,087.86	47,088	47,088						47,088				1,209	12/16/2014	4FE
46069F-AE-7	INTERSIL CORPORATION		03/03/2011	PAYDOWN		90,244	90,244.44	90,244	90,244						90,244				1,097	04/27/2016	3FE
LX1172-17-5	LANGUAGE LINE, LLC		03/31/2011	PAYDOWN		7,500	7,500.00	7,425	7,425		3		3		7,428		72	72	112	06/20/2016	4FE
52108H-4R-2	LBUBS 2005-C3 A2		03/11/2011	MBS PAYMENT		161,595	161,595.00	157,126	161,241		354		354		161,595				827	10/11/2011	1Z*
52108H-LG-7	LBUBS_02-C4		03/11/2011	MBS PAYMENT		145,863	145,863.00	132,804	144,893		971		971		145,863				1,034	05/11/2012	1Z*
LX1168-30-6	LESLIE'S POOLMART, INC.		03/01/2011	REDEMPTION		2,019,960	2,000,000.00	1,979,999	1,980,235		541		541		1,980,776		39,184	39,184	10,667	11/21/2016	4FE
52736X-AT-6	LEVI STRAUSS & CO.		02/14/2011	BANK OF AMERICA, N		987,500	1,000,000.00	932,500	942,814		2,276		2,276		945,090		42,410	42,410	3,487	03/27/2014	4FE
55275R-AB-8	MABS_06-NC3		03/25/2011	MBS PAYMENT		9,191	9,191.00	9,191	9,191						9,191						1Z*
55265K-TK-5	MASTR_03-3		03/01/2011	VARIOUS		187,202	187,202.00	173,162	177,131						177,131		10,071	10,071	1,759	03/01/2018	1Z*
59549N-AA-1	MDST_6		01/01/2011	MBS PAYMENT		3,018	3,018.00	3,168	3,018						3,018				55	10/15/2022	1FE
58404J-AE-8	MEDASSETS, INC.		03/31/2011	PAYDOWN		5,000	5,000.00	5,000	5,000						5,001		(1)	(1)	66	11/16/2016	3FE
LX1148-64-7	MICHAEL FOODS GROUP, INC.		01/05/2011	REDEMPTION		1,994,046	1,974,746.84	1,935,252	1,938,454		974		974		1,939,428		54,618	54,618	18,805	06/29/2016	3FE
594088-AF-3	MICHAELS STORES, INC.		01/13/2011	PAYDOWN		46,403	46,402.87	44,199	44,380		21		21		44,401		2,002	2,002	557	07/31/2016	4FE
59023X-AB-2	MLMI_06-HE5		03/25/2011	MBS PAYMENT		44,562	44,562.00	33,674	28,489	5,185			5,185		33,674		10,888	10,888	20	12/27/2011	1Z*
61746S-BS-7	MORGAN STANLEY		01/21/2011	MATURITY		4,000,000	4,000,000.00	3,989,240	3,999,883		117		117		4,000,000				101,000	01/21/2011	1FE
616912-AA-9	MORGANBERRY CORPORATION		03/31/2011	VARIOUS		71,209	71,209.00	69,186	69,014						69,014		2,195	2,195	2,778	03/31/2019	1FE
61749B-AB-9	MSAC_06-NC5		03/25/2011	MBS PAYMENT		37,997	37,997.00	36,583	36,583						36,583		1,414	1,414	24	02/25/2013	1Z*
55354H-AG-3	MSCI INC.		01/04/2011	DIRECT			1												1,940	06/01/2016	3FE
61746W-XM-7	MSDWC_02-IQ3		03/01/2011	MBS PAYMENT		228,375	228,375.00	207,541	226,337		2,038		2,038		228,375				2,303	07/01/2011	1Z*
62908Q-AL-9	N.E.W. HOLDINGS I, LLC		01/24/2011	PAYDOWN		25,714	25,714.29	25,457	25,488		3		3		25,491		223	223	391	03/23/2016	3Z
629854-AK-6	NALCO COMPANY		01/04/2011	DIRECT			1												5,889	10/05/2017	3FE
628783-AL-6	NBTY, INC.		03/01/2011	REDEMPTION		3,000,000	3,000,000.00	2,970,000	2,970,782		699		699		2,971,482		28,518	28,518	43,229	10/01/2017	3FE
LX1181-69-7	NBTY, INC.		03/31/2011	PAYDOWN		5,000	5,000.00	5,000							5,000				13	10/01/2017	3FE
64374F-AC-4	NEW DEVELOPMENT HOLDINGS, LL		03/09/2011	REDEMPTION		2,492,906	2,468,223.46	2,418,859	2,422,175		1,299		1,299		2,423,474		69,432	69,432	32,635	07/03/2017	3FE
29248#-AA-5	NEW YORK CAPCO		03/15/2011	SINKING FUND REDE		15,784	15,784.00	15,268	15,730		54		54		15,784				285	12/15/2015	1
29334@-AA-2	NEW YORK CAPCO		03/15/2011	SINKING FUND REDE		11,821	11,821.00	11,446	11,777		44		44		11,821				240	12/15/2016	1

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
LX1171-62-3	NOVELIS, INC.		03/10/2011	REDEMPTION		3,000,000	3,000,000.00	2,970,000	2,970,137		933		933		2,971,070		28,930	28,930	34,125	12/17/2016	3FE
67001B-AK-9	NOVELIS, INC.		03/31/2011	PAYDOWN		7,560	7,560.00	7,560							7,560				11	03/10/2017	3Z
68619A-AN-7	ORGN_02-A		03/01/2011	MBS PAYMENT		8,127	8,127.00	8,191	8,128		(1)		(1)		8,127				88	08/01/2018	1FE
68619A-BQ-9	ORGN_05-B-A2		03/01/2011	MBS PAYMENT		23,897	23,897.00	23,559	23,679		18		18		23,897				248	10/01/2011	1FE
69267E-AC-6	OZBURN-HESSEY HOLDING COMPA		03/31/2011	PAYDOWN		6,875	6,875.00	14,526	6,876						6,876		(1)	(1)	128	04/08/2016	4FE
70583G-AG-7	PELICAN PRODUCTS, INC.		03/07/2011	REDEMPTION		1,500,000	1,500,000.00	1,485,000	1,485,179		448		448		1,485,628		14,372	14,372	15,813	11/30/2016	4Z
70583G-AH-5	PELICAN PRODUCTS, INC.		03/31/2011	PAYDOWN		3,750	3,750.00	3,750							3,750				10	03/07/2017	4Z
71601K-AD-1	PETCO ANIMAL SUPPLIES, INC.		02/25/2011	REDEMPTION		3,000,000	3,000,000.00	2,970,000	2,970,271		649		649		2,970,921		59,079	59,079	28,000	11/24/2017	4FE
71601K-AE-9	PETCO ANIMAL SUPPLIES, INC.		03/31/2011	PAYDOWN		30,000	30,000.00	30,000							30,000				105	11/24/2017	4FE
71857E-AE-4	PHILLIPS-VAN HEUSEN CORPORATI		03/02/2011	REDEMPTION		1,735,155	1,735,154.82	1,726,479	1,727,311		241		241		1,727,552		7,603	7,603	18,417	05/06/2016	2FE
69349F-AC-5	PINAFORE, LLC / PINAFORE, INC.		02/17/2011	REDEMPTION		1,992,975	1,973,242.94	1,953,511	1,954,296		424		424		1,954,720		38,255	38,255	16,444	09/29/2016	3FE
LX1171-94-6	PRESIDIO, INC.		03/31/2011	REDEMPTION		3,030,000	3,000,000.00	2,925,000	2,925,165		3,680		3,680		2,928,845		101,155	101,155	58,450	12/16/2015	3FE
74733G-AC-7	QUAD/GRAPHICS, INC		03/31/2011	PAYDOWN		5,113	5,000.00	4,925	4,921	12	116		128		5,049		64	64	66	07/02/2016	2FE
75049E-AB-0	RADNET MANAGEMENT, INC.		03/31/2011	PAYDOWN		6,250	6,250.00	10,852	6,205		2		2		6,207		43	43	92	04/06/2016	4FE
45660N-W5-0	RAST_04-R2		03/01/2011	MBS PAYMENT		28,147	28,147.00	28,978	28,181		(34)		(34)		28,147				258	10/01/2014	1Z*
75773H-AF-6	REDPRAIRIE CORPORATION		03/31/2011	PAYDOWN		3,725	3,725.00	6,456	3,721						3,721		4	4	55	03/24/2016	4FE
75884R-AH-6	REGENCY CENTERS LP		01/15/2011	MATURITY		2,000,000	2,000,000.00	2,274,720	2,002,237		(2,237)		(2,237)		2,000,000				79,500	01/15/2011	2FE
76084C-AE-2	RES-CARE, INC.		03/31/2011	PAYDOWN		7,500	7,500.00	7,350	7,350		6		6		7,356		144	144	139	12/22/2016	4FE
76173F-AG-2	REYNOLDS GROUP HOLDINGS INC.		02/01/2011	REDEMPTION		2,000,000	2,000,000.00	1,980,000	1,980,854		304		304		1,981,158		18,842	18,842	16,972	05/05/2016	3FE
76775Y-AQ-1	RITE AID CORPORATION		01/04/2011	DIRECT			1												165	06/04/2014	4FE
775311Q-AK-4	ROGERS COMMUNICATIONS INC.	A	03/21/2011	DIRECT		2,214,760	2,000,000.00	2,152,500	2,057,304		(6,235)		(6,235)		2,051,069		163,631	163,631	38,667	12/15/2012	2FE
77927L-AF-8	ROUNDY'S SUPERMARKETS, INC.		01/13/2011	VARIOUS		2,419,950	2,380,000.00	2,332,400	2,337,266		569		569		2,337,835		82,115	82,115	26,917	04/16/2016	5FE
80934E-AC-6	SCOTSMAN INDUSTRIES, INC.		01/03/2011	PAYDOWN		6,250	6,250.00	6,188	6,194						6,194		56	56	86	04/30/2016	4FE
LX1146-96-3	SIDERA NETWORKS, INC.		03/24/2011	REDEMPTION		2,394,000	2,394,000.00	2,358,090	2,360,001		1,351		1,351		2,361,352		32,648	32,648	35,877	08/26/2016	4FE
83066J-AF-2	SKILLED HEALTHCARE GROUP, INC.		03/31/2011	PAYDOWN		5,000	5,000.00	3,722	4,939	31	2		33		4,971		29	29	67	04/09/2016	4FE
84762N-AR-2	SPECTRUM BRANDS, INC.		02/01/2011	REDEMPTION		2,747,200	2,720,000.00	2,665,600	2,670,516		770		770		2,671,286		75,914	75,914	55,611	06/16/2016	4FE
85022F-AD-3	SPRINGBOARD FINANCE, L.L.C.		03/31/2011	PAYDOWN		37,975	37,974.68	38,212	38,154		33		33		38,188		(213)	(213)	665	02/23/2015	4Z
85232B-AF-3	SRAM, LLC.		01/27/2011	VARIOUS		2,028,021	2,025,862.07	2,013,199	2,014,834		596		596		2,015,430		12,591	12,591	24,806	04/30/2015	3FE
LX1146-16-1	SSI INVESTMENTS II LIMITED /SKILL	R	03/31/2011	PAYDOWN		6,250	6,250.00	6,188	6,193		2		2		6,195		55	55	101	05/26/2017	3FE
87203R-AC-6	SYSTEM 2001 ASSET TRUST	F	03/18/2011	SINKING FUND REDE		110,252	110,252.00	116,739	110,392		(139)		(139)		110,252				1,912	12/15/2011	2FE
87650Q-AD-4	TASC, INC.		03/31/2011	PAYDOWN		7,500	7,500.00	7,271	7,549	(19)	37		18		7,566		(66)	(66)	107	12/18/2015	3FE
87922S-AE-0	TELCORDIA TECHNOLOGIES, INC.		01/31/2011	PAYDOWN		6,250	6,250.00	6,188	6,194		1		1		6,194		56	56	105	04/30/2016	4FE
87246A-AA-6	TIAA 2007-C4 A1		03/10/2011	MBS PAYMENT		2,382,821	2,382,821.00	2,394,672	2,383,165		(344)		(344)		2,382,821				26,036	10/10/2011	1Z*
69349F-AF-8	TOMKINS, LLC / TOMKINS, INC.		03/31/2011	PAYDOWN		4,933	4,933.11	4,933							4,933				18	09/29/2016	3Z
89334G-AF-1	TRANS UNION LLC		02/10/2011	REDEMPTION		3,014,850	2,985,000.00	2,940,225	2,943,565		703		703		2,944,268		70,582	70,582	22,947	06/15/2017	3FE
89341V-AL-6	TRANSACTION NETWORK SERVICES		03/31/2011	PAYDOWN		26,210	26,209.68	26,275	26,272		(3)		(3)		26,270		(60)	(60)	403	11/18/2015	3FE
89364M-AN-4	TRANSDIGM INC.		02/14/2011	REDEMPTION		3,000,000	3,000,000.00	2,985,000	2,985,124		302		302		2,985,426		14,574	14,574	25,833	12/06/2016	3FE

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										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
89364M-AQ-7	TRANSDIGM INC.		03/31/2011	PAYDOWN		5,000	5,000.00	5,000							5,000				26	02/14/2017	3FE
89615D-AF-8	TRIDENT EXPLORATION CORP.		03/18/2011	PAYDOWN		517,195	492,804.88	478,021	479,777		777		777		480,554		36,641	36,641	14,852	06/30/2014	4Z
89688E-AE-1	TRIZETTO GROUP, INC. (TZ MERGER		03/31/2011	PAYDOWN		7,500	7,500.00	7,463	7,464		2		2		7,466		34	34	108	08/02/2015	4Z
97309L-AD-0	TWCC HOLDING CORP.		02/11/2011	REDEMPTION		588,517	582,692.31	579,773	590,199		59		59		590,257		8,260	8,260	3,557	09/15/2015	3FE
909692-AF-8	UNITED COMPONENTS, INC.		01/26/2011	REDEMPTION		1,995,000	1,995,000.00	1,975,050	1,975,842		211		211		1,976,053		18,947	18,947	11,821	03/23/2017	3Z
92178P-AF-4	VALT_02-1		03/01/2011	MBS PAYMENT		40,588	40,588.00	42,656	40,613		(24)		(24)		40,588				500	12/01/2023	1FE
921796-LG-1	VAND_01-B		03/01/2011	MBS PAYMENT		126,986	126,986.00	131,753	116,325	10,735	(74)		10,661		126,986				1,594	07/01/2021	1Z*
92829E-AE-5	VISANT CORPORATION		03/01/2011	REDEMPTION		3,022,425	2,992,500.00	2,932,650	2,935,172		1,549		1,549		2,936,722		85,704	85,704	74,106	12/22/2016	3FE
92829E-AG-0	VISANT CORPORATION		03/15/2011	PAYDOWN		7,500	7,500.00	7,500							7,500					12/22/2016	3FE
921796-ME-5	VMF_02-B		03/01/2011	MBS PAYMENT		18,339	18,339.00	18,809	18,346		(7)		(7)		18,339				193	12/01/2018	1FE
92922F-QH-4	WAMU_04-S2		03/01/2011	MBS PAYMENT		7,294	7,294.00	7,449	7,301		(7)		(7)		7,294				67	01/01/2012	1Z*
929766-YX-5	WBCMT 2005-C16 A4		02/17/2011	SOCIETE GENERALE		5,335,938	5,000,000.00	5,284,180			(423)		(423)		5,283,757		52,181	52,181	11,444	11/01/2014	1FE
949757-AA-6	WFMBS_04-6		03/01/2011	MBS PAYMENT		72,629	72,629.00	72,924	72,629						72,629				635	04/01/2012	1Z*
94980L-AD-2	WFMBS_04-8		03/01/2011	VARIOUS		106,899	106,899.00	99,322	100,784						100,784		6,114	6,114	887	07/01/2019	1Z*
98305L-AD-1	WYLE SERVICES CORPORATION		01/04/2011	PAYDOWN		4,363	4,362.64	4,321	4,326						4,321		42	42	93	03/25/2016	3FE
3899999	Total - Bonds - Industrial and Miscellaneous (Unaffiliated)				XXX	94,576,515	93,797,472.5	93,672,378	85,456,383	17,934	(12,591)		5,343		93,002,819		1,573,696	1,573,696	1,287,558	XXX	XXX
8399997	Total - Bonds - Part 4				XXX	119,520,601	118,674,008	119,249,796	110,315,486	17,934	(19,961)		(2,027)		117,971,678		1,548,923	1,548,923	1,740,002	XXX	XXX
8399998	Summary Item from Part 5 for Bonds				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total Bonds				XXX	119,520,601	118,674,008	119,249,796	110,315,486	17,934	(19,961)		(2,027)		117,971,678		1,548,923	1,548,923	1,740,002	XXX	XXX
00817Y-10-8	AETNA INC.		03/02/2011	JP MORGAN CHASE	53.00	2,009		1,622	1,617	5			5		1,622		388	388			L
00846U-10-1	AGILENT TECHNOLOGIES INC. CO		03/02/2011	JP MORGAN CHASE	50.00	2,047		1,779	2,072	(293)			(293)		1,779		268	268			L
011659-10-9	ALASKA AIR GROUP INC.		03/28/2011	JP MORGAN CHASE	54.00	3,346		3,075	283	(21)			(21)		3,075		271	271			L
017361-10-6	ALLEGHENY ENERGY		03/03/2011	DIRECT	238.00	5,441		5,441	5,769	(328)			(328)		5,441				29		L
026874-78-4	AMERICAN INTERNATIONAL GROUP		01/25/2011	RETURN OF CAPITAL		1,555		1,555	1,555						1,555						L
03076C-10-6	AMERIPRISE FINANCIAL INC		03/02/2011	JP MORGAN CHASE	32.00	1,976		1,649	1,842	(193)			(193)		1,649		327	327	6		L
031162-10-0	AMGEN		03/02/2011	JP MORGAN CHASE	39.00	2,012		2,124	2,141	(18)			(18)		2,124		(111)	(111)			L
035623-10-7	ANN INC.		03/28/2011	JP MORGAN CHASE	165.00	4,474		3,888		3,888			3,888		3,888		586	586			L
057741-10-0	BALDOR ELECTRIC CO		01/27/2011	DIRECT	1,111.00	70,549		47,032	70,037	(23,006)			(23,006)		47,032		23,517	23,517			L
075896-10-0	BED BATH & BEYOND INC. COMMON		03/02/2011	JP MORGAN CHASE	41.00	1,953		1,809	2,015	(206)			(206)		1,809		144	144			L
099724-10-6	BORGWARNER INC.		03/02/2011	BERNSTEIN	104.00	7,935		6,971							6,971		964	964			L
103304-10-1	BOYD GAMING CORP.		03/28/2011	JP MORGAN CHASE	362.00	3,341		3,021	3,837	(816)			(816)		3,021		320	320			L

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
124857-20-2	CBS CORP-CL B		01/03/2011	PRIOR YEAR INCOME															5		L
171871-10-6	CINCINNATI BELL INC.		02/04/2011	BARCLAYS CAPITAL	5,105.00	14,928		12,618	14,294	(1,676)			(1,676)		12,618		2,310	2,310			L
172967-10-1	CITIGROUP INC.		03/02/2011	JP MORGAN CHASE	106.00	480		507	501	5			5		507		(27)	(27)			L
200525-10-3	COMMERCE BANCSHARES INC.		03/02/2011	BERNSTEIN	68.00	2,712		2,372	2,702	(329)			(329)		2,372		340	340			L
203372-10-7	COMMSCOPE		01/14/2011	DIRECT	2,236.00	70,434		70,687	69,808	879			879		70,687		(253)	(253)			U
217204-10-6	COPART INC		03/02/2011	BERNSTEIN	175.00	7,177		5,944	6,536	(593)			(593)		5,944		1,233	1,233			L
222816-10-0	COVANCE INC.		03/28/2011	JP MORGAN CHASE	70.00	3,896		3,545	3,599	(54)			(54)		3,545		341	341			L
126408-10-3	CSX CORP		03/02/2011	JP MORGAN CHASE	27.00	1,908		1,632	1,744	(112)			(112)		1,632		336	336	7		L
231021-10-6	CUMMINS INC		03/02/2011	JP MORGAN CHASE	19.00	1,891		1,738	2,090	(352)			(352)		1,738		154	154	5		L
25470F-10-4	DISCOVERY COMMUNICATIONS INC.		03/02/2011	JP MORGAN CHASE	48.00	2,018		1,930	2,002	(72)			(72)		1,930		88	88			L
254687-10-6	DISNEY (WALT) PRODUCTIONS		03/02/2011	JP MORGAN CHASE	48.00	2,070		1,791	1,800	(10)			(10)		1,791		279	279			L
260543-10-3	DOW CHEMICAL CO		03/02/2011	JP MORGAN CHASE	54.00	1,968		1,840	1,844	(3)			(3)		1,840		127	127	8		L
277432-10-0	EASTMAN CHEMICAL CO.		03/02/2011	JP MORGAN CHASE	21.00	1,966		1,590	1,766	(176)			(176)		1,590		376	376	10		L
29476L-10-7	EQUITY RESIDENTIAL		01/14/2011	PRIOR YEAR INCOME															16		L
30231G-10-2	EXXON MOBIL CORP.		03/02/2011	JP MORGAN CHASE	2.00	169		145	146	(1)			(1)		145		24	24	1		L
34354P-10-5	FLOWSERVE CORP		03/02/2011	JP MORGAN CHASE	15.00	1,884		1,573	1,788	(215)			(215)		1,573		311	311	4		L
349682-10-0	FOSSIL INC		03/02/2011	BERNSTEIN	36.00	2,729		2,144	2,537	(393)			(393)		2,144		585	585			L
354613-10-1	FRANKLIN RESOURCES INC		03/02/2011	JP MORGAN CHASE	16.00	1,967		1,862	1,779	83			83		1,862		105	105	4		L
35914P-10-5	FRONTIER OIL CORP.		03/28/2011	JP MORGAN CHASE	121.00	3,445		2,987	342	(87)			(87)		2,987		458	458	41		L
369604-10-3	GENERAL ELECTRIC CO		03/02/2011	JP MORGAN CHASE	97.00	1,972		1,742	1,774	(32)			(32)		1,742		230	230	14		L
375558-10-3	GILEAD SCIENCES INC		03/02/2011	JP MORGAN CHASE	51.00	1,988		1,955	1,848	107			107		1,955		33	33			L
412822-10-8	HARLEY-DAVIDSON INC		03/02/2011	JP MORGAN CHASE	50.00	1,967		1,545	1,734	(189)			(189)		1,545		422	422	5		L
416515-10-4	HARTFORD FINANCIAL SVCS GRP		01/03/2011	PRIOR YEAR INCOME															4		L
404251-10-0	HNI CORP.		03/02/2011	BERNSTEIN	221.00	6,888		6,904	2,556	68			68		6,904		(16)	(16)	51		L
44107P-10-4	HOST HOTELS & RESORTS INC		03/02/2011	JP MORGAN CHASE	112.00	1,972		1,719	2,001	(283)			(283)		1,719		253	253	1		L
462846-10-6	IRON MOUNTAIN INC		03/02/2011	JP MORGAN CHASE	78.00	1,972		1,951	1,951	1			1		1,951		21	21	15		L
45068B-10-9	ITT EDUCATIONAL SERVICES INC.		03/28/2011	JP MORGAN CHASE	66.00	4,682		4,263	4,204	59			59		4,263		420	420			L
46612H-40-2	J. CREW GROUP INC.		03/08/2011	DIRECT	1,476.00	64,206		47,059	63,675	(16,616)			(16,616)		47,059		17,147	17,147			L
481165-10-8	JOY GLOBAL INC.		03/02/2011	BERNSTEIN	2,508.00	237,236		182,752	207,419	(35,302)			(35,302)		182,752		54,485	54,485	439		L
46625H-10-0	JP MORGAN CHASE & COMPANY		03/02/2011	JP MORGAN CHASE	43.00	1,945		1,690	1,824	(134)			(134)		1,690		255	255	2		L
495582-10-8	KING PHARMACEUTICALS		01/31/2011	DIRECT	405.00	5,771		5,743	5,690	53			53		5,743		28	28			L
500255-10-4	KOHLS CORP.		03/02/2011	JP MORGAN CHASE	41.00	2,198		2,209	2,228	(19)			(19)		2,209		(12)	(12)			L
512815-10-1	LAMAR ADVERTISING CO. (CL A)		03/02/2011	BERNSTEIN	210.00	7,945		8,025							8,025		(80)	(80)			L
524901-10-5	LEGG MASON INC		03/02/2011	JP MORGAN CHASE	56.00	1,951		1,838	2,031	(193)			(193)		1,838		113	113	3		L
546347-10-5	LOUISIANA-PACIFIC CORP.		03/02/2011	BERNSTEIN	278.00	2,795		2,911							2,911		(116)	(116)			L

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
549271-10-4	LUBRIZOL CORP.		03/02/2011	BERNSTEIN	27.00	2,855		2,820	2,886	(66)			(66)		2,820		36	36	10		L
N53745-10-0	LYONDELL CHEMICAL COMPANY	R	01/27/2011	VARIOUS	23,844.00	851,919		509,417	785,834	(276,412)			(276,412)		509,417		342,498	342,498			L
579064-10-5	MCAFEE		03/01/2011	DIRECT	221.00	10,608		10,449	10,235	214			214		10,449		159	159			L
583334-10-7	MEADWESTVACO CORP COM		03/02/2011	JP MORGAN CHASE	69.00	1,985		1,736	1,805	(69)			(69)		1,736		249	249	17		L
584690-30-9	MEDICIS PHARMACEUTICAL CORP.		03/02/2011	BERNSTEIN	68.00	2,751		2,625	2,358	266			268		2,625		126	126	5		L
587200-10-6	MENTOR GRAPHICS CORP.		03/02/2011	BERNSTEIN	176.00	2,752		2,151	2,112	39			39		2,151		600	600			L
58933Y-10-5	MERCK & CO. INC.		03/02/2011	JP MORGAN CHASE	62.00	2,004		2,250	2,234	16			16		2,250		(246)	(246)			L
589433-10-1	MEREDITH CORP		03/02/2011	VARIOUS	154.00	5,365		5,163	2,599	(106)			(106)		5,163		203	203	39		L
608554-10-1	MOLEX INC		03/02/2011	JP MORGAN CHASE	72.00	1,958		1,494	1,636	(142)			(142)		1,494		464	464	13		L
620076-30-7	MOTOROLA SOLUTIONS INC.		01/07/2011	RETURN OF CAPITAL		12,615		12,615	12,615						12,615						L
637071-10-1	NATIONAL OILWELL VARCO INC		03/02/2011	JP MORGAN CHASE	25.00	1,949		1,644	1,681	(38)			(38)		1,644		305	305			L
63935N-10-7	NAVIGANT CONSULTING INC.		03/02/2011	BERNSTEIN	1,265.00	11,577		11,663	11,638	25			25		11,663		(86)	(86)			L
64110D-10-4	NETAPP INC.		03/02/2011	JP MORGAN CHASE	38.00	1,955		2,101	2,088	13			13		2,101		(146)	(146)			L
655664-10-0	NORDSTROM INC		03/02/2011	JP MORGAN CHASE	45.00	1,962		1,838	1,907	(69)			(69)		1,838		124	124	10		L
670346-10-5	NUCOR CORP		03/02/2011	JP MORGAN CHASE	42.00	1,988		1,871	1,840	30			30		1,871		118	118	15		L
676220-10-6	OFFICE DEPOT INC COMMON		03/28/2011	JP MORGAN CHASE	787.00	3,680		3,851	4,250	(399)			(399)		3,851		(170)	(170)			L
68389X-10-5	ORACLE SYSTEMS CORP		03/02/2011	JP MORGAN CHASE	1.00	32		32	31	1			1		32						L
693718-10-8	PACCAR INC		03/02/2011	JP MORGAN CHASE	41.00	1,995		2,119	2,354	(235)			(235)		2,119		(124)	(124)	5		L
696429-30-7	PALL CORP		03/02/2011	JP MORGAN CHASE	37.00	2,005		1,601	1,834	(234)			(234)		1,601		404	404	6		L
747277-10-1	QLOGIC CORP		03/02/2011	VARIOUS	682.00	12,138		12,320	2,791	85			85		12,320		(182)	(182)			L
749121-10-9	QWEST COMMUNICATIONS INTL INC		03/02/2011	JP MORGAN CHASE	4.00	27		31	30						31		(4)	(4)			L
770323-10-3	ROBERT HALF INTL INC		03/02/2011	JP MORGAN CHASE	63.00	1,976		1,701	1,928	(227)			(227)		1,701		275	275	9		L
773903-10-9	ROCKWELL AUTOMATION INC.		03/02/2011	JP MORGAN CHASE	33.00	2,827		2,095	2,366	(271)			(271)		2,095		732	732	12		L
775711-10-4	ROLLINS INC.		02/02/2011	DIRECT	0.50	10		9	10						9						L
779382-10-0	ROWAN COMPANIES INC		03/02/2011	JP MORGAN CHASE	48.00	2,038		1,681	1,676	6			6		1,681		356	356			L
79377W-10-8	SAKS INC		03/02/2011	BERNSTEIN	274.00	3,175		3,025							3,025		150	150			L
833034-10-1	SNAP ON TOOLS CORP		03/02/2011	JP MORGAN CHASE	42.00	2,386		2,174	2,376	(203)			(203)		2,174		213	213	13		L
835898-10-7	SOTHEBYS		03/02/2011	BERNSTEIN	110.00	5,114		4,827	4,950	(123)			(123)		4,827		287	287			L
868157-10-8	SUPERIOR ENERGY SERVICES INC		03/28/2011	JP MORGAN CHASE	72.00	2,844		2,640							2,640		204	204			L
87163F-10-6	SYNIVERSE HOLDINGS INC.		01/14/2011	DIRECT	1,636.00	50,716		49,918	50,471	(553)			(553)		49,918		798	798			L
74144T-10-8	T ROWE PRICE GROUP INC		03/02/2011	JP MORGAN CHASE	30.00	1,952		1,710	1,936	(227)			(227)		1,710		242	242			L
876664-10-3	TAUBMAN CENTERS INC.		03/02/2011	BERNSTEIN	54.00	2,869		2,853							2,853		16	16			L
880779-10-3	TEREX CORP.		03/02/2011	BERNSTEIN	84.00	2,772		3,055	310	(12)			(12)		3,055		(283)	(283)			L
872540-10-9	TJX COS INC		03/02/2011	JP MORGAN CHASE	41.00	2,048		1,854	1,820	34			34		1,854		194	194	6		L
891027-10-4	TORCHMARK CORP		03/02/2011	JP MORGAN CHASE	32.00	2,039		1,851	1,912	(60)			(60)		1,851		188	188	5		L

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
89417E-10-9	TRAVELERS COS COMMON		03/02/2011	JP MORGAN CHASE	34.00	2,003		1,884	1,894	(10)			(10)		1,884		119	119			L
911363-10-9	UNITED RENTALS INC.		03/02/2011	BERNSTEIN	91.00	2,735		2,743							2,743		(8)	(8)			L
91529Y-10-6	UNUMPROVIDENT CORP		03/02/2011	JP MORGAN CHASE	76.00	1,950		1,666	1,841	(175)			(175)		1,666		284	284	7		L
928298-10-8	VISHAY INTERTECHNOLOGY INC.		03/02/2011	BERNSTEIN	259.00	4,574		4,402							4,402		173	173			L
929042-10-9	VORNADO REALTY TRUST		03/02/2011	JP MORGAN CHASE	23.00	2,086		1,832	1,917	(84)			(84)		1,832		253	253	16		L
947890-10-9	WEBSTER FINANCIAL CORP.		03/02/2011	BERNSTEIN	255.00	5,768		5,853							5,853		(85)	(85)			L
963320-10-6	WHIRLPOOL CORP		03/02/2011	JP MORGAN CHASE	25.00	2,009		1,858	2,221	(363)			(363)		1,858		151	151	11		L
969457-10-0	WILLIAMS COMPANIES		03/02/2011	JP MORGAN CHASE	66.00	2,002		1,497	1,632	(134)			(134)		1,497		504	504			L
980745-10-3	WOODWARD INC.		03/26/2011	JP MORGAN CHASE	361.00	12,149		11,774	10,329	(1,285)			(1,285)		11,774		375	375	20		L
98310W-10-8	WYNDHAM WORLDWIDE CORP		03/02/2011	JP MORGAN CHASE	65.00	1,997		1,824	1,947	(124)			(124)		1,824		173	173			L
9099999	*Total - Common Stock - Industrial and Miscellaneous (Unaffiliated)*				XXX	1,627,977		1,171,694	1,451,677	(357,464)			(357,464)		1,171,694		456,283	456,283	889	XXX	XXX
9799997	Total - Common Stock - Part 4				XXX	1,627,977	XXX	1,171,694	1,451,677	(357,464)			(357,464)		1,171,694		456,283	456,283	889	XXX	XXX
9799998	Summary Item from Part 5 for Common Stocks				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total Common Stocks				XXX	1,627,977	XXX	1,171,694	1,451,677	(357,464)			(357,464)		1,171,694		456,283	456,283	889	XXX	XXX
9899999	Total Preferred and Common Stocks				XXX	1,627,977	XXX	1,171,694	1,451,677	(357,464)			(357,464)		1,171,694		456,283	456,283	889	XXX	XXX
9999999	Totals					121,148,578	XXX	120,421,490	111,767,163	(339,530)	(19,961)		(359,491)		119,143,372		2,005,206	2,005,206	1,740,891	XXX	XXX

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NONE Schedule DB - Part A - Section 1

NONE Schedule DB - Part B - Section 1

NONE Schedule DB - Part D

SCHEDULE DL - PART 1

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 NAIC Desig-nation/ Market Indicator	4 Fair Value	5 Book / Adjusted Carrying Value	6 Maturity Dates
000000-00-0	GOLDMAN SACHS & CO.-REPO - U.S. Agency Mortgages	1	177,753	177,753	04/01/2011
000000-00-0	MIZUHO SECURITIES USA INC-REPO - U.S. Agency Mortgages	1	14,234	14,234	04/01/2011
000000-00-0	RBS SECURITIES INC-REPO - U.S. Agency Mortgages	1	491,335	491,335	05/05/2011
000000-00-0	SOCIETE GENERALE NY BRANCH-REPO - U.S. Agency Mortgages	1	94,695	94,695	04/01/2011
0199999 U.S. Government - Issuer Obligations			778,017	778,017	XXX
0599999 Subtotals – U.S. Governments			778,017	778,017	XXX
000000-00-0	AUSTRALIA NEW ZEALAND HONG KONG-Time Deposit	1	294,852	294,801	05/17/2011
000000-00-0	BANK OF TOKYO UFJ LTD GC-Time Deposit	1	196,534	196,534	04/01/2011
000000-00-0	BARCLAYS CAPITAL-REPO - A1P1 Money Markets	1	78,614	78,614	04/15/2011
000000-00-0	BARCLAYS CAPITAL-REPO - A1P1 Money Markets	1	3,242,811	3,242,811	04/29/2011
000000-00-0	BARCLAYS GUERNSEY-Time Deposit	1	491,424	491,335	05/23/2011
000000-00-0	DBS LONDON-Time Deposit	1	491,341	491,335	04/04/2011
000000-00-0	DBS LONDON-Time Deposit	1	176,909	176,881	05/17/2011
000000-00-0	ERSTE BANK OES-Time Deposit	1	491,341	491,335	04/04/2011
000000-00-0	FMS WERTMANAGEMENT-Time Deposit	1	589,687	589,602	05/12/2011
000000-00-0	KBC, BRUSSELS-Time Deposit	1	589,673	589,602	04/22/2011
000000-00-0	KBC, BRUSSELS-Time Deposit	1	393,122	393,068	04/25/2011
000000-00-0	ML PIERCE FENNER & SMITH INC-REPO - A1P1 Money Markets	1	432,375	432,375	04/18/2011
000000-00-0	NATIXIS FINANCIAL PRODUCTS LLC-Master Note - Floating	1	284,974	284,974	04/01/2011
000000-00-0	POHJOLA BANK HELSINKI-Time Deposit	1	491,494	491,335	06/10/2011
000000-00-0	SHIZUOKA BANK TOKYO-Time Deposit	1	589,766	589,602	05/25/2011
000000-00-0	UNITED OVERSEAS BANK LTD, LDN-Time Deposit	1	98,286	98,267	05/23/2011
000000-00-0	UNITED OVERSEAS BANK LTD, NY-Time Deposit	1	845,250	845,096	05/23/2011
05950Y-R1-4	BCO BIL VIZ ARGENTARIA-Commercial Paper	1	982,662	982,607	04/01/2011
22536G-DF-5	CIC NY-Yankee C/D - Fixed	1	1,376,000	1,375,737	05/23/2011
29603F-BT-2	ERSTE BANK DER OESTER GRAND CAYMAN-Yankee C/D - Fixed	1	491,336	491,480	04/01/2011
4611K1-RM-9	INTESA FUNDING LLC-Commercial Paper	1	844,983	844,835	04/21/2011
4611K1-RR-8	INTESA FUNDING LLC-Commercial Paper	1	393,002	392,943	04/25/2011
51489H-RB-3	HELEBA (Landesbank Hessen Thur Gir)-Commercial Paper	1	589,573	589,439	04/11/2011
60681P-9X-4	MITSUBISHI TRUST UFJ LDN-Eurodollar Zero Coupon CD	1	550,097	549,819	05/18/2011
60681P-B4-5	MIT UFJ TR NY-Yankee C/D - Fixed	1	491,372	491,335	06/08/2011
6385E1-ST-9	NATIONWIDE BUILDING SOCIETY-Commercial Paper	1	491,128	491,106	05/27/2011
65602X-4Y-5	NORINCHUKIN BANK NY-Yankee C/D - Fixed	1	943,452	943,363	05/13/2011
6931M3-R5-0	PB FINANCE DELAWARE-Commercial Paper	1	393,056	392,388	04/05/2011
80280P-DK-0	SANTANDER CP SA UNIPERSONAL-Commercial Paper	1	628,894	628,665	04/07/2011
80280P-DL-8	SANTANDER CP SA UNIPERSONAL-Commercial Paper	1	491,306	491,134	04/15/2011
86560E-9Q-5	SUMITOMO TRUST & BANKING CO LDN-Eurodollar Zero Coupon CD	1	883,985	883,595	05/25/2011
8672E3-R7-3	SUNCORP METWAY LTD-Commercial Paper	1	491,321	491,239	04/07/2011
8672E3-S5-6	SUNCORP METWAY LTD-Commercial Paper	1	294,725	294,715	05/05/2011
G2344I-9Q-9	CLYDESDALE BANK PLC-Eurodollar Zero Coupon CD	1	687,777	687,182	04/21/2011
3299999 Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations			20,803,122	20,799,149	XXX
000000-00-0	BARCLAYS CAPITAL-REPO-Pri Lab CMO's	1	982,670	982,670	04/29/2011
000000-00-0	CITIGROUP GLOBAL MARKETS INC-REPO - AAA Asset Backed Securities	1	491,335	491,335	05/05/2011
000000-00-0	NOMURA SECURITIES-REPO - AAA Asset Backed Securities	2	491,335	491,335	04/01/2011
000000-00-0	RBS SECURITIES INC-REPO - AAA Asset Backed Securities	1	353,761	353,761	04/01/2011
000000-00-0	RBS SECURITIES INC-REPO - AAA Asset Backed Securities	1	982,670	982,670	05/05/2011
03663U-SP-1	ANTALIS US FUNDING CORP-Commercial Paper - Asset Backed	1	491,139	491,084	05/23/2011
03846W-R1-1	ARABELLA FINANCE LLC-Commercial Paper - Asset Backed	1	196,533	196,521	04/01/2011
03846W-R4-5	ARABELLA FINANCE LLC-Commercial Paper - Asset Backed	1	687,852	687,823	04/04/2011
27864K-R7-0	EBBETS FUNDING LLC-Commercial Paper - Asset Backed	1	78,610	78,582	04/07/2011
27864K-RC-9	EBBETS FUNDING LLC-Commercial Paper - Asset Backed	1	510,950	510,770	04/12/2011
76203M-RC-2	RHEIN-MAIN SECURITISATON LIMITED-Commercial Paper - Asset Backed	1	504,072	503,416	04/12/2011
80584U-RS-0	SCALDIS CAPITAL LLC-Commercial Paper - Asset Backed	1	196,502	196,484	04/26/2011
92512M-S6-7	VERSAILLES COMMERCIAL PAPER LLC-Commercial Paper - Asset Backed	1	491,213	491,048	05/06/2011
3599999 Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities			6,458,642	6,457,499	XXX
3899999 Subtotals – Industrial and Miscellaneous (Unaffiliated)			27,261,764	27,256,648	XXX
7799999 Totals – Issuer Obligations			21,581,139	21,577,166	XXX
8099999 Totals – Other Loan-Backed and Structured Securities			6,458,642	6,457,499	XXX
8399999 Total Bonds			28,039,781	28,034,665	XXX
9999999 Totals			28,039,781	28,034,665	XXX

General Interrogatory:

1. Total activity for the year to date — Fair Value $ 18,310,851 — Book/Adjusted Carrying Value $ 18,307,180
2. Average balance for the year to date — Fair Value $ 62,080,149 — Book/Adjusted Carrying Value $ 62,432,031
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
   NAIC 1 $ 27,543,330; NAIC 2 $ 491,335; NAIC 3 $ 0; NAIC 4 $ 0; NAIC 5 $ 0; NAIC 6 $ 0.

NONE Schedule DL - Part 2

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
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	
Open Depositories								
Bank of America Boston, MA					228,221	228,221	228,221	
0199998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Total - Open Depositories	XXX	XXX			228,221	228,221	228,221	XXX
Suspended Depositories								
0299998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX	XXX						XX
0299999 Total Suspended Depositories	XXX	XXX						XXX
0399999 Total Cash on Deposit	XXX	XXX			228,221	228,221	228,221	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX			228,221	228,221	228,221	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
BANK OF NEW YORK CASH RESERVE		03/31/2011	0.010	04/01/2011	19,636,506	220	460
8499999 Sweep Accounts					19,636,506	220	460
8699999 Total Cash Equivalents					19,636,506	220	460

#17

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COMPANY INFORMATION PAGE (JURAT)
Property Risk-Based Capital
For the Year Ending December 31, 2010

(A)	Company Name	General Insurance Company of America				
(B)	NAIC Group Code	0111	(C) NAIC Company Code	24732	(D) Employer's ID Number	91-0231910
(E)	Organized under the Laws of the State of	WA				
	Contact Person for Property & Casualty Risk-Based Capital:					
(F)	First Name	Douglas	(G) Middle		(H) Last Name	Link
(I)	Mail Address of Contact Person	175 Berkeley Street (Street and Number of P.O. Box)				
(J)	City	Boston	(K) State	MA	(L) Zip	02116
(M)	Phone Number of RBC Contact Person	617-357-9500	Extension	45668	Email	Douglas.Link@LibertyMutual.com
(N)	Date Prepared	01/31/2011				
(O)	Preparer (if different than Contact)	First Name		Middle Name		Last Name
(P)	Is this filing an Original, Amended or Refiling?	Original				
(P1)	If Amended, Amendment Number:					
(Q)	Were any items that come directly from the annual statement entered manually to prepare this filing? (Yes/No)	Yes				
	Officers Name:	Gary Richard Gregg		Dexter Robert Legg		Michael Joseph Fallon
	Officers Title:	President and Chief Executive Officer		Secretary		Treasurer and Chief Financial Officer

Each says that they are the above described officers of the said insurer, and that this risk-based capital report is a true and fair representation of the company's affairs and has been completed in accordance with the NAIC instructions according to the best of their information, knowledge and belief, respectively.

(Signature)	(Signature)	(Signature)

PR001

DETAILS FOR AFFILIATED BONDS AND STOCKS - PR002

	(1) Name of Affiliate	(2) Affil Type	(3) NAIC Company Code or Alien ID Number	(4) Affiliate's RBC After Covariance *	(5) Book/Adjusted Carrying Value (statement value) of Affiliate's Common Stock **	(6) Valuation Basis of Column (5) F - Fair Value A - All Other	(7) Total Value of Affiliate's Outstanding Common Stock	(8) Statutory Surplus of Affiliate Subject to RBC (Adjusted for % Owned)	(9) Percent Owned	(10) Book/Adjusted Carrying Value (statement value) of Affiliate's Preferred Stock	(11) Total Value of Affiliate's Outstanding Preferred Stock	(12) Percent Owned	(13) Book/Adjusted Carrying Value (statement value) of Affiliate's Bonds	(14) Total Value of Affiliate's Outstanding Bonds	(15) Percent Owned	(16) RBC Required	(17) Fair Value Excess Component Affiliate Common Stock Stock RBC Required
0000001	Safeco Insurance Company of Indiana	1	11215	368,522	13,764,548	A	13,764,548	13,764,548	100	0	0	100	0	0	100	368,522	0
0000002	Safeco General Agency, Inc.	15	00000	0	0	A	0	0	100	0	0	100	0	0	100	0	0
9999999	Total	XXX	XXX	368,522	13,764,548	XXX	XXX	XXX	XXX	0	XXX	XXX	0	XXX	XXX	368,522	0

SUBSIDIARY, CONTROLLED AND AFFILIATED INVESTMENTS - PR003

	Affiliate Types	Affiliate Code	RBC Basis	(1) Number of Companies	(2) RBC Required for Affiliated Common Stock	(3) RBC Required for Affiliated Preferred Stock	(4) RBC Required for Affiliated Bonds	(5) Total RBC Required
(1)	Directly owned P&C Insurance Affiliates	1	Sub's RBC After Covariance	1	368,522	0	0	368,522
(2)	Directly Owned Life Insurance Affiliates	2	Sub's RBC After Covariance	0	0	0	0	0
(3)	Directly Owned Health Insurance Affiliates	3	Sub's RBC After Covariance	0	0	0	0	0
(4)	Indirectly Owned P&C Insurance Affiliates	4	Sub's RBC After Covariance	0	0	0	0	0
(5)	Indirectly Owned Life Insurance Affiliates	5	Sub's RBC After Covariance	0	0	0	0	0
(6)	Indirectly Owned Health Insurance Affiliates	6	Sub's RBC After Covariance	0	0	0	0	0
(7)	Investment Subsidiary	7	Sub's RBC After Covariance	0	0	0	0	0
(8)	Directly Owned Alien Insurance Affiliates	8	0.5	0	0	0	0	0
(9)	Indirectly Owned Alien Insurance Affiliates	9	0.5	0	0	0	0	0
(10)	Holding Company in Excess of Indirect Subs	10	0.225	0	0	0	0	0
(11)	Investment in Parent	11	0.225	0	0	0	0	0
(12)	Other Affiliate - P&C Ins Not Subj to RBC	12	0.225	0	0	0	0	0
(13)	Other Affiliate - Life Ins Not Subj to RBC	13	0.225	0	0	0	0	0
(14)	Other Affiliate - Health Insurance Not Subj to RBC	14	0.225	0	0	0	0	0
(15)	Other Affiliate - Non-insurer	15	0.225	0	0	0	0	0
(16)	Total			1	368,522	0	0	368,522

SUMMARY FOR SUBSIDIARY, CONTROLLED AND AFFILIATED INVESTMENTS
FOR CROSS-CHECKING STATEMENT VALUES - PR004

Affiliated Preferred Stock

	Schedule D Part 6 Section 1 C8	Annual Statement Line Number	(1) Annual Statement Total Preferred Stock	(2) Total From RBC Report	(3) Difference
(1)	Parent	0199999	0	0	0
(2)	U.S. P&C Insurer	0299999	0	0	0
(3)	U.S. Life Insurer	0399999	0	0	0
(4)	U.S. Health Insurer	0499999	0	0	0
(5)	Alien Insurer	0599999	0	0	0
(6)	Non-Insurer Which Controls Insurer	0699999	0	0	0
(7)	Investment Subsidiary	0799999	0	0	0
(8)	Other Affiliates	0899999	0	0	0
(9)	Subtotal	0999999	0	0	0

PR004

Affiliated Common Stock

	Schedule D Part 6 Section 1 C8	Annual Statement Line Number	(1) Annual Total Common Stock	(2) Total From RBC Report	(3) Difference
(10)	Parent	1099999	0	0	0
(11)	U.S. P&C Insurers	1199999	13,764,548	13,764,548	0
(12)	U.S. Life Insurers	1299999	0	0	0
(13)	U. S. Health Entity	1399999	0	0	0
(14)	Alien Insurer	1499999	0	0	0
(15)	Non-Insurer Which controls Insurers	1599999	0	0	0
(16)	Investment Subsidiary	1699999	0	0	0
(17)	Other Affiliates	1799999	0	0	0
(18)	Subtotal	1899999	13,764,548	13,764,548	0

(19)	Affiliated Bonds (Check to Schedule D, Part 1A, Section 1, C 6, L 9.7)	0	0	0

UNAFFILIATED BONDS - PR005

		Annual Statement Source Sch D Pt 1A Sn 1	(1) Book / Adjusted Carrying Value	Factor	(2) RBC Requirement
(1)	Class 01 - U.S. Government - Direct and Guaranteed	Column 6 Line 1.1	129,739,481	0.000	0
(2)	Class 01 - U.S. Government Agency NOT BACKED BY FULL FAITH AND CREDIT OF THE US GOVERNMENT	Included in Column 6, Line 10.1 - Line 9.1	117,075,972	0.003	351,228
(3)	Total Class 01 Bonds	Column 6 Line 10.1 - Line 8.1	1,093,650,850		
(4)	Affiliated Class 01 Bonds	Column 6 Line 9.1	0		
(5)	Total Other Class 01 Unaffiliated Bonds	L(3)-L(4)-L(1)-L(2)	846,835,397	0.003	2,540,506
(6)	Total Class 02 Bonds	Column 6 Line 10.2 - Line 8.2	257,261,786		
(7)	Affiliated Class 02 Bonds	Column 6 Line 9.2	0		
(8)	Total Class 02 Unaffiliated bonds	L(6)-L(7)	257,261,786	0.010	2,572,618
(9)	Total Class 03 Bonds	Column 6 Line 10.3 - Line 8.3	107,048,009		
(10)	Affiliated Class 03 Bonds	Column 6 Line 9.3	0		
(11)	Total Class 03 Unaffiliated bonds	L(9) - L(10)	107,048,009	0.020	2,140,960
(12)	Total Class 04 Bonds	Column 6 Line 10.4 - Line 8.4	76,355,534		
(13)	Affiliated Class 04 Bonds	Column 6 Line 9.4	0		
(14)	Total Class 04 Unaffiliated bonds	L(12) - L(13)	76,355,534	0.045	3,435,999
(15)	Total Class 05 Bonds	Column 6 Line 10.5 - Line 8.5	4,636,256		
(16)	Affiliated Class 05 Bonds	Column 6 Line 9.5	0		
(17)	Total Class 05 Unaffiliated bonds	L(15) - L(16)	4,636,256	0.100	463,626
(18)	Total Class 06 Bonds	Column 6 Line 10.6 - Line 8.6	705,849		
(19)	Affiliated Class 06 Bonds	Column 6 Line 9.6	0		
(20)	Total Class 06 Unaffiliated bonds	L(18) - L(19)	705,849	0.300	211,755
(21)	Subtotal - Bonds Subject to Bond Size Factor L(5) + L(8) + L(11) + L(14) + L(17) + L(20)		1,292,842,831		11,365,464
(22)	Number of Issuers		321		
(23)	Bond Size Factor				0.280
(24)	Bond Size Factor RBC = L(21) x L(23)				3,182,330
(25)	Total Unaffiliated Bonds RBC = L(1) + L(2) + L(21) + L(24)		1,539,658,284		14,899,022

UNAFFILIATED PREFERRED AND COMMON STOCK - PR006

		Annual Statement Source	(1) Book / Adjusted Carrying Value	Factor	(2) RBC Requirement
	Unaffiliated Preferred Stock				
(1)	Class 01 Preferred Stock	Sch D Pt 2 Sn 1	13,754,650	0.003	41,264
(2)	Class 02 Preferred Stock	Sch D Pt 2 Sn 1	0	0.010	0
(3)	Class 03 Preferred Stock	Sch D Pt 2 Sn 1	0	0.020	0
(4)	Class 04 Preferred Stock	Sch D Pt 2 Sn 1	0	0.045	0
(5)	Class 05 Preferred Stock	Sch D Pt 2 Sn 1	0	0.100	0
(6)	Class 06 Preferred Stock	Sch D Pt 2 Sn 1	0	0.300	0
(7)	SUBTOTAL - UNAFFILIATED PREFERRED STOCK (should equal P2 L2.1 C3 less Sch D-Sum C1 L18)	Sum of Ls(1) through (6)	13,754,650		41,264
	Hybrid Securities				
(8)	Class 01 Hybrid Securities	Sch D Pt 1A Sn 1 C(6) L(8.1)	0	0.003	0
(9)	Class 02 Hybrid Securities	Sch D Pt 1A Sn 1 C(6) L(8.2)	0	0.010	0
(10)	Class 03 Hybrid Securities	Sch D Pt 1A Sn 1 C(6) L(8.3)	0	0.020	0
(11)	Class 04 Hybrid Securities	Sch D Pt 1A Sn 1 C(6) L(8.4)	0	0.045	0
(12)	Class 05 Hybrid Securities	Sch D Pt 1A Sn 1 C(6) L(8.5)	0	0.100	0
(13)	Class 06 Hybrid Securities	Sch D Pt 1A Sn 1 C(6) L(8.6)	0	0.300	0
(14)	SUBTOTAL - HYBRID SECURITIES	Sum of Ls(8) through (13)	0		0
(15)	Total Unaffiliated Preferred Stock and Hybrid Securities	Line (7) + Line (14)	13,754,650		41,264
	Unaffiliated Common Stock				
(16)	Non-government money market funds	Sch D Pt2 Sn 2 C6 L9399999	0	0.003	0
(17)	Total Common Stock	Sch D - Summary C1 L25	60,008,492		
(18)	Affiliated Common Stock	Sch D - Summary C1 L24	13,764,548		
(19)	Non-admitted Unaffilated Common Stock	P2 C2 L2.2 in part	0		
(20)	Other Admitted Unaffiliated Common Stock	L(17) - L(16) - L(18) - L(19)	46,243,944	0.150	6,936,592
(21)	Fair Value Excess Affiliated Common Stock	PR002 C(17) L(9999999)			0
(22)	Total Admitted Unaffiliated Common Stock	L(16) + L(20) + L(21)	46,243,944		6,936,592

OTHER LONG-TERM ASSETS - PR007

		Annual Statement Source	(1) Book / Adjusted Carrying Value	Factor	(2) RBC Requirement
(1)	Company Occupied Real Estate	P2 L4.1 C3	0	0.100	0
(2)	Encumbrances	P2 L4.1, inside item	0	0.100	0
(3)	Property Held For the Production of Income	P2 L4.2 C3	0	0.100	0
(4)	Property Held For Sale	P2 L4.3 C3	0	0.100	0
(5)	Encumbrances (Property Held For the Production of Income)	P2 L4.2, inside item	0	0.100	0
(6)	Encumbrances (Property Held For Sale)	P2 L4.3, inside item	0	0.100	0
(7)	Total Real Estate	L(1) + L(2) + L(3) + L(4) + L(5) + L(6)	0		0
(8)	Mortgage Loans - First Liens	P2 L3.1 C3	39,652,419	0.050	1,982,621
(9)	Mortgage Loans - Other Than First Liens	P2 L3.2 C3	0	0.050	0
(10)	Total Mortgage Loans	L(8) + L(9)	39,652,419		1,982,621
(11)	Schedule BA Assets - Total	P2 L8 C3	126,866		
(12)	Less: Collateral Loans	PR008 L(14)	0		
(13)	Schedule BA Assets Excluding Collateral Loans	L(11) - L(12)	126,866	0.200	25,373
(14)	Total Other Long-Term Assets	L(7) + L(10) + L(13)	39,779,285		2,007,994

MISCELLANEOUS ASSETS - PR008

		Annual Statement Source	(1) Book / Adjusted Carrying Value	Factor	(2) RBC Requirement
(1)	Receivable for Securities	P2 C3 L9	246,227	0.050	12,311
(2)	Aggregate W/I for Invest Assets	P2 C3 L11	0	0.050	0
(3)	Cash	P2 L5, inside amt 1	228,221	0.003	685
(4)	Cash Equivalents	P2 L5, inside amt 2	22,087,918		
(5)	Less: Cash Equivalents, Bonds included in Schedule D, Part 1A	Sch E Pt 2 C6 L8399999 in part	22,087,918		
(6)	New Cash Equivalents	L(4) - L(5)	0	0.003	0
(7)	Short-Term Investments	P2 L5, inside amt 3	18,108,887		
(8)	Less Short-Term Bonds*	Sch DA Pt 1 C8 L8399999	10,520,019		
(9)	Less Exempt Money Market Mutual Funds*	Sch DA Pt 1 C8 L8899999	0		
(10)	Less Class One Money Market Mutual Funds*	Sch DA Pt 1 C8 L8999999	7,588,868		
(11)	Total Other Short-Term Investments	L(7) - L(8) - L(9) - L(10)	0	0.003	0
(12)	Collateral Loans	Sch BA Pt 1 C12 L2399999 + L2499999	0		
(13)	Less: Non-admitted Collateral Loans	P2 L8 C2 in part	0		
(14)	Net admitted Collateral Loans	L(12) - L(13)	0	0.050	0
(15)	Derivatives	P2 C3 L7	0	0.050	0
(16)	Total Miscellaneous Assets	L(1) + L(2) + L(3) + L(6) + L(11) + L(14) + L(15)	474,448		12,996

* These bonds appear in Schedule D Part 1A Section 1 and are already recognized in the Bonds portion of the formula.

REPLICATION (SYNTHETIC ASSET) TRANSACTIONS AND MANDATORILY CONVERTIBLE SECURITIES - PR009

	(1) RSAT Number	(2) Type	(3) CUSIP	(4) Description of Assets	(5) NAIC Designation or Other Description of Asset	(6) Value of Asset	(7) RBC Requirement
9999999	Total	X X X	X X X	X X X	X X X	0	0

PR009

ASSET CONCENTRATION FACTOR - PR010

Issuer # 01 TTX Company

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	15,854,859	0.010	158,549
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	15,854,859		158,549
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	0	0.150	0
(23)	SUBTOTAL - EQUITY	0		0
(24)	TOTAL - ISSUER # (L7 + L23)	15,854,859		158,549

ASSET CONCENTRATION FACTOR - PR010

Issuer # 02 | Viacom Inc

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	11,015,717	0.010	110,157
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	11,015,717		110,157
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	0	0.150	0
(23)	SUBTOTAL - EQUITY	0		0
(24)	TOTAL - ISSUER # (L7 + L23)	11,015,717		110,157

ASSET CONCENTRATION FACTOR - PR010

Issuer # 03 Kraft Foods Inc

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	9,970,401	0.010	99,704
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	9,970,401		99,704
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	90,560	0.150	13,584
(23)	SUBTOTAL - EQUITY	90,560		13,584
(24)	TOTAL - ISSUER # (L7 + L23)	10,060,961		113,288

ASSET CONCENTRATION FACTOR - PR010

Issuer # 04 | Anheuser-Busch InBev NV

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	9,993,495	0.010	99,935
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	9,993,495		99,935
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	0	0.150	0
(23)	SUBTOTAL - EQUITY	0		0
(24)	TOTAL - ISSUER # (L7 + L23)	9,993,495		99,935

ASSET CONCENTRATION FACTOR - PR010

Issuer # 05 Enterprise Holdings

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	7,781,201	0.010	77,812
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	7,781,201		77,812
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	0	0.150	0
(23)	SUBTOTAL - EQUITY	0		0
(24)	TOTAL - ISSUER # (L7 + L23)	7,781,201		77,812

ASSET CONCENTRATION FACTOR - PR010

Issuer # 06 | CRH America Inc

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	7,678,389	0.010	76,784
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	7,678,389		76,784
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	0	0.150	0
(23)	SUBTOTAL - EQUITY	0		0
(24)	TOTAL - ISSUER # (L7 + L23)	7,678,389		76,784

ASSET CONCENTRATION FACTOR - PR010

Issuer # 07 | MO ELEC PLUM PT PJ

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	7,536,881	0.010	75,369
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	7,536,881		75,369
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	0	0.150	0
(23)	SUBTOTAL - EQUITY	0		0
(24)	TOTAL - ISSUER # (L7 + L23)	7,536,881		75,369

ASSET CONCENTRATION FACTOR - PR010

Issuer # 08 | Anadarko Petroleum Corp

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	7,249,493	0.010	72,495
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	7,249,493		72,495
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	62,832	0.150	9,425
(23)	SUBTOTAL - EQUITY	62,832		9,425
(24)	*TOTAL - ISSUER # (L7 + L23)*	7,312,325		81,920

ASSET CONCENTRATION FACTOR - PR010

Issuer # 09 FORTUNE BRANDS INC

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	7,012,546	0.010	70,125
(2)	Class 3 Unaffiliated Bonds	0	0.020	0
(3)	Class 4 Unaffiliated Bonds	0	0.045	0
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	7,012,546		70,125
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	*Property Held For Production of Income Excluding Home Office*	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	15,364	0.150	2,305
(23)	SUBTOTAL - EQUITY	15,364		2,305
(24)	TOTAL - ISSUER # (L7 + L23)	7,027,910		72,430

ASSET CONCENTRATION FACTOR - PR010

Issuer # 10 | Aveta Inc.

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	0	0.010	0
(2)	Class 3 Unaffiliated Bonds	2,970,000	0.020	59,400
(3)	Class 4 Unaffiliated Bonds	2,829,256	0.045	127,317
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	5,799,256		186,717
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	1,180,402	0.150	177,060
(23)	SUBTOTAL - EQUITY	1,180,402		177,060
(24)	TOTAL - ISSUER # (L7 + L23)	6,979,658		363,777

ASSET CONCENTRATION FACTOR - PR010

Combined Totals:
All Issuers

GRAND TOTAL

	(1) Asset Type	(2) Book / Adjusted Carrying Value	Factor	(3) Additional RBC
(1)	Class 2 Unaffiliated Bonds	84,092,982	0.010	840,930
(2)	Class 3 Unaffiliated Bonds	2,970,000	0.020	59,400
(3)	Class 4 Unaffiliated Bonds	2,829,256	0.045	127,317
(4)	Class 5 Unaffiliated Bonds	0	0.100	0
(5)	Collateral Loans	0	0.050	0
(6)	Mortgage Loans	0	0.050	0
(7)	SUBTOTAL - FIXED INCOME	89,892,238		1,027,647
(8)	Class 02 Preferred Stock	0	0.010	0
(9)	Class 03 Preferred Stock	0	0.020	0
(10)	Class 04 Preferred Stock	0	0.045	0
(11)	Class 05 Preferred Stock	0	0.100	0
(12)	Class 02 Hybrid Securities	0	0.010	0
(13)	Class 03 Hybrid Securities	0	0.020	0
(14)	Class 04 Hybrid Securities	0	0.045	0
(15)	Class 05 Hybrid Securities	0	0.100	0
(16)	Property Held For Production of Income Excluding Home Office	0	0.100	0
(17)	Property Held For Production of Income Encumbrance Excluding Home Office	0	0.100	0
(18)	Schedule BA Assets	0	0.100	0
(19)	Receivable for Securities	0	0.050	0
(20)	Aggregate Write-Ins for Invested Assets	0	0.050	0
(21)	Derivatives	0	0.050	0
(22)	Unaffiliated Common Stock	1,349,158	0.150	202,374
(23)	SUBTOTAL - EQUITY	1,349,158		202,374
(24)	TOTAL - ISSUER # (L7 + L23)	91,241,396		1,230,021

CREDIT RISK FOR RECEIVABLES - PR011

	Reinsurance Recoverables	Annual Statement Source	(1) Statement Value		(2) Applicable Penalty †	(3) Amount Subject to RBC C(1) - C(2)	Factor	(4) RBC Requirement
(1)	Authorized Alien Affiliates	Sch F Pt 3, C15, L0399999	0	*	0	0	0.100	0
(2)	Authorized U.S. Unaffiliated Insurers	Sch F Pt 3, C15, L0599999	0	*	0	0	0.100	0
(3)	Authorized Voluntary Pools	Sch F Pt 3, C15, L0799999	0	*	0	0	0.100	0
(4)	Authorized Alien Unaffiliates	Sch F Pt 3, C15, L0899999	0	*	0	0	0.100	0
(5)	Unauthorized Alien Affiliates	Sch F Pt 3, C15, L1299999	0	*	0	0	0.100	0
(6)	Unauthorized U.S. Unaffiliated Insurers	Sch F Pt 3, C15, L1499999	0	*	0	0	0.100	0
(7)	Unauthorized Voluntary Pools	Sch F Pt 3, C15, L1699999	0	*	0	0	0.100	0
(8)	Unauthorized Alien Unaffiliates	Sch F Pt 3, C15, L1799999	0	*	0	0	0.100	0
(9)	Total Reinsurance Recoverables		0		0	0		0
(10)	Federal Income Tax Recoverable	P2 C3 L18.1 + L18.2	71,986,062				0.050	3,599,303
(11)	Guaranty Funds Receivable or on Deposit	P2 C3 L19	1,554,508				0.050	77,725
(12)	Investment Income Due & Accrued	P2 C3 L14	17,610,975				0.010	176,110
(13)	Recov from Parent, Subs, Affils	P2 C3 L23	767,562				0.050	38,378
(14)	Amts Receive relating to Uninsured A&H Plans	P2 C3 L17	0				0.050	0
(15)	Aggregate W/I for Other Than Invest Assets	P2 C3 L25	8,060,576				0.050	403,029
(16)	Total Credit RBC=C3 L(09) + Sum of C1 L(10) through L(15)		99,979,683					4,294,545

* Schedule F data should be brought to full dollar amount by multiplying 1000.

† Column 2 Line 9: Applicable Penalty for Total Reinsurance Recoverables should equal AST page 3 Line 16 less PR035 line 1 through line 3.

HEALTH CREDIT RISK - PR012

		PRBC Statement Source	(1) Amount	Factor	(2) RBC Requirement
	Capitations to Intermediaries				
(1)	Total Capitations Paid Directly to Providers	PR020 Underwriting Risk Managed Care Credit Col (2) Line (5)	0		
(2)	Less Secured Capitations to Providers	Company Records	0	*	
(3)	Net Capitations to Providers Subject to Credit Risk Charge	L(1) - L(2)	0	0.020	0
(4)	Total Capitations to Intermediaries	PR020 Column (2) Lines (6) + (7)	0		
(5)	Less Secured Capitations to Intermediaries	Company Records	0	*	
(6)	Net Capitations to Intermediaries Subject to Credit Risk Charge	L(4) – L(5)	0	0.040	0
(7)	Capitation Credit Risk RBC	L(3) + L(6)			0
	Health ASO/ASC Credit Risk				
(8)	ASC Claims Reported as Incurred Claims	Company Records	0	0.010	0
(9)	Other Medical Costs Paid through ASC Arrangements	Company Records	0	0.010	0
(10)	Fee-for Service Received from Health Insurer	Company Records	0	0.010	0
(11)	Total Health ASO/ASC Credit Risk	L(8) + L(9) + L(10)			0
(12)	Total Health Credit Risk	L(7) + L(11)			0

* Enter amounts of secured capitation in PRCPT.

MISCELLANEOUS OFF-BALANCE SHEET ITEMS - PR013

	Non-controlled Assets	Annual Statement Source	(1) Statement Value	Factor	(2) RBC Requirement
(1)	Loaned to Others - Conforming Securities Lending Programs	General Interrogatories Part 1 L23.5	9,727,485	0.002	19,455
(2)	Loaned to Others - Securities Lending Programs - Other	General Interrogatories Part 1 L23.6	0	0.010	0
(3)	Subject to Repurchase Agreements	General Interrogatories Part 1 L24.21	0	0.010	0
(4)	Subject to Reverse Repurchase Agreements	General Interrogatories Part 1 L24.22	0	0.010	0
(5)	Subject to Dollar Repurchase Agreements	General Interrogatories Part 1 L24.23	0	0.010	0
(6)	Subject to Reverse Dollar Repurchase Agreements	General Interrogatories Part 1 L24.24	0	0.010	0
(7)	Pledged as Collateral	Company Records	0	0.010	0
(8)	Assets Placed Under Option Agreements	General Interrogatories Part 1 L24.26	0	0.010	0
(9)	Letter Stock or Other Securities Restricted	General Interrogatories Part 1 L24.27	0	0.010	0
(10)	On Deposit with State or Other Regulatory Body	General Interrogatories Part 1 L24.28	80,334,833	0.010	803,348
(11)	Other	General Interrogatories Part 1 L24.29	0	0.010	0
(12)	Total Non-controlled Assets	Sum of L(1) through L(11)	90,062,318		822,803
(13)	Guarantees for Affiliates	Notes to Financial Statements Item 10e	0	0.010	0
(14)	Contingent Liabilities	Notes to Financial Statements Item 14a1 + Item 27a Amount 2 Unrecorded Loss Contingencies	11,211,209	0.010	112,112
(15)	Total Miscellaneous Off Balance Sheet Items=L(12) + L(13) + L(14)		101,273,527		934,915

OFF-BALANCE SHEET COLLATERAL - PR014

(Including Schedule DL, Part 1 Assets)

	Asset Category	Annual Statement Source	(1) Book / Adjusted Carrying Value	Factor	(2) RBC Requirement
	Fixed Income Assets - Bonds				
(1)	Class 01 - U.S. Government - Direct and Guaranteed	Company Records	0	0.000	0
(2)	Other Class 01 Bonds	Company Records	9,327,173	0.003	27,982
(3)	Total Class 01 Bonds	L(1) + L(2)	9,327,173		27,982
(4)	Total Class 02 Bonds	Company Records	400,312	0.010	4,003
(5)	Total Class 03 Bonds	Company Records	0	0.020	0
(6)	Total Class 04 Bonds	Company Records	0	0.045	0
(7)	Total Class 05 Bonds	Company Records	0	0.100	0
(8)	Total Class 06 Bonds	Company Records	0	0.300	0
(9)	Total Bonds	L(3) + L(4) + L(5) + L(6) + L(7) + L(8)	9,727,485		31,985
	Equity Assets - Preferred Stock - Unaffiliated				
(10)	Class 01 Unaffiliated Preferred Stock	Company Records	0	0.003	0
(11)	Class 02 Unaffiliated Preferred Stock	Company Records	0	0.010	0
(12)	Class 03 Unaffiliated Preferred Stock	Company Records	0	0.020	0
(13)	Class 04 Unaffiliated Preferred Stock	Company Records	0	0.045	0
(14)	Class 05 Unaffiliated Preferred Stock	Company Records	0	0.100	0
(15)	Class 06 Unaffiliated Preferred Stock	Company Records	0	0.300	0
(16)	Total Unaffiliated Preferred Stock	L(10) + L(11) + L(12) + L(13) + L(14) + L(15)	0		0
(17)	Common Stock	Company Records	0	0.150	0
(18)	Schedule BA - Other Invested Assets	Company Records	0	0.200	0
(19)	Other Invested Assets	Company Records	0	0.200	0
(20)	Total	L(9) + L(16) + L(17) + L(18) + L(19)	9,727,485		31,985

PR014

EXCESSIVE PREMIUM GROWTH - PR015

		(1) Company Gross Written Premiums *	(2) Company Adjustments	(3) Group Gross Written Premiums *	(4) Group Adjustments	(5) Selected Adjusted Gross Written Premium	(6) Statement Value	(7) Factor	(8) RBC Requirement
(1)	2010	283,706,915	0	26,030,446,181	152,127,952	25,878,318,229	X X X		X X X
(2)	2009	299,600,674	0	25,445,584,575	217,009,282	25,228,575,293	X X X		X X X
(3)	2008	542,091,140	0	27,049,736,358	336,259,149	26,713,477,209	X X X		X X X
(4)	2007	662,937,655	0	26,779,856,752	465,578,318	26,314,278,434	X X X		X X X

(5)	2010 Growth Rate=[L(1)-L(2)]/L(2)							0.026	
(6)	2009 Growth Rate=[L(2)-L(3)]/L(3)							(0.056)	
(7)	2008 Growth Rate=[L(3)-L(4)]/L(4)							0.015	
(8)	Three Year Average Growth Rate							(0.005)	
(9)	Two Year Average Growth Rate							(0.015)	
(10)	One Year Average Growth Rate							0.026	
(11)	Selected Average Growth Rate							(0.005)	
(12)	RBC Average Growth Rate = L(11) - 10%, capped to fall between 0% and 30%							0.000	
(13)	Excessive Growth Charge Applied to Loss/Expense Reserve from Schedule P Summary C24 L12 x 1000 (in whole dollars)						1,004,999,000	0.000	0
(14)	Excessive Growth Charge Applied to Net Written Premiums from U&I Exhibit Pt 1B C6 L35						970,183,158	0.000	0

* Enter Company and Group Gross Written Premiums in PR036.

Footnote	Name of Involuntary Residual Market (For Servicing Carrier only)	Adjustment Amount
(0000001)	Servicing Carrier	152,127,952
(0000002)	Servicing Carrier	217,009,282
(0000003)	Servicing Carrier	336,259,149
(0000004)	Servicing Carrier	465,578,318
(9999999)	Total	1,170,974,701

UNDERWRITING RISK - RESERVES - PR016

	Sch P Line of Business	(1) H/F	(2) PPA	(3) CA	(4) WC	(5) CMP	(6) MPL OCCURRENCE	(7) MPL CLMS MADE	(8) SL	(9) OL	(10) FIDELITY / SURETY
(1)	INDUSTRY AVERAGE DEVELOPMENT	0.984	0.992	1.015	1.005	0.962	1.213	0.981	0.998	0.959	1.253
(2)	COMPANY DEVELOPMENT	0.985	0.949	0.938	0.993	0.919	1.213	0.981	0.998	0.691	0.776
(3)	(2)/(1)	1.001	0.957	0.924	0.988	0.955	1.000	1.000	1.000	0.721	0.619
(4)	INDUSTRY LOSS & EXPENSE RBC %	0.201	0.192	0.230	0.324	0.465	0.431	0.306	0.257	0.511	0.325
(5)	COMPANY RBC % (4)*(3)*.5+(4)*.5	0.201	0.188	0.221	0.322	0.455	0.431	0.306	0.257	0.440	0.263
(6)	LOSS +EXPENSE UNPAID SCH. P PART 1 (in 000s)	43,759	152,710	100,275	285,514	231,759	334	56	17	118,467	31,978
(7)	OTHER DISCOUNT AMOUNT NOT INCLUDED IN LOSS+EXP	0	0	0	0	0	0	0	0	0	0
(8)	ADJUSTMENT FOR INVESTMENT INCOME	0.938	0.928	0.911	0.830	0.876	0.865	0.883	0.890	0.852	0.940
(9)	CASE LOSS+EXPENSE RESERVE RISK-BASED CAPITAL (000's) MAX [0,[((5)+1)*(8)-1]*[(6)+(7)]] zero if Line [(6)+(7)] is negative	5,537	15,647	11,264	27,769	63,636	79	9	2	26,878	5,987
(10)	% DIRECT LOSS SENS	0.0	0.0	0.0	12.6	0.0	0.0	0.0	0.0	0.0	0.0
(11)	% ASSUMED LOSS SENS	0.0	0.0	0.0	12.6	0.0	0.0	0.0	0.0	0.0	0.0
(12)	LOSS SENSITIVE DISCOUNT (in 000s)	0	0	0	1,575	0	0	0	0	0	0
(13)	LOSS+EXPENSE RBC AFTER DSCT (in 000s) L(09) - L(12)	5,537	15,647	11,264	26,194	63,636	79	9	2	26,878	5,987
(14)	LOSS CONCEN FACTOR										
(15)	NET LOSS+EXPENSE RBC x1000 (converted to whole dollars)										

UNDERWRITING RISK - RESERVES - PR016 - Continued

	Sch P Line of Business	(11) SPECIAL PROPERTY	(12) AUTO PHYSICAL DAMAGE	(13) OTHER (CREDIT,A&H)	(14) FINANCIAL / MORTGAGE GUARANTY	(15) INTL	(16) REIN. PROPERTY & FINANCIAL LINES	(17) REIN. LIABILITY	(18) PL	(19) WARRANTY	(20) TOTAL
(1)	INDUSTRY AVERAGE DEVELOPMENT	1.144	1.155	1.277	0.841	1.102	0.965	1.304	1.063	1.717	X X X
(2)	COMPANY DEVELOPMENT	0.972	0.997	0.647	0.841	1.102	0.965	1.304	1.063	1.717	X X X
(3)	(2)/(1)	0.850	0.863	0.507	1.000	1.000	1.000	1.000	1.000	1.000	X X X
(4)	INDUSTRY LOSS & EXPENSE RBC %	0.191	0.112	0.172	0.200	0.327	0.286	0.769	0.643	0.325	X X X
(5)	COMPANY RBC % (4)*(3)*.5+(4)*.5	0.177	0.104	0.130	0.200	0.327	0.286	0.769	0.643	0.325	X X X
(6)	LOSS +EXPENSE UNPAID SCH. P PART 1 (in 000s)	7,792	6,367	4,637	0	0	0	18,410	2,924	0	1,004,999
(7)	OTHER DISCOUNT AMOUNT NOT INCLUDED IN LOSS+EXP	0	0	0	0	0	0	0	0	0	0
(8)	ADJUSTMENT FOR INVESTMENT INCOME	0.966	0.976	0.967	0.926	0.874	0.901	0.838	0.841	0.940	X X X
(9)	CASE LOSS+EXPENSE RESERVE RISK-BASED CAPITAL (00	1,067	493	430	0	0	0	8,881	1,116	0	168,795
(10)	% DIRECT LOSS SENS	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	X X X
(11)	% ASSUMED LOSS SENS	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	X X X
(12)	LOSS SENSITIVE DISCOUNT (in 000s)	0	0	0	0	0	0	0	0	0	1,575
(13)	LOSS+EXPENSE RBC AFTER DSCT (in 000s) L(09) - L(12)	1,067	493	430	0	0	0	8,881	1,116	0	167,220
(14)	LOSS CONCEN FACTOR										0.785
(15)	NET LOSS+EXPENSE RBC x1000 (converted to whole dollars)										131,267,700

UNDERWRITING RISK - NET WRITTEN PREMIUMS - PR017

	Sch P Line of Business	(1) H/F	(2) PPA	(3) CA	(4) WC	(5) CMP	(6) MPL OCCURRENC	(7) MM CLMS MADE	(8) SL	(9) OL	(10) FIDELITY / SURETY
(1)	INDUSTRY AVERAGE LOSS & EXPENSE RATIO	0.736	0.815	0.705	0.780	0.674	1.031	0.860	0.582	0.687	0.584
(2)	COMPANY AVERAGE LOSS & EXPENSE RATIO	0.686	0.763	0.625	0.826	0.634	1.031	0.860	0.582	0.505	0.285
(3)	(2)/(1)	0.932	0.936	0.887	1.059	0.941	1.000	1.000	1.000	0.735	0.488
(4)	INDUSTRY LOSS & EXPENSE RATIO	0.937	0.969	0.988	1.033	0.921	1.822	1.092	0.904	1.042	0.883
(5)	COMPANY RBC LOSS & EXPENSE RATIO (3)*(4)*0.5+(4)*0.5	0.905	0.938	0.932	1.063	0.894	1.822	1.092	0.904	0.904	0.657
(6)	COMPANY UNDERWRITING EXPENSE RATIO	0.329	0.329	0.329	0.329	0.329	0.329	0.329	0.329	0.329	0.329
(7)	ADJUSTMENT FOR INVESTMENT INCOME	0.954	0.925	0.890	0.839	0.896	0.767	0.827	0.898	0.816	0.904
(8)	C/Y NET WRITTEN PREMIUM (in 000s)	146,171	181,141	77,644	83,330	170,651	71	10	18	52,419	67,218
(9)	BASE WRITTEN PREMIUM RISK-BASED CAPITAL (in 000s) MAX [	28,119	35,621	12,305	18,404	22,189	52	2	3	3,494	0
(10)	% DIRECT LOSS SENS WP	0.0	0.0	0.0	5.1	0.0	0.0	0.0	0.0	0.0	0.0
(11)	% ASSUMED LOSS SENS WP	0.0	0.0	0.0	5.1	0.0	0.0	0.0	0.0	0.0	0.0
(12)	LOSS SENSITIVE DSCT - WP (in 000s)	0	0	0	423	0	0	0	0	0	0
(13)	NWP RBC AFTER DSCT (in 000s)	28,119	35,621	12,305	17,981	22,189	52	2	3	3,494	0
(14)	PREMIUM CONCENTRATION FACTOR										
(15)	NET WRITTEN PREMIUM RBC x 1000 (converted to whole dollars)										

UNDERWRITING RISK - RESERVES - PR017 - Continued

	Sch P Line of Business	(11) SPECIAL PROPERTY	(12) AUTO PHYSICAL DAMAGE	(13) OTHER (CREDIT,A&H)	(14) FINANCIAL / MORTGAGE GUARANTY	(15) INTL	(16) REIN. PROPERTY & FINANCIAL LINES	(17) REIN. LIABILITY	(18) PL	(19) WARRANTY	(20) TOTAL
(1)	INDUSTRY AVERAGE LOSS & EXPENSE RATIO	0.565	0.692	0.691	0.738	0.954	0.828	1.010	0.747	0.860	X X X
(2)	COMPANY AVERAGE LOSS & EXPENSE RATIO	0.475	0.650	0.691	0.738	0.954	0.828	1.010	0.363	0.860	X X X
(3)	(2)/(1)	0.841	0.939	1.000	1.000	1.000	1.000	1.000	0.486	1.000	X X X
(4)	INDUSTRY LOSS & EXPENSE RATIO	0.941	0.843	0.893	1.482	1.169	1.349	1.507	1.214	0.883	X X X
(5)	COMPANY RBC LOSS & EXPENSE RATIO (3)*(4)*0.5+(4)*0.5	0.866	0.817	0.893	1.482	1.169	1.349	1.507	0.902	0.883	X X X
(6)	COMPANY UNDERWRITING EXPENSE RATIO	0.329	0.329	0.329	0.329	0.329	0.329	0.329	0.329	0.329	X X X
(7)	ADJUSTMENT FOR INVESTMENT INCOME	0.949	0.971	0.947	0.884	0.905	0.893	0.777	0.774	0.904	X X X
(8)	C/Y NET WRITTEN PREMIUM (in 000s)	50,089	140,133	(7)	0	0	0	0	1,296	0	970,184
(9)	BASE WRITTEN PREMIUM RISK-BASED CAPITAL (in 000s) MAX [	7,555	17,139	0	0	0	0	0	35	0	144,918
(10)	% DIRECT LOSS SENS WP	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	X X X
(11)	% ASSUMED LOSS SENS WP	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	X X X
(12)	LOSS SENSITIVE DSCT - WP (in 000s)	0	0	0	0	0	0	0	0	0	423
(13)	NWP RBC AFTER DSCT (in 000s)	7,555	17,139	0	0	0	0	0	35	0	144,495
(14)	PREMIUM CONCENTRATION FACTOR										0.756
(15)	NET WRITTEN PREMIUM RBC x 1000 (converted to whole dollars)										109,238,220

PR017

HEALTH PREMIUMS - PR018

		Annual Statement Source	(1) Statement Value	Factor		(2) RBC Requirement
	Medical Insurance Premiums - Individual Morbidity					
(1)	Usual and Customary Major Medical and Hospital	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(2)	Medicare Supplement	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(3)	Dental & Vision	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(3.1)	Stand-Alone Medicare Part D Coverage	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(3.2)	Supplemental benefits within Stand-Alone Part D Coverage	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.350		0
(4)	Hospital Indemnity and Specified Disease	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.035	*	0
(5)	AD&D (Maximum Retained Risk Per Life 0)	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(6)	Other Accident	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.050		0
	Medical Insurance Premiums - Group and Credit Morbidity					
(7)	Usual and Customary Major Medical, Hospital	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(8)	Dental & Vision	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(9)	Stop Loss and Minimum Premium	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.250		0
(10)	Medicare Supplement	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(10.1)	Stand-Alone Medicare Part D Coverage (see instructions for limits)	Earned Premium (Schedule H Part 1 Line 2 in part)	0	†		X X X
(10.2)	Supplemental benefits within Stand-Alone Part D Coverage	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.350		0
(11)	Hospital Indemnity and Specified Disease	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.035	*	0
(12)	AD&D (Maximum Retained Risk Per Life 0)	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(13)	Other Accident	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.050		0
(14)	Federal Employee Health Benefit Plan	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.000		0
	Disability Income Premium					
(15)	Noncancellable Disability Income - Individual Morbidity	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(16)	Other Disability Income - Individual Morbidity	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(17)	Disability Income - Credit Monthly Balance Plans	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(18)	Disability Income - Group Long-Term	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(19)	Disability Income - Credit Single Premium with Additional Reserve	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(20)	Disability Income - Credit Single Premium without Additional Reserve	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
(21)	Disability Income - Group Short-Term	Earned Premium (Schedule H Part 1 Line 2 in part)	0	‡		0
	Long-Term Care					
(22)	Noncancellable Long-Term Care Premium - Rate Risk**	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.100	**	0
(23)	Other Long-Term Care Premium ‡‡	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.000		0
	Health Premium With Limited Underwriting Risk					
(24)	ASC Business with Premium Revenue	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.000		0
	Other Health					
(25)	Other Health	Earned Premium (Schedule H Part 1 Line 2 in part)	0	0.120		0
(26)	Total Earned Premiums C(1), L(26) should equal Schedule H Part 1 Column 1 Line 2	Sum of Lines (1) through (25)	0			0
(27)	Additional Reserves for Credit Disability Plans	Company Records	0	§		
(28)	Additional Reserves for Credit Disability Plans, prior year	Company Records	0	§		

† The premium amounts in these lines are transferred to PR019 Underwriting Risk – Premium Risk for Comprehensive Medical, Medicare Supplement and Dental & Vision and Stand-Alone Medicare Part D Coverage Lines (1.1) and (1.2) for the calculation of risk-based capital. The premium amounts are included here to assist in the balancing of total health premium. If managed care arrangements have been entered into, the company may also complete PR020 Underwriting Risk – Managed Care Credit. In which case, the company will also need to complete PR011 Health Credit Risk in the formula. If there are amounts in any of lines (1), (2), (3), (7), (8) or (10) on page PR018 Health Premiums, the company will also be directed to complete the Health Administrative Expense portion of PR021.

‡ The two tiered calculation is illustrated in the risk-based capital instructions for PR018 Health Premiums.

‡‡ The balance of the RBC requirement for Long Term Care - Morbidity Risk is calculated on Page PR022. The premium is shown to allow totals to check to Schedule H.

* If there is premium included on either or both of these lines, the RBC value in Column (2) will include 3.5% of such premium and $50,000 (included in the line with the larger premium).

** The factor applies to all Noncancellable premium.

§ These amounts are used to adjust the premium base for single premium credit disability plans that carry additional tabular reserves.

UNDERWRITING RISK - PREMIUM RISK FOR COMPREHENSIVE MEDICAL, MEDICARE SUPPLEMENT AND DENTAL & VISION - PR019

(Experience Fluctuation Risk in Life RBC Formula)

	Line of Business	(1) Comprehensive Medical	(2) Medicare Supplement	(3) Dental & Vision	(4) Stand - Alone Medicare Part D Coverage	(5) Total
(1.1)	Premium – Individual	0	0	0	0	0
(1.2)	Premium – Group	0	0	0	0	0
(1.3)	Premium – Total = Line (1.1) + Line (1.2)	0	0	0	0	0
(2)	Title XVIII-Medicare †	0	X X X	0	0	0
(3)	Title XIX-Medicaid †	0	X X X	0	0	0
(4)	Other Health Risk Revenue †	0	X X X	0	0	0
(5)	Underwriting Risk Revenue = Lines (1.3) + (2) + (3) + (4)	0	0	0	0	0
(6)	Net Incurred Claims	0	0	0	0	0
(7)	Fee-for-Service Offset †	0	X X X	0	0	0
(8)	Underwriting Risk Incurred Claims = Line (6) – Line (7)	0	0	0	0	0
(9)	Underwriting Risk Claims Ratio = Line (8) / Line (5)	0.000	0.000	0.000	0.000	X X X
(10.1)	Underwriting Risk Factor for Initial Amounts Of Premium ‡	0.150	0.105	0.120	0.251	X X X
(10.2)	Underwriting Risk Factor for Excess of Initial Amount ‡	0.090	0.067	0.076	0.151	X X X
(10.3)	Composite Underwriting Risk Factor	0.000	0.000	0.000	0.000	X X X
(11)	Base Underwriting Risk RBC = Line (5) x Line (9) x Line (10.3)	0	0	0	0	0
(12)	Managed Care Discount Factor = PR020 Line (12)	0.000	0.000	0.000	0.000	X X X
(13)	Base RBC After Managed Care Discount = Line (11) x Line (12)	0	0	0	0	0
(14)	RBC Adjustment For Individual = [Line(1.1) x 1.2 + Line (1.2) / Line (1.3)] x Line (13) §	0	0	0	0	0
(15)	Maximum Per-Individual Risk After Reinsurance †	0	0	0	0	X X X
(16)	Alternate Risk Charge *	0	0	0	0	0
(17)	Net Alternate Risk Charge £	0	0	0	0	0
(18)	Net Underwriting Risk RBC (Maximum of Line (14) or Line (17))	0	0	0	0	0

† Source is company records unless already included in premiums.

‡ For Comprehensive Medical the Initial Premium Amount is $25,000,000 or the amount in Line (1.3) if smaller. For Medicare Supplement and Dental & Vision the Initial Premium Amount is $3,000,000 or the amount in Line (1.3) if smaller. For Stand-Alone Medicare Part D the Initial Premium Amount is $25,000,000 or the amount in Line (1.3) if smaller.

§ Formula applies only to Column (1), for all other columns Line (14) should equal Line (13).

* The Line (16) Alternate Risk Charge is calculated as follows:

LESSER OF:	$1,500,000 or 2 x Maximum Individual Risk	$50,000 or 2 x Maximum Individual Risk	$50,000 or 2 x Maximum Individual Risk	$150,000 or 6 x Maximum Individual Risk	Maximum of Columns (1), (2) and (3)

£ Applicable only if Line (16) for a column equals Line (16) for Column (5), otherwise zero.

UNDERWRITING RISK – MANAGED CARE CREDIT - PR020

		Annual Statement Source		(2) Paid Claims	Factor	(3) Weighted Claims	(4) Part D Weighted Claims ††
	Comprehensive Medical, Medicare Supplement and Dental & Vision Claim Payments						
(1)	Category 0 - Arrangements not Included in Other Categories	Company Records		0	0.000	0	
(2)	Category 1 - Payments Made According to Contractual Arrangements	Company Records		0	0.150	0	
(3)	Category 2a - Subject to Withholds or Bonuses – Otherwise Category 0 *	Company Records		0	*	0	
(4)	Category 2b - Subject to Withholds or Bonuses – Otherwise Category 1 **	Company Records		0	**	0	
(5)	Category 3a - Capitated Payments Directly to Providers	Company Records		0	0.600	0	
(6)	Category 3b - Capitated Payments to Regulated Intermediaries	Company Records		0	0.600	0	
(7)	Category 3c - Capitated Payments to Non-Regulated Intermediaries	Company Records		0	0.600	0	
(8)	Category 4 - Medical & Hospital Expense Paid as Salary to Providers	Company Records		0	0.750	0	
(9)	Subtotal Paid Claims	Sum of Lines (1) through (8)		0		0	
	Medicare Part D Coverage Claim Payments						
(10.1)	Category 0 - No Federal Reinsurance or Risk Corridor Protection	Company Records		X X X	X X X		X X X
(10.2)	Category 1 - Federal Reinsurance but no Risk Corridor Protection	Company Records		X X X	X X X		X X X
(10.3)	Category 2a - No Federal Reinsurance but Risk Corridor Protection	Company Records		0	0.667		0
(10.4)	Category 3a - Federal Reinsurance and Risk Corridor Protection apply	Company Records		0	0.767		0
(10.5)	Subtotal Paid Claims	Sum of Lines (10.1) through (10.4)		0			0
(10.6)	Total Paid Claims	Sum of Lines (9) and (10.5)		0			
(11)	Weighted Average Managed Care Discount	Col (3) = Col (3) Line (9) / Col (2) Line (9) Col (4) = Col (4) Line (10.5) / Col (2) Line (10.5)				0.000	0.000
(12)	Weighted Average Managed Care Risk Adjustment Factor	Col (3) =1.0 - Col (3) Line (11) Col (4) =1.0 - Col (4) Line (11)				0.000	0.000
	Calculation of Category 2 Managed Care Factor		(1) Amount				
(13)	Withhold & bonus payments, prior year	Company Records	0				
(14)	Withhold & bonuses available, prior year	Company Records	0				
(15)	Managed Care Credit Multiplier – average withhold returned	Line (13) / Line (14)	0.000				
(16)	Withholds & bonuses available, prior year	Line (14)	0				
(17)	Claims payments subject to withhold, prior year	Company Records	0				
(18)	Average withhold rate, prior year	Line (16) / Line (17)	0.000				
(19)	Managed Care Credit Discount Factor, Category 2	Minimum of 0.25 or Line (15) x Line (18)	0.000				

* Category 2 Managed Care Factor calculated on Line (19)

** Category 2 Managed Care Factor calculated on Line (19) with a minimum factor of 15 percent.

† This column is for a single result for the Comprehensive Medical & Hospital, Medicare Supplement and Dental managed care discount factor.

†† This column is for the Medicare Part D managed care discount factor.

UNDERWRITING RISK - OTHER AND TOTAL NET HEALTH PREMIUM RBC - PR021

		Data Source	(1) Amount	Factor	(2) RBC Requirement
	Rate Guarantees & Federal Employees Health Benefits				
(1)	Business with Rate Guarantees Between 15-36 Months	Company Records	0	0.024	0
(2)	Business with Rate Guarantees Over 36 Months	Company Records	0	0.064	0
(3)	Federal Employees Health Benefit Program (FEHBP) Claims Incurred	Company Records	0	0.020	0
(4)	Total, Rate Guarantees & Federal Employees Health Benefits	L(1) + L(2) + L(3)	0		0
	Administrative Expenses for Certain A&H Coverages				
(5)	Total Accident and Health Premiums	PR018 Health Premiums Column (1) Line (26)	0		
(6)	Accident and Health Premiums from Underwriting Risk	PR019 Underwriting Risk Column (5) Line (1.3)	0		
(7)	Accident and Health Premiums Factor	L(6)/L(5)	0.000		
(8)	Administrative Expenses for Health Insurance	Company Records	0		
(9)	Less Administrative Expenses for Administrative Service Contracts (ASC) included in Line (8)	Company Records	0		
(10)	Less Administrative Expenses for Administrative Services Only (ASO) Business included in Line (8)	Company Records	0		
(11)	Less Administrative Expenses for Commissions and Premium Taxes	Company Records	0		
(12)	Net Administrative Expenses	L(8) - L(9) - L(10) - L(11)	0		
(13)	Composite Health Administrative Expense Risk Factor	(7% of L(6) up to $25 million + 4% of excess)/L(6)	0.000		
(14)	Administrative Expense Component for Health	L(12) x L(7) x L(13)			0
	Health ASO/ASC				
(15)	Administrative Expenses for ASC Business	Company Records *	0	0.020	0
(16)	Administrative Expenses for ASO Business	Company Records *	0	0.020	0
(17)	Total Health ASO/ASC	L(15) + L(16)	0		0
(18)	Total Underwriting Risk - Other	L(4) + L(14) + L(17)			0
	Total Net Health Premium RBC				
(19)	Total Health Premium RBC	L(18) + PR018 C(2) L(26) + PR019 C(5) L(18)			0
(20)	Premium Concentration Factor	PR017 C(20) L(14)			0.756
(21)	Total Net Health Premium RBC	L(19) x L(20)			0

* Line (15) should be greater than or equal to Line (9). Line (16) should be greater than or equal to Line (10).

LONG-TERM CARE - PR022

		Annual Statement Source		(1) Amount	Factor		(2) RBC Requirement
	Long-Term Care (LTC) Insurance Premium						
(1)	All LTC Premium - Morbidity Risk (to $50 million)	Line (4.1) Column (1) up to 50 million		0	0.100		0
(2)	LTC Premium (over $50 million) - Morbidity Risk	Remainder of Line (4.1) Column (1) over 50 million		0	0.030		0
(3)	Premium-based RBC	Column (2), Line (1) + Line (2)					0
	Historical Loss Ratio Experience		(1) Premiums	(2) Incurred Claims	(3) Col. (2)/(1) Loss Ratio	§	(4) RBC Requirement
(4.1)	Current Year	Company Records	0	0	0.000		
(4.2)	Immediate Prior Year	Company Records	0	0	0.000		
(4.3)	Average Loss Ratio	If loss ratios are used, [Column (3) Line (4.1) + Line (4.2)]/2, otherwise zero			0.000		
(5)	Adjusted LTC Claims for RBC	If Column (3) Line (4.3) <> 0, then [Column (1) Line (1) + Line (2)] X Column (3) Line (4.3), else Column (2) Line (4.1)		0			
(5.1)	Claims (to $35 million) - Morbidity Risk	Lower of Column (2) Line (5) and $35 million		0	0.370	†	0
(5.2)	Claims (over $35 million) - Morbidity Risk	Excess of Column (2) Line (5) over $35 million		0	0.120	‡	0
(6)	Claims-based RBC	Line (5.1) + (5.2)		0			0
(7)	LTC Morbidity Risk	Column (2) Line (3) + Column (4) Line (6)					0

† If Column (1), Line (4.1) is positive, then a factor of 0.250 is used. Otherwise, a higher factor of 0.370 is used.

‡ If Column (1), Line (4.1) is positive, then a factor of 0.080 is used. Otherwise, a higher factor of 0.120 is used.

§ If Column (1), Line (4.1) or (4.2) are less than or equal to zero or if Column (2), Line (4.1) or (4.2) are less than zero, the loss ratios are not used and Column (3), Line (4.3) is set to zero.

HEALTH CLAIM RESERVES - PR023

		Annual Statement Source	(1) Statement Value	Factor	(2) RBC Requirement
(1)	Individual claim reserves	Company Records	0	0.050	0
(2)	Group & credit claim reserves	L(3) - L(1)	4,167,670	0.050	0
(3)	Total Health Claims Reserve RBC	Sch H Pt 2, Sec C, Col 1, Line C1	4,167,670		0
(4)	Loss Concentration Factor	PR016 C(20) L(14)			0.785
(5)	Net Health Claims Reserves RBC	L(3) x L(4)			0

PREMIUM STABILIZATION RESERVES - PR024

		Data Source	(1) Statement Value	Factor	(2) RBC Requirement
	Group & Credit Health Premium Stabilization Reserves Reported				
(1)	Stabilization Reserves and Experience Rating Refunds	Company Records	0	0.500	0
(2)	Provision for Experience Rating Refunds	Company Records	0	0.500	0
(3)	Reserve for Group Rate Credits	Company Records	0	0.500	0
(4)	Reserve for Credit Rate Credits	Company Records	0	0.500	0
(5)	Premium Stabilization Reserves	Company Records	0	0.500	0
(6)	Total of Preliminary Premium Stabilization Reserve Credit	Sum of Lines (1) through (5)	0		0
	Group & Credit Health Risk-Based Capital				
(7)	Maximum Risk-Based Capital	PR023 Health Claim Reserves Column (2) Line (2) + PR018 Health Premiums Column (2) Lines (9), (11), (12), (13), (17),(18),(19),(20) and (21) + [PR019 Underwriting Risk- Premiums Risk (Column (5) Line (18) - Column (4) Line (18)) x Line (1.2) / Line (1.3)]	0		
(8)	Final Premium Stabilization Reserve	Column (2) Line (6), but not more than Column (1) Line (9)	0	-1.000	0

CAPITAL NOTES BEFORE LIMITATION - PR025

	Years to Maturity at the Time of the Statement	(1) Original Principal Amount	Limitation Factor	(2) Limitation on Principal Amount	(3) Current Principal Amount	(4) Credit to Total Adjusted Capital *
	Capital Notes Maturing 15 Years or less from the Year of Issue					
(1)	Greater than 0 and less than or equal to 1	0	0.00	0	0	0
(2)	Greater than 1 and less than or equal to 2	0	0.20	0	0	0
(3)	Greater than 2 and less than or equal to 3	0	0.40	0	0	0
(4)	Greater than 3 and less than or equal to 4	0	0.60	0	0	0
(5)	Greater than 4 and less than or equal to 5	0	0.80	0	0	0
(6)	Greater than 5	0	1.00	0	0	0
	Capital Notes Maturing more than 15 Years from the Year of Issue					
(7)	Greater than 0 and less than or equal to 1	0	0.00	0	0	0
(8)	Greater than 1 and less than or equal to 2	0	0.10	0	0	0
(9)	Greater than 2 and less than or equal to 3	0	0.20	0	0	0
(10)	Greater than 3 and less than or equal to 4	0	0.30	0	0	0
(11)	Greater than 4 and less than or equal to 5	0	0.40	0	0	0
(12)	Greater than 5 and less than or equal to 6	0	0.50	0	0	0
(13)	Greater than 6 and less than or equal to 7	0	0.60	0	0	0
(14)	Greater than 7 and less than or equal to 8	0	0.70	0	0	0
(15)	Greater than 8 and less than or equal to 9	0	0.80	0	0	0
(16)	Greater than 9 and less than or equal to 10	0	0.90	0	0	0
(17)	Greater than 10	0	1.00	0	0	0
(18)	Credit for Capital Notes Before Limitation (sum of lines (1) through (17))	0		0	0	0

* Column (4) is calculated as the lesser of Column (2) or Column (3).

CALCULATION OF TOTAL ADJUSTED CAPITAL - PR026

		Annual Statement Reference	(1) Statement Value *	Factor	(2) Adjusted Capital
(1)	Capital and Surplus	P3 C1 L37	409,611,147	1.000	409,611,147
(2)	Non-Tabular Discount - Losses	Sch P P1-Sum C32 L12	0	1.000	0
(3)	Non-Tabular Discount - Expense	Sch P P1-Sum C33 L12	0	1.000	0
(4)	Discount on Medical Loss Reserves Reported as Tabular in Schedule P	Company Records	0	1.000	0
(5)	Discount on Medical Expense Reserves Reported as Tabular in Schedule P	Company Records	0	1.000	0
(6)	P&C Subs Non-Tabular Discount - Losses	Subs' Sch P Pt1-Sum C32 L12	0	1.000	0
(7)	P&C Subs Non-Tabular Discount - Expense	Subs' Sch P Pt1-Sum C33 L12	0	1.000	0
(8)	P&C Subs Discount on Medical Loss Reserves Reported as Tabular in Schedule P	Subs' Company Records	0	1.000	0
(9)	P&C Subs Discount on Medical Expense Reserves Reported as Tabular in Schedule P	Subs' Company Records	0	1.000	0
(10)	AVR - Life Subs	Subs P3 C1 L24.01	0	1.000	0
(11)	Dividend Liability - Life Subs	Subs P3 C1 L6.1 + L6.2	0	0.500	0
(12)	Total Adjusted Capital Before Capital Notes L(1) - L(2) - L(3) - L(4) - L(5) - L(6) - L(7) - L(8) - L(9) + L(10) + L(11)				409,611,147
	Credit for Capital Notes				
(13.1)	Surplus Notes	Page 3 Column 1 Line 33	0		
(13.2)	Limitation on Capital Notes	0.5x[Line(12)-Line(13.1)]-Line 13.1, but not less than zero	204,805,574		
(13.3)	Capital Notes Before Limitation	PR025 Column (4) Line (18)	0		
(13.4)	Credit for Capital Notes	Lesser of Column (1) Line (13.2) or Line (13.3)			0
(14)	Total Adjusted Capital (Post-Deferred Tax)	Line (12) + Line (13.4)			409,611,147
	Sensitivity Test:				
(15)	Deferred Tax Assets	Page 2, Line 18.2	52,530,692	1.000	52,530,692
(15.1)	Deferred Tax Liabilities	Page 3, Line 7.2	0	1.000	0
(16)	Deferred Tax Assets for Subsidiary	Company Record	0	1.000	0
(16.1)	Deferred Tax Liabilities for Subsidiary	Company Record	0	1.000	0
(17)	Total Adjusted Capital For Sensitivity Test	Line (14) - Line (15) + (15.1) - (16) + (16.1)			357,080,455
	Expanded DTA Sensitivity Test				
(18)	Expanded Deferred Tax Asset	Page 2 Column 3 Line 18.2, in part	0	1.000	0
(19)	Total Adjusted Capital Less Expanded Deferred Tax Asset	Line (14) less Line (18)			409,611,147
(20)	Authorized Control Level RBC	PR031 Comparison of Total Adjusted Capital to Risk-Based Capital Line (4)			86,611,961
(21)	RBC % Without Expanded Deferred Tax Asset	Line (19) / Line (20)			472.927

* Report amounts in this column as whole dollars.

Calculation of Total Risk-Based Capital After Covariance - PR027 - R0-R1

		PRBC O&I Reference	(1) RBC Amount
	R0 - Asset Risk - Subsidiary Insurance Companies		
(1)	Affiliated US P&C Insurers - Directly Owned	PR003 L(1)C(5)	368,522
(2)	Affiliated US P&C Insurers - Indirectly Owned	PR003 L(4)C(5)	0
(3)	Affiliated US Life Insurers - Directly Owned	PR003 L(2)C(5)	0
(4)	Affiliated US Life Insurers - Indirectly Owned	PR003 L(5)C(5)	0
(5)	Affiliated US Health Insurer - Directly Owned	PR003 L(3)C(5)	0
(6)	Affiliated US Health Insurer - Indirectly Owned	PR003 L(6)C(5)	0
(7)	Affiliated Alien Insurers - Directly Owned	PR003 L(8)C(5)	0
(8)	Affiliated Alien Insurers - Indirectly Owned	PR003 L(9)C(5)	0
(9)	Misc Off-Balance Sheet - Non-controlled Assets	PR013 L(12) C(2)	822,803
(10)	Misc Off-Balance Sheet - Guarantees for Affiliates	PR013 L(13) C(2)	0
(11)	Misc Off-Balance Sheet - Contingent Liabilities	PR013 L(14) C(2)	112,112
(12)	**Total R0**	L(1)+L(2)+L(3)+L(4)+L(5)+L(6)+L(7)+L(8)+L(9)+L(10)+L(11)	1,303,437
	R1 - Asset Risk - Fixed Income		
(13)	Class 01 U.S. Government Agency Bonds	PR005 L(2)C(2)	351,228
(14)	Unaffiliated Bonds Subject to Size Factor	PR005 L(21)C(2)+PR014L(9)C(2)	11,397,449
(15)	Bond Size Factor RBC	PR005 L(24)C(2)	3,182,330
(16)	Bonds - Aff'd Invest Sub	PR003 L(7)C(4)	0
(17)	Bonds - Aff'd Hold. Co. in excess of Ins. Subs.	PR003 L(10)C(4)	0
(18)	Bonds - Investment in Parent	PR003 L(11)C(4)	0
(19)	Bonds - Affil US P&C Not Subj to RBC	PR003 L(12)C(4)	0
(20)	Bonds - Affil US Life Not Subj to RBC	PR003 L(13)C(4)	0
(21)	Bonds - Affil US Health Insurer Not Subj to RBC	PR003 L(14)C(4)	0
(22)	Bonds - Affil Non-insurer	PR003 L(15)C(4)	0
(23)	Other Long-Term Assets - Mortgage Loans	PR007 L(10)C(2)	1,982,621
(24)	Misc Assets - Collateral Loans	PR008 L(14)C(2)	0
(25)	Misc Assets - Cash	PR008 L(3)C(2)	685
(26)	Misc Assets - Cash Equivalents	PR008 L(6)C(2)	0
(27)	Misc Assets - Other Short-Term Investments	PR008 L(11)C(2)	0
(28)	Replication -Synthetic Asset: One Half	PR009 L(9999999)C(7)	0
(29)	Asset Concentration RBC - Fixed Income	PR010 L(7)C(3) Grand Total Page	1,027,647
(30)	**Total R1**	L(13)+(14)+L(15)+L(16)+L(17)+L(18)+L(19)+L(20) L(21)+L(22)+L(23)+L(24)+L(25)+L(26)+L(27)+L(28)+L(29)	17,941,960

Calculation of Total Risk-Based Capital After Covariance - PR028 - R2-R3

		PRBC O&I Reference	(1) RBC Amount
	R2 - Asset Risk - Equity		
(31)	Common - Affiliate Investment Subsidiary	PR003 L(7)C(2)	0
(32)	Common - Affiliate Hold. Company, in excess of Ins. Subs.	PR003 L(10)C(2)	0
(33)	Common - Investment in Parent	PR003 L(11)C(2)	0
(34)	Common - Aff'd US P&C Not Subj to RBC	PR003 L(12)C(2)	0
(35)	Common - Affil US Life Not Subj to RBC	PR003 L(13)C(2)	0
(36)	Common - Affil US Health Insurer Not Subj to RBC	PR003 L(14)C(2)	0
(37)	Common - Aff'd Non-insurer	PR003 L(15)C(2)	0
(38)	Preferred - Aff'd Invest Sub	PR003 L(7)C(3)	0
(39)	Preferred - Aff'd Hold. Co. in excess of Ins. Subs.	PR003 L(10)C(3)	0
(40)	Preferred - Investment in Parent	PR003 L(11)C(3)	0
(41)	Preferred - Affil US P&C Not Subj to RBC	PR003 L(12)C(3)	0
(42)	Preferred - Affil US Life Not Subj to RBC	PR003 L(13)C(3)	0
(43)	Preferred - Affil US Health Insurer Not Subj to RBC	PR003 L(14)C(3)	0
(44)	Preferred - Affil Non-insurer	PR003 L(15)C(3)	0
(45)	Unaffiliated Preferred Stock and Hybrid Securities	PR006 L(15)C(2)+PR014L(16)C(2)	41,264
(46)	Unaffiliated Common Stock	PR006 L(22)C(2)+PR014L(17)C(2)	6,936,592
(47)	Other Long-Term Assets - Real Estate	PR007 L(7)C(2)	0
(48)	Other Long-Term Assets - Schedule BA Assets	PR007 L(13)C(2)+PR014L(18)C(2)+PR014L(19)C(2)	25,373
(49)	Misc Assets - Receivable for Securities	PR008 L(1)C(2)	12,311
(50)	Misc Assets - Aggregate Write-ins for Invested Assets	PR008 L(2)C(2)	0
(51)	Misc Assets - Derivatives	PR008 L(15)C(2)	0
(52)	Replication -Synthetic Asset: One Half	PR009 L(9999999)(7)	0
(53)	Asset Concentration RBC - Equity	PR010 L(23)C(3) Grand Total Page	202,374
(54)	**Total R2**	L(31) +L(32)+L(33)+L(34)+L(35)+L(36)+L(37) +L(38)+L(39)+L(40)+L(41)+L(42)+L(43)+L(44)+L(45) +L(46)+L(47)+L(48)+L(49)+L(50)+L(51)+L(52)+L(53)	7,217,914
	R3 - Asset Risk - Credit		
(55)	Other Credit RBC	PR011 L(16)C(4)-L(9)C(4)	4,294,545
(56)	One half of Rein Recoverables	.5 x PR011 L(9)C(4)	0
(57)	Other half of Rein Recoverables	If R4 L(61)>(R3 L(55) + R3 L(56)), 0, otherwise, R3 L(56)	0
(58)	Health Credit Risk	PR012 L(12)C(2)	0
(59)	**Total R3**	L(55)+L(56) + L(57) + L(58)	4,294,545

Calculation of Total Risk-Based Capital After Covariance - PR029 - R4-R5

		PRBC O&I Reference	(1) RBC Amount
	R4 - Underwriting Risk - Reserves		
(60)	One half of Reinsurance RBC	If R4 L(61)>(R3 L(55) + R3 L(56)), R3 L(56), otherwise, 0	0
(61)	Total Adjusted Unpaid Loss/Expense Reserve RBC	PR016 L(15)C(20)	131,267,700
(62)	Excessive Premium Growth - Loss/Expense Reserve	PR015 L(13) C(8)	0
(63)	A&H Claims Reserves Adjusted for LCF	PR023 L(5) C(2) + PR022 L(6) C(4)	0
(64)	**Total R4**	L(60)+L(61)+L(62)+L(63)	131,267,700
	R5 - Underwriting Risk - Net Written Premium		
(65)	Total Adjusted NWP RBC	PR017 L(15)C(20)	109,238,220
(66)	Excessive Premium Growth - Written Premiums Charge	PR015 L(14)C(8)	0
(67)	Total Net Health Premium RBC	PR021 L(21)C(2)	0
(68)	Health Stabilization Reserves	PR024 L(8)C(2) + PR022 L(3) C(2)	0
(69)	**Total R5**	L(65)+L(66)+L(67)+L(68)	109,238,220
(70)	Total RBC After Covariance=R0+SQRT(R1^2+R2^2+R3^2+R4^2+R5^2)		173,223,922
(71)	Authorized Control Level RBC = .5 x Total RBC After Covariance		86,611,961

TREND TEST - PR030

		Annual Statement Source	(1) Amount	(2) Result
	Original RBC % Before Applying Trend Test			
(1)	Authorized Control Level Risk-Based Capital	PR029, C(1) L(71)	86,611,961	
(2)	Total Adjusted Capital	PR026, C(2) L (14)	409,611,147	
(3)	RBC %	L(2)C(1) / L(1)C(1)	472.900	
	Combined Ratio Data			
(4)	Premiums Earned	Pg 4, Col 1, L 1	948,904,559	
(5)	Losses Incurred	Pg 4, Col 1, L 2	531,680,660	
(6)	Loss Expenses Incurred	Pg 4, Col 1, L 3	112,019,397	
(7)	Other Underwriting Expenses Incurred	Pg 4, Col 1, L 4	318,892,463	
(8)	Aggregate Write-ins for Underwriting Deductions	Pg 4, Col 1, L 5	(51,907)	
(9)	Dividends to Policyholders	Pg 4, Col 1, L 17	(324,233)	
(10)	Net Written Premiums	Pg 8, Col 6, L 35	969,941,304	
	Combined Ratio Calculation			
(11)	Loss Ratio	[Pg 4, Col 1, L 2 + Pg 4, Col 1, L 3] / Pg 4, Col 1, L 1	67.800	
(12)	Dividend Ratio	Pg 4, Col 1, L 17 / Pg 4, Col 1, L 1	0.000	
(13)	Expenses Ratio	[Pg 4, Col 1, L 4 + Pg 4, Col 1, L 5] / Pg 8, Col 6, L 35	32.900	
(14)	Combined Ratio	L(11) + L(12) + L(13)	100.700	
(15)	Trend Test Result †	If L(3) Between 200% & 300% & L(14) >120%, L(15), YES, Otherwise, NO		NO

† The Trend Test applies only if L(15) = YES

‡ If result = YES, the company triggers regulatory attention at the Company Action Level based on the trend test.

NOTE: This page is for information only until the modifications made by Capital Adequacy Task Force to the Risk-Based Capital (RBC) FOR INSURERS MODEL ACT are implemented by states.

COMPARISON OF TOTAL ADJUSTED CAPITAL TO RISK-BASED CAPITAL - PR031

		Abbreviation	(1) Amount
	Excluding the Trend Test:		
(1)	Total Adjusted Capital (Post-Deferred Tax: PR026 Line 14)		409,611,147
(2)	Company Action Level=200% of Authorized Control Level	CAL	173,223,922
(3)	Regulatory Action Level=150% of Authorized Control Level	RAL	129,917,942
(4)	Authorized Control Level=100% of Authorized Control Level	ACL	86,611,961
(5)	Mandatory Control Level=70% of Authorized Control Level	MCL	60,628,373
(6)	Level of Action, if Any (excluding the trend test)	NONE	
	Including the Trend Test:		
(7)	Level of Action, if Any (including the trend test)	NONE	

THE FOLLOWING NUMBERS MUST BE REPORTED IN THE FIVE YEAR HISTORY EXHIBIT ON THE INDICATED LINE		
Total Adjusted Surplus to Policyholders	Five Yr Hist C1 L28	409,611,147
Authorized Control Level Risk-Based Capital	Five Yr Hist C1 L29	86,611,961

UNDERWRITING AND INVESTMENT EXHIBIT - PREMIUMS WRITTEN - PR032

(1)	Did your company write Accident and Health Insurance in 2009? If answer is yes, please complete Column 2, 2009 Net Premiums Written.	YES
(2)	Did your company write Accident and Health Insurance in 2008? If answer is yes, please complete Column 3, 2008 Net Premiums Written.	YES
(3)	Were the total net Premiums written zero in 2009?	NO
(4)	Were the total net Premiums written zero in 2008?	NO

For all companies, enter net premiums written in all Columns, Line 1 through Line 34.

Line of Business	(1) 2010 Net Premiums Written	(2) 2009 Net Premiums Written	(3) 2008 Net Premiums Written
1. Fire	16,975,163	XXX	XXX
2. Allied Lines	14,365,376	XXX	XXX
3. Farmowners Multiple Peril	7,110,004	XXX	XXX
4. Homeowners Multiple Peril	139,061,211	XXX	XXX
5. Commercial Multiple Peril	170,650,873	XXX	XXX
6. Mortgage Guaranty	0	XXX	XXX
8. Ocean marine	0	XXX	XXX
9. Inland marine	15,572,788	XXX	XXX
10. Financial Guaranty	0	XXX	XXX
11.1 Medical Professional Liability - Occurrence	71,144	XXX	XXX
11.2 Medical Professional Liability - Claims-Made	9,882	XXX	XXX
12. Earthquake	3,147,638	XXX	XXX
13. Group accident and health	0	0	0
14. Credit accident and health (group and individual)	0	0	0
15. Other accident and health	(7,326)	(899,409)	2,184
16. Workers' compensation	83,329,875	XXX	XXX
17.1 Other Liability - Occurrence	50,302,542	XXX	XXX
17.2 Other Liability - Claims-Made	2,116,273	XXX	XXX
17.3 Excess Workers' Compensation	0	0	0
18.1 Products Liability - Occurrence	1,295,708	XXX	XXX
18.2 Products Liability - Claims-Made	0	XXX	XXX
19.1, 19.2 Private Passenger Auto Liability	181,140,869	XXX	XXX
19.3, 19.4 Commercial Auto Liability	77,644,350	XXX	XXX
21. Auto Physical Damage	140,133,098	XXX	XXX
22. Aircraft (all perils)	0	XXX	XXX
23. Fidelity	601,711	XXX	XXX
24. Surety	66,615,964	XXX	XXX
26. Burglary and theft	28,478	XXX	XXX
27. Boiler and machinery	17,537	XXX	XXX
28. Credit	0	XXX	XXX
29. International	0	XXX	XXX
30. Warranty	0	XXX	XXX
31. Reinsurance - Property	0	XXX	XXX
32. Reinsurance Liability	0	XXX	XXX
33. Reinsurance - Financial Lines	0	XXX	XXX
34. Aggregate write-ins for other lines of business	0	XXX	XXX
35. TOTALS	970,183,158	931,024,740	1,228,419,108

SCHEDULE P PART 1L - OTHER (ACCIDENT AND HEALTH ONLY) - PR033

		(3) Premiums Earned, Net	(24) Total Net Losses and Expenses Unpaid	(28) Total Losses and Expenses Incurred, Net
(2)	2001	0	XXX	0
(3)	2002	0	XXX	0
(4)	2003	0	XXX	0
(5)	2004	0	XXX	0
(6)	2005	0	XXX	0
(7)	2006	0	XXX	0
(8)	2007	0	XXX	0
(9)	2008	0	XXX	0
(10)	2009	0	XXX	0
(11)	2010	0	XXX	0
(12)	Totals	XXX	0	XXX
(13)	Discount on Medical Reserves and Loss Adjustment Expenses Included in Col 24 Sch P Part 1L		0	

SCHEDULE P PART 2L - OTHER (ACCIDENT & HEALTH ONLY) - PR034

		(1) 2001	(2) 2002	(3) 2003	(4) 2004	(5) 2005	(6) 2006	(7) 2007	(8) 2008	(9) 2009	(10) 2010
(2)	2001	0									0
(3)	2002		0								0
(4)	2003			0							0
(5)	2004				0						0
(6)	2005					0					0
(7)	2006						0				0
(8)	2007							0			0
(9)	2008								0		0
(10)	2009									0	0

SCH F PT 3 REINSURANCE CREDIT AND MED TABULAR RESERVE - PR035

	Credit Risk for Receivables Annual Statement Source Adjustment For Reinsurance Penalty For Affiliates Applicable To Schedule F	PR011 Line	 Column	(1) Value
1	Schedule F Part 3, L0199999, L0299999, L1099999 and L1199999	9	3	0
2	Schedule F Part 3, L0799999, Amounts Attributable To Exempt Pools	9	3	0
3	Schedule F Part 3, L1699999, Amounts Attributable To Exempt Pools	9	3	0
	Underwriting Risk - Reserves **Annual Statement Source: Medical Tabular Reserve Discount**	PR016 Line	 Column	 Value (000 Omitted)
4	Homeowner/Farmowner	7	1	0
5	Private Pass Auto Liab	7	2	0
6	Comm Auto Liab	7	3	0
7	Workers' Comp	7	4	0
8	Comm Multi Peril	7	5	0
9	Medical Professional Liability - Occurrence	7	6	0
10	Medical Professional Liability - Claims-Made	7	7	0
11	Special Liab	7	8	0
12	Other Liab - Occurrence	7	9	0
13	Other Liab - Claims Made	7	9	0
14	Fidelity & Surety	7	10	0
15	Special Property	7	11	0
16	Auto Physical Damage	7	12	0
17	Other (Credit, A&H)	7	13	0
18	Fin Guaranty/Mrtg Guaranty	7	14	0
19	International	7	15	0
20	Medical Tabular Reserve Discount - Reinsurance: Property	7	16	0
21	Medical Tabular Reserve Discount - Reinsurance: Liability	7	17	0
22	Medical Tabular Reserve Discount - Reinsurance: Financial Lines	7	16	0
23	Product Liab - Occurence	7	18	0
24	Product Liab - Claims Made	7	18	0
25	Warranty	7	19	0
26	Total	7	20	0
	Underwriting Risk - Premiums **Annual Statement Source : STMTINCOME (Page 4, Col.1 Line 4)**	PR017 Line	 Column	 Value
27	Other Underwriting Expenses Incurred	6	1	318,892,463

GROSS WRITTEN PREMIUMS - PR036

	Description	Annual Statement Source	(1) Statement Value
(1)	2010 Company Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L35	283,706,915
(2)	2010 Company Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L35	0
(3)	2009 Company Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L35	299,600,674
(4)	2009 Company Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L35	0
(5)	2008 Company Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L35	451,430,168
(6)	2008 Company Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L35	90,660,972
(7)	2007 Company Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L34	569,344,800
(8)	2007 Company Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L34	93,592,855
(9)	2010 Group Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L35	25,318,186,887
(10)	2010 Group Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L35	712,259,294
(11)	2009 Group Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L35	24,772,894,285
(12)	2009 Group Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L35	672,690,290
(13)	2008 Group Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L35	26,329,242,333
(14)	2008 Group Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L35	720,494,025
(15)	2007 Group Gross Written Premium - Direct	Pg 8, PREMWRTN, Col 1, L34	26,154,762,872
(16)	2007 Group Gross Written Premium - Assumed	Pg 8, PREMWRTN, Col 3, L34	625,093,880

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COMPANY INFORMATION PAGE (JURAT)
Property Risk-Based Capital
For the Year *Ending* December 31, 2010

(A)	Company Name	General Insurance Company of America				
(B)	NAIC Group Code	0111	(C) NAIC Company Code	24732	(D) Employer's ID Number	91-0231910
(E)	Organized under the Laws of the State of	WA				
	Contact Person for Property & Casualty Risk-Based Capital:					
(F)	First Name	Douglas	(G) Middle		(H) Last Name	Link
(I)	Mail Address of Contact Person	175 Berkeley Street (Street and Number of P.O. Box)				
(J)	City	Boston	(K) State	MA	(L) Zip	02116
(M)	Phone Number of RBC Contact Person	617-357-9500	Extension	45668	Email	Douglas.Link@LibertyMutual.com
(N)	Date Prepared	01/31/2011				
(O)	Preparer (if different than Contact)	First Name		Middle Name		Last Name
(P)	Is this filing an Original, Amended or Refiling?	Original				
(P1)	If Amended, Amendment Number:					
(Q)	Were any items that come directly from the annual statement entered manually to prepare this filing? (Yes/No)	Yes				
	Officers Name:	Gary Richard Gregg		Dexter Robert Legg		Michael Joseph Fallon
	Officers Title:	President and Chief Executive Officer		Secretary		Treasurer and Chief Financial Officer

Each says that they are the above described officers of the said insurer, and that this risk-based capital report is a true and fair representation of the company's affairs and has been completed in accordance with the NAIC instructions according to the best of their information, knowledge and belief, respectively.

(Signature) Dexter R. Legg (Signature) Michael J. Fallon (Signature)

PR001

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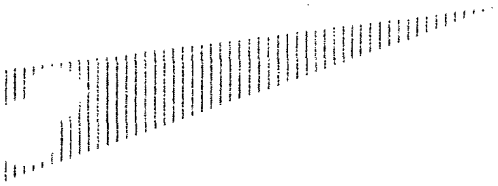
AUDITED CONSOLIDATED FINANCIAL STATEMENTS

Liberty Mutual Holding Company Inc.
December 31, 2010 and 2009 and each of the
Three Years in the Period Ended December 31, 2010



Ernst & Young LLP
200 Clarendon Street
Boston, MA 02116

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www.ey.com

Report of Independent Registered Public Accounting Firm

The Board of Directors
Liberty Mutual Holding Company Inc.

We have audited the accompanying consolidated balance sheets of Liberty Mutual Holding Company Inc. (the Company) as of December 31, 2010 and 2009, and the related consolidated statements of income, changes in policyholders' equity, and cash flows for each of the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards as established by the Auditing Standards Board (United States) and in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Liberty Mutual Holding Company Inc. at December 31, 2010 and 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1 to the consolidated financial statements, in 2009, the Company changed its method of accounting for other-than-temporary impairments. In 2008, the Company changed its method of accounting and reporting for deferred compensation and postretirement benefit aspects of split dollar life insurance arrangements.

Ernst & Young LLP

March 16, 2011

Liberty Mutual Holding Company Inc.

Consolidated Statements of Income

(dollars in millions)

	Years Ended December 31,		
	2010	2009	2008
Revenues			
Premiums earned	$ 28,699	$ 27,791	$ 25,524
Net investment income	3,328	2,482	2,880
Net realized investment gains (losses)	402	26	(330)
Fee and other revenues	764	795	781
Total revenues	33,193	31,094	28,855
Claims, Benefits and Expenses			
Benefits, claims and claim adjustment expenses	20,984	20,169	18,894
Insurance operating costs and expenses	4,496	4,336	4,105
Amortization of deferred policy acquisition costs	4,757	4,692	3,989
Interest expense	456	483	411
Interest credited to policyholders	185	204	203
Total claims, benefits and expenses	30,878	29,884	27,602
Income before income tax expense	2,315	1,210	1,253
Income tax expense	637	187	140
Net income	$ 1,678	$ 1,023	$ 1,113

Net Realized Investment Gains (Losses)

Other-than-temporary impairment losses:	2010	2009	2008
Total other-than-temporary impairment losses	$ (55)	$ (244)	$ (800)
Change in portion of loss recognized in other comprehensive income	(1)	13	-
Other-than-temporary impairment losses	(56)	(231)	(800)
Other net realized investment gains	458	257	470
Net realized investment gains (losses)	$ 402	$ 26	$ (330)

See accompanying notes to the audited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Balance Sheets

(dollars in millions)

	December 31, 2010	December 31, 2009
Assets:		
Investments		
Fixed maturities, available for sale, at fair value (amortized cost of $56,375 and $54,789)	$ 58,553	$ 56,439
Equity securities, available for sale, at fair value (cost of $1,552 and $1,077)	1,733	1,188
Short-term investments	313	575
Mortgage loans	1,206	1,121
Other investments	3,067	2,619
Total investments	64,872	61,942
Cash and cash equivalents	4,930	4,847
Premium and other receivables (net of allowance of $143 and $121)	8,072	7,629
Reinsurance recoverables (net of allowance of $393 and $434)	14,310	14,749
Deferred income taxes (net of valuation allowance of $153 and $160)	796	1,691
Deferred acquisition costs	2,771	2,636
Goodwill	4,750	4,748
Prepaid reinsurance premiums	1,404	1,317
Separate account assets	3,893	3,557
Other assets	6,552	6,359
Total assets	$ 112,350	$ 109,475
Liabilities:		
Unpaid claims and claim adjustment expenses and future policy benefits:		
Property and casualty	$ 48,059	$ 48,355
Life	6,781	6,586
Other policyholder funds and benefits payable	3,629	3,300
Unearned premiums	13,977	13,224
Funds held under reinsurance treaties	1,784	1,819
Short-term and current maturities of long-term debt	1	305
Long-term debt	5,635	5,635
Separate account liabilities	3,893	3,557
Other liabilities	11,613	12,180
Total liabilities	95,372	94,961
Policyholders' equity:		
Unassigned equity	15,692	14,014
Accumulated other comprehensive income	1,286	500
Total policyholders' equity	16,978	14,514
Total liabilities and policyholders' equity	$ 112,350	$ 109,475

See accompanying notes to the audited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Statements of Changes in Policyholders' Equity

(dollars in millions)

	Unassigned Equity	Accumulated Other Comprehensive Income (Loss)	Policyholders' Equity
Balance, January 1, 2008	$ 11,891	$ 745	$ 12,636
Cumulative effect of adoption of ASC 715 at January 1, 2008 (Note 1)	(41)		(41)
Comprehensive loss			
Net income	1,113	-	1,113
Other comprehensive income, net of taxes:			
Unrealized losses on securities	-	(2,246)	(2,246)
Less: reclassification adjustment for gains and losses included in net income	-	215	215
Change in pension and post retirement plans funded status	-	(869)	(869)
Foreign currency translation and other adjustments	-	(405)	(405)
Other comprehensive loss, net of taxes	-	(3,305)	(3,305)
Total comprehensive loss			(2,192)
Balance, December 31, 2008	$ 12,963	$ (2,560)	$ 10,403
Cumulative effect of adoption of ASC 320 at January 1, 2009 (Note 1)	28	(28)	-
Comprehensive income			
Net income	1,023	-	1,023
Other comprehensive income, net of taxes:			
Unrealized gains on securities	-	2,589	2,589
Less: reclassification adjustment for gains and losses included in net income	-	(17)	(17)
Change in pension and post retirement plans funded status	-	298	298
Foreign currency translation and other adjustments	-	218	218
Other comprehensive income, net of taxes	-	3,088	3,088
Total comprehensive income			4,111
Balance, December 31, 2009	$ 14,014	$ 500	$ 14,514
Comprehensive income			
Net income	1,678	-	1,678
Other comprehensive income, net of taxes:			
Unrealized gains on securities	-	443	443
Less: reclassification adjustment for gains and losses included in net income	-	(261)	(261)
Change in pension and post retirement plans funded status	-	560	560
Foreign currency translation and other adjustments	-	44	44
Other comprehensive income, net of taxes	-	786	786
Total comprehensive income			2,464
Balance, December 31, 2010	$ 15,692	$ 1,286	$ 16,978

See accompanying notes to the audited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Statements of Cash Flows

(dollars in millions)

	Year Ended December 31,		
	2010	2009	2008
Cash flows from operating activities:			
Net income	$ 1,678	$ 1,023	1,113
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	409	350	313
Realized investment (gains) losses	(402)	(26)	330
Undistributed private equity investment (gains) losses	(364)	423	5
Premium, other receivables, and reinsurance recoverables	(132)	526	572
Deferred policy acquisition costs	(167)	(131)	(16)
Liabilities for insurance reserves	1,081	197	1,775
Taxes payable, net of deferred	649	(173)	(220)
Other, net	9	298	(1,127)
Total adjustments	1,083	1,464	1,632
Net cash provided by operating activities	2,761	2,487	2,745
Cash flows from investing activities:			
Purchases of investments	(19,578)	(18,874)	(13,668)
Sales and maturities of investments	17,721	14,928	18,257
Property and equipment purchased, net	(507)	(355)	(143)
Payment for purchase of companies, net of cash acquired	-	-	(5,414)
Other investing activities	(40)	173	(185)
Net cash used in investing activities	(2,404)	(4,128)	(1,153)
Cash flows from financing activities:			
Net activity in policyholder accounts	194	122	62
Debt financing, net	(301)	(84)	1,121
Net security lending activity and other financing activities	50	621	(65)
Net cash (used in) provided by financing activities	(57)	659	1,118
Effect of exchange rate changes on cash	(217)	(19)	(61)
Net increase (decrease) in cash and cash equivalents	83	(1,001)	2,649
Cash and cash equivalents, beginning of year	4,847	5,848	3,199
Cash and cash equivalents, end of year	$ 4,930	$ 4,847	5,848
Supplemental disclosure of cash flow information:			
Income tax (refund) paid	$ (2)	$ 366	310

See accompanying notes to the audited consolidated financial statements.

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Liberty Mutual Holding Company Inc. and its subsidiaries (collectively "LMHC" or the "Company"). Certain reclassifications have been made to the 2009 and 2008 consolidated financial statements to conform with the 2010 presentation. All material intercompany transactions and balances have been eliminated.

The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP"). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company's principal estimates include (1) unpaid claims and claim adjustment expense reserves, including asbestos and environmental liability reserves and loss sensitive premium attributable to prior years; (2) reinsurance recoverables and associated uncollectible reserves; (3) fair value determination and other-than-temporary impairments of the investment portfolio; (4) deferred acquisition costs; (5) valuation of goodwill and intangible assets; and (6) deferred income tax valuation allowance. While management believes that the amounts included in the consolidated financial statements reflect their best estimates and assumptions, these amounts ultimately could be materially different from the amounts currently provided for in the consolidated financial statements.

Nature of Operations

The Company conducts substantially all of its business through four strategic business units: Liberty Mutual Agency Corporation ("LMAC"), International, Personal Markets, and Commercial Markets.

The Company's LMAC business unit, with $11,687 of revenues in 2010, distributes products through independent agents and brokers. It consists of: eight regionally branded insurance companies that offer commercial insurance coverage to small businesses; personal lines products sold under the Safeco brand; and Liberty Mutual Surety (contract and commercial surety bonds).

The Company's International business unit, with $7,928 of revenues in 2010, provides insurance products and services through local businesses outside the United States and Liberty International Underwriters ("LIU") which sells specialty commercial lines worldwide. The local businesses consist of local insurance operations selling property, casualty, health and life insurance products to individuals and businesses in countries with a large and growing middle class. Automobile insurance is the predominant line of business. International operates local businesses in Latin America (Venezuela, Argentina, Colombia, Brazil and Chile); Asia (Singapore, Thailand, Vietnam and China); and Europe (Spain, Portugal, Turkey and Poland). LIU, a global specialty commercial lines insurance and reinsurance business with operations principally based in 18 countries: United States, Canada, Brazil, United Kingdom, Germany, France, the United Arab Emirates, the Netherlands, Spain, Switzerland, Ireland, Australia, Hong Kong, China, Singapore, Malaysia, India and Vietnam. LIU operations provide a variety of specialty products including casualty, marine, construction, energy, inland marine, directors and officers, professional liability, aviation, property, surety and crisis management insurance, together with multi-line insurance and reinsurance written through Lloyd's of London, Syndicate 4472.

The Company's Personal Markets business unit, with $7,502 of revenues in 2010, writes U.S. property and casualty insurance covering personal risks, primarily automobile and homeowners, as well as a wide range of life and annuity products, to individuals in the United States. Products are distributed through licensed captive sales representatives, licensed telesales counselors, third-party producers, and the Internet.

The Commercial Markets business unit, with $6,331 of revenues in 2010, is organized into separate operating units. Each of these operating units consists of separate marketing and underwriting groups focusing on a particular customer base, product grouping or distribution channel to provide tailored products and services to address customers' needs. Operating units within the Commercial Markets business unit include Commercial Markets P&C, Liberty Mutual Reinsurance, Summit, and Group Benefits. Commercial Markets coverages include workers compensation, commercial automobile, general liability, group disability, group life, assumed reinsurance, property, commercial multiple peril, and a variety of other coverages. Commercial Markets is also a servicing carrier for workers compensation involuntary market pools. In addition, Commercial Markets provides third-party administration services through Helmsman Management Services. Effective January 1, 2010, Summit, a mono-line workers compensation company for Florida and the Southeast, previously included in LMAC, became part of the Commercial Markets strategic business unit. On July 14, 2010, Commercial Markets established a new distribution and service organization, Commercial Markets P&C, combining Middle Market, National Market, Specialty Lines and Liberty Mutual Property. This operating model provides agents and brokers a single point of entry for accessing Commercial Markets' property, casualty and specialty lines insurance as well as claims and loss control services for national accounts and mid-sized business clients.

Adoption of New Accounting Standards

Effective January 1, 2009, the Company adopted new guidance for accounting for other-than-temporary impairments, as codified in FASB Accounting Standards Codification ("ASC") 320, *Investments – Debt and Equity Securities*. This guidance amends the accounting for other-than-temporary impairment of debt securities, requires the establishment of a policy for determining when "credit losses" exist, and provides direction on determining the amount of impairment to be recognized in the statement of income. The adoption of the new guidance resulted in an increase of $28 (net of tax) to policyholders' unassigned equity and a corresponding decrease to accumulated other comprehensive income (loss).

Effective January 1, 2008, the Company adopted the guidance related to the recognition and measurement of assets related to collateral assignment split-dollar life insurance arrangements as codified in ASC 715, *Compensation – Retirement Plans*. The adoption of this guidance resulted in a decrease to policyholders' unassigned equity of $41 (net of tax).

Future Adoption of New Accounting Standards

In October 2010, the FASB issued Accounting Standards Update 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts* ("ASU 2010-26"). This guidance, as codified in ASC 944, *Financial Services - Insurance*, specifies that acquisition costs should include only those costs that are directly related to the acquisition or renewal of insurance contracts. All other acquisition related costs - including market research, training, administration, unsuccessful acquisition or renewal efforts, and product development - should be charged to expense as incurred. The Company is required to adopt ASU 2010-26 effective January 1, 2012. The Company is in the process of evaluating the impact of adoption.

Investments

Fixed maturity securities classified as available for sale are debt securities that have principal payment schedules, held for indefinite periods of time, and are used as a part of the Company's asset/liability strategy or sold in response to risk/reward characteristics, liquidity needs or similar economic factors. These securities are reported at fair value with changes in fair values, net of deferred income taxes, reported in accumulated other comprehensive income (loss).

Equity securities classified as available for sale include common equities and non-redeemable preferred stocks and are reported at quoted fair values. Changes in the fair values of these securities, net of deferred income taxes, are reflected as unrealized investment gains or losses in accumulated other comprehensive income (loss).

Realized gains and losses on sales of investments are recognized in income using the specific identification method. Unrealized losses that are other-than-temporary are recognized as realized losses. The Company reviews fixed income, public equity securities, private equity securities and private equity co-investment securities for impairment on a quarterly basis. Securities are reviewed for both quantitative and qualitative considerations including, but not limited to, (1) the extent of the decline in fair value below book value, (2) the duration of the decline, (3) significant adverse changes in the financial condition or near term prospects for the investment or issuer, (4) significant changes in the business climate or credit ratings of the issuer, (5) general market conditions and volatility, (6) industry factors, and (7) the past impairment of the security holding or the issuer.

For fixed maturity securities that the Company does not intend to sell or for which it is more likely than not that the Company would not be required to sell before an anticipated recovery in value, the Company separates impairments into credit loss and non-credit loss components. The determination of the credit loss component of the impairment charge is based on management's best estimate of the present value of the cash flows expected to be collected from the debt security compared to its amortized cost and is reported as part of net realized gains (losses). The non-credit component, the residual difference between the credit impairment component and the fair value, is recognized in other comprehensive income (loss). The factors considered in making an evaluation of credit versus non-credit other-than-temporary impairment include the following: (1) failure of the issuer of the security to make scheduled interest or principal payments (including the payment structure of the debt security and the likelihood the issuer will be able to make payments that increase in the future), (2) performance indicators of the underlying assets in the security (including default and delinquency rates), (3) vintage, (4) geographic concentration, and (5) industry analyst reports, sector credit ratings, and volatility of the security's fair value.

For non-fixed maturity investments and fixed maturity investments the Company intends to sell or for which it is more likely than not that the Company will be required to sell before an anticipated recovery in value, the full amount (fair value less amortized cost) of the impairment is included in net realized investment gains (losses).

Upon recognizing an other-than-temporary impairment, the new cost basis of the investment is the previous amortized cost basis less the other-than-temporary impairment recognized in net realized investment gains (losses). The new cost basis is not adjusted for any subsequent recoveries in fair value; however, for fixed maturity investments the difference between the new cost basis and the expected cash flows is accreted to net investment income over the remaining expected life of the investment.

All mortgage-backed securities and asset-backed securities are reviewed for other-than-temporary impairment treatment in accordance with the guidance of ASC 320, *Investments – Debt and Equity Securities* and ASC 325, *Investments - Other*.

For mortgage-backed fixed maturity securities, the Company recognizes income using a constant effective yield based on anticipated prepayments over the economic life of the security. The mortgage-backed portfolio is accounted for under the retrospective method and prepayment assumptions are based on market expectations. When actual prepayments differ significantly from anticipated prepayments, the effective yield is recalculated to reflect actual payments to date and anticipated future payments and any resulting adjustment is included in net investment income.

Cash equivalents are short-term, highly liquid investments that are both readily convertible into known amounts of cash and so near to maturity that they present insignificant risk of changes in value due to changing interest rates. The Company's cash equivalents include debt securities purchased with maturities of three months or less at acquisition and are carried at amortized cost, which approximates fair value.

Short-term investments are debt securities with maturities at acquisition between three months and one year, are considered available for sale, and are carried at fair value, which approximates amortized cost.

All Variable Interest Entities ("VIEs") for which the Company is the primary beneficiary are consolidated into the Company's financial statements.

Other investments are primarily comprised of limited partnerships and other alternative investments, which are reported at their carrying value with the change in carrying value accounted for under the equity method and, accordingly, the Company's share of earnings are included in net investment income. Recognition of limited partnerships and other alternative investment income is delayed due to the availability of the related financial statements, as private equity and other funds are generally on a three-month delay. Equity investments in privately held businesses are carried at fair value.

Mortgage loans are stated at amortized cost less a valuation allowance for potentially uncollectible amounts.

Derivatives

All derivatives are recognized on the balance sheet at fair value. On the date a contract is entered into, the Company designates the derivative as either (1) a hedge of a fair value of a recognized asset ("fair value hedge"), (2) an economic hedge ("non-designated derivative"), or (3) a cash flow hedge. Changes in the fair value of a derivative that is highly effective and is designated as a fair value hedge, along with the loss or gain on the hedged asset attributable to the hedged risk, are recorded in current period income. Changes in the fair value of non-designated derivatives are reported in current period income and the derivative is included in other assets or liabilities. The effective portion of the gain or loss on a derivative instrument designated and qualifying as a cash flow hedge is reported as a component of other comprehensive (loss) income and reclassified into earnings in the same period in which the hedged items affect earnings. The ineffective portion of the cash flow hedge is recorded directly to earnings.

The Company owns fixed maturity securities which have an option to convert to equity. The derivative features embedded are ancillary to the overall investment. This type of activity is unrelated to hedging. In addition, there may be call, put or conversion options embedded in certain bonds it has purchased. These derivatives are not material to the Company's financial statements.

Securities Lending

The Company participates in a securities lending program to generate additional income, whereby certain domestic fixed income securities are loaned for a short period of time from the Company's portfolio to qualifying third parties via a lending agent. Terms of the agreement are for borrowers of these securities to provide collateral of at least 102% of the market value of the loaned securities. Acceptable collateral may be in the form of cash or permitted securities as outlined in the securities lending agreement. The market value of the loaned securities is monitored and additional collateral is obtained if the market value of the collateral falls below 102% of the market value of the loaned securities. Under the terms of the securities lending program, the lending agent indemnifies the Company against borrower defaults. The loaned securities remain a recorded asset of the Company; however, the Company records a liability for the amount of cash collateral held, representing its obligation to return the collateral related to the loaned securities.

Goodwill and Intangible Assets

Goodwill is tested for impairment at least annually using a two-step process. The first step is performed to identify potential impairment and, if necessary, the second step is performed for the purpose of measuring the amount of impairment, if any. Impairment is recognized only if the carrying amount is not recoverable from the discounted cash flows using a "market" rate and is measured as the difference between the carrying amount and the implied fair value. Other changes in the carrying amount of goodwill are primarily caused by foreign currency translation adjustments.

Indefinite-lived intangible assets held by the Company are reviewed for impairment on at least an annual basis. The classification of the asset as indefinite-lived is reassessed, and an impairment is recognized if the carrying amount of the asset exceeds its fair value.

Intangible assets that are deemed to have a finite useful life are amortized over their useful lives. The carrying amount of intangible assets with a finite useful life is regularly reviewed for indicators of impairment in value. Impairment is recognized only if the carrying amount of the intangible asset is not recoverable from its undiscounted cash flows and is measured as the difference between the carrying amount and the fair value of the asset.

Deferred Policy Acquisition Costs

Costs that vary with and are primarily related to the acquisition of new insurance and investment contracts are deferred and amortized over the respective policy terms. For short-duration contracts, acquisition costs include commissions, underwriting expenses and premium taxes. For long-duration insurance contracts, these costs include first year commissions in excess of annual renewal commissions and variable sales and underwriting expenses. Deferred policy acquisition costs are reviewed annually for recoverability. Investment income is considered in the recoverability assessment.

For short-duration contracts, acquisition costs are amortized in proportion to earned premiums. For traditional long-duration contracts, acquisition costs are amortized over the premium paying period of the related policies using assumptions consistent with those used in computing policy benefit reserves. For universal life insurance and investment products, acquisition costs are amortized in relation to expected gross profits.

For long-duration contracts, to the extent unrealized gains or losses on fixed income securities carried at fair value would result in an adjustment of estimated gross profits had those gains or losses actually been realized, the related unamortized deferred policy acquisition costs are recorded net of tax as a change in unrealized capital gains or losses and included in accumulated other comprehensive income (loss).

Real Estate and Other Fixed Assets

The costs of buildings, furniture, and equipment are depreciated, principally on a straight-line basis, over their estimated useful lives (a maximum of 39.5 years for buildings, 10 years for furniture, and 3-5 years for equipment). Expenditures for maintenance and repairs are charged to income as incurred while expenditures for improvements are capitalized and depreciated.

Separate Account Assets and Liabilities

Separate and variable accounts represent funds for which investment income and investment gains and losses accrue directly to the policyholders who bear the investment risk. Each account has specific investment objectives, and the assets are carried at fair value. The assets of each account are legally segregated and are not subject to claims that arise out of any other business of the Company. The liabilities of these accounts are equal to the account assets. Investment income, realized investment gains (losses), and policyholder account deposits and withdrawals related to separate accounts are excluded from the consolidated statements of income. The fees earned for administrative and contract holder maintenance services performed for these separate accounts are included in fee and other revenues.

Insurance Liabilities and Reserves

For short-duration contracts, the Company establishes reserves for unpaid insurance claims and claim adjustment expenses covering events that occurred in 2010 and prior years. These reserves reflect estimates of the total cost of claims reported but not yet paid and the cost of claims not yet reported, as well as the estimated expenses necessary to settle the claims. Reserve estimates are based on past loss experience modified for current claim trends, as well as prevailing social, economic and legal conditions. Final claim payments, however, may ultimately differ from the established reserves, since these payments might not occur for several years. Reserve estimates are continually reviewed and updated, and any resulting adjustments are reflected in current operating results. The Company does not discount reserves other than discounting on the long-term indemnity portion of workers compensation settled claims, the long-term disability portion of group accident and health claims as permitted by insurance regulations in certain states, the long-term portion of certain workers compensation claims of foreign subsidiaries, and specific asbestos structured settlements. Reserves are reduced for estimated amounts of salvage and subrogation and deductibles recoverable from policyholders. The Company discounts the long-term indemnity portion of workers compensation claims at risk-free discount rates determined by reference to the U.S. Treasury yield curve. The weighted average discount rates were 5.3%, 5.5%, and 5.7% for 2010, 2009, and 2008, respectively. The held discounted reserves on these unpaid workers compensation claims, net of all reinsurance, as of December 31, 2010 and 2009 were $1,935 and $1,974, respectively.

The held discounted reserves on unpaid asbestos structured settlement claims as of December 31, 2010 and 2009 were $93 and $118, respectively.

The discounting of disability claims is based on the 1987 Commissioners Group Disability Table (CGDT) at annual discount rates varying from 4.0% to 7.0% and 4.5% to 7.0% in 2010 and 2009, respectively. Unpaid disability claims and claim adjustment expenses as of December 31, 2010 and 2009, include liabilities at discounted values of $1,155 and $1,030, respectively.

For long-duration contracts, measurement of liabilities is based on generally accepted actuarial techniques but requires assumptions about mortality, lapse rates, and assumptions about future returns on related investments. Annuity and structured settlement contracts without significant mortality or morbidity risk are accounted for as investment contracts, whereby the premium received plus interest credited less policyholder withdrawals represents the investment contract liability. Implied credited interest rates for domestic structured settlement contracts in force were between 5.7% and 6.0% for 2010, 2009, and 2008. Implied credited interest rates for foreign structured settlement contracts in force were between 2.5% and 6.0% in 2010, 2009, and 2008. Credited rates for domestic universal life contracts in force were between 3.5% and 4.3% in 2010 and 3.5% and 6.3% in 2009 and 2008. Credited rates for foreign universal life contracts in force were between 0.9% and 6.0% in 2010 and 1.3% and 6.0% in 2009 and 2008. Liabilities for future policy benefits for traditional life policies have been computed using the net level premium method based upon estimated future investment yields (between 2.5% and 10.3% in 2010, 2009, and 2008), mortality assumptions (based on the Company's experience relative to standard industry mortality tables) and withdrawal assumptions (based on the Company's experience).

Policyholder Dividends

Policyholder dividends are accrued using an estimate of the ultimate amount to be paid in relation to premiums earned based on the related insurance policies.

For domestic property-casualty insurance, certain insurance contracts, primarily workers compensation policies, are issued with dividend plans to be paid subject to approval by the insurer's board of directors. The premium related to such policies approximated 2%, 2%, and 3% of domestic property-casualty insurance premiums written for the years ended December 31, 2010, 2009, and 2008, respectively. Additionally, certain jurisdictions impose excess profits taxes which limit the profitability of particular lines of business, and any excess is returned to the policyholder in the form of a dividend.

For life insurance, dividends to participating policyholders are calculated as the sum of the difference between the assumed mortality, interest and loading, and the actual experience of the Company relating to participating policyholders. As a result of statutory regulations, the major portion of earnings from participating policies inures to the benefit of the participating policyholders and is excluded from the consolidated net income and policyholders' equity. Participating policies approximate 31%, 34% and 37% of ordinary life insurance in force for the years ended December 31, 2010, 2009, and 2008, respectively. Participating policies approximate 15%, 23%, and 30% of life premium for the years ended December 31, 2010, 2009, and 2008, respectively.

Long-Term Incentive and Performance Based Incentive Plans

The Company maintains short-term and long-term incentive compensation plans. Long-term plans that vest over the requisite service period and are based upon notional units are accounted for under ASC 718, *Compensation – Stock Compensation*, using the intrinsic value method. Additionally, the Company provides performance based incentive compensation to the majority of employees meeting the participation requirements of the respective plans. Compensation cost related to these plans is determined in accordance with plan formulas and recorded over the years the employee service is provided.

Revenue Recognition

For short-duration insurance contracts, premiums are reported as earned income generally on a pro-rata basis over the terms of the related policies. For retrospectively rated policies and contracts, premium estimates are continually reviewed and updated and any resulting adjustments are reflected in current operating results. For traditional long-duration insurance contracts (including term and whole life contracts and annuities), premiums are earned when due. For loss portfolio transfers, premiums are fully recognized as written and earned on a prospective basis at contract inception. For annuities and structured settlements without significant mortality or morbidity risk (investment contracts) and universal life contracts (long-duration contracts with terms that are not fixed or guaranteed), revenues represent investment income earned on the related assets. Universal life and annuity contract revenues also include mortality, surrender, and administrative fees charged to policyholders.

Reinsurance

All assets and liabilities related to ceded reinsurance contracts are reported on a gross basis in the consolidated balance sheets. Prospective reinsurance premiums, losses, and loss adjustment expenses are accounted for on a basis consistent with the terms of the reinsurance contracts. The consolidated statements of income reflect premiums, benefits, and settlement expenses net of reinsurance ceded.

Transactions that do not transfer risk are included in other assets or other liabilities. Ceded transactions that transfer risk but are retroactive are included in reinsurance recoverables. The excess of estimated liabilities for claims and claim costs over the consideration paid net of experience adjustments is established as a deferred credit at inception. The deferred amounts are subsequently amortized using the effective interest method over the expected settlement period. The periodic amortization is reflected in the accompanying consolidated statements of income through claims and claims adjustment expenses.

Amounts recoverable from reinsurers include unpaid losses estimated in a manner consistent with the claim liabilities associated with the reinsured business. The Company evaluates reinsurance collectability and a provision for uncollectible reinsurance is recorded.

Translation of Foreign Currencies

The Company translates the financial statements of its foreign operations into U.S. dollars from the functional currency designated for each foreign unit, generally the currency of the primary economic environment in which that operation does its business. Assets and liabilities are translated into U.S. dollars at period-end exchange rates, while income and expenses are translated using average rates for the period. Translation adjustments are recorded as a separate component of accumulated other comprehensive income (loss), net of tax to the extent applicable. Foreign currency amounts are remeasured to the functional currency, and the resulting foreign exchange gains or losses are reflected in earnings.

For subsidiaries operating in highly inflationary economies, monetary assets and liabilities are remeasured at the rate of exchange as of the balance sheet date and non-monetary items are remeasured at historical rates. Gains and losses from balance sheet remeasurement adjustments and foreign currency transactions are included in net income.

The aggregate exchange (losses) gains included in income from continuing operations for the years ended December 31, 2010, 2009, and 2008 were $(109), $(1), and $16, respectively. These amounts have been included in insurance operating costs and expenses in the accompanying consolidated statements of income.

Income Taxes

The income tax provision is calculated under the liability method. The Company recognizes deferred income tax assets and liabilities for the expected future tax effects attributable to temporary differences between the financial statement and tax return bases of assets and liabilities based on enacted tax rates and other provisions of the tax law. The effect of a change in tax laws or rates on deferred tax assets and liabilities is recognized in income in the period in which such change is enacted. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that all or some portion of the deferred tax assets will not be realized. Deferred tax positions are not established for adjustments arising from foreign operations whose earnings are considered to be permanently reinvested.

Fee and Other Revenues

Fee and other revenues primarily consist of revenues from the Company's energy production operations and service fees generated from processing business for involuntary assigned risk pools, self insured customers, and risk retention groups. Service fees are earned on a pro-rata basis over the term of the related policies.

Accumulated Other Comprehensive Income (Loss)
Accumulated other comprehensive income (loss) consists principally of unrealized gains and losses on certain investments in debt and equity securities, foreign currency translation adjustments, and pension and postretirement liability adjustments.

The components of accumulated other comprehensive income (loss), net of related deferred acquisition costs and taxes, for the years ended December 31, 2010, 2009, and 2008 are as follows:

	2010	2009	2008
Unrealized gains (losses) on securities	$1,269	$1,115	$(1,457)
Foreign currency translation and other adjustments	313	269	51
Pension liability funded status	(296)	(856)	(1,154)
Cumulative effect of adoption of ASC 320 at January 1, 2009	-	(28)	-
Accumulated other comprehensive income (loss)	$1,286	$ 500	$(2,560)

(2) ACQUISITIONS AND DISPOSITIONS

Safeco Corporation
On September 22, 2008, Liberty Mutual Group completed the acquisition of Safeco Corporation ("Safeco"). Pursuant to the terms of the purchase agreement, the Company paid cash of $68.25 per share in exchange for all outstanding shares of the Safeco common stock for a total purchase price of $6,244. The operations of Safeco were merged into the LMAC strategic business unit.

The total purchase price was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the purchase price over the aggregate fair values was recorded as goodwill. The fair value assigned to identifiable intangible assets acquired was primarily determined using the income approach, which discounts expected cash flows to present value using estimates and assumptions determined by management.

Intangible Assets

	Carrying Value December 31, 2010	Carrying Value December 31, 2009	Period (Years)	Method
Agency relationship	$523	$564	15	Straight-line
Trademarks	229	229	Not subject to amortization	Not subject to amortization
State licenses	63	63	Not subject to amortization	Not subject to amortization
Other	16	17	10	Present Value Mid-year Convention
Total intangible assets[1]	$831	$873		

(1) Net of accumulated amortization of $89 and $47 as of December 31, 2010 and 2009, respectively.

For the years ended December 31, 2010 and 2009, the Company recognized $42 and $38, respectively, of amortization expense which is reflected in insurance operating costs and expenses on the consolidated statements of income. Estimated amortization for the years ended December 31, 2011 through 2015 is $42, $43, $44, $44 and $44, respectively.

Integration Activities
As part of the Safeco acquisition, management conducted integration efforts that resulted in employment reductions, contract terminations, systems integrations and other transitional activities. Total integration (benefit) costs incurred for the years ended December 31, 2010 and 2009 were $(2) and $65, respectively, of which $(1) and $42, respectively, were recognized as assumed liabilities as part of purchase accounting for the acquisition. Integration costs not directly associated with the acquisition were included in insurance operating costs and expenses in the consolidated statements of income. $6 and $77 of the costs were paid in 2010 and 2009, respectively.

Ohio Casualty Corporation
On August 24, 2007, Liberty Mutual Group completed the acquisition of Ohio Casualty Corporation ("Ohio Casualty"). Pursuant to the terms of the purchase agreement, the Company paid cash of $44.00 per share in exchange for all outstanding shares of the Ohio Casualty common stock for a total purchase price of $2,780. The operations of Ohio Casualty were merged into the LMAC strategic business unit.

The total purchase price was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the purchase price over the aggregate fair values was recorded as goodwill. The fair value assigned to identifiable intangible assets acquired was primarily determined using the income approach, which discounts expected cash flows to present value using estimates and assumptions determined by management.

Intangible Assets

	Carrying Value December 31, 2010	Carrying Value December 31, 2009	Period (Years)	Method
Agency relationship	$124	$132	20	Straight-line
Trademarks	33	33	Not subject to amortization	Not subject to amortization
State licenses (2)	20	22	Not subject to amortization	Not subject to amortization
Total intangible assets (1)	$177	$187		

(1) Net of accumulated amortization of $30 and $22 as of December 31, 2010 and 2009, respectively.

(2) On February 23, 2010, the Company merged two of its insurance subsidiaries, Avomark Insurance Company and West American Insurance Company. As of May 24, 2010, authorization was given by all states to terminate certificates of authority resulting in a decrease in value of $2.

For the years ended December 31, 2010 and 2009, the Company recognized $8 and $9, respectively, of amortization expense which is reflected in insurance operating costs and expenses on the consolidated statement of income. For each of the years ended December 31, 2011 through 2015 estimated amortization is $8.

Dispositions

The Company recognized $35 related to restructuring efforts, principally related to employee and contract terminations with respect to the Business Market and Wausau Insurance market segments within Commercial Markets. These costs are primarily included in insurance operating costs and expenses in the 2008 statement of income. Payments under restructuring activities were substantially completed in 2009.

On January 22, 2009, the Company established Liberty Mutual Middle Market, a new market segment in Commercial Markets that combined the former Business Market and Wausau Insurance market segments. As part of this change, the Company eliminated its direct distribution channel to its mid-sized commercial lines customers and retired the Wausau brand. In 2009 and forward, Middle Market will provide Liberty Mutual products and services exclusively through independent agents and brokers. This transaction has been deemed to be a migration of business. As part of this change, the Company completed the sale of the policy renewal rights of the existing Business Market and Wausau Insurance policyholders in various portions to three nationally recognized brokerage firms on February 27, 2009.

In accordance with the Asset Purchase Agreements (collectively, the "Sales Agreements"), total consideration due to the Company for the sale of the renewal rights will be paid over a two or three year period subject to the Earn Out Adjustment provisions provided by the Sales Agreements. Amounts received by the Company will be recognized in earnings when received.

(3) INVESTMENTS

Components of Net Investment Income

	Years Ended December 31,		
	2010	2009	2008
Taxable interest income	$2,426	$2,301	$2,349
Tax-exempt interest income	539	623	472
Dividends	42	41	98
Limited partnerships and limited liability companies	398	(411)	4
Commercial mortgage loans	73	68	58
Other investment income	6	9	27
Gross investment income	3,484	2,631	3,008
Investment expenses	(156)	(149)	(128)
Net investment income	$3,328	$2,482	$2,880

Components of Net Realized Investment Gains (Losses)

	Years Ended December 31,		
	2010	2009	2008
Fixed maturities			
Gross realized gains	$421	$173	$109
Gross realized losses	(72)	(259)	(436)
Equities			
Gross realized gains	52	146	341
Gross realized losses	(3)	(64)	(801)
Other			
Gross realized gains	73	84	469
Gross realized losses	(69)	(54)	(12)
Net realized investment gains (losses)	$402	$26	$(330)

As of December 31, 2010 and 2009, other-than-temporary impairments recognized through accumulated other comprehensive income were $31 and $30, respectively.

During the years ended December 31, 2010, 2009, and 2008, proceeds from sales of fixed maturities available for sale were $9,177, $4,859, and $7,013, respectively. The gross realized gains (losses) on such sales totaled $357 and $(22) in 2010, $145 and $(67) in 2009, and $85 and $(122) in 2008.

Components of Change in Net Unrealized Investment Gains (Losses)

	2010	2009	2008
Fixed maturities	$357	$3,864	$(2,257)
Equities	71	206	(962)
Other	(10)	18	(5)
Adjustments to deferred policy acquisition costs	(8)	(169)	145
Net change in unrealized investment gains (losses)	410	3,919	(3,079)
Deferred income tax (expense) benefit	(228)	(1,347)	1,048
Net change in unrealized investment gains (losses), net of tax	$182	$2,572	$(2,031)

Available for Sale Investments

The gross unrealized gains and losses and fair values of available for sale investments as of December 31, 2010 and 2009, are as follows:

December 31, 2010	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agency securities	$3,008	$197	$(13)	$3,192
Residential mortgage and ABS securities	9,628	455	(50)	10,033
Commercial mortgage and ABS securities	2,378	99	(4)	2,473
Other mortgage and ABS securities	1,661	93	(6)	1,748
U.S. state and municipal	12,414	438	(120)	12,732
Corporate and other	22,907	1,274	(206)	23,975
Foreign government securities	4,379	106	(85)	4,400
Total fixed maturities	56,375	2,662	(484)	58,553
Common stock	1,000	253	(23)	1,230
Preferred stock	552	35	(84)	503
Total equity securities	1,552	288	(107)	1,733
Total securities available for sale	$57,927	$2,950	$(591)	$60,286

December 31, 2009	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agency securities	$2,324	$147	$(6)	$2,465
Residential mortgage and ABS securities	10,725	376	(112)	10,989
Commercial mortgage and ABS securities	2,163	39	(42)	2,160
Other mortgage and ABS securities	1,849	74	(21)	1,902
U.S. state and municipal	14,910	700	(100)	15,510
Corporate and other	19,134	891	(342)	19,683
Foreign government securities	3,684	128	(82)	3,730
Total fixed maturities	54,789	2,355	(705)	56,439
Common stock	525	195	(32)	688
Preferred stock	552	32	(84)	500
Total equity securities	1,077	227	(116)	1,188
Total securities available for sale	$55,866	$2,582	$(821)	$57,627

Of the $1,230 and $688 of common stock as of December 31, 2010 and 2009, respectively, $304 and $275, respectively, related to securities associated with non-guaranteed unit linked products where the policyholder bears the investment risk.

As of December 31, 2010 and 2009, securities carried at $4,281 and $4,051, respectively, were on deposit with regulatory authorities as required by law.

As of December 31, 2010 and 2009, the fair values of fixed maturities loaned were approximately $1,687 and $1,547, respectively. Cash and short-term investments received as collateral in connection with the loaned securities were approximately $1,336 and $1,352 as of December 31, 2010 and 2009, respectively. Other investments received as collateral in connection with the loaned securities was approximately $396 and $247 as of December 31, 2010 and 2009, respectively.

The amortized cost and fair value of fixed maturities as of December 31, 2010, by contractual maturity are as follows:

	Amortized Cost	Fair Value
Due to mature:		
One year or less	$2,428	$2,458
Over one year through five years	15,801	16,408
Over five years through ten years	12,768	13,391
Over ten years	11,711	12,042
Mortgage and asset-backed securities of government and corporate agencies	13,667	14,254
Total fixed maturities	$56,375	$58,553

Expected maturities may differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

The following table shows a schedule of the Company's unrealized losses and fair value by security type and by duration that individual securities have been in a continuous unrealized loss position as of December 31, 2010, that are not deemed to be other-than-temporarily impaired.

	Less Than 12 Months		12 Months or Longer	
	Unrealized Losses	Fair Value of Investments with Unrealized Losses	Unrealized Losses	Fair Value of Investments with Unrealized Losses
U.S. government and agency securities	$(13)	$ 571	$(-)	$-
Residential mortgage and ABS securities	(14)	1,182	(36)	403
Commercial mortgage and ABS securities	(2)	103	(2)	62
Other mortgage and ABS securities	(1)	17	(5)	31
U.S. state and municipal	(84)	2,295	(36)	214
Corporate and other	(96)	3,601	(110)	892
Foreign government securities	(43)	1,536	(42)	305
Common stock	(8)	178	(15)	98
Preferred stock	(2)	51	(82)	308
Total	$(263)	$ 9,534	$(328)	$ 2,313

The following table shows a schedule of the Company's unrealized losses and fair value by security type and by duration that individual securities have been in a continuous unrealized loss position as of December 31, 2009, that are not deemed to be other-than-temporarily impaired.

	Less Than 12 Months		12 Months or Longer	
	Unrealized Losses	Fair Value of Investments with Unrealized Losses	Unrealized Losses	Fair Value of Investments with Unrealized Losses
U.S. government and agency securities	$(6)	$386	$-	$25
Residential mortgage and ABS securities	(16)	1,077	(96)	501
Commercial mortgage and ABS securities	(2)	253	(40)	629
Other mortgage and ABS securities	(7)	274	(14)	60
U.S. state and municipal	(35)	1,148	(65)	604
Corporate and other	(30)	1,324	(312)	2,875
Foreign government securities	(49)	884	(33)	150
Common stock	(2)	15	(30)	132
Preferred stock	-	-	(84)	357
Total	$(147)	$5,361	$(674)	$5,333

The above table for 2010 includes $227 of unrealized losses related to securities issued and guaranteed by the United States government, its agencies, government sponsored enterprises and state and municipal governments. Unrealized losses decreased from $821 as of December 31, 2009 to $591 as of December 31, 2010 primarily due to declining Treasury yields and a decrease in credit spreads. Unrealized losses less than 12 months increased from $147 at December 31, 2009 to $263 as of December 31, 2010, an increase of $116. Unrealized losses 12 months or longer decreased from $674 as of December 31, 2009 to $328 as of December 31, 2010 and accounted for $346 of the overall decrease in unrealized losses. As of December 31, 2010, there were 488 securities that were in an unrealized loss position for 12 months or longer. The Company monitors the difference between the amortized cost and estimated fair value of debt securities to ascertain whether declines in value are temporary in nature. The Company currently does not have the intent to sell these securities and has determined it is not more likely than not that it would be required to sell these fixed income securities before they recover their fair value.

Approximately 76% of the Company's securitized portfolio is explicitly backed by the U.S. government (GNMA and SBA) or by government-sponsored entities (FHLMC and FNMA). Over 94% of the mortgage and asset-backed holdings are rated AAA. The commercial mortgage backed securities portfolio is well diversified and of high quality with over 99% rated AA or above with approximately 18% of the underlying collateral having been defeased with U.S. Treasuries.

As of December 31, 2010, no single issuer, excluding U.S. Treasuries, agency securities and mortgage-backed securities, accounted for more than 1.1% of invested assets.

Variable Interest Entities

The Company invests in energy, private equity and real estate limited partnerships and other entities subject to VIE analysis under the VIE subsections of ASC 810, *Consolidation*. The Company analyzes each investment to determine whether it is a VIE, and if so, whether the Company is the primary beneficiary or a significant interest holder based on a qualitative and quantitative assessment. The Company evaluates the design of the

entity, the risks to which the entity was designed to expose the variable interest holder and the extent of the Company's control of and variable interest in the VIE. As of December 31, 2009, the Company determined that it was the primary beneficiary of two VIEs in the energy investment sector, and as such, these VIEs were consolidated in the Company's 2009 financial statements. The carrying value of assets and liabilities, and the Company's maximum exposure to loss of the consolidated VIEs were immaterial to the Company. These entities were deconsolidated in 2010 upon adoption of the revised guidance in ASC 810 when the Company determined that it did not have a controlling financial interest in the VIEs.

The Company has variable interests in VIEs for which it is not the primary beneficiary and accounts for these VIEs under the equity method in accordance with ASC 323, *Investments – Equity Method and Joint Ventures*. The VIEs are principally private equity limited partnerships in which the Company has invested as a passive limited partner. The partnerships were deemed to be VIEs because the equity holders as a group lack the power to direct the activities that most significantly impact the respective entity's economic performance. The VIEs generate variability primarily from investment portfolio performance and that variability is passed to equity holders. For these VIEs, the Company absorbs a portion, but not majority, of this variability. The carrying value of assets was $94 and $87 as of December 31, 2010 and December 31, 2009, respectively and the Company's maximum exposure to loss was $123 and $99 as of December 31, 2010 and December 31, 2009, respectively for unconsolidated VIEs in which the Company has a significant variable interest. The assets are included in Other Investments on the consolidated balance sheets. Maximum exposure to loss includes the carrying value and unfunded commitment of the VIE. There is no recourse provision to the general credit of the Company for any VIE beyond the full amount of the Company's loss exposure.

Investments in Mortgage Loans

As of December 31, 2010 and 2009, the carrying values of commercial mortgage loans were $1,206 and $1,121 respectively. The carrying values reflect allowances of $14 and $6 as of December 31, 2010 and 2009, respectively. Additionally, the Company's participation in any one commercial mortgage loan acquired does not exceed 49% of the loan value. As of December 31, 2010, the average total loan size was $2, and the average loan participation size was $1. The number of loans in the portfolio increased from 2,469 as of December 31, 2009, to 2,948 as of December 31, 2010. Approximately 90% of the loans are full or partial recourse to borrowers.

Derivatives

The Company has a Derivative Use Policy, which has been approved by the Investment Committee of each domestic insurance subsidiary that has entered into derivative transactions. Pursuant to the policy, the Company may enter into derivative transactions. Beginning in January 2008, the Company, as part of its risk management program, diversification, and economic hedging strategies, entered into several futures contracts related to the equities market with notional amounts totaling $599. All futures contracts expired in March 2008, and the Company realized gains of $26 on these transactions. In March 2008, the Company entered into an equity swap agreement with a notional amount of $600. This contract was terminated in December 2008, and the Company realized gains of $187 on this transaction. In August 2008, the Company, as part of its risk management program and diversification strategy, entered into two equity swap agreements with a total notional amount of $335. For the year ended December 31, 2008, these contracts incurred a $99 net gain. These contracts matured in January 2009 resulting in realized gains of $25 for the twelve months ended December 31, 2009. As of December 31, 2010, the Company had no material derivative agreements in place.

(4) DEFERRED POLICY ACQUISITION COSTS AND ACQUIRED IN-FORCE POLICY INTANGIBLES

The following reflects the policy acquisition costs and acquired in-force policy intangibles deferred for amortization against future income and related amortization charged to income:

	Years Ended December 31,		
	2010	2009	2008
Balance at beginning of year	$2,636	$2,541	$2,045
Acquisition costs deferred and other	4,892	4,787	3,991
Acquired in-force policy intangibles [1]	-	-	494
Amortization charged to income	(4,757)	(4,692)	(3,989)
Balance at end of year	$2,771	$2,636	$2,541

[1] For 2008, the acquired in-force policy intangible was recognized in conjunction with the Company's purchase of Safeco on September 22, 2008 and the acquisition of Indiana Seguros S.A. through the Company's Brazilian subsidiary, Liberty International Brazil Ltda. on January 9, 2008.

(5) ASBESTOS AND ENVIRONMENTAL RESERVES

The Company has exposure to asbestos and environmental claims that emanate principally from general liability policies written prior to the mid-1980's. In establishing the Company's asbestos and environmental reserves, the Company estimates case reserves for anticipated losses and bulk reserves for claim adjustment expenses and incurred but not reported claims reserves ("IBNR"). The Company maintained casualty excess of loss reinsurance during the relevant periods. The reserves are reported net of cessions to reinsurers and include any reserves reported by ceding reinsurers on assumed reinsurance contracts.

Upon their de-affiliation from the Nationwide Group and affiliation with the Company, Employers Insurance Company of Wausau ("EICOW"), Wausau Business Insurance Company ("WBIC"), Wausau General Insurance Company ("WGIC"), and Wausau Underwriters Insurance Company

("WUIC") entered into ceded reinsurance contracts whereby Nationwide Indemnity Company assumed full responsibility for obligations on certain policies with effective dates prior to January 1, 1986, including all asbestos and environmental exposures.

The process of establishing reserves for asbestos and environmental claims is subject to greater uncertainty than the establishment of reserves for liabilities relating to other types of insurance claims. A number of factors contribute to this greater uncertainty surrounding the establishment of asbestos and environmental reserves, including, without limitation: (i) the lack of available and reliable historical claims data as an indicator of future loss development, (ii) the long waiting periods between exposure and manifestation of any bodily injury or property damage, (iii) the difficulty in identifying the source of asbestos or environmental contamination, (iv) the difficulty in properly allocating liability for asbestos or environmental damage, (v) the uncertainty as to the number and identity of insureds with potential exposure, (vi) the cost to resolve claims, and (vii) the collectability of reinsurance.

The uncertainties associated with establishing reserves for asbestos and environmental claims and claim adjustment expenses are compounded by the differing, and at times inconsistent, court rulings on environmental and asbestos coverage issues involving: (i) the differing interpretations of various insurance policy provisions and whether asbestos and environmental losses are or were ever intended to be covered, (ii) when the loss occurred and what policies provide coverage, (iii) whether there is an insured obligation to defend, (iv) whether a compensable loss or injury has occurred, (v) how policy limits are determined, (vi) how policy exclusions are applied and interpreted, (vii) the impact of entities seeking bankruptcy protection as a result of asbestos-related liabilities, (viii) whether clean-up costs are covered as insured property damage, and (ix) applicable coverage defenses or determinations, if any, including the determination as to whether or not an asbestos claim is a products/completed operation claim subject to an aggregate limit and the available coverage, if any, for that claim. The uncertainties cannot be reasonably estimated, but could have a material impact on the Company's future operating results and financial condition.

In the last few years the Company, as well as the industry generally, has seen decreases in the number of asbestos claims being filed. This turn to a more favorable trend is due to a number of factors. Screening activity used by some lawyers to find new plaintiffs utilized questionable practices discovered in the Federal Silica Multi District Litigation. Court decisions in several key states (e.g., Mississippi) have been favorable to defendants. Most importantly, several states have enacted and sustained legislation in the past few years that contain medical criteria provisions aimed at reducing the number of lawsuits filed by unimpaired plaintiffs and providing prompt and fair compensation to those who meet the criteria.

In the third quarter of 2009, the Company completed its biennial ground-up asbestos reserve study. The study was completed by a multi-disciplined team of internal claims, legal, reinsurance and actuarial personnel, and it included all major segments of the Company's direct, assumed, and ceded asbestos claims. As part of the internal review, potential exposures of certain policyholders were individually evaluated using the Company's proprietary stochastic model, which is consistent with published actuarial papers on asbestos reserving. Among the factors reviewed in depth by the team of specialists were the type of business, level of exposure, coverage limits, geographic distribution of products, types of injury, state jurisdictions, legal defenses, and reinsurance potential. The remaining policyholders (those with less potential exposure) were evaluated using aggregate methods that utilized information and experience specific to these insureds. The study resulted in an increase to reserves of $383, which included an increase of $70 to the allowance for uncollectible reinsurance. The previous comprehensive study was completed in 2007. The Company also completed its study on the environmental claims liability in 2009, resulting in immaterial adjustments to held reserves. During 2010 the Company monitored asbestos and environmental activity to determine whether or not any adjustment to reserves is warranted. Based on this review of actual emerged losses, no material adjustments were made.

As a result of the significant uncertainty inherent in determining a company's asbestos and environmental liabilities and establishing related reserves, the amount of reserves required to adequately fund the Company's asbestos and environmental claims cannot be accurately estimated using conventional reserving methodologies based on historical data and trends. As a result, the use of conventional reserving methodologies frequently has to be supplemented by subjective considerations including managerial judgment. In that regard, the estimation of asbestos claims and associated liabilities and the analysis of environmental claims considered prevailing applicable law and certain inconsistencies of court decisions as to coverage, plaintiffs' expanded theories of liability, and the risks inherent in major litigation and other uncertainties, the Company believes that in future periods it is possible that the outcome of the continued uncertainties regarding asbestos and environmental related claims could result in an aggregate liability that differs from current reserves by an amount that could be material to the Company's future operating results and financial condition.

The following tables summarize the activity for the Company's asbestos and environmental claims and claim adjustment expenses, a component of the Company's unpaid claims and claim adjustment expenses, for the years ended December 31, 2010, 2009, and 2008. Acquisition activity in 2009 and 2008 relates to the purchase of Safeco.

	2010	2009	2008
Gross Asbestos:			
January 1 reserves	$2,665	$2,539	$2,526
Acquisitions	-	67	224
Incurred activity	134	384	146
Paid activity[1]	655	325	357
Ending reserves	$2,144	$2,665	$2,539
Net Asbestos:			
January 1 reserves	$1,171	$901	$848
Acquisitions	-	64	182
Incurred activity (net of change in allowance)	(104)	399	20
Paid activity	235	193	149
Total unpaid losses including allowance for unpaid reinsurance	$832	$1,171	$901

[1] In 2010, the increase in paid activity is due to the payment of the 2009 settlement with Armstrong World Industries, with which the Company had been in various insurance coverage disputes.

Included in gross asbestos incurred for 2010, 2009, and 2008 are amounts attributable to claims against 1985 and prior policies issued by EICOW and its affiliates, which are 100% ceded to Nationwide Indemnity Company and guaranteed by Nationwide Mutual Insurance Company. In addition, the Company's 2003 acquisition of Prudential Property and Casualty Insurance Company, Prudential General Insurance Company, and Prudential Commercial Insurance Company (collectively referred to as "PruPac") included $175 and $118 of gross and net asbestos reserves, respectively. Any increase in asbestos reserves related to PruPac is reinsured by Vantage Casualty Insurance Company ("Vantage") and guaranteed by Prudential Financial, Inc. The Company had gross paid losses associated with these reserves of $1, $0, and $47 in 2010, 2009, and 2008, respectively. All remaining 2010 and 2008 gross paid losses are recoverable from Vantage.

	2010	2009	2008
Gross Environmental:			
January 1 reserves	$527	$620	$621
Acquisitions	-	(25)	95
Incurred activity	35	50	13
Paid activity	80	118	109
Ending reserves	$482	$527	$620
Net Environmental:			
January 1 reserves	$409	$495	$486
Acquisitions	-	(25)	84
Incurred activity	(6)	4	(5)
Paid activity	45	65	70
Ending reserves	$358	$409	$495

The Company's 2003 acquisition of PruPac included $15 and $12 of gross and net environmental reserves, respectively. Any increase in environmental reserves related to PruPac is reinsured by Vantage and guaranteed by Prudential Financial, Inc. The Company had gross paid losses associated with these reserves of $0, $0, and $1 in 2010, 2009, and 2008 respectively. All remaining 2008 gross paid losses are recoverable from Vantage.

(6) UNPAID CLAIMS AND CLAIM ADJUSTMENT EXPENSES

The Company establishes reserves for payment of claims and claim adjustment expenses that arise from the policies issued. As required by applicable accounting rules, no reserves are established until a loss, including a loss from a catastrophe, occurs. The Company's reserves are segmented into three major categories: reserves for reported claims (estimates made by claims adjusters); IBNR representing reserves for unreported claims and supplemental reserves for reported claims; and reserves for the costs to settle claims. The Company establishes its reserves net of salvage and subrogation by line of business or coverage and year in which losses occur.

Establishing loss reserves, including loss reserves for catastrophic events that have occurred, is an estimation process. Many factors can ultimately affect the final settlement of a claim and, therefore, the necessary reserve. Changes in the law, results of litigation, medical costs, the costs of repair materials, and labor rates can all affect ultimate claim costs. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of the claim, the more variable the ultimate settlement can be. Accordingly, "short-tail" claims, such as property damage claims, tend to be easier to estimate than "long-tail" claims, such as workers compensation or general liability claims.

As information develops that varies from past experience, provides additional data, or in some cases, augments data that previously was not considered sufficient for use in determining reserves, changes in the Company's estimate of ultimate liabilities may be required. The effects of these changes are reflected in current operating results.

Catastrophes are an inherent risk of the property-casualty insurance business and have contributed to material period-to-period fluctuations in the Company's results of operations and financial position. Catastrophe losses are severe losses resulting from natural and man-made events, including risks such as fire, earthquake, windstorm, explosion, terrorism, and other similar events. The extent of losses from a catastrophe is a function of both the total amount of insured exposure in an area affected by the event and the severity of the event. The level of catastrophe losses experienced in any period cannot be predicted and can be material to the results of operations and financial position of the Company. Catastrophe losses incurred during the years ended December 31, 2010, 2009, and 2008 were $1,091, $709, and $1,580, respectively.

Note 5 includes a discussion of incurred attributable to prior years for asbestos and environmental reserves.

Activity in property and casualty unpaid claims and claim adjustment expenses of the Company are summarized as follows:

	2010	2009	2008
Balance as of January 1	$48,355	$48,311	$42,531
Less: unpaid reinsurance recoverables [1]	12,052	12,423	12,429
Net balance as of January 1	36,303	35,888	30,102
Balance attributable to dispositions and acquisitions	-	56	4,918
Incurred attributable to:			
Current year	20,033	19,584	18,623
Prior years:			
Asbestos and environmental	(7)	312	6
All other	(366)	(999)	(1,081)
Discount accretion	128	154	167
Total incurred	19,788	19,051	17,715
Paid attributable to:			
Current year	10,205	9,583	9,064
Prior years	9,138	9,385	7,567
Total paid	19,343	18,968	16,631
Amortization of deferred retroactive reinsurance gain	54	74	82
Net adjustment due to foreign exchange	(269)	202	(298)
Add: unpaid reinsurance recoverables [1]	11,526	12,052	12,423
Balance as of December 31	$ 48,059	$48,355	$48,311

[1] In addition to the unpaid reinsurance recoverable balances noted above, and as a result of retroactive reinsurance agreements, the Company has recorded retroactive reinsurance recoverable balances of $1,992, $2,067, and $2,111 as of December 31, 2010, 2009, and 2008, respectively.

Incurred attributable to prior years, excluding asbestos and environmental, includes $54, $74, and $82 of amortization of deferred retroactive gain in the years ended December 31, 2010, 2009, and 2008, respectively. In 2010, incurred attributable to prior years, excluding asbestos and environmental and amortization of deferred retroactive gain, is primarily attributable to favorable prior year development driven by the personal automobile and LIU reinsurance lines of business. The personal automobile favorable development is driven by better than expected severity trends, and the LIU reinsurance favorable development is driven by better than expected frequency of large loss events. In 2009, incurred attributable to prior years, excluding asbestos and environmental and amortization of deferred retroactive gain, is primarily attributable to favorable prior year development driven by the workers compensation and general liability lines of business. The workers compensation favorable development is driven by the involuntary market workers compensation pools and the general liability favorable development is due to better than expected frequency and severity trends. In 2008, incurred attributable to prior years, excluding asbestos and environmental and amortization of deferred retroactive gain, is primarily attributable to favorable loss trends in the LIU reinsurance and workers compensation lines of business.

For certain commercial lines of insurance, the Company offers experience-rated insurance contracts whereby the ultimate premium is dependent upon the claims incurred. As of December 31, 2010 and 2009, the Company held $4,156 and $4,384, respectively, of unpaid claims and claim adjustment expenses related to experience-rated contracts. Premiums receivable included accrued retrospective and unbilled audit premiums of $635 and $495 as of December 31, 2010 and 2009, respectively. For the years ended December 31, 2010, 2009, and 2008, the Company recognized a decrease in premium income of $64, $85, and $77, respectively, relating to prior years.

Unpaid claims and claim adjustment expenses are recorded net of anticipated salvage and subrogation of $1,143 and $1,175 as of December 31, 2010 and 2009, respectively.

As of December 31, 2010 and 2009, the reserve for unpaid claim reserves was reduced by $4,823 and $4,784, respectively, for large dollar deductibles. Large dollar deductibles billed and recoverable were $221 and $228 as of December 31, 2010 and 2009, respectively.

(7) REINSURANCE

In the ordinary course of business, the Company assumes reinsurance and also cedes reinsurance to other insurers to reduce overall risk, including exposure to large losses and catastrophic events. The Company is also a member of various involuntary pools and associations and serves as a servicing carrier for residual market organizations.

A summary of reinsurance financial data reflected within the consolidated statements of income is presented below:

P&C	2010		2009		2008	
	Written	Earned	Written	Earned	Written	Earned
Direct	$31,222	$30,752	$30,582	$30,389	$27,667	$27,338
Assumed	1,770	1,678	1,590	1,641	1,640	1,642
Ceded[1]	4,851	4,778	4,921	5,233	4,750	4,369
Net premiums	$28,141	$27,652	$27,251	$26,797	$24,557	$24,611

[1] As of December 31, 2010 and 2009, the Company, through its domestic insurance subsidiaries, participated in homeowners quota share reinsurance contracts on a written premium basis, ceding 30.0% of its Personal Markets' homeowners premium and as of December 31, 2008, ceding 31.725% of total U.S. homeowners premium.

Life	2010		2009		2008	
	Written	Earned	Written	Earned	Written	Earned
Direct	$ 1,124	$ 1,121	$1,065	$1,052	$968	$971
Ceded	74	74	58	58	58	58
Net premiums	$ 1,050	$ 1,047	$ 1,007	$994	$910	$913

The following table summarizes the Company's reinsurance recoverables by reinsurers' Standard & Poor's ("S&P") rating (or the rating of any guarantor) as of December 31, 2010.

S&P Rating	Reinsurance Recoverables	Collateral Held	Net Recoverables[2]
AAA	$3	$-	$3
AA+, AA, AA-	2,884	1,237	1,716
A+, A, A-	6,205	1,341	5,114
BBB+,BBB, BBB-	7	4	5
BB+ or below	5	-	5
Involuntary pools	2,920	5	2,915
Voluntary pools	363	71	301
Other [1]	2,316	2,701	621
Gross recoverables	$14,703	$5,359	$10,680
Less: allowance	393	-	-
Net recoverables	$14,310	$5,359	$10,680

[1] Includes $784 and $1,532 of recoverables from non-rated reinsurers and captive and program business, respectively.
[2] Net recoverables represent gross recoverables less applicable collateral that can be specifically applied against recoverable balances.

The Company remains contingently liable in the event reinsurers are unable to meet their obligations for paid and unpaid reinsurance recoverables and unearned premiums ceded under reinsurance agreements.

The Company has an aggregate reinsurance recoverable from Nationwide Indemnity Company in the amount of $1,638 and $1,725 as of December 31, 2010, and 2009, respectively. The reinsurance recoverable is guaranteed by Nationwide Mutual Insurance Company. Additionally, the Company has significant reinsurance recoverable concentrations with Swiss Reinsurance Group, Munich Re, Everest Re Group and Berkshire Hathaway Group totaling $1,443, $501, $464, and $370 respectively, as of December 31, 2010, net of offsetting collateral under the contracts.

The reinsurance recoverables from state mandated involuntary pools and associations represent the Company's servicing carrier business. As a servicing carrier, the Company retains no direct underwriting risk but instead cedes 100% of the involuntary market premium and losses back to the pool. Payment of losses is shared by the pool participants in proportion to their pool participation. Reinsurer credit risk with respect to any such involuntary pool or association is a function of the creditworthiness of all of the pool participants.

The Company is party to retroactive reinsurance arrangements where a significant portion of the consideration was retained on a "funds held" basis and interest is credited on the balance at a weighted average rate of approximately 7.7% annually. These contracts resulted in deferred gains (including experience related profit accruals of $195) that are amortized into income using the effective interest method over the estimated settlement periods. As of December 31, 2010 and 2009, deferred gains related to these reinsurance arrangements were $550 and $592, respectively, and are included in other liabilities within the consolidated balance sheets. Interest credited to the funds held balances for the years ended December 31, 2010, 2009, and 2008 was $118, $117, and $115, respectively. Deferred gain amortization was $54, $72, and $77 for the years ended December 31, 2010, 2009, and 2008, respectively. Reinsurance recoverables related to these transactions including experience related profit accruals were $1,947 and $2,019 as of December 31, 2010 and 2009, respectively.

Additionally, the Company has an aggregate stop loss program covering substantially all of Commercial Markets voluntary workers compensation business from the fourth quarter 2000 through the fourth quarter 2002 accident year periods. Under these contracts, losses in excess of a specified loss ratio are reinsured up to a maximum loss ratio and were accounted for as prospective reinsurance at inception. However, due to a material contract change at the January 1, 2002, renewal, any premium and loss activity subsequent to December 31, 2001, is accounted for as retroactive reinsurance for coverage provided from the fourth quarter 2000 through the fourth quarter 2001 covered accident year periods. Additional premium and loss activity related to each of these retroactive and prospective contracts was immaterial in 2010, 2009, and 2008. The retroactive portion of the aggregate stop loss program is included in the preceding paragraph.

In 2007, the Company entered into a multi-year property catastrophe reinsurance agreement with Mystic Re II Ltd. ("Mystic Re II"), a Cayman Islands domiciled reinsurer, to provide $150 of reinsurance coverage for the Company and its affiliates in the event of a Northeast and/or Florida hurricane event. In the first quarter 2009, the Company entered into another agreement with Mystic Re II to provide $225 of additional reinsurance coverage for the Company in the event of a U.S. hurricane or earthquake event. The reinsurance agreements are collateralized through a trust and guarantee received by Mystic Re II from the issuance of catastrophe bonds and provides coverage for hurricane or earthquake-related losses based on industry insured losses as reported by Property Claim Services along with company specific losses on the event. The Company has not recorded any recoveries under these programs. Mystic Re II does not have any other reinsurance in force.

Catastrophe Exposure

The Company writes insurance and reinsurance contracts that cover catastrophic events, both natural and man-made. Although the Company purchases reinsurance to mitigate its exposure to certain catastrophic events, claims from catastrophic events could cause substantial volatility in its financial results for any fiscal year and have a material adverse effect on its financial condition.

On November 26, 2002, the Terrorism Risk Insurance Act of 2002 (the Terrorism Act) was enacted into Federal law and established the Terrorism Risk Insurance Program (the Program), a temporary Federal program in the Department of the Treasury, that provided for a system of shared public and private compensation for certain insured losses resulting from acts of terrorism or war committed by or on behalf of a foreign interest. The Program was scheduled to terminate on December 31, 2005. In December 2005, the Terrorism Risk Insurance Extension Act of 2005 (the Terrorism Extension Act) was enacted into Federal law, reauthorizing the Program through December 31, 2007, while reducing the Federal role under the Program. In December 2007, the Terrorism Risk Insurance Program Reauthorization Act of 2007 was enacted into Federal law, extending coverage to include domestic acts of terrorism and reauthorizing the Program through 2014. The three acts are hereinafter collectively referred to as "the Acts."

In order for a loss to be covered under the Program (subject losses), the loss must meet certain aggregate industry loss minimums and must be the result of an event that is certified as an act of terrorism by the U.S. Secretary of the Treasury. The annual aggregate industry loss minimum is $100 through 2014. The original Program excluded from participation certain of the following types of insurance: Federal crop insurance, private mortgage insurance, financial guaranty insurance, medical malpractice insurance, health or life insurance, flood insurance, and reinsurance. The Terrorism Extension Act exempted from coverage certain additional types of insurance, including commercial automobile, professional liability (other than directors and officers'), surety, burglary and theft, and farm-owners multi-peril. In the case of a war declared by Congress, only workers' compensation losses are covered by the Acts. The Acts generally require that all commercial property casualty insurers licensed in the United States participate in the Program. Under the Program, a participating insurer is entitled to be reimbursed by the Federal Government for 85% of subject losses, after an insurer deductible, subject to an annual cap. The Federal reimbursement percentage is 85% through 2014.

The deductible for any calendar year is equal to 20% of the insurer's direct earned premiums for covered lines for the preceding calendar year. The Company's estimated deductible under the Program is $1,692 for 2011. The annual cap limits the amount of aggregate subject losses for all participating insurers to $100,000. Once subject losses have reached the $100,000 aggregate during a program year, participating insurers will not be liable under the Program for additional covered terrorism losses for that program year. The Company has had no terrorism-related losses since the Program was established. Because the Acts are relatively new and their interpretation is untested, there is substantial uncertainty as to how they will be applied to specific circumstances. It is also possible that future legislative action could change the Acts. Further, given the unpredictable frequency and severity of terrorism losses, as well as the limited terrorism coverage in the Company's own reinsurance program, future losses from acts of terrorism, particularly "unconventional" acts of terrorism involving nuclear, biological, chemical or radiological events, could be material to

the Company's operating results, financial position and/or liquidity in future periods. The Company will continue to manage this type of catastrophic risk by monitoring and controlling terrorism risk aggregations to the best of its ability.

(8) DEBT OUTSTANDING

Debt outstanding as of December 31, 2010 and 2009 includes the following:

Short-term and current maturities of long-term debt:

	2010	2009
Commercial paper	$ -	$ -
Revolving credit facilities	-	4
Current maturities of long-term debt	1	301
Total short-term and current maturities of long-term debt	$ 1	$305

Long-term debt:

	2010	2009
7.25% Notes, due 2012	$ 204	$ 204
8.00% Notes, due 2013	260	260
7.86% Medium Term Notes, due 2013	25	25
5.75% Notes, due 2014	500	500
7.30% Notes, due 2014	200	200
5.588% Mortgage Loan due 2015	49	49
6.70% Notes, due 2016	249	249
7.00% Junior Subordinated Notes, due 2067[1]	300	300
8.50% Surplus Notes, due 2025	140	140
7.875% Surplus Notes, due 2026	227	227
7.625% Notes, due 2028	3	3
7.00% Notes, due 2034	231	231
6.50% Notes, due 2035	471	471
7.50% Notes, due 2036	440	440
7.80% Junior Subordinated Notes, due 2087[2]	700	700
10.75% Junior Subordinated Notes, due 2088[3]	1,250	1,250
7.697% Surplus Notes, due 2097	435	435
	5,684	5,684
Unamortized discount	(49)	(49)
Total long-term debt excluding current maturities	$5,635	$5,635

[1] The par value call date and final fixed rate interest payment date is March 15, 2017, subject to certain requirements.
[2] The par value call date and final fixed rate interest payment date is March 15, 2037, subject to certain requirements.
[3] The par value call date and final fixed rate interest payment date is June 15, 2038, subject to certain requirements.

Debt Transactions and In-Force Credit Facilities

On May 12, 2010, LMAC entered into a $200 unsecured revolving credit facility for general corporate purposes with a syndicate of lenders led by Bank of America, N.A. that terminates three years following the date the facility first becomes available. On November 5, 2010, LMAC and Ohio Casualty entered into an Amended and Restated Revolving Credit Agreement to allow both LMAC and Ohio Casualty to be joint and several co-borrowers under the facility, as well as to change certain covenants to reflect the combined financial statements of the co-borrowers. On December 20, 2010, the co-borrowers triggered the availability of the facility and established the specific terms of the financial covenants based on the current combined financial statements (after giving effect to certain reorganization transactions). To date, no funds have been borrowed under the agreement.

On May 11, 2010, Peerless Insurance Company ("PIC") became a member of the Federal Home Loan Bank of Boston. This membership provides the Company with access to a secured asset-based borrowing with loan maturities of up to 20 years. To date, no funds have been borrowed.

On March 26, 2010, Liberty Mutual Insurance Company ("LMIC") entered into a $750 three-year committed repurchase agreement. In connection with the new repurchase agreement, LMIC terminated its existing $750 364-day committed repurchase agreement. As of December 31, 2010, no borrowings were outstanding under the agreement.

On March 26, 2010, PIC entered into a $250 three-year committed repurchase agreement. The repurchase agreement is guaranteed by LMIC. To date, no funds have been borrowed under the agreement.

On December 14, 2009, Liberty Mutual Group, Inc ("LMGI") entered into a three-year $400 unsecured revolving credit facility which terminates on December 14, 2012. In connection with the new facility, LMGI terminated its $250 three-year unsecured revolving credit facility and its two revolving credit facilities totaling $750. To date, no funds have been borrowed under the facility.

The Company places commercial paper through a program issued by LMGI and guaranteed by LMIC. Effective December 14, 2009, the $1,000 commercial paper program was reduced to $400 and is backed by the three-year $400 unsecured revolving credit facility. As of December 31, 2010, no commercial paper borrowings were outstanding.

On December 10, 2009, Berkeley/St. James Real Estate LLC, a wholly-owned affiliate of the Company, entered into a five-year $50 mortgage loan secured by the Company's headquarters located at 175 Berkeley Street and 30 St. James Avenue, Boston, Massachusetts. The mortgage loan has limited recourse to Berkeley/St. James Real Estate LLC in certain instances, and LMGI guarantees those limited recourse obligations.

On March 11, 2009, LMIC became a member of the Federal Home Loan Bank of Boston. This membership provides the Company with access to a secured asset-based borrowing with loan maturities of up to 20 years. To date, no funds have been borrowed.

On June 9, 2006, Liberty Mutual Insurance Europe Limited entered into a $20 revolving loan facility. The facility is available to provide working capital to the Company's international operations. The revolving loan facility is guaranteed by LMIC. As of December 31, 2010, no borrowings were outstanding under the facility.

As part of its overall capital strategy, the Company previously announced that it may issue, repurchase or exchange debt depending on market considerations. Debt repurchases, may be done through open market or other appropriate transactions. For the year ended December 31, 2009, the Company repurchased $65 of the 7.697% Surplus Notes due 2097, $60 of the 7.50% Notes due 2036, $29 of the 6.50% Notes due 2035, $23 of the 7.875% Notes due 2026, $19 of the 7.00% Notes due 2034, $10 of the 8.50% Surplus Notes due 2025, and $1 of the 6.70% Notes due 2016. A gain of $59 was recorded on the transactions and is included in fee and other revenues in the consolidated statements of income.

Payments of interest and principal of the surplus notes are expressly subordinate to all policyholder claims and other obligations of LMIC. Accordingly, interest and principal payments are contingent upon prior approval of the Commissioner of Insurance of the Commonwealth of Massachusetts.

Capital lease obligations as of December 31, 2010 and 2009 were $177 and $105, respectively, and are included in other liabilities in the accompanying consolidated balance sheets. Amortization of the lease obligation was $15 and $49 for the years ended December 31, 2010 and 2009, respectively. In 2010 and 2008, the Company entered into arrangements to sell and leaseback certain furniture and equipment. The weighted average interest rate on these leases is 3.68%. The transactions are accounted for as capital leases. As of December 31, 2010, the Company's amortization of the lease obligations under the sale-leaseback agreements through maturity is approximately $30 for 2011, $32 for 2012, $33 for 2013, $17 for 2014 and $16 for 2015.

Interest

The Company paid $461, $468, and $406 of interest in 2010, 2009, and 2008, respectively.

(9) INCOME TAXES

The Company files a consolidated U.S. Federal income tax return for substantially all of its domestic operations. Pursuant to intercompany Federal income tax allocation agreements among each of these companies and their respective subsidiaries, the consolidated tax liabilities are allocated to each company based on its separate return tax liability. Tax benefits are allocated to each company for its portion of net operating losses and tax credit carry forwards in the year they are used by the consolidated group. Intercompany tax balances are settled quarterly. A provision is made, where applicable, for taxes on foreign operations.

The components of Federal, state and foreign income tax expense (benefit) are:

Years ended December 31,	**2010**	**2009**	**2008**
Current tax expense (benefit):			
United States Federal	$121	$108	$201
United States Federal benefit of net operating losses	(8)	(27)	-
State	5	6	1
Foreign	201	147	136
Total current tax expense	319	234	338
Deferred tax expense (benefit):			
United States Federal	294	(74)	(245)
Foreign	24	27	47
Total deferred tax expense (benefit)	318	(47)	(198)
Total Federal, state and foreign income tax expense	$637	$187	$140

A reconciliation of the income tax expense attributable to continuing operations computed at U.S. Federal statutory tax rates to the income tax expense as included in the consolidated statements of income follows:

Years ended December 31,	**2010**	**2009**	**2008**
Expected Federal income tax expense	$812	$423	$439
Tax effect of:			
Nontaxable investment income	(168)	(191)	(155)
Change in valuation allowance	(11)	4	15
Goodwill	(15)	(15)	(13)
Tax litigation	-	(1)	(76)
Revision to estimates	(21)	-	(24)
Medicare legislative change	55	-	-
State	5	6	1
Foreign	(69)	(27)	(84)
Other	49	(12)	37
Actual income tax expense	$637	$187	$140

The significant components of the deferred income tax assets and liabilities as of December 31, are summarized as follows:

	2010	2009
Deferred tax assets:		
Unpaid claims discount	$577	$601
Unearned premium reserves	779	723
Net operating losses	161	172
Employee benefits	521	954
Retroactive reinsurance deferred gain	201	215
Credits	94	134
Other	898	867
	3,231	3,666
Less: valuation allowance	(153)	(160)
Total deferred tax assets	3,078	3,506
Deferred tax liabilities:		
Deferred acquisition costs	740	694
Net unrealized gains	734	401
Intangibles	407	403
Other	401	317
Total deferred tax liabilities	2,282	1,815
Net deferred tax assets	$796	$1,691

The decrease in the valuation allowance is primarily due to the dissolution of a foreign subsidiary offset by net operating losses generated in certain foreign subsidiaries where there is uncertainty as to the timing and amount of the realization of these losses. Based on the assumption that future levels of income will be achieved, management believes it is more likely than not the remaining net deferred tax assets after valuation allowance will be realized.

The Company's subsidiaries had alternative minimum tax carry forwards of $86 and net operating loss carry forwards of $460 as of December 31, 2010. The alternative minimum tax credits do not expire. However, the net operating losses available in the U.S. and various non-U.S. tax jurisdictions will begin to expire, if not utilized, as follows:

2011	$14
2012	24
2013	27
2014	45
2015	42
Thereafter	308
Total	$460

The Company has not provided for deferred taxes on unremitted earnings of subsidiaries outside the U.S. where such earnings are permanently reinvested. As of December 31, 2010, unremitted earnings of foreign subsidiaries were $1,791. If these earnings were distributed in the form of dividends or otherwise, the Company would be subject to U.S. income taxes less an adjustment for applicable foreign tax credits.

The IRS has completed its review of the Company's federal income tax returns through the 1998 tax year and is currently reviewing income tax returns for the 1999 through 2007 tax years. Any adjustments that may result from the IRS examinations of these income tax returns are not expected to have a material impact on the financial position, liquidity, or results of operations of the Company.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance as of December 31, 2008	$221
Additions based on tax positions related to the current year	16
Additions for tax positions of prior years	7
Reductions for tax positions of prior years	(22)
Settlements	(1)
Balance as of December 31, 2009	221
Additions based on tax positions related to the current year	1
Additions for tax positions of prior years	138
Reductions for tax positions of prior years	(39)
Settlements	-
Balance as of December 31, 2010	$321

Included in the tabular roll forward of unrecognized tax benefits is interest in the amount of $84 and $85 as of December 31, 2010 and 2009, respectively.

Included in the December 31, 2010 balances above are $160 related to tax positions that would impact the effective tax rate.

The Company recognizes interest and penalties related to unrecognized tax benefits in Federal, state, and foreign income tax expense. During the years ended December 31, 2010, 2009, and 2008, the Company recognized approximately $(2), $18, and $8 in interest and penalties. The Company had approximately $80 and $82 of interest and penalties accrued as of December 31, 2010 and 2009, respectively.

On October 15, 2008, the Company prevailed in its suit for refund of overpaid federal income tax for the 1990 tax year, based on the treatment of salvage and subrogation. The United States District Court, District of Massachusetts, in *Liberty Mutual Insurance Company v. United States* and *Liberty Mutual Fire Ins. Co. v. United States*, ruled that the amount of income tax refund due and deficiency interest refund due were $42 and $40, respectively, plus statutory interest on the income tax and deficiency interest refunds until paid. On June 10, 2009, the United States Court of Appeals for the First Circuit entered a judgment that dismissed the Government's notice of appeal. As a result, Liberty Mutual received a cash refund of $126 from the U.S. Treasury in December 2009.

The Company does not expect any material changes to the unrecognized tax benefits within 12 months of the reporting date.

(10) BENEFIT PLANS

The Company sponsors non-contributory defined benefit pension plans ("the Plans") covering substantially all U.S. and Canadian employees. The benefits and eligibility are based on age, years of service, and the employee's final average compensation, as more fully described in the Plans. Some foreign subsidiaries sponsor pension plans (principally non-contributory) which provide benefits based on final pay.

The Company sponsors non-qualified supplemental pension plans to restore to selected highly compensated employees the pension benefits to which they would be entitled under the Company's U.S. tax qualified, defined benefit pension plan had it not been for limits imposed by the Internal Revenue Code. The supplemental plans are unfunded.

The Company also provides certain healthcare and life insurance benefits ("Postretirement") covering substantially all U.S. and Canadian employees. Life insurance benefits are based on a participant's final compensation subject to the plan maximum.

Assets of the U.S. tax qualified, defined benefit pension plan consist primarily of investments in separate accounts established under a group annuity contract issued by a subsidiary life insurance company. The separate accounts invest primarily in fixed income securities and in the equity securities of companies in The Standard and Poor's 500 Index. As of December 31, 2010 and 2009, assets of the plans totaling $3,749 and $3,393, respectively, were held in separate accounts of the Company.

The Company sponsors defined contribution savings plans for substantially all U.S. (a 401(k) plan) and Canadian (a Deferred Profit Sharing Plan) employees who meet certain eligibility requirements. During 2010, 2009, and 2008, employees could contribute a percentage of their annual compensation on a before and after-tax basis, subject to Federal limitations. The benefits are based on the employee's contribution amount and Company performance. In 2010, 2009, and 2008, the Company made matching contributions of $148, $162, and $156, respectively, including the supplemental defined contribution plans.

The Safeco Cash Balance Plan (a defined benefit pension plan) was liquidated in 2010. As a result, the benefit obligation was eliminated from the Company's books resulting in a settlement charge of $35.

Compensation expense related to the Company's long-term and short-term incentive compensation plans was $406, $434, and $387 for the years ended December 31, 2010, 2009, and 2008, respectively.

The following table sets forth the assets, obligations, and assumptions associated with the various U.S., Canadian, and certain foreign subsidiary pension and postretirement benefits. The amounts are recognized in the accompanying consolidated balance sheets as of December 31, 2010 and 2009, and consolidated statements of income for the years ended December 31, 2010, 2009, and 2008.

	Pension		Supplemental Pension		Postretirement	
	2010	2009	2010	2009	2010	2009
Change in benefit obligations:						
Benefit obligation at beginning of year	$4,907	$4,634	$328	$324	$803	$781
Service costs	196	200	10	12	24	28
Interest costs	290	278	20	19	46	46
Amendments	(2)	-	-	-	(71)	10
Actuarial gains	(555)	(32)	(22)	(2)	(53)	(31)
Currency exchange rate change	1	11	-	-	-	-
Acquisitions	3	-	-	-	-	-
Benefits paid	(345)	(185)	(15)	(25)	(30)	(31)
Employee contributions	1	1	-	-	-	-
Other	-	-	-	-	-	-
Benefit obligations at end of year	**$4,496**	**$4,907**	**$321**	**$328**	**$719**	**$803**
Accumulated benefit obligations	**$4,141**	**$4,251**	**$286**	**$283**	**$719**	**$803**
Change in plan assets:						
Fair value of plan assets at beginning of year	$3,640	$3,141	$ -	$ -	$ -	$3
Actual return on plan assets	335	472	-	-	-	-
Currency exchange rate change	2	10	-	-	-	-
Acquisitions	3	-	-	-	-	-
Employer contribution	263	201	-	-	-	-
Benefits paid	(345)	(185)	-	-	-	(3)
Other	2	1	-	-	-	-
Fair value of plan assets at end of year	**$3,900**	**$3,640**	**$ -**	**$ -**	**$ -**	**$ -**
Funded status of Plan	**$(596)**	**$(1,267)**	**$(321)**	**$(328)**	**$(719)**	**$(803)**

	Pension		Supplemental Pension		Postretirement	
	2010	2009	2010	2009	2010	2009
Amounts recognized in the Balance Sheets:						
Noncurrent assets	$6	$3	$-	$-	$-	$-
Current liabilities	-	(35)	(23)	(14)	(40)	(37)
Noncurrent liabilities	(602)	(1,235)	(298)	(314)	(679)	(766)
Net liability at end of year	**$(596)**	**$(1,267)**	**$(321)**	**$(328)**	**$(719)**	**$(803)**
Amounts recognized in Accumulated Other Comprehensive Loss (Income):						
Net loss (gain)	$563	$1,272	$93	$124	$(101)	$(46)
Prior service costs	26	34	3	6	(30)	(16)
Net transition (asset) liability	(1)	(8)	-	-	-	60
Total	**$588**	**$1,298**	**$96**	**$130**	**$(131)**	**$(2)**
Other changes in Plan assets and projected benefit obligation recognized in Other Comprehensive (Income):						
Net actuarial (gain)	$(628)	$(253)	$(22)	$(2)	$(54)	$(30)
Currency exchange rate change	1	1	-	-	-	-
Amortization of net actuarial (gain)	(82)	(58)	(9)	(10)	(1)	(2)
Prior service costs	(2)	-	-	-	(16)	10
Amortization of prior service cost	(6)	(6)	(3)	(2)	2	3
Transition obligation	-	-	-	-	(55)	-
Amortization of transition obligation	7	5	-	-	(5)	(9)
Total[1]	**$(710)**	**$(311)**	**$(34)**	**$(14)**	**$(129)**	**$(28)**

[1] The amounts recognized in other comprehensive (loss) income for the years ended December 31, 2010 and 2009 include a $(7) and $68 deferred tax (liability) asset related to the Medicare Part D subsidy.

The estimated net actuarial loss, prior service cost, and transition obligation for the pension, supplemental pension and postretirement welfare plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost during the 2011 fiscal year are $3, $6, and $(5) for pension plans, $8, $1, and less than $1 for supplemental pension plans, and $(3), $(3) and $0 for postretirement welfare plans.

The net benefit costs for the years ended December 31, 2010, 2009, and 2008, include the following components:

December 31, 2010	Pension	Supplemental Pension	Postretirement
Components of net periodic benefit costs:			
Service costs	$196	$10	$24
Interest costs	290	20	46
Expected return on plan assets	(260)	-	-
Settlement charge	35	-	-
Amortization of unrecognized:			
Net loss	47	9	1
Prior service cost	6	3	(2)
Net transition (assets) obligation	(7)	-	5
Net periodic benefit costs	**$307**	**$42**	**$74**

December 31, 2009	Pension	Supplemental Pension	Postretirement
Components of net periodic benefit costs:			
Service costs	$200	$12	$28
Interest costs	278	19	46
Expected return on plan assets	(251)	-	-
Settlement charge	2	-	-
Amortization of unrecognized:			
Net loss	55	10	2
Prior service cost	6	2	(3)
Net transition (assets) obligation	(5)	-	9
Net periodic benefit costs	**$285**	**$43**	**$82**

December 31, 2008	Pension	Supplemental Pension	Postretirement
Components of net periodic benefit costs:			
Service costs	$142	$10	$22
Interest costs	251	15	40
Expected return on plan assets	(267)	-	(1)
Settlement charge	1	-	-
Amortization of unrecognized:			
Net loss (gain)	10	5	(2)
Prior service cost	6	3	(3)
Net transition (assets) obligation	(5)	-	9
Net periodic benefit costs	**$138**	**$33**	**$65**

The measurement date used to determine pension and other postretirement is December 31, 2010.

Weighted-average actuarial assumptions for benefit obligations are set forth in the following table:

December 31,	2010	2009
Pension		
Discount rate	6.50%	6.15%
Rate of compensation increase	3.70%	4.70%
Supplemental Pension		
Discount rate	6.50%	6.15%
Rate of compensation increase	3.90%	4.90%
Postretirement		
Discount rate	6.50%	6.15%

Weighted-average actuarial assumptions for net periodic benefit costs are set forth in the following table:

December 31,	2010	2009	2008
Pension			
Discount rate	6.15%	6.00%	6.50%
Expected return on plan assets	6.75%	6.75%	7.50%
Rate of compensation increase	4.70%	4.70%	4.70%
Supplemental Pension			
Discount rate	6.15%	6.00%	6.50%
Rate of compensation increase	4.90%	4.90%	4.90%
Postretirement			
Discount rate	5.98%	6.00%	6.50%
Expected return on plan assets	-	7.15%	7.15%

The discount rate assumption used to determine the benefit obligations was based on a yield curve approach where the cash flow related to the benefit plans' liability stream was discounted at an interest rate specifically applicable to the timing of the cash flow. The process calculated the present value of these cash flows and determined the equivalent single discount rate that produced the same present value of the future cash flows. On an annual basis, the Company reviews the discount rate assumption used to determine the benefit obligations and the composition of various yield curves to ensure that the assumed discount rate reflects the Company's best estimate of the rate of return inherent in a portfolio of high-quality debt instruments that would provide the cash flows necessary to settle the Company's projected benefit payments.

In choosing the expected long-term rate of return on plan assets, the Company's Retirement Board considered the historical returns of equity and fixed income markets in conjunction with current economic and financial market conditions.

The weighted-average healthcare cost trend rates are expected to be 8.8% in 2011 graded down to 5.5% in 2018. Healthcare cost trend rate assumptions have a material impact on the postretirement benefit obligation. A one-percentage point change in assumed healthcare cost trend rates would have the following effects:

	1% point increase	1% point decrease
Effect on Postretirement Benefit Obligation	$ 66	$ (51)
Effect on total service and interest costs	$ 11	$ (8)

Plan Assets

The assets of the domestic Plan represent 97% and 93% of the total Plan assets as of December 31, 2010 and 2009, respectively. The Company's overall investment strategy for the domestic Plans' assets is to achieve a mix of approximately 65% of investments for near-term benefit payments and 35% for long-term growth with a wide diversification of asset types, fund strategies, and fund managers. The domestic Plan's goal is to achieve a total return in the range of 6%-8% annually with sufficient liquidity to meet the benefit needs of the domestic Plan.

The majority of the domestic Plans' assets are managed through separate accounts sponsored by Liberty Life Assurance Company of Boston, a wholly owned indirect subsidiary of the Company.

The target allocation for domestic Plans assets are 62% bonds, 20% diversified public equities, 15% private equity and real estate investments, and 3% cash and short-term investments.

Bonds include investment grade and high yield corporate bonds of companies from diversified industries, residential and commercial mortgage backed securities (RMBS and CMBS), asset backed securities (ABS) and collateralized mortgage obligations (CMO) along with U.S. Treasuries and Agencies (FNMA and FHLMC). Equity securities primarily include investments in large-cap and small-cap companies primarily located in the United States but also with exposures to Europe and Asia. Private equity and real estate investments include investments in private equity funds that follow several different strategies and real estate funds.

The investment strategy for each category of domestic Plans assets is as follows:

Fixed maturities - Achieve superior performance against Barclay's Aggregate Bond Index and Merrill High Yield Index over a 3 to 5 year period.

U.S large cap equities – Mirror performance of the Standard and Poor's Index ("S&P 500").

U.S mid and small cap equities – Achieve superior performance against the Russell 2000 Index over a 3 to 5 year period.

European equities – Achieve superior performance against the MSCI Europe Index over a 3 to 5 year period.

Asian equities – Achieve superior performance against the MSCI Asia, ex Japan Index over a 3 to 5 year period.

Other equities – Represents other foreign equities.

Private equity investments – Achieve long-term returns in excess of liquid equity securities and provide diversification to domestic Plan's assets. Performance is targeted to outperform the S&P 500, Russell 2000, NASDAQ and private equity benchmarks or other relative benchmarks. Exposures are targeted at 80% to U.S. partnerships and 20% to International partnerships diversified by geography, manager, industry, stage and single vintage year.

Real estate investments – Achieve attractive risk-adjusted total returns through investment primarily in U.S. real estate funds diversified by geography, sector and single vintage year.

The domestic Plans' assets are administered by the Liberty Mutual Retirement Board who has the fiduciary responsibility for management of the domestic Plans' assets in accordance with the Liberty Mutual Retirement Benefit Plan Investment Policy. This policy has been approved by the Liberty Mutual Board of Directors.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2010 and 2009.

Fair Value Measurements as of December 31, 2010

Asset Category	Total	Quoted prices in active markets for identical assets Level 1[1]	Significant Observable Inputs Level 2[1]	Significant Unobservable Inputs Level 3[1]
Cash, cash equivalents and short-term investments	$325	$ 325	$ -	$ -
Fixed maturities:				
U.S. government and agency securities	361	351	10	-
RMBS/CMO/ABS/CMBS	974	-	974	-
Corporate and other	995	2	993	-
U.S. large cap equities	604	603	-	1
U.S. mid and small cap equities	154	154	-	-
European equities	148	145	-	3
Asian equities	230	230	-	-
Other equities	20	13	1	6
Private equity investments	86	-	-	86
Real estate investments	3	-	-	3
Total	$ 3,900	$ 1,823	$ 1,978	$ 99

[1] See Note 11 for descriptions of the three levels of fair value presentation.

Fair Value Measurements as of December 31, 2009

Asset Category	Total	Quoted prices in active markets for identical assets Level 1[1]	Significant Observable Inputs Level 2[1]	Significant Unobservable Inputs Level 3[1]
Cash, cash equivalents and short-term investments	$465	$465	$-	$-
Fixed maturities:				
U.S. government and agency securities	301	292	9	-
RMBS/CMO/ABS/CMBS	945	-	945	-
Corporate and other	853	23	830	-
U.S. large cap equities	513	513	-	-
U.S. mid and small cap equities	122	122	-	-
European equities	153	150	-	3
Asian equities	184	184	-	-
Other equities	19	12	3	4
Private equity investments	83	-	-	83
Real estate investments	2	-	-	2
Total	$3,640	$1,761	$1,787	$92

[1] See Note 11 for descriptions of the three levels of fair value presentation.

	Balance January 1, 2010	Actual return on plan assets still held	Actual return on plan assets sold	Actual return on plan asset purchases, sales, & settlements	Balance December 31, 2010
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)				
U.S. large cap equities	$-	$-	$-	$1	$1
European equities	3	-	-	-	3
Private equity investments	83	(4)	11	(4)	86
Real estate investments	2	1	-	-	3
Other equities	4	1	-	1	6
Total	$92	$(2)	$11	$(2)	$99

	Balance January 1, 2009	Actual return on plan assets still held	Actual return on plan assets sold	Actual return on plan asset purchases, sales, & settlements	Balance December 31, 2009
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)				
European equities	$2	$-	$-	$1	$3
Private equity investments	95	(15)	5	(2)	83
Real estate investments	2	-	-	-	2
Other equities	4	-	-	-	4
Total	$103	$(15)	$5	$(1)	$92

The valuation of the Plan's investments in real estate and private equity are determined either internally or by an external fund manager based on recent filings, operating results, balance sheet stability, growth and other business and market sector fundamentals.

Cash Flows

Contributions

The Company contributed $263 to the qualified plans, and directly funded $15 to retirees in the supplemental pension plans in 2010. In addition, the Company directly funded $30 to the postretirement benefit plans in 2010.

The Company expects to contribute approximately $305 to the qualified plans, directly fund $23 to retirees in the supplemental pension plans, and $44 to the postretirement benefit plans gross of the Medicare Subsidy in 2011.

Expected Future Benefit Payments

The following benefit payments, which reflect expected future service as appropriate, are expected to be paid:

	Pension	Supplemental Pension	Postretirement Welfare Plans	Postretirement Medicare Subsidy
2011	$186	$23	$44	$(5)
2012	195	15	46	(5)
2013	207	41	41	-
2014	220	31	42	-
2015	234	31	44	-
2016-2020	1,412	145	226	-

(11) FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company primarily uses the market approach, which generally utilizes market transaction data for identical or similar instruments.

The hierarchy level assigned to each security in the Company's available for sale portfolio is based on the Company's assessment of the transparency and reliability of the inputs used in the valuation of each instrument at the measurement date. The highest priority is given to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Securities are classified based on the lowest level of input that is significant to the fair value measurement. The Company recognizes transfers between levels at the end of each reporting period. The three hierarchy levels are defined as follows:

- Level 1 — Valuations based on unadjusted quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 — Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets or liabilities at the measurement date, quoted prices in markets that are not active, or other inputs that are observable, either directly or indirectly.
- Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement and involve management judgment. The unobservable inputs reflect the Company's own assumptions about the assumptions that market participants might use.

The availability of observable inputs can vary from financial instrument to financial instrument and is affected by a wide variety of factors, including, for example, the type of financial instrument, whether the financial instrument is new and not yet established in the marketplace, and other characteristics particular to the financial instrument. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires significantly more judgment. Accordingly, the degree of judgment exercised by management in determining fair value is greatest for instruments categorized in Level 3.

The Company used the following methods and assumptions in estimating the fair value of its financial instruments as well as the general classification of such financial instruments pursuant to the above fair value hierarchy:

Fixed Maturities

At each valuation date, the Company uses various valuation techniques to estimate the fair value of its fixed maturities portfolio. The primary method for valuing the Company's securities is through independent third-party valuation service providers. For positions where valuations are not

available from independent third-party valuation service providers, the Company utilizes broker quotes and internal pricing methods to determine fair values. The Company obtains a single non-binding price quote from a broker familiar with the security who, similar to the Company's valuation service providers, may consider transactions or activity in similar securities, as applicable, among other information. The brokers providing price quotes are generally from the brokerage divisions of leading financial institutions with market making, underwriting and distribution expertise regarding the security subject to valuation. The evaluation and prioritization of these valuation sources is systematic and predetermined resulting in a single quote or price for each financial instrument. The following describes the techniques generally used to determine the fair value of the Company's fixed maturities by asset class:

U.S. government and agency
U.S. government and agency securities consist primarily of bonds issued by the U.S. Treasury and mortgage pass-through agencies such as the Federal Home Loan Bank, the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation. As the fair values of the Company's U.S. Treasury securities are based on unadjusted market prices, they are classified within Level 1. The fair value of U.S. government agency securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, reported trades, bids, offers and credit spreads. Accordingly, the fair value of U.S. government agency securities is classified within Level 2.

Mortgage-Backed Securities
The Company's portfolio of residential mortgage-backed securities ("MBS") and commercial MBS are originated by both agencies and non-agencies, the majority of which are pass-through securities issued by U.S. government agencies. The fair value of MBS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of MBS is primarily classified within Level 2.

Asset-Backed Securities
Asset-backed securities ("ABS") include mostly investment-grade bonds backed by pools of loans with a variety of underlying collateral, including automobile loan receivables, credit card receivables, and collateralized loan obligation securities originated by a variety of financial institutions. The fair value of ABS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of ABS is primarily classified within Level 2.

Municipals
The Company's municipal portfolio comprises bonds issued by U.S. domiciled state and municipal entities. The fair value of municipal securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, broker quotes, issuer ratings, reported trades and credit spreads. Accordingly, the fair value of municipal securities is primarily classified within Level 2.

Corporate debt and other
Corporate debt securities consist primarily of investment-grade debt of a wide variety of corporate issuers and industries. The fair value of corporate and other securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, new issuances, issuer ratings, reported trades of identical or comparable securities, bids, offers and credit spreads. Accordingly, the fair value of corporate and other securities is primarily classified within Level 2. In the event third-party vendor valuation is not available, prices are determined using non-binding price quotes from a broker familiar with the security. In this instance, the valuation inputs are generally unobservable and the fair value is classified within Level 3.

Foreign government securities
Foreign government securities comprise bonds issued by foreign governments and their agencies along with supranational organizations. The fair value of foreign government securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, broker quotes, issuer ratings, reported trades of identical or comparable securities and credit spreads. Accordingly, the fair value of foreign government securities is primarily classified within Level 2.

Equity securities
Equity securities include common and preferred stocks. Common stocks with fair values based on quoted market prices in active markets are classified in Level 1. Common stocks with fair values determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active are classified in Level 2. The fair value of preferred stock is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active. Accordingly, the fair value of preferred stock is primarily classified within Level 2.

Other investments
Other investments include primarily international loans, foreign cash deposits and equity investments in privately held businesses. International loans and cash deposits are primarily valued using quoted prices for similar instruments in active markets; these assets are categorized as Level 2 of the fair value hierarchy. Equity investments in privately held businesses are valued using internal management estimates; they are categorized as Level 3 of the hierarchy. Limited partnership investments, which represent the remainder of the other investment balance on the consolidated balance sheet, are not subject to these disclosures and therefore are excluded from the below table.

Separate account assets
Separate account assets, which primarily consist of fixed maturity and equity securities, are measured based on the methodologies discussed above. The activity in separate account assets is offset by an equal amount for separate account liabilities, which results in a net zero impact for the Company.

Other assets
Other assets primarily consist of fixed maturities, short-term investments, and equity securities of captive companies sponsored by the Company. These assets are measured based on the methodology for individual securities as discussed above.

Life insurance obligations
Life insurance obligations include certain variable annuity contracts which contain guaranteed minimum income benefits that contain embedded derivatives and are bifurcated from the host contract and carried at fair value. The measurements on these embedded derivatives is computed on a recurring basis using assumptions predominately classified as Level 3 (significant unobservable) inputs. While some inputs are observable in the market such as risk free rates, volatility and historical equity returns, the underlying future policyholder behavior inputs are highly unobservable. These assumptions include mortality, lapse, and the underlying take-up rate with regard to annuitization.

The following tables summarize the Company's assets that are measured at fair value on a recurring basis as of December 31, 2010 and December 31, 2009:

	As of December 31, 2010			
Assets, at Fair Value	**Level 1**	**Level 2**	**Level 3**	**Total**
U.S. government and agency securities	$2,152	$1,024	$16	$3,192
Mortgage and asset-backed securities:				
Residential	-	9,854	179	10,033
Commercial	-	2,453	20	2,473
Other mortgage and asset-backed securities	-	1,734	14	1,748
U.S. state and municipal	-	12,718	14	12,732
Corporate and other	-	23,204	771	23,975
Foreign government securities	-	4,286	114	4,400
Total fixed maturities, available for sale	2,152	55,273	1,128	58,553
Common stock	1,212	-	18	1,230
Preferred stock	-	499	4	503
Total equity securities, available for sale	1,212	499	22	1,733
Short-term investments	119	191	3	313
Other investments	-	54	115	169
Separate account assets	1,794	1,938	161	3,893
Other assets	9	52	23	84
Total assets	$5,286	$58,007	$1,452	$64,745
Liabilities, at Fair Value				
Life insurance obligations	$ -	$ -	$ (149)	$ (149)
Total liabilities	$ -	$ -	$ (149)	$ (149)

	As of December 31, 2009			
Assets, at Fair Value	**Level 1**	**Level 2**	**Level 3**	**Total**
U.S. government and agency securities	$1,504	$ 917	$ 44	$ 2,465
Mortgage and asset-backed securities:				
Residential	-	10,983	6	10,989
Commercial	-	2,145	15	2,160
Other mortgage and asset-backed securities	-	1,849	53	1,902
U.S. state and municipal	-	15,489	21	15,510
Corporate and other	-	18,835	848	19,683
Foreign government securities	-	3,723	7	3,730
Total fixed maturities, available for sale	1,504	53,941	994	56,439
Common stock	630	44	14	688
Preferred stock	-	497	3	500
Total equity securities, available for sale	630	541	17	1,188
Short-term investments	147	369	59	575
Other investments	-	62	64	126
Separate account assets	1,628	1,742	187	3,557
Other assets	15	75	19	109
Total assets	$3,924	$56,730	$1,340	$61,994
Liabilities, at Fair Value				
Life insurance obligations	$ -	$ -	$(143)	$ (143)
Total liabilities	$ -	$ -	$(143)	$ (143)

The following tables set forth the fair values of assets on a recurring basis classified as Level 3 within the fair value hierarchy:

	Balance January 1, 2010	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Net Purchases, (Sales) and (Maturities)	Transfer in and/ or out of Level 3	Balance December 31, 2010
U.S. government and agency securities	$ 44	$ -	$ 1	$ (17)	$ (12)	$ 16
Mortgage and asset-backed securities:						
Residential	6	-	2	175	(4)	179
Commercial	15	-	(1)	17	(11)	20
Other mortgage and asset-backed securities	53	(1)	5	(26)	(17)	14
U.S. state and municipal	21	-	-	(1)	(6)	14
Corporate and other	848	2	(6)	(105)	32	771
Foreign government securities	7	-	(1)	107	1	114
Total fixed maturities	994	1	-	150	(17)	1,128
Common stock	14	1	2	6	(5)	18
Preferred stock	3	1	-	-	-	4
Total equity securities	17	2	2	6	(5)	22
Short-term investments	59	(2)	(3)	(51)	-	3
Other investments	64	14	(1)	3	35	115
Separate account assets	187	45	(34)	(37)	-	161
Other assets	19	1	-	3	-	23
Total assets	$1,340	$61	$(36)	$74	$13	$1,452
Life insurance obligations	$(143)	$ (33)	$ -	$ 27	$ -	$ (149)
Total liabilities	$(143)	$ (33)	$ -	$ 27	$ -	$ (149)

	Balance January 1, 2009	Net Realized Gains (Losses)	Net Unrealized Gains (Losses)	Net Purchases, (Sales) and (Maturities)	Transfer in and/ or out of Level 3	Balance December 31, 2009
U.S. government and agency securities	$ 31	$ -	$ 1	$(3)	$ 15	$ 44
Mortgage and asset-backed securities:						
Residential	4	-	-	-	2	6
Commercial	18	-	2	(1)	(4)	15
Other mortgage and asset-backed securities	44	1	-	(9)	17	53
U.S. state and municipal	9	-	1	(1)	12	21
Corporate and other	781	9	81	72	(95)	848
Foreign government securities	10	-	1	(3)	(1)	7
Total fixed maturities	897	10	86	55	(54)	994
Common stock	110	(5)	8	(16)	(83)	14
Preferred stock	-	-	-	3	-	3
Total equity securities	110	(5)	8	(13)	(83)	17
Short-term investments	73	-	-	(14)	-	59
Other investments	62	(2)	4	(1)	1	64
Separate account assets	188	(1)	5	(3)	(2)	187
Other assets	27	(12)	-	4	-	19
Total assets	$1,357	$(10)	$103	$28	$(138)	$1,340
Life insurance obligations	$(223)	$ -	$ 36	$44	$ -	$(143)
Total liabilities	$(223)	$ -	$ 36	$44	$ -	$(143)

There were no material unrealized gains (losses) for the period included in earnings attributable to the fair value relating to assets and liabilities classified as Level 3 that are still held as of December 31, 2010 and 2009.

For the years ended December 31, 2010, 2009, and 2008, there were impairments of $26, $22, and $29, respectively, recognized for items measured at fair value on a nonrecurring basis (principally direct investments in oil and gas production ventures, which are based on independent external studies). Impairment charges for the above are reflected in insurance operating costs and expenses in the consolidated statements of income.

The Company did not have significant transfers between Levels 1 and 2 during the year ended December 31, 2010.

For fixed maturities and equity securities, transfers into Level 3 were $106 and transfers out of Levels 3 were ($93) for the year ended December 31, 2010. These transfers were primarily due to re-evaluation of the observability of pricing inputs.

The Company has elected to apply the fair value option to certain financial instruments in limited circumstances. The fair value option election is made on an instrument by instrument basis. All periodic changes in the fair value of the elected instruments are reflected in the income statement. The impact of the fair value option elections is immaterial to the Company.

The fair values and carrying values of the Company's financial instruments excluded from ASC 820 as of December 31, 2010 and 2009, are as follows:

	2010		2009	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Other investments	$2,898	$2,898	$2,493	$2,493
Mortgage loans	1,206	1,216	1,121	1,062
Cash and cash equivalents	4,930	4,930	4,847	4,847
Individual and group annuities	2,055	2,439	2,079	2,280
Debt	5,636	5,902	5,940	5,728

Other investments: Fair values represent (1) the Company's equity in partnership net assets and (2) equity investments in privately held businesses carried at fair value.

Mortgage loans: The fair values of commercial mortgage loans were estimated using option adjusted valuation discount rates.

Cash and cash equivalents: The carrying amounts reported in the consolidated balance sheets for these instruments approximate fair values.

Individual and group annuities: Fair values of liabilities under fixed investment-type insurance contracts are estimated using discounted cash flow calculations at pricing rates as of December 31, 2010 and 2009. Also included are variable investment-type insurance contracts, for which carrying value approximates fair value as of December 31, 2010 and 2009.

Debt outstanding: Fair values of commercial paper and short-term borrowings approximate carrying value. Fair values of long-term debt were based on either quoted market prices or estimated using discounted cash flow analyses based on the Company's incremental borrowing rate as of December 31, 2010 and 2009.

The Company has not applied ASC 820 to non-financial assets and liabilities.

(12) COMMITMENTS AND CONTINGENT LIABILITIES

Various lawsuits against the Company have arisen in the normal course of business. Contingent liabilities arising from litigation, income taxes, and other matters are not considered material in relation to the financial position of the Company.

The Company is currently in coverage litigation with Kentile Floors, Inc. a former manufacturer of floor tile products, some of which contained asbestos. In November 1992, Kentile filed a voluntary petition for bankruptcy relief under Chapter 11 (Reorganization) of the Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York, and Metex Manufacturing Corporation ("Metex") emerged from the Chapter 11 Bankruptcy proceeding as the "Reorganized Debtor." Metex claims it has rights to the policies issued to Kentile, but this issue has not yet been resolved by the bankruptcy court.

In 2008, certain excess insurers of Kentile initiated a declaratory judgment action against Kentile, Metex and the other insurers of Kentile, including the Company, in state court in New York seeking, among other relief, products coverage without aggregate limits from the Company.

The Company intends to vigorously defend its position in this coverage litigation, including opposing any argument that the Kentile policies do not contain aggregate limits for products claims. Management believes that the ultimate liability, if any, to Metex will not be resolved for at least one year and very likely may not be known for several years. In the opinion of management, the outcome of these pending matters is difficult to predict and an adverse outcome could have a material adverse effect on the Company's business, financial condition and results of operation.

The Company leases certain office facilities and equipment under operating leases expiring in various years through 2018. Rental expense amounted to $278, $280, and $224 for the years ended December 31, 2010, 2009, and 2008, respectively. In addition, the Company is party to two land leases expiring in 2025 and 2101. The Company also owns certain office facilities and receives rental income from tenants under operating leases expiring in various years through 2043. Rental income amounted to $25, $28, and $30 for the years ended December 31, 2010, 2009, and 2008, respectively.

Future minimum rental payments and receipts under non-cancelable leases with terms in excess of one year are estimated as follows:

	Operating Leases	Land Leases	Rental Income	Net Lease Obligations
2011	$174	$1	$27	$148
2012	164	1	25	140
2013	123	1	26	98
2014	88	1	22	67
2015	63	1	27	37
2016 – 2035	83	20	46	57
2036 – 2055	-	20	-	20
2056 – 2101	-	93	-	93
Total	$695	$138	$173	$660

As of December 31, 2010, the Company had unfunded capital commitments related to traditional private equity partnerships of $905, other partnerships (primarily energy) of $1,154, and real estate partnerships of $346.

As of December 31, 2010, the Company had commitments to purchase various mortgage-backed securities settling in 2011, at a cost of $84 with a fair value of $84, which are included as fixed maturities in the consolidated balance sheets.

As of December 31, 2010, the Company had $383 of undrawn letters of credit outstanding secured by assets of $460.

Liabilities for guaranty fund and other insurance-related assessments are accrued when an assessment is probable, when it can be reasonably estimated, and when the event obligating the entity to pay an imposed or probable assessment has occurred (based on past premiums for life lines and future premiums for property and casualty lines). Liabilities for guaranty funds and other insurance-related assessments are not discounted and are included as part of other liabilities in the consolidated balance sheets. As of December 31, 2010 and 2009, the liability balance was $248 and $291, respectively. As of December 31, 2010 and 2009, included in other assets were $10 and $12, respectively, of related assets for premium tax offsets or policy surcharges. The related asset is limited to the amount that is determined based on future premium collections or policy surcharges from policies in force. Current assessments are expected to be paid out over the next five years, while premium tax offsets are expected to be realized within one year.

The Company has reinsurance funds held balances of approximately $1,651, which are subject to ratings and surplus triggers whereby if any of the Company's insurance financial strength ratings (with the three major rating agencies) fall below the A- or A3 categories or specified surplus decreases occur, the funds may be required to be placed in trust and invested in assets acceptable to the Company. $186 is held in trust as of December 31, 2010. The Company has no additional material ratings triggers related to reinsurance arrangements.

(13) POLICYHOLDERS' EQUITY

Statutory Surplus

The statutory surplus of the Company's domestic insurance companies was $16,039 and $14,704 as of December 31, 2010 and 2009, respectively. The Company's domestic insurance subsidiaries prepare the statutory basis financial statements in accordance with the National Association of Insurance Commissioners' Accounting Practices and Procedures Manual ("NAIC APP"), subject to any deviations prescribed or permitted by the insurance commissioners of the various insurance companies' states of domicile. The Company does not have any material permitted practices that deviate from the NAIC APP.

Dividends

The insurance subsidiaries' ability to pay dividends is restricted under applicable insurance law and regulations and may only be paid from unassigned surplus. Under the insurance laws of the domiciliary states of the insurance subsidiaries, an insurer may make an ordinary dividend payment if its surplus as regards to policyholders, following such dividend, is reasonable in relation to its outstanding liabilities, is adequate to its financial needs and does not exceed the insurer's unassigned surplus. However, no insurer may pay an extraordinary dividend without the approval or non-disapproval of the domiciliary insurance regulatory authority. Under the insurance laws of Massachusetts, the domiciliary state of LMIC, an extraordinary dividend is defined as a dividend whose fair market value, together with other dividends made within the preceding 12 months, exceeds the greater of 10% of the insurer's surplus as regards policyholders as of the preceding December 31, or the insurer's net income for the 12-month period ending on the preceding December 31. Under the insurance laws of Wisconsin, the domiciliary state of Liberty Mutual Fire Insurance Company ("LMFIC") and EICOW, an extraordinary dividend is defined as a dividend whose fair market value, together with other dividends paid within the preceding 12 months, exceeds the lesser of (a) 10% of the insurer's surplus as regards policyholders as of the preceding December 31, or (b) the greater of (1) the insurer's net income for the preceding calendar year, minus realized capital gains for that calendar year, or (2) the aggregate of the insurer's net income for the three preceding calendar years minus realized capital gains for those calendar years and minus dividends paid within the first two of the preceding three calendar years. Changes in the extraordinary dividend regulation of the domiciliary states of LMIC, LMFIC, and EICOW could negatively affect LMGI's ability to pay principal and interest on the notes held at LMGI, as could a redomestication, merger, or consolidation of LMIC, LMFIC, or EICOW to a different domiciliary state. The maximum dividend payout in 2011 that may be made prior to regulatory approval is $3,153.

(14) SUBSEQUENT EVENTS

Management has assessed material subsequent events through March 16, 2011, the date the financial statements were available to be issued.

#19

Applicant Name: General Insurance Company of America

NAIC No. 24732
FEIN: 91-0231910

Primary UCAA Application

Item 19. Reports of Examination

1) List of recent market conduct examinations

2) A copy of the company's most recent Financial Exam.

#1

STATE	REPORT DATE	EXAM START DATE	EXAM END DATE	ENTITIES	SCOPE OF REVIEW	LINE OF BUSINESS
AZ	7/1/2009	1/1/2006	12/31/2006	**SICA**	This examination consisted of a review of the Company's Private Passenger Automobile claim settlement practices. The purpose of the examination was to determine compliance with A.R.S. §§ 20-268, 20-461, 20-462, 20-463, 20-466, 20466.03,20-468,20-469,20-2106 and A.A.C R20-6-801.	Personal Property Automobile
CA	3/1/2010	11/10/209	12/29/2009	Safeco Insurance Companies	Audit Unit conducted an audit of your California workers' compensation claims as required by California Labor Code Sections I29.and 129.5. The purpose of the audit pursuant to Section I29(a) is "(t)o make certain that injured workers, and their dependents in the event of their death, receive promptly and accurately the full measure of compensation to which they are entitled... "The audit was a Profile Audit Review conducted pursuant to Labor Code Section I29(b)(1). The audited consisted of a review of key claims performance areas in an abbreviated sample of indenmity claims randomly selected, pursuant to Title 8, California Code of Regulations, Section 10107.I(c)(1), from your claim logs for the years 2006 through 2008. The Audit Unit reviewed fifty-four (54) randomly selected indemnity claims.	Workers Compensation
CT	11/17/2008	1/1/2006	12/31/2006	AEIC, ASIC, **GICA, SICA**, SICI	From May 5, 2008 to on or about October 17, 2008, the Market Conduct Division of the Connecticut Insurance Department examined the market conduct practices of the companies using a sample period of January 1, 2006 through December 31, 2006.	Commercial Lines
NV	7/13/2009	1/1/2004	12/31/2007	**GICA**	This market conduct examination focused on the following areas: • Company operations and management; • Producer licensing and training; and • Underwriting.	Operations and Management
OR	Sep-09	1/1/2007	12/31/2007	AEIC, ASIC, ASICT, FNICA	Select a general sample from claims reported to the Division within a one-year timeframe based on processing location, with a proportional breakdown of each insurer's claims, where any of the following may be reviewed: • Payments made as authorized • Prompt time loss payments (except 1" payment) • Accuracy and timeliness ofreimblJrsements to the worker • Complete and accurate Notice of Closure Summary (Fonll 1503) • Accuracy and timeliness ofNotice of Closure	Workers Compensation
PA	4/28/2010	1/1/2008	12/31/20008	**SICA**	The examination focused on Company operations in the following areas: 1. Private Passenger Automobile • Underwriting - Appropriate and timely notices of midterm cancellations and 60-day cancellations. • Rating - Proper use of all classification and rating plans and procedures. 2. Property • Underwriting - Appropriate and timely notices of nonrenewals and midterm cancellations. • Rating - Proper use of all classification and rating plans and procedures. 3. Commercial Property • Underwriting - Appropriate and timely notices of nonrenewal, midterm cancellations, 60-day cancellations, renewals and declinations. 4. Claims 5. Forms 6. Advertising 7. Complaints 8. Licensing	Personal Property Automobile
VA	3/31/2009	4/1/2008	3/31/2009	ASPIC, **GICA**, ICI, **SICA**, SICI, SICIN	The examination included a detailed review of the companies' private passenger automobile and homeowners lines of business written in Virginia for the period beginning April 1, 2008 and ending March 31, 2009. This review included rating, underwriting, policy terminations, claims handling, forms, policy issuance*, statutory notices, agent licensing, complaint-handling, and information security practices.	

#2

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON

Phone: (360) 725-7000
www.insurance.wa.gov

OFFICE OF
INSURANCE COMMISSIONER

In the Matter of	)	No. 11-156
	)	
The Financial Examination of	)	FINDINGS, CONCLUSIONS,
GENERAL INSURANCE	)	AND ORDER ADOPTING REPORT
COMPANY OF AMERICA	)	OF FINANCIAL EXAMINATION

A Domestic Insurer.

BACKGROUND

An examination of the financial condition of **GENERAL INSURANCE COMPANY OF AMERICA** (the Company) as of December 31, 2009, was conducted by examiners of the Washington State Office of the Insurance Commissioner (OIC). The Company holds a Washington certificate of authority as a stock insurer. This examination was conducted in compliance with the laws and regulations of the state of Washington and in accordance with the procedures promulgated by the National Association of Insurance Commissioners and the OIC.

The examination report with the findings, instructions, and recommendations was transmitted to the Company for its comments on May 19, 2011. The Company's response to the report is attached to this order only for the purpose of a more convenient review of the response.

The Commissioner or a designee has considered the report, the relevant portions of the examiners' work papers, and the submissions by the Company.

Subject to the right of the Company to demand a hearing pursuant to Chapters 48.04 and 34.05 RCW, the Commissioner adopts the following findings, conclusions, and order.

FINDINGS

Findings in Examination Report. The Commissioner adopts as findings the findings of the examiners as contained in pages 1 through 11 of the report.

Mailing Address: P. O. Box 40255 • Olympia, WA 98504-0255
Street Address: 5000 Capitol Blvd. • Tumwater, WA 98501

CONCLUSIONS

It is appropriate and in accordance with law to adopt the attached examination report as the final report of the financial examination of **GENERAL INSURANCE COMPANY OF AMERICA** and to order the Company to take the actions described in the Instructions section of the report. The Commissioner acknowledges that the Company may have implemented some of the Instructions prior to the date of this order. The Instructions in the report are appropriate responses to the matters found in the examination.

ORDER

The examination report as filed, attached hereto as Exhibit A, and incorporated by reference, is hereby ADOPTED as the final examination report.

The Company is ordered as follows, these being the Instructions contained in the examination report on pages 1-2.

1. The Company is ordered pursuant to RCW 48.05.280 to adequately disclose the details of the intercompany reinsurance arrangement in the NAIC Annual Statement, Notes to Financial Statements, to accurately reflect the assignment to PIC and to report the legal nature and transfer of liabilities. Instruction 1, Examination Report, page 2.

IT IS FURTHER ORDERED THAT, the Company file with the Chief Examiner, within 90 days of the date of this order, a detailed report specifying how the Company has addressed each of the requirements of this order.

ENTERED at Olympia, Washington, this 27th day of June, 2011.

MIKE KREIDLER
Insurance Commissioner

Liberty Mutual
Agency Corporation

June 20, 2011

James T. Odiorne, CPA, JD
Deputy Insurance Commissioner
Company Supervision Division
P.O. Box 40255
Olympia, WA 98504-0255

Re: Financial Examination Reports of Safeco Insurance Company of America, First National Insurance Company of America, General Insurance Company of America and Safeco Surplus Lines Insurance Company as of December 31, 2009.

Dear Mr. Odiorne:

This letter is to acknowledge receipt and acceptance of the State of Washington's Statutory Reports of Examination of the above-mentioned companies' Statutory Reports of Examination.

Respectfully,

Michael Fallon, Chief Financial Officer and Treasurer

STATE OF WASHINGTON
OFFICE OF THE INSURANCE COMMISSIONER

FINANCIAL EXAMINATION
OF
GENERAL INSURANCE COMPANY OF AMERICA
SEATTLE, WASHINGTON

NAIC CODE 24732

December 31, 2009

Participating States:
Washington
Indiana
Illinois

General Insurance Company of America
Order No. 11-156
Exhibit A

SALUTATION

Seattle, Washington
June 21, 2011

The Honorable Mike Kreidler, Commissioner
Washington State Office of the Insurance Commissioner (OIC)
Insurance Building-Capitol Campus
302 Sid Snyder Avenue SW, Suite 200
Olympia, WA 98504

The Honorable Joseph Torti, III
Chair, NAIC Financial Condition (E) Committee
Superintendent
State of Rhode Island
Department of Business Regulation
Division of Insurance
1511 Pontiac Avenue, Building 69-2
Cranston, RI 02920

The Honorable Monica J. Lindeen
NAIC Secretary, Western Zone
Commissioner
Montana Office of the Commissioner of Securities and Insurance
840 Helena Avenue
Helena, MT 59601

Dear Commissioners and Superintendent:

In accordance with your instructions, and in compliance with the statutory requirements of RCW 48.03.010, an Association examination was made of the corporate affairs and financial records of

General Insurance Company of America
of
Seattle, Washington

hereinafter referred to as "GICA," or the "Company" at the home office of the Liberty Mutual group of companies (Liberty Mutual) located at 175 Berkeley Street, Boston, Massachusetts 02116. This report is respectfully submitted showing the financial condition and related corporate matters of GICA as of December 31, 2009.

CHIEF EXAMINER'S AFFIDAVIT

I hereby certify I have read the attached Report of the Financial Examination of General Insurance Company of America of Seattle, Washington. This report shows the financial condition and related corporate matters as of December 31, 2009.

Patrick H. McNaughton
Chief Examiner

6-21-2011
Date

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SCOPE OF THE EXAMINATION

This examination covers the period January 1, 2006 through December 31, 2009 and comprises a risk focused review of the books and records of the Company. The examination followed statutory requirements contained in the Washington Administrative Code (WAC), the Revised Code of Washington (RCW), and the guidelines recommended by the National Association of Insurance Commissioners (NAIC) Financial Condition Examiners Handbook (FCEH). The examination included identification and disposition of material transactions and events occurring subsequent to the date of examination through the end of field work on April 13, 2011.

Corporate records, external reference materials, and various aspects of the Company's operating procedures and financial records were reviewed and tested during the course of this examination and are commented upon in the following section of this report. In addition, the Company's Certified Public Accountants' (CPA's) work papers were reviewed and utilized, where possible, to facilitate efficiency in the examination.

This examination was performed in compliance with the 2009 NAIC FCEH which requires the examiner to consider the Company's risk management process, corporate governance structure, and control environment. The examiners utilized the information obtained during the examination to assess the Company's overall potential risks both currently and on an on-going basis, allowing the examiners to focus on the Company's greatest areas of risk, and providing assurance on the Company's financial statements as of the examination date.

This examination was classified as a coordinated lead state examination. Indiana was designated the lead state of the coordinated examination and examiners from the states of Washington, Indiana, and Illinois participated and assessed the financial condition and corporate affairs of the Company.

INSTRUCTIONS

The examiners reviewed the Company's filed 2009 NAIC Annual Statement as part of the statutory examination. This review was performed to determine if the Company completed the NAIC Annual Statement in accordance with the NAIC Annual Statement Instructions and to determine if the Company's accounts and records were prepared and maintained in accordance with Title 48 RCW, Title 284 WAC, and the NAIC Statements of Statutory Accounting Principles (SSAP) as outlined in the NAIC Accounting Practices and Procedures Manual (AP&P).

The following summarizes the exception noted while performing this review:

1. **Amended and Restated Reinsurance Pooling Agreement**

   On January 1, 2009, all of GICA's reinsurance agreements were assigned to the lead pool company, Peerless Insurance Company (PIC), as part of the Amended and Restated Reinsurance Pooling Agreement, Article II, Section 202, and the accounts were reported by PIC in 2009. However, the original reinsurance treaties were not changed to reflect the assignment to PIC nor were the activities under the treaties reported in Schedule F of the Company's 2009 NAIC Annual Statement.

   The Company is instructed pursuant to RCW 48.05.280 to adequately disclose the details of the intercompany reinsurance arrangement in the NAIC Annual Statement, Notes to Financial

Statements, to accurately reflect the assignment to PIC and to report the legal nature and transfer of liabilities.

COMMENTS AND RECOMMENDATIONS

None

COMPANY PROFILE

Company History

The Company was incorporated under the laws of the state of Washington on March 20, 1923 and began active business on May 1, 1923. The Company is authorized to write property, inland marine, general casualty, vehicle, surety, and ocean marine insurance.

As of December 31, 2009, GICA was wholly-owned by its parent, Safeco Corporation. On September 22, 2008, all of the outstanding and issued common stock shares of Safeco Corporation were acquired by LIH US P&C Corporation, a Delaware corporation and a direct wholly-owned subsidiary of Liberty Insurance Holdings, Inc. (LIHI), which in turn is a Delaware corporation that at the time was more than 93% owned by Liberty Mutual Insurance Company (LMIC), a Massachusetts domiciled stock insurance company and an indirect, wholly-owned subsidiary of Liberty Mutual Holding Company Inc. (LMHC), with the remaining percentage of LIHI owned by other indirect, wholly-owned subsidiaries of LMHC.

Capitalization

As of December 31, 2009, the Company's authorized capital was $5 million, which consisted of 20,000 shares of issued and outstanding common stock at a par value of $250 per share and all authorized shares were issued and outstanding. Total capital and surplus as of December 31, 2009 was $547,998,085.

There has been no change in the par value or the number of issued and outstanding common shares of the Company since the last examination.

Territory and Plan of Operation

GICA is licensed in all 50 states, Guam, Puerto Rico, and the U.S. Virgin Islands. For 2009, the Company's direct business consisted of approximately 60 percent auto and 20 percent commercial multiple peril. Over 59 percent of GICA's direct written premiums were in the states of California, Texas, Louisiana, New York and Washington.

The Company was a participant with PIC and other Liberty Mutual affiliated insurance companies in the Amended and Restated Reinsurance Pooling Agreement, where the mix of business for the pooled companies was approximately 50 percent commercial lines, 43 percent personal, and 7 percent surety, based on net earned premiums.

With over 57,000 appointed independent agents and brokers nationwide (including over 2,300 in Washington State), GICA is part of Liberty Mutual's Agency Markets (Agency Markets) strategic business unit. Claim offices are maintained throughout the United States to service the Company's claimants.

Growth of Company

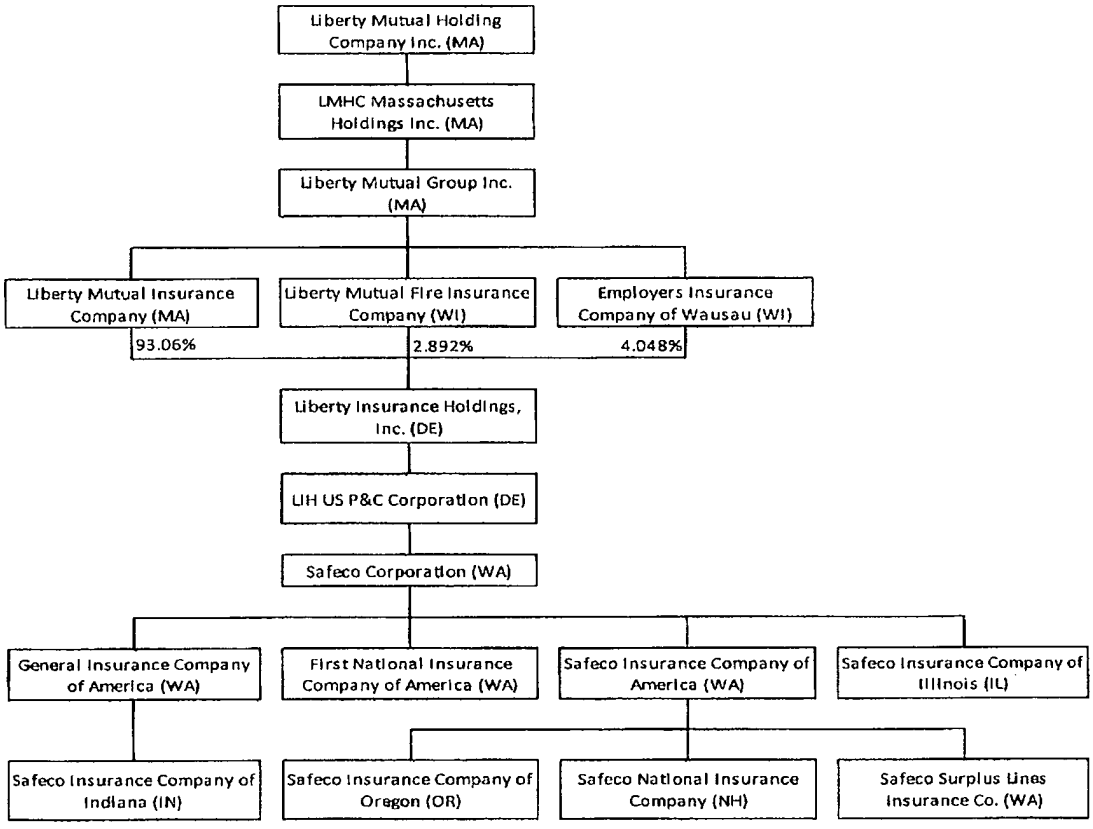
The following reflects the growth of the Company as reported in its filed NAIC Annual Statements for the four year period under examination:

Year	Admitted Assets	Liabilities	Capital & Surplus
2009	$2,260,231,867	$1,712,233,782	$547,998,085
2008	2,302,042,774	1,854,423,971	447,618,803
2007	2,432,373,782	1,838,026,406	594,347,376
2006	2,702,742,949	1,826,146,338	876,596,611

Year	Premium Earned	Net Underwriting Gain (Loss)	Net Investment Gain (Loss)	Net Income
2009	$ 963,840,745	$ 40,479,716	$ 80,476,846	$ 87,723,771
2008	1,271,834,736	33,878,242	60,157,872	74,041,694
2007	1,286,157,811	83,535,267	124,565,428	168,842,382
2006	1,293,751,725	149,543,577	139,892,810	225,897,128

Affiliated Companies

The following is an abbreviated organization chart as of December 31, 2009:



GICA is a wholly-owned subsidiary of Safeco Corporation, a non-insurance holding company incorporated under the laws of the state of Washington. In turn, Safeco Corporation is controlled by its

ultimate parent, LMHC, a non-publicly traded corporation incorporated under the laws of the state of Massachusetts.

Intercompany Agreements
As of December 31, 2009, the Company had the following intercompany agreements in force, with the effective date indicated:

Intercompany Short-Term Borrowing Agreement	November 1, 2007
Federal Tax Sharing Agreement (Amendment No. 4)	September 22, 2008
Investment Management Agreements	September 22, 2008
Cash Management Agreement	September 22, 2008
Management Services Agreement	January 1, 2009
Amended and Restated Reinsurance Pooling Agreement (Endorsement No. 2)	January 1, 2009
Services Agreement (Amendment No. 7)	January 1, 2009

MANAGEMENT AND CONTROL

Board of Directors (BOD)
Directors of the Company as of December 31, 2009:

Gary R. Gregg	Chairman of the Board
John D. Doyle	
Michael J. Fallon	
Joseph A. Gilles	
Scott R. Goodby	
Christopher C. Mansfield	

Officers
Officers of the Company as of December 31, 2009:

Gary R. Gregg	President and Chief Executive Officer
Michael J. Fallon	Chief Financial Officer and Treasurer
Anthony A. Fontanes	Chief Investment Officer and Executive Vice President
Joseph A. Gilles	Executive Vice President
Scott R. Goodby	Chief Operating Officer and Executive Vice President
Dexter R. Legg	Secretary

Conflict of Interest
All BOD and officers signed a conflict of interest statement as of December 31, 2009. The purpose of the statement is to detect any activities or participation on the part of the BOD and officers that could possibly be interpreted as a conflict of interest. No exceptions were noted during our review.

Fidelity Bond and Other Insurance
The Company is a named insured under a financial institution bond that provides $15 million of directors' and officers' liability insurance issued to LMHC and its subsidiaries. The fidelity coverage carried by the Company exceeds the NAIC minimum recommended amount.

The Company was also a named insured on various insurance policies issued to LMHC and its subsidiaries that provided property coverage for buildings and contents and comprehensive commercial general liability. These policies were in effect during the period covered by this examination and provided coverage for the Company.

Officers', Employees', and Agents' Welfare and Pension Plans

The Company does not have any direct employees, so it does not have any direct obligations for a defined benefit plan, deferred compensation arrangement, compensated absences or other post retirement benefit plans.

Liberty Mutual offers its eligible full-time and part-time employees medical, dental and vision coverage; disability insurance; employee and dependent life insurance and accidental death and dismemberment coverage; retirement benefit plan; and an opportunity to participate in the 401(k) savings plan. Long term care insurance is also offered.

CORPORATE RECORDS

The Company's Articles of Incorporation, Bylaws, and minutes of the BOD and committees were reviewed for the period under examination. All BOD meetings were conducted with a quorum present. Investment purchases, transfers, and disposals were ratified by the BOD and noted in the minutes.

UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES

Year	Losses	Loss Adjustment Expenses
2009	$864,827,432	$205,900,191
2008	891,773,290	207,882,820
2007	878,701,037	209,208,686
2006	867,930,439	221,600,829

As shown above, the reserves carried by the Company for unpaid losses and loss adjustment expenses were $864,827,432 and $205,900,191, respectively, as of December 31, 2009.

The actuarial consulting firm contracted by the Indiana Department of Insurance, Merlinos & Associates, Inc., reviewed the unpaid losses and loss adjustment expense reserves of the Peerless Insurance Company Pool (Peerless Pool), which includes GICA, and concluded that the reserves for the insurance companies in the Peerless Pool were within a range of reasonable estimates. Therefore, the Company's loss and loss adjustment expense reserves were accepted as reasonable and no adjustments were proposed to the amounts reported in the Company's 2009 NAIC Annual Statement.

REINSURANCE

In accordance with the Peerless Pool's intercompany Amended and Restated Reinsurance Pooling Agreement, GICA cedes 100 percent of its business to PIC before PIC retrocedes to GICA its 9.2 percent pool participation percentage. In its 2009 NAIC Annual Statement, GICA reported $931,024,740 net premiums written and $514,759,013 net paid losses. As of December 31, 2009, the Company had $18,609,125 in aggregate unsecured amounts recoverable from PIC.

STATUTORY DEPOSITS

The Company maintained the following statutory deposits as of December 31, 2009:

State	Type	Book Value	Fair Value
Arizona	Bond	$ 5,541,330	$ 6,027,418
California	Bond	55,547,235	59,894,078
Delaware	Bond	162,116	167,679
Georgia	Bond	162,116	167,679
Idaho	Bond	3,604,272	3,788,995
Massachusetts	Bond	432,310	447,144
Montana	Bond	89,119	99,031
Nevada	Bond	162,116	167,679
New Mexico	Bond	391,499	414,876
North Carolina	Bond	359,788	361,004
Oregon	Bond	9,060,886	9,244,270
Washington	Bond	5,373,664	6,392,474
Total		**$80,886,451**	**$87,172,327**

ACCOUNTING RECORDS AND INFORMATION SYSTEM

The Company maintains its accounting records on a Statutory Accounting Practices (SAP) basis for NAIC Annual Statement reporting. The Company is audited annually by the certified public accounting firm of Ernst & Young LLP. The Company received an unqualified opinion for all years under review. The Company's accounting procedures, internal controls, and transaction cycles were reviewed during the planning and testing phase of the examination and no exceptions were noted.

The Company's Information Technology (IT) environment was reviewed during the planning and testing phase of the examination, focusing on the following Control Objectives for Information and related Technology (COBIT) Framework domains:

- Plan and Organize
- Acquire and Implement
- Deliver and Support
- Monitor and Evaluate

The IT systems and controls were evaluated to gain an understanding of general IT control risks and assess the effectiveness of these controls. Appropriate mitigating and internal controls have been implemented to reduce residual risk to appropriate levels.

SUBSEQUENT EVENTS

Effective April 14, 2010, LIH US P&C Corporation, the parent of Safeco Corporation, was renamed Liberty Mutual Agency Corporation.

On February 1, 2011, the BOD voted to accept Gary R. Gregg's resignation as the Chairman of the BOD, President and Chief Executive Officer, and Director of the Company. J. Paul Condrin, III, President of Liberty Mutual's Commercial Markets strategic business unit, was elected to take Mr. Gregg's place until the next annual meeting or until his successor is elected.

There were no additional material events impacting the Company between the examination date and the last day of our field work.

FOLLOW UP ON PREVIOUS EXAMINATION FINDINGS

All previous report instructions and comments have been addressed and corrected.

FINANCIAL STATEMENTS

The following financial statements show the financial condition of General Insurance Company of America as of December 31, 2009:

Assets, Liabilities, Surplus and Other Funds
Statement of Income and Capital and Surplus Account
Four Year Reconciliation of Surplus

General Insurance Company of America
Assets, Liabilities, Surplus and Other Funds
December 31, 2009

	Balance Per Company	Examination Adjustments	Balance Per Examination
Assets			
Bonds	$1,701,440,016	$0	$1,701,440,016
Stocks			
Preferred stocks	17,970,230		17,970,230
Common stocks	18,354,661		18,354,661
Mortgage loans on real estate			
First liens	15,660,130		15,660,130
Cash, cash equivalents, and short-term investments	103,959,856		103,959,856
Subtotals, cash and invested assets	**1,857,384,893**	**0**	**1,857,384,893**
Investment income due and accrued	21,505,060		21,505,060
Premiums and considerations:			
Uncollected premiums and agents' balances in the course of collection	36,449,767		36,449,767
Deferred premiums, agents' balances and installments booked but deferred and not yet due	258,811,213		258,811,213
Accrued retrospective premiums	1,502,332		1,502,332
Amounts recoverable from reinsurers	18,609,125		18,609,125
Net deferred tax asset	55,434,700		55,434,700
Guaranty funds receivable or on deposit	1,703,263		1,703,263
Receivables from parent, subsidiaries and affiliates	1,089,450		1,089,450
Aggregate write-ins for other than invested assets	7,742,064		7,742,064
Total Assets	**$2,260,231,867**	**$0**	**$2,260,231,867**
Liabilities, Surplus and Other Funds			
Losses	$864,827,432	$0	$864,827,432
Reinsurance payable on paid losses and loss adjustment expenses	55,754,833		55,754,833
Loss adjustment expenses	205,900,191		205,900,191
Commissions payable, contingent commissions and other similar charges	24,506,544		24,506,544
Other expenses	29,092,699		29,092,699
Taxes, licenses and fees	8,819,167		8,819,167
Current federal and foreign income taxes	2,828,451		2,828,451
Unearned premiums	423,304,339		423,304,339
Advance premium	3,013,114		3,013,114
Dividends declared and unpaid: Policyholders	781,078		781,078
Ceded reinsurance premiums payable	1,083,978		1,083,978
Amounts withheld or retained by company for account of others	(278,975)		(278,975)
Drafts outstanding	30,230,522		30,230,522
Payable to parent, subsidiaries and affiliates	1,527,699		1,527,699
Payables for securities	15,427,684		15,427,684
Aggregate write-ins for liabilities	45,415,026		45,415,026
Total Liabilities	**1,712,233,782**	**0**	**1,712,233,782**
Aggregate write-ins for special surplus funds	10,466,785		10,466,785
Common capital stock	5,000,000		5,000,000
Gross paid in and contributed surplus	170,891,058		170,891,058
Unassigned funds (surplus)	361,640,242		361,640,242
Surplus as regards policyholders	**547,998,085**	**0**	**547,998,085**
Total Liabilities, Surplus and Other Funds	**$2,260,231,867**	**$0**	**$2,260,231,867**

General Insurance Company of America
Statement of Income and Capital and Surplus Account
For the Year Ended December 31, 2009

	Balance Per Company	Examination Adjustments	Balance Per Examination
Underwriting Income			
Premiums earned	$963,840,745	$0	$963,840,745
Deductions			
Losses incurred	488,813,155		488,813,155
Loss adjustment expenses incurred	114,436,853		114,436,853
Other underwriting expenses incurred	319,960,654		319,960,654
Aggregate write-ins for underwriting deductions	150,367		150,367
Total underwriting deductions	923,361,029	0	923,361,029
Net underwriting gain or (loss)	**40,479,716**	**0**	**40,479,716**
Investment Income			
Net investment income earned	84,664,667		84,664,667
Net realized capital gains or (losses)	(4,187,821)		(4,187,821)
Net investment gain or (loss)	**80,476,846**	**0**	**80,476,846**
Other Income			
Net gain or (loss) from agents' or premium balances charged off	(4,266,410)		(4,266,410)
Finance and service charges not included in premiums	8,217,447		8,217,447
Aggregate write-ins for miscellaneous income	(5,576,898)		(5,576,898)
Total other income	**(1,625,861)**	**0**	**(1,625,861)**
Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	119,330,701		119,330,701
Dividends to policyholders	4,123,899		4,123,899
Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	115,206,802		115,206,802
Federal and foreign income taxes incurred	27,483,031		27,483,031
Net income	**$87,723,771**	**$0**	**$87,723,771**
Capital and Surplus Account			
Surplus as regards policyholders, December 31 prior year	**$447,618,803**	**$0**	**$447,618,803**
Gains and (losses) in surplus			
Net income	87,723,771		87,723,771
Change in net unrealized capital gains or (losses)	5,665,895		5,665,895
Change in net deferred income tax	530,527		530,527
Change in nonadmitted assets	(2,837,049)		(2,837,049)
Aggregate write-ins for gains and losses in surplus	9,296,138		9,296,138
Change in surplus as regards policyholders for the year	**100,379,282**	**0**	**100,379,282**
Surplus as regards policyholders, December 31 current year	**$547,998,085**	**$0**	**$547,998,085**

General Insurance Company of America
Four Year Reconciliation of Surplus
For the Years Ended December 31,

	2009	2008	2007	2006
Capital and Surplus, December 31, previous year	$447,618,803	$594,347,376	$876,596,611	$814,260,758
Net income or (loss)	87,723,771	74,041,694	168,842,382	225,897,128
Change in net unrealized capital gains or (losses)	5,665,895	(63,901,178)	(24,712,419)	14,100,953
Change in net unrealized foreign exchange capital gain or (loss)		(1,831,622)	1,581,525	(484,663)
Change in net deferred income tax	530,527	(2,391,370)	(2,144,602)	(12,236,810)
Change in nonadmitted assets	(2,837,049)	(30,161,156)	(816,121)	122,963
Cumulative effect of changes in accounting principles		7,325,440		
Dividends to stockholders		(123,000,000)	(425,000,000)	(170,000,000)
Aggregate write-ins for gains and losses in surplus	9,296,138	(6,810,381)		4,936,282
Change in surplus as regards policyholders for the year	100,379,282	(146,728,573)	(282,249,235)	62,335,853
Capital and Surplus, December 31, current year	$547,998,085	$447,618,803	$594,347,376	$876,596,611

NOTES TO THE FINANCIAL STATEMENTS

The Company has no special consents or permitted practices from the state of Washington.

ACKNOWLEDGMENT

Acknowledgment is hereby made of the cooperation extended to the examiners by the officers and employees of General Insurance Company of America and its affiliates during the course of this examination.

In addition to the undersigned, Michael V. Jordan, CPA, CFE, MHP, Assistant Chief Examiner; John Jacobson, AFE, CISA, AES, Automated Examination Specialist; Susan Campbell, CPA, FLMI, CFE, Reinsurance Specialist; Timothy F. Hays, CPA, JD, Investment Specialist; Randy E. Fong, AFE, Examiner-in-Charge; Edsel R. Dino, Financial Examiner; Katy Bardsley, CPA, Financial Examiner; and Zairina Othman, Financial Examiner; all from the Washington State Office of the Insurance Commissioner, and examiners representing the Indiana Department of Insurance and Illinois Department of Insurance, participated in the examination and in the preparation of this report.

Respectfully submitted,

Tarik Subbagh, CPA, CFE
Property and Casualty Field Supervising Examiner
State of Washington

AFFIDAVIT

STATE OF WASHINGTON }
} ss
COUNTY OF KING }

Tarik Subbagh, CPA, CFE, being duly sworn, deposes and says that the foregoing report subscribed by him is true to the best of his knowledge and belief.

He attests that the examination of General Insurance Company of America was performed in a manner consistent with the standards and procedures required or prescribed by the Washington State Office of the Insurance Commissioner and the National Association of Insurance Commissioners.

Tarik Subbagh, CPA, CFE
Property and Casualty Field Supervising Examiner
State of Washington

Subscribed and sworn to before me this 21st day of June, 2011.

Notary Public in and for the
State of Washington

COLLEEN JANSEN
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES
5-17-12

#20

Applicant Name General Insurance Company of America NAIC No 24732
FEIN: 91-0231910

Uniform Certificate of Authority Application (UCAA)
Certificate of Compliance

State of Washington (Domiciliary state of applicant) Office of Insurance Commissioner (Commissioner, Superintendent, Officer)

I, Gayle Pasero (name), hereby certify that I am the*
Acting Deputy Insurance Commissioner (position) of the State of Washington

and have supervision of insurance business in said State and as such I hereby certify that
General Insurance Company of America (Name of Insurer)

of Seattle, Washington (City/State) is duly organized under the laws of said State and is

authorized to transact the business of Property (RCW 48.11.040), Marine and Transportation (RCW 48.11.050), Vehicle (RCW 48.11.060), General Casualty (RCW 48.11.070), Surety (RCW 48.11.080) and Ocean Marine and Foreign Trade (RCW 48.11.105).
(Line of Insurance)**

_____ insurance in this State.

IN TESTIMONY WHEREOF, I have hereunto set my hand at Tumwater, Washington (location)

on this 22nd day of June A.D. 2011
(Month)

Gayle Pasero (signature)

Gayle Pasero (printed name)

* Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

** Lines of Insurance as shown on Form 3 of UCAA

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