

QUARTERLY STATEMENT

OF THE

MID-CONTINENT

INSURANCE COMPANY

of **SOMERSET**

in the state of **PENNSYLVANIA**

TO THE

Insurance Department

OF THE

STATE OF

STATE OF PENNSYLVANIA

FOR THE QUARTER ENDED

June 30, 2009

PROPERTY AND CASUALTY

2009



11932200920100102

QUARTERLY STATEMENT

AS OF JUNE 30, 2009
OF THE CONDITION AND AFFAIRS OF THE
Mid-Continent Insurance Company

NAIC Group Code 0000 (Current Period) 0000 (Prior Period) NAIC Company Code 11932 Employer's ID Number 25-1212201

Organized under the Laws of Country of Domicile State of Domicile or Port of Entry PENNSYLVANIA

Incorporated/Organized: July 9, 1969 Commenced Business: October 21, 1969

Statutory Home Office: 124 NORTH CENTER AVENUE, SOMERSET, PA 15501

Main Administrative Office: 124 NORTH CENTER AVENUE, SOMERSET, PA 15501 814-445-8905

Mail Address: P. O. BOX 632, SOMERSET, PA 15501

Primary Location of Books and Records: 124 NORTH CENTER AVENUE, SOMERSET, PA 15501 814-445-8905

Internet Website Address: WWW.MIDCONTINENTINSURANCE.COM

Statutory Statement Contact: THOMAS KEKLAK, 814-445-8905-138, TKEKLAK@MIDCONTINENTINSURANCE.COM, 814-445-3495

OFFICERS

Table with 2 columns: Name, Title. Rows include JOHN DOUGLAS WENDEL (PRESIDENT/CEO), DONALD LEON FETTEROLF (SECRETARY), MYRON MITCHELL FETTEROLF (TREASURER/CFO).

VICE-PRESIDENTS

Table with 4 columns: Name, Title, Name, Title. Rows include MARIE CECILE MCNERNY (SENIOR VICE PRESIDENT), ALLISON SUZANNE WALTER (VICE PRESIDENT).

DIRECTORS OR TRUSTEES

Table with 4 columns: Name, Name, Name, Name. Rows include JOHN DOUGLAS WENDEL, DONALD LEON FETTEROLF, MYRON MITCHELL FETTEROLF, EDWARD KENT LANDEFELD, FRANK JOSEPH THOMAS, PETER LOUIS HERVOYAVICH JR, BRIAN SCOTT FETTEROLF.

State of Pennsylvania

County of Somerset 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) JOHN DOUGLAS WENDEL (Printed Name) 1. PRESIDENT/CEO (Title)
(Signature) DONALD LEON FETTEROLF (Printed Name) 2. SECRETARY (Title)
(Signature) MYRON MITCHELL FETTEROLF (Printed Name) 3. TREASURER/CFO (Title)

Subscribed and sworn to before me this 10th day of August, 2009

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			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	18,311,436		18,311,436	19,089,948
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	8,699,905		8,699,905	7,947,537
3. Mortgage loans on real estate:				
3.1 First liens				
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 (\$ 1,541,728), cash equivalents (\$ 0), and short-term investments (\$ 1,201,478)	2,743,206		2,743,206	3,423,022
6. Contract loans (including \$ 0 premium notes)				
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	29,754,547		29,754,547	30,460,507
11. Title plants less \$ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	166,410		166,410	177,146
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	5,012,803	1,108,769	3,904,034	4,143,203
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	1,008,556		1,008,556	1,963,822
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts	676,157		676,157	845,283
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon	4,551,571		4,551,571	3,535,702
16.2 Net deferred tax asset	1,307,926		1,307,926	1,302,307
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	48,520		48,520	40,859
19. Furniture and equipment, including health care delivery assets (\$ 0)	132,288	132,288		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				
22. Health care (\$ 0) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	197,022	23,923	173,099	39,967
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	42,855,800	1,264,980	41,590,820	42,508,796
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	42,855,800	1,264,980	41,590,820	42,508,796

DETAILS OF WRITE-IN LINES				
0901.	NONE			
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)				
2301. prepaid assessment/office expenses		23,923		
2302. ins dept receivables		173,099	173,099	39,967
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)		197,022	23,923	173,099

LIABILITIES, SURPLUS AND OTHER FUNDS

	1	2
	Current Statement Date	December 31, Prior Year
1. Losses (current accident year \$ 5,069,480)	17,491,082	15,367,811
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	3,558,362	3,362,444
4. Commissions payable, contingent commissions and other similar charges	737,316	697,306
5. Other expenses (excluding taxes, licenses and fees)	48,389	197,983
6. Taxes, licenses and fees (excluding federal and foreign income taxes)		
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 \$ 169,996 and including warranty reserves of \$ 0)	8,903,708	9,801,814
10. Advance premium	24,018	18,222
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	17,727	64,854
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	12,719	9,569
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		
19. Payable to parent, subsidiaries and affiliates		
20. Payable for securities		
21. Liability for amounts held under uninsured plans		
22. Capital notes \$ 0 and interest thereon \$ 0		
23. Aggregate write-ins for liabilities		
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23)	30,793,321	29,520,003
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	30,793,321	29,520,003
27. Aggregate write-ins for special surplus funds		
28. Common capital stock	2,100,000	2,100,000
29. Preferred capital stock		
30. Aggregate write-ins for other than special surplus funds		
31. Surplus notes		
32. Gross paid in and contributed surplus	1,085,000	1,085,000
33. Unassigned funds (surplus)	17,112,424	19,303,718
34. Less treasury stock, at cost:		
34.1 0 shares common (value included in Line 28 \$ 0)	9,499,925	9,499,925
34.2 0 shares preferred (value included in Line 29 \$ 0)		
35. Surplus as regards policyholders (Lines 27 to 33, less 34)	10,797,499	12,988,793
36. Totals	41,590,820	42,508,796

DETAILS OF WRITE-IN LINES		
2301.		
2302.		
2303.		
2398. Summary of remaining write-ins for Line 23 from overflow page	NONE	
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)		
2701.		
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page	NONE	
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)		
3001.		
3002.		
3003.		
3098. Summary of remaining write-ins for Line 30 from overflow page	NONE	
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)		

STATEMENT OF INCOME

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 8,649,892)	9,571,549	11,380,187	22,111,200
1.2 Assumed (written \$ 0)			
1.3 Ceded (written \$ 2,433,492)	2,457,043	2,655,251	5,618,916
1.4 Net (written \$ 6,216,400)	7,114,506	8,724,936	16,492,284
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 7,686,432):			
2.1 Direct	9,782,733	10,987,924	19,631,664
2.2 Assumed			
2.3 Ceded	3,071,511	5,267,006	6,447,319
2.4 Net	6,711,222	5,720,918	13,184,345
3. Loss adjustment expenses incurred	1,300,624	1,385,352	3,172,380
4. Other underwriting expenses incurred	2,910,426	3,429,408	6,539,575
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	10,922,272	10,535,678	22,896,300
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(3,807,766)	(1,810,742)	(6,404,016)
INVESTMENT INCOME			
9. Net investment income earned	351,426	383,359	898,398
10. Net realized capital gains (losses) less capital gains tax of \$ 0	(763,861)	32,495	(276,655)
11. Net investment gain (loss) (Lines 9 + 10)	(412,435)	415,854	621,743
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 1,454 amount charged off \$ 86,618)	(85,164)	(115,329)	(198,673)
13. Finance and service charges not included in premiums	127,219	139,274	276,287
14. Aggregate write-ins for miscellaneous income			
15. Total other income (Lines 12 through 14)	42,055	23,945	77,614
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(4,178,146)	(1,370,943)	(5,704,659)
17. Dividends to policyholders			
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)	(4,178,146)	(1,370,943)	(5,704,659)
19. Federal and foreign income taxes incurred	(1,015,869)	(686,104)	(2,486,451)
20. Net income (Line 18 minus Line 19) (to Line 22)	(3,162,277)	(684,839)	(3,218,208)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	12,988,793	19,928,659	19,928,659
22. Net income (from Line 20)	(3,162,277)	(684,839)	(3,218,208)
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$ 0	1,026,152	(898,621)	(3,459,828)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	5,618	48,837	67,778
27. Change in nonadmitted assets	(60,787)	178,497	(135,249)
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			
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			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus			(194,359)
38. Change in surplus as regards policyholders (Lines 22 through 37)	(2,191,294)	(1,356,126)	(6,939,866)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	10,797,499	18,572,533	12,988,793

DETAILS OF WRITE-IN LINES			
0501.			
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)			
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)			
3701. prior period adjustment			12,736
3702. audit adjustment non admitted assets			(207,095)
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above)			(194,359)

CASH FLOW

	1	2
Cash from Operations	Current Year To Date	Prior Year Ended December 31
1. Premiums collected net of reinsurance	7,201,619	15,884,320
2. Net investment income	362,162	1,104,386
3. Miscellaneous income	42,055	77,614
4. Total (Lines 1 to 3)	7,605,836	17,066,320
5. Benefit and loss related payments	4,578,448	9,746,474
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	4,124,716	7,879,855
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)		
10. Total (Lines 5 through 9)	8,703,164	17,626,329
11. Net cash from operations (Line 4 minus Line 10)	(1,097,328)	(560,009)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	2,745,618	13,492,973
12.2 Stocks	1,426,913	1,587,439
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)	4,172,531	15,080,412
13. Cost of investments acquired (long-term only):		
13.1 Bonds	1,873,034	9,210,299
13.2 Stocks	1,881,985	4,001,297
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)	3,755,019	13,211,596
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)	417,512	1,868,816
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		
16.6 Other cash provided (applied)		
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)		
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)	(679,816)	1,308,807
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	3,423,022	2,114,215
19.2 End of period (Line 18 plus Line 19.1)	2,743,206	3,423,022

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

20.0001		
20.0002		
20.0003		

NOTES TO FINANCIAL STATEMENTS

1A. ACCOUNTING PRACTICES-- THE FINANCIAL STATEMENTS OF MID-CONTINENT INSURANCE COMPANY ARE PRESENTED ON THE BASIS OF ACCOUNTING PRACTICES PRESCRIBED OR PERMITTED BY THE INSURANCE DEPARTMENT OF THE COMMONWEALTH OF PENNSYLVANIA. THE PA DEPT OF INSURANCE HAS IDENTIFIED THE FOLLOWING PA LAWS AND REGULATIONS RELATING TO FINANANCIAL STATEMENT PRESENTATION THAT MAY REQUIRE DISCLOSURE AS A DEPARTURE FROM THE MANUAL.

<u>PA LAWS & REGULATIONS</u>	<u>NAIC SSAP AND APPENDICES</u>	
31 Pa. Code, Chapter 116 (relating to discounting workers' compensation loss reserves)	SSAP No. 55 Unpaid Claims, Losses and Loss Adjustment Expenses and SSAP No 65 Property and Casualty Contracts	N/A
31 Pa Code, Chapter 118 (relating to discounting medical malpractice loss reserves)	SSAP No 55 Unpaid Claims, Losses and Loss Adjustment Expenses and SSAP No. 65 Property and Casualty Contracts	N/A
31 Pa Code, Chapter 84a (relating to minimum reserve standards for individual and group health and accident insurance contracts)	SSAP No 54 Individual and Group Accident and Health Contracts and Appendix A-010 Minimum Reserve Standards for Individual and Group Health Insurance Contracts	N/A
31 Pa Code, 73.138 (relating to reserves for credit life, accident and health insurance)	SSAP No. 59 Credit Life and Accident and Health Insurance Contracts	N/A
Section 320.1 (b) (2) of The Insurance Company Law of 1921 (40 P.S. 443.1(b) (2)) (relating to loans or advances to controlling stockholders)	SSAP No. 25 Accounting for and Disclosures about Transactions with Affiliates and Other Related Parties	N/A
Sections 322.1 & 809 of The Insurance Company Law of 1921 (40 P.S. 445.1 & 919) and 31 Pa. Code, Chapter 105 (relating to surplus notes)	SSAP No. 41 Surplus Notes	N/A
Sections 1405 of The Insurance Company Law of 1921 (40 P.S. 991.1405) (relating to standards and management of an insurer within a holding company system)	Appendix A-440 Insurance Holding Companies	Company does follow PA Laws
31 Pa. Code, 89.901 - 89.921 (relating to long-term care insurance)	Appendix A-641 Long-Term Care Insurance	N/A
Sections 714-716 of The Insurance Company Law of 1921 (40 P.S. 910-14 --- 910-16) (relating to unearned premium reserves of title insurance companies)	SSAP No. 57 Title Insurance and Appendix A-628 Title Insurance	N/A
Order of the Insurance Commissioner dated April 18, 1996 (relating to prepaid premium taxes)	SSAP No. 20 Non-admitted Assets	Company does follow PA Laws but year end no prepaid premium tax.
Section 661 of The Insurance Company Law of 1921 (40 p.s. 832)(relating to surety companies)	SSAP No. 55 Unpaid Claims losses & LAE and SSA No.65 property casualty contracts	N/A
Section 1008 of Ins. Co law of 1921 (40 p.s.968 per reserves of reciprocal and inter insurance exchanges.	SSAP No. 53 Property Casualty contracts-- Premiums	N/A
31 PA Code Ch 161.8 (relating to credit for reinsurance ceded to alien non-affiliated insurers which write no primary coverage in the U.S.	SSAP No. 62 Property Casualty Reinsurance	N/A
Department Notice No. 94-14 Separate Account Modified Guaranteed Life Insurance	Appendix A-588 Modified Guaranteed Life Ins	N/A

1B. USE OF ESTIMATES IN THE PREPARATION OF THE FINANANCIAL STATEMENTS--THE PREPARATION OF FINANCIAL STATEMENTS IN CONFORMITY WITH SAP REQUIRES MANAGEMENT TO MAKE ESTIMATES AND ASSUMPTIONS THAT AFFECT THE REPORTED AMOUNTS OF ASSETS AND LIABILITIES. IT ALSO REQUIRES DISCLOSURE OF CONTINGENT ASSETS AND LIABILITIES AT THE DATE OF FINANCIAL STATEMENTS AND THE REPORTED AMOUNTS OF REVENUE AND EXPENSES DURING THE PERIOD. ACTUAL RESULTS CAN DIFFER FROM THOSE ESTIMATES.

1C. ACCOUNTING POLICY--PREMIUMS EARNED OVER THE TERMS OF THE RELATED INSURANCE POLICIES AND REINSURANCE CONTRACTS. UNEARNED PREMIUMS RESERVES ARE COMPUTED BY PRORATA METHODS.

EXPENSES INCURRED IN CONNECTION WITH ACQUIRING NEW BUSINESS, INCLUDING SUCH ACQUISTION COSTS SUCH AS SALES COMMISSIONS, ARE CHARGED TO OPERATIONS AS INCURRED. EXPENSES INCURRED ARE REDUCED FOR CEDING ALLOWANCES RECEIVED OR RECEIVABLE.

IN ADDITION, THE COMPANY USES THE FOLLOWING ACCOUNTING POLICIES:

- (1.) SHORT TERM INVESTMENTS ARE STATED AT AMORTIZED COST.
- (2.) BONDS ARE STATED AT AMORTIZED COST, UNLESS THE NAIC DESIGNATION IS 3 TO 6, IN WHICH CASE (LOWER OF AMORTIZED COST OR FAIR VALUE)
- (3.) COMMON STOCK AT MARKET FROM NAIC VALUATION OF SECURITIES AND PREFERRED STOCK ARE VALUED ACCORDING TO NAIC ANNUAL STATEMENT INSTRUCTIONS.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS--NONE

NOTES TO FINANCIAL STATEMENTS

3. **BUSINESS COMBINATIONS AND GOODWILL**-- NOT APPLICABLE.

4. **DISCONTINUED OPERATIONS**--NONE.

5. **INVESTMENTS**-- IN MORTGAGE LOANS INCLUDING MEZZANINE REAL ESTATE LOANS, DEBT RESTRUCTURING, REVERSE MORTGAGES, LOAN-BACKED SECURITIES, AND REPURCHASE AGREEMENTS--NONE.

6. **JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES**--NONE.

7. **INVESTMENT INCOME** -- THERE WAS NO INVESTMENT INCOME DUE AND ACCRUED THAT WAS NOT ADMITTED ON THE FINANCIAL STATEMENTS.

8. **DERIVATIVE INSTRUMENTS**-- NONE.

9. **INCOME TAXES**--DEFERRED TAX ASSETS WERE CALCULATED AS FOLLOWS:

	book	tax	difference
1. discounted unpaid loss reserves:	20,320,768	18,434,591	1,886,177
2. unearned premium:	9,801,814	7,841,151	1,960,663
3. depreciation:	165,954	165,594	0
4. unused realized capital loss(carryover) carryback:	0	0	0
			3,846,840
@ .34		DTA (admitted) :	1,307,926

FEDERAL INCOME TAX ALLOCATION--FETTEROLF GROUP INC, AS A PARENT OF MID-CONTINENT IS RESPONSIBLE FOR THE REMITTANCE OF ALL ESTIMATED AND FINAL TAX PAYMENTS TO THE INTERNAL REVENUE SERVICE.

MID-CONTINENT'S TAX COMPUTATION IS BASED ON THE APPROPRIATE EFFECTIVE TAX RATE ON A CONSOLIDATED BASIS MULTIPLIED BY MID-CONTINENT'S TAXABLE INCOME. MID-CONTINENT, IN TURN WILL REIMBURSE THE FETTEROLF GROUP FOR THIS AMOUNT ON A QUARTERLY BASIS, OR WHEN PAYMENT IS DUE.

10. **INFORMATION CONCERNING PARENT, SUBDIARIES AND AFFILIATES** -- ALL STOCK EXCEPT DIRECTOR'S QUALIFYING SHARES HELD BY THE FETTEROLF GROUP INC 97.9% , AND WOODBINE PROPERTIES, A PARTNERSHIP 2.1%. TRANSACTIONS WITH AFFILIATES -- CASH DIVIDENDS- 0. VALUE OF INVESTMENTS IN AFFILIATES -- NONE. AFFILIATE CONTINGENT EXPOSURE -- NONE. MANAGEMENT CHARGE FOR INVESTMENT MANAGEMENT FEE--\$197,164 --IN 2008. COST SHARING ARRANGEMENT -- NONE.

REPURCHASE 71,111 SHARES OF MID-CONTINENT INSURANCE COMPANY STOCK. PER THE BOARD OF DIRECTORS RESOLUTION AT A SPECIAL VOTE TAKEN ON SEPTEMBER 24, 2002, THE 71,111 SHARES OF COMMON STOCK ARE TO BE REDEEMED AT A PRICE OF \$112.50 PER SHARE TO BE PAID IN CASH, WITH A TOTAL REDEMPTION PRICE OF \$7,999,987.50, AND ARE TO BE HELD BY MID-CONTINENT AS TREASURY STOCK. DATE OF REPURCHASE 12/27/2002. ALSO 11,077 SHARES OF COMMON STOCK WERE REDEEMED AT REDEMPTION PRICE OF \$135.41 PER SHARE WITH A TOTAL REDEMPTION PRICE OF \$1,499,936.57 EFFECTIVE 12/01/2004.

11. **DEBT**--NONE.

12. **RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POST-RETIREMENT BENEFITS PLANS.**
THE COMPANY HAS PROVIDED A 401K PLAN EFFECTIVE 1986.

13. **CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS.**
THE MAXIMUM AMOUNT OF DIVIDENDS, WHICH CAN BE PAID BY THE STATE OF PENNSYLVANIA INSURANCE COMPANIES TO SHAREHOLDERS WITHOUT PRIOR APPROVAL OF THE INSURANCE COMMISSIONER IS SUBJECT TO LIMITS IMPOSED BY PA. INSURANCE STATUTE. THE COMPANY HAS NO PREFERRED STOCK OUTSTANDING.

14. **CONTINGENCIES**-- NONE.

15. **LEASES-**

(2) FOR LEASES HAVING INITIAL OR REMAINING LEASE TERMS IN EXCESS OF ONE YEAR: -- OFFICE LEASE AGREEMENT:

2/1/2008 THRU 1/31/2009	\$2,680 PER MONTH
2/1/2009 THRU 1/31/2010	\$2,174 PER MONTH
2/1/2010 THRU 1/31/2011	\$2,219 PER MONTH
2/1/2012 THRU 1/31/2012	\$2,264 PER MONTH
2/1/2013 THRU 1/31/2013	\$2,310 PER MONTH

16. **INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATION OF CREDIT RISK**--NONE.

NOTES TO FINANCIAL STATEMENTS

17. **SALE, TRANSFER OF SERVICING FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES**-- NONE.
18. **GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED A&H PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS**--NONE.
19. **DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS**-- NONE.
20. **OTHER ITEMS**--EXTRAORDINARY ITEMS, TROUBLED DEBT RESTRUCTURING DEBTORS, OTHER DISCLOSURES--NONE.
21. **EVENTS SUBSEQUENT**--NONE.
22. **REINSURANCE**
 - A. UNSECURED REINSURANCE RECOVERABLE--NONE.
 - B. REINSURANCE RECOVERABLE IN DISPUTE--NONE.
 - C. REINSURANCE ASSUMED--NONE; REINSURANCE CEDED--REINSURANCE PREMIUM RESERVE: 0; MAXIMUM AMOUNT OF RETURNED COMMISSION IF ALL POLICIES CANCELLED: 0. EFFECTIVE 1/1/2004 COMPANY USES EXCESS TREATY. RETENTION OF 50,000 ALL LINES EXCEPT PRIVATE PASSENGER PHYSICAL DAMAGE AND SURETY. FOR 2006 90,000 RETENTION ON LOSSES WITH DATE OF LOSS 2006. FOR 2007 100,000 RETENTION. FOR 2008 100,000 RETENTION. FOR 2009 125,000 RETENTION.
 - D. UNCOLLECTIBLE REINSURANCE--NONE.
 - E. COMMUATION OF CEDED REINSURANCE--NONE.
 - F. RETROACTIVE REINSURANCE--NONE.
23. **RETROSPECTIVELY RATED CONTRACTS**--NONE.
24. **CHANGE IN INCURRED LOSSES AND ADJUSTMENT EXPENSES**-- NONE.
25. **INTERCOMPANY POOLING ARRANGEMENTS**--NONE.
26. **STRUCTURED SETTLEMENTS**--NONE.
27. **HEALTH CARE RECEIVABLES**--NOT APPLICABLE.
28. **PARTICIPATING POLICIES**--NONE.
29. **PREMIUM DEFICIENCY RESERVES**--NONE.
30. **HIGH DEDUCTIBLES**--NOT APPLICABLE.
31. **DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES**--NONE.
32. **ASBESTOSIS/ENVIRONMENTAL RESERVES**-NONE
33. **SUBSCRIBER SAVINGS ACCOUNTS**-NOT APPLICABLE.
34. **MULTIPLE CROP INSURANCE**-NOT APPLICABLE.

GENERAL INTERROGATORIES

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

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 [X]

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 [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 [] No [X]
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 [] N/A [X]
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. _____ 12/31/2007

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. _____ 12/31/2007

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). _____ 06/23/2009

6.4 By what department or departments?
 Pennsylvania Insurance Department

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 [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$ _____

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 [] No [X]

14.2 If yes, please complete the following:

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

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 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
ALIGNED PARTNERS TRUYST CO	707 GRANT ST 2008 GULFTOWER, PITTSBURGH PA

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
0	ALIGNED PARTNERS TRUST	PITTSBURGH, PA
0	BPU	PITTSBURGH, PA
0	JP MORGAN	NEW YORK, NY
0	FIDELITY	NEW YORK, NY

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

Yes 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 [] N/A [X]
 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 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
.....
.....
.....
TOTAL		

NONE Schedule F

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date
1. Alabama	AL	N					
2. Alaska	AK	N					
3. Arizona	AZ	N					
4. Arkansas	AR	N					
5. California	CA	N					
6. Colorado	CO	N					
7. Connecticut	CT	N					
8. Delaware	DE	N					
9. District of Columbia	DC	N					
10. Florida	FL	N					
11. Georgia	GA	N					
12. Hawaii	HI	N					
13. Idaho	ID	N					
14. Illinois	IL	N					
15. Indiana	IN	L	9,764	37,934		9,705	104,268
16. Iowa	IA	N					(4,682)
17. Kansas	KS	N					
18. Kentucky	KY	N					
19. Louisiana	LA	N					
20. Maine	ME	N					
21. Maryland	MD	L	551,189	608,282	183,727	571,232	2,605,331
22. Massachusetts	MA	N					1,936,688
23. Michigan	MI	N					
24. Minnesota	MN	N					
25. Mississippi	MS	N					
26. Missouri	MO	N					
27. Montana	MT	N					
28. Nebraska	NE	N					
29. Nevada	NV	N					
30. New Hampshire	NH	N					
31. New Jersey	NJ	N					
32. New Mexico	NM	N					
33. New York	NY	N					
34. North Carolina	NC	N					
35. North Dakota	ND	N					
36. Ohio	OH	L	551,443	758,132	434,146	246,958	3,055,105
37. Oklahoma	OK	N					1,719,477
38. Oregon	OR	N					
39. Pennsylvania	PA	L	7,537,496	9,950,432	7,031,712	8,514,375	28,762,805
40. Rhode Island	RI	N					26,585,544
41. South Carolina	SC	N					
42. South Dakota	SD	N					
43. Tennessee	TN	N					
44. Texas	TX	N					
45. Utah	UT	N					
46. Vermont	VT	N					
47. Virginia	VA	N					
48. Washington	WA	N					
49. West Virginia	WV	N					
50. Wisconsin	WI	N					
51. Wyoming	WY	N					
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. U.S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N					
58. Aggregate Other Alien	OT	X X X					
59. Totals	(a) 4		8,649,892	11,354,780	7,649,585	9,342,270	34,527,509
							30,237,027

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

NONE

(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

NAIC Group Code	Group Name	NAIC Company Code	State of Domicile	Federal ID Number	Company Name
0000	MID-CONTINENT INSURANCE CO	11932	PA	25-1212201	MID-CONTINENT INSURANCE COMPANY
0000	FETTEROLF GROUP INC	00000	PA	25-1312447	THE FETTEROLF GROUP INC

PART 1 – LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire	310,420	45,259	14.6	19.1
2. Allied lines	120,719	433,588	359.2	247.1
3. Farmowners multiple peril				
4. Homeowners multiple peril	229,000	478,498	209.0	88.1
5. Commercial multiple peril	5,430,882	6,473,500	119.2	100.3
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	71,899	11,002	15.3	11.1
10. Financial guaranty				
11.1 Medical professional liability-occurrence				
11.2 Medical professional liability-claims made				
12. Earthquake				
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation				
17.1 Other liability-occurrence	2,608,651	1,900,483	72.9	122.1
17.2 Other liability-claims made				
18.1 Products liability-occurrence				
18.2 Products liability-claims made				
19.1, 19.2 Private passenger auto liability				
19.3, 19.4 Commercial auto liability				
21. Auto physical damage	796,975	438,493	55.0	33.9
22. Aircraft (all perils)				
23. Fidelity				
24. Surety	3,003	1,910	63.6	
26. Burglary and theft				
27. Boiler and machinery				
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	9,571,549	9,782,733	102.2	96.6

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)			

NONE**PART 2 – DIRECT PREMIUMS WRITTEN**

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire	140,231	289,283	390,018
2. Allied lines	9,508	46,071	55,389
3. Farmowners multiple peril			
4. Homeowners multiple peril	86,237	194,597	236,683
5. Commercial multiple peril	2,408,236	4,698,921	6,413,377
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	31,012	67,845	101,436
10. Financial guaranty			
11.1 Medical professional liability-occurrence			
11.2 Medical professional liability-claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	1,500,363	2,719,698	3,284,658
17.2 Other liability-claims made			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1, 19.2 Private passenger auto liability			
19.3, 19.4 Commercial auto liability			
21. Auto physical damage	345,110	633,257	886,057
22. Aircraft (all perils)			
23. Fidelity			
24. Surety		220	(12,838)
26. Burglary and theft			
27. Boiler and machinery			
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	4,520,697	8,649,892	11,354,780

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)			

NONE

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2009 Loss and LAE Payments on Claims Reported as of Prior Year-End	2009 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2009 Loss and LAE Payments (Cols 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss & LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 - 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 - 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2006 + prior	4,704	1,437	6,141	1,626		1,626	2,521	160	143	2,824	(557)	(1,134)	(1,691)
2. 2007	2,436	2,466	4,902	504	11	515	2,711	1,009	1,358	5,078	779	(88)	691
3. Subtotals 2007 + prior	7,140	3,903	11,043	2,130	11	2,141	5,232	1,169	1,501	7,902	222	(1,222)	(1,000)
4. 2008	4,625	3,063	7,688	1,076	168	1,244	3,861	885	2,501	7,247	312	491	803
5. Subtotals 2008 + prior	11,765	6,966	18,731	3,206	179	3,385	9,093	2,054	4,002	15,149	534	(731)	(197)
6. 2009	X X X	X X X	X X X	X X X	2,309	2,309	X X X	2,755	3,145	5,900	X X X	X X X	X X X
7. Totals	11,765	6,966	18,731	3,206	2,488	5,694	9,093	4,809	7,147	21,049	534	(731)	(197)

8. Prior Year-End Surplus As Regards Policyholders

12,989

Col. 11, Line 7	Col. 12, Line 7	Col. 13, Line 7
As % of Col. 1, Line 7	As % of Col. 2, Line 7	As % of Col. 3, Line 7
1. <u>4.539</u>	2. <u>-10.494</u>	3. <u>-1.052</u>
Col. 13, Line 7 Line 8		
		4. <u>-1.517</u>

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.

	<u>Response</u>
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?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

Bar Code:



OVERFLOW PAGE FOR WRITE-INS

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		
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)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

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		
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)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

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	27,037,485	32,662,645
2. Cost of bonds and stocks acquired	3,755,019	13,211,596
3. Accrual of discount		41,291
4. Unrealized valuation increase (decrease)	1,155,233	(3,459,828)
5. Total gain (loss) on disposals	(763,864)	(276,655)
6. Deduct consideration for bonds and stocks disposed of	4,172,532	15,080,413
7. Deduct amortization of premium		61,151
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)	27,011,341	27,037,485
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	27,011,341	27,037,485

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)	18,045,241	1,477,913	1,416,530		18,045,241	18,106,624		18,812,472
2. Class 2 (a)	203,418				203,418	203,418		203,418
3. Class 3 (a)	47,120		148,332	101,212	47,120			47,120
4. Class 4 (a)	25,500		30,649	5,149	25,500			25,500
5. Class 5 (a)								
6. Class 6 (a)	1,394				1,394	1,394		1,394
7. Total Bonds	18,322,673	1,477,913	1,595,511	106,361	18,322,673	18,311,436		19,089,904
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	18,322,673	1,477,913	1,595,511	106,361	18,322,673	18,311,436		19,089,904

(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 \$; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	1,201,478	X X X	1,201,478	3,063	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,833,203	1,642,606
2. Cost of short-term investments acquired		1,190,597
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	1,631,725	
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)	1,201,478	2,833,203
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,201,478	2,833,203

NONE Schedule DB - Part F - Section 1

NONE Schedule DB - Part F - Section 2

NONE Schedule E Verification

NONE Schedule A - Part 2 and 3

NONE Schedule B - Part 2 and 3

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)
912810-EC-8	US TREASURY BOND		04/28/2009	Fidelity		147,942	100,000.00	1,790	1FE
3133XM-Q8-7	FEDERAL HOME LOAN BANK		05/07/2009	Fidelity		216,863	200,000.00	4,833	1FE
31394P-4P-5	FEDERAL HOME LOAN MORTGAGE CORP		05/14/2009	Fidelity		317,645	300,000.00	900	1FE
912810-ED-6	US TREASURY BOND		06/01/2009	Fidelity		271,075	200,000.00	4,803	1FE
912810-EH-7	US TREASURY BOND		06/26/2009	Fidelity		272,302	200,000.00	5,830	1FE
0399999	Total Bonds U. S. Government				X X X	1,225,827	1,000,000.00	18,156	X X X
91159H-GR-5	US BANCORP NOTE		05/11/2009	Fidelity		20,016	20,000.00		1FE
594918-AB-0	MICROSOFT CORP NOTE		05/18/2009	Fidelity		39,981	40,000.00		1FE
931142-CQ-4	WAL MART STORES INC		05/15/2009	Fidelity		75,010	75,000.00		1FE
05949A-WE-6	BANK OF AMERICA MTG SER 2004-9 CL 3A1		06/02/2009	Fidelity		91,595	92,442.12	67	1FE
377372-AA-5	GLAXOSMITHKLINE CAP INC GTD NT		06/05/2009	Fidelity		25,484	25,000.00	167	1FE
3899999	Total Bonds Industrial and Miscellaneous (Unaffiliated)				X X X	252,086	252,442.12	234	X X X
8399997	Total Bonds Part 3				X X X	1,477,913	1,252,442.12	18,390	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	1,477,913	1,252,442.12	18,390	X X X
086233-10-3	BERWYN FD INC		04/29/2009	Fidelity		226.064	3,941		L
277911-65-7	EATON VANCE TAX MGD VALUE CL A		04/29/2009	Fidelity		1,421.808	17,716		L
829797-10-9	SIT LARGE CAP GROWTH		04/29/2009	Fidelity		23,980.087	741,464		L
476313-10-1	JENSEN PORTFOLIO CLASS J		04/29/2009	Fidelity		328.419	6,237		L
72366V-10-8	PIONEER EQUITY INCOME CL A		04/29/2009	Fidelity		3,745.488	66,820		L
9099999	Total Common Stock Industrial and Miscellaneous (Unaffiliated)				X X X	836,178	X X X		X X X
9799997	Total Common Stock Part 3				X X X	836,178	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	836,178	X X X		X X X
9899999	Total Preferred and Common Stock				X X X	836,178	X X X		X X X
9999999	Totals				X X X	2,314,091	X X X	18,390	X X X

E4

(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 Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31296L-VN-8	Federal Home Loan Mortgage Corp Poo		04/15/2009	Principal Payment		6,943	6,942.96	7,069	7,069						7,069		(126)	(126)		08/01/2033	1
3133TE-R5-5	FHLM Corp Series 2073		04/15/2009	Principal Payment		5,000	4,999.84	5,094	5,094						5,094		(94)	(94)		07/15/2028	1
3133TL-BA-5	Federal Home Loan Mortgage Corp Ser		04/15/2009	Principal Payment		7,562	7,562.47	7,624	7,624						7,624		(62)	(62)		06/15/2029	1
31395W-B9-7	FHLMC Series 3001		04/15/2009	Principal Payment		2,473	2,473.28	2,409	2,409						2,409		65	65		06/15/2033	1
36200D-PL-1	Govt National Mortgage Assn Pool #598		04/15/2009	Principal Payment		2,773	2,772.50	2,787	2,787						2,787		(14)	(14)		03/15/2018	1
31371K-S7-7	Federal National Mortgage Assn Pool #		04/25/2009	Principal Payment		10,896	10,895.82	10,918	10,918						10,918		(23)	(23)		09/01/2017	1
31371L-DQ-9	Federal National Mortgage Assn Pool #		04/25/2009	Principal Payment		4,929	4,928.86	4,914	4,914						4,914		15	15		11/25/2033	1
31384V-QB-1	Federal National Mortgage Assn Pool #		04/25/2009	Principal Payment		8,991	8,990.64	9,210	9,210						9,210		(220)	(220)		12/01/2028	1
31394E-FT-0	Federal National Mortgage Assn Ser 20		04/25/2009	Principal Payment		7,277	7,277.01	7,115	7,115						7,115		162	162		06/01/2035	1
31406V-4A-1	Federal Nat'l Mtg Assn Gtd Mtg Passthr		04/25/2009	Principal Payment		7,711	7,710.57	7,611	7,611						7,611		99	99		06/01/2035	1
31296L-VN-8	Federal Home Loan Mortgage Corp Poo		05/15/2009	Principal Payment		793	793.15	808	808						808		(14)	(14)		08/01/2033	1
3133TE-R5-5	FHLM Corp Series 2073		05/15/2009	Principal Payment		2,574	2,573.82	2,622	2,622						2,622		(49)	(49)		07/15/2028	1
3133TL-BA-5	Federal Home Loan Mortgage Corp Ser		05/15/2009	Principal Payment		8,429	8,428.85	8,498	8,498						8,498		(69)	(69)		06/15/2029	1
31395W-B9-7	FHLMC Series 3001		05/15/2009	Principal Payment		2,482	2,482.36	2,417	2,417						2,417		65	65		06/15/2033	1
36200D-PL-1	Govt National Mortgage Assn Pool #598		05/15/2009	Principal Payment		4,113	4,112.63	4,133	4,133						4,133		(21)	(21)		03/15/2018	1
31371K-S7-7	Federal National Mortgage Assn Pool #		05/25/2009	Principal Payment		8,815	8,815.44	8,834	8,834						8,834		(18)	(18)		09/01/2017	1
31371L-DQ-9	Federal National Mortgage Assn Pool #		05/25/2009	Principal Payment		5,071	5,071.08	5,056	5,056						5,056		15	15		11/25/2033	1
31384V-QB-1	Federal National Mortgage Assn Pool #		05/25/2009	Principal Payment		6,613	6,612.52	6,774	6,774						6,774		(162)	(162)		12/01/2028	1
31394E-FT-0	Federal National Mortgage Assn Ser 20		05/25/2009	Principal Payment		6,517	6,516.64	6,371	6,371						6,371		145	145		06/01/2035	1
31406V-4A-1	Federal Nat'l Mtg Assn Gtd Mtg Passthr		05/25/2009	Principal Payment		9,461	9,461.23	9,131	9,131						9,131		330	330		06/01/2035	1
31296L-VN-8	Federal Home Loan Mortgage Corp Poo		06/15/2009	Principal Payment		11,577	11,576.79	11,787	11,787						11,787		(210)	(210)		08/01/2033	1
3133TE-R5-5	FHLM Corp Series 2073		06/15/2009	Principal Payment		2,295	2,294.74	2,338	2,338						2,338		(43)	(43)		07/15/2028	1
3133TL-BA-5	Federal Home Loan Mortgage Corp Ser		06/15/2009	Principal Payment		8,926	8,926.09	8,999	8,999						8,999		(73)	(73)		06/15/2029	1
31395W-B9-7	FHLMC Series 3001		06/15/2009	Principal Payment		2,488	2,487.99	2,423	2,423						2,423		65	65		06/15/2033	1
36200D-PL-1	Govt National Mortgage Assn Pool #598		06/15/2009	Principal Payment		2,807	2,806.91	2,821	2,821						2,821		(14)	(14)		03/15/2018	1
31371K-S7-7	Federal National Mortgage Assn Pool #		06/25/2009	Principal Payment		8,393	8,393.22	8,411	8,411						8,411		(17)	(17)		09/01/2017	1
31371L-DQ-9	Federal National Mortgage Assn Pool #		06/25/2009	Principal Payment		5,360	5,360.34	5,344	5,344						5,344		16	16		11/25/2033	1
31384V-QB-1	Federal National Mortgage Assn Pool #		06/25/2009	Principal Payment		7,273	7,272.60	7,450	7,450						7,450		(178)	(178)		12/01/2028	1
31394E-FT-0	Federal National Mortgage Assn Ser 20		06/25/2009	Principal Payment		5,316	5,316.35	5,198	5,198						5,198		119	119		06/01/2035	1
31406V-4A-1	Federal Nat'l Mtg Assn Gtd Mtg Passthr		06/25/2009	Principal Payment		12,359	12,359.24	12,208	12,208						12,208		151	151		06/01/2035	1
0399999	Total - Bonds - U.S. Governments				X X X	186,217	186,215.94	186,374	186,374						186,374		(160)	(160)		X X X	X X X
542391-CA-3	Long Beach Auto Rec Ser		04/15/2009	Principal Payment		5,522	5,522.43	5,254	5,254						5,254		268	268		04/15/2012	1
604129-ER-3	Minnesota St 5.0% 11-01-2010		05/05/2009	Fidelity		112,348	110,000.00	118,583	112,617						112,617		(269)	(269)	2,857	11/01/2010	1FE
60636P-PM-6	Missouri St Environmental Impt & Energ		05/05/2009	Fidelity		152,340	145,000.00	149,092	146,765						146,765		5,575	5,575	7,110	07/01/2014	1FE
76218M-HB-8	Rhode Island Clean Wtr Protn Fin Agy		05/05/2009	Fidelity		261,920	250,000.00	269,735	260,037						260,037		1,883	1,883	7,535	10/01/2014	1FE
542391-CA-3	Long Beach Auto Rec Ser		05/15/2009	Principal Payment		5,376	5,375.72	5,114	5,114						5,114		261	261		04/15/2012	1
56036Y-DB-8	Main Street Natural Gas Inc GA		05/27/2009	Fidelity		459,855	500,000.00	510,855	509,608						509,608		(49,753)	(49,753)	18,375	09/15/2020	1FE

(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 CUSIP Ident- ification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consid- eration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	10 Change in Book/Adjusted Carrying Value					11 Book/ Adjusted Carrying Value at Disposal Date	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Bond Interest/ Stock Dividends Received During Year	16 Maturity Date	17 NAIC Desig- nation or Market Indicator (a)
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ 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.							
542391-CA-3	Long Beach Auto Rec Ser	06/15/2009	Principal Payment		5,146	5,145.73	4,896	4,896					4,896		250	250		04/15/2012	1	
1799999	U.S. Total - Bonds - States, Territories and Possessions			X X X	1,002,507	1,021,043.88	1,063,529	1,044,291					1,044,291		(41,785)	(41,785)	35,877	X X X	X X X	
92975U-AX-9	Wachovia Auto Owner Ser 2005-B CL A	04/08/2009	Fidelity		201,582	200,000.00	170,020	176,649					176,649		24,933	24,933	2,958	11/20/2012	1FE	
45031U-AH-4	ISTAR Financial 5.7% 3-1-14	04/22/2009	Fidelity		14,960	41,000.00	37,746	12,710	27,165				39,875		(24,915)	(24,915)	1,500	07/15/2017	3FE	
45031U-AH-4	ISTAR Financial 5.7% 3-1-14	04/22/2009	Fidelity		25,541	70,000.00	69,494	21,700	46,881				68,581		(43,040)	(43,040)	2,560	07/15/2017	3FE	
45031U-AH-4	ISTAR Financial 5.7% 3-1-14	04/22/2009	Fidelity		14,960	41,000.00	40,435	12,710	27,166				39,876		(24,916)	(24,916)	1,500	07/15/2017	3FE	
23322B-MZ-8	DLJ Commercial Mtg Corp Ser 2000-CK	04/10/2009	Principal Payment		4,801	4,800.82	4,614	4,614					4,614		187	187		08/10/2010	1	
201730-AC-2	Commercial Mtg Asset Tr Ser 199-C1	04/17/2009	Principal Payment		481	481.38	484	484					484		(3)	(3)		09/17/2010	1	
03072S-LD-5	Ameriquest Mtg Sec	04/25/2009	Principal Payment		4,328	4,328.13	3,729	3,729					3,729		599	599		11/25/2033	1	
55265K-LZ-0	Master Asset Sec Tt Ser 2002-7 CL 1A1	04/25/2009	Principal Payment		6,624	6,624.17	5,979	5,979					5,979		645	645		11/25/2017	1	
23322B-MZ-8	DLJ Commercial Mtg Corp Ser 2000-CK	05/10/2009	Principal Payment		258	257.61	248	248					248		10	10		08/10/2010	1	
22540A-6G-8	CS First Boston Mtg Ser 2001-CP4 CL	05/15/2009	Principal Payment		10	10.43	10	10					10					12/15/2035	1	
201730-AC-2	Commercial Mtg Asset Tr Ser 199-C1	05/17/2009	Principal Payment		1,283	1,283.02	1,292	1,292					1,292		(8)	(8)		09/17/2010	1	
03072S-LD-5	Ameriquest Mtg Sec	05/25/2009	Principal Payment		4,158	4,158.01	3,658	3,658					3,658		500	500		11/25/2033	1	
55265K-LZ-0	Master Asset Sec Tt Ser 2002-7 CL 1A1	05/25/2009	Principal Payment		3,976	3,976.28	3,589	3,589					3,589		387	387		11/25/2017	1	
05508R-AC-0	B&G Foods Inc - Sr 8.00% due 10-01-1	06/10/2009	Fidelity		29,380	30,000.00	31,725	25,500	5,149			5,149	30,649		(1,269)	(1,269)	1,673	10/01/2011	4FE	
23322B-MZ-8	DLJ Commercial Mtg Corp Ser 2000-CK	06/10/2009	Principal Payment		488	487.57	469	469					469		19	19		08/10/2010	1	
22540A-6G-8	CS First Boston Mtg Ser 2001-CP4 CL	06/17/2009	Principal Payment		181	181.36	180	180					180		1	1		12/15/2035	1	
201730-AC-2	Commercial Mtg Asset Tr Ser 199-C1	06/17/2009	Principal Payment		1,178	1,178.29	1,186	1,186					1,186		(8)	(8)		09/17/2010	1	
03072S-LD-5	Ameriquest Mtg Sec	06/25/2009	Principal Payment		4,112	4,112.44	3,541	3,541					3,541		571	571		11/25/2033	1	
55265K-LZ-0	Master Asset Sec Tt Ser 2002-7 CL 1A1	06/25/2009	Principal Payment		3,275	3,274.93	2,956	2,956					2,956		319	319		11/25/2017	1	
3899999	Total - Bonds - Industrial and Miscellaneous (Unaffiliated)			X X X	321,576	417,154.44	381,355	281,204	101,212	5,149		106,361	387,565		(65,988)	(65,988)	10,191	X X X	X X X	
8399997	Total - Bonds - Part 4			X X X	1,510,300	1,624,414.26	1,631,258	1,511,869	101,212	5,149		106,361	1,618,230		(107,933)	(107,933)	46,068	X X X	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	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
8399999	Total Bonds			X X X	1,510,300	1,624,414.26	1,631,258	1,511,869	101,212	5,149		106,361	1,618,230		(107,933)	(107,933)	46,068	X X X	X X X	
808509-64-0	Laudis Int'l Mktmstrs Fund Select Shares	04/29/2009	Fidelity		996.12	11,042	20,333	20,333					20,333		(9,291)	(9,291)			L	
19765J-76-4	Columbia Small Cap Value Fund	04/29/2009	Fidelity		1,071.23	9,234	12,930	12,930					12,930		(3,696)	(3,696)			L	
23339E-45-9	DWS Rref Real Estate Security Cl S	04/29/2009	Fidelity		1,805.81	17,986	37,489	37,489					37,489		(19,503)	(19,503)			L	
256206-10-3	Dodge & Cox International Stock Fund	04/29/2009	Fidelity		1,139.30	25,428	50,498	50,498					50,498		(25,070)	(25,070)			L	
315911-88-3	Spartan Ext Mkt Index	04/29/2009	Fidelity		1,006.00	23,540	36,447	36,447					36,447		(12,907)	(12,907)			L	
315912-82-4	Spartan 500 Index Fid Advantage Class	04/29/2009	Fidelity		5,795.89	351,463	347,000	359,983	(12,983)			(12,983)	347,000		4,463	4,463			L	

(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 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	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 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ 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.								
315912-82-4	Spartan 500 Index Fid Advantage Class		04/29/2009	Fidelity	349.94	21,220		21,000	21,000						21,000		220	220				L
779562-10-7	T Rowe Price New Horizon Fund		04/29/2009	Fidelity	1,390.10	26,724		43,804	43,804						43,804		(17,080)	(17,080)				L
464287-20-0	Ishares Tr S&P 500 Index Fd		04/29/2009	Fidelity	3,000.00	263,385		420,607	420,607						420,607		(157,222)	(157,222)				L
464287-20-0	Ishares Tr S&P 500 Index Fd		04/29/2009	Fidelity	3,000.00	263,963		420,607	420,607						420,607		(156,644)	(156,644)				L
464287-20-0	Ishares Tr S&P 500 Index Fd		04/29/2009	Fidelity	2,500.00	222,036		350,506	350,506						350,505		(128,469)	(128,469)				L
9099999	Total - Common Stock - Industrial and Miscellaneous (Unaffiliated)				X X X	1,236,021		1,761,221	1,774,204	(12,983)			(12,983)		1,761,220		(525,199)	(525,199)		X X X		X X X
9799997	Total - Common Stock - Part 4				X X X	1,236,021	X X X	1,761,221	1,774,204	(12,983)			(12,983)		1,761,220		(525,199)	(525,199)		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	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
9799999	Total Common Stocks				X X X	1,236,021	X X X	1,761,221	1,774,204	(12,983)			(12,983)		1,761,220		(525,199)	(525,199)		X X X		X X X
9899999	Total Preferred and Common Stocks				X X X	1,236,021	X X X	1,761,221	1,774,204	(12,983)			(12,983)		1,761,220		(525,199)	(525,199)		X X X		X X X
9999999	Totals					2,746,321	X X X	3,392,479	3,286,073	88,229	5,149		93,378		3,379,450		(633,132)	(633,132)	46,068	X X X		X X X

E052

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

NONE Schedule DB - Part A and B - Section 1

NONE Schedule DB - Part C and D - Section 1

NONE Schedule E - Part 2