

**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**

**September 30, 2009**

**PROPERTY AND CASUALTY**

**2009**



11932200920100103

QUARTERLY STATEMENT

AS OF SEPTEMBER 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 9th day of November, 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	18,442,842		18,442,842	19,089,948
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	9,667,118		9,667,118	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 (\$ 1,406,500), cash equivalents (\$ 0), and short-term investments (\$ 1,308,820)	2,715,320		2,715,320	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)	30,825,280		30,825,280	30,460,507
11. Title plants less \$ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	155,921		155,921	177,146
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	4,785,268	1,113,998	3,671,270	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	1,644,499		1,644,499	1,963,822
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts	1,088,686		1,088,686	845,283
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon	3,489,841		3,489,841	3,535,702
16.2 Net deferred tax asset	1,307,296		1,307,296	1,302,307
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	52,678		52,678	40,859
19. Furniture and equipment, including health care delivery assets (\$ 0)	152,288	152,288		
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	151,056	25,216	125,840	39,967
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	43,652,813	1,291,502	42,361,311	42,508,796
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	43,652,813	1,291,502	42,361,311	42,508,796

DETAILS OF WRITE-IN LINES				
0901.	<b>NONE</b>			
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		25,216		
2302. ins dept receivables		125,840	125,840	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)		151,056	25,216	125,840

## LIABILITIES, SURPLUS AND OTHER FUNDS

	1	2
	Current Statement Date	December 31, Prior Year
1. Losses (current accident year \$ 4,969,585)	18,112,289	15,367,811
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	3,421,070	3,362,444
4. Commissions payable, contingent commissions and other similar charges	721,704	697,306
5. Other expenses (excluding taxes, licenses and fees)	49,005	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 \$ 165,395 and including warranty reserves of \$ 0)	8,171,122	9,801,814
10. Advance premium	5,693	18,222
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	53,598	64,854
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	12,541	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)	30,547,022	29,520,003
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	30,547,022	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)	18,129,214	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)	11,814,289	12,988,793
36. Totals	42,361,311	42,508,796

DETAILS OF WRITE-IN LINES		
2301. ....		
2302. ....		
2303. ....		
2398. Summary of remaining write-ins for Line 23 from overflow page	<b>NONE</b>	
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	<b>NONE</b>	
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	<b>NONE</b>	
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
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ 12,383,507)	14,014,199	15,090,306	22,111,200
1.2 Assumed (written \$ 0)			
1.3 Ceded (written \$ 3,574,344)	3,574,344	3,771,099	5,618,916
1.4 Net (written \$ 8,809,163)	10,439,855	11,319,207	16,492,284
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 8,640,585):			
2.1 Direct	13,734,719	13,615,741	19,631,664
2.2 Assumed			
2.3 Ceded	3,798,456	5,296,622	6,447,319
2.4 Net	9,936,263	8,319,119	13,184,345
3. Loss adjustment expenses incurred	1,836,639	2,092,062	3,172,380
4. Other underwriting expenses incurred	4,220,011	4,499,631	6,539,575
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	15,992,913	14,910,812	22,896,300
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(5,553,058)	(3,591,605)	(6,404,016)
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	513,388	533,988	898,398
10. Net realized capital gains (losses) less capital gains tax of \$ 0	(799,874)	49,322	(276,655)
11. Net investment gain (loss) (Lines 9 + 10)	(286,486)	583,310	621,743
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 7,069 amount charged off \$ 121,313)	(114,244)	(130,915)	(198,673)
13. Finance and service charges not included in premiums	191,672	185,888	276,287
14. Aggregate write-ins for miscellaneous income			
15. Total other income (Lines 12 through 14)	77,428	54,973	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)	(5,762,116)	(2,953,322)	(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)	(5,762,116)	(2,953,322)	(5,704,659)
19. Federal and foreign income taxes incurred	(2,099,334)	(1,251,596)	(2,486,451)
20. Net income (Line 18 minus Line 19) (to Line 22)	(3,662,782)	(1,701,726)	(3,218,208)
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	12,988,793	19,928,659	19,928,659
22. Net income (from Line 20)	(3,662,782)	(1,701,726)	(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	2,623,403	(1,262,655)	(3,459,828)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	5,618	36,779	67,778
27. Change in nonadmitted assets	(140,743)	303,961	(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)	(1,174,504)	(2,623,641)	(6,939,866)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	11,814,289	17,305,018	12,988,793

<b>DETAILS OF WRITE-IN LINES</b>			
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
<b>Cash from Operations</b>	Current Year To Date	Prior Year Ended December 31
1. Premiums collected net of reinsurance	9,344,029	15,884,320
2. Net investment income	534,613	1,104,386
3. Miscellaneous income	77,428	77,614
4. Total (Lines 1 to 3)	9,956,070	17,066,320
5. Benefit and loss related payments	7,511,108	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	6,032,798	7,879,855
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	(1,800,000)	
10. Total (Lines 5 through 9)	11,743,906	17,626,329
11. Net cash from operations (Line 4 minus Line 10)	(1,787,836)	(560,009)
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	4,479,842	13,492,973
12.2 Stocks	2,144,752	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)	6,624,594	15,080,412
13. Cost of investments acquired (long-term only):		
13.1 Bonds	3,662,475	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)	5,544,460	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)	1,080,134	1,868,816
<b>Cash from Financing and Miscellaneous Sources</b>		
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)		
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(707,702)	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)	2,715,320	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 &amp; 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). \_\_\_\_\_ 06/24/2009 \_\_\_\_\_

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 [X] No [ ]

7.2 If yes, give full information  
Due to test criteria for foreign companies--unable to write new business in Ohio.  
.....  
.....  
.....

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	2	3	4	5	6
		Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1. Alabama	AL	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	15,223	45,420		11,357	104,268
16. Iowa	IA	N					(4,432)
17. Kansas	KS	N					
18. Kentucky	KY	N					
19. Louisiana	LA	N					
20. Maine	ME	N					
21. Maryland	MD	L	849,183	949,252	352,867	716,612	2,702,876
22. Massachusetts	MA	N					2,303,456
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	898,707	1,193,917	513,832	299,061	3,121,502
37. Oklahoma	OK	N					2,180,395
38. Oregon	OR	N					
39. Pennsylvania	PA	L	10,620,394	13,873,674	11,786,668	11,349,667	27,547,067
40. Rhode Island	RI	N					26,217,308
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		12,383,507	16,062,263	12,653,367	12,376,697	33,475,713
						30,696,727	

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	561,356	55,090	9.8	22.6
2. Allied lines	69,381	439,059	632.8	152.1
3. Farmowners multiple peril				
4. Homeowners multiple peril	333,137	468,018	140.5	76.6
5. Commercial multiple peril	7,948,076	8,460,146	106.4	81.8
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	106,151	28,294	26.7	14.6
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	3,874,826	3,665,197	94.6	107.8
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	1,149,299	617,005	53.7	37.6
22. Aircraft (all perils)				
23. Fidelity				
24. Surety	4,616	1,910	41.4	
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	14,046,842	13,734,719	97.8	82.2

DETAILS OF WRITE-INS			
3401.	<b>NONE</b>		
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

## PART 2 – DIRECT PREMIUMS WRITTEN

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire	178,991	468,274	543,326
2. Allied lines	9,612	55,683	99,939
3. Farmowners multiple peril			
4. Homeowners multiple peril	100,766	295,363	372,896
5. Commercial multiple peril	2,065,047	6,763,968	9,187,759
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	35,052	102,897	146,121
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	1,095,354	3,815,052	4,483,116
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	248,352	881,609	1,241,970
22. Aircraft (all perils)			
23. Fidelity			
24. Surety	441	661	(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	3,733,615	12,383,507	16,062,289

DETAILS OF WRITE-INS			
3401.	<b>NONE</b>		
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

**PART 3 (000 omitted)**

**LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE**

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2009 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2009 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2009 Loss and LAE Payments (Cols 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss & LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 - 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 - 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2006 + prior	4,704	1,437	6,141	2,356		2,356	1,670	261	960	2,891	(678)	(216)	(894)
2. 2007	2,436	2,466	4,902	1,005	46	1,051	3,063	1,103	2,070	6,236	1,632	753	2,385
3. Subtotals 2007 + prior	7,140	3,903	11,043	3,361	46	3,407	4,733	1,364	3,030	9,127	954	537	1,491
4. 2008	4,625	3,063	7,688	1,520	173	1,693	3,484	1,485	2,468	7,437	379	1,063	1,442
5. Subtotals 2008 + prior	11,765	6,966	18,731	4,881	219	5,100	8,217	2,849	5,498	16,564	1,333	1,600	2,933
6. 2009	X X X	X X X	X X X	X X X	3,871	3,871	X X X	3,319	1,650	4,969	X X X	X X X	X X X
7. Totals	11,765	6,966	18,731	4,881	4,090	8,971	8,217	6,168	7,148	21,533	1,333	1,600	2,933

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. 11.330	2. 22.969	3. 15.659
		Col. 13, Line 7 Line 8
		4. 22.581

## 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:**



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**OVERFLOW PAGE FOR WRITE-INS**

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**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	5,544,460	13,211,596
3. Accrual of discount		41,291
4. Unrealized valuation increase (decrease)	2,952,484	(3,459,828)
5. Total gain (loss) on disposals	(799,874)	(276,655)
6. Deduct consideration for bonds and stocks disposed of	6,624,595	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)	28,109,960	27,037,485
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	28,109,960	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
<b>BONDS</b>								
1. Class 1 (a)	18,106,624				18,045,241	18,106,624	18,106,624	18,812,472
2. Class 2 (a)	203,418				203,418	203,418	203,418	203,418
3. Class 3 (a)					47,120			47,120
4. Class 4 (a)					25,500			25,500
5. Class 5 (a)								
6. Class 6 (a)	1,394				1,394	1,394	1,394	1,394
7. Total Bonds	18,311,436				18,322,673	18,311,436	18,311,436	19,089,904
<b>PREFERRED STOCK</b>								
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	18,311,436				18,322,673	18,311,436	18,311,436	19,089,904

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(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	1,308,820	X X X	1,308,820	3,567	

## 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	1,524,383	
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)	1,308,820	2,833,203
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,308,820	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-DX-3	US TREASURY BOND		08/05/2009	Fidelity		188,974	150,000.00	2,537	1FE
31396K-CN-0	FEDERAL NATL MTG ASSN		08/12/2009	Fidelity		146,245	138,437.56	369	1FE
912833-LW-8	US TREASURY SEC STRIPPED INT PMT TINT		09/14/2009	Fidelity		149,006	300,000.00		1FE
0399999	Total Bonds U. S. Government				X X X	484,225	588,437.56	2,906	X X X
68389X-AF-2	ORACLE CORP		07/01/2009	Fidelity		50,020	50,000.00		1FE
097023-AY-1	BOEING CO.		07/23/2009	Fidelity		19,851	20,000.00		1FE
002824-AT-7	ABBOTT LABS		08/12/2009	Fidelity		54,876	50,000.00	751	1FE
2515A0-Q3-0	DEUTSCHE BANK		08/11/2009	Fidelity		29,903	30,000.00		1FE
009158-AP-1	AIR PRODUCTS & CHEMICALS		08/18/2009	Fidelity		49,984	50,000.00		1FE
05947U-4D-7	BANC OF AMERICA		08/20/2009	Fidelity		94,020	100,000.00	357	1FE
26442E-AA-8	DUKE ENERGY OHIO INC.		08/20/2009	Fidelity		53,833	50,000.00	1,151	1FE
744448-CB-5	PUBLIC SERVICE COLRD		08/20/2009	Fidelity		55,268	50,000.00	193	1FE
67755C-YG-8	OHIO ST BLDG AUTH ST FACS REF BDS		09/03/2009	Fidelity		456,266	420,000.00		1FE
161542-CP-8	CHASE FUNDING LN ACQ SER 2003-C1 CL 1A5		09/08/2009	Fidelity		84,719	99,063.09	94	1FE
341081-EZ-6	FLORIDA POWER & LT NOTE		09/15/2009	Fidelity		43,540	40,000.00	845	1FE
822582-AJ-1	SHELL INTERNATIONAL FIN		09/15/2009	Fidelity		99,674	100,000.00		1FE
617451-CR-8	MORGAN STANLEY SER 2006-T21		09/18/2009	Fidelity		118,711	125,000.00	394	1FE
61745M-5G-4	MORGAN STANLEY CAP I SER 2005-T19 CL A4A		09/22/2009	Fidelity		94,551	100,000.00	326	1FE
3899999	Total Bonds Industrial and Miscellaneous (Unaffiliated)				X X X	1,305,216	1,284,063.09	4,111	X X X
8399997	Total Bonds Part 3				X X X	1,789,441	1,872,500.65	7,017	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	1,789,441	1,872,500.65	7,017	X X X
9999999	Totals				X X X	1,789,441	X X X	7,017	X X X

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(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.							
31296L-VN-8	Federal Home Loan Mortgage Corp Poo	07/15/2009	Principal Payment			8,109	8,109.07	8,256	8,256					8,256		(147)	(147)	08/01/2033	1	
3133TE-R5-5	FHLM Corp Series 2073	07/15/2009	Principal Payment			3,186	3,185.76	3,246	3,246					3,246		(60)	(60)	07/15/2028	1	
3133TL-BA-5	Federal Home Loan Mortgage Corp Ser	07/15/2009	Principal Payment			7,308	7,307.81	7,368	7,368					7,368		(60)	(60)	06/15/2029	1	
31395W-B9-7	FHLMC Series 3001	07/15/2009	Principal Payment			2,494	2,494.47	2,429	2,429					2,429		65	65	06/15/2033	1	
36200D-PL-1	Govt National Mortgage Assn Pool #598	07/15/2009	Principal Payment			2,821	2,820.97	2,835	2,835					2,835		(14)	(14)	03/15/2018	1	
31371K-S7-7	Federal National Mortgage Assn Pool #	07/25/2009	Principal Payment			8,194	8,193.54	8,211	8,211					8,211		(17)	(17)	09/01/2017	1	
31371L-DQ-9	Federal National Mortgage Assn Pool #	07/25/2009	Principal Payment			4,697	4,697.17	4,683	4,683					4,683		14	14	11/25/2033	1	
31384V-QB-1	Federal National Mortgage Assn Pool #	07/25/2009	Principal Payment			5,814	5,814.16	5,956	5,956					5,956		(142)	(142)	12/01/2028	1	
31394E-FT-0	Federal National Mortgage Assn Ser 20	07/25/2009	Principal Payment			5,289	5,288.89	5,171	5,171					5,171		118	118	06/01/2035	1	
31406V-4A-1	Federal Nat'l Mtg Assn Gtd Mtg Passthr	07/25/2009	Principal Payment			8,173	8,173.18	8,073	8,073					8,073		100	100	06/01/2035	1	
31296L-VN-8	Federal Home Loan Mortgage Corp Poo	08/15/2009	Principal Payment			8,491	8,490.68	8,645	8,645					8,645		(154)	(154)	08/01/2033	1	
3133TE-R5-5	FHLM Corp Series 2073	08/15/2009	Principal Payment			2,899	2,898.82	2,954	2,954					2,954		(55)	(55)	07/15/2028	1	
3133TL-BA-5	Federal Home Loan Mortgage Corp Ser	08/15/2009	Principal Payment			6,614	6,614.44	6,669	6,669					6,669		(54)	(54)	06/15/2029	1	
31395W-B9-7	FHLMC Series 3001	08/15/2009	Principal Payment			2,504	2,504.01	2,438	2,438					2,438		66	66	06/15/2033	1	
36200D-PL-1	Govt National Mortgage Assn Pool #598	08/15/2009	Principal Payment			4,493	4,492.88	4,516	4,516					4,516		(23)	(23)	03/15/2018	1	
31371K-S7-7	Federal National Mortgage Assn Pool #	08/25/2009	Principal Payment			6,650	6,649.83	6,664	6,664					6,664		(14)	(14)	09/01/2017	1	
31371L-DQ-9	Federal National Mortgage Assn Pool #	08/25/2009	Principal Payment			4,958	4,958.32	4,969	4,969					4,969		(10)	(10)	11/25/2033	1	
31384V-QB-1	Federal National Mortgage Assn Pool #	08/25/2009	Principal Payment			7,438	7,438.28	7,620	7,620					7,620		(182)	(182)	12/01/2028	1	
31394E-FT-0	Federal National Mortgage Assn Ser 20	08/25/2009	Principal Payment			5,262	5,261.55	5,144	5,144					5,144		117	117	06/01/2035	1	
31406V-4A-1	Federal Nat'l Mtg Assn Gtd Mtg Passthr	08/25/2009	Principal Payment			8,765	8,764.97	8,658	8,658					8,658		107	107	06/01/2035	1	
912810-DX-3	U.S. TREASURY BOND	09/24/2009	Fidelity			12,816	10,000.00	12,598	12,598					12,598		218	218	11/15/2016	1FE	
31296L-VN-8	Federal Home Loan Mortgage Corp Poo	09/15/2009	Principal Payment			753	752.83	767	767					767		(14)	(14)	08/01/2033	1	
3133TE-R5-5	FHLM Corp Series 2073	09/15/2009	Principal Payment			2,037	2,037.38	2,076	2,076					2,076		(39)	(39)	07/15/2028	1	
3133TL-BA-5	Federal Home Loan Mortgage Corp Ser	09/15/2009	Principal Payment			4,956	4,956.38	4,997	4,997					4,997		(41)	(41)	06/15/2029	1	
31395W-B9-7	FHLMC Series 3001	09/15/2009	Principal Payment			2,524	2,524.08	2,458	2,458					2,458		66	66	06/15/2033	1	
36200D-PL-1	Govt National Mortgage Assn Pool #598	09/15/2009	Principal Payment			2,858	2,857.54	2,872	2,872					2,872		(14)	(14)	03/15/2018	1	
31371K-S7-7	Federal National Mortgage Assn Pool #	09/25/2009	Principal Payment			8,367	8,366.91	8,384	8,384					8,384		(17)	(17)	09/01/2017	1	
31371L-DQ-9	Federal National Mortgage Assn Pool #	09/25/2009	Principal Payment			3,442	3,442.45	3,432	3,432					3,432		11	11	11/25/2033	1	
31384V-QB-1	Federal National Mortgage Assn Pool #	09/25/2009	Principal Payment			4,114	4,113.92	4,215	4,215					4,215		(101)	(101)	12/01/2028	1	
31394E-FT-0	Federal National Mortgage Assn Ser 20	09/25/2009	Principal Payment			5,234	5,234.36	5,118	5,118					5,118		117	117	06/01/2035	1	
31396K-CN-0	FEDERAL NATIONAL MORTGAGE AS	09/25/2009	Principal Payment			1,555	1,554.58	1,642	1,642					1,642		(88)	(88)	08/25/2036	1	
31406V-4A-1	Federal Nat'l Mtg Assn Gtd Mtg Passthr	09/25/2009	Principal Payment			5,304	5,303.71	5,239	5,239					5,239		65	65	06/01/2035	1	
0399999	Total - Bonds - U.S. Governments				X X X	168,119	165,302.94	168,303	168,303					168,303		(182)	(182)	271	X X X	X X X
542391-CA-3	Long Beach Auto Rec Ser	07/15/2009	Principal Payment			5,188	5,188.09	4,936	4,936					4,936		252	252	04/15/2012	1	
29270C-PY-5	Energy Northwest Wash Elec	08/05/2009	Fidelity			561,870	500,000.00	534,785	524,076					524,076		37,794	37,794	27,708	07/01/2013	1FE
542391-CA-3	Long Beach Auto Rec Ser	09/15/2009	Principal Payment			5,157	5,156.55	4,906	4,906					4,906		251	251	04/15/2012	1	
64983W-8N-9	New York St Univ Dorm Auth	09/10/2009	Fidelity			485,323	450,000.00	479,882	476,234					476,234		9,089	9,089	19,688	11/15/2023	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	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.							
70917N-DQ-4	Pennsylvania St Higher Edl Facs Authre		09/24/2009	Fidelity		213,613	210,000.00	207,221	208,921						208,921		4,692	4,692	12,801	08/01/2013	1FE
1799999	U.S. Total - Bonds - States, Territories and Possessions				X X X	1,271,151	1,170,344.64	1,231,730	1,219,073						1,219,073		52,078	52,078	60,197	X X X	X X X
559080-AA-4	Magellan Midstream Prtnrs LP SR NT D		07/14/2009	Fidelity		26,204	25,000.00	24,949	24,969						24,969		1,235	1,235	999	06/01/2014	2FE
23322B-MZ-8	DLJ Commercial Mtg Corp Ser 2000-CK		07/10/2009	Principal Payment		1,466	1,466.18	1,409	1,409						1,409		57	57		08/10/2010	1
201730-AC-2	Commercial Mtg Asset Tr Ser 199-C1		07/17/2009	Principal Payment		630	630.12	634	634						634		(4)	(4)		09/17/2010	1
22540A-6G-8	CS First Boston Mtg Ser 2001-CP4 CL		07/17/2009	Principal Payment		212	212.05	211	211						211		2	2		12/15/2035	1
03072S-LD-5	Ameriquest Mtg Sec		07/25/2009	Principal Payment		5,777	5,777.18	4,975	4,975						4,975		802	802		11/25/2033	1
05949A-WE-6	BANC OF AMERICA MTG SER 2004-9		07/25/2009	Principal Payment		4,393	4,392.67	4,352	4,352						4,352		40	40		09/25/2032	1
55265K-LZ-0	Master Asset Sec Tt Ser 2002-7 CL 1A1		07/25/2009	Principal Payment		9,494	9,494.25	8,570	8,570						8,570		925	925		11/25/2017	1
23322B-MZ-8	DLJ Commercial Mtg Corp Ser 2000-CK		08/10/2009	Principal Payment		222	222.05	213	213						213		9	9		08/10/2010	1
542391-CA-3	Long Beach Auto Rec Ser		08/15/2009	Principal Payment		5,175	5,174.60	4,923	4,923						4,923		252	252		04/15/2012	1
201730-AC-2	Commercial Mtg Asset Tr Ser 199-C1		08/17/2009	Principal Payment		497	496.51	500	500						500		(3)	(3)		09/17/2010	1
22540A-6G-8	CS First Boston Mtg Ser 2001-CP4 CL		08/17/2009	Principal Payment		184	183.94	183	183						183		1	1		12/15/2035	1
03072S-LD-5	Ameriquest Mtg Sec		08/25/2009	Principal Payment		4,140	4,139.74	3,565	3,565						3,565		575	575		11/25/2033	1
05949A-WE-6	BANC OF AMERICA MTG SER 2004-9		08/25/2009	Principal Payment		6,794	6,793.80	6,732	6,732						6,732		62	62		09/25/2032	1
55265K-LZ-0	Master Asset Sec Tt Ser 2002-7 CL 1A1		08/25/2009	Principal Payment		1,689	1,689.32	1,525	1,525						1,525		165	165		11/25/2017	1
233880-AC-7	Daimler Chrysler Ser 2006-D CL A4		09/09/2009	Fidelity		205,355	200,000.00	183,520	187,243						187,243		18,112	18,112	7,575	02/08/2012	1FE
23322B-MZ-8	DLJ Commercial Mtg Corp Ser 2000-CK		09/11/2009	Principal Payment		2,791	2,790.74	2,682	2,682						2,682		109	109		08/10/2010	1
201730-AC-2	Commercial Mtg Asset Tr Ser 199-C1		09/17/2009	Principal Payment		501	501.29	504	504						504		(3)	(3)		09/17/2010	1
22540A-6G-8	CS First Boston Mtg Ser 2001-CP4 CL		09/17/2009	Principal Payment		185	185.15	184	184						184		1	1		12/15/2035	1
655356-JG-9	Nomura Asset Secs Ser 1998-D6CL A1		09/17/2009	Principal Payment		4,134	4,134.28	3,892	3,892						3,892		242	242		03/15/2030	1
03072S-LD-5	Ameriquest Mtg Sec		09/25/2009	Principal Payment		6,286	6,285.50	5,412	5,412						5,412		873	873		11/25/2033	1
05949A-WE-6	BANC OF AMERICA MTG SER 2004-9		09/25/2009	Principal Payment		211	210.89	209	209						209		2	2		09/25/2032	1
55265K-LZ-0	Master Asset Sec Tt Ser 2002-7 CL 1A1		09/25/2009	Principal Payment		8,616	8,615.62	7,777	7,777						7,777		839	839		11/25/2017	1
3899999	Total - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	294,956	288,395.88	266,921	270,664						270,664		24,293	24,293	8,574	X X X	X X X
8399997	Total - Bonds - Part 4				X X X	1,734,226	1,624,043.46	1,666,954	1,658,040						1,658,040		76,189	76,189	69,042	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	X X X
8399999	Total Bonds				X X X	1,734,226	1,624,043.46	1,666,954	1,658,040						1,658,040		76,189	76,189	69,042	X X X	X X X
315911-87-5	Spartan International Index		09/03/2009	Fidelity		2,625.07	82,926	105,630	105,630	2,625			2,625		105,630	2,625	(22,704)	(20,079)	(22,704)		L
315911-88-3	Spartan Ext Mkt Index		09/03/2009	Fidelity		1,211.63	33,090	34,011	34,011	1,212			1,212		34,011	1,212	(921)	291	(921)		L
086233-10-3	Berwyn Fund		09/03/2009	Fidelity		432.84	8,622	10,011	10,011	433			433		10,011	433	(1,389)	(956)	(1,389)		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	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 eign	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)	
19765J-76-4	Columbia Small Cap Value Fund		09/03/2009	Fidelity	1,299.43	12,890		11,990	11,990	1,299			1,299		11,990	1,299	901	2,200	901		L	
23339E-45-9	DWS Rref Real Estate Security Cl S		09/03/2009	Fidelity	2,387.66	27,410		33,406	33,406	2,388			2,388		33,406	2,388	(5,996)	(3,608)	(5,996)		L	
256206-10-3	Dodge & Cox International Stock Fund		09/03/2009	Fidelity	3,067.29	89,469		122,422	122,422	3,067			3,067		122,422	3,067	(32,953)	(29,886)	(32,953)		L	
277911-65-7	Eaton Vance Tax Managed Value Cl A		09/03/2009	Fidelity	1,233.39	17,675		23,136	23,136	1,233			1,233		23,136	1,233	(5,462)	(4,229)	(5,462)		L	
32008F-10-1	First Eagle Overseas Class A		09/03/2009	Fidelity	1,471.83	27,759		23,991	23,991	1,472			1,472		23,991	1,472	3,768	5,240	3,768		L	
464287-20-0	Ishares Tr S&P 500 Index Fd		09/03/2009	Fidelity	269.00	27,019		29,572	29,572	269			269		29,572	269	(2,553)	(2,284)	(2,553)		L	
476313-10-1	Jensen Portfolio Class J		09/03/2009	Fidelity	455.29	9,707		10,867	10,867	455			455		10,867	455	(1,160)	(705)	(1,160)		L	
72366V-10-8	Pioneer Equity Income CL A		09/03/2009	Fidelity	606.04	11,872		18,756	18,756	606			606		18,756	606	(6,884)	(6,278)	(6,884)		L	
779562-10-7	T Rowe Price New Horizon Fund		09/03/2009	Fidelity	1,157.52	26,055		23,691	23,691	1,158			1,158		23,691	1,158	2,364	3,522	2,364		L	
808509-64-0	Laudis Intl Mktmstrs Fund Select Shares		09/03/2009	Fidelity	5,257.82	74,836		99,954	99,954	5,258			5,258		99,954	5,258	(25,118)	(19,860)	(25,118)		L	
829797-10-9	SIT LARGE CAP GROWTH		09/03/2009	Fidelity	347.55	12,112		10,746	10,746	348			348		10,746	348	1,366	1,714	1,366		L	
315911-88-3	Spartan Ext Mkt Index		09/23/2009	Fidelity	1,226.79	36,350		34,436	34,436	1,227			1,227		34,436	1,227	1,914	3,141	1,914		L	
19765J-76-4	Columbia Small Cap Value Fund		09/23/2009	Fidelity	1,806.72	19,531		16,670	16,670	1,807			1,807		16,670	1,807	2,860	4,667	2,860		L	
23339E-45-9	DWS Rref Real Estate Security Cl S		09/23/2009	Fidelity	7,212.76	94,631		100,916	100,916	7,213			7,213		100,916	7,213	(6,284)	929	(6,284)		L	
256206-10-3	Dodge & Cox International Stock Fund		09/23/2009	Fidelity	709.33	22,401		28,311	28,311	709			709		28,311	709	(5,910)	(5,201)	(5,910)		L	
277911-65-7	Eaton Vance Tax Managed Value Cl A		09/23/2009	Fidelity	1,935.40	29,186		36,305	36,305	1,935			1,935		36,305	1,935	(7,119)	(5,184)	(7,119)		L	
779562-10-7	T Rowe Price New Horizon Fund		09/23/2009	Fidelity	1,211.47	29,719		24,796	24,796	1,211			1,211		24,796	1,211	4,923	6,134	4,923		L	
808509-64-0	Laudis Intl Mktmstrs Fund Select Shares		09/23/2009	Fidelity	1,600.26	24,577		30,422	30,422	1,600			1,600		30,422	1,600	(5,845)	(4,245)	(5,845)		L	
9099999	Total - Common Stock - Industrial and Miscellaneous (Unaffiliated)				X X X	717,837		830,039	830,039	37,525			37,525		830,039	37,525	(112,202)	(74,677)	(112,202)	X X X	X X X	
9799997	Total - Common Stock - Part 4				X X X	717,837	X X X	830,039	830,039	37,525			37,525		830,039	37,525	(112,202)	(74,677)	(112,202)	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	717,837	X X X	830,039	830,039	37,525			37,525		830,039	37,525	(112,202)	(74,677)	(112,202)	X X X	X X X	
9899999	Total Preferred and Common Stocks				X X X	717,837	X X X	830,039	830,039	37,525			37,525		830,039	37,525	(112,202)	(74,677)	(112,202)	X X X	X X X	
9999999	Totals					2,452,063	X X X	2,496,993	2,488,079	37,525			37,525		2,488,079	37,525	(36,013)	1,512	(43,160)	X X X	X X X	

(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 1**

**NONE Schedule E - Part 2**