



QUARTERLY STATEMENT

As of June 30, 2012

of the Condition and Affairs of the

PEMCO LIFE INSURANCE COMPANY

| | | |
|---|--|--|
| NAIC Group Code.....0157, 0157 (Current Period) (Prior Period) | NAIC Company Code..... 71803 | Employer's ID Number..... 91-6032372 |
| Organized under the Laws of Washington | State of Domicile or Port of Entry Washington | Country of Domicile US |
| Incorporated/Organized..... May 27, 1963 | Commenced Business..... May 1, 1968 | |
| Statutory Home Office | 325 Eastlake Avenue East..... Seattle WA 98109-5466 <i>(Street and Number) (City or Town, State and Zip Code)</i> | |
| Main Administrative Office | 325 Eastlake Avenue East..... Seattle WA 98109-5466 <i>(Street and Number) (City or Town, State and Zip Code)</i> | 206-628-4290 <i>(Area Code) (Telephone Number)</i> |
| Mail Address | PO Box 778..... Seattle WA 98109-0778 <i>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</i> | |
| Primary Location of Books and Records | 325 Eastlake Avenue East..... Seattle WA 98109-5466 <i>(Street and Number) (City or Town, State and Zip Code)</i> | 206-628-4290 <i>(Area Code) (Telephone Number)</i> |
| Internet Web Site Address | www.pemco.com | |
| Statutory Statement Contact | Dawn Flookes <i>(Name)</i> dawn.flookes@pemco.com <i>(E-Mail Address)</i> | 206-628-4089 <i>(Area Code) (Telephone Number) (Extension)</i> 206-628-7932 <i>(Fax Number)</i> |

OFFICERS

| Name | Title | Name | Title |
|----------------------------|-----------|------------------------|----------------|
| 1. Stan William McNaughton | President | 2. Denice Marie Town | Secretary |
| 3. Steven Anthony Ricco | Treasurer | 4. Rodney Wayne Brooks | Vice President |

OTHER

Lori Ann Newberg Consulting Actuary

DIRECTORS OR TRUSTEES

| | | | |
|-------------------------|-----------------------|---------------------|----------------------|
| Stan William McNaughton | Susan Elizabeth McNab | Rodney Wayne Brooks | Hugh Richard McGough |
| Steven Anthony Ricco | | | |

State of..... Washington
County of..... King

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) Stan William McNaughton 1. (Printed Name) President (Title) | _____ (Signature) Denice Marie Town 2. (Printed Name) Secretary (Title) | _____ (Signature) Steven Anthony Ricco 3. (Printed Name) Treasurer (Title) |
|--|--|---|

Subscribed and sworn to before me

This _____ day of _____

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

b. If no:

1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

ASSETS

| | Current Statement Date | | | 4 December 31 Prior Year Net Admitted Assets |
|---|------------------------|----------------------------|--|---|
| | 1 Assets | 2 Nonadmitted Assets | 3 Net Admitted Assets (Cols. 1 - 2) | |
| 1. Bonds..... | 3,274,853 | | 3,274,853 | 5,214,687 |
| 2. Stocks: | | | | |
| 2.1 Preferred stocks..... | 100,000 | | 100,000 | 100,000 |
| 2.2 Common stocks..... | | | 0 | |
| 3. Mortgage loans on real estate: | | | | |
| 3.1 First liens..... | | | 0 | |
| 3.2 Other than first liens..... | | | 0 | |
| 4. Real estate: | | | | |
| 4.1 Properties occupied by the company (less \$.....0 encumbrances)..... | | | 0 | |
| 4.2 Properties held for the production of income (less \$.....0 encumbrances)..... | | | 0 | |
| 4.3 Properties held for sale (less \$.....0 encumbrances)..... | | | 0 | |
| 5. Cash (\$.....2,594,446), cash equivalents (\$.....0 and short-term investments (\$.....3,304,134)..... | 5,898,581 | | 5,898,581 | 2,023,642 |
| 6. Contract loans (including \$.....0 premium notes)..... | 77,364 | | 77,364 | 116,833 |
| 7. Derivatives..... | | | 0 | |
| 8. Other invested assets..... | | | 0 | |
| 9. Receivables for securities..... | | | 0 | |
| 10. Securities lending reinvested collateral assets..... | | | 0 | |
| 11. Aggregate write-ins for invested assets..... | 0 | 0 | 0 | 0 |
| 12. Subtotals, cash and invested assets (Lines 1 to 11)..... | 9,350,797 | 0 | 9,350,797 | 7,455,162 |
| 13. Title plants less \$.....0 charged off (for Title insurers only)..... | | | 0 | |
| 14. Investment income due and accrued..... | 29,591 | | 29,591 | 40,608 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection..... | 39,240 | | 39,240 | 38,478 |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)..... | 2,016,636 | 30,127 | 1,986,509 | 2,030,987 |
| 15.3 Accrued retrospective premiums..... | | | 0 | |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers..... | | | 0 | 198,181 |
| 16.2 Funds held by or deposited with reinsured companies..... | | | 0 | |
| 16.3 Other amounts receivable under reinsurance contracts..... | 66,667 | | 66,667 | 126,667 |
| 17. Amounts receivable relating to uninsured plans..... | | | 0 | |
| 18.1 Current federal and foreign income tax recoverable and interest thereon..... | | | 0 | 1,333,995 |
| 18.2 Net deferred tax asset..... | 336,194 | | 336,194 | 0 |
| 19. Guaranty funds receivable or on deposit..... | | | 0 | 835 |
| 20. Electronic data processing equipment and software..... | | | 0 | |
| 21. Furniture and equipment, including health care delivery assets (\$.....0)..... | | | 0 | |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates..... | | | 0 | |
| 23. Receivables from parent, subsidiaries and affiliates..... | | | 0 | |
| 24. Health care (\$.....0) and other amounts receivable..... | | | 0 | |
| 25. Aggregate write-ins for other than invested assets..... | 19,117 | 19,117 | 0 | 0 |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)..... | 11,858,242 | 49,244 | 11,808,998 | 11,224,912 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts..... | | | 0 | |
| 28. Total (Lines 26 and 27)..... | 11,858,242 | 49,244 | 11,808,998 | 11,224,912 |

DETAILS OF WRITE-INS

| | | | | |
|--|--------|--------|---|---|
| 1101. | | | 0 | |
| 1102. | | | 0 | |
| 1103. | | | 0 | |
| 1198. Summary of remaining write-ins for Line 11 from overflow page..... | 0 | 0 | 0 | 0 |
| 1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)..... | 0 | 0 | 0 | 0 |
| 2501. Other assets nonadmitted..... | 19,117 | 19,117 | 0 | |
| 2502. | | | 0 | |
| 2503. | | | 0 | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page..... | 0 | 0 | 0 | 0 |
| 2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)..... | 19,117 | 19,117 | 0 | 0 |

LIABILITIES, SURPLUS AND OTHER FUNDS

| | 1 Current Statement Date | 2 December 31 Prior Year |
|--|--------------------------------|--------------------------------|
| 1. Aggregate reserve for life contracts \$.....5,511,451 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve)..... | 5,511,451 | 5,194,255 |
| 2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve)..... | | |
| 3. Liability for deposit-type contracts (including \$.....0 Modco Reserve)..... | | |
| 4. Contract claims: | | |
| 4.1 Life..... | 18,802 | 68,978 |
| 4.2 Accident and health..... | | |
| 5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid..... | | |
| 6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts: | | |
| 6.1 Dividends apportioned for payment (including \$.....0 Modco)..... | | |
| 6.2 Dividends not yet apportioned (including \$.....0 Modco)..... | | |
| 6.3 Coupons and similar benefits (including \$.....0 Modco)..... | | |
| 7. Amount provisionally held for deferred dividend policies not included in Line 6..... | | |
| 8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums..... | 76,580 | 75,303 |
| 9. Contract liabilities not included elsewhere: | | |
| 9.1 Surrender values on canceled contracts..... | | |
| 9.2 Provision for experience rating refunds, including the liability of \$.....0 accident and health experience rating refunds of which \$.....0 is for medical loss ratio rebate per the Public Health Service Act..... | | |
| 9.3 Other amounts payable on reinsurance, including \$.....0 assumed and \$.....0 ceded..... | | |
| 9.4 Interest Maintenance Reserve..... | | |
| 10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0..... | | 10,168 |
| 11. Commissions and expense allowances payable on reinsurance assumed..... | | |
| 12. General expenses due or accrued..... | 15,211 | 139,566 |
| 13. Transfers to Separate Accounts due or accrued (net) (including \$.....0 accrued for expense allowances recognized in reserves, net of reinsured allowances)..... | | |
| 14. Taxes, licenses and fees due or accrued, excluding federal income taxes..... | 5,568 | 9,366 |
| 15.1 Current federal and foreign income taxes, including \$.....352 on realized capital gains (losses)..... | 119,772 | |
| 15.2 Net deferred tax liability..... | | |
| 16. Unearned investment income..... | | |
| 17. Amounts withheld or retained by company as agent or trustee..... | | |
| 18. Amounts held for agents' account, including \$.....0 agents' credit balances..... | | |
| 19. Remittances and items not allocated..... | | |
| 20. Net adjustment in assets and liabilities due to foreign exchange rates..... | | |
| 21. Liability for benefits for employees and agents if not included above..... | | |
| 22. Borrowed money \$.....0 and interest thereon \$.....0..... | | |
| 23. Dividends to stockholders declared and unpaid..... | | |
| 24. Miscellaneous liabilities: | | |
| 24.01 Asset valuation reserve..... | 6,047 | 5,327 |
| 24.02 Reinsurance in unauthorized companies..... | | |
| 24.03 Funds held under reinsurance treaties with unauthorized reinsurers..... | | |
| 24.04 Payable to parent, subsidiaries and affiliates..... | 17,407 | 43,124 |
| 24.05 Drafts outstanding..... | | |
| 24.06 Liability for amounts held under uninsured plans..... | | |
| 24.07 Funds held under coinsurance..... | | |
| 24.08 Derivatives..... | | |
| 24.09 Payable for securities..... | | |
| 24.10 Payable for securities lending..... | | |
| 24.11 Capital notes \$.....0 and interest thereon \$.....0..... | | |
| 25. Aggregate write-ins for liabilities..... | 128 | 51,670 |
| 26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)..... | 5,770,966 | 5,597,758 |
| 27. From Separate Accounts statement..... | | |
| 28. Total liabilities (Lines 26 and 27)..... | 5,770,966 | 5,597,758 |
| 29. Common capital stock..... | 125,000 | 125,000 |
| 30. Preferred capital stock..... | | |
| 31. Aggregate write-ins for other than special surplus funds..... | 0 | 0 |
| 32. Surplus notes..... | | |
| 33. Gross paid in and contributed surplus..... | 4,940,540 | 4,940,540 |
| 34. Aggregate write-ins for special surplus funds..... | 0 | 0 |
| 35. Unassigned funds (surplus)..... | 972,493 | 561,614 |
| 36. Less treasury stock, at cost: | | |
| 36.1 .....0.000 shares common (value included in Line 29 \$.....0)..... | | |
| 36.2 .....0.000 shares preferred (value included in Line 30 \$.....0)..... | | |
| 37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$.....0 in Separate Accounts Statement)..... | 5,913,033 | 5,502,154 |
| 38. Totals of Lines 29, 30 and 37..... | 6,038,033 | 5,627,154 |
| 39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)..... | 11,808,999 | 11,224,912 |

DETAILS OF WRITE-INS

| | | |
|--|-----|--------|
| 2501. Payable to reinsurer..... | | 51,543 |
| 2502. Unclaimed property..... | 128 | 128 |
| 2503. | | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page..... | 0 | 0 |
| 2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)..... | 128 | 51,670 |
| 3101. | | |
| 3102. | | |
| 3103. | | |
| 3198. Summary of remaining write-ins for Line 31 from overflow page..... | 0 | 0 |
| 3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above)..... | 0 | 0 |
| 3401. | | |
| 3402. | | |
| 3403. | | |
| 3498. Summary of remaining write-ins for Line 34 from overflow page..... | 0 | 0 |
| 3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above)..... | 0 | 0 |

SUMMARY OF OPERATIONS

| | 1 Current Year to Date | 2 Prior Year to Date | 3 Prior Year Ended December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| 1. Premiums and annuity considerations for life and accident and health contracts..... | 1,027,832 | 1,030,193 | 1,909,811 |
| 2. Considerations for supplementary contracts with life contingencies..... | | | |
| 3. Net investment income..... | 53,547 | 79,662 | 146,425 |
| 4. Amortization of Interest Maintenance Reserve (IMR)..... | (3,691) | (4,022) | (8,044) |
| 5. Separate Accounts net gain from operations excluding unrealized gains or losses..... | | | |
| 6. Commissions and expense allowances on reinsurance ceded..... | 195,942 | 227,163 | 515,768 |
| 7. Reserve adjustments on reinsurance ceded..... | | | |
| 8. Miscellaneous Income: | | | |
| 8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts..... | | | |
| 8.2 Charges and fees for deposit-type contracts..... | | | |
| 8.3 Aggregate write-ins for miscellaneous income..... | 0 | 0 | 0 |
| 9. Totals (Lines 1 to 8.3)..... | 1,273,631 | 1,332,995 | 2,563,960 |
| 10. Death benefits..... | 412,322 | 429,735 | 886,968 |
| 11. Matured endowments (excluding guaranteed annual pure endowments)..... | | | |
| 12. Annuity benefits..... | | | |
| 13. Disability benefits and benefits under accident and health contracts..... | 288 | 293 | 587 |
| 14. Coupons, guaranteed annual pure endowments and similar benefits..... | | | |
| 15. Surrender benefits and withdrawals for life contracts..... | 16,281 | 32,396 | 69,012 |
| 16. Group conversions..... | | | |
| 17. Interest and adjustments on contract or deposit-type contract funds..... | | | |
| 18. Payments on supplementary contracts with life contingencies..... | | | |
| 19. Increase in aggregate reserves for life and accident and health contracts..... | 323,630 | 428,591 | 812,936 |
| 20. Totals (Lines 10 to 19)..... | 752,522 | 891,014 | 1,769,503 |
| 21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only)..... | 48,465 | 118,939 | 236,392 |
| 22. Commissions and expense allowances on reinsurance assumed..... | | | |
| 23. General insurance expenses..... | 229,879 | 837,063 | 1,352,699 |
| 24. Insurance taxes, licenses and fees, excluding federal income taxes..... | 50,895 | 78,887 | 140,530 |
| 25. Increase in loading on deferred and uncollected premiums..... | 4,978 | (3,710) | (13,110) |
| 26. Net transfers to or (from) Separate Accounts net of reinsurance..... | | | |
| 27. Aggregate write-ins for deductions..... | (13) | 4,678 | 4,653 |
| 28. Totals (Lines 20 to 27)..... | 1,086,725 | 1,926,871 | 3,490,666 |
| 29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)..... | 186,906 | (593,876) | (926,706) |
| 30. Dividends to policyholders..... | | | |
| 31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)..... | 186,906 | (593,876) | (926,706) |
| 32. Federal and foreign income taxes incurred (excluding tax on capital gains)..... | 122,148 | | (1,333,995) |
| 33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)..... | 64,758 | (593,876) | 407,289 |
| 34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....0 (excluding taxes of \$.....352 transferred to the IMR)..... | | | 10,000 |
| 35. Net income (Line 33 plus Line 34)..... | 64,758 | (593,876) | 417,289 |
| CAPITAL AND SURPLUS ACCOUNT | | | |
| 36. Capital and surplus, December 31, prior year..... | 5,627,154 | 4,321,166 | 4,321,166 |
| 37. Net income (Line 35)..... | 64,758 | (593,876) | 417,289 |
| 38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0..... | | | |
| 39. Change in net unrealized foreign exchange capital gain (loss)..... | | | |
| 40. Change in net deferred income tax..... | 56,938 | 77,375 | (1,369,421) |
| 41. Change in nonadmitted assets..... | 268,835 | (46,403) | 1,468,574 |
| 42. Change in liability for reinsurance in unauthorized companies..... | | | |
| 43. Change in reserve on account of change in valuation basis, (increase) or decrease..... | | | 469,536 |
| 44. Change in asset valuation reserve..... | (720) | (1,595) | 4,469 |
| 45. Change in treasury stock..... | | | |
| 46. Surplus (contributed to) withdrawn from Separate Accounts during period..... | | | |
| 47. Other changes in surplus in Separate Accounts Statement..... | | | |
| 48. Change in surplus notes..... | | | |
| 49. Cumulative effect of changes in accounting principles..... | 21,068 | | |
| 50. Capital changes: | | | |
| 50.1 Paid in..... | | | |
| 50.2 Transferred from surplus (Stock Dividend)..... | | | |
| 50.3 Transferred to surplus..... | | | |
| 51. Surplus adjustment: | | | |
| 51.1 Paid in..... | | | 315,540 |
| 51.2 Transferred to capital (Stock Dividend)..... | | | |
| 51.3 Transferred from capital..... | | | |
| 51.4 Change in surplus as a result of reinsurance..... | | | |
| 52. Dividends to stockholders..... | | | |
| 53. Aggregate write-ins for gains and losses in surplus..... | 0 | 0 | 0 |
| 54. Net change in capital and surplus (Lines 37 through 53)..... | 410,879 | (564,499) | 1,305,988 |
| 55. Capital and surplus as of statement date (Lines 36 + 54)..... | 6,038,033 | 3,756,667 | 5,627,154 |

DETAILS OF WRITE-INS

| | | | |
|--|------|-------|-------|
| 08.301. | | | |
| 08.302. | | | |
| 08.303. | | | |
| 08.398. Summary of remaining write-ins for Line 8.3 from overflow page..... | 0 | 0 | 0 |
| 08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)..... | 0 | 0 | 0 |
| 2701. Premiums over and short..... | (13) | 4,678 | 4,653 |
| 2702. | | | |
| 2703. | | | |
| 2798. Summary of remaining write-ins for Line 27 from overflow page..... | 0 | 0 | 0 |
| 2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)..... | (13) | 4,678 | 4,653 |
| 5301. Correction of an error - Reserve credits and Guaranty fund assessment..... | | | |
| 5302. | | | |
| 5303. | | | |
| 5398. Summary of remaining write-ins for Line 53 from overflow page..... | 0 | 0 | 0 |
| 5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above)..... | 0 | 0 | 0 |

CASH FLOW

| | 1 Current Year to Date | 2 Prior Year To Date | 3 Prior Year Ended December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| CASH FROM OPERATIONS | | | |
| 1. Premiums collected net of reinsurance..... | 1,016,304 | 1,054,699 | 1,958,183 |
| 2. Net investment income..... | 72,181 | 75,461 | 143,312 |
| 3. Miscellaneous income..... | 195,970 | 227,300 | 515,507 |
| 4. Total (Lines 1 through 3)..... | 1,284,456 | 1,357,459 | 2,617,003 |
| 5. Benefit and loss related payments..... | 220,887 | 387,043 | 1,126,812 |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts..... | | | |
| 7. Commissions, expenses paid and aggregate write-ins for deductions..... | 467,155 | 1,120,489 | 2,036,087 |
| 8. Dividends paid to policyholders..... | | | |
| 9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)..... | (1,331,268) | | |
| 10. Total (Lines 5 through 9)..... | (643,226) | 1,507,531 | 3,162,899 |
| 11. Net cash from operations (Line 4 minus Line 10)..... | 1,927,682 | (150,072) | (545,896) |
| CASH FROM INVESTMENTS | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds..... | 2,137,500 | 950,000 | 3,562,500 |
| 12.2 Stocks..... | | | 13,900 |
| 12.3 Mortgage loans..... | | | |
| 12.4 Real estate..... | | | |
| 12.5 Other invested assets..... | | | |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments..... | | | |
| 12.7 Miscellaneous proceeds..... | | | |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7)..... | 2,137,500 | 950,000 | 3,576,400 |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds..... | 199,400 | 1,814,607 | 3,913,532 |
| 13.2 Stocks..... | | | |
| 13.3 Mortgage loans..... | | | |
| 13.4 Real estate..... | | | |
| 13.5 Other invested assets..... | | | |
| 13.6 Miscellaneous applications..... | | | |
| 13.7 Total investments acquired (Lines 13.1 to 13.6)..... | 199,400 | 1,814,607 | 3,913,532 |
| 14. Net increase (decrease) in contract loans and premium notes..... | (34,591) | 27,565 | 26,403 |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)..... | 1,972,691 | (892,172) | (363,535) |
| 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..... | | | 315,540 |
| 16.3 Borrowed funds..... | | | |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities..... | | | |
| 16.5 Dividends to stockholders..... | | | |
| 16.6 Other cash provided (applied)..... | (25,436) | (8,467) | 3,678 |
| 17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)..... | (25,436) | (8,467) | 319,218 |
| RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS | | | |
| 18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)..... | 3,874,937 | (1,050,711) | (590,212) |
| 19. Cash, cash equivalents and short-term investments: | | | |
| 19.1 Beginning of year..... | 2,023,645 | 2,613,858 | 2,613,858 |
| 19.2 End of period (Line 18 plus Line 19.1)..... | 5,898,582 | 1,563,146 | 2,023,645 |

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

| | | | |
|---------------|--|--|--|
| 20.0001 | | | |
|---------------|--|--|--|

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

| | 1 Current Year To Date | 2 Prior Year To Date | 3 Prior Year Ended December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| 1. Industrial life..... | | | |
| 2. Ordinary life insurance..... | 2,376,634 | 2,378,263 | 4,843,808 |
| 3. Ordinary individual annuities..... | | | |
| 4. Credit life (group and individual)..... | 44 | 45 | 97 |
| 5. Group life insurance..... | 42,695 | 48,093 | 47,364 |
| 6. Group annuities..... | | | |
| 7. A&H - group..... | | | |
| 8. A&H - credit (group and individual)..... | | | |
| 9. A&H - other..... | | | |
| 10. Aggregate of all other lines of business..... | 0 | 0 | 0 |
| 11. Subtotal..... | 2,419,373 | 2,426,401 | 4,891,268 |
| 12. Deposit-type contracts..... | | | |
| 13. Total..... | 2,419,373 | 2,426,401 | 4,891,268 |

DETAILS OF WRITE-INS

| | | | |
|--|---|---|---|
| 1001. | | | |
| 1002. | | | |
| 1003. | | | |
| 1098. Summary of remaining write-ins for Line 10 from overflow page..... | 0 | 0 | 0 |
| 1099. Total (Lines 1001 thru 1003 plus 1098) (Line 10 above)..... | 0 | 0 | 0 |

NOTES TO FINANCIAL STATEMENTS**Note 1 - Summary of Significant Accounting Policies**

This is a statement of the accounting principles and methods applied in preparing these statutory financial statements.

A. Accounting Practices

The accompanying financial statements of PEMCO Life Insurance Company (Company) have been prepared on the basis of accounting practices prescribed or permitted by the State of Washington.

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

The State of Washington limits miscellaneous investments in a single entity to 1% of the Company's total assets unless permission is requested and granted from the Office of Insurance Commissioner (OIC) to exceed such limitation.

The Company has received permission from the OIC to invest up to 4% of the Company's assets in a single entity's NAIC nonexempt listed mutual funds. This special consent is subject to an aggregate investment limitation of the lesser of 20% of its assets or 50% of its surplus over its minimum required surplus, for all common stocks and NAIC nonexempt listed mutual funds.

In addition, consent was granted to acquire and hold a single entity's NAIC exempt listed mutual funds in an unlimited amount of Company's admitted assets.

The Company has received permission from the State of Washington, Office of the Insurance Commissioner, to use the 2001 CSO Preferred Mortality Table on policies issued from January 1, 2004, to December 31, 2006.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Washington is shown below.

| | State of Domicile | 2012 | 2011 |
|-----------------------------------|-------------------|----------|-----------|
| Net Income - State Basis | WA | \$64,758 | \$417,289 |
| State Prescribed Practices - None | WA | 0 | 0 |
| State Permitted Practices - None | WA | 0 | 0 |
| Net Income - NAIC SAP | WA | \$64,758 | \$417,289 |

| | State of Domicile | 2012 | 2011 |
|-------------------------------------|-------------------|-------------|-------------|
| Statutory Surplus | WA | \$6,038,034 | \$4,169,857 |
| State Prescribed Practices - None | WA | 0 | 0 |
| State Permitted Practices | WA | | |
| Mutual Fund Adjustment | | 0 | 1,236,398 |
| Change in Reserves | | 0 | 220,898 |
| Statutory Surplus - NAIC SAP | WA | \$6,038,034 | \$5,627,153 |

Note 2 - Accounting Changes and Corrections of Errors

On January 1, 2012, as a result of the adoption of SSAP 101 - Income Taxes, the Company computed the following balances related to deferred taxes:

| | 1/1/2012 | 12/31/2011 |
|--|-----------|------------|
| Gross DTA | \$998,333 | \$998,333 |
| Statutory Valuation Allowance Adjustment | 0 | 0 |
| Adjusted Gross DTA | \$998,333 | \$998,333 |
| Deferred Tax Assets Nonadmitted | 0 | 258,188 |
| Admitted Adjusted Gross DTA | \$998,333 | \$740,145 |
| Gross DTL | 719,077 | 740,145 |
| Net Admitted Adjusted Gross DTA | \$279,256 | \$ 0 |

| | |
|--|-----------|
| Gross DTAs as of 12/31/2011 | \$258,188 |
| Gross DTAs as of 1/1/2012 | 279,256 |
| Adjustment to surplus for Change in Accounting Principle | \$ 21,068 |

There was no change in the amount of the current tax liability recorded by the Company as a result of the adoption of SSAP 101.

Note 3 - Business Combinations and Goodwill

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

D. Loan-backed Securities -- The Company does not hold any loan-backed securities.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant change.

Note 11 - Debt

No significant change.

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

No significant change.

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

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

C. Wash Sales -- Not applicable

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

NOTES TO FINANCIAL STATEMENTS**Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

No significant change.

Note 20 - Fair Value

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

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

The Company has categorized its assets and liabilities that are measured at fair value into the three-level fair value hierarchy as reflected in the table below. The three-level fair value hierarchy is based on the degree of subjectivity inherent in the valuation method by which fair value was determined. The three levels are defined as follows:

Level 1 - Quoted Prices in Active Markets for Identical Assets and Liabilities: This category, for items at fair value on a recurring basis, includes exchange-traded preferred and common stocks. The estimated fair value of the equity securities and derivatives within this category are based on quoted prices in active markets and are thus classified as Level 1.

Level 2 - Significant Other Observable Inputs: The estimated fair value of the preferred stocks within this category are based on quotes from markets which were not considered actively traded.

Level 3 - Significant Unobservable Inputs: The Company has no assets or liabilities measured at fair value in this category.

| Description | Level 1 | Level 2 | Level 3 | Total |
|---------------------------------|-------------|---------|---------|-------------|
| Assets at fair value | | | | |
| Money market mutual funds | \$3,304,134 | \$0 | \$0 | \$3,304,134 |
| Total assets at fair value | \$3,304,134 | \$0 | \$0 | \$3,304,134 |
| Total liabilities at fair value | \$0 | \$0 | \$0 | \$0 |

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred between levels 1 and 2. This policy also applies to transfers into or out of Level 3 as stated in paragraph 3 below.

2. Rollforward of Level 3 Items

The Company has no assets or liabilities measured at fair value in the Level 3 category.

3. Policy on Transfers Into and Out of Level 3

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3. During the current year, no transfers into or out of Level 3 were required.

4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values - Level 2 fair values are based on quotes from markets which were not considered actively traded. Level 3 - Not applicable

5. Derivatives Fair Values - Not applicable

B. Other Fair Value Disclosures - Not applicable

C. Reasons Not Practical to Estimate Fair Value - Not applicable

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Not applicable.

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Reserves for Life Contracts and Annuity Contracts

No significant change.

Note 32 - Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

No significant change.

Note 33 - Premiums and Annuity Considerations Deferred and Uncollected

No significant change.

Note 34 - Separate Accounts

No significant change.

Note 35 - Loss/Claim Adjustment Expenses

No significant 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 No
- 1.2 If yes, has the report been filed with the domiciliary state? Yes No
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes No
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes No
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

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes No N/A
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. 12/31/2008.....
- 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. 12/31/2008.....
- 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). 2/25/2010.....
- 6.4 By what department or departments?
Washington State 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

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes 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

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

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

8.4 If the 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 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 FDIC | 6 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? Yes No

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

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

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

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

GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

PART 1 - 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
 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 [] No [X]

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..... | \$0 | \$0 |
| 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)..... | \$0 | \$0 |
| 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, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

| 1 Name of Custodian(s) | 2 Custodian Address |
|---|-------------------------------------|
| U.S. Bank Institutional Trust & Custody | 111 SW 5th Ave., Portland, OR 97204 |

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 |
|--------------------|--------------------|---------------------|-------------|
| | | | |

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 |
|--------------------------------------|--------------|--------------|
| | | |

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 (continued)

PART 2 - LIFE & HEALTH

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:

| | Amount | |
|--|---------|----------|
| 1.1 Long-term mortgages in good standing | | |
| 1.11 Farm mortgages..... | \$..... | |
| 1.12 Residential mortgages..... | \$..... | |
| 1.13 Commercial mortgages..... | \$..... | |
| 1.14 Total mortgages in good standing..... | \$..... | 0 |
| 1.2 Long-term mortgages in good standing with restructured terms | | |
| 1.21 Total mortgages in good standing with restructured terms..... | \$..... | |
| 1.3 Long-term mortgage loans upon which interest is overdue more than three months | | |
| 1.31 Farm mortgages..... | \$..... | |
| 1.32 Residential mortgages..... | \$..... | |
| 1.33 Commercial mortgages..... | \$..... | |
| 1.34 Total mortgages with interest overdue more than three months..... | \$..... | 0 |
| 1.4 Long-term mortgage loans in process of foreclosure | | |
| 1.41 Farm mortgages..... | \$..... | |
| 1.42 Residential mortgages..... | \$..... | |
| 1.43 Commercial mortgages..... | \$..... | |
| 1.44 Total mortgages in process of foreclosure..... | \$..... | 0 |
| 1.5 Total mortgage loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2) | \$..... | 0 |
| 1.6 Long-term mortgages foreclosed, properties transferred to real estate in current quarter | | |
| 1.61 Farm mortgages..... | \$..... | |
| 1.62 Residential mortgages..... | \$..... | |
| 1.63 Commercial mortgages..... | \$..... | |
| 1.64 Total mortgages foreclosed and transferred to real estate..... | \$..... | 0 |
| 2. Operating Percentages: | | |
| 2.1 A&H loss percent..... | ..... |  |
| 2.2 A&H cost containment percent..... | ..... |  |
| 2.3 A&H expense percent excluding cost containment expenses..... | ..... |  |
| 3.1 Do you act as a custodian for health savings accounts?..... | Yes [] | No [X] |
| 3.2 If yes, please provide the amount of custodial funds held as of the reporting date..... | \$..... | |
| 3.3 Do you act as an administrator for health savings accounts?..... | Yes [] | No [X] |
| 3.4 If yes, please provide the balance of the funds administered as of the reporting date..... | \$..... | |

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

| 1 NAIC Company Code | 2 Federal ID Number | 3 Effective Date | 4 Name of Reinsurer | 5 Domiciliary Jurisdiction | 6 Type of Reinsurance Ceded | 7 Is Insurer Authorized? (YES or NO) |
|------------------------------|------------------------------|------------------------|------------------------|-------------------------------|--------------------------------------|---|
|------------------------------|------------------------------|------------------------|------------------------|-------------------------------|--------------------------------------|---|

NONE

PEMCO LIFE INSURANCE COMPANY SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

| States, Etc. | 1 | Direct Business Only | | | | | |
|---|----------|---------------------------------|--------------------------------|---|------------------------------|--------------------------------------|--------------------------------|
| | | Life Contracts | | 4 Accident and Health Insurance Premiums, Including Policy, Mem- bership and Other Fees | 5 Other Considerations | 6 Total Columns 2 through 5 | 7 Deposit-Type Contracts |
| | | 2 Life Insurance Premiums | 3 Annuity Considerations | | | | |
| 1. Alabama..... | AL | N | | | | 0 | |
| 2. Alaska..... | AK | N | | | | 0 | |
| 3. Arizona..... | AZ | N | | | | 0 | |
| 4. Arkansas..... | AR | N | | | | 0 | |
| 5. California..... | CA | N | | | | 0 | |
| 6. Colorado..... | CO | N | | | | 0 | |
| 7. Connecticut..... | CT | N | | | | 0 | |
| 8. Delaware..... | DE | N | | | | 0 | |
| 9. District of Columbia..... | DC | N | | | | 0 | |
| 10. Florida..... | FL | N | | | | 0 | |
| 11. Georgia..... | GA | N | | | | 0 | |
| 12. Hawaii..... | HI | N | | | | 0 | |
| 13. Idaho..... | ID | N | | | | 0 | |
| 14. Illinois..... | IL | N | | | | 0 | |
| 15. Indiana..... | IN | N | | | | 0 | |
| 16. Iowa..... | IA | N | | | | 0 | |
| 17. Kansas..... | KS | N | | | | 0 | |
| 18. Kentucky..... | KY | N | | | | 0 | |
| 19. Louisiana..... | LA | N | | | | 0 | |
| 20. Maine..... | ME | N | | | | 0 | |
| 21. Maryland..... | MD | N | | | | 0 | |
| 22. Massachusetts..... | MA | N | | | | 0 | |
| 23. Michigan..... | MI | N | | | | 0 | |
| 24. Minnesota..... | MN | N | | | | 0 | |
| 25. Mississippi..... | MS | N | | | | 0 | |
| 26. Missouri..... | MO | N | | | | 0 | |
| 27. Montana..... | MT | N | | | | 0 | |
| 28. Nebraska..... | NE | N | | | | 0 | |
| 29. Nevada..... | NV | N | | | | 0 | |
| 30. New Hampshire..... | NH | N | | | | 0 | |
| 31. New Jersey..... | NJ | N | | | | 0 | |
| 32. New Mexico..... | NM | N | | | | 0 | |
| 33. New York..... | NY | N | | | | 0 | |
| 34. North Carolina..... | NC | N | | | | 0 | |
| 35. North Dakota..... | ND | N | | | | 0 | |
| 36. Ohio..... | OH | N | | | | 0 | |
| 37. Oklahoma..... | OK | N | | | | 0 | |
| 38. Oregon..... | OR | L | | | | 0 | |
| 39. Pennsylvania..... | PA | N | | | | 0 | |
| 40. Rhode Island..... | RI | N | | | | 0 | |
| 41. South Carolina..... | SC | N | | | | 0 | |
| 42. South Dakota..... | SD | N | | | | 0 | |
| 43. Tennessee..... | TN | N | | | | 0 | |
| 44. Texas..... | TX | N | | | | 0 | |
| 45. Utah..... | UT | N | | | | 0 | |
| 46. Vermont..... | VT | N | | | | 0 | |
| 47. Virginia..... | VA | N | | | | 0 | |
| 48. Washington..... | WA | L | 2,459,382 | | | 2,459,382 | |
| 49. West Virginia..... | WV | N | | | | 0 | |
| 50. Wisconsin..... | WI | N | | | | 0 | |
| 51. Wyoming..... | WY | N | | | | 0 | |
| 52. American Samoa..... | AS | N | | | | 0 | |
| 53. Guam..... | GU | N | | | | 0 | |
| 54. Puerto Rico..... | PR | N | | | | 0 | |
| 55. US Virgin Islands..... | VI | N | | | | 0 | |
| 56. Northern Mariana Islands..... | MP | N | | | | 0 | |
| 57. Canada..... | CN | N | | | | 0 | |
| 58. Aggregate Other Alien..... | OT | XXX | 0 | 0 | 0 | 0 | 0 |
| 59. Subtotal..... | (a)..... | 2 | 2,459,382 | 0 | 0 | 2,459,382 | 0 |
| 90. Reporting entity contributions for employee benefit plans..... | XXX | | | | | 0 | |
| 91. Dividends or refunds applied to purchase paid-up additions and annuities..... | XXX | | | | | 0 | |
| 92. Dividends or refunds applied to shorten endowment or premium paying period..... | XXX | | | | | 0 | |
| 93. Premium or annuity considerations waived under disability or other contract provisions..... | XXX | | 288 | | | 288 | |
| 94. Aggregate other amounts not allocable by State..... | XXX | | 0 | 0 | 0 | 0 | 0 |
| 95. Totals (Direct Business)..... | XXX | | 2,459,670 | 0 | 0 | 2,459,670 | 0 |
| 96. Plus Reinsurance Assumed..... | XXX | | | | | 0 | |
| 97. Totals (All Business)..... | XXX | | 2,459,670 | 0 | 0 | 2,459,670 | 0 |
| 98. Less Reinsurance Ceded..... | XXX | | 1,391,541 | | | 1,391,541 | |
| 99. Totals (All Business) less Reinsurance Ceded..... | XXX | | 1,068,129 | 0 | 0 | 1,068,129 | 0 |

DETAILS OF WRITE-INS

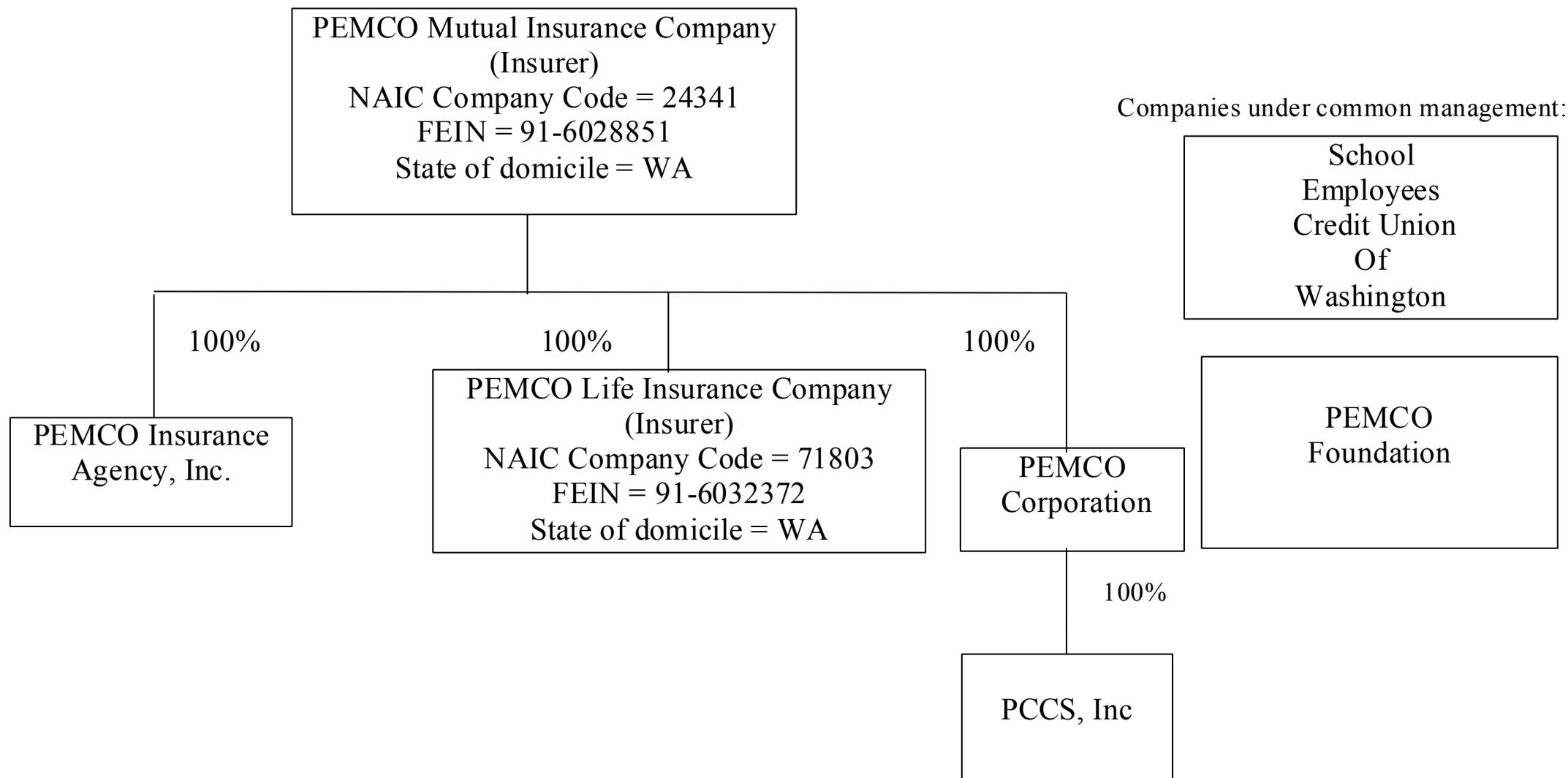
| | | | | | | | |
|--|-----|--|---|---|---|---|---|
| 5801. | XXX | | | | | 0 | |
| 5802. | XXX | | | | | 0 | |
| 5803. | XXX | | | | | 0 | |
| 5898. Summary of remaining write-ins for line 58 from overflow page..... | XXX | | 0 | 0 | 0 | 0 | 0 |
| 5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above)..... | XXX | | 0 | 0 | 0 | 0 | 0 |
| 9401. | XXX | | | | | 0 | |
| 9402. | XXX | | | | | 0 | |
| 9403. | XXX | | | | | 0 | |
| 9498. Summary of remaining write-ins for line 94 from overflow page..... | XXX | | 0 | 0 | 0 | 0 | 0 |
| 9499. Total (Lines 9401 thru 9403 plus 9498) (Line 94 above)..... | XXX | | 0 | 0 | 0 | 0 | 0 |

(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



Q12

Note: PEMCO LIFE INSURANCE COMPANY does not have any ownership interest in the companies listed under common management.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
|----------------|--------------------------------|-------------------|-------------------|--------------|-----|--|--|----------------------|----------------------------------|--|--|--|--|----|
| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
| Members | | | | | | | | | | | | | | |
| 0157..... | PEMCO Insurance Companies..... | 71803..... | 91-6032372 | | | | PEMCO Life Insurance Company..... | WA..... | | PEMCO Mutual Insurance Company..... | Ownership..... | ...100.000 | PEMCO Mutual Insurance Company..... | |
| 0157..... | PEMCO Insurance Companies..... | 24341..... | 91-6028851 | | | | PEMCO Mutual Insurance Company..... | WA..... | UDP..... | N/A..... | Board of Directors | | | |
| | | | 91-0839441 | | | | PEMCO Insurance Agency, Inc..... | WA..... | NIA..... | PEMCO Mutual Insurance Company..... | Ownership..... | ...100.000 | PEMCO Mutual Insurance Company..... | |
| | | | 06-1733268 | | | | PCCS, Inc..... | WA..... | NIA..... | PEMCO Corporation..... | Ownership..... | ...100.000 | PEMCO Corp..... | |
| | | | 91-6031459 | | | | PEMCO Corporation..... | WA..... | NIA..... | PEMCO Mutual Insurance Company..... | Ownership..... | ...100.000 | PEMCO Mutual Insurance Company..... | |
| | | | 91-0403815 | | | | School Employees Credit Union of Washington..... | WA..... | NIA..... | | Other..... | | | |
| | | | 91-6072723 | | | | PEMCO Foundation..... | WA..... | NIA..... | | Management..... | | | |

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 the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? | NO |
| 3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC? | NO |
| 4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC? | NO |
| 5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC? | NO |
| 6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC? | NO |
| 7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC? | NO |

Explanations:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

Bar Code:



NONE

**PEMCO LIFE INSURANCE COMPANY
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..... | 0 | |
| 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 end of current period (Lines 1+2+3+4+5+6-7-8)..... | 0 | 0 |
| 10. Deduct total nonadmitted amounts..... | | |
| 11. Statement value at end of current period (Line 9 minus Line 10)..... | 0 | 0 |

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

| | 1 Year to Date | 2 Prior Year Ended December 31 |
|---|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value, December 31 of prior year..... | 0 | |
| 2. Cost of acquired: | | |
| 2.1 Actual cost at time of acquisition..... | | |
| 2.2 Additional investment made after acquisition..... | | |
| 3. Capitalized deferred interest and other..... | | |
| 4. Accrual of discount..... | | |
| 5. Unrealized valuation increase (decrease)..... | | |
| 6. Total gain (loss) on disposals..... | | |
| 7. Deduct amounts received on disposals..... | | |
| 8. Deduct amortization of premium and 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)..... | 0 | 0 |
| 12. Deduct total nonadmitted amounts..... | | |
| 13. Statement value at end of current period (Line 11 minus Line 12)..... | 0 | 0 |

NONE

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..... | 5,314,687 | 4,978,635 |
| 2. Cost of bonds and stocks acquired..... | 199,400 | 3,913,532 |
| 3. Accrual of discount..... | 4,520 | 9,030 |
| 4. Unrealized valuation increase (decrease)..... | | |
| 5. Total gain (loss) on disposals..... | 1,005 | 10,000 |
| 6. Deduct consideration for bonds and stocks disposed of..... | 2,137,500 | 3,576,400 |
| 7. Deduct amortization of premium..... | 7,258 | 20,110 |
| 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)..... | 3,374,853 | 5,314,687 |
| 11. Deduct total nonadmitted amounts..... | | |
| 12. Statement value at end of current period (Line 10 minus Line 11)..... | 3,374,853 | 5,314,687 |

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

QS102

| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|--|---|-------------------------------------|-------------------------------------|---|---|--|---|---|
| | Book/Adjusted Carrying Value Beginning of Current Quarter | Acquisitions During Current Quarter | Dispositions During Current Quarter | Non-Trading Activity During Current Quarter | Book/Adjusted Carrying Value End of First Quarter | Book/Adjusted Carrying Value End of Second Quarter | Book/Adjusted Carrying Value End of Third Quarter | Book/Adjusted Carrying Value December 31 Prior Year |
| BONDS | | | | | | | | |
| 1. Class 1 (a)..... | 6,542,389 | 1,336,857 | 1,300,222 | (35) | 6,542,389 | 6,578,988 | | 6,563,334 |
| 2. Class 2 (a)..... | | | | | | | | |
| 3. Class 3 (a)..... | | | | | | | | |
| 4. Class 4 (a)..... | | | | | | | | |
| 5. Class 5 (a)..... | | | | | | | | |
| 6. Class 6 (a)..... | | | | | | | | |
| 7. Total Bonds..... | 6,542,389 | 1,336,857 | 1,300,222 | (35) | 6,542,389 | 6,578,988 | 0 | 6,563,334 |
| PREFERRED STOCK | | | | | | | | |
| 8. Class 1..... | | | | | | | | |
| 9. Class 2..... | | | | | | | | 100,000 |
| 10. Class 3..... | 100,000 | | | | 100,000 | 100,000 | | |
| 11. Class 4..... | | | | | | | | |
| 12. Class 5..... | | | | | | | | |
| 13. Class 6..... | | | | | | | | |
| 14. Total Preferred Stock..... | 100,000 | 0 | 0 | 0 | 100,000 | 100,000 | 0 | 100,000 |
| 15. Total Bonds and Preferred Stock..... | 6,642,389 | 1,336,857 | 1,300,222 | (35) | 6,642,389 | 6,678,988 | 0 | 6,663,334 |

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

SCHEDULE DA - PART 1

Short-Term Investments

| | 1 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. Totals..... |3,304,134 |XXX..... |3,304,134 |99 | ..... |

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..... |1,348,647 |242,370 |
| 2. Cost of short-term investments acquired..... |2,055,957 |4,619,993 |
| 3. Accrual of discount..... | ..... | ..... |
| 4. Unrealized valuation increase (decrease)..... | ..... | ..... |
| 5. Total gain (loss) on disposals..... | ..... | ..... |
| 6. Deduct consideration received on disposals..... |100,469 |3,513,716 |
| 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)..... |3,304,134 |1,348,647 |
| 11. Deduct total nonadmitted amounts..... | ..... | ..... |
| 12. Statement value at end of current period (Line 10 minus Line 11)..... |3,304,134 |1,348,647 |

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

**Sch. DB-Pt C-Sn 1
NONE**

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. DB-Verification
NONE**

**Sch. E-Verification
NONE**

**Sch. A-Pt 2
NONE**

**Sch. A-Pt 3
NONE**

**Sch. B-Pt 2
NONE**

**Sch. B-Pt 3
NONE**

**Sch. BA-Pt 2
NONE**

**Sch. BA-Pt 3
NONE**

**Sch. D-Pt 3
NONE**

SCHEDULE D - PART 4

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

| 1 CUSIP Identification | 2 Description | 3 F o r e i g n | 4 Disposal Date | 5 Name of Purchaser | 6 Number of Shares of Stock | 7 Consideration | 8 Par Value | 9 Actual Cost | 10 Prior Year Book/ Adjusted Carrying Value | Change in Book/Adjusted Carrying Value | | | | | 16 Book/ Adjusted Carrying Value At Disposal Date | 17 Foreign Exchange Gain (Loss) on Disposal | 18 Realized Gain (Loss) on Disposal | 19 Total Gain (Loss) on Disposal | 20 Bond Interest/ Stock Dividends Received During Year | 21 Stated Contractual Maturity Date | 22 NAIC Desig- nation or Market Indicator (a) |
|------------------------------|------------------|--------------------------------------|-----------------------|------------------------|--------------------------------------|--------------------|----------------|------------------|--|--|---|--|---|--|--|---|--|---|--|---|--|
| | | | | | | | | | | 11 Unrealized Valuation Increase/ (Decrease) | 12 Current Year's (Amortization)/ Accretion | 13 Current Year's Other Than Temporary Impairment Recognized | 14 Total Change in B./A.C.V. (11+12-13) | 15 Total Foreign Exchange Change in B./A.C.V. | | | | | | | |

Bonds - U.S. Government

| | | | | | | | | | | | | | | | | | | | | | |
|----------|---|---|------------|-------------------------------|--|-----------|-----------|-----------|-----------|---|---------|---|---------|---|-----------|---|---|---|--------|------------|----------|
| 3134G2 | 3B | 6 | 05/10/2012 | Federal Home Ln Mtg Corp..... | | 250,000 | 250,000 | 250,250 | 250,171 | | (171) | | (171) | | 250,000 | | | 0 | 2,063 | 11/10/2016 | 1FE..... |
| 313375 | AX | 5 | 05/24/2012 | Federal Home Loan Banks..... | | 250,000 | 250,000 | 250,000 | 250,000 | | | | 0 | | 250,000 | | | 0 | 1,813 | 05/24/2016 | 1FE..... |
| 313375 | TR | 8 | 04/20/2012 | Federal Home Loan Banks..... | | 250,000 | 250,000 | 250,000 | 250,000 | | | | 0 | | 250,000 | | | 0 | 1,438 | 10/20/2016 | 1FE..... |
| 31359M | 7M | 9 | 04/11/2012 | Federal Natl Mtg. Assn..... | | 250,000 | 250,000 | 267,363 | 253,120 | | (3,120) | | (3,120) | | 250,000 | | | 0 | 6,719 | 04/11/2022 | 1FE..... |
| 912828 | KP | 4 | 05/15/2012 | United States Treas Nts..... | | 300,000 | 300,000 | 301,453 | 300,228 | | (228) | | (228) | | 300,000 | | | 0 | 2,063 | 05/15/2012 | 1FE..... |
| 0599999. | Total - Bonds - U.S. Government..... | | | | | 1,300,000 | 1,300,000 | 1,319,066 | 1,303,519 | 0 | (3,519) | 0 | (3,519) | 0 | 1,300,000 | 0 | 0 | 0 | 14,094 | XXX... | XXX... |
| 8399997. | Total - Bonds - Part 4..... | | | | | 1,300,000 | 1,300,000 | 1,319,066 | 1,303,519 | 0 | (3,519) | 0 | (3,519) | 0 | 1,300,000 | 0 | 0 | 0 | 14,094 | XXX... | XXX... |
| 8399999. | Total - Bonds..... | | | | | 1,300,000 | 1,300,000 | 1,319,066 | 1,303,519 | 0 | (3,519) | 0 | (3,519) | 0 | 1,300,000 | 0 | 0 | 0 | 14,094 | XXX... | XXX... |
| 9999999. | Total - Bonds, Preferred and Common Stocks..... | | | | | 1,300,000 | XXX..... | 1,319,066 | 1,303,519 | 0 | (3,519) | 0 | (3,519) | 0 | 1,300,000 | 0 | 0 | 0 | 14,094 | XXX... | XXX... |

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

QE05

**Sch. DB-Pt A-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1B-Broker List
NONE**

**Sch. DB-Pt D
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

| 1 Depository | 2 Code | 3 Rate of Interest | 4 Amount of Interest Received During Current Quarter | 5 Amount of Interest Accrued at Current Statement Date | Book Balance at End of Each Month During Current Quarter | | | 9 * |
|-----------------|-----------|-----------------------|---|---|--|-------------------|------------------|--------|
| | | | | | 6 First Month | 7 Second Month | 8 Third Month | |

Open Depositories

| | | | | | | | | |
|---------------------------------------|-------------|-------------|--------|--------|----------------|----------------|----------------|------|
| Key Bank..... Amherst, NY..... | | | | |1,172,277 |2,671,106 |2,594,446 | XXX. |
| 0199999. Total Open Depositories..... | ...XXX..... | ...XXX..... |0 |0 |1,172,277 |2,671,106 |2,594,446 | XXX. |
| 0399999. Total Cash on Deposit..... | ...XXX..... | ...XXX..... |0 |0 |1,172,277 |2,671,106 |2,594,446 | XXX. |
| 0599999. Total Cash..... | ...XXX..... | ...XXX..... |0 |0 |1,172,277 |2,671,106 |2,594,446 | XXX. |

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|-------------|------|------------------|---------------------|------------------|---------------------------------|-------------------------------------|--------------------------------|
| Description | Code | Date Acquired | Rate of Interest | Maturity Date | Book/Adjusted Carrying Value | Amount of Interest Due & Accrued | Amount Received During Year |

NONE