

ANNUAL STATEMENT

OF THE

Southern Title Insurance Corporation

In Receivership

of **RICHMOND**

in the state of **VIRGINIA**

TO THE

Insurance Department

OF THE

VIRGINIA

FOR THE YEAR ENDED

December 31, 2011

TITLE

2011



50792201120100100

ANNUAL STATEMENT

For the Year Ended December 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

Southern Title Insurance Corporation

NAIC Group Code 4711 0228 NAIC Company Code 50792 Employer's ID Number 54-0483197
 (Current Period) (Prior Period)

Organized under the Laws of Virginia, State of Domicile or Port of Entry VIRGINIA

Country of Domicile US

Incorporated/Organized September 25, 1925 Commenced Business May 12, 1948

Statutory Home Office 1300 E MAIN STREET, RICHMOND, VA 23219
 (Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 11401 CENTURY OAKS TERRACE, SUITE 310
 (Street and Number)
AUSTIN, TX 78758 512-404-6555
 (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 11401 CENTURY OAKS TERRACE, SUITE 310, AUSTIN, TX 78758
 (Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 11401 CENTURY OAKS TERRACE, SUITE 310 AUSTIN, TX 78758 512-404-6555
 (Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.southerntitle.com

Statutory Statement Contact NICOLE WILKINS 512-404-6555
 (Name) (Area Code) (Telephone Number) (Extension)
NWILKINS@PALOMARFIN.COM 512-404-6530
 (E-Mail Address) (Fax Number)

OFFICERS

	Name	Title
1.	_____	_____
2.	_____	_____
3.	_____	_____

VICE-PRESIDENTS

Name	Title	Name	Title
_____	_____	_____	_____

DIRECTORS OR TRUSTEES

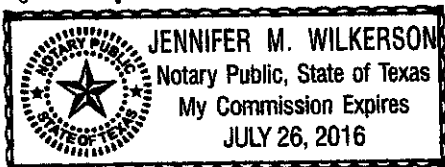
State of TEXAS
 County of TRAVIS ss

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.

<u>Nicole Wilkins</u> (Signature) NICOLE WILKINS (Printed Name) 1. AUTHORIZED REPRESENTATIVE (Title)	<u>Brenda J. Stewart</u> (Signature) BRENDA J. STEWART (Printed Name) 2. AUTHORIZED REPRESENTATIVE (Title)	_____ (Signature) _____ (Printed Name) 3. _____ (Title)
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Subscribed and sworn to (or affirmed) before me on this
31st day of AUGUST, 2012, by

Jennifer M. Wilkerson



- a. is this an original filing? Yes No
- b. If no: 1. State the amendment number _____
 2. Date filed _____
 3. Number of pages attached _____

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D)	13,148,506		13,148,506	13,569,685
2. Stocks (Schedule D):				
2.1 Preferred stocks				
2.2 Common stocks	204,150		204,150	
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	133,330		133,330	146,585
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 1,016,258, Schedule E - Part 1), cash equivalents (\$ 0, Schedule E - Part 2), and short-term investments (\$ 20,085, Schedule DA)	1,036,343		1,036,343	4,404,491
6. Contract loans (including \$ 0 premium notes)				
7. Derivatives (Schedule DB)				
8. Other invested assets (Schedule BA)				
9. Receivables for securities				
10. Securities lending reinvested collateral assets (Schedule DL)				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	14,522,329		14,522,329	18,120,761
13. Title plants less \$ 0 charged off (for Title insurers only)	65,000		65,000	2,032,475
14. Investment income due and accrued	146,347		146,347	189,168
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	83,663	53,238	30,425	65,415
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				325,000
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	378,720		378,720	1,114,102
18.2 Net deferred tax asset	9,071,322	9,017,370	53,952	544,668
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				56,721
21. Furniture and equipment, including health care delivery assets (\$ 0)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	455,837	46,852	408,985	935,014
24. Health care (\$ 0) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	96,330	96,330		363,829
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	24,819,548	9,213,790	15,605,758	23,747,153
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	24,819,548	9,213,790	15,605,758	23,747,153

DETAILS OF WRITE-IN LINES				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Other Assets	36,297	36,297		38,337
2502. Deposits	32,407	32,407		325,492
2503. Other Receivables	27,626	27,626		
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	96,330	96,330		363,829

NONE

LIABILITIES, SURPLUS AND OTHER FUNDS

	1	2
	Current Year	Prior Year
1. Known claims reserve (Part 2B, Line 3, Col. 4)	13,433,175	6,318,121
2. Statutory premium reserve (Part 1B, Line 2.6, Col. 1)	9,939,913	10,272,052
3. Aggregate of other reserves required by law		
4. Supplemental reserve (Part 2B, Col. 4, Line 10)	16,476,938	
5. Commissions, brokerage and other charges due or accrued to attorneys, agents and real estate brokers		
6. Other expenses (excluding taxes, licenses and fees)	85,976	172,229
7. Taxes, licenses and fees (excluding federal and foreign income taxes)	25,412	31,554
8.1 Current federal and foreign income taxes (including \$ 55,894 on realized capital gains (losses))	(87,485)	
8.2 Net deferred tax liability		
9. Borrowed money \$ 0 and interest thereon \$ 0		
10. Dividends declared and unpaid		
11. Premiums and other consideration received in advance	157,130	92,382
12. Unearned interest and real estate income received in advance		
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others		
15. Provision for unauthorized reinsurance		
16. Net adjustments in assets and liabilities due to foreign exchange rates		
17. Drafts outstanding		
18. Payable to parent, subsidiaries and affiliates	77,710	80,644
19. Derivatives		
20. Payable for securities		
21. Payable for securities lending		
22. Aggregate write-ins for other liabilities		
23. Total liabilities (Lines 1 through 22)	40,108,769	16,966,982
24. Aggregate write-ins for special surplus funds		
25. Common capital stock	1,001,123	1,001,123
26. Preferred capital stock		
27. Aggregate write-ins for other than special surplus funds		
28. Surplus notes		
29. Gross paid in and contributed surplus	17,222,338	16,282,338
30. Unassigned funds (surplus)	(42,726,473)	(10,503,290)
31. Less treasury stock, at cost:		
31.1 0 shares common (value included in Line 25 \$ 0)		
31.2 0 shares preferred (value included in Line 26 \$ 0)		
32. Surplus as regards policyholders (Lines 24 to 30 less 31) (Page 4, Line 32)	(24,503,012)	6,780,171
33. Totals (Page 2, Line 28, Col. 3)	15,605,757	23,747,153

DETAILS OF WRITE-INS		
0301.		
0302.		
0303.		
0398. Summary of remaining write-ins for Line 03 from overflow page	NONE	
0399. Totals (Lines 0301 through 0303 plus 0398) (Line 03 above)		
2201.		
2202.		
2203.		
2298. Summary of remaining write-ins for Line 22 from overflow page	NONE	
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)		
2401.		
2402.		
2403.		
2498. Summary of remaining write-ins for Line 24 from overflow page	NONE	
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 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)		

OPERATIONS AND INVESTMENT EXHIBIT

STATEMENT OF INCOME	1 Current Year	2 Prior Year
OPERATING INCOME		
1. Title insurance and related income (Part 1):		
1.1 Title insurance premiums earned (Part 1B, Line 3, Col.1)	19,862,949	23,498,449
1.2 Escrow and settlement services (Part 1A, Line 2, Col. 4)	14,289	35,539
1.3 Other title fees and service charges (Part 1A, Total of Line 3, 4, 5 and 6, Col. 4)	337,985	534,762
2. Other operating income (Part 4, Line 2, Col. 5)	409,670	374,271
3. Total Operating Income (Lines 1 through 2)	20,624,893	24,443,021
EXPENSES		
4. Losses and loss adjustment expenses incurred (Part 2A, Line 10, Col. 4)	13,091,138	6,250,675
5. Operating expenses incurred (Part 3, Line 24, Cols. 4)	22,610,352	24,600,608
6. Other operating expenses (Part 4, Line 6, Col. 5)	515,000	
7. Total Operating Expenses	36,216,490	30,851,283
8. Net operating gain or (loss) (Lines 3 minus 7)	(15,591,597)	(6,408,262)
INVESTMENT INCOME		
9. Net investment income earned (Exhibit of Net Investment Income, Line 17)	706,825	658,219
10. Net realized capital gains (losses) less capital gains tax of \$ 55,894 (Exhibit of Capital Gains (Losses))	103,803	191,736
11. Net investment gain (loss) (Lines 9 + 10)	810,628	849,955
OTHER INCOME		
12. Aggregate write-ins for miscellaneous income or (loss) or other deductions		
13. Net income, after capital gains tax and before all other federal income taxes (Lines 8 + 11 + 12)	(14,780,969)	(5,558,307)
14. Federal and foreign income taxes incurred	(44,770)	(1,409,763)
15. Net income (Lines 13 minus 14)	(14,736,199)	(4,148,544)
CAPITAL AND SURPLUS ACCOUNT		
16. Surplus as regards policyholders, December 31 prior year (Page 3, Line 32, Column 2)	6,780,171	7,077,263
17. Net income (from Line 15)	(14,736,199)	(4,148,544)
18. Change in net unrealized capital gains or (losses) less capital gains tax of \$ 0	(27,260)	
19. Change in net unrealized foreign exchange capital gain (loss)		
20. Change in net deferred income taxes	7,024,771	102,325
21. Change in nonadmitted assets (Exhibit of Nonadmitted Assets, Line 28, Col. 3)	(7,507,182)	(100,873)
22. Change in provision for unauthorized reinsurance (Page 3, Line 15, Cols. 2 minus 1)		
23. Change in supplemental reserves (Page 3, Line 4, Cols. 2 minus 1)	(16,476,938)	
24. Change in surplus notes		
25. Cumulative effect of changes in accounting principles		
26. Capital Changes:		
26.1 Paid in		
26.2 Transferred from surplus (Stock Dividend)		
26.3 Transferred to surplus		
27. Surplus Adjustments:		
27.1 Paid in	940,000	3,850,000
27.2 Transferred to capital (Stock Dividend)		
27.3 Transferred from capital		
28. Dividends to stockholders		
29. Change in treasury stock (Page 3, Lines (31.1) and (31.2), Cols. 2 minus 1)		
30. Aggregate write-ins for gains and losses in surplus	(500,375)	
31. Change in surplus as regards policyholders for the year (Lines 17 through 30)	(31,283,183)	(297,092)
32. Surplus as regards policyholders, December 31 current year (Lines 16 plus 31) (Page 3, Line 32)	(24,503,012)	6,780,171

DETAILS OF WRITE-IN LINES		
1201.		
1202.		
1203.		
1298. Summary of remaining write-ins for Line 12 from overflow page	NONE	
1299. Totals (Lines 1201 through 1203 plus 1298) (Line 12 above)		
3001. PRIOR PERIOD ADJUSTMENT	(500,375)	
3002.		
3003.		
3098. Summary of remaining write-ins for Line 30 from overflow page		
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	(500,375)	

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	19,606,476	23,303,643
2. Net investment income	762,902	704,005
3. Miscellaneous income	761,944	944,572
4. Total (Lines 1 through 3)	21,131,322	24,952,220
5. Benefit and loss related payments	5,651,084	4,524,156
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	23,211,284	25,004,938
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	(630,682)	(450,092)
10. Total (Lines 5 through 9)	28,231,686	29,079,002
11. Net cash from operations (Line 4 minus Line 10)	(7,100,364)	(4,126,782)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	5,785,687	7,554,260
12.2 Stocks		121,697
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)	5,785,687	7,675,957
13. Cost of investments acquired (long-term only):		
13.1 Bonds	5,262,036	5,035,007
13.2 Stocks	231,770	121,697
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)	5,493,806	5,156,704
14. Net increase (decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	291,881	2,519,253
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	940,000	3,850,000
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)	933,537	(649,119)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to Line 16.4 minus Line 16.5 plus Line 16.6)	1,873,537	3,200,881
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)	(4,934,946)	1,593,352
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	4,404,491	2,811,139
19.2 End of year (Line 18 plus Line 19.1)	(530,455)	4,404,491

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

20.0001		
20.0002		
20.0003		

OPERATIONS AND INVESTMENT EXHIBIT

PART 1A – SUMMARY OF TITLE INSURANCE PREMIUMS WRITTEN AND RELATED REVENUES

	1 Direct Operations	Agency Operations		4 Current Year Total (Cols. 1 + 2 + 3)	5 Prior Year Total
		2 Non-Affiliated Agency Operations	3 Affiliated Agency Operations		
1. Direct premiums written (Sch T, Line 59, Cols. 3, 4 and 5)	398,205	18,819,221	530,439	19,747,865	23,381,824
2. Escrow and settlement service charges	14,289			14,289	35,539
3. Title examinations					
4. Searches and abstracts	217,145			217,145	343,434
5. Surveys					
6. Aggregate write-ins for service charges	74,624	40,511	5,705	120,840	191,328
7. Totals (Lines 1 to 6)	704,263	18,859,732	536,144	20,100,139	23,952,125

DETAILS OF WRITE-INS					
0601. OTHER SERVICE FEES	33,243	40,511	5,705	79,459	126,355
0602. PRODUCTION FEES	41,381			41,381	64,973
0603.					
0698. Summary of remaining write-ins for Line 06 from overflow page					
0699. Total (Lines 0601 through 0603 plus 0698) (Line 06 above)	74,624	40,511	5,705	120,840	191,328

PART 1B – PREMIUMS EARNED EXHIBIT

	1 Current Year	2 Prior Year
1. Title premiums written:		
1.1 Direct (Part 1A, Line 1)	19,747,865	23,381,824
1.2 Assumed		
1.3 Ceded	217,054	77,633
1.4 Net title premiums written (Lines 1.1 + 1.2 - 1.3)	19,530,811	23,304,191
2. Statutory premium reserve:		
2.1 Balance at December 31 prior year	10,272,052	10,466,310
2.2 Aggregate write-ins for book adjustments to Line 2.1		
2.3 Additions during the current year	878,529	1,048,761
2.4 Withdrawals during the current year	1,210,667	1,243,019
2.5 Aggregate write-ins for other adjustments not effecting earned premiums		
2.6 Balance at December 31 current year (Lines 2.1 + 2.2 + 2.3 - 2.4 + 2.5)	9,939,914	10,272,052
3. Net title premiums earned during year (Lines 1.4 + 2.1 + 2.5 - 2.6) (Sch. T, Line 59, Col. 7)	19,862,949	23,498,449

DETAILS OF WRITE-INS	1 Current Year	2 Prior Year
02.201		
02.202		
02.203		
02.298 Summary of remaining write-ins for Line 02.2 from overflow page	NONE	
02.299 Total (Lines 02.201 through 02.203 plus 02.298) (Line 02.2 above)		
02.501		
02.502		
02.503		
02.598 Summary of remaining write-ins for Line 02.5 from overflow page	NONE	
02.599 Total (Lines 02.501 through 02.503 plus 02.598) (Line 02.5 above)		

OPERATIONS AND INVESTMENT EXHIBIT

PART 2A – LOSSES PAID AND INCURRED

	1 Direct Operations	Agency Operations		4 Total Current Year (Cols. 1 + 2 + 3)	5 Total Prior Year
		2 Non-Affiliated Agency Operations	3 Affiliated Agency Operations		
1. Losses and allocated loss adjustment expenses paid - direct business, less salvage and subrogation (Total same as Sch. T, Line 59, Col. 8)	1,862	5,603,198	46,024	5,651,084	4,524,156
2. Losses and allocated loss adjustment expenses paid - reinsurance assumed, less salvage and subrogation					
3. Total (Line 1 plus Line 2)	1,862	5,603,198	46,024	5,651,084	4,524,156
4. Deduct: Recovered during year from reinsurance		(325,000)		(325,000)	
5. Net payments (Line 3 minus Line 4)	1,862	5,928,198	46,024	5,976,084	4,524,156
6. Known claims reserve – current year (Page 3, Line 1, Column 1)	5,893	13,384,188	43,094	13,433,175	6,318,121
7. Known claims reserve – prior year (Page 3, Line 1, Column 2)	52,353	6,161,139	104,629	6,318,121	4,591,602
8. Losses and allocated Loss Adjustment Expenses incurred (Line 5 plus Line 6 minus Line 7)	(44,598)	13,151,247	(15,511)	13,091,138	6,250,675
9. Unallocated loss adjustment expenses incurred (Part 3, Line 24, Column 5)					
10. Losses and loss adjustment expenses incurred (Line 8 plus Line 9)	(44,598)	13,151,247	(15,511)	13,091,138	6,250,675

OPERATIONS AND INVESTMENT EXHIBIT

PART 2B – UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES

	1 Direct Operations	Agency Operations		4 Total Current Year (Cols. 1 + 2 + 3)	5 Total Prior Year
		2 Non-Affiliated Agency Operations	3 Affiliated Agency Operations		
1. Loss and allocated LAE reserve for title and other losses of which notice has been received:					
1.1 Direct (Schedule P, Part 1, Line 12, Col. 17)	5,893	14,629,497	43,094	14,678,484	6,318,121
1.2 Reinsurance assumed (Schedule P, Part 1, Line 12, Col. 18)					
2. Deduct reinsurance recoverable from authorized and unauthorized companies (Schedule P, Part 1, Line 12, Col. 19)		1,245,309		1,245,309	
3. Known claims reserve net of reinsurance (Line 1.1 plus Line 1.2 minus Line 2)	5,893	13,384,188	43,094	13,433,175	6,318,121
4. Incurred But Not Reported:					
4.1 Direct (Schedule P, Part 1, Line 12, Col. 20)	553,000	18,314,279	60,721	18,928,000	7,264,000
4.2 Reinsurance assumed (Schedule P, Part 1, Line 12, Col. 21)					
4.3 Reinsurance ceded (Schedule P, Part 1, Line 12, Col. 22)		125,000		125,000	
4.4 Net incurred but not reported (Line 4.1 plus Line 4.2 minus Line 4.3)	553,000	18,189,279	60,721	18,803,000	7,264,000
5. Unallocated LAE reserve (Schedule P, Part 1, Line 12, Col. 23)		7,613,851		7,613,851	
6. Less discount for time value of money, if allowed (Sch. P, Part 1, Line 12, Col. 33)	XXX	XXX	XXX		
7. Total Schedule P reserves (Lines 3 + 4.4 + 5 - 6) (Sch. P, Part 1, Line 12, Col. 34)	XXX	XXX	XXX	39,850,026	13,582,121
8. Statutory premium reserve at year end (Part 1B, Line 2.6)	XXX	XXX	XXX	9,939,913	10,272,052
9. Aggregate of other reserves required by law (Page 3, Line 3)	XXX	XXX	XXX		
10. Supplemental reserve (a) (Lines 7 - (3 + 8 + 9))	XXX	XXX	XXX	16,476,938	

(a) If the sum of Lines 3 + 8 + 9 is greater than Line 7, place a "0" in this Line.

**OPERATIONS AND INVESTMENT EXHIBIT
PART 3 - EXPENSES**

	Title and Escrow Operating Expenses				4 Total (Cols. 1 + 2 + 3)	5 Unallocated Loss Adjustment Expenses	6 Other Operations	7 Investment Expenses	8 Current Year (Cols. 4 + 5 + 6 + 7)	9 Prior Year
	1 Direct Operations	2 Non-affiliated Agency Operations	3 Affiliated Agency Operations							
1. Personnel costs:										
1.1 Salaries	61,839	2,922,531	82,375	3,066,745	1,026,220			4,092,965	3,863,517	
1.2 Employee relations and welfare	5,547	262,162	7,389	275,098	285,265			560,363	291,969	
1.3 Payroll taxes	4,909	231,985	6,539	243,433				300,593	300,593	
1.4 Other personnel costs	1,811	85,607	2,413	89,831	724			90,555	87,421	
1.5 Total personnel costs	74,106	3,502,265	98,716	3,675,107	1,312,209			4,987,316	4,543,530	
2. Amounts paid to or retained by title agents		14,512,330	192,616	14,704,946				14,704,946	17,106,843	
3. Production services (purchased outside):										
3.1 Searches, examinations and abstracts	4,362	206,165	5,811	216,338	376			216,714	247,371	
3.2 Surveys										
3.3 Other	146	6,904	195	7,245				7,245	13,551	
4. Advertising	654	30,901	871	32,426				32,426	27,244	
5. Boards, bureaus and associations	810	38,268	1,079	40,157	13,512			53,669	54,567	
6. Title plant rent and maintenance										
7. Claim adjustment services	XXX	XXX	XXX	XXX			XXX			
8. Amounts charged off, net of recoveries	2,475	116,952	3,296	122,723				122,723	311,368	
9. Marketing and promotional expenses										
10. Insurance	(109)	(5,147)	(145)	(5,401)	61,719			56,318	67,997	
11. Directors' fees										
12. Travel and travel items	4,428	209,247	5,898	219,573				219,573	197,522	
13. Rent and rent items	8,570	404,999	11,415	424,984	447,015			871,999	469,769	
14. Equipment	238	11,232	317	11,787	6,072			17,859	89,135	
15. Cost or depreciation of EDP equipment and software	3,118	147,378	4,154	154,650	11,099			165,749	71,366	
16. Printing, stationery, books and periodicals	1,359	64,242	1,811	67,412	4,264			71,676	71,277	
17. Postage, telephone, messengers and express	3,127	147,785	4,165	155,077	121,642			276,719	170,768	
18. Legal and auditing	2,500	118,133	3,330	123,963	5,325,363			5,449,526	228,789	
19. Totals (Lines 1.5 to 18)	105,784	19,511,674	333,529	19,950,987	7,303,271			27,254,258	23,671,127	
20. Taxes, licenses and fees:										
20.1 State and local insurance taxes	10,762	508,623	14,336	533,721				533,721	620,186	
20.2 Insurance department licenses and fees	1,121	52,991	1,494	55,606	2,410			58,016	60,312	
20.3 Gross guaranty association assessments										
20.4 All other (excluding federal income and real estate)	144	6,793	191	7,128	63,353			70,481		
20.5 Total taxes, licenses and fees (Lines 20.1 + 20.2 + 20.3 + 20.4)	12,027	568,407	16,021	596,455	65,763			662,218	680,498	
21. Real estate expenses										
22. Real estate taxes	153	7,212	203	7,568				7,568		
23. Aggregate write-ins for other expenses	41,445	1,958,689	55,208	2,055,342	244,817			2,897,851	340,814	
24. Total expenses incurred (Lines 19 + 20.5 + 21 + 22 + 23)	159,409	22,045,982	404,961	22,610,352	7,613,851			30,821,895	24,700,007	
25. Less unpaid expenses - current year	(8,436)			(8,436)	7,613,851			7,605,416		
26. Add unpaid expenses - prior year	203,783			203,783				203,783	673,810	
27. TOTAL EXPENSES PAID (Lines 24 - 25 + 26)	371,627	22,045,982	404,961	22,822,570	515,000			23,420,262	25,373,817	

DETAILS OF WRITE-IN LINES			
2301. Title Plant Impairment	39,673	1,874,954	1,967,475
2302. Miscellaneous	1,772	83,735	170,955
2303. Investment Mgmt and Mgmt Service Fees			313,395
2398. Summary of remaining write-ins for Line 23 from overflow page			759,421
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	41,445	1,958,689	2,897,851

(a) Includes management fees of \$ 566,641 to affiliates and \$ 0 to non-affiliates.

**OPERATIONS AND INVESTMENT EXHIBIT
PART 4 – NET OPERATING GAIN/LOSS EXHIBIT**

	1 Direct Operations	2 Agency Operations		4 Total (Cols. 1 + 2 + 3)	5 Other Operations	6 Current Year (Cols. 4 + 5)	7 Prior Year
		3 Non-affiliated Agency Operations	3 Affiliated Agency Operations				
1. Title insurance and related income (Part 1):							
1.1 Title insurance premiums earned (Part 1B, Line 3, Col. 1)	433,317	18,903,522	526,109	19,862,948	X X X	19,862,948	23,496,449
1.2 Escrow and settlement services (Part 1A, Line 2)	14,289			14,289	X X X	14,289	35,539
1.3 Other title fees and service charges (Part 1A, Lines 3 through 6)	291,769	40,512	5,705	337,986	X X X	337,986	534,762
2. Aggregate write-ins for other operating income	X X X	X X X	X X X	X X X	409,670	409,670	374,271
3. Total Operating Income (Lines 1.1 through 1.3 + 2)	739,375	18,944,034	531,814	20,215,223	409,670	20,624,893	24,443,021
DEDUCT:							
4. Losses and loss adjustment expenses incurred (Part 2A, Line 10, Col. 4)	(44,598)	13,151,247	(15,511)	13,091,138	X X X	13,091,138	6,250,675
5. Operating expenses incurred (Part 3, Line 24, Cols. 1 to 3 and 6)	159,409	22,045,982	404,961	22,610,352		23,125,352	24,600,608
6. Total Operating Deductions (Lines 4 + 5)	114,811	35,197,229	389,450	35,701,490	515,000	36,216,490	30,851,283
7. Net operating gain or (loss) (Lines 3 minus 6)	624,564	(16,253,195)	142,364	(15,486,267)	(105,330)	(15,591,597)	(6,408,262)

DETAILS OF WRITE-IN LINES							
0201. Management Fees	X X X	X X X	X X X	X X X	409,670	409,670	374,271
0202.	X X X	X X X	X X X	X X X			
0203.	X X X	X X X	X X X	X X X			
0298. Summary of remaining write-ins for Line 02 from overflow page	X X X	X X X	X X X	X X X			
0299. Total (Lines 0201 through 0203 plus 0298) (Line 02 above)	X X X	X X X	X X X	X X X	409,670	409,670	374,271

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 267,619	229,045
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 553,741	500,720
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)	15,450	22,350
2.21 Common stocks of affiliates		
3. Mortgage loans	(c)	
4. Real estate	(d) 48,000	48,000
5. Contract loans	(d)	
6. Cash, cash equivalents and short-term investments	(e) 1,273	1,164
7. Derivative instruments	(f)	
8. Other invested assets	1,494	1,494
9. Aggregate write-ins for investment income		
10. Total gross investment income	887,577	802,773
11. Investment expenses		(g) 82,692
12. Investment taxes, licenses and fees, excluding federal income taxes		(g)
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i) 13,256
15. Aggregate write-ins for deductions from investment income		
16. Total deductions (Lines 11 through 15)		95,948
17. Net investment income (Line 10 minus Line 16)		706,825

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)			
1501.	NONE		
1502.			
1503.			
1598. Summary of remaining write-ins for Line 15 from overflow page			
1599. Totals (Lines 1501 through 1503) plus 1598 (Line 15 above)			

- (a) Includes \$ 8,771 accrual of discount less \$ 50,774 amortization of premium and less \$ 13,037 paid for accrued interest on purchases.
- (b) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ 0 paid for accrued dividends on purchases.
- (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ 0 paid for accrued interest on purchases.
- (d) Includes \$ 48,000 for company's occupancy of its own buildings; and excludes \$ 0 interest on encumbrances.
- (e) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ 0 paid for accrued interest on purchases.
- (f) Includes \$ 0 accrual of discount less \$ 0 amortization of premium.
- (g) Includes \$ 0 investment expenses and \$ 0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ 0 interest on surplus notes and \$ 0 interest on capital notes.
- (i) Includes \$ 0 depreciation on real estate and \$ 0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds	144,886		144,886		
1.1 Bonds exempt from U.S. tax					
1.2 Other bonds (unaffiliated)	14,811		14,811		
1.3 Bonds of affiliates					
2.1 Preferred stocks (unaffiliated)					
2.11 Preferred stocks of affiliates					
2.2 Common stocks (unaffiliated)				(27,620)	
2.21 Common stocks of affiliates					
3. Mortgage loans					
4. Real estate					
5. Contract loans					
6. Cash, cash equivalents and short-term investments					
7. Derivative instruments					
8. Other invested assets					
9. Aggregate write-ins for capital gains (losses)					
10. Total capital gains (losses)	159,697		159,697	(27,620)	

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)					

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			
2. Stocks (Schedule D):			
2.1 Preferred stocks			
2.2 Common stocks			
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			
3.2 Other than first liens			
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			
4.2 Properties held for the production of income			
4.3 Properties held for sale			
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2), and short-term investments (Schedule DA)			
6. Contract loans			
7. Derivatives (Schedule DB)			
8. Other invested assets (Schedule BA)			
9. Receivables for securities			
10. Securities lending reinvested collateral assets (Schedule DL)			
11. Aggregate write-ins for invested assets			
12. Subtotals, cash and invested assets (Lines 1 to 11)			
13. Title plants (for Title insurers only)			
14. Investment income due and accrued			
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection	53,238	29,166	(24,072)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
15.3 Accrued retrospective premiums			
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers			
16.2 Funds held by or deposited with reinsured companies			
16.3 Other amounts receivable under reinsurance contracts			
17. Amounts receivable relating to uninsured plans			
18.1 Current federal and foreign income tax recoverable and interest thereon			
18.2 Net deferred tax asset	9,017,370	1,501,883	(7,515,487)
19. Guaranty funds receivable or on deposit			
20. Electronic data processing equipment and software		23,165	23,165
21. Furniture and equipment, including health care delivery assets		47,444	47,444
22. Net adjustment in assets and liabilities due to foreign exchange rates			
23. Receivables from parent, subsidiaries and affiliates	46,852	691	(46,161)
24. Health care and other amounts receivable			
25. Aggregate write-ins for other than invested assets	96,330	104,259	7,929
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	9,213,790	1,706,608	(7,507,182)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28. Total (Lines 26 and 27)	9,213,790	1,706,608	(7,507,182)

DETAILS OF WRITE-IN LINES			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page			
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)			
2501. Other Assets	36,297	104,259	67,962
2502. Deposits	32,407		(32,407)
2503. Other Receivables	27,626		(27,626)
2598. Summary of remaining write-ins for Line 25 from overflow page			
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	96,330	104,259	7,929

NONE

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Presentation

Southern Title Insurance Corporation, in Receivership (the “Company” or “Southern Title”) prepares its statutory financial statements in conformity with accounting practices prescribed or permitted by the Commonwealth of Virginia. Effective January 1, 2001, the Commonwealth of Virginia required that insurance companies domiciled in the Commonwealth of Virginia prepare their statutory basis financial statements in conformity with accounting practices and procedures prescribed or permitted by the National Association of Insurance Commissioners (“NAIC”) subject to any deviations prescribed or permitted by the Commissioner of Insurance for the Commonwealth of Virginia.

B. Receivership

On December 20, 2011, in a case styled Commonwealth of Virginia ex rel. State Corporation Commission v. Southern Title Insurance Corporation and Manju S. Ganeriwala, Treasurer of Virginia, the Circuit Court of the City of Richmond, Virginia (the “Court”), found that Southern Title was in a condition where any further transaction of business would be hazardous to the policyholders, creditors, subscribers, and the public. Therefore, pursuant to Title 38.2, Chapters 10 and 15 of the Virginia Code, the Court issued its Final Order Appointing Receiver for Rehabilitation or Liquidation (the “Receivership Order”) appointing the State Corporation Commission of the Commonwealth of Virginia (the “Commission”) as Receiver of Southern Title. Also, on December 20, 2011, pursuant to Title 38.2, Chapters 10 and 15 of the Virginia Code, the Commission entered its Order Appointing Deputy Receiver for Conservation and Rehabilitation (the “Order Appointing Deputy Receiver”) appointing Jacqueline K. Cunningham, the Commissioner of Insurance for the Bureau of Insurance for the Commonwealth of Virginia (the “Bureau”), as Deputy Receiver. On December 20, 2011, the First Directive of the Deputy Receiver Appointing Special Deputy Receiver was issued, which appointed Donald C. Beatty, Senior Counsel in the Commission’s Office of General Counsel, as Special Deputy Receiver.

As of September 15, 2011, the Company voluntarily ceased soliciting any new contracts or policies of insurance or reinsurance. On that same date, all agents of the Company received notice of termination. The Commission subsequently issued an order of suspension on September 19, 2011, and an impairment order on November 4, 2011, because the Company no longer met minimum capital and reserve requirements.

Prior to receivership, the Company was licensed to conduct business in the following states: Alabama, Arkansas, Colorado, Delaware, District of Columbia, Florida, Georgia, Louisiana, Maryland, Mississippi, Nevada, New Jersey, New Mexico, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, and West Virginia. The Company’s license has been revoked, suspended, or is under review for such action in its domiciliary state of Virginia and the states of Texas, Florida, West Virginia, South Carolina, Arkansas, and Colorado.

The Receivership Order directed the Receiver, Deputy Receiver, and the Special Deputy Receiver to take control and possession of all of the Companies’ property and affairs. The Deputy Receiver takes the place of the Board of Directors for the purpose of answering the various “General Interrogatories.” Also, the “General Interrogatories” have been answered to the best of the Deputy Receiver’s and her authorized representatives’ knowledge and may be subject to change. Information for periods prior to December 20, 2011, is presented as previously reported to the Bureau by the Company or as presented in the books and records of the Company.

On December 21, 2011, the Deputy Receiver adopted a receivership appeal procedure for appeals or challenges of any decision made by the Deputy Receiver with respect to all claims against the Company in the Second Directive Adopting Receivership Appeal Procedure.

The liabilities of the Company will be paid subject to the payment priority scheme authorized by Virginia law. This financial statement has been prepared in conformity with the format adopted by the Bureau, and therefore, this financial statement does not segregate the Company’s liabilities by order of payment priority. In this connection, certain liabilities listed in this financial

NOTES TO FINANCIAL STATEMENTS

statement may never be paid if the Company has insufficient assets available to satisfy these claims.

C. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements, accompanying schedules and accompanying footnotes, and general interrogatories. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

D. Accounting Policies

The Company generally recognizes premiums when collected on policies it writes directly and when reported to the Company on policies issued by its agents. A statutory premium reserve is established for the protection of holders of title insurance policies. The statutory premium reserve is adjusted each year based on the number of policies issued and the net retained liability under those policies and amortized annually in accordance with a formula prescribed by the Bureau.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments are stated at cost or amortized cost.
- (2) Bonds are stated at amortized cost using the interest method.
- (3) Common stocks are stated at market, except for investments in subsidiaries, which are valued as stated in (7) below.
- (4) Preferred stocks are stated at market. Convertible preferred stocks are stated at amortized cost using the interest method.
- (5) Description of valuation basis of mortgage loans – not applicable.
- (6) Basis at which loan-backed securities are stated and the adjustment methodology used for each type of security – not applicable.
- (7) The Company owns 100% of the common stock of Southern Title Services, Inc. The stock is valued using the equity method, which was \$0 as of December 31, 2011, and 2010.
- (8) The Company's accounting policies with respect to investments in joint ventures, partnerships, and limited liability companies – not applicable.
- (9) Description of the accounting policy for derivatives – not applicable.
- (10) Utilizing anticipated investment income as a factor in the premium deficiency calculation – not applicable.
- (11) Unpaid losses and loss adjustment expenses represent estimates of the cost of defending and settling claims which have been reported to the Company. The estimates are based on all information known to the Company and include consideration of all known legal issues. The Receiver believes the amounts are reasonable and adequate in the circumstances; however, due to the nature of the Company's business and the length of time to resolve claims, as claims are settled, the ultimate losses may vary significantly from the estimated amounts included herein. Loss estimates are continually reviewed and modified and any adjustments are reflected in operations in the period in which they are determined.
- (12) The Company has not modified its capitalization policy from the prior year.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS – NOT APPLICABLE

NOTES TO FINANCIAL STATEMENTS

3. BUSINESS COMBINATIONS AND GOODWILL

ALPS Corporation (“ALPS”), parent of Attorneys Liability Protection Society, Inc., a Risk Retention Group (“ALPS RRG”), completed the definitive stock purchase agreement to acquire Southern Title on August 28, 2009, effective July 1, 2009. ALPS Corporation is a holding company, and ALPS RRG is an attorney-owned and operated company providing professional liability insurance to attorneys in twenty-four (24) states and three (3) U.S. territories. ALPS Corporation determined the purchase accounting.

The receivership team continues to work with ALPS representatives to transition the accounting and administrative service matters for the Company’s functions. The transition covers matters, including, but not limited to, information technology, accounting and policy administration information, recordkeeping and maintenance, tax matters, reinsurance, payroll and W-2 reporting, inter-company balance administration, 1099 reporting, investment matters and reporting, gathering/preparing claims data information for the outside actuary, closing and moving of offices and records, inventory of records and assets, oversight of claims processes, payment of bills, collection of receivables, administration of cash for operation functions, human resource administration, and financial reporting.

For administrative efficiency, ALPS agreed to perform the closing of year-end 2011 financials and report information. The year-end 2011 tasks were also assigned to ALPS so that financial reporting and tax deadlines could be met. Palomar Financial, LC (“Palomar”) has been engaged by the Special Deputy Receiver for accounting and administrative functions, and it has been overseeing ALPS and transitioning ALPS functions, information technology, records, information processes, accounting, administration, and financial reporting functions to Palomar’s representatives.

4. DISCONTINUED OPERATIONS – NOT APPLICABLE

5. INVESTMENTS

- A. Mortgage Loans – Not Applicable
- B. Debt Restructuring – Not Applicable
- C. Reverse Mortgages – Not Applicable
- D. Loan-backed Securities
 - (1) Not applicable.
 - (2) Prepayment assumptions for single class and multi-class mortgage-backed securities were obtained from broker dealer survey values or internal estimates.
 - (3) The Company used Hub Data, Inc. in determining the market value of its loan-backed securities.
- E. Repurchase Agreements – Not Applicable
- F. The Company owns a building that was occupied by one of the Company’s branch operations. The land is reported at cost. The building is stated at depreciated cost. Depreciation is calculated by the straight-line method over its estimated useful life.
- G. Low Income Housing Tax Credits – Not Applicable

6. JOINT VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES – NOT APPLICABLE

7. INVESTMENT INCOME

- A. All investment income due and accrued with amounts that are over ninety (90) days past due are non-admitted and excluded from surplus.
- B. The total amount excluded at December 31, 2011, and 2010 was \$0.

8. DERIVATIVE INSTRUMENTS – NOT APPLICABLE

NOTES TO FINANCIAL STATEMENTS

9. INCOME TAXES

A. The net deferred tax asset/(liability) and the change from the prior year are comprised of the following components:

	<u>12/31/2011</u>	<u>12/31/2010</u>
1. Total gross deferred tax assets	9,071,322	2,046,551
2. Total deferred tax liabilities	<u>0</u>	<u>0</u>
3. Net deferred tax asset (liability)	9,071,322	2,046,551
4. Deferred tax assets non-admitted in accordance with SSAP No. 10	<u>9,017,370</u>	<u>1,501,883</u>
5. Admitted deferred tax asset (liability)	<u>53,953</u>	<u>544,668</u>
Increase (decrease) in non-admitted deferred tax asset	<u>7,515,487</u>	<u>217,117</u>

The change in deferred income taxes reported in surplus before consideration of non-admitted assets is comprised of the following components:

	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>Change</u>
6. Net deferred tax asset (liability)	9,071,322	2,046,551	7,024,771
7. Tax-effect of unrealized gains and losses	<u>(0)</u>	<u>(0)</u>	<u>0</u>
8. Net tax effect without unrealized gains and losses	<u>9,071,322</u>	<u>2,046,551</u>	<u>7,024,771</u>
9. Change in deferred taxes included in correction of error			
10. Change in deferred income tax			7,024,771

4.

SSAP 10R, paragraphs 10.a., 10.b. and 10.c.:	2011			2010			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
(a) Paragraph 10.a.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b) Paragraph 10.b.	53,953	-	53,953	544,667	-	544,667	(490,714)	-	(490,714)
(c) Paragraph 10.b.i.	4,641,487	-	4,641,487	975,867	-	975,867	3,665,620	-	3,665,620
(d) Paragraph 10.b.ii.	xxx	xxx	53,953	xxx	xxx	544,667	xxx	xxx	(490,714)
(e) Paragraph 10.c.	-	-	-	-	-	-	-	-	-
(f) Total (4a+4b+4c)	53,953	-	53,953	544,667	-	544,667	(490,714)	-	(490,714)
SSAP 10R, paragraph 10.e.:									
(g) Paragraph 10.e.i.									
(h) Paragraph 10.e.ii.									
(i) Paragraph 10.e.ii.a.									
(j) Paragraph 10.e.ii.b.	xxx	xxx	-	xxx	xxx	-	xxx	xxx	-
(k) Paragraph 10.e.iii.									
(l) Total (4g+4h+4k)	-	-	-	-	-	-	-	-	-
SSAP 10R, paragraph 10.d.:									
(m) Total adjusted capital	xxx	xxx	(24,503,011)	xxx	xxx	6,780,171	xxx	xxx	(31,283,182)
(n) Authorized control level	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx

5.

SSAP 10R, paragraphs 10.a., 10.b. and 10.c.:	2011			2010			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
(a) Admitted deferred tax asset	\$ 53,953	\$ -	\$ 53,953	\$ 544,667	\$ -	\$ 544,667	\$ (490,714)	\$ -	\$ (490,714)
(b) Admitted assets	xxx	xxx	15,605,758	xxx	xxx	23,747,153	xxx	xxx	(8,141,395)
(c) Adjusted statutory surplus	xxx	xxx	(24,503,011)	xxx	xxx	6,780,171	xxx	xxx	(31,283,182)
(d) Total adjusted capital from DTAs	xxx	xxx	53,953	xxx	xxx	544,667	xxx	xxx	(490,714)
SSAP 10R, paragraph 10.e.:									
(e) Paragraph 10.e.i.									
(f) Paragraph 10.e.ii.									
(g) Paragraph 10.e.ii.a.									

B. Unrecognized deferred tax liabilities:

1. There are no temporary differences for which deferred tax liabilities are not recognized.

C. Current federal income taxes incurred consist of the following major components:

	<u>12/31/2011</u>	<u>12/31/2010</u>
1. Current year federal tax expense (benefit)	\$(11,124)	\$(1,306,521)
2. Prior year adjustments	0	0
3. Other	<u>(8,811,808)</u>	<u>0</u>
4. Federal income taxes incurred, gross of capital gains tax expense (benefit)	(8,822,932)	(1,306,521)
5. Less: realized capital gains tax (benefit)	<u> </u>	<u>102,329</u>
6. Federal income taxes incurred, net of capital gains tax expense (benefit)	<u>\$(8,811,808)</u>	<u>\$(1,408,850)</u>

NOTES TO FINANCIAL STATEMENTS

Deferred income tax assets and liabilities consist of the following major components:

	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>Change</u>
Deferred tax assets:			
1. Loss reserve discounting	(396,291)	39,764	(436,055)
2. Unearned premium reserve	771,451	990,290	(218,839)
3. Investments	0	0	0
4. Deferred compensation	0	0	0
5. Other	8,022,544	946,497	7,076,047
6. Unrealized (gains) losses	(14,997)	0	(14,997)
7. Allowance for title plant impairment	<u>688,616</u>	<u>70,000</u>	<u>618,616</u>
8. Total deferred tax assets	9,071,323	2,046,551	7,024,772
9. Non-admitted deferred tax assets	<u>9,017,370</u>	<u>1,501,883</u>	<u>7,515,487</u>
10. Admitted deferred tax asset	<u><u>53,953</u></u>	<u><u>544,668</u></u>	<u><u>(490,715)</u></u>
Deferred tax liabilities:			
11. Investments	0	0	0
12. EDP equipment	0	0	0
13. Pension accrual	0	0	0
14. Unrealized (gains) losses	0	0	0
15. Allowance for title plant impairment	<u>0</u>	<u>0</u>	<u>0</u>
16. Total deferred tax liabilities	<u>0</u>	<u>0</u>	<u>0</u>
17. Net admitted deferred tax asset (liability)	<u><u>53,953</u></u>	<u><u>0</u></u>	<u><u>0</u></u>

In accordance with SSAP 10R, management considered whether any valuation allowance on the deferred tax asset was necessary as of December 31, 2011. Based on total consolidated net income levels in the prior years, it was determined that no valuation allowance is considered necessary for the deferred tax asset.

D. The Company's income tax incurred and change in deferred income tax differs from the amount obtained by applying the federal statutory rate of 35% to income before income taxes as follows:

	<u>12/31/2011</u>	<u>12/31/2010</u>
1. Federal income taxes incurred, gross of capital gains tax (benefit)	(11,124)	(1,306,521)
Change in deferred income tax (without tax on unrealized gains and losses)	<u>55,894</u>	<u>103,242</u>
2. Total federal income tax reported	<u><u>67,018</u></u>	<u><u>(1,203,279)</u></u>
3. Statutory income (loss) before taxes, gross of capital gains tax (benefit)	(14,725,075)	(5,455,065)
Expected income tax expense (benefit) at 35% statutory rate	<u>35%</u> (5,153,776)	<u>35%</u> (1,909,273)
Increase (decrease) in actual tax reported resulting from:		
a. Goodwill amortization	(69,088)	(69,088)
b. Nondeductible expenses for meals, penalties, and lobbying	279	1,048
c. Prior period adjustment	0	569,389
d. Deferred tax benefit/(exp) on non-admitted assets	(3,224,826)	(102,330)
e. Discounting on unpaid losses	(630,307)	19,346
f. Unearned premiums	(298,223)	(15,907)
g. Travel & entertainment	5,289	5,302
h. Other	<u>(48,717)</u>	<u>92,662</u>
4. Total income tax reported	<u><u>(8,822,932)</u></u>	<u><u>(1,408,850)</u></u>

E. Operating loss carry-forward:

- As of December 31, 2011, there is a net operating loss carry-forward of \$15,028,611 available for tax purposes that, if unused, will expire in 2030. There are no tax credit carry-forwards available for tax purposes. The Companies' current year operating loss will be utilized in consolidation with the parent company to the extent of their taxable income.
- The amounts of federal income taxes incurred that are available for recoupment in the event of future net losses are \$0 for 2011 and 2010.

F. Consolidated federal income tax return:

- The Company was included in the federal consolidated tax return of ALPS Corporation for the periods ending December 31, 2011, and 2010. ALPS Corporation is the parent company of the consolidated return. The following subsidiaries will be included in the consolidated federal income tax return.

NOTES TO FINANCIAL STATEMENTS

Attorneys Liability Protection Society, Inc.
 Peak Investment Management Ltd.
 Foundation Services Corporation
 Big Sky Captive Management, Inc.
 Investors Southern Corporation
 Southern Title Agency Corporation
 Southern Title Services, Inc.
 Southern Title Abstractors Corporation
 Glasgow Enterprises Corporation
 Glasgow Enterprises Corporation II

Each Company in the consolidation has agreed to share any tax or recovery of tax based on their individual taxable income or loss. Each Company's current taxable income or loss will be adjusted by any prior taxable income or loss which can be carried forward to the current year.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

- A. All outstanding shares of the Company are owned by Investors Southern Corporation, a holding company for the insurance operations domiciled in the Commonwealth of Virginia. All outstanding shares of Investors Southern Corporation are owned by ALPS Corporation, a holding company domiciled in the state of Montana. The Company has a wholly-owned subsidiary, Southern Title Services, Inc., which is described in Note 1 above and carried in the statutory financial statements at \$0.
- B. Reference is made to Schedule Y concerning affiliated intercompany transactions. The admitted balances due from affiliates as of December 31, 2011, and 2010 amounted to \$408,985 and \$935,014 respectively, and result from management fees and/or operating advances which will be repaid in 2012. The Company received surplus contributions from ALPS Corporation, the parent of the Company, totaling \$3,850,000 and \$940,000, as of December 31, 2011, and 2010, respectively.
- C. Reference is made to Schedule Y concerning affiliated intercompany transactions. There were no changes in the method of establishing the terms from that used in the preceding period.
- D. See item B. above.
- E. Not applicable.
- F. Prior to receivership, the Company had a management fee agreement with Southern Title Services, Inc., Southern Title Agency Corporation, an affiliate and title insurance agency, and Glasgow Enterprises Corporation, an affiliate and holding company, whereby the Company was paid a management fee equal to the profits or losses of each company. The Company also received service fees pursuant to leased employee agreements between the Company and certain subsidiaries of its sister corporation, Glasgow Enterprise Corporation. Once the receivership began, the Deputy Receiver reached an agreement with Southern Title's parent company, ALPS by which ALPS will proceed with dissolution of the affiliate companies and distribute proceeds of those closings to the Company.
- G. See items A. and B. above and Schedule Y.
- H. Not applicable.
- I. Not applicable.
- J. Not applicable.
- K. Not applicable.
- L. Not applicable.

11. DEBT – NOT APPLICABLE

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

- A. Defined benefit plans – not applicable.

NOTES TO FINANCIAL STATEMENTS

- B. Defined contribution plans – the Company had a 401(k) profit sharing plan (the “Plan”) covering employees who met the participation requirements outlined in the Plan. The Plan was terminated as of September 16, 2011. The Company made no contributions to the Plan for the years ended September 16, 2011, and December 31, 2010. Contributions to the Plan were made based on a matching percentage of employee contributions as prescribed by the Plan.
- C. Multi-employer plans – not applicable.
- D. Consolidated/holding company plans – not applicable.
- E. Post-employment benefits and compensated absences – not applicable.
- F. Impact of Medicare Modernization Act – not applicable.

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

The Company has 250,000 shares authorized and 210,320 shares issued and outstanding of its common stock. The Company has no preferred stock.

The Company is subject to certain minimum levels of capital and surplus as required by statutes of the states in which it is authorized to do business. As of November 4, 2011, the Company no longer exceeded all minimum capital requirements.

The maximum amount of dividends which can be paid by insurers domiciled in the Commonwealth of Virginia to shareholders without prior approval of the Commissioner of Insurance is subject to restrictions relating to statutory surplus. Statutory surplus at December 31, 2011, and 2010, amounted to \$(24,503,011) and \$6,780,171, respectively. No dividends were paid in 2011 or 2010.

14. CONTINGENCIES

As discussed in Note 1, the Company was placed in receivership by the Circuit Court of the City of Richmond on December 20, 2011.

The following paragraphs provide a summary description of certain litigation and/or claims filed by or against the Company as well as other contingencies.

A. American National Title (“ANT”) Litigation

ANT, as policy issuing agent for Southern Title, engaged in a number of fraudulent transactions that have resulted in significant loss to Southern Title. The principal for ANT worked in concert with a number of other conspirators using shell corporations and alter-ego partnerships to obtain loans on a number of commercial and residential properties. In a typical transaction, the principal or one of his conspirators sold a piece of property subject to a prior deed of trust to another of the co-conspirators or partnerships, and acting as the policy issuing agent for Southern Title, the principal would issue a new title insurance policy to the lender financing the transaction. This policy was always issued without exception to the prior deed of trust, and the prior deed of trust was never paid. In some cases this fraud was repeated more than once on the same property. As a result of ANT performing the title searches and abstracts, as well as the closings on these transactions, the principal and his conspirators were able to fraudulently conceal the prior deeds of trust from both the lenders and Southern Title.

As of June 30, 2012, there are twenty-six (26) claims related to closings performed by ANT. Of the twenty-six (26) claims, there are ten (10) that show at least an indication of fraud on the part of the principal and co-conspirators. Southern Title has paid \$1,430,215.81 in claims related to ANT closings and has approved an additional \$800,000 in claims since the inception of the receivership. Reserves for remaining ANT-related claims are in excess of \$5 million.

B. Recoupment Actions

In order to mitigate claim losses, the Deputy Receiver continues to oversee efforts to identify and collect on files where recoupment of that loss is possible. Each claim is evaluated to identify

NOTES TO FINANCIAL STATEMENTS

potential third-party liability based on contracts, assignments, personal guarantees, insurance coverage, surety bonds, and the like. Once potentially liable parties and viable causes of action are identified, a demand is made on behalf of the Company. Collection on recoupment files is handled primarily internally, but if efforts prove unfruitful, the claim for recoupment may be referred to outside counsel. Currently, there are seventy-seven (77) pending recoupment claims with an aggregate demand amount of \$4,365,190.11 and \$516,708.29 recovered to date. Actual amounts recovered will likely be less than the demand amounts. These matters remain pending.

C. Proof of Claim Process and Appeals

As described in Note 1, on December 20, 2011, the Deputy Receiver established a receivership appeal procedure for the review of all decisions and claim determinations made by the Company or the Deputy Receiver. On or about January 26, 2012, the Deputy Receiver made Proof of Claim forms and instructions available for use by all parties wishing to assert claims against the Company.

From the inception of the receivership until August 28, 2012, nine (9) claim appeals have been filed with the Deputy Receiver and one appeal remains pending. Two (2) petitions for review of the Deputy Receiver's Determination of Appeal have been filed with the State Corporation Commission.

D. Litigation

There are twenty-two (22) cases pending against the Company. On January 2, 2012, the Deputy Receiver sent a Notice of Receivership to all local counsel, and requested that those counsel file a notice of receivership and seek stays of pending litigation. The Deputy Receiver and counsel continue to coordinate with outside and opposing counsel to enforce the permanent injunction against the prosecution and continuation of litigation against the Company.

E. Impairment and Disposition of Title Plants

A transfer and sale agreement with Old Republic National Title Insurance Company ("Old Republic") was executed and became effective in May 2012. In exchange for the \$65,000 purchase price, Southern Title transferred its policy/title plants to Old Republic. However, the agreement requires Old Republic to provide the Deputy Receiver with continued access to the policies and materials in those files. Moreover, no documents may be destroyed without Old Republic first tendering the material back to the Deputy Receiver.

The sale resulted in the book value of the title plants, which had been approximately \$2,000,000, being written down to the purchase price of \$65,000. The purchase price reflects the realistic market value of the title plants (which was declining rapidly due to industry computerization of title records). The cost of moving, storing, and winding down these plants would be substantial, and this sale removes these costs as a continuing obligation.

F. Asset Recovery

Southern Title v. Shakeel Uddin (Broadway Property)

This is the first of two petitions filed on behalf of the Deputy Receiver against Dr. Shakeel Uddin ("Dr. Uddin"). Both cases involve similar transactions wherein Dr. Uddin worked in collusion with, and as principal for, ANT, to defraud lenders and Southern Title.

In this case, Southern Title, through its agent ANT, issued a lender's title insurance policy to Sterling Bank ("Sterling") with reference to a Deed of Trust against property owned by Nabeel & Amaan Investments Inc. ("Nabeel & Amaan"). The policy was issued without exception to a Deed of Trust owned by JLE Investors, Inc. ("JLE") despite the fact that the entity that closed the transaction failed to pay off JLE's lien. JLE foreclosed on its lien, and Sterling has made a claim under the policy.

NOTES TO FINANCIAL STATEMENTS

In connection with the loan from Sterling, Dr. Uddin signed a Guarantee Agreement in which he personally guaranteed Nabeel & Amaan's obligations under the Deed of Trust and other agreements as part of the Sterling closing. Notwithstanding the representations, assurances, and warranties provided to Sterling by both Nabeel & Amaan and Dr. Uddin, the property was not free and clear of any and all encumbrances. The Deed of Trust securing a loan made by JLE encumbered the property at the time the Sterling loan was made and was not paid off at the closing despite the express conditions of Sterling in making this loan. Instead, the JLE loan remained unpaid and outstanding as an adverse lien to Sterling's own interest in this property, and eventually, JLE initiated foreclosure of its Deed of Trust.

Pursuant to the terms and provisions of the policy, Southern Title is subrogated to the rights Sterling has against third parties, or most specifically in this instance, its rights against Dr. Uddin as a result of the JLE lien.

On May 22, 2012, an original petition was filed on behalf of the Deputy Receiver alleging various causes of action, including breach of contract, fraud, and deceptive business practices against Dr. Uddin. This matter remains pending.

Southern Title v. Shakeel Uddin (Magnolia Shell)

Southern Title, through its policy issuing agent ANT, issued a lender's title insurance policy to JLE for a Deed of Trust against property owned by King Stop, Inc. ("King Stop"). King Stop sold the property to Magnolia Shell Truck Stop, Inc. ("Magnolia Shell"), and ANT also issued the new lender's title insurance policy ("the policy") to Magnolia Shell Truck Stop, Inc.'s lender, UCB, with an effective date of May 23, 2008, for a \$2,250,000 Deed of Trust on the same property. The policy was issued without exception to the JLE Deed of Trust, despite the fact that the entity that closed the UCB transaction failed to pay off JLE's lien.

As one of the principals of ANT, Dr. Uddin signed a "Business Loan Agreement" at closing, wherein he provided various assurances to UCB. In connection with the loan from UCB, Dr. Uddin personally guaranteed Magnolia Shell's obligations under the Deed of Trust and other agreements and directly obligated himself to UCB for his own representations and warranties cited above. Notwithstanding the representations, assurances, and warranties both Magnolia Shell and Dr. Uddin provided to UCB, the property was not free and clear of any and all encumbrances. The Deed of Trust in favor of JLE encumbered the property at the time of the UCB loan, and JLE was not paid off at the closing despite the express conditions of UCB in making the loan.

Pursuant to the terms and provisions of the policy, Southern Title is subrogated to the rights UCB has against third parties, or more specifically in this instance, its rights against Dr. Uddin as a result of the JLE lien.

When UCB discovered the lack of clear title, it asserted a claim under the Southern Title policy. Before receivership, Southern Title paid JLE \$1,000,000 to resolve JLE's Deed of Trust and to protect UCB's lien position, thereby avoiding substantial legal fees for UCB's insured lien.

On May 23, 2012, an original petition was filed on behalf of the Deputy Receiver alleging various causes of action, including breach of contract, fraud, and deceptive business practices against Dr. Uddin. This matter remains pending.

G. Sale of Charlottesville Property

As noted in Section 5.F., the Company owns a building in Charlottesville, Virginia, which housed one of Southern Title's branch operations. Since the inception of the receivership, the Deputy Receiver has been working to sell that property, and in August 2012, executed a Contract of Purchase and an Amendment to Contract of Purchase. As of the date of this financial statement, the sale had not yet closed, but it is anticipated to close during the month of September 2012. The agreed-upon sale price is \$700,000, but commissions and closing costs (which will reduce net proceeds of the sale) have not yet been calculated.

NOTES TO FINANCIAL STATEMENTS

15. LEASES

The Company leases the majority of its offices and certain equipment under non-cancellable operating leases. Total rental expense under non-cancellable operating leases amounted to \$288,500 and \$452,407 in 2011 and 2010, respectively. Future minimum lease payments under these lease agreements are approximately as follows as of December 31, 2011:

2012	\$93,252
2013	\$45,681
2014	\$19,404
2015	\$0
2016	\$0
Thereafter	\$0
TOTAL	\$158,337

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK – NOT APPLICABLE

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS, AND EXTINGUISHMENTS OF LIABILITIES – NOT APPLICABLE

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS – NOT APPLICABLE

19. DIRECT PREMIUMS WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD-PARTY ADMINISTRATORS – NOT APPLICABLE

20. FAIR VALUE MEASUREMENTS – NOT APPLICABLE

21. OTHER ITEMS – NOT APPLICABLE

22. EVENTS SUBSEQUENT – NOT APPLICABLE

23. REINSURANCE

- A. Unsecured Reinsurance Recoverables – Not Applicable
- B. Reinsurance Recoverable in Dispute – Not Applicable
- C. Reinsurance Assumed and Ceded

	Assumed Reinsurance		Ceded Reinsurance		Net	
	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity
Affiliates	-	-	-	-	-	-
All Other	-	-	\$65,346	\$217,054	\$(65,346)	\$(217,054)
Total	-	-	\$65,346	\$217,054	\$(65,346)	\$(217,054)

Statutory Premium Reserve - \$9,939,913

- D. Uncollectible Reinsurance – Not Applicable
- E. Commutation of Ceded Reinsurance – Not Applicable
- F. Retroactive Reinsurance – Not Applicable
- G. Reinsurance Accounted for as a Deposit – Not Applicable

24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION – NOT APPLICABLE

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

NOTES TO FINANCIAL STATEMENTS

Title insurance claims and losses increase when the incidence of foreclosures increases because title defects and searching errors come to light during the foreclosure process. As a result of the downturn in the housing market, the Company has realized an increasing number of reported claims and greater incurred losses in 2011 and 2010.

After commencement of the receivership, the Deputy Receiver evaluated whether claim reserves should be increased. The Deputy Receiver also retained the law firm of Troutman Sanders LLP ("Troutman") to perform an independent review of all the pending ANT claims and a 10% random sample of the non-ANT claims. Claim reserves were adjusted based on claim reviews and recommendations of the receivership team and Troutman. The post-receivership reserve adjustments were made and will be included primarily as of December 31, 2011. Oliver Wyman ("OW") was retained to perform an actuarial analysis of the reserving practices. Post-December 31, 2011, reserve adjustments are reflected as "material subsequent" events, as required by actuarial standards of practice, in OW's 2011 reserve analysis.

- 26. INTERCOMPANY POOLING ARRANGEMENTS – NOT APPLICABLE**
- 27. STRUCTURED SETTLEMENTS – NOT APPLICABLE**
- 28. SUPPLEMENTAL RESERVE – NOT APPLICABLE**

GENERAL INTERROGATORIES

PART 1 – COMMON INTERROGATORIES

GENERAL

1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes No]

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes No] N/A]

1.3 State Regulating? VIRGINIA

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

2.2 If yes, date of change: _____

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010

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

3.3 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). 08/13/2010

3.4 By what department or departments?
 Commonwealth of Virginia Bureau of Insurance

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

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

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? Yes No]
 4.12 renewals? Yes No]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? Yes No]
 4.22 renewals? Yes No]

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

5.2 If yes, provide the name of the 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
.....

6.1 Has the 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]

GENERAL INTERROGATORIES

6.2 If yes, give full information:

Prior to receivership, Southern Title was licensed to conduct business in the following states: Alabama, Arkansas, Colorado, Delaware, District of Columbia, Florida, Georgia, Louisiana, Maryland, Mississippi, Nevada, New Jersey, New Mexico, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, and West Virginia. The Company's license has been

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]

7.2 If yes,

- 7.21 State the percentage of foreign control. _____ %
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity

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

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 the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
 Calhoun, Thomson, + Matza, LLP, 9500 Arboretum Blvd., Suite 120, Austin, Texas, 78759

.....

.....

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]

10.2 If response to 10.1 is yes, provide information related to this exemption:

.....

.....

.....

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]

10.4 If response to 10.3 is yes, provide information related to this exemption:

.....

.....

.....

GENERAL INTERROGATORIES

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes No N/A

10.6 If the response to 10.5 is no or n/a, please explain:

.....
.....
.....

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?

Oliver Wyman Actuarial Consulting, Inc., One University Square Drive, Suite 100, Princeton, New Jersey 08540

.....
.....

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes No

12.11 Name of real estate holding company

12.12 Number of parcels involved

12.13 Total book/adjusted carrying value

\$ _____

12.2 If yes, provide explanation:

.....
.....
.....

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

.....
.....
.....

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?

Yes No

13.3 Have there been any changes made to any of the trust indentures during the year?

Yes No

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes?

Yes No N/A

14.1 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 No

14.11 If the response to 14.1 is no, please explain:

.....
.....
.....

14.2 Has the code of ethics for senior managers been amended?

Yes No

14.21 If the response to 14.2 is yes, provide information related to amendment(s).

.....
.....
.....

GENERAL INTERROGATORIES

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

.....

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance with a NAIC rating of 3 or below? Yes [] No [X]

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
.....
.....

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate thereof? Yes [X] No []

17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []

18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

20.11 To directors or other officers	\$ _____
20.12 To stockholders not officers	\$ _____
20.13 Trustees, supreme or grand (Fraternal only)	\$ _____

20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):

20.21 To directors or other officers	\$ _____
20.22 To stockholders not officers	\$ _____
20.23 Trustees, supreme or grand (Fraternal only)	\$ _____

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]

21.2 If yes, state the amount thereof at December 31 of the current year:

21.21 Rented from others	\$ _____
21.22 Borrowed from others	\$ _____
21.23 Leased from others	\$ _____
21.24 Other	\$ _____

22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]

22.2 If answer is yes:

22.21 Amount paid as losses or risk adjustment	\$ _____
22.22 Amount paid as expenses	\$ _____
22.23 Other amounts paid	\$ _____

GENERAL INTERROGATORIES

- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 47,136

INVESTMENT

- 24.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.3) Yes No

24.2 If no, give full and complete information, relating thereto:
 APPROXIMATELY \$2.5 MILLION IN BONDS WERE ON DEPOSIT WITH STATE OR OTHER REGULATORY BODIES

24.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided):

- 24.4 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes No N/A

24.5 If answer to 24.4 is yes, report amount of collateral for conforming programs. \$ _____

24.6 If answer to 24.4 is no, report amount of collateral for other programs. \$ _____

- 24.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes No N/A

- 24.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes No N/A

- 24.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes No N/A

- 25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.3). Yes No

- 25.2 If yes, state the amount thereof at December 31 of the current year:
- | | | | |
|--|-------|--|---------------------|
| | 25.21 | Subject to repurchase agreements | \$ _____ |
| | 25.22 | Subject to reverse repurchase agreements | \$ _____ |
| | 25.23 | Subject to dollar repurchase agreements | \$ _____ |
| | 25.24 | Subject to reverse dollar repurchase agreements | \$ _____ |
| | 25.25 | Pledged as collateral | \$ _____ |
| | 25.26 | Placed under option agreements | \$ _____ |
| | 25.27 | Letter stock or securities restricted as to sale | \$ _____ |
| | 25.28 | On deposit with state or other regulatory body | \$ <u>2,577,910</u> |
| | 25.29 | Other | \$ _____ |

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount
.....
.....

- 26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes No
- 26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement. Yes No N/A

GENERAL INTERROGATORIES

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year. \$ _____

28. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

1 Name of Custodian(s)	2 Custodian's Address
Branch Banking and Trust Company	P.O. Box 2887, Wilson, North Carolina 27894-2887
SunTrust Bank	901 E. Main Street, 2nd Floor, Richmond, Virginia 23219
US Bank	50 South 16th Street, Suite 2000, Philadelphia, Pennsylvania 19102
US Bank	225 Water Street, Suite 700, Jacksonville, Florida 32202

28.02 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)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [] No [X]

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

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

28.05 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 Number(s)	2 Name	3 Address
107918	Peak Investment Management	P.O. Box 9169, Missoula, Montana 59807-9169

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [] No [X]

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 TOTAL		

GENERAL INTERROGATORIES

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	13,168,592	14,042,760	874,168
30.2 Preferred stocks			
30.3 Totals	13,168,592	14,042,760	874,168

30.4 Describe the sources or methods utilized in determining the fair values:

Investment fair values are based on investment custodial reports from Wall Street pricing services.

.....

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes No

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes No

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

.....

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

Yes No

32.2 If no, list exceptions:

.....

OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?

\$ 33,984

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
ALTA	\$ 9,740
	\$
	\$

34.1 Amount of payments for legal expenses, if any?

\$ 22,937

GENERAL INTERROGATORIES

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
SEE ATTACHED	\$
	\$
	\$

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?

\$ _____

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
	\$
	\$
	\$

GENERAL INTERROGATORIES

PART 2 – TITLE INTERROGATORIES

1. Did any persons while an officer, director, trustee, or employee receive directly or indirectly, during the period covered by this statement, any compensation in addition to his/her regular compensation on account of the reinsurance transactions of the reporting entity? Yes [] No [X]
2. Largest net aggregate amount insured in any one risk. \$ 1,000,000
- 3.1 Has this reporting entity reinsured any risk with any other entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk or portion thereof, reinsured? Yes [] No [X]
- 3.2 If yes, give full information

4. If the reporting entity has assumed risk from another entity, there should be charged on account of such reinsurances a reserve equal to that which the original entity would have been required to charge had it retained the risks. Has this been done? Yes [] No [X]
- 5.1 Has this reporting entity guaranteed policies issued by any other entity and now in force? Yes [] No [X]
- 5.2 If yes, give full information

6. Uncompleted building construction loans:
- | | | |
|-------------------------------|--|----------|
| 6.1 Amount already loaned | | \$ _____ |
| 6.2 Balance to be advanced | | \$ _____ |
| 6.3 Total amount to be loaned | | \$ _____ |
- 7.1 Does the reporting entity issue bonds secured by certificates of participation in building construction loans prior to the completion of the buildings? Yes [] No [X]
- 7.2 If yes, give total amount of such bonds or certificates of participation issued and outstanding. \$ _____
8. What is the aggregate amount of mortgage loans owned by the reporting entity that consist of co-ordinate interest in first liens? \$ _____
- 9.1 Reporting entity assets listed on Page 2 include the following segregated assets of the Statutory Premium Reserve or other similar statutory reserves:
- | | | |
|---------------------------------------|--|----------|
| 9.11 Bonds | | \$ _____ |
| 9.12 Short-term investments | | \$ _____ |
| 9.13 Mortgages | | \$ _____ |
| 9.14 Cash | | \$ _____ |
| 9.15 Other admissible invested assets | | \$ _____ |
| 9.16 Total | | \$ _____ |
- 9.2 List below segregate funds held for others by the reporting entity, set apart in special accounts and excluded from entity assets and liabilities. (These funds are also included in Schedule E – Part 1D Summary, and the "From Separate Accounts, Segregated Accounts and Protected Cell Accounts" line on Page 2 except for escrow funds held by Title insurers).
- | | | |
|---|--|----------|
| 9.21 Custodial funds not included in this statement were held pursuant to the governing agreements of custody in the amount of: | | \$ _____ |
| These funds consist of: | | |
| 9.22 In cash on deposit | | \$ _____ |
| 9.23 Other forms of security | | \$ _____ |

FIVE – YEAR HISTORICAL DATA

Show amounts in whole dollars only, no cents; show percentages to one decimal place, i.e. 17.6.

	1	2	3	4	5
	2011	2010	2009	2008	2007
Source of Direct Title Premiums Written (Part 1A)					
1. Direct operations (Part 1A, Line 1, Col. 1)	398,205	559,409	775,615	802,834	1,173,787
2. Non-affiliated agency operations (Part 1A, Line 1, Col. 2)	18,819,221	21,108,037	27,442,162	41,195,087	49,984,569
3. Affiliated agency operations (Part 1A, Line 1, Col. 3)	530,439	1,714,378	1,797,722	2,517,979	3,022,358
4. Total	19,747,865	23,381,824	30,015,499	44,515,900	54,180,714
Operating Income Summary (Page 4 & Part 1)					
5. Premiums earned (Part 1B, Line 3)	19,862,949	23,498,449	29,738,308	43,713,308	52,180,887
6. Escrow and settlement service charges (Part 1A, Line 2)	14,289	35,539	54,744	37,306	45,437
7. Title examinations (Part 1A, Line 3)					
8. Searches and abstracts (Part 1A, Line 4)	217,145	343,434	501,305	468,967	549,656
9. Surveys (Part 1A, Line 5)					
10. Aggregate write-ins for service charges (Part 1A, Line 6)	120,840	191,328	205,094	186,101	187,410
11. Aggregate write-ins for other operating income (Page 4, Line 2)	409,670	374,271	373,531	291,077	440,858
12. Total operating income (Page 4, Line 3)	20,624,893	24,443,021	30,872,982	44,696,759	53,404,248
Statement of Income (Page 4)					
13. Net operating gain or (loss) (Line 8)	(15,591,597)	(6,408,262)	(3,733,734)	(10,703,939)	(2,192,516)
14. Net investment gain or (loss) (Line 11)	810,628	849,955	1,086,682	902,985	922,249
15. Total other income (Line 12)					
16. Federal and foreign income taxes incurred (Line 14)	(44,770)	(1,409,763)	(899,443)	(3,079,069)	(249,268)
17. Net income (Line 15)	(14,736,199)	(4,148,544)	(1,747,609)	(6,721,885)	(1,020,999)
Balance Sheet (Pages 2 and 3)					
18. Title insurance premiums and fees receivable (Page 2, Line 15, Col. 3)	30,425	65,415	120,421	272,404	145,439
19. Total admitted assets excluding segregated accounts (Page 2, Line 26, Col. 3)	15,599,671	23,747,153	23,005,992	25,676,923	23,386,522
20. Known claims reserve (Page 3, Line 1)	13,433,175	6,318,121	4,591,602	5,612,094	3,274,516
21. Statutory premium reserve (Page 3, Line 2)	9,939,913	10,272,052	10,466,310	10,337,394	11,001,692
22. Total liabilities (Page 3, Line 23)	40,052,876	16,966,982	15,928,729	17,674,037	15,670,916
23. Capital paid up (Page 3, Lines 25 + 26)	1,001,123	1,001,123	1,001,123	1,001,123	1,001,123
24. Surplus as regards policyholders (Page 3, Line 32)	(24,453,204)	6,780,171	7,077,263	8,002,886	7,715,606
Cash Flow (Page 5)					
25. Net cash from operations (Line 11)	(7,100,364)	(4,126,782)	(3,494,593)	(3,766,655)	1,788,724
Percentage Distribution of Cash, Cash-Equivalents and Invested Assets (Page 2, Col. 3) (Item divided by Page 2, Line 12, Col. 3) x 100.0					
26. Bonds (Line 1)	90.5	74.9	84.2	74.5	86.6
27. Stocks (Lines 2.1 & 2.2)	1.4				
28. Mortgage loans on real estate (Line 3.1 and 3.2)					
29. Real estate (Lines 4.1, 4.2 & 4.3)	0.9	0.8	0.8	1.3	1.7
30. Cash, cash equivalents and short-term investments (Line 5)	7.1	24.3	14.9	24.1	11.7
31. Contract loans (Line 6)					
32. Derivatives (Line 7)			X X X	X X X	X X X
33. Other invested assets (Line 8)					
34. Receivable for securities (Line 9)					
35. Securities lending reinvested collateral assets (Line 10)			X X X	X X X	X X X
36. Aggregate write-ins for invested assets (Line 11)					
37. Subtotals cash, cash equivalents and invested assets (Line 12)	100.0	100.0	100.0	100.0	100.0
Investments in Parent, Subsidiaries and Affiliates					
38. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)					
39. Affiliated preferred stocks (Sch. D, Summary, Line 18, Col. 1)					
40. Affiliated common stocks (Sch. D, Summary, Line 24, Col. 1)					
41. Affiliated short-term investments (subtotals included in Schedule DA Verification, Col. 5, Line 10)					
42. Affiliated mortgage loans on real estate					
43. All other affiliated					
44. Total of above Lines 38 to 43					
45. Percentage of investments in parent, subsidiaries and affiliates to surplus as regards policyholders (Line 44 above divided by Page 3, Line 32, Col. 1 x 100.0)					

FIVE – YEAR HISTORICAL DATA

(Continued)

	1	2	3	4	5
	2011	2010	2009	2008	2007
Capital and Surplus Accounts (Page 4)					
46. Net unrealized capital gains or (losses) (Line 18)	(27,620)		(296,165)	(19,483)	71,990
47. Change in nonadmitted assets (Line 21)	(7,507,182)	(100,873)	1,762,570	(343,979)	166,523
48. Dividends to stockholders (Line 28)			(355,380)		(406,115)
49. Change in surplus as regards policyholders for the year (Line 31)	(31,283,183)	(297,092)	(925,623)	287,280	(945,159)
Losses Paid and Incurred (Part 2A)					
50. Net payments (Line 5, Col. 4)	5,976,084	4,524,156	4,872,114	6,260,439	1,807,377
51. Losses and allocated LAE incurred (Line 8, Col. 4)	13,091,138	6,250,675	3,851,622	8,598,017	3,737,323
52. Unallocated LAE incurred (Line 9, Col. 4)					
53. Losses and loss adjustment expenses incurred (Line 10, Col. 4)	13,091,138	6,250,675	3,851,622	8,598,017	3,737,323
Operating Expenses to Total Operating Income (Part 3)(%) (Line item divided by Page 4, Line 3 x 100.0)					
54. Personnel costs (Part 3, Line 1.5, Col. 4)	17.8	18.6	15.7	14.7	10.4
55. Amounts paid to or retained by title agents (Part 3, Line 2, Col. 4)	71.3	70.0	72.4	77.7	78.4
56. All other operating expenses (Part 3, Lines 24 minus 1.5 minus 2, Col. 4)	20.5	12.1	11.6	11.9	8.0
57. Total (Lines 54 to 56)	109.6	100.6	99.6	104.2	96.8
Operating Percentages (Page 4) (Line item divided by Page 4, Line 3 x 100.0)					
58. Losses and loss adjustment expenses incurred (Line 4)	63.5	25.6	12.5	19.2	7.0
59. Operating expenses incurred (Line 5)	109.6	100.6	99.6	104.7	97.1
60. Aggregate write-ins for other operating deductions (Line 6)	2.5				
61. Total operating deductions (Line 7)	175.6	126.2	112.1	123.9	104.1
62. Net operating gain or (loss) (Line 8)	(75.6)	(26.2)	(12.1)	(23.9)	(4.1)
Other Percentages (Line item divided by Part 1B, Line 1.4 x 100.0)					
63. Losses and loss expenses incurred to net premiums written (Page 4, Line 4)	67.0	26.8	12.9	19.5	6.9
64. Operating expenses incurred to net premiums written (Page 4, Line 5)	115.8	105.6	103.0	106.0	96.4

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?

Yes [] No [X]

If no, please explain:

.....
.....
.....
.....



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EXHIBIT OF PREMIUMS AND LOSSES

DIRECT BUSINESS IN THE STATE OF ALABAMA DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (8000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly											
2. Policies Issued By Non-Affiliated Agents	2,616	333	865,618		579,093	XXX XXX XXX	887,197	(6,800)	168,397	224,622	333,752
3. Policies Issued By Affiliated Agents	XXX	XXX	XXX		XXX	XXX XXX XXX	XXX	XXX	XXX	XXX	XXX
4. All Other						XXX XXX	XXX	XXX	XXX	XXX	XXX
5. Aggregate Write-In for Line 05	2,618	333	865,618		579,093	36,587	887,197	(6,800)	168,397	224,622	333,752
6. Total											
DETAILS OF WRITE-INS											
0501.						XXX					
0502.						XXX					
0503.						XXX					
0598. Summary of remaining write-ins for Line 05 from overflow page						XXX					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						XXX					

NONE



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EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF ARKANSAS DURING THE YEAR 2011

NAIC Group Code 4711

NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly											
2. Policies Issued By Non-Affiliated Agents	1,537	155	355,959	15,825	250,021	XXX XXX XXX XXX	348,937		12,006	(74,203)	48,207
3. Policies Issued By Affiliated Agents	XXX	XXX	XXX		XXX	XXX XXX XXX	XXX	XXX	XXX	XXX	XXX
4. All Other											
5. Aggregate Write-in for Line 05	1,537	155	355,959	15,825	250,021	XXX 11,357	348,937		12,006	(74,203)	48,207
6. Total											
DETAILS OF WRITE-INS											
0501.						XXX					
0502.						XXX					
0503.						XXX					
0598. Summary of remaining write-ins for Line 05 from overflow page						XXX					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						XXX					

NONE



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Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF COLORADO DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	10	3	9,050		X X X	X X X	60,897	640,275	357,488	851,470	333,056
2. Policies Issued By Non-Affiliated Agents						X X X	X X X	X X X	X X X	X X X	X X X
3. Policies Issued By Affiliated Agents					X X X	X X X	X X X	X X X	X X X	X X X	X X X
4. All Other						X X X	X X X	X X X	X X X	X X X	X X X
5. Aggregate Write-in for Line 05	10	3	9,050			2,548	60,897	640,275	357,488	851,470	333,056
6. Total											

DETAILS OF WRITE-INS

0501.											
0502.											
0503.											
0598.											
0599.											

NONE



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Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES

DIRECT BUSINESS IN THE STATE OF DELAWARE DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly					XXX	XXX					
2. Policies Issued By Non-Affiliated Agents					XXX	XXX					
3. Policies Issued By Affiliated Agents	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX
4. All Other											
5. Aggregate Write-in for Line 05						XXX					
6. Total						XXX					
DETAILS OF WRITE-INS											
0501.						XXX					
0502.						XXX					
0503.						XXX					
0598. Summary of remaining write-ins for Line 05 from overflow page						XXX					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						XXX					

NONE



50792201145009100

Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF DISTRICT OF COLUMBIA DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	467	147	589,477	3,886	463,084	X X X	572,173	199,000	198,258	510,959	491,131
2. Policies Issued By Non-Affiliated Agents						X X X					
3. Policies Issued By Affiliated Agents						X X X					
4. All Other						X X X					
5. Aggregate Write-in for Line 05	467	147	589,477	3,886	463,084	X X X	572,173	199,000	198,258	510,959	491,131
6. Total											
DETAILS OF WRITE-INS											
0501.											
0502.											
0503.											
0598.											
0599.											
Summary of remaining write-ins for Line 05 from overflow page											
Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)											

NONE



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EXHIBIT OF PREMIUMS AND LOSSES

DIRECT BUSINESS IN THE STATE OF FLORIDA DURING THE YEAR 2011

NAIC Company Code 50792

NAIC Group Code 4711

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly											
2. Policies Issued By Non-Affiliated Agents	30	7	23,708		2,254	X X X	52,484	(40,500)	126,906	888,052	2,090,883
3. Policies Issued By Affiliated Agents						X X X	X X X	X X X	13,519	4,266	3,705
4. All Other	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
5. Aggregate Write-in for Line 05						X X X					
6. Total	30	7	23,708		2,254	2,857	52,484	(40,500)	140,725	892,318	2,094,588
DETAILS OF WRITE-INS											
0501.						X X X					
0502.						X X X					
0503.						X X X					
0598. Summary of remaining write-ins for Line 05 from overflow page						X X X					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						X X X					

NONE



50792201145011100

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF GEORGIA DURING THE YEAR 2011

NAIC Group Code 4711

NAIC Company Code 50792

	1	2	3	4	5	6	7	8	9	10	11
Type of Business	Number of Policies Issued During The Year	Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	Direct Premiums Written	Other Income on Policies Issued for the Type of Business	Amounts Paid to or Retained by Title Agents	Taxes Licenses and Fees Incurred	Direct Premiums Earned	Direct Losses Paid	Direct Allocated Loss Adjustment Expenses Paid	Direct Losses and Allocated Loss Adjustment Expenses Incurred	Direct Known Claim Reserve
1. Policies Issued Directly											
2. Policies Issued By Non-Affiliated Agents	4,155	570	1,546,253		1,122,958	X X X	1,483,610	(35,400)	90,053	28,886	350,428
3. Policies Issued By Affiliated Agents	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
4. All Other											
5. Aggregate Write-in for Line 05	4,155	570	1,546,253		1,122,958	75,087	1,483,610	(35,400)	90,053	28,886	350,428
6. Total											
DETAILS OF WRITE-INS											
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)										

NONE



50792201145019100

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF LOUISIANA DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly					XXX	XXX	234				
2. Policies Issued By Non-Affiliated Agents					XXX	XXX					
3. Policies Issued By Affiliated Agents	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX
4. All Other					XXX	XXX					
5. Aggregate Write-in for Line 05						XXX	234				
6. Total						1,000					
DETAILS OF WRITE-INS											
0501.											
0502.											
0503.											
0598.											
0599.											

NONE



50792201145021100

Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF MARYLAND DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	1		1,085		X X X	X X X	1,181				
2. Policies Issued By Non-Affiliated Agents	3,472	800	2,123,165		1,619,223	X X X	2,070,380	(1,849)	122,389	(27,447)	210,030
3. Policies Issued By Affiliated Agents	X X X	X X X	X X X		X X X	X X X	X X X	(10,502)	4,788	(2,502)	5,150
4. All Other											
5. Aggregate Write-in for Line 05	3,473	800	2,124,250		1,619,223	X X X	2,071,561	(12,351)	127,177	(29,949)	215,180
6. Total											
DETAILS OF WRITE-INS											
0501.											
0502.											
0503.											
0598.											
0599.											
Summary of remaining write-ins for Line 05 from overflow page											
Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)											

NONE



50792201145025100

Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF MISSISSIPPI DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly											
2. Policies Issued By Non-Affiliated Agents	636	68	213,528		153,983	X X X	208,740	(15,000)	6,310	(17,330)	24,567
3. Policies Issued By Affiliated Agents	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
4. All Other											
5. Aggregate Write-in for Line 05	636	68	213,528		153,983	X X X	208,740	(15,000)	6,310	(17,330)	24,567
6. Total											
DETAILS OF WRITE-INS											
0501.											
0502.											
0503.											
0598.											
0599.											
Summary of remaining write-ins for Line 05 from overflow page											
Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)											

NONE



50792201145029100

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF NEVADA DURING THE YEAR 2011

NAIC Group Code 4711

NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly					XXX	XXX	864		1,882	154,000	166,005
2. Policies Issued By Non-Affiliated Agents					XXX	XXX	864		XXX	XXX	XXX
3. Policies Issued By Affiliated Agents			XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX
4. All Other		XXX			XXX	XXX	XXX	XXX	XXX	XXX	XXX
5. Aggregate Write-in for Line 05						4,341	864		1,882	154,000	166,005
6. Total											
DETAILS OF WRITE-INS											
0501.			NONE			XXX					
0502.						XXX					
0503.						XXX					
0598. Summary of remaining write-ins for Line 05 from overflow page						XXX					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						XXX					



50792201145031100

EXHIBIT OF PREMIUMS AND LOSSES

DIRECT BUSINESS IN THE STATE OF NEW JERSEY DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly											
2. Policies Issued By Non-Affiliated Agents	39	10	31,710	875	26,750	XXX XXX XXX	30,643		530	3,530	3,000
3. Policies Issued By Affiliated Agents						XXX	XXX	XXX	XXX	XXX	XXX
4. All Other						XXX	XXX	XXX	XXX	XXX	XXX
5. Aggregate Write-in for Line 05	39	10	31,710	875	26,750	XXX 2,033	30,643		530	3,530	3,000
6. Total											
DETAILS OF WRITE-INS											
0501.						XXX					
0502.						XXX					
0503.						XXX					
0598. Summary of remaining write-ins for Line 05 from overflow page						XXX					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						XXX					

NONE



50792201145032100

Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF NEW MEXICO DURING THE YEAR 2011

NAIC Group Code	4711	1	2	3	4	5	6	7	8	9	10	11
Type of Business	Number of Policies Issued During The Year	Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	Direct Premiums Written	Other Income on Policies Issued for the Type of Business	Amounts Paid to or Retained by Title Agents	Taxes Licenses and Fees Incurred	Direct Premiums Earned	Direct Losses Paid	Direct Allocated Loss Adjustment Expenses Paid	Direct Losses and Allocated Loss Adjustment Expenses Incurred	Direct Known Claim Reserve	
1. Policies Issued Directly						XXX						
2. Policies Issued By Non-Affiliated Agents						XXX						
3. Policies Issued By Affiliated Agents						XXX						
4. All Other	XXX	XXX	NONE		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
5. Aggregate Write-in for Line 05												
6. Total												
DETAILS OF WRITE-INS												
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)												



50792201145034100

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF NORTH CAROLINA DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	2				XXX	XXX	802,388	99,154	91,815	275,261	469,612
2. Policies Issued By Non-Affiliated Agents	3,514	488	793,711		607,131	XXX	XXX	XXX	XXX	XXX	XXX
3. Policies Issued By Affiliated Agents	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX
4. All Other	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX
5. Aggregate Write-in for Line 05			793,711		607,131	24,795	802,388	99,154	91,815	275,261	469,612
6. Total	3,516	488	793,711		607,131	24,795	802,388	99,154	91,815	275,261	469,612
DETAILS OF WRITE-INS											
0501.						XXX					
0502.						XXX					
0503.						XXX					
0598.						XXX					
0599.						XXX					
Summary of remaining write-ins for Line 05 from overflow page											
Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)											

NONE



50792201145036100

Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF OHIO DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	81	10	53,050		X X X	X X X	72,630	101,200	13,389	355,204	249,900
2. Policies Issued By Non-Affiliated Agents	528	85	154,320	5,705	41,016	X X X	153,060	(3,102)	6,404	(8,357)	2,693
3. Policies Issued By Affiliated Agents	X X X	X X X	X X X		147,638	X X X	X X X	X X X	X X X	X X X	X X X
4. All Other					X X X	X X X	X X X	X X X	X X X	X X X	X X X
5. Aggregate Write-in for Line 05	609	95	207,370	5,705	188,654	7,334	225,690	98,098	19,793	346,947	252,593
6. Total											

DETAILS OF WRITE-INS

0501.											
0502.											
0503.											
0598.											
0599.											

NONE



50792201145039100

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF PENNSYLVANIA DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	1		733		X X X	X X X	797				
2. Policies Issued By Non-Affiliated Agents	303	53	334,195	18,975	295,664	X X X	333,575	(667)		(15,567)	
3. Policies Issued By Affiliated Agents			X X X		X X X	X X X	X X X	X X X	X X X	X X X	X X X
4. All Other						X X X					
5. Aggregate Write-in for Line 05					295,664	X X X	334,372	(667)		(15,567)	
6. Total	304	53	334,928	18,975	295,664	8,714					

DETAILS OF WRITE-INS

0501.						X X X					
0502.						X X X					
0503.						X X X					
0598.						X X X					
0599.						X X X					

NONE

Summary of remaining write-ins for Line 05 from overflow page 0598. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)



EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF SOUTH CAROLINA DURING THE YEAR 2011

NAIC Group Code	4711	NAIC Company Code	50792								
Type of Business	1	2	3	4	5	6	7	8	9	10	11
	Number of Policies Issued During The Year	Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	Direct Premiums Written	Other Income on Policies Issued for the Type of Business	Amounts Paid to or Retained by Title Agents	Taxes Licenses and Fees Incurred	Direct Premiums Earned	Direct Losses Paid	Direct Allocated Loss Adjustment Expenses Paid	Direct Losses and Allocated Loss Adjustment Expenses Incurred	Direct Known Claim Reserve
1. Policies Issued Directly	1,845	169	428,107		X X X	X X X	423,786		9,012	(6,896)	350
2. Policies Issued By Non-Affiliated Agents					257,040	X X X					
3. Policies Issued By Affiliated Agents	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
4. All Other						X X X					
5. Aggregate Write-in for Line 05	1,845	169	428,107		257,040	X X X	423,786		9,012	(6,896)	350
6. Total						18,358					
DETAILS OF WRITE-INS											
0501.				NONE		X X X					
0502.						X X X					
0503.						X X X					
0598. Summary of remaining write-ins for Line 05 from overflow page						X X X					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						X X X					



50792201145043100

Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF TENNESSEE DURING THE YEAR 2011

NAIC Group Code	4711	1	2	3	4	5	6	7	8	9	10	11
Type of Business	Number of Policies Issued During The Year	Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	Direct Premiums Written	Other Income on Policies Issued for the Type of Business	Amounts Paid to or Retained by Title Agents	Taxes Licenses and Fees Incurred	Direct Premiums Earned	Direct Losses Paid	Direct Allocated Loss Adjustment Expenses Paid	Direct Losses and Allocated Loss Adjustment Expenses Incurred	Direct Known Claim Reserve	
1. Policies Issued Directly	11,410	1,530	4,735,737		3,764,536	XXX	4,652,559	230,155	155,452	427,485	393,435	
2. Policies Issued By Non-Affiliated Agents	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX	
3. Policies Issued By Affiliated Agents	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX	
4. All Other	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX	
5. Aggregate Write-in for Line 05	11,410	1,530	4,735,737		3,764,536	67,092	4,652,559	230,155	155,452	427,485	393,435	
6. Total												
DETAILS OF WRITE-INS												
0501.			NONE									
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)												

NAIC Company Code 50792



50792201145044100

Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF TEXAS DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	51	6	49,019		1,553	XXX	135,198	1,645,528	986,136	10,299,967	9,074,991
2. Policies Issued By Non-Affiliated Agents						XXX					
3. Policies Issued By Affiliated Agents			XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX
4. All Other						XXX					
5. Aggregate Write-in for Line 05	51	6	49,019		1,553	1,531	135,198	1,645,528	986,136	10,299,967	9,074,991
6. Total											
DETAILS OF WRITE-INS											
0501.						XXX					
0502.						XXX					
0503.						XXX					
0598. Summary of remaining write-ins for Line 05 from overflow page						XXX					
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)						XXX					

NONE



50792201145047100

EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF VIRGINIA DURING THE YEAR 2011

MAIC Group Code 4711 MAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Loss Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	794	215	396,387	307,007	X X X	X X X	431,339		1,862	(44,598)	5,893
2. Policies Issued By Non-Affiliated Agents	11,146	1,599	6,533,367		5,021,964	X X X	6,654,306	329,653	118,572	273,365	363,403
3. Policies Issued By Affiliated Agents	670	135	376,119		273,429	X X X	373,049	32,026	2,590	(8,919)	31,546
4. All Other	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
5. Aggregate Write-in for Line 05			7,305,673	307,007	5,295,393	318,080	7,458,694	361,679	123,024	219,848	420,842
6. Total	12,610	2,249									

DETAILS OF WRITE-INS

0501.											
0502.											
0503.											
0598.											
0599.											

NONE

Summary of remaining write-ins for Line 05 from overflow page
Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)



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EXHIBIT OF PREMIUMS AND LOSSES
DIRECT BUSINESS IN THE STATE OF WEST VIRGINIA DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

	1	2	3	4	5	6	7	8	9	10	11
Type of Business	Number of Policies Issued During The Year	Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	Direct Premiums Written	Other Income on Policies Issued for the Type of Business	Amounts Paid to or Retained by Title Agents	Taxes Licenses and Fees Incurred	Direct Premiums Earned	Direct Losses Paid	Allocated Loss Adjustment Expenses Paid	Direct Losses and Allocated Loss Adjustment Expenses Incurred	Direct Known Claim Reserve
1. Policies Issued Directly	254	38	113,567		X XX 77,608	X XX	112,906		1,755	(35,800)	6,745
2. Policies Issued By Non-Affiliated Agents						X XX			X XX		
3. Policies Issued By Affiliated Agents	X XX	X XX	X XX		X XX	X XX	X XX	X XX	X XX	X XX	X XX
4. All Other						X XX					
5. Aggregate Write-in for Line 05	254	38	113,567		77,608	X XX 4,825	112,906		1,755	(35,800)	6,745
6. Total											
DETAILS OF WRITE-INS											
0501.						X XX					
0502.						X XX					
0503.						X XX					
0599.						X XX					
0599.						X XX					
0599.						X XX					

NONE



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Annual Statement for the year 2011 of the Southern Title Insurance Corporation

EXHIBIT OF PREMIUMS AND LOSSES

DIRECT BUSINESS IN THE STATE OF TOTAL DURING THE YEAR 2011

NAIC Group Code 4711 NAIC Company Code 50792

Type of Business	1 Number of Policies Issued During The Year	2 Direct Amount of Insurance Written in Millions (\$000,000 Omitted)	3 Direct Premiums Written	4 Other Income on Policies Issued for the Type of Business	5 Amounts Paid to or Retained by Title Agents	6 Taxes Licenses and Fees Incurred	7 Direct Premiums Earned	8 Direct Losses Paid	9 Direct Allocated Adjustment Expenses Paid	10 Direct Losses and Allocated Loss Adjustment Expenses Incurred	11 Direct Known Claim Reserve
1. Policies Issued Directly	798	215	398,205	307,007	X X X	X X X	433,317		1,862	(44,598)	5,893
2. Policies Issued By Non-Affiliated Agents	41,568	6,286	18,819,221	39,561	14,283,878	X X X	18,903,517	3,142,849	2,460,350	14,115,558	14,629,495
3. Policies Issued By Affiliated Agents	1,198	220	530,439	5,705	421,067	X X X	526,109	18,422	27,601	(15,512)	43,094
4. All Other	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
5. Aggregate Write-In for Line 05			19,747,865	352,273	14,704,945	X X X	19,882,943	3,161,271	2,489,813	14,055,448	14,678,482
6. Total	43,564	6,721	19,747,865	352,273	14,704,945	662,187	19,882,943	3,161,271	2,489,813	14,055,448	14,678,482
DETAILS OF WRITE-INS											
0501.											
0502.											
0503.											
0508.											
0599.											
Summary of remaining write-ins for Line 05 from overflow page											
Totals (Lines 0501 through 0503 plus 0508) (Line 05 above)											

NONE

SCHEDULE E – PART 1A – SEGREGATED FUNDS HELD FOR OTHERS AS NON-INTEREST EARNING CASH DEPOSITS

Showing all Banks, Trust Companies, Savings and Loan and Building and Loan Associations in which non-interest earning deposits of segregated funds held for others were maintained by the Company at any time during the year and the balances, if any (according to reporting entity's records) on December 31, of the current year.

1 Depository	2 Rate of Interest	3 Balance
OPEN DEPOSITORIES		
FEDERALLY INSURED DEPOSITORIES		
SUNTRUST BANK	RICHMOND, VA	88,449
SUNTRUST BANK	CHARLOTTESVILLE, VA	22,929
0199998 Deposits in () depositories which do not exceed the allowable limit in any one depository	XXX	
0199999 Total Federally Insured Depositories	XXX	111,378
NON-FEDERALLY INSURED DEPOSITORIES		
0299999 Total Non-Federally Insured Depositories	XXX	
0399999 Total Open Depositories - Dec. 31st	XXX	111,378
SUSPENDED DEPOSITORIES		
0499999 Total Suspended Depositories - Dec. 31st	XXX	
0599999 Grand Total - All Depositories - Dec. 31st	XXX	111,378
1. Totals: Last day of January		160,061
2. February		388,009
3. March		134,159
4. April		155,466
5. May		122,979
6. June		120,024
7. July		329,944
8. August		131,229
9. September		125,178
10. October		111,380
11. November		111,378
12. December		111,378

NONE **Schedule E - Part 1B**

NONE **Schedule E - Part 1C**

SCHEDULE E – PART 1D – SUMMARY

Segregated Funds Held for Others			
Type	1 Non-Interest Earning	2 Interest Earning	3 Total (Cols. 1 + 2)
1. Open depositories	111,378		111,378
2. Suspended depositories			
3. Total segregated cash funds held for others (General Interrogatories-Part 2, Line 9.22)	111,378		111,378
4. Other forms of security held for others (General Interrogatories-Part 2, Line 9.23)			
5. Total all segregated funds held for others (General Interrogatories-Part 2, Line 9.21)	111,378		111,378
Company Funds on Hand and on Deposit			
General Funds			
6. Open depositories			1,016,258
7. Suspended depositories			
8. Total general funds			1,016,258
Reinsurance Reserve Funds			
9. Open depositories			
10. Suspended depositories			
11. Total reinsurance reserve funds			
Total Company Funds			
12. Open depositories			1,127,636
13. Suspended depositories			
14. Total company funds on deposit (Lines 8 & 11)			1,016,258
15. Company funds on hand			325
16. Total company funds on hand and on deposit			1,016,583

SCHEDULE E – PART 1E – SUMMARY OF INTEREST EARNED

Interest Earned On	1 Interest Earned By Company	2 Average Monthly Balance of Non-Earning Deposits	3 Average Monthly Balance of Earning Deposits
Segregated Funds Held for Others			
17. Open depositories		166,765	
18. Suspended depositories			
19. Total segregated funds held for others		166,765	
Company Funds on Deposit			
20. Open depositories	1,883	2,134,415	184,733
21. Suspended depositories			
22. Total company funds on deposit	1,883	2,134,415	184,733
Total All Funds on Deposit			
23. Open depositories	1,883	2,301,180	184,733
24. Suspended depositories			
25. Total all funds on deposit	1,883	2,301,180	184,733

SCHEDULE E - PART 1F - FUNDS ON DEPOSIT - INTERROGATORIES

1. Does the reporting entity require, at least annually, letters of representation from its directors and officers concerning conflicts of interest in relation to:

1.1 The supply of goods or paid provision of personal services to a reporting entity depository listed in Schedule E – Part 1, or its parent, subsidiaries, or any of its affiliates?

Yes No

1.2 Real estate agreements, including, but not limited to lease, rental, mortgage, or purchase agreements with the reporting entity depository listed in Schedule E – Part 1, or its parent, subsidiaries, or any of its affiliates?

Yes No

2.1 Is the reporting entity aware of any real estate agreements, including, but not limited to lease, rental, mortgage, or purchase agreements, existing between the reporting entity, its Parent, Subsidiaries, or any of its Affiliates, and any depository listed in Schedule E – Part 1, or its parent, subsidiaries or any of its affiliates?

Yes No

2.2 If yes, give details below.

.....
.....
.....
.....
.....
.....
.....

3. Does the reporting entity maintain sufficient records of funds held as escrow or security deposits and reported in Exhibit Capital Gains (Losses) and Schedule E – Part 1A that will enable it to identify the funds on an individual basis?

Yes No

NONE Schedule F - Part 1

SCHEDULE F - PART 2

Ceded Reinsurance as of December 31, Current Year (000 Omitted)

1 Federal ID Number	2 NAIC Company Code	3 Name of Reinsured	4 Domiciliary Jurisdiction	5 Reinsurance Contracts Ceding 75% or More of Direct Premiums Written	6 Reinsurance Ceded Liability	7 Ceded Reinsurance Premiums Paid	8 Reinsurance Recoverable on Paid Losses and Loss Adjustment Expenses	9 Reinsurance Recoverable on Known Case Losses and LAE Reserves	Reinsurance Payable		13 Funds Held by Company Under Reinsurance Treaties
									10 Ceded Balances Payable	11 Other Amounts Due to Reinsurers	
41-0579050	50520	OLD REPUBLIC NATIONAL TITLE INSURANCE CO	MN		620						
06-1629891	51268	CATIC	CT		21,608	6					
86-0417131	51586	FIDELITY NATIONAL TITLE INSURANCE	CA		4,577	1					
AA-1126570	00000	Aflum Synd. 570	UK		9,404	10		1,245			
AA-1126623	00000	Beazley Synd. 623	UK		17,867	19					
AA-1128003	00000	SJC Synd. 2003	UK		28,210	29					
AA-1128623	00000	Beazley Synd. 2623	UK		76,168	79					
AA-1120075	00000	Ark Synd. 4020	UK		4,701	5					
AA-1126006	00000	Liberty Synd. 4472	UK		4,701	5					
AA-1128987	00000	Brit Synd. 2987	UK		37,614	39					
AA-3190795	00000	American Safety Re	UK		9,404	10					
AA-1120084	00000	LLOYD'S SYNDICATE ATR #1955	UK			1					
AA-1126570	00000	LLOYD'S SYNDICATE ATR #0570	UK			2					
AA-1126623	00000	LLOYD'S SYNDICATE ATR #0623	UK			1					
AA-1128003	00000	LLOYD'S SYNDICATE ATR #2003	UK			2					
AA-1128623	00000	LLOYD'S SYNDICATE ATR #2623	UK			6					
AA-1120075	00000	LLOYD'S SYNDICATE ATR #4020	UK			1					
AA-1126006	00000	LLOYD'S SYNDICATE ATR #4472	UK			1					
0599999		Total Authorized - Other U.S. Unaffiliated Insurers			214,874	217		1,245		5	1,240
9999999		Totals			214,874	217		1,245		5	1,240

NONE Schedule F - Part 3

SCHEDULE H - PART 1

Showing All Title Plants Owned at December 31 of Current Year and Basis of Valuation

1 Permanent Identification Number	2 Form of Ownership	3 Title Plant Covering Period		5 Date Acquired	6 Actual Cost	7 Book Value	8 Book Value Valuation Basis (a)	9 Increase by Adjustment in Book Value	10 Decrease by Adjustment in Book Value
		From	To						
100	100% OWNED	12/31/1948	12/31/2011	12/31/1984	375,409	12,006	ADJUSTED COST		363,403
101	100% OWNED	12/31/1970	12/31/2011	12/31/1984	157,065	5,029	ADJUSTED COST		152,237
102	100% OWNED	12/31/1977	12/31/2011	12/31/1995	306,658	9,801	COST		296,657
103	100% OWNED	12/31/1982	12/31/2011	12/31/1989	300,000	9,594	COST		290,406
104	100% OWNED	12/31/1977	12/31/2011	12/31/1986	160,000	5,117	COST		154,883
105	100% OWNED	12/31/1983	12/31/2011	12/31/1987	168,343	5,384	COST		162,959
106	100% OWNED	12/31/1996	12/31/2011	12/31/1996	565,000	18,069	COST		546,931
					2,032,475	65,000	X X X		1,967,476
999999 Totals									

(a) If the basis is other than cost, provide explanation to reason for deviating from the cost basis:

NONE Schedule H - Part 2

SCHEDULE H - PART 3

Showing All Title Plants Sold or Otherwise Disposed of During the Year

1 Permanent Identification Number	2 Form of Ownership	3 Title Plant Covering Period		4 To	5 Date Sold	6 Name of Purchaser	7 Cost to Company	8 Prior Year Book Value	Change in Book Value		11 Book Value at Date of Sale (8 + 9 - 10)	12 Consideration	13 Profit and (Losses) on Sale
		9 Increase by Adjustment in Book Value During Year	10 Decrease by Adjustment in Book Value During Year										
NONE													
9999999 Totals													

SCHEDULE H - VERIFICATION BETWEEN YEARS

1. Book value, December 31, prior year	2,032,475
2. Increase by adjustment in book value:	
2.1 Totals, Part 1, Col 9	
2.2 Totals, Part 3, Col 9	
3. Cost of acquisition, Part 2, Col 8	
4. Totals	2,032,475
5. Decrease by adjustment in book value:	
5.1 Totals, Part 1, Col 10	
5.2 Totals, Part 3, Col 10	1,967,476
6. Consideration received on sales, Part 3, Col 12	
7. Net profit (loss) on sales, Part 3, Col 13	
8. Book value, December 31, current year	64,999

SCHEDULE H - PART 4

Showing Total Title Assets Held Directly or by Subsidiaries

Type of Title Plant Ownership	1 Title Plant Value Current Year	2 Title Plant Value Prior Year
1. Direct investment in title plant assets	65,000	2,032,475
2. Title plant assets held by subsidiaries (proportionate to ownership)		
3. Total (Line 1 plus Line 2)	65,000	2,032,475

SCHEDULE P – PART 1 – SUMMARY

(\$000 omitted)

Years in Which Policies Were Written	1 Amount of Insurance Written in Millions	Premiums Written and Other Income					Loss and Allocated Loss Adjustment Expenses Payments					
		2 Direct Premium	3 Assumed Premium	4 Other Income	5 Ceded Premium	6 Net (Cols. 2 + 3 + 4 - 5)	Loss Payments			Allocated LAE Payments		
							7 Direct	8 Assumed	9 Ceded	10 Direct	11 Assumed	12 Ceded
1. Prior	X X X	143,673		25,127	2,221	166,579	6,566		1,420	5,107		228
2. 2002	6,508	18,282		3,260	98	21,444	467			249		
3. 2003	12,116	32,491		4,350	200	36,641	633			457		
4. 2004	15,279	36,442		2,760	259	38,943	682			368		
5. 2005	16,427	45,332		2,465	363	47,434	1,935			1,546		
6. 2006	21,477	56,060		1,005	630	56,435	5,636			3,732		
7. 2007	21,618	54,181		783	360	54,604	2,891			2,149		
8. 2008	15,759	44,516		692	348	44,860	2,936			1,893		
9. 2009	10,679	30,015		761	152	30,624	420			357		
10. 2010	7,838	23,382		570	78	23,874	166			128		
11. 2011	6,720	19,748		352	217	19,883	24					
12. Totals	X X X	504,122		42,125	4,926	541,321	22,356		1,420	15,986		228

	13 Salvage and Subrogation Received	14 Unallocated Loss Expense Payments	15 Total Net Loss and Expense Paid (Cols. 7+8+10+11 -9-12+14)	16 Number of Claims Reported (Direct)	Loss and Allocated Loss Adjustment Expenses Unpaid						23 Unallocated Loss Expense Unpaid
					Known Claim Reserves			IBNR Reserves			
					17 Direct	18 Assumed	19 Ceded	20 Direct	21 Assumed	22 Ceded	
1. Prior	1,057		10,025	1,856	22			305		5	93
2. 2002	85		716	104	2			109		1	33
3. 2003	4		1,090	195	69			190		2	66
4. 2004	140		1,050	246	286			404		5	162
5. 2005	185		3,481	455	765			908		9	382
6. 2006	1,330		9,368	876	3,725		425	2,542		24	1,243
7. 2007	797		5,040	702	2,741			2,913		19	1,272
8. 2008	930		4,829	391	6,266		820	4,309		23	2,091
9. 2009	87		777	81	656			2,605		12	871
10. 2010	94		294	47	147			2,300		7	706
11. 2011			24	23				2,343		18	694
12. Totals	4,709		36,694	4,976	14,679		1,245	18,928		125	7,613

	24 Total Net Loss and LAE Unpaid (Cols. 17+18+20 +21-19 -22+23)	25 Number of Claims Outstanding (Direct)	Losses and Allocated Loss Expenses Incurred				Loss and LAE Ratio		32 Net Loss & LAE Per \$1000 of Coverage ((Cols. 29+14+23)/ Col. 1)	33 Discount For Time Value of Money	34 Net Reserves After Discount (Cols. 24-33)
			26 Direct (Cols. 7+10+17+20)	27 Assumed (Cols. 8+11+18+21)	28 Ceded (Cols. 9+12+19+22)	29 Net	30 Direct Basis ((Cols. 14+23+26/ Col. 2)	31 Net Basis ((Cols. 14+23 + 29) / (Cols. 6-4))			
1. Prior	415	4	12,000		1,653	10,347	8,417	7,381	X X X		415
2. 2002	143	1	827		1	826	4,704	4,724	13.199		143
3. 2003	323	10	1,349		2	1,347	4,355	4,376	11.662		323
4. 2004	847	10	1,740		5	1,735	5,219	5,243	12.416		847
5. 2005	2,046	25	5,154		9	5,145	12,212	12,291	33.646		2,046
6. 2006	7,061	47	15,635		449	15,186	30,107	29,639	76.496		7,061
7. 2007	6,907	48	10,694		19	10,675	22,085	22,198	55.264		6,907
8. 2008	11,823	48	15,404		843	14,561	39,300	37,702	105.667		11,823
9. 2009	4,120	12	4,038		12	4,026	16,355	16,398	45.856		4,120
10. 2010	3,146	15	2,741		7	2,734	14,742	14,761	43.889		3,146
11. 2011	3,019	12	2,367		18	2,349	15,500	15,580	45.283		3,019
12. Totals	39,850	232	71,949		3,018	68,931	X X X	X X X	X X X		39,850

SCHEDULE P – PART 1A – POLICIES WRITTEN DIRECTLY

(\$000 omitted)

Years in Which Policies Were Written	1 Amount of Insurance Written in Millions	Premiums Written and Other Income					Loss and Allocated Loss Adjustment Expenses Payments					
		2 Direct Premium	3 Assumed Premium	4 Other Income	5 Ceded Premium	6 Net (Cols. 2 + 3 + 4 - 5)	Loss Payments			Allocated LAE Payments		
							7 Direct	8 Assumed	9 Ceded	10 Direct	11 Assumed	12 Ceded
1. Prior	X X X	36,840		25,127	961	61,006	2,458		225	1,713		72
2. 2002	1,155	2,381		3,260	36	5,605	21			47		
3. 2003	1,723	3,105		4,350	90	7,365	5			31		
4. 2004	944	2,045		2,760	46	4,759	5			12		
5. 2005	926	2,008		2,465	44	4,429	34			18		
6. 2006	792	1,605		1,005	64	2,546	11			17		
7. 2007	660	1,174		783	29	1,928	3			31		
8. 2008	347	769		692	22	1,439						
9. 2009	294	775		761		1,536						
10. 2010	188	560		570		1,130						
11. 2011	216	398		352	38	712						
12. Totals	X X X	51,660		42,125	1,330	92,455	2,537		225	1,869		72

	13 Salvage and Subrogation Received	14 Unallocated Loss Expense Payments	15 Total Net Loss and Expense Paid (Cols. 7+8+10+11 -9-12+14)	16 Number of Claims Reported (Direct)	Loss and Allocated Loss Adjustment Expenses Unpaid						23 Unallocated Loss Expense Unpaid
					Known Claim Reserves			IBNR Reserves			
					17 Direct	18 Assumed	19 Ceded	20 Direct	21 Assumed	22 Ceded	
1. Prior	1,006		3,874	788	2			78			24
2. 2002			68	8				14			4
3. 2003			36	9	3			18			6
4. 2004			17	15				23			9
5. 2005			52	11				40			17
6. 2006			28	7				73			36
7. 2007			34	5				63			28
8. 2008				5				74			36
9. 2009								67			22
10. 2010								55			17
11. 2011								47			14
12. Totals	1,006		4,109	848	5			552			213

	24 Total Net Loss and LAE Unpaid (Cols. 17+18+20 +21-19 -22+23)	25 Number of Claims Outstanding (Direct)	Losses and Allocated Loss Expenses Incurred				Loss and LAE Ratio		32 Net Loss & LAE Per \$1000 of Coverage ((Cols. 29+14+23)/ Col. 1)	33 Discount For Time Value of Money	34 Net Reserves After Discount (Cols. 24-33)
			26 Direct (Cols. 7+ 10+17+20)	27 Assumed (Cols. 8+ 11+18+21)	28 Ceded (Cols. 9+ 12+19+22)	29 Net	30 Direct Basis ((Cols. 14+23+26/ Col. 2)	31 Net Basis ((Cols. 14+23 +29) / [Cols. 6 - 4])			
1. Prior	104	1	4,251		297	3,954	11.604	11.087	X X X		104
2. 2002	18		82			82	3.612	3.667	7.446		18
3. 2003	27	1	57			57	2.029	2.090	3.656		27
4. 2004	32	1	40			40	2.396	2.451	5.191		32
5. 2005	57		92			92	5.428	5.550	11.771		57
6. 2006	109		101			101	8.536	8.890	17.298		109
7. 2007	91		97			97	10.647	10.917	18.939		91
8. 2008	110		74			74	14.304	14.726	31.700		110
9. 2009	89		67			67	11.484	11.484	30.272		89
10. 2010	72		55			55	12.857	12.857	38.298		72
11. 2011	61		47			47	15.327	16.944	28.241		61
12. Totals	770	3	4,963		297	4,666	X X X	X X X	X X X		770

SCHEDULE P – PART 1B – POLICIES WRITTEN THROUGH AGENTS

(\$000 omitted)

	1	Premiums Written and Other Income					Loss and Allocated Loss Adjustment Expenses Payments					
		2	3	4	5	6	Loss Payments			Allocated LAE Payments		
							7	8	9	10	11	12
Years in Which Policies Were Written	Amount of Insurance Written in Millions	Direct Premium	Assumed Premium	Other Income	Ceded Premium	Net (2 + 3 + 4 - 5)	Direct	Assumed	Ceded	Direct	Assumed	Ceded
1. Prior	X X X	106,833			1,260	105,573	4,108		1,195	3,394		156
2. 2002	5,353	15,901			62	15,839	446			202		
3. 2003	10,393	29,386			110	29,276	628			426		
4. 2004	14,335	34,397			213	34,184	677			357		
5. 2005	15,501	43,324			319	43,005	1,901			1,528		
6. 2006	20,685	54,455			566	53,889	5,625			3,715		
7. 2007	20,958	53,007			331	52,676	2,888			2,118		
8. 2008	15,412	43,747			326	43,421	2,936			1,893		
9. 2009	10,385	29,240			152	29,088	420			357		
10. 2010	7,650	22,822			78	22,744	166			128		
11. 2011	6,505	19,350			179	19,171	24					
12. Totals	X X X	452,462			3,596	448,866	19,819		1,195	14,118		156

	13	14	15	16	Loss and Allocated Loss Adjustment Expenses Unpaid						23	
					Known Claim Reserves			IBNR Reserves				
					17	18	19	20	21	22		
												Direct
	Salvage and Subrogation Received	Unallocated Loss Expense Payments	Total Net Loss and Expense Paid (Cols. 7+8+10+11 -9-12+14)	Number of Claims Reported (Direct)	Direct	Assumed	Ceded	Direct	Assumed	Ceded	Unallocated Loss Expense Unpaid	
1. Prior	51		6,151	1,068	20			227			5	69
2. 2002	85		648	96	2			95			1	28
3. 2003	4		1,054	186	66			172			2	60
4. 2004	140		1,034	231	286			381			5	153
5. 2005	185		3,429	444	765			868			9	365
6. 2006	1,330		9,340	869	3,725		425	2,469			24	1,208
7. 2007	797		5,006	697	2,741			2,850			19	1,245
8. 2008	930		4,829	386	6,266		820	4,235			23	2,055
9. 2009	87		777	81	656			2,538			12	849
10. 2010	94		294	47	147			2,245			7	689
11. 2011			24	23				2,296			18	680
12. Totals	3,703		32,586	4,128	14,674		1,245	18,376			125	7,401

	24	25	Losses and Allocated Loss Expenses Incurred				Loss and LAE Ratio		32	33	34
			26	27	28	29	30	31			
Total Net Loss and LAE Unpaid (Cols. 17+18+20 +21-19 -22+23)	Number of Claims Outstanding (Direct)	Net Loss & LAE Per \$1000 of Coverage ((Cols. 29+14+23)/ Col. 1)	Discount For Time Value of Money	Net Reserves After Discount (Cols. 24-33)							
1. Prior	311	3	7,749		1,356	6,393	7.318	6.121	X X X		311
2. 2002	124	1	745		1	744	4.861	4.874	14.422		124
3. 2003	296	9	1,292		2	1,290	4.601	4.611	12.990		296
4. 2004	815	9	1,701		5	1,696	5.390	5.409	12.899		815
5. 2005	1,989	25	5,062		9	5,053	12.527	12.599	34.953		1,989
6. 2006	6,953	47	15,534		449	15,085	30.745	30.234	78.767		6,953
7. 2007	6,817	48	10,597		19	10,578	22.340	22.445	56.413		6,817
8. 2008	11,713	48	15,330		843	14,487	39.740	38.097	107.332		11,713
9. 2009	4,031	12	3,971		12	3,959	16.484	16.529	46.298		4,031
10. 2010	3,074	15	2,686		7	2,679	14.788	14.808	44.026		3,074
11. 2011	2,958	12	2,320		18	2,302	15.504	15.555	45.842		2,958
12. Totals	39,081	229	66,987		2,721	64,266	X X X	X X X	X X X		39,081

SCHEDULE P – PART 2

POLICY YEAR INCURRED LOSS AND ALAE

Years in Which Policies Were Written	Incurred Losses and Allocated Expenses at Year End (\$000 OMITTED)										Development	
	Including Known Claims and IBNR on Unreported Claims										11 One Year (Cols. 10 - 9)	12 Two Year (Cols. 10 - 8)
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011		
1. Prior	6,090	6,365	6,432	6,233	6,205	6,225	6,332	6,786	7,373	7,440	67	654
2. 1992	379	389	413	340	334	341	350	340	339	350	11	10
3. 1993	176	186	211	136	136	139	143	133	136	144	8	11
4. 1994	281	289	337	271	279	298	312	293	295	307	12	14
5. 1995	290	338	372	307	277	274	271	263	261	274	13	11
6. 1996	554	659	737	650	564	574	584	566	563	586	23	20
7. 1997	195	221	291	254	255	254	148	142	157	168	11	26
8. 1998	566	568	615	511	479	471	463	443	436	463	27	20
9. 1999	476	640	750	726	716	735	719	671	650	689	39	18
10. 2000	577	624	835	753	788	580	537	537	499	549	50	12
11. 2001	300	547	745	606	509	523	479	430	421	472	51	42
12. 2002	745	837	957	989	981	897	857	772	710	826	116	54
13. 2003	XXX	538	817	1,192	1,256	1,008	1,099	989	1,166	1,347	181	358
14. 2004	XXX	XXX	630	1,381	1,663	1,213	1,285	1,247	1,360	1,736	376	489
15. 2005	XXX	XXX	XXX	2,108	3,316	3,489	3,510	3,273	3,865	5,144	1,279	1,871
16. 2006	XXX	XXX	XXX	XXX	2,813	5,307	9,029	10,539	12,730	15,185	2,455	4,646
17. 2007	XXX	XXX	XXX	XXX	XXX	2,953	4,367	5,228	6,519	10,675	4,156	5,447
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	3,568	3,649	4,809	14,560	9,751	10,911
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	1,830	2,566	4,026	1,470	2,196
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	876	2,735	1,859	XXX
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2,349	XXX	XXX
22. Totals											21,955	26,810

SCHEDULE P – PART 2A – POLICY YEAR PAID LOSS AND ALAE

Years in Which Policies Were Written	Cumulative Paid Losses and Allocated Expenses at Year End (\$000 OMITTED)										11	12
	1	2	3	4	5	6	7	8	9	10	Number of Claims Closed With Loss Payment	Number of Claims Closed Without Loss Payment
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011		
1. Prior	5,934	6,015	6,030	6,043	6,098	6,135	6,201	6,218	7,371	7,371	582	587
2. 1992	334	334	334	334	334	334	335	338	339	339	35	43
3. 1993	136	136	136	136	136	136	136	136	136	136	34	25
4. 1994	225	225	232	268	278	295	295	295	295	295	30	30
5. 1995	218	230	231	261	261	261	261	261	261	261	28	29
6. 1996	474	502	545	548	548	548	548	563	563	563	27	31
7. 1997	120	123	129	135	139	139	139	139	149	154	29	40
8. 1998	340	387	433	434	434	436	436	436	436	436	29	49
9. 1999	270	362	564	573	613	650	650	650	650	650	29	45
10. 2000	194	234	337	373	417	516	483	492	499	499	31	65
11. 2001	34	209	293	378	408	409	413	413	414	415	32	61
12. 2002	432	407	482	502	557	637	706	720	703	716	41	65
13. 2003	XXX	10	108	339	635	649	808	886	1,073	1,090	70	104
14. 2004	XXX	XXX	53	352	717	670	810	1,075	1,004	1,050	92	119
15. 2005	XXX	XXX	XXX	92	1,087	1,561	1,997	2,476	3,154	3,481	139	209
16. 2006	XXX	XXX	XXX	XXX	569	1,533	4,928	7,137	8,429	9,368	267	369
17. 2007	XXX	XXX	XXX	XXX	XXX	134	2,109	2,859	4,083	5,040	210	302
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	370	1,081	1,928	4,829	101	131
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	286	625	777	46	53
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	25	294	86	107
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	24	47	147

SCHEDULE P – PART 2B – POLICY YEAR LOSS AND ALAE CASE BASIS RESERVES

Years in Which Policies Were Written	Case Basis Losses and Allocated Expenses Reserves at Year End (\$000 OMITTED)									
	1	2	3	4	5	6	7	8	9	10
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
1. Prior	56	210	182	134	93	24	111	14	2	
2. 1992	5	5	4	4			2			
3. 1993										
4. 1994	4	4	5	2	1	2				
5. 1995	19	46	41	14	5					
6. 1996	17	74	65	63				1		
7. 1997	12	15	34	11	2				8	
8. 1998	143	78	29	21	7	1				
9. 1999	103	155	33	77	48	46				
10. 2000	238	247	245	302	167	8	48	46		17
11. 2001	91	153	149	69	23	21			7	5
12. 2002	54	175	145	196	77	69	11	18	5	2
13. 2003	XXX	37	354	326	149	209	134	126	91	69
14. 2004	XXX	XXX	160	157	95	78	254	49	321	286
15. 2005	XXX	XXX	XXX	142	551	270	702	553	529	765
16. 2006	XXX	XXX	XXX	XXX	84	2,064	3,127	2,447	2,675	3,300
17. 2007	XXX	XXX	XXX	XXX	XXX	438	928	764	755	2,741
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	251	438	1,381	5,445
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	93	280	656
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	220	147
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX

SCHEDULE P – PART 2C – POLICY YEAR BULK RESERVES ON KNOWN CLAIMS

Years in Which Policies Were Written	Bulk Reserves on Known Claims at Year End (\$000 OMITTED)									
	Loss and Allocated Loss Expense									
	1	2	3	4	5	6	7	8	9	10
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
1. Prior				1	2					
2. 1992										
3. 1993										
4. 1994	2									
5. 1995	3	2		1						
6. 1996	3	3	2	2						
7. 1997	3	3	3	1						
8. 1998	3	3	3	1						
9. 1999	3	3	3	2	2	1				
10. 2000	5	3	3	9	6					
11. 2001	5	5	3	2	1					
12. 2002	17	5	5	6	3	1				
13. 2003	XXX	17	5	10	5	3	1	1		
14. 2004	XXX	XXX	17	5	3	1	2		1	
15. 2005	XXX	XXX	XXX	4	19	4	6	5		
16. 2006	XXX	XXX	XXX	XXX	3	28	24	24	5	
17. 2007	XXX	XXX	XXX	XXX	XXX	6	8	7	24	
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	2	5	7	
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2	5	
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2	
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX

SCHEDULE P – PART 2D – POLICY YEAR IBNR RESERVES

Years in Which Policies Were Written	IBNR Reserves on Unreported Claims at Year End (\$000 OMITTED)									
	Loss and Allocated Loss Expense									
	1	2	3	4	5	6	7	8	9	10
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
1. Prior	100	140	220	55	12	66	20	554		68
2. 1992	40	50	75	2		7	13	2		11
3. 1993	40	50	75			3	7	(3)		8
4. 1994	50	60	100	1		1	17	(2)		12
5. 1995	50	60	100	31	11	13	10	2		13
6. 1996	60	80	125	37	16	26	36	2		23
7. 1997	60	80	125	107	114	115	9	3		14
8. 1998	80	100	150	55	38	34	27	7		27
9. 1999	100	120	150	74	52	38	69	21		39
10. 2000	140	140	250	69	198	57	6	(1)		33
11. 2001	170	180	300	157	77	93	66	17		52
12. 2002	242	250	325	285	344	190	139	34	1	109
13. 2003	XXX	474	350	517	467	147	156	(24)	2	188
14. 2004	XXX	XXX	400	867	848	463	219	123	33	400
15. 2005	XXX	XXX	XXX	1,870	1,659	1,655	805	239	182	899
16. 2006	XXX	XXX	XXX	XXX	2,157	1,682	950	931	1,621	2,518
17. 2007	XXX	XXX	XXX	XXX	XXX	2,376	1,323	1,598	1,657	2,894
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	2,944	2,125	1,493	4,286
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	1,449	1,646	2,593
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	629	2,294
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2,325

SCHEDULE P – PART 3 – INCURRED LOSS AND ALAE BY YEAR OF FIRST REPORT

Years in Which Losses Were Incurred	Losses and Allocated Expenses at Year End (\$000 OMITTED)										Development	
	Incurred Loss and ALAE on Known Claims and Bulk Reserves on Known Claims										11 One Year (Cols. 10 - 9)	12 Two Year (Cols. 10 - 8)
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011		
1. Prior	8,251	8,261	8,206	8,115	8,159	8,169	8,152	8,421	8,421	8,423	2	2
2. 2002	983	900	954	840	682	678	675	670	638	636	(2)	(34)
3. 2003	XXX	993	1,143	1,087	864	878	864	850	850	850		
4. 2004	XXX	XXX	832	1,007	712	747	744	748	755	753	(2)	5
5. 2005	XXX	XXX	XXX	1,018	1,558	1,436	1,262	1,306	1,213	1,206	(7)	(100)
6. 2006	XXX	XXX	XXX	XXX	2,348	2,369	2,604	2,946	2,833	2,757	(76)	(189)
7. 2007	XXX	XXX	XXX	XXX	XXX	3,788	6,607	7,513	7,586	7,178	(408)	(335)
8. 2008	XXX	XXX	XXX	XXX	XXX	XXX	6,078	6,207	6,921	7,645	724	1,438
9. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2,444	4,246	5,636	1,390	3,192
10. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	3,897	5,122	1,225	XXX
11. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	9,923	XXX	XXX
12. Totals											2,846	3,979

SCHEDULE P – PART 3A – PAID LOSS AND ALAE BY YEAR OF FIRST REPORT

Years in Which Losses Were Incurred	Cumulative Paid Losses and Allocated Expenses at Year End (\$000 OMITTED)										11 Number of Claims Closed With Loss Payment	12 Number of Claims Closed Without Loss Payment
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011		
	1. Prior	7,831	7,989	8,031	8,041	8,059	8,165	8,128	8,421	8,421		
2. 2002	617	615	676	673	672	672	670	670	638	636	27	642
3. 2003	XXX	307	664	823	848	850	850	850	850	850	21	63
4. 2004	XXX	XXX	272	601	672	691	699	747	753	753	59	83
5. 2005	XXX	XXX	XXX	367	1,287	1,257	1,296	1,302	1,211	1,204	80	83
6. 2006	XXX	XXX	XXX	XXX	1,442	1,819	2,405	2,538	2,641	2,668	82	108
7. 2007	XXX	XXX	XXX	XXX	XXX	1,335	5,223	6,415	6,800	6,704	166	297
8. 2008	XXX	XXX	XXX	XXX	XXX	XXX	2,103	4,343	5,608	6,137	309	318
9. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	1,242	2,917	3,880	240	345
10. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	1,203	2,515	154	285
11. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2,926	47	147

SCHEDULE P – PART 3B – LOSS AND ALAE CASE BASIS RESERVES BY YEAR OF FIRST REPORT

Years in Which Losses Were Incurred	Case Basis Losses and Allocated Expenses Reserves at Year End (\$000 OMITTED)									
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011
	1. Prior	398	261	173	74	100	2	15		
2. 2002	344	274	269	167	10	5				
3. 2003	XXX	664	468	256	29	25				
4. 2004	XXX	XXX	538	392	57	55	48			
5. 2005	XXX	XXX	XXX	629	307	175	22	4		
6. 2006	XXX	XXX	XXX	XXX	796	522	469	404	192	88
7. 2007	XXX	XXX	XXX	XXX	XXX	2,447	2,068	1,088	782	474
8. 2008	XXX	XXX	XXX	XXX	XXX	XXX	2,946	1,846	1,303	1,508
9. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	1,190	1,311	1,756
10. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2,682	2,607
11. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	6,997

SCHEDULE P – PART 3C – BULK RESERVES ON KNOWN CLAIMS BY YEAR OF FIRST REPORT

Years in Which Losses Were Incurred	Bulk Reserves on Known Claims at Year End (\$000 OMITTED)									
	Loss and Allocated Loss Expense									
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011
1. Prior	22	11	2			1	9			
2. 2002	22	11	9			1	5			
3. 2003	XXX	22	11	8	(13)	3	14			
4. 2004	XXX	XXX	22	14	(17)	1	(3)			
5. 2005	XXX	XXX	XXX	22	(36)	4	(56)			
6. 2006	XXX	XXX	XXX	XXX	110	28	(270)	4		
7. 2007	XXX	XXX	XXX	XXX	XXX	6	(684)	10	4	
8. 2008	XXX	XXX	XXX	XXX	XXX	XXX	1,029	18	10	
9. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	12	18	
10. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	12	
11. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	

SCHEDULE P – PART 4A - POLICY YEAR REPORTED CLAIM COUNTS

Years in Which Policies Were Written	Number of Claims Reported (Direct)									
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011
1. Prior	1,122	1,126	1,127	1,131	1,134	1,136	1,146	1,148	1,150	1,152
2. 1992	70	70	70	72	72	72	74	75	76	76
3. 1993	57	57	57	57	57	57	57	58	58	59
4. 1994	54	54	55	55	56	56	56	56	56	56
5. 1995	44	47	47	47	47	47	47	47	48	49
6. 1996	50	52	55	57	57	58	58	60	61	63
7. 1997	39	42	48	52	54	55	55	57	61	61
8. 1998	49	56	60	62	62	64	64	66	66	68
9. 1999	26	29	35	39	41	43	45	47	48	48
10. 2000	39	46	55	61	63	69	71	72	74	74
11. 2001	34	50	62	71	79	83	85	91	93	93
12. 2002	19	43	60	70	78	87	92	98	102	104
13. 2003	XXX	15	65	92	107	124	146	167	190	195
14. 2004	XXX	XXX	24	76	111	144	171	203	234	247
15. 2005	XXX	XXX	XXX	41	112	197	266	354	404	455
16. 2006	XXX	XXX	XXX	XXX	44	288	491	658	784	876
17. 2007	XXX	XXX	XXX	XXX	XXX	68	310	464	609	702
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	69	220	318	391
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	16	60	82
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	17	48
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	23

SCHEDULE P – PART 4B – POLICY YEAR CLAIM CLOSED WITH LOSS PAYMENT

Years in Which Policies Were Written	Number of Claims Closed With Loss Payment									
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011
1. Prior	568	568	569	571	572	572	575	581	582	582
2. 1992	33	33	33	34	34	34	34	34	35	35
3. 1993	34	34	34	34	34	34	34	34	34	34
4. 1994	30	30	30	30	30	30	30	30	30	30
5. 1995	27	28	28	28	28	28	28	28	28	28
6. 1996	22	22	24	26	26	26	26	26	27	27
7. 1997	23	23	23	27	28	28	28	28	29	29
8. 1998	21	23	25	29	29	29	29	29	29	29
9. 1999	22	22	22	24	26	27	27	28	29	29
10. 2000	14	14	16	18	22	24	27	29	31	31
11. 2001	9	14	19	21	27	28	29	31	32	32
12. 2002	5	12	16	22	27	27	31	35	40	40
13. 2003	XXX	3	15	29	34	40	45	56	70	71
14. 2004	XXX	XXX	8	29	43	52	60	73	91	92
15. 2005	XXX	XXX	XXX	6	21	34	61	105	139	139
16. 2006	XXX	XXX	XXX	XXX	2	17	73	155	265	267
17. 2007	XXX	XXX	XXX	XXX	XXX	1	42	135	201	210
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	6	41	88	101
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	3	13	46
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	2	86
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	47

SCHEDULE P – PART 4C – POLICY YEAR CLAIM CLOSED WITHOUT LOSS PAYMENT

Years in Which Policies Were Written	Number of Claims Closed Without Loss Payment									
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011
1. Prior	542	544	558	563	572	576	582	584	586	586
2. 1992	34	34	36	37	39	39	40	42	43	43
3. 1993	24	24	24	24	24	24	24	24	25	25
4. 1994	24	24	26	27	27	28	30	30	30	30
5. 1995	18	18	21	23	27	29	29	29	29	29
6. 1996	16	17	23	24	28	29	29	30	31	31
7. 1997	17	18	22	27	33	35	36	40	40	40
8. 1998	15	17	26	34	42	44	46	47	49	49
9. 1999	7	7	15	28	38	38	40	44	45	45
10. 2000	8	11	16	31	52	58	62	64	65	65
11. 2001	1	2	4	20	39	46	56	61	61	61
12. 2002	1	5	8	18	40	49	57	61	65	65
13. 2003	XXX	3	3	23	39	57	77	91	104	104
14. 2004	XXX	XXX	12	30	30	45	77	103	119	119
15. 2005	XXX	XXX	XXX	3	16	72	129	177	209	209
16. 2006	XXX	XXX	XXX	XXX	1	66	199	287	366	369
17. 2007	XXX	XXX	XXX	XXX	XXX	9	120	202	299	302
18. 2008	XXX	XXX	XXX	XXX	XXX	XXX	14	68	120	131
19. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	3	24	53
20. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	6	107
21. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	147

SCHEDULE P – PART 5A - REPORT YEAR REPORTED CLAIM COUNTS

Years in Which Claims Were First Reported	Number of Claims Reported (Direct)									
	1	2	3	4	5	6	7	8	9	10
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
1. Prior	1,584	1,633	1,676	1,703	1,728	1,745	1,813	1,835	1,849	1,856
2. 2002	19	43	60	67	78	87	92	98	102	104
3. 2003	XXX	11	60	82	102	119	141	162	185	195
4. 2004	XXX	XXX	24	66	111	144	171	203	234	246
5. 2005	XXX	XXX	XXX	23	113	198	267	355	405	455
6. 2006	XXX	XXX	XXX	XXX	44	288	491	657	783	876
7. 2007	XXX	XXX	XXX	XXX	XXX	68	310	464	609	702
8. 2008	XXX	XXX	XXX	XXX	XXX	XXX	69	219	317	391
9. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	15	59	81
10. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	17	47
11. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	23

SCHEDULE P – PART 5B – REPORT YEAR CLAIMS CLOSED WITH LOSS PAYMENT

Years in Which Claims Were First Reported	Number of Claims Closed With Loss Payment									
	1	2	3	4	5	6	7	8	9	10
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
1. Prior	736	739	742	743	743	744	746	746	747	747
2. 2002	19	21	23	24	24	24	25	25	26	27
3. 2003	XXX	13	15	19	20	20	20	20	21	21
4. 2004	XXX	XXX	29	48	52	53	53	56	58	59
5. 2005	XXX	XXX	XXX	41	55	60	66	76	80	80
6. 2006	XXX	XXX	XXX	XXX	36	51	62	72	80	82
7. 2007	XXX	XXX	XXX	XXX	XXX	26	63	119	157	166
8. 2008	XXX	XXX	XXX	XXX	XXX	XXX	97	216	296	309
9. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	98	207	240
10. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	70	154
11. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	47

SCHEDULE P – PART 5C – REPORT YEAR CLAIMS CLOSED WITHOUT LOSS PAYMENT

Years in Which Claims Were First Reported	Number of Claims Closed Without Loss Payment									
	1	2	3	4	5	6	7	8	9	10
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
1. Prior	673	679	723	761	776	779	778	778	778	779
2. 2002	4	7	13	26	68	641	642	642	642	642
3. 2003	XXX	5	5	12	44	48	63	63	63	63
4. 2004	XXX	XXX	11	44	65	77	82	82	83	83
5. 2005	XXX	XXX	XXX	21	48	66	81	83	83	83
6. 2006	XXX	XXX	XXX	XXX	16	66	99	104	105	108
7. 2007	XXX	XXX	XXX	XXX	XXX	107	236	291	294	297
8. 2008	XXX	XXX	XXX	XXX	XXX	XXX	205	294	307	318
9. 2009	XXX	XXX	XXX	XXX	XXX	XXX	XXX	189	316	345
10. 2010	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	184	285
11. 2011	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	147

SCHEDULE P INTERROGATORIES

- 1.1 Title insurance losses should include all losses on any transaction for which a title insurance premium, rate or charge was made or contemplated. Escrow losses for which the company is contractually obligated should be included. Losses arising from defalcations for which the reporting entity is contractually obligated should be included. Are the title insurance losses reported in Schedule P defined in conformance with the above definition? Yes No]
- 1.2 If not, describe the types of losses reported.
- 1.3 If the types or basis of reporting has changed over time, please explain the nature of such changes.
- 2.1 Are paid loss and allocated loss adjustment expenses reduced on account of salvage or subrogation in accordance with the instructions? Yes No]
- 2.2 If not, describe the basis of reporting.
- 2.3 If the basis of reporting has changed over time, please explain the nature of such changes.
- 3.1 Are sales of salvage at prices different from their book value recorded in accordance with the instructions? Yes No]
- 3.2 If not, describe the basis of reporting.
- 3.3 If the basis of reporting has changed over time, please explain the nature of such changes.
- 4.1 Are the case basis reserves reported gross of anticipated salvage and subrogation in accordance with the instructions? Yes No]
- 4.2 If not, please explain.
- 4.3 If the basis of reporting has changed over time, please explain the nature of such changes.
- 5.1 Do any of the reserves reported in Schedule P contain a provision for reserve discount, contingency margin, or any other element not providing for an estimation of ultimate liability? Yes No]
- 5.2 If so, please explain.
- 6.1 Does the company IBNR reserves in Schedule P reconcile to the IBNR reserves prepared on a GAAP basis? Yes No]
- 6.2 If not, please explain.
- 7.1 Are allocated loss adjustment expenses recorded in accordance with the instructions? Yes No]
- 7.2 If not, please explain which items are not in conformity.
- 7.3 If the basis of reporting has changed over time, please explain the nature of such changes.
- 8.1 The unallocated loss adjustment expenses paid during the most recent calendar year should be distributed to the various policy years in which the policy was issued as follows: (1) 10% to the most recent policy year, (2) 20% to the next most recent policy year, (3) 10% to the succeeding policy year, (4) 5% to each of the next two succeeding policy years, and (5) the balance to all policy years, including the most recent policy year, in proportion to the amount of loss payments paid for each policy year during the most recent calendar year. Are they so reported? Yes No]
- 8.2 If estimates were used prior to 1996, please explain the basis of such estimates.
9. Indicate the basis of determining claim counts:
- 9.1 Are policies having multiple claims shown in Schedule P as a single claim? Yes No]
- 9.2 Are claims closed without payment removed from the claim count? Yes No]
- 9.3 If the definition of claim count has changed over time, please explain the nature of such changes.
- 10.1 Have there been any portfolio reinsurance transfers or other accounting conventions that have caused a mismatch of premiums, other income, loss or ALAE? Yes No]
- 10.2 If so, please explain.
- 11.1 Have there been any excess of loss or stop loss reinsurance treaties or other accounting conventions that have caused a mismatch of premiums, other loss or ALAE? Yes No]
- 11.2 If so, please explain.
- 12.1 Have there been any major mergers or acquisitions, either with respect to an insurer or an agent, that had a material impact on operations or claims development? Yes No]
- 12.2 If so, please explain.
- 13.1 Were any estimates or allocations used to complete this data request? Yes No]
- 13.2 If so, please explain the nature of the estimate or allocation, the assumptions made and the data used to support your assumptions.
 ALLOCATIONS WERE USED TO SPLIT IBNR BETWEEN PARTS 1A AND 1B
14. Are there any especially significant events, coverage, retention or accounting changes which have occurred which must be considered when making an analysis of the information provided? Yes No]

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN By States and Territories

States, Etc.	1 Active Status	2 Premium Rate (b)	Direct Premiums Written			6 Other Income	7 Net Premiums Earned	8 Direct Losses and Allocated Loss Adjustment Expenses Paid	9 Direct Losses and Allocated Loss Adjustment Expenses Incurred	10 Direct Known Claim Reserve
			3 Direct Operations	4 Agency Operations						
				4 Non-affiliated Agencies	5 Affiliated Agencies					
1. Alabama	AL	L R		885,618		887,197	159,597	224,622	333,752	
2. Alaska	AK	N AI								
3. Arizona	AZ	N AI								
4. Arkansas	AR	N R		355,959	15,825	348,937	12,006	(74,203)	48,207	
5. California	CA	N AI								
6. Colorado	CO	N AI		9,050		60,897	997,763	851,470	333,056	
7. Connecticut	CT	N R								
8. Delaware	DE	L R								
9. District of Columbia	DC	L R		589,477	3,886	572,173	397,258	510,959	491,131	
10. Florida	FL	N R		23,708		52,484	100,225	892,318	2,094,589	
11. Georgia	GA	L R		1,546,253		1,483,609	54,653	28,886	350,428	
12. Hawaii	HI	N AI								
13. Idaho	ID	N AI								
14. Illinois	IL	N R								
15. Indiana	IN	N R								
16. Iowa	IA	N AI								
17. Kansas	KS	N AI								
18. Kentucky	KY	N R								
19. Louisiana	LA	L R								
20. Maine	ME	N R				234				
21. Maryland	MD	L R	1,085	2,123,165		2,071,561	114,826	(29,948)	215,180	
22. Massachusetts	MA	N R								
23. Michigan	MI	N AI								
24. Minnesota	MN	N R								
25. Mississippi	MS	L R		213,528		208,740	(8,690)	(17,330)	24,567	
26. Missouri	MO	N R								
27. Montana	MT	N AI								
28. Nebraska	NE	N AI								
29. Nevada	NV	L AI				864	1,882	154,000	166,005	
30. New Hampshire	NH	N R								
31. New Jersey	NJ	L R		31,710	875	30,643	530	3,530	9,000	
32. New Mexico	NM	L AI								
33. New York	NY	N AI								
34. North Carolina	NC	L R		793,711		802,398	190,969	275,261	469,612	
35. North Dakota	ND	N R								
36. Ohio	OH	L R		53,050	154,320	5,705	225,691	117,892	346,847	
37. Oklahoma	OK	N R							252,593	
38. Oregon	OR	N AI								
39. Pennsylvania	PA	L AI	733	334,195	18,975	334,372	(567)	(15,567)		
40. Rhode Island	RI	N R								
41. South Carolina	SC	N R		428,107		423,786	9,012	(6,896)	350	
42. South Dakota	SD	N AI								
43. Tennessee	TN	L AI		4,735,737		4,652,559	385,607	427,485	393,435	
44. Texas	TX	L AI		49,019		135,198	2,631,663	10,299,967	9,074,891	
45. Utah	UT	N AI								
46. Vermont	VT	N R								
47. Virginia	VA	N R	396,387	6,533,367	376,119	307,007	7,458,694	484,702	219,848	
48. Washington	WA	N AI							420,841	
49. West Virginia	WV	L R		113,567		112,906	1,755	(35,800)	6,745	
50. Wisconsin	WI	N AI								
51. Wyoming	WY	N AI								
52. American Samoa	AS	N R								
53. Guam	GU	N R								
54. Puerto Rico	PR	N R								
55. U.S. Virgin Islands	VI	N AI								
56. Northern Mariana Islands	MP	N R								
57. Canada	CN	N								
58. Aggregate Other Alien	OT	X X X								
59. Totals	(a) 16	X X X	398,205	18,819,221	530,439	352,273	19,862,943	5,651,083	14,055,449	14,678,382

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	X X X							
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X	X X X							

NONE

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

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

(b) Each type of rate must be coded with a combination of the five Activity Codes (R, S, X, C, and/or E) listed in the instructions. Use the code combination corresponding to the State's statutory definitions of title insurance program. If more than one combination of activities is indicated in the statutory definition, all relevant combinations must be listed. See the Schedule T Instructions.

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

PART 1 - ORGANIZATIONAL CHART

ALPS CORPORATION
 FEIN 81-0446756
 Holding Company
 Organized 05/05/1987
 Montana Corporation

Owns 100%

**ATTORNEYS
 LIABILITY
 PROTECTION
 SOCIETY, INC., A
 RISK RETENTION
 GROUP**
 FEIN 26-0023979
 Property/Casualty
 Insurer
 NAIC 32450
 Montana Corporation

**INVESTORS
 SOUTHERN
 CORPORATION**
 FEIN 54-1308571
 Virginia Corporation

**SOUTHERN TITLE
 INSURANCE
 CORPORATION**
 FEIN 54-0483197
 NAIC 50792
 Virginia Corporation

**PEAK
 INVESTMENT
 MANAGEMENT,
 LTD.**
 FEIN 84-1420272
 Investment Subsidiary
 Organized 12/01/1997
 Montana Corporation

**ALPS RISK AND
 INSURANCE
 SERVICES, INC.**
 FEIN 26-0024056
 Mgmt Svcs Subsidiary
 Organized 08/09/2001
 Montana Corporation

**FOUNDATION
 SERVICES
 CORPORATION**
 FEIN 26-0017589
 Mgmt Svcs Subsidiary
 Organized 01/03/2002
 Montana Corporation

**FIRST LAWYERS
 TRUST**
 FEIN 27-1168898
 Mgmt Svcs Subsidiary
 Organized 11/18/2009
 South Dakota
 Corporation

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	
	INVESTORS SOUTHERN CORPORATION	00000	54-1308571				ALPS	VIRGINIA	UDP	ALPS	BOARD		ALPS	
	SOUTHERN TITLE INSURANCE CORPORATION	50792	54-0483197				INVESTORS SOUTHERN CORPORATION	VIRGINIA		INVESTORS SOUTHERN CORPORATION	BOARD		INVESTORS SOUTHERN CORPORA	
	SOUTHERN TITLE SERVICES	00000	54-1441407				SOUTHERN TITLE INSURANCE CORPORATION	VIRGINIA	DS	SOUTHERN TITLE INSURANCE CORPORATION	BOARD		INVESTORS SOUTHERN CORPORA	
	SOUTHERN TITLE AGENCY CORPORATION	00000	54-0786247				INVESTORS SOUTHERN CORPORATION	VIRGINIA	NIA	INVESTORS SOUTHERN CORPORATION	BOARD		INVESTORS SOUTHERN CORPORA	
	SOUTHERN ABSTRACTORS CORPORATION	00000	54-1441403				INVESTORS SOUTHERN CORPORATION	VIRGINIA	NIA	INVESTORS SOUTHERN CORPORATION	BOARD		INVESTORS SOUTHERN CORPORA	
	GLASGOW ENTERPRISES, CORP	00000	54-1685757				INVESTORS SOUTHERN CORPORATION	VIRGINIA	NIA	INVESTORS SOUTHERN CORPORATION	BOARD		INVESTORS SOUTHERN CORPORA	
	SOUTHERN TITLE BLUE RIDGE SETTLEMENTS, LLC	00000	20-1624531				GLASGOW ENTERPRISES	VIRGINIA	IA	GLASGOW ENTERPRISES	MANAGEMENT		INVESTORS SOUTHERN CORPORA	

Asterik	Explanation
	NONE

SCHEDULE Y

PART 2 – SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parents, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
00000	54 1308571	INVESTORS SOUTHERN CORPORATION		(940,000)							(940,000)	
00000	54 1885027	SOUTHERN TITLE REALTY AGENCY LLC					(6,750)				(6,750)	
00000	54 1695757	GLASGOW ENTERPRISES CORPORATION					(278,893)				(278,893)	
00000	54 0786347	SOUTHERN TITLE AGENCY CORPORATION					(88,428)				(88,428)	
00000	54 1441407	SOUTHERN TITLE SERVICES INC					(3,903)				(3,903)	
50792	54 0483197	SOUTHERN TITLE INSURANCE CORPORATION		940,000			377,974				1,317,974	
0												
0												
											XXX	
Control Totals												
9999999												

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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 filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

Response

1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?

See Explanation

2. Will an actuarial opinion be filed by March 1?

See Explanation

APRIL FILING

3. Will Management's Discussion and Analysis be filed by April 1?

See Explanation

4. Will the Supplemental Schedule of Business Written by Agency be filed with the state of domicile by April 1?

See Explanation

5. Will the Supplemental Investment Risk Interrogatories be filed by April 1?

See Explanation

JUNE FILING

6. Will an audited financial report be filed by June 1?

See Explanation

7. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?

See Explanation

AUGUST FILING

8. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?

See Explanation

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 filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

9. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?

See Explanation

10. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?

See Explanation

11. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?

See Explanation

12. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?

See Explanation

AUGUST FILING

13. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?

See Explanation

Explanation:

Filed for Extension

Filed for Extension

Filed for Extension

Filed for Extension

Filed for Extension

Filed for Extension

Filed for Extension

Filed for Extension

Filed for Extension

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Filed for Extension

Filed for Extension

Filed for Extension

Filed for Extension

Bar Code:



5079220114600000



5079220113500000



50792201128500000



50792201122100000



50792201142000000



50792201122500000



50792201122300000



50792201144000000



50792201148000000



50792201122000000



50792201122200000



50792201122400000



50792201122600000

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	1,699,059	11.70	1,699,059		1,699,059	11.70
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies	218,347	1.50	218,347		218,347	1.50
1.22 Issued by U.S. government sponsored agencies						
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)						
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations						
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations						
1.43 Revenue and assessment obligations	3,495,647	24.07	3,495,647		3,495,647	24.07
1.44 Industrial development and similar obligations	200,000	1.38	200,000		200,000	1.38
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA						
1.512 Issued or guaranteed by FNMA and FHLMC						
1.513 All other	84,915	0.58	84,915		84,915	0.58
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA						
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521						
1.523 All other						
2. Other debt and other fixed income securities (excluding short term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	7,416,125	51.07	7,416,125		7,416,125	51.07
2.2 Unaffiliated non-U.S. securities (including Canada)	101,614	0.70	101,614		101,614	0.70
2.3 Affiliated securities						
3. Equity interests:						
3.1 Investments in mutual funds						
3.2 Preferred stocks:						
3.21 Affiliated						
3.22 Unaffiliated						
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated						
3.32 Unaffiliated	136,950	0.94	136,950		136,950	0.94
3.4 Other equity securities:						
3.41 Affiliated						
3.42 Unaffiliated						
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated						
3.52 Unaffiliated						
4. Mortgage loans:						
4.1 Construction and land development						
4.2 Agricultural						
4.3 Single family residential properties						
4.4 Multifamily residential properties						
4.5 Commercial loans						
4.6 Mezzanine real estate loans						
5. Real estate investments:						
5.1 Property occupied by company	133,330	0.92	133,330		133,330	0.92
5.2 Property held for production of income (including \$ 0 of property acquired in satisfaction of debt)						
5.3 Property held for sale (including \$ 0 property acquired in satisfaction of debt)						
6. Contract loans						
7. Derivatives						
8. Receivables for securities						
9. Securities Lending (Line 10, Asset Page reinvested collateral)				X X X	X X X	X X X
10. Cash, cash equivalents and short-term investments	1,036,343	7.14	1,036,343		1,036,343	7.14
11. Other invested assets						
12. Total invested assets	14,522,330	100.00	14,522,330		14,522,330	100.00

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1. Book/adjusted carrying value, December 31 of prior year		146,584
2. Cost of acquired:		
2.1 Actual cost at time of acquisition (Part 2, Column 6)		
2.2 Additional investment made after acquisition (Part 2, Column 9)		
3. Current year change in encumbrances:		
3.1 Totals, Part 1, Column 13		
3.2 Totals, Part 3, Column 11		
4. Total gain (loss) on disposals, Part 3, Column 18		
5. Deduct amounts received on disposals, Part 3, Column 15		
6. Total foreign exchange change in book/adjusted carrying value:		
6.1 Totals, Part 1, Column 15		
6.2 Totals, Part 3, Column 13		
7. Deduct current year's other than temporary impairment recognized:		
7.1 Totals, Part 1, Column 12		
7.2 Totals, Part 3, Column 10		
8. Deduct current year's depreciation:		
8.1 Totals, Part 1, Column 11		
8.2 Totals, Part 3, Column 9	13,256	
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		13,256
10. Deduct total nonadmitted amounts		133,328
11. Statement value at end of current period (Line 9 minus Line 10)		133,328

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions (Part 2, Column 7)		
2.2 Additional investment made after acquisitions (Part 2, Column 8)		
3. Capitalized deferred interest and other:		
3.1 Totals, Part 1, Column 12		
3.2 Totals, Part 3, Column 11		
4. Accrual of discount		
5. Unrealized valuation increase (decrease):		
5.1 Totals, Part 1, Column 9		
5.2 Totals, Part 3, Column 8		
6. Total gain (loss) on disposals, Part 3, Column 18		
7. Deduct amounts received on disposals, Part 3, Column 15		
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:		
9.1 Totals, Part 1, Column 13		
9.2 Totals, Part 3, Column 13		
10. Deduct current year's other than temporary impairment recognized:		
10.1 Totals, Part 1, Column 11		
10.2 Totals, Part 3, Column 10		
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 accounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition (Part 2, Column 8)		
2.2 Additional investment made after acquisition (Part 2, Column 9)		
3. Capitalized deferred interest and other:		
3.1 Totals, Part 1, Column 16		
3.2 Totals, Part 3, Column 12		
4. Accrual of discount		
5. Unrealized valuation increase (decrease):		
5.1 Totals, Part 1, Column 13	NONE	
5.2 Totals, Part 3, Column 9		
6. Total gain (loss) on disposals, Part 3, Column 19		
7. Deduct amounts received on disposals, Part 3, Column 16		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value:		
9.1 Totals, Part 1, Column 17		
9.2 Totals, Part 3, Column 14		
10. Deduct current year's other than temporary impairment recognized:		
10.1 Totals, Part 1, Column 15		
10.2 Totals, Part 3, Column 11		
11. Book/adjusted carrying value at the 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)		

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1. Book/adjusted carrying value, December 31 of prior year		13,569,685
2. Cost of bonds and stocks acquired, Part 3, Column 7		5,493,806
3. Accrual of discount		8,771
4. Unrealized valuation increase (decrease):		
4.1 Part 1, Column 12	(15,229)	
4.2 Part 2, Section 1, Column 15		
4.3 Part 2, Section 2, Column 13	(27,620)	
4.4 Part 4, Column 11		(42,849)
5. Total gain (loss) on disposals, Part 4, Column 19		159,698
6. Deduction consideration for bonds and stocks disposed of, Part 4, Column 7		5,785,687
7. Deduct amortization of premium		50,774
8. Total foreign exchange change in book/adjusted carrying value:		
8.1 Part 1, Column 15		
8.2 Part 2, Section 1, Column 19		
8.3 Part 2, Section 2, Column 16		
8.4 Part 4, Column 15		
9. Deduct current year's other than temporary impairment recognized:		
9.1 Part 1, Column 14		
9.2 Part 2, Section 1, Column 17		
9.3 Part 2, Section 2, Column 14		
9.4 Part 4, Column 13		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		13,352,650
11. Deduct total nonadmitted accounts		
12. Statement value at end of current period (Line 10 minus Line 11)		13,352,650

SCHEDULE D - SUMMARY BY COUNTRY**Long-Term Bonds and Stocks OWNED December 31 of Current Year**

Description		1	2	3	4
		Book/Adjusted Carrying Value	Fair Value	Actual Cost	Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	3,745,978	4,184,477	3,819,682	3,643,171
	2. Canada				
	3. Other Countries				
	4. Totals	3,745,978	4,184,477	3,819,682	3,643,171
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals				
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals				
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	3,695,647	3,941,631	3,710,367	3,770,000
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	5,605,268	5,785,737	5,679,601	5,547,203
	9. Canada				
	10. Other Countries	101,614	110,830	106,021	100,000
	11. Totals	5,706,882	5,896,567	5,785,622	5,647,203
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	13,148,507	14,022,675	13,315,671	13,060,374
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States	204,150	204,150	231,770	
	21. Canada				
	22. Other Countries				
	23. Totals	204,150	204,150	231,770	
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	204,150	204,150	231,770	
	26. Total Stocks	204,150	204,150	231,770	
	27. Total Bonds and Stocks	13,352,657	14,226,825	13,547,441	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	1,085,347	822,192	594,607	1,252,832		3,754,978	28.515	4,737,395	34.023	3,754,978	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals	1,085,347	822,192	594,607	1,252,832		3,754,978	28.515	4,737,395	34.023	3,754,978	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 Totals											
3. U.S. States, Territories and Possessions, etc., Guaranteed											
3.1 Class 1											
3.2 Class 2								200,000	1.436		
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals								200,000	1.436		
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1											
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals											
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1		344,457	222,176	2,574,230		3,140,864	23.851	3,063,609	22.002	3,140,864	
5.2 Class 2		208,264		200,000		408,264	3.100			408,264	
5.3 Class 3											
5.4 Class 4					146,520	146,520	1.113			146,520	
5.5 Class 5											
5.6 Class 6											
5.7 Totals		552,721	222,176	2,774,230	146,520	3,695,647	28.064	3,063,609	22.002	3,695,647	

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial & Miscellaneous (unaffiliated)											
6.1 Class 1	613,669	301,433	541,718	731,649	2,755,184	4,943,652	37.541	5,369,440	38.562	4,943,652	
6.2 Class 2			417,028	277,102		694,130	5.271	553,701	3.977	694,130	
6.3 Class 3					80,185	80,185	0.609			80,185	
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 Totals	613,669	301,433	958,746	1,008,751	2,835,368	5,717,967	43.421	5,923,141	42.538	5,717,967	
7. Hybrid Securities											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 Totals											
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 Totals											

NONE

NONE

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	1,699,016	1,468,081	1,358,501	4,558,711	2,755,184	11,839,493	89.907	XXX	XXX	11,839,493	XXX
9.2 Class 2	(d)	208,264	417,028	477,102	80,185	1,102,394	8.371	XXX	XXX	1,102,394	XXX
9.3 Class 3	(d)				80,185	80,185	0.609	XXX	XXX	80,185	XXX
9.4 Class 4	(d)				146,520	146,520	1.113	XXX	XXX	146,520	XXX
9.5 Class 5	(d)					(c)		XXX	XXX		XXX
9.6 Class 6	(d)					(c)		XXX	XXX		XXX
9.7 Totals	1,699,016	1,676,345	1,775,529	5,035,814	2,981,888	13,168,592	100.000	XXX	XXX	13,168,592	XXX
9.8 Line 9.7 as a % of Col. 6	12.902	12.730	13.483	38.241	22.644	100.000	XXX	XXX	XXX	100.000	XXX
10. Total Bonds Prior Year											
10.1 Class 1	1,004,890	2,523,454	1,826,848	5,124,142	2,891,110	XXX	XXX	13,370,444	96.023	13,370,444	XXX
10.2 Class 2		200,275	210,966	142,460		XXX	XXX	553,701	3.977	553,701	XXX
10.3 Class 3						XXX	XXX				XXX
10.4 Class 4						XXX	XXX				XXX
10.5 Class 5						XXX	XXX				XXX
10.6 Class 6						XXX	XXX				XXX
10.7 Totals	1,004,890	2,723,729	2,037,814	5,266,602	2,891,110	XXX	XXX	13,924,145	100.000	13,924,145	XXX
10.8 Line 10.7 as a % of Col. 8	7.217	19.561	14.635	37.824	20.763	XXX	XXX	100.000	XXX	100.000	XXX
11. Total Publicly Traded Bonds											
11.1 Class 1	1,699,016	1,468,081	1,358,501	4,558,711	2,755,184	11,839,493	89.907	13,370,444	96.023	11,839,493	XXX
11.2 Class 2	(d)	208,264	417,028	477,102	80,185	1,102,394	8.371	553,701	3.977	1,102,394	XXX
11.3 Class 3	(d)				80,185	80,185	0.609			80,185	XXX
11.4 Class 4	(d)				146,520	146,520	1.113			146,520	XXX
11.5 Class 5	(d)										XXX
11.6 Class 6	(d)										XXX
11.7 Totals	1,699,016	1,676,345	1,775,529	5,035,814	2,981,888	13,168,592	100.000	13,924,145	100.000	13,168,592	XXX
11.8 Line 11.7 as a % of Col. 6	12.902	12.730	13.483	38.241	22.644	100.000	XXX	XXX	XXX	100.000	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	12.902	12.730	13.483	38.241	22.644	100.000	XXX	XXX	XXX	100.000	XXX
12. Total Privately Placed Bonds											
12.1 Class 1										XXX	XXX
12.2 Class 2										XXX	XXX
12.3 Class 3										XXX	XXX
12.4 Class 4										XXX	XXX
12.5 Class 5										XXX	XXX
12.6 Class 6										XXX	XXX
12.7 Totals										XXX	XXX
12.8 Line 12.7 as a % of Col. 6										XXX	XXX
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9										XXX	XXX

NONE

(a) Includes \$ 0 freshly tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A. 0 prior year of bonds with Z designations. The letter 'Z' means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. 'Z'" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
 (b) Includes \$ 0 current year, \$ 0 prior year of bonds with 5* designations and \$ 0 current year, \$ 0 prior year of bonds with 6* designations. '5*' means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. '6*' means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
 (c) Includes \$ 0 current year, \$ 0 prior year of bonds with 5* designations and \$ 0 current year, \$ 0 prior year of bonds with 6* designations. '5*' means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. '6*' means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
 (d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 0; NAIC 2 \$ 0; NAIC 3 \$ 0; NAIC 4 \$ 0; NAIC 5 \$ 0; NAIC 6 \$ 0.

SCHEDULE D - PART 1A - SECTION 2
Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	260,252	594,647		853,160		1,708,059	12.971	4,737,395	34.023	1,708,059	
1.2 Residential Mortgage-Backed Securities	825,095	227,545	594,607	399,672		2,046,919	15.544			2,046,919	
1.3 Commercial Mortgage-Backed Securities											
1.4 Other Loan-Backed and Structured Securities											
1.5 Totals	1,085,347	822,192	594,607	1,252,832		3,754,978	28.515	4,737,395	34.023	3,754,978	
2. All Other Governments				NONE							
2.1 Issuer Obligations											
2.2 Residential Mortgage-Backed Securities											
2.3 Commercial Mortgage-Backed Securities											
2.4 Other Loan-Backed and Structured Securities											
2.5 Totals											
3. U.S. States, Territories and Possessions, Guaranteed								200,000	1.436		
3.1 Issuer Obligations											
3.2 Residential Mortgage-Backed Securities											
3.3 Commercial Mortgage-Backed Securities											
3.4 Other Loan-Backed and Structured Securities											
3.5 Totals								200,000	1.436		
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed				NONE							
4.1 Issuer Obligations											
4.2 Residential Mortgage-Backed Securities											
4.3 Commercial Mortgage-Backed Securities											
4.4 Other Loan-Backed and Structured Securities											
4.5 Totals											
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Issuer Obligations		552,721	222,176	2,774,230		3,695,647	28.064	1,547,419	11.113	3,695,647	
5.2 Residential Mortgage-Backed Securities					146,520						
5.3 Commercial Mortgage-Backed Securities								1,516,190	10.889		
5.4 Other Loan-Backed and Structured Securities											
5.5 Totals		552,721	222,176	2,774,230	146,520	3,695,647	28.064	3,063,609	22.002	3,695,647	
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	613,669	301,433	417,028	1,008,751	44,000	2,384,881	18.110	5,754,633	41.328	2,384,881	
6.2 Residential Mortgage-Backed Securities			541,716		2,791,368	3,333,086	25.311	166,508	1.210	3,333,086	
6.3 Commercial Mortgage-Backed Securities											
6.4 Other Loan-Backed and Structured Securities											
6.5 Totals	613,669	301,433	958,746	1,008,751	2,835,368	5,717,967	43.421	5,923,141	42.539	5,717,967	
7. Hybrid Securities				NONE							
7.1 Issuer Obligations											
7.2 Residential Mortgage-Backed Securities											
7.3 Commercial Mortgage-Backed Securities											
7.4 Other Loan-Backed and Structured Securities											
7.5 Totals											
8. Parent, Subsidiaries and Affiliates				NONE							
8.1 Issuer Obligations											
8.2 Residential Mortgage-Backed Securities											
8.3 Commercial Mortgage-Backed Securities											
8.4 Other Loan-Backed and Structured Securities											
8.5 Totals											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	873,921	1,448,800	639,204	4,636,142	190,520	7,768,588	59,145	XXX	XXX	7,768,588	
9.2 Residential Mortgage-Backed Securities	825,095	227,545	1,136,325	399,672	2,791,368	5,380,004	40,855	XXX	XXX	5,380,004	
9.3 Commercial Mortgage-Backed Securities								XXX	XXX		
9.4 Other Loan-Backed and Structured Securities								XXX	XXX		
9.5 Totals	1,699,016	1,676,345	1,775,529	5,035,814	2,981,888	13,168,592	100,000	XXX	XXX	13,168,592	
9.6 Line 9.5 as a % of Col. 6	12.902	12.730	13.483	38.241	22.644	100.000	XXX	XXX	XXX	100.000	
10. Total Bonds Prior Year											
10.1 Issuer Obligations	1,004,890	2,723,729	2,037,814	5,266,602	1,206,412	XXX	XXX	12,239,447	87,901	12,239,447	
10.2 Residential Mortgage-Backed Securities					168,508	XXX	XXX	168,508	1,210	168,508	
10.3 Commercial Mortgage-Backed Securities					1,516,190	XXX	XXX	1,516,190	10,889	1,516,190	
10.4 Other Loan-Backed and Structured Securities						XXX	XXX				
10.5 Totals	1,004,890	2,723,729	2,037,814	5,266,602	2,891,110	XXX	XXX	13,924,145	100,000	13,924,145	
10.6 Line 10.5 as a % of Col. 8	7.217	19.561	14.635	37.824	20.763	XXX	XXX	100.000	XXX	100.000	
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	873,921	1,448,800	639,204	4,636,142	190,520	7,768,588	59,145	12,239,447	87,901	7,768,588	XXX
11.2 Residential Mortgage-Backed Securities	825,095	227,545	1,136,325	399,672	2,791,368	5,380,004	40,855	168,508	1,210	5,380,004	XXX
11.3 Commercial Mortgage-Backed Securities								1,516,190	10,889		XXX
11.4 Other Loan-Backed and Structured Securities											XXX
11.5 Totals	1,699,016	1,676,345	1,775,529	5,035,814	2,981,888	13,168,592	100,000	13,924,145	100,000	13,168,592	XXX
11.6 Line 11.5 as a % of Col. 6	12.902	12.730	13.483	38.241	22.644	100.000	XXX	XXX	XXX	100.000	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	12.902	12.730	13.483	38.241	22.644	100.000	XXX	XXX	XXX	100.000	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations											
12.2 Residential Mortgage-Backed Securities											
12.3 Commercial Mortgage-Backed Securities											
12.4 Other Loan-Backed and Structured Securities											
12.5 Totals											
12.6 Line 12.5 as a % of Col. 6											
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9											
				NONE							

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-Term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	354,460	354,460			
2. Cost of short-term investments acquired	389,709	389,709			
3. Accrual of discount					
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals					
6. Deduct consideration received on disposals	724,084	724,084			
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)	20,085	20,085			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	20,085	20,085			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: _____

NONE Schedule DB - Part A and B Verification

NONE Schedule DB - Part C - Section 1

NONE Schedule DB - Part C - Section 2

NONE Schedule DB - Verification

NONE Schedule E Verification

SCHEDULE A - PART 1

Showing All Real Estate OWNED December 31 of Current Year

1 Description of Property	2 Code	3 Location		4 State	5 Date Acquired	6 Date of Last Appraisal	7 Actual Cost	8 Amount of Encumbrances	9 Book/Adjusted Carrying Value Less Encumbrances	10 Fair Value Less Encumbrances	Change in Book/Adjusted Carrying Value Less Encumbrances				16 Gross Income Earned Less Interest Incurred on Encumbrances	17 Taxes, Repairs, and Expenses Incurred
		11 Current Year's Depreciation	12 Current Year's Other Than Temporary Impairment Recognized								13 Current Year's Change in Encumbrances	14 Total Change in B./A.C.V. (13 - 11 - 12)	15 Total Foreign Exchange Change in B./A.C.V.			
401 PARK STREET, LAND AND BUILDING		CHARLOTTESVILLE	VA	03/01/1984	02/19/2012	449,469		133,330			13,256				48,000	7,568
0199999 Properties occupied by the reporting entity - Health Care Delivery						449,469		133,330			13,256				48,000	7,568
0399999 Total Properties occupied by the reporting entity						449,469		133,330			13,256				48,000	7,568
0699999 Totals						449,469		133,330			13,256				48,000	7,568

NONE **Schedule A - Part 2**
NONE **Schedule A - Part 3**
NONE **Schedule B - Part 1**
NONE **Schedule B - Part 2**
NONE **Schedule B - Part 3**
NONE **Schedule BA - Part 1**
NONE **Schedule BA - Part 2**
NONE **Schedule BA - Part 3**

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes			6 NAIC Designation	7 Actual Cost	8 Fair Value		10 Par Value	11-14 Change in Book/Adjusted Carrying Value						15-18 Interest			20 Amount Rec. During Year	21 Acquired	22 Maturity	
		4 F	5 O	CHAR			9 Rate Used To Obtain Fair Value	11 Book / Adjusted Carrying Value		12 Unrealized Valuation Increase / (Decrease)	13 Current Year's (Amortization) / Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of	18 When Paid	19 Admitted Amount Due & Accrued					
912810-FG-8	UNITED STATES TREAS BDS			SD	1	862,996	1,105,280	800,000				(1,989)				5,250	4.681	FA	15,864	42,000	11/12/2007	02/15/2029
912828-EW-6	UNITED STATES TREAS NTS				1	387,059	462,480	400,000				1,359				4,500	4.931	FA	6,799	18,000	10/16/2006	02/15/2016
912828-AP-5	UNITED STATES TREAS NTS			*O	1	466,211	464,999	450,000				(2,506)						NA	2,324	18,000	12/03/2007	
019999 U.S. Government - Issuer Obligations						1,716,266	2,032,759	1,650,000				(3,136)				X X X	X X X	X X X	24,987	78,000	X X X	X X X
3139AM-JV-3	FED HOME LOAN MTG CORP SER 2				1	182,877	181,335	175,000				(1,551)				5,000	2.812	MON	365	4,729	06/06/2011	10/31/2013
3133M8-3V-2	FEDERAL HOME LN BKS CONS BD			SD	1	234,457	227,545	225,000				(915)				6,625	6.130	JD	41	14,906	04/09/2002	06/30/2014
3134A4-JT-2	FEDERAL HOME LN MTG CORP NT				1	436,937	425,808	425,000				(2,165)				5,750	5.220	JJ	11,269	24,438	04/21/2005	01/15/2012
3137EA-BP-3	FEDERAL HOME LOAN MTG CORP				1	811,939	662,655	550,000				(6,093)				4,875	3.017	JD	1,340	26,813	02/04/2009	09/13/2018
31359M-MQ-3	FEDERAL NATL MTG ASSN			SD	1	413,139	404,800	400,000				(2,005)				6,125	6.113	MS	7,214	24,500	06/25/2002	03/15/2012
93374H-6B-1	GNMA 04-69 LD PAC				1	224,068	219,087	218,171				(82)				5,500	5.493	MON	467	11,999	12/30/2004	08/16/2031
029999 U.S. Government - Residential Mortgage-Backed Securities						2,103,417	2,151,719	1,989,171				(12,811)				X X X	X X X	X X X	20,696	107,385	X X X	X X X
059999 Subtotals - U.S. Governments						3,819,683	4,184,478	3,643,171				(15,947)				X X X	X X X	X X X	45,683	185,385	X X X	X X X
022171-AR-3	ALUM ROCK CALIF UN ELEM SCH D				1FE	170,124	195,320	200,000				1,103				5,470	7.046	JD	912	10,940	06/15/2010	06/01/2026
13017H-AA-4	CA EARTHQUAKE AUTH REV				1FE	179,325	176,670	180,000				201				6,169	6.247	JJ	179,457	11,104	09/02/2010	07/01/2016
126775-TK-1	CABARRUS CNTY NC QUAL SCHOO			SD	1	200,000	224,148	200,000								5,500	5.500	AO	2,750	5,103	04/14/2011	04/01/2026
167505-NG-7	CHICAGO ILL BRD ED GO BDS SER				1FE	200,000	226,580	200,000								6,319	6.319	MM	2,106	12,603	10/15/2010	11/01/2029
24170P-FJ-2	DE SOTO TEX TAXABLE CITS OBLI				1FE	200,000	211,400	200,000								5,250	5.250	FA	5,717	12,603	06/08/2011	02/15/2026
34281P-LC-5	FLORIDA ST GOV UTIL AUTH UTILR				1FE	197,974	206,890	200,000				92				5,720	5.822	AO	2,960	11,059	10/01/2010	10/01/2025
466430-ET-8	Jacksonville TX Indpr Sch Dist				1FE	200,000	222,060	200,000								6,000	6.000	FA	4,533	12,533	07/15/2010	02/15/2025
485429-BY-9	KANSAS ST DEV FIN AUTH REV				1FE	200,000	202,040	200,000								6,375	6.375	MM	1,629	12,644	11/18/2010	05/15/2024
51925B-AN-7	LAURENTIAN ENERGY AUTHR I LLC			SD	2FE	210,000	202,940	200,000				(1,408)				6,940	5.958	JD	1,157	13,880	09/30/2010	12/01/2016
570802-AA-6	MARLBORO CNTY SC SCH DIST SF				1FE	200,000	209,543	200,000								7,250	7.250	JD	1,208	13,896	12/16/2010	12/01/2025
594751-AB-5	MI TOB SETTLEMENT				4FE	161,400	146,520	200,000				210				7,309	9.364	JD	14,618	14,618	09/09/2010	06/01/2034
593363-AE-9	MIAMI GARDENS FLA CTFIS PARTN				1FE	204,588	220,380	200,000				(183)				7,170	6.927	JD	1,196	15,416	10/26/2010	06/01/2026
594746-LS-6	MICHIGAN TECH UNIV VULD AMER				1FE	200,000	209,060	200,000								5,569	5.569	AO	2,785	9,931	10/29/2010	10/01/2025
60919S-AF-9	MONCKS CORNER IND REG REV C				1FE	165,000	174,158	165,000								6,299	6.299	JD	1,050	12,598	09/29/2010	12/01/2030
661193-BU-5	Monterey City CA Uni Sch Dist				1FE	200,000	209,060	200,000								5,750	5.750	JD	791	9,486	07/22/2010	06/01/2016
65888J-CC-5	ND ST BRD HIGHER ED				2FE	200,000	211,460	200,000								6,200	6.200	JJ	6,200	10,299	09/02/2011	01/01/2025
928172-VZ-5	VIRGINIA ST PUB BLDG AUTH PUB			SD	1FE	221,956	244,937	225,000				221				4,000	4.175	FA	3,750	6,200	03/02/2011	08/01/2020
952347-WQ-1	WEST CONTRA COSTA CALIF UNIS				1FE	200,000	225,280	200,000								6,555	6.555	FA	5,463	14,457	06/11/2010	06/01/2024
989544-AJ-4	WESTAMSBURG CNTY SC PUB				1FE	200,000	213,652	200,000								5,792	5.792	JD	985	11,584	09/10/2010	12/01/2022

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes			6 NAIC Designation	7 Actual Cost	8 Fair Value		10 Par Value	Change in Book/Adjusted Carrying Value					Interest					20 Amount Rec. During Year	Dates				
		3	4	5			8	9		11	12	13	14	15	16	17	18	19	21		22				
2598999	U.S. Special Revenue - Issuer Obligations					3,710,367	X X X	3,841,631	3,770,000							X X X	X X X			51,811	208,353	X X X	X X X		
3199999	Subtotals - U.S. Special Revenue					3,710,367	X X X	3,841,631	3,770,000			(15,229)	236			X X X	X X X			51,811	208,353	X X X	X X X		
079857-AH-1	BELLSOUTH CAP FDG CORP DEB				1FE	215,310	134,510	269,020	200,000		212,680	(331)				7,241	7,241			5,950	15,750			02/12/2001	02/15/2030
060505-AJ-8	BOFA AMERICA CORPORATIN SR G				1FE	199,362	99,560	199,120	200,000		199,819	57				5,159	5,159			1,310	10,250			10/06/2003	11/15/2014
126850-BQ-2	CVS CAREMARK CORP				2FE	37,633	110,840	40,498	36,837		36,710	(933)				6,943	6,943			141	1,691			04/13/2011	01/10/2030
291641-BC-1	EMPIRE DISTRICT ELEC CO				2FE	143,500	100,910	141,274	140,000		140,711	(1,749)				5,912	5,912			817	9,800			08/08/2010	04/01/2012
36982G-XS-8	GENERAL ELEC CAP CORP NT				1FE	206,659	100,610	201,220	200,000		200,108	(869)				5,420	5,420			4,439	11,750			10/15/2002	02/15/2012
427866-AK-4	HERSHEY FOODS CORP NT				1FE	231,144	103,420	206,840	200,000		202,436	(3,771)				4,934	4,934			5,251	13,900			10/15/2002	08/15/2012
61745E-P2-1	MORGAN STANLEY DEAN WITTER				2FE	215,770	97,750	195,500	200,000		200,000					5,000	5,000			555	10,000			06/08/2010	06/11/2025
72447W-AA-7	PITNEY BOWES INC				2FE	108,052	135,510	99,200	200,000		207,404	(1,560)				4,750	4,084			1,214	9,500			06/16/2003	05/15/2018
742718-BH-1	PROCTER & GAMBLE CO				2FE	99,650	99,720	99,720	100,000		99,681	(315)				6,450	5,724			2,874	6,450			05/12/2010	01/15/2026
74432A-WZ-9	PRUDENTIAL FINANCIAL, INC.				2FE	218,169	119,820	239,640	200,000		209,624	(1,343)				6,040	6,040			2,267	6,000			02/22/2008	01/15/2028
887315-BJ-7	TIME WARNER INC DEB				2FE	205,624	100,170	200,340	200,000		200,039	(869)				7,250	6,246			3,051	14,500			08/17/2004	10/15/2017
92344U-AA-3	VERIZON N J INC DEB A				1FE	106,021	110,830	110,830	100,000		101,614	(1,012)				5,875	5,422			5,363	11,750			05/19/2004	01/17/2012
92857W-AD-2	VODAFONE GROUP PLC NT				1FE	44,000	100,980	44,431	44,000		44,000					5,375	4,805			2,255	5,375			03/29/2004	01/30/2015
05946X-GW-7	VOFA CORP SERIES 2004-3 CL 1A8				1FE	214,210	113,950	227,900	200,000		212,032	(523)				6,605	5,956			33	1,815			03/31/2011	10/25/2034
929771-AE-3	WACHOVIA CORP				1FE																			02/20/2007	10/01/2025
3299999	Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					2,445,104	X X X	2,511,043	2,320,537		2,373,794	(13,196)				X X X	X X X			38,922	141,741	X X X	X X X		
000780-JQ-0	ABN AMRO MORTG CORP SERIES 2				1FM	6,323	100,080	6,332	6,327		6,309	1				5,750	5,774			5	333			01/05/2011	06/25/2033
000780-JF-4	ABN AMRO MORTG CORP SER 2003-8				1FM	13,213	100,050	13,219	13,213		13,213					5,500	5,500			10	727			12/06/2010	06/25/2033
05949A-EV-8	BANK OF AMERICA SEC				1FM	337,035	102,920	345,811	338,000		336,791	(245)				5,500	5,500			257	15,359			06/07/2011	05/25/2034
05949A-NX-4	BANK OF AMERICA MORT SEC SER				1FM	90,238	100,590	90,531	90,000		90,229	(8)				5,750	5,721			72	2,444			07/29/2011	08/25/2034
05946X-VJ-9	BOFA FNDGSR 2005-3 CL 1A2				1FM	2,221	99,580	2,215	2,224		2,214	2				5,500	5,534			2	82			04/21/2011	06/25/2032
05948X-B5-9	BOFA MORT SEC SER 2003-9 CL 1A				1FM	19,245	100,310	19,304	19,245		19,245					5,250	5,250			14	505			06/20/2011	11/25/2033
05948X-WV-9	BOFA MORTG SEC SER 2003-8 CL 3				1FM	26,911	102,610	26,928	26,928		26,910	3				5,500	5,255			20	825			05/26/2011	11/25/2033
05948X-V3-2	BOFA MORTG SEC SER 2004-1 CL 1				1FM	25,854	99,900	25,644	25,670		25,670					5,500	5,505			20	941			04/07/2011	02/25/2034
05948X-6H-9	BOFA MORTG SEC SER 2004-5 CL 1				1FM	74,456	104,170	77,086	74,000		74,318	(138)				6,000	5,379			62	2,325			06/22/2011	01/31/2013
05948X-LO-2	BOFA MTS SECSER 2003-5 CL 1A8				1FM	19,454	103,080	20,055	19,454		19,454					5,500	5,500			15	981			01/06/2011	07/25/2033
05948X-QG-9	BOFA MTS SECSER 2003-6 CL 1A8				1FM	11,995	99,710	11,961	11,995		11,985					5,500	5,500			9	605			01/10/2011	08/25/2033
05948X-A5-0	BOFA MTS SECSER 2003-9 CL 1A8				1FM	19,438	100,150	19,467	19,438		19,438					5,500	5,500			15	980			01/07/2011	12/25/2033
05949A-AL-4	BOFA MTS SECSER 2004-3 CL 1A1				1FM	39,975	101,770	40,708	40,000		39,982	3				5,500	5,506			31	1,897			09/20/2011	04/25/2034
05949A-EC-0	BOFA SER 2004-4 CL 1A2				1FM	197,346	103,070	203,048	197,000		197,324	(23)				5,500	5,500			150	8,786			06/24/2011	05/25/2034
172973-YZ-6	CITICORP MORTG SEC 2004-5 CL 1				1FM	510	99,810	510	511		452	21				6,000	7,006			1	28			01/18/2011	08/25/2034

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes			6 NAIC Designation	7 Actual Cost	8 Fair Value		10 Par Value	Change in Book/Adjusted Carrying Value					Interest			22 Maturity		
		4 F o r e i g n	5 B o n d C h a r							11 Book / Adjusted Carrying Value	12 Unrealized Valuation Increase / (Decrease)	13 Current Years (Amortization) / Accretion	14 Current Years Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of	18 When Paid		19 Admitted Amount Due & Accrued	20 Amount Rec. During Year
172973-RG-6	CITICORP MTG SEC INCSER 2003-8				1FM	18,619	18,542	18,550	18,550		18,550		(71)				14	660	04/26/2011	08/25/2033
12669E-7G-5	COUNTRYWIDE ALTERNATIVE LOA				1FM	27,241	27,443	27,249	27,249		27,242		7				20	1,429	10/04/2010	12/25/2033
12669E-SC-1	COUNTRYWIDE ALTERNATIVE LOA				1FM	120,000	120,960	120,000	120,000		120,000						83	3,150	08/20/2011	09/25/2033
12669E-ZQ-2	COUNTRYWIDE HOME LNSSER 200				1FM	20,072	20,925	20,072	20,072		20,071		28				27	654	08/23/2011	09/25/2033
12669E-K4-7	COUNTRYWIDE HOME LOAN SER 2				1FM	40,214	40,906	40,214	40,214		40,214		2				12	452	06/17/2011	10/25/2018
12669F-SC-8	COUNTRYWIDE HOME LOAN SER 2				1FM	114,759	114,330	112,474	112,474		112,794		(2,291)				29	1,583	03/13/2011	05/25/2034
12669D-SK-5	COUNTRYWIDE HOME LOANS SER				1FM	134,315	136,828	134,581	134,581		134,454		193				78	3,737	04/26/2011	07/31/2012
12669E-SR-4	COUNTRYWIDE HOME LOANS SER				1FM	80,190	80,866	80,240	80,240		80,185		1				59	2,806	06/06/2011	10/25/2033
12669F-WM-1	COUNTRYWIDE HOME LOANS SER				3FM	22,674	22,719	22,681	22,681		22,670		4				17	728	05/22/2011	07/25/2034
12669E-JM-9	COUNTRYWIDE SER 2003-J5 CL 1A				1FM	104,577	106,278	104,000	104,000		104,451		(126)				83	3,110	06/08/2011	08/25/2033
22541N-6H-7	CREDIT SUISSE FIRST BOSTON MT				1FM	17,717	18,088	17,728	17,728		17,715		3				14	569	05/25/2011	09/25/2033
22541Q-PM-8	CS FIRST BOSTON MORTGAGE SE				1FM	137,658	138,988	136,624	136,624		136,534		(1,422)				94	3,341	06/09/2011	01/31/2013
12669D-TT-5	CWMBIS INC 2002-38 SER 2002-38 C				1FM	46,031	46,428	45,872	45,872		45,847		(175)				33	1,359	06/02/2011	10/25/2033
32051D-EB-8	FIRST HORIZON MTG PASS THROU				1FM	116,695	118,147	117,000	117,000		116,690		(5)				85	4,148	06/30/2011	04/25/2034
36185N-T9-1	GMAC MORT CORP LOAN TRUST S				1FM	57,000	57,319	57,000	57,000		57,000						46	3,004	01/21/2011	04/25/2034
36185N-US-7	GMAC MTG CORP LN TR SER 2004-				1FM	81,149	82,371	79,926	79,926		79,926		(1,361)				56	2,662	04/29/2011	02/25/2018
52656K-QU-6	MASTER ASSET SEC TR SER 2003-				1FM	14,063	14,031	13,958	13,958		13,958		(100)				11	384	06/15/2011	12/25/2033
52656K-X3-8	MASTER ASSET SEC TR SER 2003-				1FM	51,636	52,028	50,670	50,670		50,670		(1,141)				35	1,266	06/01/2011	03/25/2018
52656K-RL-5	MASTER ASSET SEC TR SER 2003-				1FM	97,584	98,764	97,584	97,584		97,584						71	2,698	05/13/2011	09/25/2033
52656K-E2-1	MASTER ASSET SEC TR SER 2003-				1FM	109,000	110,341	109,000	109,000		109,000						79	4,349	02/28/2011	09/25/2033
52656K-E5-4	MASTER ASSET SEC TR SER 2003-				1FM	22,501	22,509	22,515	22,515		22,502						17	728	06/28/2011	02/25/2034
52656K-6E-4	MASTER ASSET SEC TR SERIES 20				1FM	34,913	36,064	35,000	35,000		34,913		1				27	995	09/14/2011	12/25/2033
52656K-X4-6	MASTER ASSET SEC TR SERIES 200				1FM	99,970	103,040	99,630	99,630		99,630						2	96	05/24/2011	09/25/2034
76111J-SW-0	RAAC SER SERIES 2005-SPI CL 2A				1Z	231,813	231,876	228,000	228,000		231,811		(2)				18	7,828	05/13/2011	06/25/2033
45660N-QR-9	RES FUNDING MTG SEC SERIES 2				1FM	29,012	29,560	29,314	29,314		29,002		52				64	2,310	06/07/2011	07/25/2033
76111X-QZ-9	RESIDENTIAL FND MTG SER 2004-S				1FM	83,528	85,268	84,000	84,000		83,533		6				27	1,146	05/05/2011	06/25/2033
929227-W3-6	WAMU MORT PASS THROUGH CER				1FM	35,690	36,080	35,712	35,712		35,689						39	7,150	09/16/2010	06/25/2033
929227-W4-4	WAMU MTG PASS THROUGH				1FM	129,538	133,458	130,000	130,000		129,842		4				99	2,798	09/27/2010	06/25/2033
929227-2P-0	WAMU MTG PASS THRU				1FM	59,303	59,794	59,303	59,303		59,303						99	2,798	09/27/2010	06/25/2033
92922F-MM-7	WASHINGTON SER MTG PASS TH				1FM	130,062	131,937	130,000	130,000		130,082		20				99	6,325	02/01/2011	11/25/2033
92922F-QG-6	WASHINGTON MUTUAL MORTG PA				1FM	29,752	29,494	29,467	29,467		30,194		(278)				23	945	05/13/2011	06/25/2034
939336-PZ-0	WASHINGTON MUTUAL MSC MTG P				1FM	93,085	92,139	91,371	91,371		91,371		(1,928)				63	2,659	05/05/2011	02/25/2018
949814-AF-4	WELLS FARGO MTG BKO SER 2004-				1FM	70,656	70,532	70,000	70,000		70,644		68				56	4,025	10/29/2010	02/25/2034
949757-AF-5	WLS FRGO MORTG BACK SEC 2004-6				1FM	60,992	62,830	61,000	61,000		60,992						51	2,615	05/13/2011	06/25/2034
3399999	Industrial and Miscellaneous (Unaffiliated) - Residential Mortgage-Backed					3,340,520	3,385,521	3,326,666	3,326,666		3,333,085		(8,878)				2,307	123,706		X X X

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes			6 NAIC Desig- nation	7 Actual Cost	8 Rate Used To Obtain Fair Value		9 Fair Value	10 Per Value	11 Book / Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				15 Total Foreign Exchange Change in B.I.A.C.V.	16 Rate of	17 Effective Rate of	18 When Paid	Interest		22 Dates	
		4 F o r e i g n	5 B o n d C H A R	Code			12 Unrealized Valuation Increase / (Decrease)	13 Current Year's (Amortization) / Accretion				14 Current Year's Other Than Temporary Impairment Recognized	19 Admitted Amount Due & Accrued	20 Amount Rec. During Year	21 Acquired					22 Maturity			
3899999	Subtotals - Industrial and Miscellaneous (Unaffiliated)					5,785,624	X X X	5,896,564	5,647,203	5,706,879	(22,076)					X X X	X X X	X X X	X X X	41,229	285,447	X X X	X X X
7799999	Totals - Issuer Obligations					7,871,737	X X X	8,485,433	7,740,537	7,768,501	(15,229)					X X X	X X X	X X X	X X X	115,720	428,084	X X X	X X X
7899999	Totals - Residential Mortgage-Backed Securities					5,443,837	X X X	5,537,240	5,319,837	5,380,005	(21,669)					X X X	X X X	X X X	X X X	23,003	231,091	X X X	X X X
8399999	Total Bonds					13,315,674	X X X	14,022,673	13,060,374	13,148,506	(15,229)					X X X	X X X	X X X	X X X	188,723	659,185	X X X	X X X

NONE Schedule D - Part 2 - Section 1

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes		5 Number of Shares	6 Book/ Adjusted Carrying Value	7 Rate per Share Used to Obtain Fair Value	8 Fair Value		9 Actual Cost	10 Dividends			12 Nonadmitted Declared But Unpaid	13 Unrealized Valuation Increase / (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (13 - 14)	16 Total Foreign Exchange Change in B./A.C.V.	17 NAIC Market Indicator (a)	18 Date Acquired
		3	4				7	8		10	11								
26817Q-50-6	Dynex Capital, Inc.			15,000,000	136,950	9.130	136,950	150,160	8,100	4,200	8,100			(13,210)				L	04/01/2011
55272X-10-2	MFA MORTGAGE INVESTMENTS INC.			10,000,000	67,200	6.720	67,200	81,610	7,350	2,700	7,350			(14,410)				L	04/01/2011
9099999	Industrial and Miscellaneous (Unaffiliated)				204,150	X X X	204,150	231,770	15,450	6,900	15,450			(27,620)				X X X	X X X
9799999	Total Common Stocks				204,150	X X X	204,150	231,770	15,450	6,900	15,450			(27,620)				X X X	X X X
9899999	Total Preferred and Common Stocks				204,150	X X X	204,150	231,770	15,450	6,900	15,450			(27,620)				X X X	X X X

(a) For all common stocks bearing the NAIC market indicator 'U' provide: the number of such issues 0, the total \$ value (included in Column 8) of all such issues \$ 0.

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
31394M-JV-3	FED HOME LOAN MTG CORP SER 2714 CL CC		06/06/2011	PEAK Investment		182,877	174,999.96	159
05999999	Subtotal - Bonds - U. S. Government				X X X	182,877	174,999.96	159
126775-TK-1	CABARRUS CNTY NC QUAL SCHOOL CONSTR BOND SER A		04/14/2011	PEAK Investment		200,000	200,000.00	
24170P-FJ-2	DE SOTO TEX TAXABLE CIFS OBLIG SER A GO		06/08/2011	PEAK Investment		200,000	200,000.00	642
928172-VZ-5	VIRGINIA ST PUB BLDG AUTH PUB BUILD AM BOND		03/02/2011	PEAK Investment		221,956	225,000.00	2,600
31999999	Subtotal - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations				X X X	621,956	625,000.00	3,242
000780-JQ-0	ABN AMRO MORTG CORP SERIES 2003-8		01/05/2011	PEAK Investment		32,927	32,947.49	47
05949A-EV-8	BANK OF AM MORTG SEC		06/07/2011	PEAK Investment		159,160	159,000.00	339
05949A-NX-4	BANK OF AMERICA MORT SEC SER 2004-7 CL 5A2		07/29/2011	PEAK Investment		90,238	90,000.00	133
05946X-VJ-9	BOFA FNDGSSR 2005-3 CL 1A2		04/21/2011	PEAK Investment		14,977	15,000.00	60
05948X-WV-9	BOFA MORT SEC SER 2003-9 CL 1A17		06/20/2011	PEAK Investment		27,448	27,448.39	88
05948X-Y3-2	BOFA MORT SEC SER 2003-8 CL 3A7		05/26/2011	PEAK Investment		34,197	34,218.19	20
05948X-6H-9	BOFA MORT SEC SER 2004-1 CL 1A4		04/07/2011	PEAK Investment		29,520	29,538.11	50
05948X-LQ-2	BOFA MORT SEC SER 2004-5 CL 1A3		06/22/2011	PEAK Investment		74,456	74,000.01	46
05948X-LQ-2	BOFA MTG SEC SER 2003-5 CL 1A8		01/06/2011	PEAK Investment		30,398	30,398.19	165
05948X-QG-9	BOFA MTG SEC SER 2003-6 CL 1A8		01/14/2011	PEAK Investment		57,000	57,000.00	83
05948X-A5-0	BOFA MTG SEC SER 2003-9 CL 1A9		01/07/2011	PEAK Investment		45,000	45,000.00	285
05949A-AL-4	BOFA MTG SEC SER 2004-3 CL 1A11		09/20/2011	PEAK Investment		93,941	94,000.00	533
172973-YZ-6	BOFA SER 2004-4 CL 1A2		06/24/2011	PEAK Investment		197,948	197,000.00	115
172973-RG-6	CITICORP MORTG SEC 2004-5 CL 1A9		01/18/2011	PEAK Investment		29,981	30,000.00	214
12669E-ZC-2	CITICORP MTG SEC INC SER 2003-8 CL A5		04/26/2011	PEAK Investment		50,188	50,000.00	337
12669E-K4-7	COUNTRYWIDE ALTERNATIVE LOAN TRUST SER 2003-13T1 CL A7		06/20/2011	PEAK Investment		120,000	120,000.00	157
12669F-SC-8	COUNTRYWIDE HOME LOAN SER 2003-34 CL A14		08/23/2011	PEAK Investment		42,657	43,088.02	65
12669D-SK-5	COUNTRYWIDE HOME LOAN SER 2004-4 CL A25		06/17/2011	PEAK Investment		24,674	24,689.59	27
12669E-36-4	COUNTRYWIDE HOME LOAN SER 2002-35 CL 1A4		03/31/2011	PEAK Investment		62,627	62,627.03	668
12669F-WM-1	COUNTRYWIDE HOME LOANS SER 2003-39 CL A12		04/26/2011	PEAK Investment		175,197	171,709.20	563
12669E-JM-9	COUNTRYWIDE HOME LOANS SER 2004-5 CL 2A17		06/06/2011	PEAK Investment		201,824	202,219.24	171
22541N-8H-7	COUNTRYWIDE SER 2003-J5 CL 1A2		05/10/2011	PEAK Investment		89,944	90,000.00	92
22541Q-PM-8	CREDIT SUISSE FIRST BOSTON MTG SEC CO SER 2003-10 CL 3A8		05/22/2011	PEAK Investment		104,577	60,407.42	243
126650-BQ-2	CS FIRST BOSTON MORTGAGE SEC CO SER 2003-21 CL 1A14		06/08/2011	PEAK Investment		28,502	28,519.47	105
12669D-TT-5	CYS CAREMARK CORP		04/13/2011	PEAK Investment		38,314	37,197.96	57
32051D-E9-9	CWMBS INC 2002-38 SER 2002-38 CL A-3		06/06/2011	PEAK Investment		169,203	166,702.06	185
36185N-T9-1	FIRST HORIZON MTG PASS THROUGH TRUST SER 2003-8 CL 1A6		06/02/2011	PEAK Investment		122,929	122,505.02	135
36185N-U5-7	GMAC MORT CORP LOAN TRUST SE 2004-J1 CL A8		06/30/2011	PEAK Investment		116,695	117,000.00	213
55265K-33-8	GMAC MTG CORP LN TR SER 2004-J1 CL A12		01/21/2011	PEAK Investment		57,000	57,000.00	237
55265K-RL-5	MASTER ASSET SEC TR SER 2003-1 CL 3A2		04/26/2011	PEAK Investment		97,515	96,044.18	374
	MASTER ASSET SEC TR SER 2003-11 CL 2A7		06/15/2011	PEAK Investment		40,552	40,250.34	117
	MASTER ASSET SEC TR SER 2003-2 CL 1A1		06/01/2011	PEAK Investment		69,783	68,477.80	48

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
55265K-E2-1	MASTER ASSET SEC TR SER 2003-7 CL 4A21		05/31/2011	PEAK Investment		142,105	142,104.86	226
55265K-E5-4	MASTER ASSET SEC TR SER 2003-7 CL 4A24 5.25%		02/28/2011	PEAK Investment		106,000	106,000.00	417
55265K-E6-4	MASTER ASSET SEC TR SERIES 2004-1 CL 5A4		06/28/2011	PEAK Investment		22,501	22,515.48	
55265K-X4-6	MASTER ASSET SEC TR SERIES 2003-11 CL 2A8		09/14/2011	PEAK Investment		34,913	35,000.00	121
76112B-SZ-4	RAAC SER SERIES 2005-SP1 CL 2A12		05/24/2011	PEAK Investment		14,618	14,636.03	18
45660N-QR-9	RESIDENTIAL ASSET SEC TRUST SER 2003-A6 CL A1		06/10/2011	PEAK Investment		35,771	36,144.13	63
76111X-QZ-9	RESIDENTIAL FND MTG SER 2004-S9 CL 1A21		06/07/2011	PEAK Investment		89,528	84,000.00	116
76111J-5W-0	RESIDENTIAL FUNDING MTG SECS 1 SER 2003-S13 CL A3		05/13/2011	PEAK Investment		231,813	228,000.00	409
05948X-GW-7	VOFA CORP SERIES 2004-S CL 1A8		03/31/2011	PEAK Investment		44,000	44,000.00	202
92922Z-W3-6	WAMU MORT PASS THROUGH CERT SER 2003-S3 CL 1A28		05/05/2011	PEAK Investment		37,976	38,000.00	23
92922F-MM-7	WASH MUTUAL SER 2004-RS1 CL A2		02/01/2011	PEAK Investment		130,062	129,999.99	321
92922F-QG-6	WASHINGTON MUTUAL MORTG PASS THROUGH CERT SER 2004-S2 CL 2A1		05/13/2011	PEAK Investment		215,076	213,012.49	553
939336-PZ-0	WASHINGTON MUTUAL MSC MTG PASS THROUGH SER 2003-MS1 CL 1A		05/09/2011	PEAK Investment		122,213	119,963.91	183
949757-AF-5	WLS FRGO MRTG BACK SEC 2004-6 CL A6		05/13/2011	BB&T		60,992	61,000.00	146
38899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	3,870,729	3,851,364.60	9,061
83999997	Subtotal - Bonds - Part 3				X X X	4,675,562	4,651,365	12,462
83999998	Summary Item from Part 5 for Bonds				X X X	586,474	593,334.55	575
83999999	Total - Bonds				X X X	5,262,036	5,244,699.11	13,037
28817Q-50-6	Dynex Capital, Inc.		05/31/2011	PEAK Investment	15,000,000	150,160		
55272X-10-2	MFA MORTGAGE INVESTMENTS INC. - PASS THROUGH		04/01/2011	PEAK Investment	10,000,000	81,610		
90999999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				X X X	231,770	X X X	
97999997	Subtotal - Common Stocks - Part 3				X X X	231,770	X X X	
97999999	Total -Common Stocks				X X X	231,770	X X X	
98999999	Total - Preferred and Common Stocks				X X X	231,770	X X X	
98999999	Totals				X X X	5,493,806	X X X	13,037

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11			12			13	14	15	16	17	18	19	20	21
										Change in Book/Adjusted Carrying Value			Current Years Other Than Temporary Impairment Recognized											
CUSIP Identification	Description	Folio	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 Years (Amortization)/ Accretion	Current Years 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				
3128X6-AT-3	FEDERAL HOME LN MTG CO	08/07/2011	08/07/2011	Maturity		400,000	400,000.00	386,072	386,478		55		55		386,533		3,467	3,467	12,000	06/07/2027				
38374H-6B-1	GNMA 04-69 LD PAC	12/16/2011	12/16/2011	Redemption		484,163	484,163.35	497,251	484,252		(89)		(89)		484,163		(148)	(148)	14,336	08/16/2031				
38374H-W2-2	GNMA 04-75 NE PAC	09/20/2011	09/20/2011	Redemption		812,787	812,787.00	839,329	813,510		(575)		(575)		812,935		(148)	(148)	16,828	08/16/2031				
912810-EQ-7	UNITED STATES TREAS BDS	08/31/2011	08/31/2011	BB&T		699,688	500,000.00	572,061	560,539		(2,418)		(2,418)		568,121		141,567	141,567	31,929	08/15/2023				
912827-6T-4	UNITED STATES TREAS NTS	02/15/2011	02/15/2011	Redemption		300,000	300,000.00	315,922	300,307		(907)		(907)		300,000				7,500	02/15/2011				
05999999	Subtotal - Bonds - U.S. Governments				X X X	2,696,638	2,496,950.45	2,620,635	2,555,086		(3,334)		(3,334)		2,551,752		144,886	144,886	82,393	X X X				
13017H-AA-4	CA EARTHQUAKE AUTH REV	07/01/2011	07/01/2011	Redemption		36,000	36,000.00	35,865	35,970		30		30		36,000				2,221	07/01/2016				
661193-BU-5	Monterey Cnty CA Unl Sch Dist	06/01/2011	06/01/2011	Redemption		35,000	35,000.00	35,000	35,000						35,000				1,006	06/01/2016				
31999999	Subtotal - Bonds - U. S. Special Rev. and Special Assessment and				X X X	71,000	71,000.00	70,865	70,970		30		30		71,000				3,227	X X X				
000760-JQ-0	ABN AMRO MORTG CORP S	12/25/2011	12/25/2011	Redemption		26,621	26,620.79	26,604	26,604		2		2		26,621				764	06/25/2033				
000780-JF-4	ABN AMRO MTG CORP SER	12/25/2011	12/25/2011	Redemption		55,608	55,607.64	55,608	55,608						55,608				1,761	06/25/2033				
05946X-V1-9	BOFA FNDG SER 2005-3 CL 1	12/25/2011	12/25/2011	Redemption		12,776	12,775.71	12,756	12,756		12		12		12,776				431	06/25/2032				
05948X-B5-9	BOFA MORT SEC SER 2003	12/25/2011	12/25/2011	Redemption		8,204	8,203.67	8,204	8,204						8,204				144	12/25/2033				
05949A-AD-2	BOFA MORT SEC SER 2004	11/30/2011	11/30/2011	Redemption		250,908	250,000.00	249,219	248,220		204		204		249,424		1,484	1,484	11,379	04/25/2034				
05948X-VV-9	BOFA MORT SEC SER 2003	12/25/2011	12/25/2011	Redemption		7,291	7,290.69	7,286	7,286		1		1		7,291				115	11/25/2033				
05948X-V3-2	BOFA MORT SEC SER 2004	05/25/2011	05/25/2011	Redemption		3,868	3,868.05	3,866	3,866		2		2		3,868				16	02/25/2034				
05948X-LQ-2	BOFA MTS SEC SER 2003-5	12/25/2011	12/25/2011	Redemption		10,944	10,944.10	10,944	10,944						10,944				366	07/25/2033				
05948X-A5-0	BOFA MTS SEC SER 2003-9	12/25/2011	12/25/2011	Redemption		45,005	45,004.57	45,005	45,005						45,005				1,700	08/25/2033				
05949A-AL-4	BOFA MTS SEC SER 2004-3	12/25/2011	12/25/2011	Redemption		25,562	25,562.06	25,562	25,562						25,562				730	12/25/2033				
172973-YZ-6	CITICORP MORTG SEC 2004-4	12/25/2011	12/25/2011	Redemption		54,000	54,000.00	53,973	53,973		(27)		(27)		53,962		36	36	1,068	04/25/2034				
172973-RG-6	CITICORP MTS SEC INC SER	12/25/2011	12/25/2011	Redemption		29,489	29,489.44	29,471	29,471		(61)		(61)		29,489				1,392	08/25/2034				
172973-G6-4	CITICORP MTS SEC INC SER	12/25/2011	12/25/2011	Redemption		31,450	31,450.11	31,566	31,566		(117)		(117)		31,450				779	08/25/2033				
172973-66-0	CITICORP MTS SEC SER 200	12/23/2011	12/23/2011	Redemption		105,000	105,000.00	105,000	105,000						105,000				2,613	10/25/2034				
172967-BC-4	CITIGROUP INC	01/18/2011	01/18/2011	Maturity		150,000	150,000.00	150,000	150,000		(110)		(110)		150,000				3,910	10/25/2034				
12669E-7G-5	COUNTRYWIDE ALTERNATI	12/25/2011	12/25/2011	Redemption		34,818	34,819.04	34,808	34,814		5		5		34,819				969	12/25/2033				
12669E-ZG-2	COUNTRYWIDE HOME LN	12/25/2011	12/25/2011	Redemption		5,899	5,899.21	5,832	5,832		3		3		5,899				76	09/25/2033				
12669E-K4-7	COUNTRYWIDE HOME LOAN	12/25/2011	12/25/2011	Redemption		4,605	4,605.02	4,602	4,602						4,605				62	10/25/2018				
12669F-SC-8	COUNTRYWIDE HOME LOAN	12/25/2011	12/25/2011	Redemption		22,413	22,412.92	22,413	22,413						22,413				538	05/25/2034				
12669D-SK-5	COUNTRYWIDE HOME LOAN	12/25/2011	12/25/2011	Redemption		59,235	59,234.93	60,438	60,438		(876)		(876)		59,235				1,246	02/25/2018				
12669E-S6-4	COUNTRYWIDE HOME LOAN	12/25/2011	12/25/2011	Redemption		67,637	67,638.69	67,509	67,509		73		73		67,637		2	2	1,581	10/25/2033				
12669F-WM-1	COUNTRYWIDE HOME LOAN	12/25/2011	12/25/2011	Redemption		9,760	9,759.89	9,754	9,754		4		4		9,760				338	05/25/2034				
22541Q-PH-8	COUNTRYWIDE SER 2003-J5	12/25/2011	12/25/2011	Redemption		37,727	37,726.67	37,715	37,727		1		1		37,727				749	07/25/2033				
126650-BQ-2	CVS CAREMARK CORP	12/10/2011	12/10/2011	Redemption		10,791	10,791.25	10,785	10,785		(10)		(10)		10,791				262	09/25/2033				
12669D-TT-5	CWBS INC 2002-38 SER 20	12/01/2011	12/01/2011	Redemption		661	660.70	681	681		(168)		(168)		661				17	01/10/2030				
32051D-EB-9	FIRST HORIZON MTG PASS	12/25/2011	12/25/2011	Redemption		31,078	31,078.03	31,544	31,544		(279)		(279)		31,078				361	02/25/2018				
						76,633	76,632.57	76,896	76,896						76,633				1,632	10/25/2033				

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value			16	17	18	19	20	21	
										11	12	13							14
CUSIP Identification	Description	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. (1+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
349631-AK-7	FORTUNE BRANDS INC	08/31/2011	BB&T		210,406	200,000.00	200,816	200,275		(60)		(60)		200,215		10,191	10,191	13,150	12/01/2013
36962G-XS-8	GENERAL ELEC CAP CORP	11/08/2011	BB&T		101,150	100,000.00	103,330	100,489		(305)		(305)		100,183		967	967	7,327	02/15/2012
55265K-QL-6	MASTER ASSET SEC TR SE	12/25/2011	Redemption		16,119	16,118.60	16,365			(110)		(110)		16,119				300	02/25/2018
55265K-X3-8	MASTER ASSET SEC TR SE	12/25/2011	Redemption		26,292	26,291.86	26,489			(182)		(182)		26,292				498	12/25/2033
55265K-RL-5	MASTER ASSET SEC TR SE	12/25/2011	Redemption		17,808	17,807.54	18,147			(164)		(164)		17,808				273	03/25/2018
55265K-E2-1	MASTER ASSET SEC TR SE	12/25/2011	Redemption		44,521	44,520.85	44,521							44,521				1,109	09/25/2033
55265K-E5-4	MASTER ASSET SEC TR SE	12/01/2011	PEAK investment		97,000	97,000.00	97,000	70,000		(14)		(14)		97,000				2,535	09/25/2033
748148-OX-4	QUEBEC PROV CDA GLOBA	01/22/2011	Maturity		200,000	200,000.00	201,940	200,014		3		3		200,000				6,125	01/22/2011
76112B-SZ-4	RAAC SER SERIES 2005-SP1	12/25/2011	Redemption		11,492	11,492.03	11,478			8		8		11,492				300	09/25/2034
45660N-QR-9	RESIDENTIAL ASSET SEC T	12/25/2011	Redemption		6,830	6,830.27	6,760			(234)		(234)		6,830				76	07/25/2033
929771-AE-3	WACHOVIA CORP	11/08/2011	BB&T		109,300	100,000.00	107,105	106,278						106,044		3,256	3,256	7,394	10/01/2025
929227-W3-6	WAMU MORT PASS THROUG	12/25/2011	Redemption		2,288	2,287.93	2,286							2,288				1,987	06/25/2033
929227-ZP-0	WAMU MTG PASS THRU	12/25/2011	Redemption		46,697	46,697.29	46,697	46,697						46,697				1,987	06/25/2033
92922F-WM-7	WASH MUTUAL SER MTG PA	05/25/2011	Redemption		183,546	183,545.82	185,324			(1,059)		(1,059)		183,546				3,626	06/25/2034
92922F-QG-6	WASHINGTON MUTUAL MO	12/25/2011	Redemption		28,593	28,592.68	29,129			(322)		(322)		28,593				520	02/25/2018
939336-PZ-0	WASHINGTON MUTUAL MSC	12/25/2011	Redemption																
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)			X X X	2,429,815	2,408,050.02	2,440,060	1,468,505		(3,780)		(3,780)		2,413,880		15,936	15,936	85,190	X X X
8399997	Subtotal - Bonds - Part 4			X X X	5,197,453	4,976,000	5,131,560	4,094,561		(7,084)		(7,084)		5,036,632		160,822	160,822	170,810	X X X
8399998	Summary Item from Part 5 for Bonds			X X X	588,234	593,334.55	586,474			2,884		2,884		589,358		(1,124)	(1,124)	4,402	X X X
8399999	Total - Bonds			X X X	5,785,687	5,569,335.02	5,718,034	4,094,561		(4,200)		(4,200)		5,625,990		159,698	159,698	175,212	X X X
9999999	Totals				5,785,687	X X X	5,718,034	4,094,561		(4,200)		(4,200)		5,625,990		159,698	159,698	175,212	X X X

SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value				17	18	19	20	21
											12	13	14	15					
CUSIP Identification	Description	Forfeiture	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (12-13-14)	Total Foreign Exchange Change in B./A.C.V.	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
05946X-DV-2	BOFA CORP SEC 2003-3 CL 1A16 DTD		01/09/2011	PEAK Investment	09/25/2011	Maturity	50,000.00	50,000	50,000	50,000								458	99
12669D-JN-9	COUNTRYWIDE HM LNS SER 2002-17		01/07/2011	PEAK Investment	09/26/2011	PEAK Investment	53,000.00	53,000	53,000	53,000								1,078	93
32051D-W8-1	FIRST HORIZON MORTG PASS THRO		05/24/2011	PEAK Investment	09/25/2011	Redemption	67,673.19	67,673	67,673	67,673								893	196
812293-AB-4	SEARIVER MARITIME INC FIN HOLDN		05/02/2011	PEAK Investment	11/08/2011	PEAK Investment	300,000.00	291,300	294,900	294,645		3,345				255	255		
949780-AA-8	WELLS FARGO MORTG BACKED SEC		05/24/2011	PEAK Investment	09/26/2011	Redemption	122,661.36	124,501	122,661	124,040		(461)				(1,379)	(1,379)	1,973	187
3899999	Bonds - Industrial and Miscellaneous (Unaffiliated)						593,334.55	586,474	588,234	589,358		2,884				(1,124)	(1,124)	4,402	575
8999998	Subtotal - Bonds						593,334.55	586,474	588,234	589,358		2,884				(1,124)	(1,124)	4,402	575
8999998	Subtotal - Preferred Stocks						XXX												
9899999	Subtotal - Stocks						XXX												
9999999	Totals						XXX	586,474	588,234	589,358		2,884		2,884		(1,124)	(1,124)	4,402	575

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 F o r e i g n	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures Manual)	6 Do Insurer's Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book/ Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding
000000-00-0	SOUTHERN TITLE SVCS INC.		00000	EQUITY	NO			10,000,000	100.000
1799999	Common Stocks - Other Affiliates							XXX	XXX
1899999	Total - Common Stocks							XXX	XXX
1999999	Totals							XXX	XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$ 0
2. Total amount of intangible assets nonadmitted \$ 0

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
NONE					
0399999	Total			XXX	XXX

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes		4 F o r e i g n	5 Date Acquired	6 Name of Vendor	7 Maturity Date	8 Book / Adjusted Carrying Value	9 Change in Book/Adjusted Carrying Value			13 Par Value	14 Actual Cost	Interest			21 Paid for Accrued Interest		
		9 Unrealized Valuation Increase / (Decrease)	10 Current Year's (Amortization) / Accretion						11 Current Year's Other Than Temporary Impairment Recognized	12 Total Foreign Exchange Change in B./A.C.V.	15 Amount Due and Accrued Current Year on Bond Not in Default			16 Non-Admitted Due And Accrued	17 Rate of	18 Effective Rate of		19 When Paid	20 Amount Received During Year
31846Y-41-9	FIRST AMER TREAS OBLIG FD INSTL INV				12/31/2011	US BANK		9,000					9,000	0.010	0.010	MON			
8699999	Exempt Money Market Mutual Funds							9,000				XXX	9,000	XXX	XXX	XXX			
60906B-DF-5	FEDERATED MONEY MKT OBLIGS TR TR				12/31/2011	SUNTRUST BANK		7,453					7,453	0.050	0.050	MON			
94975H-29-6	WELLS FARGO ADV TRU PL				12/31/2011	US BANK		3,632					3,632	0.068	0.294	MON			
SD																			
8999999	Class One Money Market Mutual Funds							11,085				XXX	11,085	XXX	XXX	XXX			
9199999	TOTALS							20,085				XXX	20,085	XXX	XXX	XXX			

NONE **Schedule DB - Part A - Section 1**
NONE **Schedule DB - Part A - Section 2**
NONE **Schedule DB - Part B - Section 1**
NONE **Schedule DB - Part B - Section 2**
NONE **Schedule DB - Part D**
NONE **Schedule DL - Part 1**
NONE **Schedule DL - Part 2**

SCHEDULE E - PART 1 - CASH

1	2	3	4	5	6	7
Depository	Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
OPEN DEPOSITORIES						
BANK OF THE JAMES LYNCHBURG, VA		1.000	696	550	69,933	
SUNTRUST BANK RICHMOND, VA					279,243	
BB&T RICHMOND, VA		0.500	577		527,951	
WELLS FARGO BANK MISSOULA, MT					138,816	
0199998 Deposits in () depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX				XXX
0199999 Totals - Open Depositories	XXX	XXX	1,273	550	1,015,943	XXX
SUSPENDED DEPOSITORIES						
0299998 Deposits in () depositories that do not exceed the allowable limit in any one depository (See Instructions) - Suspended Depositories	XXX	XXX				XXX
0299999 Totals - Suspended Depositories	XXX	XXX				XXX
0399999 Total Cash on Deposit	XXX	XXX	1,273	550	1,015,943	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	315	XXX
0599999 Total Cash	XXX	XXX	1,273	550	1,016,258	XXX

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January	4,441,222	4. April	3,950,955	7. July	997,044	10. October	1,432,087
2. February	4,347,486	5. May	1,808,866	8. August	1,447,933	11. November	1,218,793
3. March	4,541,385	6. June	1,271,380	9. September	1,356,366	12. December	1,016,258

NONE Schedule E - Part 2

SCHEDULE E – PART 3 – SPECIAL DEPOSITS

States, etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits		
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value	
1. Alabama	AL	B	Alabama State Deposit			100,000	109,543
2. Alaska	AK						
3. Arizona	AZ						
4. Arkansas	AR						
5. California	CA						
6. Colorado	CO						
7. Connecticut	CT						
8. Delaware	DE						
9. District of Columbia	DC						
10. Florida	FL						
11. Georgia	GA	ST	Georgia State Deposit			100,000	109,543
12. Hawaii	HI						
13. Idaho	ID						
14. Illinois	IL						
15. Indiana	IN						
16. Iowa	IA						
17. Kansas	KS						
18. Kentucky	KY						
19. Louisiana	LA						
20. Maine	ME						
21. Maryland	MD						
22. Massachusetts	MA						
23. Michigan	MI						
24. Minnesota	MN						
25. Mississippi	MS						
26. Missouri	MO						
27. Montana	MT						
28. Nebraska	NE						
29. Nevada	NV						
30. New Hampshire	NH						
31. New Jersey	NJ						
32. New Mexico	NM						
33. New York	NY						
34. North Carolina	NC	O	North Carolina State Deposit			1,036,176	1,186,504
35. North Dakota	ND						
36. Ohio	OH	ST	Ohio State Deposit			191,961	248,681
37. Oklahoma	OK						
38. Oregon	OR						
39. Pennsylvania	PA						
40. Rhode Island	RI						
41. South Carolina	SC	O	South Carolina State Deposit			200,000	213,652
42. South Dakota	SD						
43. Tennessee	TN						
44. Texas	TX						
45. Utah	UT						
46. Vermont	VT						
47. Virginia	VA	B	Multiple Purposes	724,728	781,223	225,045	225,428
48. Washington	WA						
49. West Virginia	WV						
50. Wisconsin	WI						
51. Wyoming	WY						
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. US Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CN						
58. Aggregate Other Alien and Other	OT	XXX	XXX				
59. Total		XXX	XXX	724,728	781,223	1,853,182	2,093,351

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