



ANNUAL STATEMENT

For the Year Ended December 31, 2012
of the Condition and Affairs of the

FLORIDA COMBINED LIFE INSURANCE COMPANY, INC.

NAIC Group Code.....0536, 876 <small>(Current Period) (Prior Period)</small>	NAIC Company Code..... 76031	Employer's ID Number..... 59-2876465
Organized under the Laws of Florida	State of Domicile or Port of Entry Florida	Country of Domicile USA
Incorporated/Organized..... October 30, 1987	Commenced Business..... May 11, 1988	
Statutory Home Office	4800 Deerwood Campus Parkway, Bldg 200, Suite 600..... Jacksonville FL USA 32246 <small>(Street and Number) (City or Town, State, Country and Zip Code)</small>	
Main Administrative Office 904-828-7800	4800 Deerwood Campus Parkway, Bldg 200, Suite 600..... Jacksonville FL USA..... 32246 <small>(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)</small>	
Mail Address	4800 Deerwood Campus Parkway, Bldg 200, Suite 600..... Jacksonville FL USA 32246 <small>(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)</small>	
Primary Location of Books and Records 904-828-7800	4800 Deerwood Campus Parkway, Bldg 200, Suite 600..... Jacksonville FL USA 32246 <small>(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)</small>	
Internet Web Site Address		
Statutory Statement Contact	Jeremy Scott Adams <small>(Name)</small> jadams@usablelife.com <small>(E-Mail Address)</small>	501-212-8833 <small>(Area Code) (Telephone Number) (Extension)</small> 501-235-8405 <small>(Fax Number)</small>

OFFICERS

Name	Title	Name	Title
1. JASON DENIS MANN	President & CEO	2. MARK ALAN LANGSTON	Treasurer
3. WILLIAM CREASMAN #	Secretary	4.	

OTHER

DIRECTORS OR TRUSTEES

L JOSEPH GRANTHAM MARK A LANGSTON CPA	STEPHEN BOOMA #	JASON D MANN CLU	JAMES CASEY
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State of..... Arkansas
County of..... Pulaski

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

_____ (Signature) JASON DENIS MANN _____ 1. (Printed Name) President & CEO _____ (Title)	_____ (Signature) MARK ALAN LANGSTON _____ 2. (Printed Name) Treasurer _____ (Title)	_____ (Signature) WILLIAM CREASMAN _____ 3. (Printed Name) Secretary _____ (Title)
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Subscribed and sworn to before me
This _____ day of February 2013

a. Is this an original filing? Yes [X] No []
b. If no
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	7,262,082		7,262,082	3,372,303
2. Stocks (Schedule D):				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$.....1,741,798, Schedule E-Part 1), cash equivalents (\$.....0, Schedule E-Part 2) and short-term investments (\$.....2,533,439, Schedule DA).....	4,275,237		4,275,237	8,608,155
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives (Schedule DB).....			.0	
8. Other invested assets (Schedule BA).....	17,893,760		17,893,760	17,183,404
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets (Schedule DL).....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	29,431,079	.0	29,431,079	29,163,862
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	62,474		62,474	50,770
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....			.0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			.0	
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....	4,712,752		4,712,752	3,813,926
17. Amounts receivable relating to uninsured plans.....	1,003,126		1,003,126	1,050,195
18.1 Current federal and foreign income tax recoverable and interest thereon.....	30,000		30,000	30,000
18.2 Net deferred tax asset.....			.0	254,998
19. Guaranty funds receivable or on deposit.....	88,647		88,647	93,312
20. Electronic data processing equipment and software.....	31,683	31,683	.0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....			.0	
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	388,859	388,859	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	35,748,619	420,541	35,328,077	34,457,063
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. TOTALS (Lines 26 and 27).....	35,748,619	420,541	35,328,077	34,457,063

DETAILS OF WRITE-INS

1101.....			.0	
1102.....			.0	
1103.....			.0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0
2501. Deposits, Prepaids & Misc Receivables.....	388,859	388,859	.0	
2502.....			.0	
2503.....			.0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	388,859	388,859	.0	.0

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Aggregate reserve for life contracts \$.....0 (Exhibit 5, Line 9999999) less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....		
2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve).....		
3. Liability for deposit-type contracts (Exhibit 7, Line 14, Col. 1) (including \$.....0 Modco Reserve).....		
4. Contract claims:		
4.1 Life (Exhibit 8, Part 1, Line 4.4, Col. 1 less sum of Cols. 9, 10 and 11).....		
4.2 Accident and health (Exhibit 8, Part 1, Line 4.4, sum of Cols. 9, 10 and 11).....		
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid (Exhibit 4, Line 10).....		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco).....		
6.2 Dividends not yet apportioned (including \$.....0 Modco).....		
6.3 Coupons and similar benefits (including \$.....0 Modco).....		
7. Amount provisionally held for deferred dividend policies not included in Line 6.....		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums (Exhibit 1, Part 1, Col. 1, sum of Lines 4 and 14).....		
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts.....		
9.2 Provision for experience rating refunds, including the liability of \$.....0 accident and health experience rating refunds of which \$.....0 is for medical loss ratio rebate per the Public Health Service Act.....	689,244	394,072
9.3 Other amounts payable on reinsurance, including \$.....0 assumed and \$.....4,335,562 ceded.....	4,335,562	6,378,747
9.4 Interest Maintenance Reserve (IMR, Line 6).....	120,732	170,698
10. Commissions to agents due or accrued - life and annuity contracts \$.....208,591, accident and health \$.....510,688 and deposit-type contract funds \$.....0.....	719,279	752,124
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued (Exhibit 2, Line 12, Col. 6).....	205,016	264,633
13. Transfers to Separate Accounts due or accrued (net) (including \$.....0 accrued for expense allowances recognized in reserves, net of reinsured allowances).....		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes (Exhibit 3, Line 9, Col. 5).....	605,836	539,816
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....		
15.2 Net deferred tax liability.....	29,002	
16. Unearned investment income.....		
17. Amounts withheld or retained by company as agent or trustee.....	84,703	115,900
18. Amounts held for agents' account, including \$.....0 agents' credit balances.....		
19. Remittances and items not allocated.....	195,769	130,675
20. Net adjustment in assets and liabilities due to foreign exchange rates.....		
21. Liability for benefits for employees and agents if not included above.....		
22. Borrowed money \$.....0 and interest thereon \$.....0.....		
23. Dividends to stockholders declared and unpaid.....		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve (AVR Line 16, Col. 7).....	2,340,376	2,219,136
24.02 Reinsurance in unauthorized and certified (\$.....0) companies.....		
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$.....0) reinsurers.....		
24.04 Payable to parent, subsidiaries and affiliates.....	3,450,020	1,357,825
24.05 Drafts outstanding.....		
24.06 Liability for amounts held under uninsured plans.....	117,024	152,024
24.07 Funds held under coinsurance.....		
24.08 Derivatives.....		
24.09 Payable for securities.....		
24.10 Payable for securities lending.....		
24.11 Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	0	0
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	12,892,562	12,475,650
27. From Separate Accounts Statement.....		
28. Total liabilities (Line 26 and 27).....	12,892,562	12,475,650
29. Common capital stock.....	1,500,000	1,500,000
30. Preferred capital stock.....		
31. Aggregate write-ins for other than special surplus funds.....	0	0
32. Surplus notes.....		
33. Gross paid in and contributed surplus (Page 3, Line 33, Col. 2 plus Page 4, Line 51.1, Col. 1).....	14,500,000	14,500,000
34. Aggregate write-ins for special surplus funds.....	0	0
35. Unassigned funds (surplus).....	6,435,514	5,981,413
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 29 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 30 \$.....0).....		
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$.....0 in Separate Accounts Statement).....	20,935,514	20,481,413
38. Totals of Lines 29, 30 and 37 (Page 4, Line 55).....	22,435,514	21,981,413
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	35,328,077	34,457,063

DETAILS OF WRITE-INS

2501.		
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page.....	0	0
3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above).....	0	0
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page.....	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	0	0

Annual Statement for the year 2012 of the **FLORIDA COMBINED LIFE INSURANCE COMPANY, INC.**
SUMMARY OF OPERATIONS

	1 Current Year	2 Prior Year
1. Premiums and annuity considerations for life and accident and health contracts (Exhibit 1, Part 1, Line 20.4, Col. 1, less Col. 11).....	(0)	0
2. Considerations for supplementary contracts with life contingencies.....		
3. Net investment income (Exhibit of Net Investment Income, Line 17).....	206,215	199,825
4. Amortization of Interest Maintenance Reserve (IMR) (Line 5).....	50,213	68,702
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....		
6. Commissions and expense allowances on reinsurance ceded (Exhibit 1, Part 2, Line 26.1, Col. 1).....	13,659,219	13,647,695
7. Reserve adjustments on reinsurance ceded.....		
8. Miscellaneous Income:		
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts.....		
8.2 Charges and fees for deposit-type contracts.....		
8.3 Aggregate write-ins for miscellaneous income.....	0	263
9. Totals (Lines 1 to 8.3).....	13,915,646	13,916,486
10. Death benefits.....		
11. Matured endowments (excluding guaranteed annual pure endowments).....		
12. Annuity benefits (Exhibit 8, Part 2, Line 6.4, Cols. 4 + 8).....		
13. Disability benefits and benefits under accident and health contracts.....		0
14. Coupons, guaranteed annual pure endowments and similar benefits.....		
15. Surrender benefits and withdrawals for life contracts.....		
16. Group conversions.....		
17. Interest and adjustments on contract or deposit-type contract funds.....		
18. Payments on supplementary contracts with life contingencies.....		
19. Increase in aggregate reserves for life and accident and health contracts.....		
20. Totals (Lines 10 to 19).....	0	0
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only) (Exhibit 1, Part 2, Line 31, Col. 1).....	9,243,371	9,374,457
22. Commissions and expense allowances on reinsurance assumed (Exhibit 1, Part 2, Line 26.2, Col. 1).....	148,014	193,915
23. General insurance expenses (Exhibit 2, Line 10, Columns 1, 2, 3 and 4).....	2,234,571	2,174,874
24. Insurance taxes, licenses and fees, excluding federal income taxes (Exhibit 3, Line 7, Cols. 1 + 2 + 3).....	2,141,933	1,938,625
25. Increase in loading on deferred and uncollected premiums.....		
26. Net transfers to or (from) Separate Accounts net of reinsurance.....		
27. Aggregate write-ins for deductions.....	0	0
28. Totals (Lines 20 to 27).....	13,767,888	13,681,871
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	147,758	234,614
30. Dividends to policyholders.....		
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	147,758	234,614
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	(133)	
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32).....	147,891	234,614
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....0 (excluding taxes of \$.....133 transferred to the IMR).....		
35. Net income (Line 33 plus Line 34).....	147,891	234,614
CAPITAL AND SURPLUS ACCOUNT		
36. Capital and surplus, December 31, prior year (Page 3, Line 38, Col. 2).....	21,981,413	21,508,939
37. Net income (Line 35).....	147,891	234,614
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....248,624.....	461,731	612,006
39. Change in net unrealized foreign exchange capital gain (loss).....		
40. Change in net deferred income tax.....	(35,376)	(67,121)
41. Change in nonadmitted assets.....	1,094	309,506
42. Change in liability for reinsurance in unauthorized and certified companies.....		
43. Change in reserve on account of change in valuation basis, (increase) or decrease (Exhibit 5A, Line 9999999, Col. 4).....		
44. Change in asset valuation reserve.....	(121,240)	(616,530)
45. Change in treasury stock, (Page 3, Lines 36.1 and 36.2 Col. 2 minus Col. 1).....		
46. Surplus (contributed to) withdrawn from Separate Accounts during period.....		
47. Other changes in surplus in Separate Accounts Statement.....		
48. Change in surplus notes.....		
49. Cumulative effect of changes in accounting principles.....		
50. Capital changes:		
50.1 Paid in.....		
50.2 Transferred from surplus (Stock Dividend).....		
50.3 Transferred to surplus.....		
51. Surplus adjustment:		
51.1 Paid in.....		
51.2 Transferred to capital (Stock Dividend).....		
51.3 Transferred from capital.....		
51.4 Change in surplus as a result of reinsurance.....		
52. Dividends to stockholders.....		
53. Aggregate write-ins for gains and losses in surplus.....	0	0
54. Net change in capital and surplus for the year (Lines 37 through 53).....	454,100	472,475
55. Capital and surplus, December 31, current year (Lines 36 + 54) (Page 3, Line 38).....	22,435,514	21,981,413

DETAILS OF WRITE-INS		
08.301. Other Income.....		263
08.302.		
08.303.		
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	0	263
2701.		
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	0	0
5301.		
5302.		
5303.		
5398. Summary of remaining write-ins for Line 53 from overflow page.....	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....	0	0

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	295,172	65,660
2. Net investment income.....	196,708	242,716
3. Miscellaneous income.....	13,659,219	13,647,958
4. Total (Lines 1 through 3).....	14,151,099	13,956,335
5. Benefit and loss related payments.....	2,942,011	(1,341,389)
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	13,777,596	13,293,707
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....		
10. Total (Lines 5 through 9).....	16,719,606	11,952,317
11. Net cash from operations (Line 4 minus Line 10).....	(2,568,508)	2,004,017
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	950,000	2,830,000
12.2 Stocks.....		
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.....	380	
12.7 Miscellaneous proceeds.....		
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	950,380	2,830,000
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	4,841,977	
13.2 Stocks.....		
13.3 Mortgage loans.....		
13.4 Real estate.....		
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	4,841,977	0
14. Net increase (decrease) in contract loans and premium notes.....		
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	(3,891,597)	2,830,000
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....		
16.2 Capital and paid in surplus, less treasury stock.....		
16.3 Borrowed funds.....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....		
16.5 Dividends to stockholders.....		
16.6 Other cash provided (applied).....	2,127,187	(1,397,434)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	2,127,187	(1,397,434)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(4,332,918)	3,436,583
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	8,608,155	5,171,572
19.2 End of year (Line 18 plus Line 19.1).....	4,275,237	8,608,155

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

20.0001		
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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health			12 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance(a)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other	
1. Premiums and annuity considerations for life and accident and health contracts.....	(0)		0				(0)		(0)		0	
2. Considerations for supplementary contracts with life contingencies.....	0											
3. Net investment income.....	206,215		4,067				48,734		106,647		46,767	
4. Amortization of Interest Maintenance Reserve (IMR).....	50,213		990				11,867		25,968		11,388	
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....	0											
6. Commissions and expense allowances on reinsurance ceded.....	13,659,218		346,341				2,761,638		6,042,696		4,508,543	
7. Reserve adjustments on reinsurance ceded.....	0											
8. Miscellaneous Income:												
8.1 Fees associated with income from investment management, administration and contract guarantees from S/A.....	0											
8.2 Charges and fees for deposit-type contracts.....	0											
8.3 Aggregate write-ins for miscellaneous income.....	0	0	0	0	0	0	0	0	0	0	0	0
9. Totals (Lines 1 to 8.3).....	13,915,645	0	351,399	0	0	0	2,822,238	0	6,175,311	0	4,566,697	0
10. Death benefits.....	0											
11. Matured endowments (excluding guaranteed annual pure endowments).....	0											
12. Annuity benefits.....	0											
13. Disability benefits and benefits under accident and health contracts.....	0											
14. Coupons, guaranteed annual pure endowments and similar benefits.....	0											
15. Surrender benefits and withdrawals for life contracts.....	0											
16. Group conversions.....	0											
17. Interest and adjustments on contract or deposit-type contract funds.....	0											
18. Payments on supplementary contracts with life contingencies.....	0											
19. Increase in aggregate reserves for life and accident and health contracts.....	0											
20. Totals (Lines 10 to 19).....	0	0	0	0	0	0	0	0	0	0	0	0
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....	9,243,371		288,133				2,157,184		4,071,420		2,726,633	
22. Commissions and expense allowances on reinsurance assumed.....	148,014										148,014	
23. General insurance expenses.....	2,234,571		18,759				139,672		898,108		1,178,033	
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	2,141,932		41,592				490,463		1,129,369		480,508	
25. Increase in loading on deferred and uncollected premiums.....	0											
26. Net transfers to or (from) Separate Accounts net of reinsurance.....	0											
27. Aggregate write-ins for deductions.....	0	0	0	0	0	0	0	0	0	0	0	0
28. Totals (Lines 20 to 27).....	13,767,887	0	348,484	0	0	0	2,787,319	0	6,098,897	0	4,533,187	0
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	147,758	0	2,914	0	0	0	34,919	0	76,414	0	33,510	0
30. Dividends to policyholders.....	0											
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	147,758	0	2,914	0	0	0	34,919	0	76,414	0	33,510	0
32. Federal income taxes incurred (excluding tax on capital gains).....	(133)		(3)				(31)		(69)		(30)	
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32).....	147,891	0	2,917	0	0	0	34,951	0	76,483	0	33,540	0

DETAILS OF WRITE-INS

08.301.	0											
08.302.	0											
08.303.	0											
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0	0	0	0	0	0	0	0	0	0	0
08.399. Total (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	0	0	0	0	0	0	0	0	0	0	0	0
2701.	0											
2702.	0											
2703.	0											
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0	0	0	0	0	0	0	0	0	0	0
2799. Total (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	0	0	0	0	0	0	0	0	0	0	0	0

(a) Includes the following amounts for FEGLI/SGLI: Line 1.....0 Line 10.....0 Line 16.....0 Line 23.....0 Line 24.....0.

ANALYSIS OF INCREASE IN RESERVES DURING THE YEAR

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group	
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities
Involving Life or Disability Contingencies (Reserves)								
(Net of Reinsurance Ceded)								
1. Reserve December 31, prior year.....	0							
2. Tabular net premiums or considerations.....	0							
3. Present value of disability claims incurred.....	0				XXX			
4. Tabular interest.....	0							
5. Tabular less actual reserve released.....	0							
6. Increase in reserve on account of change in valuation basis.....	0							
7. Other increases (net).....	0							
8. Totals (Lines 1 to 7).....	0	0	0	0	0	0	0	0
9. Tabular cost.....	0				XXX			
10. Reserves released by death.....	0			XXX	XXX			XXX
11. Reserves released by other terminations (net).....	0							
12. Annuity, supplementary contract, and disability payments involving life contingencies.....	0							
13. Net transfers to or (from) Separate Accounts.....	0							
14. Total deductions (Lines 9 to 13).....	0	0	0	0	0	0	0	0
15. Reserve December 31, current year.....	0	0	0	0	0	0	0	0

NONE

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EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....102,165	.....89,420
1.1 Bonds exempt from U.S. tax.....	(a).....	.....
1.2 Other bonds (unaffiliated).....	(a).....100,984	.....126,254
1.3 Bonds of affiliates.....	(a).....	.....
2.1 Preferred stocks (unaffiliated).....	(b).....	.....
2.11 Preferred stocks of affiliates.....	(b).....	.....
2.2 Common stocks (unaffiliated).....	.....	.....
2.21 Common stocks of affiliates.....	.....	.....
3. Mortgage loans.....	(c).....	.....
4. Real estate.....	(d).....	.....
5. Contract loans.....	.....	.....
6. Cash, cash equivalents and short-term investments.....	(e).....3,881	.....3,060
7. Derivative instruments.....	(f).....	.....
8. Other invested assets.....	.....	.....
9. Aggregate write-ins for investment income.....	.....24	.....24
10. Total gross investment income.....	.....207,053	.....218,757
11. Investment expenses.....	.....	(g).....12,542
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).....0
15. Aggregate write-ins for deductions from investment income.....	.....	.....0
16. Total deductions (Lines 11 through 15).....	.....	.....12,542
17. Net investment income (Line 10 minus Line 16).....	.....	.....206,215

DETAILS OF WRITE-INS

0901. Miscellaneous Income.....	.....24	.....24
0902. ....	.....	.....
0903. ....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....24	.....24
1501. ....	.....	.....
1502. ....	.....	.....
1503. ....	.....	.....
1598. Summary of remaining write-ins for Line 15 from overflow page.....	.....	.....0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above).....	.....	.....0

- (a) Includes \$.....6,782 accrual of discount less \$.....8,979 amortization of premium and less \$.....1,698 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 \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
- (e) Includes \$.....3,018 accrual of discount less \$.....6,572 amortization of premium and less \$.....5,173 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.....0	.....	.....
1.1 Bonds exempt from U.S. tax.....0	.....	.....
1.2 Other bonds (unaffiliated).....0	.....	.....
1.3 Bonds of affiliates.....0	.....	.....
2.1 Preferred stocks (unaffiliated).....0	.....	.....
2.11 Preferred stocks of affiliates.....0	.....	.....
2.2 Common stocks (unaffiliated).....0	.....	.....
2.21 Common stocks of affiliates.....0	.....	.....
3. Mortgage loans.....0	.....	.....
4. Real estate.....0	.....	.....
5. Contract loans.....0	.....	.....
6. Cash, cash equivalents and short-term investments.....	.....380	.....	.....380	.....	.....
7. Derivative instruments.....0	.....	.....
8. Other invested assets.....0	.....710,356	.....
9. Aggregate write-ins for capital gains (losses).....	.....0	.....0	.....0	.....0	.....0
10. Total capital gains (losses).....	.....380	.....0	.....380	.....710,356	.....0

DETAILS OF WRITE-INS

0901. ....	.....	.....	.....0	.....	.....
0902. ....	.....	.....	.....0	.....	.....
0903. ....	.....	.....	.....0	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0	.....0	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0	.....0	.....0	.....0

EXHIBIT 1 - PART 1 - PREMIUMS AND ANNUITY CONSIDERATIONS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

	1 Total	2 Industrial Life	3 Ordinary		5 Credit Life (Group and Individual)	6 Group		9 Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group & Individual)	10 Other	
FIRST YEAR (other than single)											
1. Uncollected.....	(170,563)		(170,563)								
2. Deferred and accrued.....	141,696		141,696								
3. Deferred, accrued and uncollected:											
3.1 Direct.....	145,098		145,098								
3.2 Reinsurance assumed.....	0		0								
3.3 Reinsurance ceded.....	173,965		173,965								
3.4 Net (Line 1 + Line 2).....	(28,867)	0	(28,867)	0	0	0	0	0	0	0	0
4. Advance.....	0		0								
5. Line 3.4 - Line 4.....	(28,867)	0	(28,867)	0	0	0	0	0	0	0	0
6. Collected during year:											
6.1 Direct.....	586,612		586,612								
6.2 Reinsurance assumed.....	0		0								
6.3 Reinsurance ceded.....	625,780		625,780								
6.4 Net.....	(39,168)	0	(39,168)	0	0	0	0	0	0	0	0
7. Line 5 + Line 6.4.....	(68,035)	0	(68,035)	0	0	0	0	0	0	0	0
8. Prior year (uncollected + deferred and accrued - advance).....	(68,036)		(68,036)								
9. First year premiums and considerations:											
9.1 Direct.....	372,934		372,934								
9.2 Reinsurance assumed.....	0		0								
9.3 Reinsurance ceded.....	372,934		372,934								
9.4 Net (Line 7 - Line 8).....	0	0	0	0	0	0	0	0	0	0	0
SINGLE											
10. Single premiums and considerations:											
10.1 Direct.....	0		0								
10.2 Reinsurance assumed.....	0		0								
10.3 Reinsurance ceded.....	0		0								
10.4 Net.....	0	0	0	0	0	0	0	0	0	0	0
RENEWAL											
11. Uncollected.....	(5,790,553)		(992,913)			(2,848,914)		(54,724)		(1,894,001)	
12. Deferred and accrued.....	843,994		843,994								
13. Deferred, accrued and uncollected:											
13.1 Direct.....	9,395,435		858,000			2,141,062		5,815,198		581,175	
13.2 Reinsurance assumed.....	194,866		0			0		0		194,866	
13.3 Reinsurance ceded.....	14,536,859		1,006,919			4,989,976		5,869,922		2,670,042	
13.4 Net (Line 11 + Line 12).....	(4,946,559)	0	(148,919)	0	0	(2,848,914)	0	(54,724)	0	(1,894,001)	0
14. Advance.....	0		0								
15. Line 13.4 - Line 14.....	(4,946,559)	0	(148,919)	0	0	(2,848,914)	0	(54,724)	0	(1,894,001)	0
16. Collected during year:											
16.1 Direct.....	120,071,836		1,793,286			28,514,743		62,400,220		27,363,588	
16.2 Reinsurance assumed.....	2,658,217		0			0		0		2,658,217	
16.3 Reinsurance ceded.....	123,382,463		1,789,009			28,169,828		63,807,373		29,616,253	
16.4 Net.....	(652,409)	0	4,277	0	0	344,915	0	(1,407,153)	0	405,552	0
17. Line 15 + Line 16.4.....	(5,598,968)	0	(144,642)	0	0	(2,503,999)	0	(1,461,877)	0	(1,488,449)	0
18. Prior year (uncollected + deferred and accrued - advance).....	(5,598,967)		(144,642)			(2,503,999)		(1,461,877)		(1,488,449)	
19. Renewal premiums and considerations:											
19.1 Direct.....	123,532,140		1,993,771			28,409,374		65,333,283		27,795,712	
19.2 Reinsurance assumed.....	2,608,443		0			0		0		2,608,443	
19.3 Reinsurance ceded.....	126,140,583		1,993,771			28,409,374		65,333,283		30,404,155	
19.4 Net (Line 17 - Line 18).....	(1)	0	(0)	0	0	(0)	0	(0)	0	0	0
TOTAL											
20. Total premiums and annuity considerations:											
20.1 Direct.....	123,905,074	0	2,366,704	0	0	28,409,374	0	65,333,283	0	27,795,712	0
20.2 Reinsurance assumed.....	2,608,443	0	0	0	0	0	0	0	0	2,608,443	0
20.3 Reinsurance ceded.....	126,513,516	0	2,366,704	0	0	28,409,374	0	65,333,283	0	30,404,155	0
20.4 Net (Lines 9.4 + 10.4 + 19.4).....	(0)	0	0	0	0	(0)	0	(0)	0	0	0

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EXHIBIT 1 - PART 2 - DIVIDENDS AND COUPONS APPLIED, REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES AND COMMISSIONS INCURRED (direct business only)

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health		11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group & Individual)		10 Other
DIVIDENDS AND COUPONS APPLIED (included in Part 1)										
21. To pay renewal premiums.....	0									
22. All other.....	0									
REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES INCURRED										
23. First year (other than single):										
23.1 Reinsurance ceded.....	609,423		79,237			331,932		198,253		
23.2 Reinsurance assumed.....	0									
23.3 Net ceded less assumed.....	609,423	0	79,237	0	0	331,932	0	198,253	0	0
24. Single:										
24.1 Reinsurance ceded.....	0									
24.2 Reinsurance assumed.....	0									
24.3 Net ceded less assumed.....	0	0	0	0	0	0	0	0	0	0
25. Renewal:										
25.1 Reinsurance ceded.....	13,049,795		267,104			2,429,706		5,844,443		4,508,543
25.2 Reinsurance assumed.....	148,014									148,014
25.3 Net ceded less assumed.....	12,901,782	0	267,104	0	0	2,429,706	0	5,844,443	0	4,360,529
26. Totals:										
26.1 Reinsurance ceded (Page 6, Line 6).....	13,659,218	0	346,341	0	0	2,761,638	0	6,042,696	0	4,508,543
26.2 Reinsurance assumed (Page 6, Line 22).....	148,014	0	0	0	0	0	0	0	0	148,014
26.3 Net ceded less assumed.....	13,511,204	0	346,341	0	0	2,761,638	0	6,042,696	0	4,360,529
COMMISSIONS INCURRED (direct business only)										
27. First year (other than single).....	357,134		45,403			213,545		98,187		
28. Single.....	0									
29. Renewal.....	8,886,236		242,731			1,943,639		3,973,233		2,726,633
30. Deposit-type contract funds.....	0									
31. Totals (to agree with Page 6, Line 21).....	9,243,371	0	288,133	0	0	2,157,184	0	4,071,420	0	2,726,633

Annual Statement for the year 2012 of the **FLORIDA COMBINED LIFE INSURANCE COMPANY, INC.**
EXHIBIT 2 - GENERAL EXPENSES

	Insurance				5 Investment	6 Total
	1 Life	Accident and Health		4 All Other Lines of Business		
		2 Cost Containment	3 All Other			
1. Rent.....						0
2. Salaries and wages.....						0
3.11 Contributions for benefit plans for employees.....						0
3.12 Contributions for benefit plans for agents.....						0
3.21 Payments to employees under non-funded benefit plans.....						0
3.22 Payments to agents under non-funded benefit plans.....						0
3.31 Other employee welfare.....						0
3.32 Other agent welfare.....						0
4.1 Legal fees and expenses.....	2,427		31,809			34,237
4.2 Medical examination fees.....						0
4.3 Inspection report fees.....						0
4.4 Fees of public accountants and consulting actuaries.....	1,788		23,424			25,212
4.5 Expense of investigation and settlement of policy claims.....						0
5.1 Traveling expenses.....						0
5.2 Advertising.....						0
5.3 Postage, express, telegraph and telephone.....						0
5.4 Printing and stationery.....	54		704			758
5.5 Cost or depreciation of furniture and equipment.....						0
5.6 Rental of equipment.....						0
5.7 Cost or depreciation of EDP equipment and software.....	385		5,046			5,431
6.1 Books and periodicals.....	1,106		14,494			15,600
6.2 Bureau and association fees.....	2,255		29,552			31,807
6.3 Insurance, except on real estate.....						0
6.4 Miscellaneous losses.....						0
6.5 Collection and bank service charges.....	31,364		411,011			442,375
6.6 Sundry general expenses.....	9		113			122
6.7 Group service and administration fees.....	117,722		1,542,673			1,660,395
6.8 Reimbursements by uninsured plans.....						0
7.1 Agency expense allowance.....						0
7.2 Agents' balances charged off (less \$.....0 recovered).....						0
7.3 Agency conferences other than local meetings.....						0
9.1 Real estate expenses.....						0
9.2 Investment expenses not included elsewhere.....					12,542	12,542
9.3 Aggregate write-ins for expenses.....	1,321	0	17,314	0	0	18,635
10. General expenses Incurred.....	158,431	0	2,076,140	0	12,542	(a) 2,247,113
11. General expenses unpaid December 31, prior year.....	14,952		249,681			264,633
12. General expenses unpaid December 31, current year.....	14,536		190,480			205,016
13. Amounts receivable relating to uninsured plans, prior year.....						0
14. Amounts receivable relating to uninsured plans, current year.....						0
15. General expenses paid during year (Lines 10 + 11 - 12 - 13 + 14).....	158,847	0	2,135,341	0	12,542	2,306,730

DETAILS OF WRITE-INS

09.301. Outside Services.....	47		622			670
09.302. Contributions.....	1,274		16,691			17,965
09.303.....						0
09.398. Summary of remaining write-ins for Line 9.3 from overflow page.....	0	0	0	0	0	0
09.399. Totals (Lines 09.301 thru 09.303 plus 09.398)(Line 9.3 above).....	1,321	0	17,314	0	0	18,635

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

EXHIBIT 3 - TAXES, LICENSES AND FEES (EXCLUDING FEDERAL INCOME TAXES)

	Insurance			4 Investment	5 Total
	1 Life	2 Accident and Health	3 All Other Lines of Business		
1. Real estate taxes.....					0
2. State insurance department licenses and fees.....	8,993	27,210			36,203
3. State taxes on premiums.....	523,036	1,582,584			2,105,620
4. Other state taxes, including \$.....0 for employee benefits.....	27	83			110
5. U.S. Social Security taxes.....					0
6. All other taxes.....					0
7. Taxes, licenses and fees incurred.....	532,056	1,609,877	0	0	2,141,933
8. Taxes, licenses and fees unpaid December 31, prior year.....	147,154	392,662			539,816
9. Taxes, licenses and fees unpaid December 31, current year.....	150,490	455,346			605,836
10. Taxes, licenses and fees paid during year (Lines 7 + 8 - 9).....	528,720	1,547,192	0	0	2,075,913

EXHIBIT 4 - DIVIDENDS OR REFUNDS

	1	2
	Life	Accident and Health
1. Applied to pay renewal premiums.....		
2. Applied to shorten the endowment or premium-paying period.....		
3. Applied to provide paid-up additions.....		
4. Applied to provide paid-up annuities.....		
5. Total Lines 1 through 4.....	0	0
6. Paid-in cash.....		
7. Left on deposit.....		
8. Aggregate write-ins for dividend or refund options.....	0	0
9. Total Lines 5 through 8.....	0	0
10. Amount due and unpaid.....		
11. Provision for dividends or refunds payable in the following calendar year.....		
12. Terminal dividends.....		
13. Provision for deferred dividend contracts.....		
14. Amount provisionally held for deferred dividend contracts not included in Line 13.....		
15. Total Lines 10 through 14.....	0	0
16. Total from prior year.....		
17. Total dividends or refunds (Lines 9 + 15 - 16).....	0	0

NONE

DETAILS OF WRITE-INS

0801.....		
0802.....		
0803.....		
0898. Summary of remaining write-ins for Line 8 from overflow page.....	0	0
0899. Totals (Line 0801 thru 0803 plus 0898) (Line 8 above).....	0	0

EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1	2	3	4	5	6
Valuation Standard	Total	Industrial	Ordinary	Credit (Group and Individual)	Group
Life Insurance:					
0100001. 80 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....06-06.....	41,407		41,407		
0100002. 80 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....97-11.....	442		442		
0100003. 80 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....06-05.....	1,610		1,610		
0100004. 80 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....06-06.....	29,524		29,524		
0100005. 80 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....06-08.....	28,982		28,982		
0100006. 80 CSO Ult 0.040 CRVM ALB CNF.....06-06.....	56,486		56,486		
0100007. 80 CSO Ult 0.040 CRVM ALB CNF.....91-93.....	9		9		
0100008. 80 CSO Ult 0.040 CRVM ALB CNF.....06-08.....	249,123		249,123		
0100009. 80 CSO Ult 0.040 CRVM ALB CNF.....95-08.....	14,857		14,857		
0100010. 80 CSO Ult 0.040 CRVM ALB CNF.....96-08.....	38,960		38,960		
0100011. 80 CSO 10 Yr Sel 0.045 CRVM ALB CNF.....04-05.....	58,496		58,496		
0100012. 80 CSO 10 Yr Sel 0.045 CRVM ALB CNF.....05-05.....	45,930		45,930		
0100013. 80 CSO 25 Yr Sel 0.045 CRVM ALB CNF.....04-05.....	146,726		146,726		
0100014. 80 CSO 25 Yr Sel 0.045 CRVM ALB CNF.....05-05.....	32,639		32,639		
0100015. 80 CSO Ult 0.045 CRVM ALB CNF.....04-05.....	63,633		63,633		
0100016. 80 CSO Ult 0.045 CRVM ALB CNF.....05-05.....	6,465		6,465		
0100017. 80 CSO Ult 0.045 CRVM ALB CNF.....95-03.....	346,146		346,146		
0100018. 80 CSO Ult 0.045 CRVM ALB CNF.....95-05.....	2,315,780		2,315,780		
0100019. 80 CSO Ult 0.045 CRVM ALB CNF.....97-03.....	5,959		5,959		
0100020. 80 CSO Ult 0.045 CRVM ALB CNF.....97-04.....	24,585		24,585		
0100021. 80 CSO Ult 0.045 CRVM ALB CNF.....97-05.....	30,675		30,675		
0100022. 80 CSO Ult 0.045 CRVM ALB CNF.....99-03.....	8,036		8,036		
0100023. 80 CSO Ult 0.050 CRVM ALB CNF.....89-94.....	168,185		168,185		
0100024. 80 CSO Ult 0.050 CRVM ALB CNF.....93-94.....	645,277		645,277		
0100025. 80 CSO Ult 0.055 CRVM ALB CNF.....89-92.....	102,130		102,130		
0100026. 80 CSO Ult 0.055 CRVM ALB CNF.....89-94.....	96,683		96,683		
0100027. 80 CSO Ult 0.055 CRVM ALB CNF.....91-92.....	147,384		147,384		
0100028. 80 CSO 10 Yr Sel 0.045 NL ALB CRF.....95-03.....	8,095		8,095		
0100029. 80 CSO 25 Yr Sel 0.045 NL ALB CRF.....95-00.....	8,050		8,050		
0100030. 80 CSO 25 Yr Sel 0.050 NL ALB CRF.....93-94.....	6,608		6,608		
0100031. 80 CSO 10 Yr Sel 0.055 NL ALB CRF.....95-00.....	2,488		2,488		
0100032. 80 CET 10 Yr Sel 0.040 NL ALB CNF.....89-05.....	18,771		18,771		
0100033. 80 CET 10 Yr Sel 0.040 NL ALB CNF.....91-96.....	10,327		10,327		
0100034. 80 CET 10 Yr Sel 0.045 NL ALB CRF.....95-95.....	2,601		2,601		
0100035. 80 CET 10 Yr Sel 0.045 NL ALB CRF.....95-96.....	10,643		10,643		
0100036. 80 CET 10 Yr Sel 0.050 NL ALB CRF.....93-94.....	17,928		17,928		
0100037. 80 CET 25 Yr Sel 0.050 NL ALB CRF.....93-94.....	9,916		9,916		
0100038. 80 CET 10 Yr Sel 0.055 NL ALB CRF.....92-92.....	1,023		1,023		
0100039. 80 CET 25 Yr Sel 0.055 NL ALB CRF.....92-92.....	3,365		3,365		
0100040. 01 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....06-12.....	251,364		251,364		
0100041. 01 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....07-12.....	179,648		179,648		
0100042. 01 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....08-12.....	10,973		10,973		
0100043. 01 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....09-12.....	9,468		9,468		
0100044. 01 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....10-12.....	2,937		2,937		
0100045. 01 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....06-12.....	132,185		132,185		
0100046. 01 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....07-12.....	124,600		124,600		
0100047. 01 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....08-12.....	55,506		55,506		
0100048. 01 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....09-12.....	824		824		
0100049. 01 CSO 25 Yr Sel 0.040 CRVM ALB CNF.....10-12.....	2,597		2,597		
0100050. 01 CSO Ult 0.040 CRVM ALB CNF.....06-12.....	95,029		95,029		
0100051. 01 CSO Ult 0.040 CRVM ALB CNF.....07-12.....	26,862		26,862		
0100052. 01 CSO Ult 0.040 CRVM ALB CNF.....08-12.....	2,886		2,886		
0100053. 01 CSO Ult 0.040 CRVM ALB CNF.....09-11.....	4,085		4,085		
0100054. 01 CSO Ult 0.040 CRVM ALB CNF.....10-12.....	25,334		25,334		
0100055. 01 CSO Ult 0.040 CRVM ALB CNF.....11-11.....	131		131		
0100056. 80 CSO 10 Yr Sel 0.040 CRVM ALB CNF.....97-11.....	102		102		
0199997. Totals (Gross).....	5,730,475	0	5,730,475	0	0
0199998. Reinsurance ceded.....	5,730,475		5,730,475		
0199999. Totals (Net).....	0	0	0	0	0
Accidental Death Benefits:					
0400001. 01 CSO 10 Yr Sel 0.040 ADB ALB.....06-12.....	42,737		42,737		
0400002. 80 CSO 10 Yr Sel 0.040 ADB ALB.....04-06.....	2,342		2,342		
0400003. 80 CSO Ult 0.040 ADB ALB.....91-93.....	396		396		
0499997. Totals (Gross).....	45,475	0	45,475	0	0
0499998. Reinsurance ceded.....	45,475		45,475		
0499999. Totals (Net).....	0	0	0	0	0
Disability - Active Lives:					
0500001. 01 CSO Ult 0.040 WP ALB.....06-12.....	7,176		7,176		
0500002. 80 CSO Ult 0.040 WP ALB.....04-06.....	948		948		
0500003. 80 CSO Ult 0.040 WP ALB.....97-04.....	804		804		
0500004. 80 CSO Ult 0.040 WP ALB.....91-93.....	109		109		
0599997. Totals (Gross).....	9,037	0	9,037	0	0

EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1	2	3	4	5 Credit (Group and Individual)	6
Valuation Standard	Total	Industrial	Ordinary		Group
0599998. Reinsurance ceded.....	9,037		9,037		
0599999. Totals (Net).....	0	0	0	0	0
Disability - Disabled Lives:					
0600001. KREIGER TABLE 3.0%.....	3,312,526				3,312,526
0600002. KREIGER TABLE 4.0%.....	3,564,893				3,564,893
0600003. KREIGER TABLE 4.5%.....	2,375,365				2,375,365
0699997. Totals (Gross).....	9,252,784	0	0	0	9,252,784
0699998. Reinsurance ceded.....	9,252,784				9,252,784
0699999. Totals (Net).....	0	0	0	0	0
Miscellaneous Reserves:					
0700001. 01 CSO 10 Yr Sel Substandard* ALB.....09-12.....	80,129		80,129		
0700002. 80 CSO 10 Yr Sel Substandard* ALB.....93-08.....	406,523		406,523		
0700003. IPC Reserve.....	1,711		1,711		
0700004. DEFICIENCY RESERVE.....	587,013		587,013		
0799997. Totals (Gross).....	1,075,376	0	1,075,376	0	0
0799998. Reinsurance ceded.....	1,075,376		1,075,376		
0799999. Totals (Net).....	0	0	0	0	0
9999999. Totals (Net) - Page 3, Line 1.....	0	0	0	0	0

EXHIBIT 5 - INTERROGATORIES

- 1.1 Has the reporting entity ever issued both participating and non-participating contracts? Yes [] No [X]
- 1.2 If not, state which kind is issued Yes [] No [X]
 NON-PARTICIPATING

- 2.1 Does the reporting entity at present issue both participating and non-participating contracts? Yes [] No [X]
- 2.2 If not, state which kind is issued Yes [X] No []
 NON-PARTICIPATING

- 3. Does the reporting entity at present issue or have in force contracts that contain non-guaranteed elements? Yes [X] No []
 If so, attach a statement that contains the determination procedures, answers to the interrogatories and an actuarial opinion as described in the instructions.

- 4. Has the reporting entity any assessment or stipulated premium contracts in force? If so, state: Yes [] No [X]
 - 4.1 Amount of insurance: \$.....
 - 4.2 Amount of reserve: \$.....
 - 4.3 Basis of reserve: \$.....

 - 4.4 Basis of regular assessments: \$.....

 - 4.5 Basis of special assessments: \$.....

 - 4.6 Assessments collected during year: \$.....
- 5. If the contract loan interest rate guaranteed in any one or more of its currently issued contracts is less than 5%, not in advance, state the contract loan rate guarantees on any such contracts. \$.....

- 6. Does the reporting entity hold reserves for any annuity contracts that are less than the reserves that would be held on a standard basis? Yes [] No [X]
 - 6.1 If so, state the amount of reserve on such contracts on the basis actually held: \$.....

 - 6.2 That would have been held (on an exact or approximate basis) using the actual ages of the annuitants; the interest rate(s) used in 6.1; and the same mortality basis used by the reporting entity for the valuation of comparable annuity benefits issued to standard lives. If the reporting entity has no comparable annuity benefits for standard lives to be valued, the mortality basis shall be the table most recently approved by the state of domicile for valuing individual annuity benefits: \$.....
 Attach statement of methods employed in their valuation.

- 7. Does the reporting entity have any Synthetic GIC contracts or agreements in effect as of December 31 of the current year? Yes [] No [X]
 - 7.1 If yes, state the total dollar amount of assets covered by these contracts or agreements: \$.....
 - 7.2 Specify the basis (fair value, amortized cost, etc.) for determining the amount: \$.....

 - 7.3 State the amount of reserves established for this business: \$.....
 - 7.4 Identify where the reserves are reported in the blank.

- 8. Does the reporting entity have any Contingent Deferred Annuity contracts or agreements in effect as of December of the current year? Yes [] No [X]
 - 8.1 If yes, state the total dollar amount of account value covered by these contracts or agreements. \$.....
 - 8.2 State the amount of reserves established for this business. \$.....
 - 8.3 Identify where the reserves are reported in the blank.

- 9. Does the reporting entity have any Guaranteed Lifetime Income Benefit contracts, agreements or riders in effect as of December 31 of the current year? Yes [] No [X]
 - 9.1 If yes, state the total dollar amount of any account value associated with these contracts, agreements or riders. \$.....
 - 9.2 State the amount of reserves established for this business. \$.....
 - 9.3 Identify where the reserves are reported in the blank.

EXHIBIT 5A - CHANGES IN BASES OF VALUATION DURING THE YEAR

1 Description of Valuation Class	Valuation Basis		4 Increase in Actuarial Reserve Due To Change
	2 Changed From	3 Changed To	

NONE

EXHIBIT 6 - AGGREGATE RESERVES FOR ACCIDENT AND HEALTH CONTRACTS

	1	2	3	4	Other Individual Contracts				
					5	6	7	8	9
	Total	Group Accident and Health	Credit Accident and Health (Group and Individual)	Collectively Renewable	Non- Cancelable	Guaranteed Renewable	Non-Renewable for Stated Reasons Only	Other Accident Only	All Other
ACTIVE LIFE RESERVE									
1. Unearned premium reserves.....	.0								
2. Additional contract reserves (a).....	.0								
3. Additional actuarial reserves - Asset/Liability analysis.....	.0								
4. Reserve for future contingent benefits.....	.0								
5. Reserve for rate credits.....	.0								
6. Aggregate write-ins for reserves.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
7. Totals (Gross).....	.0	.0	.0	.0	.0	.0	.0	.0	.0
8. Reinsurance ceded.....	.0								
9. Totals (Net).....	.0	.0	.0	.0	.0	.0	.0	.0	.0
CLAIM RESERVE									
10. Present value of amounts not yet due on claims.....	14,429,159	14,429,159							
11. Additional actuarial reserves - Asset/Liability analysis.....	.0								
12. Reserve for future contingent benefits.....	.0								
13. Aggregate write-ins for reserves.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
14. Totals (Gross).....	14,429,159	14,429,159	.0	.0	.0	.0	.0	.0	.0
15. Reinsurance ceded.....	14,429,159	14,429,159							
16. Totals (Net).....	.0	.0	.0	.0	.0	.0	.0	.0	.0
17. TOTALS (Net).....	.0	.0	.0	.0	.0	.0	.0	.0	.0
18. TABULAR FUND INTEREST.....	.0								

DETAILS OF WRITE-INS

0601.....									
0602.....									
0603.....									
0698. Summary of remaining write-ins for Line 6 from overflow page.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1301.....									
1302.....									
1303.....									
1398. Summary of remaining write-ins for Line 13 from overflow page.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1399. Totals (Lines 1301 thru 1303 + 1398) (Line 13 above).....	.0	.0	.0	.0	.0	.0	.0	.0	.0

(a) Attach statement as to valuation standard used in calculating this reserve, specifying reserve bases, interest rates and methods.

EXHIBIT 7 - DEPOSIT-TYPE CONTRACTS

	1 Total	2 Guaranteed Interest Contracts	3 Annuities Certain	4 Supplemental Contracts	5 Dividend Accumulations or Refunds	6 Premium and Other Deposit Funds
1. Balance at the beginning of the year before reinsurance.....	.0					
2. Deposits received during the year.....	.0					
3. Investment earnings credited to the account.....	.0					
4. Other net change in reserves.....	.0					
5. Fees and other charges assessed.....	.0					
6. Surrender charges.....	.0					
7. Net surrender or withdrawal payments.....	.0					
8. Other net transfers to or (from) Separate Accounts.....	.0					
9. Balance at the end of current year before reinsurance (Lines 1 + 2 + 3 + 4 - 5 - 6 - 7 - 8).....	.0	.0	.0	.0	.0	.0
10. Reinsurance balance at the beginning of the year.....	.0					
11. Net change in reinsurance assumed.....	.0					
12. Net change in reinsurance ceded.....	.0					
13. Reinsurance balance at the end of the year (Lines 10 + 11 - 12).....	.0	.0	.0	.0	.0	.0
14. Net balance at the end of the current year after reinsurance (Lines 9 + 13).....	.0	.0	.0	.0	.0	.0

NONE

EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 1 - Liability End of Current Year

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Due and unpaid:											
1.1 Direct.....	0										
1.2 Reinsurance assumed.....	0										
1.3 Reinsurance ceded.....	0										
1.4 Net.....	0	0	0	0	0	0	0	0	0	0	0
2. In course of settlement:											
2.1 Resisted:											
2.11 Direct.....	0										
2.12 Reinsurance assumed.....	0										
2.13 Reinsurance ceded.....	0										
2.14 Net.....	0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	0	0	0	0
2.2 Other:											
2.21 Direct.....	1,342,350						1,342,350				
2.22 Reinsurance assumed.....	0										
2.23 Reinsurance ceded.....	1,342,350						1,342,350				
2.24 Net.....	0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	0
3. Incurred but unreported:											
3.1 Direct.....	6,585,988		190,000				1,906,412		3,360,576		1,129,000
3.2 Reinsurance assumed.....	86,000										86,000
3.3 Reinsurance ceded.....	6,671,988		190,000				1,906,412		3,360,576		1,215,000
3.4 Net.....	0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	(b) 0
4. Totals:											
4.1 Direct.....	7,928,338	0	190,000	0	0	0	3,248,762	0	3,360,576	0	1,129,000
4.2 Reinsurance assumed.....	86,000	0	0	0	0	0	0	0	0	0	86,000
4.3 Reinsurance ceded.....	8,014,338	0	190,000	0	0	0	3,248,762	0	3,360,576	0	1,215,000
4.4 Net.....	0	(a) 0	(a) 0	0	0	0	(a) 0	0	0	0	0

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(a) Including matured endowments (but not guaranteed annual pure endowments) unpaid amounting to \$.....0 in Column 2, \$.....0 in Column 3 and \$.....0 in Column 7.

(b) Include only portion of disability and accident and health claim liabilities applicable to assumed "accrued" benefits. Reserves (including reinsurance assumed and net of reinsurance ceded) for unaccrued benefits for Ordinary Life Insurance \$.....0, Individual Annuities \$.....0, Credit Life (Group and Individual) \$.....0, and Group Life \$.....0, are included in Page 3, Line 1, (See Exhibit 5, Section on Disability Disabled Lives); and for Group Accident and Health \$.....0, Credit (Group and Individual) Accident and Health \$.....0 and Other Accident and Health \$.....0 are included in Page 3, Line 2, (See Exhibit 6, Claim Reserve).

EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 2 - Incurred During the Year

	1 Total	2 Industrial Life (a)	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance (b)	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (c)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Settlements during the year:											
1.1 Direct.....	87,904,630		1,547,784			21,837,113		47,976,807		16,542,925	
1.2 Reinsurance assumed.....	1,109,747									1,109,747	
1.3 Reinsurance ceded.....	89,014,376		1,547,784			21,837,113		47,976,807		17,652,672	
1.4 Net..... (d)	0	0	0	0	0	0	0	0	0	0	
2. Liability December 31, current year from Part 1:											
2.1 Direct.....	7,928,338		190,000			3,248,762		3,360,576		1,129,000	
2.2 Reinsurance assumed.....	86,000									86,000	
2.3 Reinsurance ceded.....	8,014,338		190,000			3,248,762		3,360,576		1,215,000	
2.4 Net.....	0	0	0	0	0	0	0	0	0	0	
3. Amounts recoverable from reinsurers December 31, current year.....	0										
4. Liability December 31, prior year:											
4.1 Direct.....	8,462,114		190,000			3,374,864		3,956,250		941,000	
4.2 Reinsurance assumed.....	113,000									113,000	
4.3 Reinsurance ceded.....	8,575,114		190,000			3,374,864		3,956,250		1,054,000	
4.4 Net.....	0	0	0	0	0	0	0	0	0	0	
5. Amounts recoverable from reinsurers December 31, prior year.....	0										
6. Incurred benefits:											
6.1 Direct.....	87,370,854	0	1,547,784	0	0	21,711,011	0	47,381,133	0	16,730,925	
6.2 Reinsurance assumed.....	1,082,747	0	0	0	0	0	0	0	0	1,082,747	
6.3 Reinsurance ceded.....	88,453,600	0	1,547,784	0	0	21,711,011	0	47,381,133	0	17,813,672	
6.4 Net.....	0	0	0	0	0	0	0	0	0	0	

(a) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$.....0 in Line 1.1, \$.....0 in Line 1.4, \$.....0 in Line 6.1 and \$.....0 in line 6.4.

(b) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$.....0 in Line 1.1, \$.....0 in Line 1.4, \$.....0 in Line 6.1 and \$.....0 in line 6.4.

(c) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$.....0 in Line 1.1, \$.....0 in Line 1.4, \$.....0 in Line 6.1 and \$.....0 in line 6.4.

(d) Includes \$.....0 premiums waived under total and permanent disability benefits.

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).....			.0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....			.0
2.2 Common stocks.....			.0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....			.0
3.2 Other than first liens.....			.0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....			.0
4.2 Properties held for the production of income.....			.0
4.3 Properties held for sale.....			.0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			.0
6. Contract loans.....			.0
7. Derivatives (Schedule DB).....			.0
8. Other invested assets (Schedule BA).....			.0
9. Receivables for securities.....			.0
10. Securities lending reinvested collateral assets (Schedule DL).....			.0
11. Aggregate write-ins for invested assets.....	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	.0	.0	.0
13. Title plants (for Title insurers only).....			.0
14. Investment income due and accrued.....			.0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....			.0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			.0
15.3 Accrued retrospective premiums.....			.0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers.....			.0
16.2 Funds held by or deposited with reinsured companies.....			.0
16.3 Other amounts receivable under reinsurance contracts.....			.0
17. Amounts receivable relating to uninsured plans.....			.0
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0
18.2 Net deferred tax asset.....			.0
19. Guaranty funds receivable or on deposit.....			.0
20. Electronic data processing equipment and software.....	31,683	33,889	2,206
21. Furniture and equipment, including health care delivery assets.....			.0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0
23. Receivables from parent, subsidiaries and affiliates.....			.0
24. Health care and other amounts receivable.....			.0
25. Aggregate write-ins for other than invested assets.....	388,859	387,746	(1,112)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	420,541	421,635	1,094
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0
28. TOTALS (Lines 26 and 27).....	420,541	421,635	1,094

DETAILS OF WRITE-INS

1101.....			.0
1102.....			.0
1103.....			.0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0
2501. Deposits, Prepaid & Misc. Receivables.....	388,859	387,746	(1,112)
2502.....			.0
2503.....			.0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	388,859	387,746	(1,112)

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

The accompanying financial statements of the Company have been prepared in conformity with accounting practices prescribed or permitted by the National Association of Insurance Commissioners and the Florida Office of Insurance Regulation (the "OIR").

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

At December 31, 2012, no differences exist in the Company's net income and surplus between NAIC SAP and practices prescribed and permitted by the State of Florida.

- B. 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 reported amounts of assets and liabilities. 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.

- C. Accounting Policy

Life premiums are recognized as income over the premium-paying period of the related policies. Annuity considerations are recognized as revenue when received. Health premiums are earned ratably over the terms of the related insurance and reinsurance contracts or policies. Expenses incurred in connection with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

The Company uses the following accounting policies:

1. Short-term investments are stated at amortized cost.
2. Bonds not backed by other loans are stated at amortized cost using the interest method.
3. N/A
4. N/A
5. N/A
6. Loan-backed securities are stated at either amortized cost or the lower of amortized cost or fair value. The retrospective adjustment method is used to value all securities except for interest only securities or securities where the yield had become negative, that are valued using the prospective method.
7. N/A
8. N/A
9. The company has a minor ownership in a joint venture. The Company carries this investment based on the underlying audited GAAP equity of the investee.
10. N/A
11. The Company anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54, Individual and Group Accident and Health Contracts.
12. The Company provides a liability for unpaid claims based upon individual case basis estimates and average claim cost for reported claims and estimates of unreported claims based upon prior experience modified for current trends. These reserves are subject to review by management and changes in reserve estimates are reflected in earnings currently.
13. The Company has not modified its capitalization policy from the prior period.
14. N/A

Note 2 - Accounting Changes and Corrections of Errors

- A. The Company adopted SSAP No. 101 *Income Taxes*, a replacement to SSAP No. 10 and 10R, effective January 1, 2012. There was no change in surplus as a result of the adoption of SSAP No. 101.

Note 3 - Business Combinations and Goodwill

- A. N/A
B. N/A
C. N/A
D. N/A

Note 4 - Discontinued Operations

None

Note 5 - Investments

- A. N/A
B. N/A
C. N/A

NOTES TO FINANCIAL STATEMENTS**D. Loan-Backed Securities**

1. Prepayment assumptions for mortgage-backed/loan-backed and structured securities were obtained from third party providers, primarily Bloomberg or Reuters.
2. N/A
3. N/A
4. N/A
5. All loan-backed and structured securities in an unrealized loss position were reviewed to determine whether an other-than-temporary impairment should be recognized. For those securities in an unrealized loss position as of December 31, 2012 that the Company intends to sell, an other-than-temporary impairment was recognized. For securities whose present value of cash flows expected to be collected was less than the amortized cost basis of the security at December 31, 2012, an other-than-temporary impairment was recognized. The Company has evaluated its cash flow requirements and believes that its liquidity is adequate and it will not be required to sell other securities before recovery of their cost basis. As of December 31, 2012, the Company can assert that it has the intent and believes that it has the ability to hold these securities long enough to allow the cost basis of these securities to be recovered. The conclusions are supported by appropriate detail on each security. It is possible that the Company could recognize other-than-temporary impairments in the future on some of the securities held at December 31, 2012 if future events, information and the passage of time cause it to conclude that declines in value are other-than-temporary.

E. N/A

F. N/A

G. N/A

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company owns 13.25% of Life and Specialty Ventures, LLC (LSV), an Arkansas based limited liability holding company, which is carried based on the underlying audited GAAP equity of LSV. At December 31, 2012, the Company's investment in LSV was carried at \$17,893,760, which is 9.0% of LSV's GAAP equity. The difference in ownership percentage and carrying value percentage is due to LSV not recognizing, at its formation on January 1, 2008, the value of dental business the Company contributed in exchange for an initial 9.9% ownership in LSV. Another factor contributing to the difference is that the Company's ownership interest in LSV did not increase until it made an additional \$15,000,000 investment in LSV on December 31, 2010. Thus, the Company's share of LSV earnings and changes in Other Comprehensive Income (equity changes) was only 9.9% from January 1, 2008 to December 31, 2010. No quoted market price is available for LSV. At December 31, 2012 on a GAAP basis, LSV had assets and liabilities of \$475,011,688 and \$276,306,666, respectively, and earnings of \$14,774,910 for 2012.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

Note 7 - Investment Income

- A. Due and accrued income was excluded from surplus on bonds in or near default or that is over 90 days past due.
- B. The total amount excluded on bonds: None

Note 8 - Derivative Instruments

None

Note 9 - Income Taxes

- A. The components of the net deferred tax asset/(liability) at December 31, 2012 and December 31, 2011 are as follows:

1.	12/31/2012			12/31/2011			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
Gross deferred tax assets	984,239		984,239	1,031,331		1,031,331	(47,092)		(47,092)
Statutory valuation allowance adj									
Adj gross deferred tax assets	984,239		984,239	1,031,331		1,031,331	(47,092)		(47,092)
Total of all deferred tax liabilities	7,553	1,005,689	1,013,242	8,842	767,491	776,333	(1,290)	238,199	236,909
Net deferred tax assets	976,687	(1,005,689)	(29,003)	1,022,489	(767,491)	254,998	(45,802)	(238,199)	(284,001)
Deferred tax assets nonadmit									
Net admitted deferred tax asset	976,687	(1,005,689)	(29,003)	1,022,489	(767,491)	254,998	(45,802)	(238,199)	(284,001)

2. The amounts of each result or component of the calculation in paragraph 11 of SSAP 101 at December 31, 2012 and December 31, 2011 are:

Paragraph	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
a. Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks	0	0	0	0	0	0	0	0	0
b. Adjusted Gross Deferred Tax Assets Expect to be Realized After Application of the Threshold Limitation (Lesser of (b)1 and (b) 2 below)	319,529	0	319,529	354,897	0	354,897	(35,369)	0	(35,369)
1) Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	N/A	N/A	319,529	N/A	N/A	354,897	N/A	N/A	(35,369)
2) Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshhold	N/A	N/A	3,297,212	N/A	N/A	1,934,060	N/A	N/A	1,363,152
c. Adjusted Gross Deferred Tax Assets Offset by Gross Deferred Tax Liabilities	664,711	0	664,711	676,434	0	676,434	(11,723)	0	(11,723)
d. Deferred Tax Assets Admitted as the result of application of SSAP No. 101	984,239	0	984,239	1,031,331	0	1,031,331	(47,092)	0	(47,092)

NOTES TO FINANCIAL STATEMENTS

	2012	2011
3. Ratio percentage used to determine recovery period and threshold limitation amount	1,012%	1,037%
Amount of adjusted capital and surplus used to determine recovery period and threshold limitation	22,435,514	21,726,415

The Company's tax planning strategies do not include the use of reinsurance.

B. There were no Deferred Tax Liabilities recognized by the Company for amounts described in paragraph 31 of FAS 109.

C. The components of current income tax expense for December 31, 2012 and December 31, 2011 are as follows:

	2012	2011
Federal	(133)	0
Foreign	0	0
Federal Income Tax on net capital gains	133	0
Utilization of capital loss carry-forwards		
Federal income tax incurred	0	0
Change in net deferred income taxes	35,376	67,121
Total Statutory Income Taxes	35,376	67,121

The change in net deferred income taxes is comprised of the following at December 31, 2012 and December 31, 2011:

	12/31/2012	12/31/2011	Change
Total deferred tax assets	984,239	1,031,331	(47,091)
Total deferred tax liabilities	1,013,242	776,333	236,909
Net deferred tax asset (liability)	(29,003)	254,998	(284,001)
Tax effect of unrealized gains (losses)			248,624
Change in net deferred income tax			(35,376)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2012 and December 31, 2011 are as follows:

	December 31, 2012	December 31, 2011	Change
Deferred Tax Assets:			
Ordinary			
Reserves	241,235	137,925	103,310
Policy Acquisition Costs	40,764	55,043	(14,279)
Net Operating Losses	122,287	280,512	(158,226)
Accrued Compensation	148,750	127,036	21,713
Tax Credits	285,173	285,173	0
Depreciable Assets	9,930	9,930	0
Non Admitted Receivables	136,101	135,711	389
Other	0	0	0
Subtotal	984,239	1,031,331	(47,091)
Statutory Valuation Adjustment	0	0	0
Ordinary deferred tax assets non-admitted	0	0	0
Admitted Ordinary Deferred Tax Assets	984,239	1,031,331	(47,091)
Capital			
Other	0	0	0
Subtotal	0	0	0
Statutory Valuation Adjustment	0	0	0
Non Admitted	0	0	0
Admitted capital Deferred Tax Assets	0	0	0
Admitted Deferred Tax Assets	984,239	1,031,331	(47,091)
Deferred Tax Liabilities:			
Ordinary			
Investments-Deferred Market Discount	7,553	8,842	(1,290)
Other	0	0	0
Reserves	0	0	0
Subtotal	7,553	8,842	(1,290)
Capital			
Unrealized Gains on Investments	0	0	0
Investment in LLC	1,005,689	767,491	238,199
Other	0	0	0
Subtotal	1,005,689	767,491	238,199
Deferred Tax Liabilities	1,013,242	776,333	236,909
Net Admitted Deferred Tax Assets/Liabilities	(29,003)	254,998	(284,001)

D. The sum of income taxes incurred and the change in Deferred Tax Assets and Deferred Tax Liabilities is different from the result obtained by applying the federal statutory rate of 35% to pretax net income/(loss) for the following reasons for the years ended December 31, 2012 and 2011:

NOTES TO FINANCIAL STATEMENTS

The pretax statutory gain/(loss) from operations and realized capital gains used in the following table is (\$148,139).

	12/31/2012	12/31/2011	ETR
Expected federal income tax provision	51,849	82,115	35.0%
Tax exempt income	0	0	0%
Dividends received deduction	0	0	0%
Small Life Ins Co. deduction	0	0	0%
Nondeductible expenses	657	8	0.4%
Change in Non Admitted Assets	383	8,984	0.3%
IMR Amortization	(17,575)	(24,046)	-11.9%
Other Inc Prior Year Corrections	63	61	0.0%
Total	35,377	67,121	23.9%

	12/31/2012	12/31/2011	ETR
Federal and foreign income taxes incurred	0	0	0%
Change in net deferred income taxes	35,377	67,121	23.9%
Total statutory income taxes	35,377	67,121	23.881%

E. Operating Loss and Tax Credit Carry Forwards

When available, the Company utilizes net operating loss carry forwards to offset taxable income. At December 31, 2012 and 2011, the Company had \$349,390 and \$801,464, respectively, of operating loss carry forwards which originated in 2008. The NOLs will expire in 2018 if not utilized.

The Company tax credit carry forwards at December 31, 2012 and 2011 are as follows:

	2012	2011
Minimum tax credit	261,987	261,987
General business tax credits	7,200	7,200
Foreign tax credits	15,987	15,987

The minimum and foreign tax credit carry forwards have no expiration date. The general business credit carry forwards will expire beginning in 2023.

The following are income taxes incurred in the current and prior year that will be available for recoupment in the event of future losses:

2012	\$	0
2011	\$	0

F. The company files a separate Federal Income Tax return.

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

- A. 100% of the outstanding shares of the Company are owned by LSV Partners, LLC., a 50% owned subsidiary of USABLE Mutual Insurance Company (DBA Arkansas Blue Cross Blue Shield) and 50% owned subsidiary of Diversified Health Services, Inc., a wholly owned subsidiary of Blue Cross Blue Shield of Florida. Substantially all of the Company's business has been reinsured with USABLE Life, an affiliate. The Company reimburses Blue Cross Blue Shield of Florida and USABLE Life for various administrative, marketing and shared expenses provided to the Company.
- B. N/A.
- C. The Company had no transaction with its subsidiaries or affiliates that involved as much as 1/2 of 1% of the Company's total admitted assets.
- D. As of December 31, 2012, the Company reported \$3,450,020 due to affiliates and \$0 due from affiliates. Under the terms of the intercompany agreements, the balances are to be settled within 30 days.
- E. N/A
- F. The Company reimburses Blue Cross Blue Shield of Florida and USABLE Life for various administrative, marketing and shared expenses provided to the Company.
- G. Substantially all of the Company's policies are marketed in conjunction with products sold by Blue Cross Blue Shield of Florida, who also provides some membership and billing services related to those policies.
- H. N/A
- I. The Company owns a 13.25% interest in Life and Specialty Ventures, LLC, whose carrying value exceeds 10% of the admitted assets of the Company. Information regarding this investment are more fully described in note 6 A.
- J. N/A
- K. N/A
- L. N/A

Note 11 - Debt

None

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

None – The Company has no employees.

NOTES TO FINANCIAL STATEMENTS**Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

- (1) As of December 31, 2012, the Company had 1,500,000 authorized shares of common stock. The par value of the stock is \$1.00 per share.
- (2) The Company has no preferred stock outstanding.
- (3) Dividends which can be paid by a Florida domiciled insurance company to its shareholders are limited by Florida Statutes Section 628.371(3) to the greater of 10% of prior year-end surplus derived from net operating profits and net realized capital gains, or prior year gain from operations plus realized capital gains.
- (4) The Company paid no dividends to stockholders in 2012.
- (5) The Company may distribute up to 100% of current year profits as ordinary dividends to stockholders.
- (6) There are currently no restrictions on unassigned surplus.
- (7) N/A
- (8) N/A
- (9) N/A
- (10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses as of December 31, 2012 was \$1,552,619.
- (11) N/A
- (12) N/A
- (13) N/A

Note 14 - Contingencies

- A. N/A
- B. 1. The Company is subject to State Guaranty Fund assessments for insolvencies. At December 31, 2012, the Company had not received any insolvency notices that have not been paid; accordingly no liability for assessments has been recorded. The Company does not anticipate such assessments in the future, if any, to have a material effect on the Company's financial position or liquidity.
- 2.
- | | | |
|----|--------------------------------------------------------------------------------------------------------|--------|
| a. | Assets recognized from paid and accrued premium tax offsets and policy surcharges at December 31, 2012 | 93,312 |
| b. | Decreases current year: | |
| | Policy surcharges charged off | 0 |
| | Premium tax offset applied | 0 |
| | | 0 |
| c. | Increases current year: | |
| | Policy surcharges collected | 0 |
| | Premium tax offset accrued | 0 |
| | Premium tax offset paid | 0 |
| | | 0 |
| d. | Assets recognized from paid and accrued premium tax offsets and policy surcharges at December 31, 2012 | 93,312 |
- C. N/A
- D. N/A
- E. From time to time, the Company is involved in pending and threatened litigation in the normal course of business in which claims for monetary damages are asserted. In the opinion of management, the ultimate liability, if any, arising from such pending or threatened litigation is not expected to have a material effect on the statutory basis results of operations, liquidity or financial position of the Company.

Note 15 - Leases

- A. The Company has no material lease obligations at December 31, 2012.
- B. N/A

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

None

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

None

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

- A. ASO Plans:
- The operations gain from Administrative Services Only (ASO) uninsured plans was as follows during 2012:
- | | | |
|----|---------------------------------------------------------------------------------------------|------------|
| 1. | Net reimbursement for administrative expenses (including fees) in excess of actual expenses | 0 |
| 2. | Total net other income or expenses (including interest paid or received) | 0 |
| 3. | Net gain (loss) from operations | 0 |
| 4. | Total claim payment volume | 16,902,112 |
- B. N/A
- C. N/A

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

None

NOTES TO FINANCIAL STATEMENTS**Note 20 - Fair Value Measurements**

A.

1. Fair Value Measurements at Reporting Date

The Company has assets or liabilities at fair value as of December 31, 2012.

The Company has categorized its assets and liabilities into the three level fair value hierarchy based upon the priority of the inputs to the respective valuation technique. The following summarizes the type of assets and liabilities included within the three level fair value hierarchy.

Level 1 – The Company has no Level 1 assets or liabilities. The estimated fair value of the assets or liabilities within this category are based on unadjusted quoted prices for identical assets or liabilities in active markets and traded on an exchange.

Level 2 – The Company has no Level 2 assets or liabilities. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads and yield curves.

Level 3 – The Company has no Level 3 assets or liabilities. Level 3 inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

2. Fair Value Measurements in (Level 3) of the Fair Value Hierarchy - None

3. Policy on Transfers into and out of Level 3

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

4. Inputs and Techniques Used for Level 2 and 3 Fair Values

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

Bonds, if any, carried at fair value categorized as Level 2 were valued using a market approach. These valuations were determined to be Level 2 valuations as quoted market prices for similar instruments in an active market were utilized. This was accomplished by the use of correlation and interpretation pricing. Correlation and interpretation pricing takes quoted prices of bonds with similar features and applies analytic methods to determine the fair value of the bonds held. Features that are inputs into the analysis include duration, credit quality, tax status, and call and sinking fund features.

5. Derivative Fair Values – Not Applicable

B. Other Fair Value Disclosures – Not Applicable

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

The table below reflects the fair values and admitted values of all assets and liabilities that are financial instruments excluding those accounted for under the equity method (subsidiaries, joint ventures and limited liability companies and partnerships). The fair values are also categorized into the three level fair value hierarchy referenced above in Note 20A.

1	2	3	4	5	6	7
Type of Financial Instrument	Fair Value	Admitted Value	Level 1	Level 2	Level 3	Not Practical (Carrying Value)
Financial Instruments - assets						
Bonds	7,486,756	7,262,082	-	7,486,756	-	-
Cash equivalents and short-term investments	2,533,439	2,533,439	2,533,439	-	-	-
Total assets	10,020,195	9,795,521	2,533,439	7,486,756	-	-
Financial instruments - liabilities						
None	None	None	None	None	None	None
Total liabilities	-	-	-	-	-	-

D Reasons Not Practical to Estimate Fair Value - None

NOTES TO FINANCIAL STATEMENTS**Note 21 - Other Items**

- A. N/A
- B. N/A
- C. Assets in the amount of \$1,055,476 at December 31, 2012 were on deposit with state or other regulatory bodies.
- D. At December 31, 2012 and 2011 the Company had admitted assets of \$1,003,126 and \$1,050,195, respectively, in accounts receivable for uninsured plans. The Company routinely assesses the collectability of these receivables. Based upon Company experience, less than 1% of the balance may become uncollectible and the potential loss is not material to the Company's financial condition.
- E. N/A
- F. N/A
- G. N/A
- H. N/A

Note 22 - Events Subsequent

- Type I – Recognized Subsequent Events: None
Subsequent events have been considered through 02/21/13 for the statutory statement issued on 02/22/13.
- Type II – Nonrecognized Subsequent Events: None
Subsequent events have been considered through 02/21/13 for the statutory statement issued on 02/22/13.

Note 23 - Reinsurance

- A. The Company did not have any necessary disclosures consistent with the interrogatories under the "Ceded Reinsurance Report" as detailed in the instructions.
- B. The Company did not have any uncollectible reinsurance written off during the year.
- C. The Company did not have any commutation of ceded reinsurance during the year.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for one group's life insurance business through a mathematical approach using defined terms and formulas for premiums, claims, reserves, expenses, premium tax and other charges.
- B. The Company records accrued retrospective premium as an adjustment to earned premium.
- C. The amount of premiums written by the Company at December 31, 2012 that are subject to retrospective rating features was \$32,623, which is less than 1% of the total gross premiums written for group life. No other net premiums written by the Company are subject to retrospective rating features.
- D. N/A

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

None

Note 26 - Intercompany Pooling Arrangements

None

Note 27 - Structured Settlements

None

Note 28 - Health Care Receivables

None

Note 29 - Participating Policies

None

Note 30 - Premium Deficiency Reserves

N/A

Note 31 - Reserves for Life Contracts and Annuity Contracts

- (1) The Company waives deductions of deferred fractional premiums upon death of insured and returns any portion of the final premium beyond the date of death. Surrender values are not permitted in excess of the legally computed reserves.
- (2) Substandard reserves held on conversion policies are valued by calculating the actuarial net present value of benefits over the remaining period for which there is additional substandard mortality. The present value uses the appropriate valuation interest rate, and the excess of substandard mortality over standard valuation mortality.
- (3) As of December 31, 2012, the Company had \$68,187,000 of insurance in force for which the gross premiums were less than the net premiums according to the standard of valuation set by the State of Florida. Reserves to cover the above insurance totaled \$587,013 as of December 31, 2012 and are reported in Exhibit 5.
- (4) The Tabular Interest, the Tabular Less Actual Reserve Released and the Tabular Cost have been determined by the formula as described in the instructions to the Annual Statement.
- (5) N/A
- (6) N/A

NOTES TO FINANCIAL STATEMENTS

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

N/A

Note 33 - Premiums and Annuity Considerations Deferred and Uncollected

None

Note 34 - Separate Accounts

None

Note 35 - Loss/Claim Adjustment Expenses

None

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 [X] 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 [X] No [] N/A []
- 1.3 State regulating? Florida
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change: _____
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 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. 12/31/2008
- 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). 06/21/2010
- 3.4 By what department or departments? _____

Florida

- 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 [X] No [] N/A []
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] 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 [X]
- 4.12 renewals? Yes [] No [X]
- 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 [X] No []
- 4.22 renewals? Yes [X] No []
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 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 Co. 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 [X]
- 6.2 If yes, give full information: _____

- 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(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (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 Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
BKD, LLP 400 W. Capitol Ave, STE 2500 P.O. Box 3667 Little Rock, AR 72203-3667
- 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 the 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 the response to 10.3 is yes, provide information related to this exemption: _____

- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []
- 10.6 If the answer 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?
Wakely Actuarial, Inc. - Benjamin M. Cohen, 34125 US Highway 19N, Suite 310, Palm Harbor, FL 34684

GENERAL INTERROGATORIES

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

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 [X]

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? Yes [X] No []

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

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 [X] No []

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

The code of ethics has been re-drafted, strengthened and made applicable to all employees as a part of the company's Code of Conduct.

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 where the issuing or confirming bank is not on the SVO Bank List? 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

PART 1 - COMMON INTERROGATORIES - 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 committee 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 []

PART 1 - COMMON INTERROGATORIES - 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 \$.....0

20.12 To stockholders not officers \$.....0

20.13 Trustees, supreme or grand (Fraternal only) \$.....0

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 \$.....0

20.22 To stockholders not officers \$.....0

20.23 Trustees, supreme or grand (Fraternal only) \$.....0

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

23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]

23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount.

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.01 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 24.03)? Yes [X] No []

24.02 If no, give full and complete information relating thereto.

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.03 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).

24.04 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

24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs.

24.06 If answer to 24.04 is no, report amount of collateral for other programs.

24.07 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

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

24.09 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

24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:

24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

24.103 Total payable for securities lending reported on the liability page.

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 24.03) Yes No

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

25.21 Subject to repurchase agreements \$.....0

25.22 Subject to reverse repurchase agreements \$.....0

25.23 Subject to dollar repurchase agreements \$.....0

25.24 Subject to reverse dollar repurchase agreements \$.....0

25.25 Pledged as collateral \$.....0

25.26 Placed under option agreements \$.....0

25.27 Letter stock or securities restricted as to sale \$.....0

25.28 On deposit with state or other regulatory body \$.....1,055,476

25.29 Other \$.....0

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? Yes No N/A
If no, attach a description with this statement.

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

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 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
---------------------------	--------------------------

Regions Bank 400 West Capitol Ave., Little Rock, AR 72201

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

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

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

Regions Morgan Keegan Trust Regions Bank 07/01/2012 Same custodian, name change only

28.05 Identify all investment advisors, brokers/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
------------------------------------------------	-----------	--------------

107423 Conning, Inc. Susan Royles Hartford, CT

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

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adj. Carrying Value
--------------	--------------------------	-------------------------------

29.2999. TOTAL 0

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

1 Name of Mutual Fund (from the above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to 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.....9,795,52010,020,195224,674

30.2 Preferred stocks.....0

30.3 Totals.....9,795,52010,020,195224,674

30.4 Describe the sources or methods utilized in determining the fair values:
Fair Value obtained from market prices provided by Regions Bank, custodian for investment assets, or, where applicable from NAIC 4th Quarter 2012 Valuation of Securities Database, for issues which were not priced by Regions Bank.

PART 1 - COMMON INTERROGATORIES - INVESTMENT

- 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 [X] 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 [X] 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 [X] No []
- 32.2 If no, list exceptions:
-

PART 1 - COMMON INTERROGATORIES - OTHER

- 33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$.....47,407
- 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
Blue Cross Blue Shield Association	31,807

- 34.1 Amount of payments for legal expenses, if any? \$.....34,237
- 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
Akerman Senterfitt	8,910

- 35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$.....0
- 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 - LIFE INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]
- 1.2 If yes, indicate premium earned on U.S. business only
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?
- 1.31 Reason for excluding

- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.
- 1.5 Indicate total incurred claims on all Medicare Supplement insurance.
- 1.6 Individual policies:
- Most current three years:
- 1.61 Total premium earned
- 1.62 Total incurred claims
- 1.63 Number of covered lives
- All years prior to most current three years:
- 1.64 Total premium earned
- 1.65 Total incurred claims
- 1.66 Number of covered lives
- 1.7 Group policies:
- Most current three years:
- 1.71 Total premium earned
- 1.72 Total incurred claims
- 1.73 Number of covered lives
- All years prior to most current three years:
- 1.74 Total premium earned
- 1.75 Total incurred claims
- 1.76 Number of covered lives

2. Health test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator.....	.....0	.....0
2.2 Premium Denominator.....	.....(0)	.....0
2.3 Premium Ratio (2.1/2.2).....	.....0.0	.....0.0
2.4 Reserve Numerator.....	.....0	.....0
2.5 Reserve Denominator.....	.....0	.....0
2.6 Reserve Ratio (2.4/2.5).....	.....0.0	.....0.0

- 3.1 Does this reporting entity have Separate Accounts? Yes [] No [X]
- 3.2 If yes, has a Separate Accounts statement been filed with this Department? Yes [] No [] N/A [X]
- 3.3 What portion of capital and surplus funds of the reporting entity covered by assets in the Separate Accounts statement, is not currently distributable from the Separate Accounts to the general account for use by the general account?
- 3.4 State the authority under which Separate Accounts are maintained:

- 3.5 Was any of the reporting entity's Separate Accounts business reinsured as of December 31? Yes [] No [X]
- 3.6 Has the reporting entity assumed by reinsurance any Separate Accounts business as of December 31? Yes [] No [X]
- 3.7 If the reporting entity has assumed Separate Accounts business, how much, if any, reinsurance assumed receivable for reinsurance of Separate Accounts reserve expense allowances is included as a negative amount in the liability for "Transfers to Separate Accounts due or accrued (net)?"

- 4.1 Are personnel or facilities of this reporting entity used by another entity or entities or are personnel or facilities of another entity or entities used by this reporting entity (except for activities such as administration of jointly underwritten group contracts and joint mortality or morbidity studies)? Yes [X] No []

- 4.2 Net reimbursement of such expenses between reporting entities:
- 4.21 Paid \$.....90,907
- 4.22 Received \$.....0

- 5.1 Does the reporting entity write any guaranteed interest contracts? Yes [] No [X]
- 5.2 If yes, what amount pertaining to these items is included in:
- 5.21 Page 3, Line 1
- 5.22 Page 4, Line 1

6. For stock reporting entities only:
- 6.1 Total amount paid in by stockholders as surplus funds since organization of the reporting entity: \$.....14,500,000
7. Total dividends paid stockholders since organization of the reporting entity:
- 7.11 Cash \$.....16,236,102
- 7.12 Stock \$.....750,000

GENERAL INTERROGATORIES

PART 2 - LIFE INTERROGATORIES

8.1 Does the company reinsure any Workers' Compensation Carve-Out business defined as: Yes [] No [X]
 Reinsurance (including retrocessional reinsurance) assumed by life and health insurers of medical, wage loss and death benefits of the occupational illness and accident exposures, but not the employers liability exposures, of business originally written as workers' compensation insurance.

8.2 If yes, has the reporting entity completed the Workers' Compensation Carve-Out Supplement to the Annual Statement? Yes [] No []

8.3 If 8.1 is yes, the amounts of earned premiums and claims incurred in this statement are:

	1 Reinsurance Assumed	2 Reinsurance Ceded	3 Net Retained
8.31 Earned premium.....
8.32 Paid claims.....
8.33 Claim liability and reserve (beginning of year).....
8.34 Claim liability and reserve (end of year).....
8.35 Incurred claims.....

8.4 If reinsurance assumed included amounts with attachment points below \$1,000,000, the distribution of the amounts reported in Lines 8.31 and 8.34 for Col. (1) are:

Attachment Point	1 Earned Premium	2 Claim Liability and Reserve
8.41 < \$25,000.....
8.42 \$25,000 -- 99,999.....
8.43 \$100,000 -- 249,999.....
8.44 \$250,000 -- 999,999.....
8.45 \$1,000,000 or more.....

8.5 What portion of earned premium reported in 8.31, Col. 1 was assumed from pools?

9.1 Does the company have variable annuities with guaranteed benefits? Yes [] No [X]

9.2 If 9.1 is yes, complete the following table for each type of guaranteed benefit.

Type		3 Waiting Period Remaining	4 Account Value Related to Col. 3	5 Total Related Account Values	6 Gross Amount of Reserve	7 Location of Reserve	8 Portion Reinsured	9 Reinsurance Reserve Credit
1 Guaranteed Death Benefit	2 Guaranteed Living Benefit							

10. For reporting entities having sold annuities to another insurer when the insurer purchasing the annuities has obtained a release of liability from the claimant (payee) as the result of the purchase of an annuity from the reporting entity only:

10.1 Amount of loss reserves established by these annuities during the current year? \$.....0

10.2 List the name and location of the insurance company purchasing the annuities and the statement value on the purchase date of the annuities.

1 P&C Insurance Company and Location	2 Statement Value on Purchase Date of Annuities (i.e., Present Value) \$

11.1 Do you act as a custodian for health savings account? Yes [] No [X]

11.2 If yes, please provide the amount of custodial funds held as of the reporting date.

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

11.4 If yes, please provide the balance of the funds administered as of the reporting date.

FIVE-YEAR HISTORICAL DATA

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

Show amounts of life insurance in this exhibit in thousands (omit \$000)

	1 2012	2 2011	3 2010	4 2009	5 2008
Life Insurance in Force (Exhibit of Life Insurance)					
1. Ordinary - whole life and endowment (Line 34, Col. 4).....	13,917	15,587	17,453	9,329	17,270
2. Ordinary - term (Line 21, Col. 4, less Line 34, Col. 4).....	376,283	389,776	250,950	214,523	215,170
3. Credit life (Line 21, Col. 6).....					
4. Group, excluding FEGLI/SGLI (Line 21, Col. 9 less Lines 43 & 44, Col. 4).....	11,063,118	11,363,466	10,883,550	11,129,122	10,657,240
5. Industrial (Line 21, Col. 2).....					
6. FEGLI/SGLI (Lines 43 & 44, Col. 4).....					
7. Total (Line 21, Col. 10).....	11,453,318	11,768,829	11,151,953	11,352,974	10,889,680
New Business Issued (Exhibit of Life Insurance)					
8. Ordinary - whole life and endowment (Line 34, Col. 2).....	1,048	1,008	1,139	7,251	1,979
9. Ordinary - term (Line 2, Col. 4, less Line 34, Col. 2).....	108,062	222,284	92,593	47,075	47,457
10. Credit life (Line 2, Col. 6).....					
11. Group (Line 2, Col. 9).....	1,758,044	1,402,141	1,588,341	1,031,696	1,180,118
12. Industrial (Line 2, Col. 2).....					
13. Total (Line 2, Col. 10).....	1,867,154	1,625,433	1,682,073	1,086,022	1,229,554
Premium Income - Lines of Business (Exhibit 1-Part 1)					
14. Industrial life (Line 20.4, Col. 2).....					
15.1 Ordinary life insurance (Line 20.4, Col. 3).....	0		(0)		
15.2 Ordinary individual annuities (Line 20.4, Col. 4).....					
16. Credit life (group and individual) (Line 20.4, Col. 5).....					
17.1 Group life insurance (Line 20.4, Col. 6).....	(0)	0			
17.2 Group annuities (Line 20.4, Col. 7).....					
18.1 A&H - group (Line 20.4, Col. 8).....	(0)		(0)		192,383
18.2 A&H - credit (group and individual) (Line 20.4, Col. 9).....					
18.3 A&H - other (Line 20.4, Col. 10).....	0				8,100,285
19. Aggregate of all other lines of business (Line 20.4, Col. 11).....					
20. Total.....	(0)	0	(0)	0	8,292,668
Balance Sheet (Pages 2 and 3)					
21. Total admitted assets excluding Separate Accounts business (Page 2, Line 26, Col. 3)....	35,328,077	34,457,063	32,947,500	31,984,811	32,270,173
22. Total liabilities excluding Separate Accounts business (Page 3, Line 26).....	12,892,562	12,475,650	11,438,561	11,645,894	13,569,418
23. Aggregate life reserves (Page 3, Line 1).....					
24. Aggregate A&H reserves (Page 3, Line 2).....					
25. Deposit-type contract funds (Page 3, Line 3).....					
26. Asset valuation reserve (Page 3, Line 24.01).....	2,340,376	2,219,136	1,602,606	841,620	408,467
27. Capital (Page 3, Lines 29 & 30).....	1,500,000	1,500,000	1,500,000	1,500,000	1,500,000
28. Surplus (Page 3, Line 37).....	20,935,514	20,481,413	20,008,939	18,838,916	17,200,755
Cash Flow (Page 5)					
29. Net Cash from operations (Line 11).....	(2,568,508)	2,004,017	(1,670,026)	948,561	6,042,624
Risk-Based Capital Analysis					
30. Total adjusted capital.....	24,775,890	24,200,549	23,111,545	21,180,536	19,109,224
31. Authorized control level risk-based capital.....	2,447,166	2,309,951	2,185,906	2,945,750	2,376,615
Percentage Distribution of Cash, Cash Equivalents and Invested Assets (Page 2, Col. 3) (Line No. /Page 2, Line 12, Col. 3) x 100.0					
32. Bonds (Line 1).....	24.7	11.6	22.5	22.7	20.9
33. Stocks (Lines 2.1 and 2.2).....					
34. Mortgage loans on real estate (Lines 3.1 and 3.2).....					
35. Real estate (Line 4.1, 4.2 and 4.3).....					
36. Cash, cash equivalents and short-term investments (Line 5).....	14.5	29.5	18.7	21.5	24.4
37. Contract loans (Line 6).....					
38. Derivatives (Line 7).....				XXX	XXX
39. Other invested assets (Line 8).....	60.8	58.9	58.8	55.8	54.7
40. Receivables for securities (Line 9).....					
41. Securities lending reinvested collateral assets (Line 10).....				XXX	XXX
42. Aggregate write-ins for invested assets (Line 11).....					
43. Cash, cash equivalents and invested assets (Line 12).....	100.0	100.0	100.0	100.0	100.0

FIVE-YEAR HISTORICAL DATA

(continued)

	1 2012	2 2011	3 2010	4 2009	5 2008
Investments in Parent, Subsidiaries and Affiliates					
44. Affiliated bonds (Sch. D Summary, Line 12 Col. 1).....					
45. Affiliated preferred stocks (Sch. D Summary, Line 18 Col. 1).....					
46. Affiliated common stocks (Sch. D Summary, Line 24 Col. 1).....					
47. Affiliated short-term investments (subtotal included in Sch. DA, Verif. Col. 5, Line 10).....					
48. Affiliated mortgage loans on real estate					
49. All other affiliated.....	17,893,760	17,183,404	16,241,856	15,226,121	14,216,700
50. Total of above Lines 44 to 49.....	17,893,760	17,183,404	16,241,856	15,226,121	14,216,700
51. Total investment in parent included in Lines 44 to 49 above.....					
Total Nonadmitted and Admitted Assets					
52. Total nonadmitted assets (Page 2, Line 28, Col. 2).....	420,541	421,635	731,141	1,287,551	2,863,477
53. Total admitted assets (Page 2, Line 28, Col. 3).....	35,328,077	34,457,063	32,947,500	31,984,811	32,270,173
Investment Data					
54. Net investment income (Exhibit of Net Investment Income).....	206,215	199,825	1,025,057	996,783	1,739,488
55. Realized capital gains (losses) (Page 4, Line 34, Column 1).....					(408,686)
56. Unrealized capital gains (losses) (Page 4, Line 38, Column 1).....	461,731	612,006	660,229	656,122	(887,351)
57. Total of above Lines 54, 55 and 56.....	667,946	811,831	1,685,286	1,652,905	443,451
Benefits and Reserve Increase (Page 6)					
58. Total contract benefits - life (Lines 10, 11, 12, 13, 14 and 15 Col. 1 less Lines 10, 11, 12, 13, 14 and 15, Cols. 9, 10 & 11).....					
59. Total contract benefits - A&H (Lines 13 & 14, Cols. 9, 10 & 11).....					1,369,207
60. Increase in life reserves - other than group and annuities (Line 19, Cols. 2 & 3).....					3,971,357
61. Increase in A&H reserves (Line 19, Cols. 9, 10 & 11).....					
62. Dividends to policyholders (Line 30, Col 1).....					
Operating Percentages					
63. Insurance expense percent (Page 6, Col. 1, Lines 21, 22, & 23 less Line 6)/(Page 6 Col. 1, Line 1 plus Exhibit 7, Col. 2, Line 2) x 100.00.....					20.7
64. Lapse percent (ordinary only) [(Exhibit of Life Insurance, Col. 4, Lines 14 & 15) / 1/2 (Exhibit of Life Insurance, Col. 4, Lines 1 & 21)] x 100.00.....	19.2	25.3	19.7	26.6	20.3
65. A&H loss percent (Schedule H, Part 1, Lines 5 & 6, Col. 2).....					(446.0)
66. A&H cost containment percent (Schedule H, Part 1, Line 4, Col. 2).....					
67. A&H expense percent excluding cost containment expenses (Schedule H, Part 1, Line 10, Col. 2).....				7.5	39.0
A&H Claim Reserve Adequacy					
68. Incurred losses on prior years' claims - group health (Sch. H, Part 3, Line 3.1, Col. 2).....					2,236,894
69. Prior years' claim liability and reserve - group health (Sch. H, Part 3, Line 3.2, Col. 2).....					3,583,411
70. Incurred losses on prior years' claims - health other than group (Sch. H, Part 3, Line 3.1, Col. 1 less Col. 2).....					1,115,234
71. Prior years' claim liability and reserve - health other than group (Sch. H, Part 3, Line 3.2, Col. 1 less Col. 2).....					5,430,664
Net Gains From Operations After Federal Income Taxes by Lines of Business (Page 6, Line 33)					
72. Industrial life (Col. 2).....					
73. Ordinary - life (Col. 3).....	2,917	4,630	137,470	119,833	
74. Ordinary - individual annuities (Col. 4).....					
75. Ordinary - supplementary contracts (Col. 5).....					
76. Credit life (Col. 6).....					
77. Group life (Col. 7).....	34,951	62,286	362,566	96,909	
78. Group annuities (Col. 8).....					
79. A&H - group (Col. 9).....	76,483	120,005	518,065	415,456	1,191,463
80. A&H - credit (Col. 10).....					
81. A&H - other (Col. 11).....	33,540	47,431			1,068,003
82. Aggregate of all other lines of business (Col. 12).....		263	95	30,318	
83. Total (Col. 1).....	147,891	234,614	1,018,197	662,515	2,259,466

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 []

If no, please explain:

EXHIBIT OF LIFE INSURANCE

	Industrial		Ordinary		Credit Life (Group and Individual)		Group			10 Total Amount of Insurance (a)
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Individual Policies and Group Certificates	6 Amount of Insurance (a)	Number of		9 Amount of Insurance (a)	
							7 Policies	8 Certificates		
1. In force end of prior year.....			7,476	405,363			2,780	215,364	11,363,466	11,768,829
2. Issued during year.....			1,851	109,110			420	53,990	1,758,044	1,867,154
3. Reinsurance assumed.....										0
4. Revived during year.....			22	799						799
5. Increased during year (net).....							81	2,536	336,648	336,648
6. Subtotals, Lines 2 to 5.....	0	0	1,873	109,909	0	0	501	56,526	2,094,692	2,204,601
7. Additions by dividends during year.....	XXX		XXX		XXX		XXX	XXX		0
8. Aggregate write-ins for increases.....	0	0	0	0	0	0	0	0	0	0
9. Totals (Lines 1 and 6 to 8).....	0	0	9,349	515,272	0	0	3,281	271,890	13,458,158	13,973,430
Deductions during year:										
10. Death.....			114	1,342			XXX	593	20,064	21,406
11. Maturity.....							XXX			0
12. Disability.....							XXX			0
13. Expiry.....			3	23					13	36
14. Surrender.....			435	24,568				6	359	24,927
15. Lapse.....			870	51,740			385	57,451	2,243,767	2,295,507
16. Conversion.....							XXX	XXX	XXX	0
17. Decreased (net).....			836	47,399			11	4,039	130,837	178,236
18. Reinsurance.....										0
19. Aggregate write-ins for decreases.....	0	0	0	0	0	0	0	0	0	0
20. Totals (Lines 10 to 19).....	0	0	2,258	125,072	0	0	396	62,089	2,395,040	2,520,112
21. In force end of year (Line 9 minus Line 20).....	0	0	7,091	390,200	0	0	2,885	209,801	11,063,118	11,453,318
22. Reinsurance ceded end of year.....	XXX		XXX	390,200	XXX		XXX	XXX	11,063,118	11,453,318
23. Line 21 minus Line 22.....	XXX	0	XXX	0	XXX	(b)	XXX	XXX	0	0

DETAILS OF WRITE-INS

0801.										0
0802.										0
0803.										0
0898. Summary of remaining write-ins for Line 8 from overflow page.....	0	0	0	0	0	0	0	0	0	0
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above).....	0	0	0	0	0	0	0	0	0	0
1901.										0
1902.										0
1903.										0
1998. Summary of remaining write-ins for Line 19 from overflow page.....	0	0	0	0	0	0	0	0	0	0
1999. Totals (Lines 1901 thru 1903 plus 1998) (Line 19 above).....	0	0	0	0	0	0	0	0	0	0

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000).

(b) Group \$.....0; Individual \$.....0.

EXHIBIT OF LIFE INSURANCE (continued)

ADDITIONAL INFORMATION ON INSURANCE IN FORCE END OF YEAR

	Industrial		Ordinary	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
24. Additions by dividends.....	.XXX		.XXX	
25. Other paid-up insurance.....			22	.73
26. Debit ordinary insurance.....	.XXX	.XXX		

ADDITIONAL INFORMATION ON ORDINARY INSURANCE

Term Insurance Excluding Extended Term Insurance	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
27. Term policies-decreasing.....				
28. Term policies-other.....	1,801	108,062	5,907	375,898
29. Other term insurance-decreasing.....	.XXX		.XXX	
30. Other term insurance.....	.XXX		.XXX	
31. Totals (Lines 27 to 30).....	1,801	108,062	5,907	375,898
Reconciliation to Lines 2 and 21:				
32. Term additions.....	.XXX		.XXX	
33. Totals, extended term insurance.....	.XXX	.XXX	39	.385
34. Totals, whole life and endowment.....	.50	1,048	1,145	13,917
35. Totals (Lines 31 to 34).....	1,851	109,110	7,091	390,200

CLASSIFICATION OF AMOUNT OF INSURANCE (a) BY PARTICIPATING STATUS

	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Non-Participating	2 Participating	3 Non-Participating	4 Participating
36. Industrial.....				
37. Ordinary.....	109,110		390,200	
38. Credit Life (Group and Individual).....				
39. Group.....	1,758,044		11,063,118	
40. Totals (Lines 36 to 39).....	1,867,154	0	11,453,318	0

ADDITIONAL INFORMATION ON CREDIT LIFE AND GROUP INSURANCE

	Credit Life		Group	
	1 Number of Individual Policies and Group Certificates	2 Amount of Insurance (a)	3 Number of Certificates	4 Amount of Insurance (a)
41. Amount of insurance included in Line 2 ceded to other companies.....	.XXX		.XXX	1,867,154
42. Number in force end of year if the number under shared groups is counted on a pro-rata basis.....		.XXX		.XXX
43. Federal Employees' Group Life Insurance included in Line 21.....				
44. Servicemen's Group Life Insurance included in Line 21.....				
45. Group Permanent Insurance included in Line 21.....				

ADDITIONAL ACCIDENTAL DEATH BENEFITS

46. Amount of additional accidental death benefits in force end of year under ordinary policies (a).....	
----------------------------------------------------------------------------------------------------------	--

BASIS OF CALCULATION OF ORDINARY TERM INSURANCE

47. State basis of calculation of (47.1) decreasing term insurance contained in Family Income, Mortgage Protection, etc., policies and riders and of (47.2) term insurance on wife and children under Family, Parent and Children, etc., policies and riders included above.....	NONE
47.1.....	
47.2.....	

POLICIES WITH DISABILITY PROVISIONS

Disability Provision	Industrial		Ordinary		Credit		Group	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Policies	6 Amount of Insurance (a)	7 Number of Certificates	8 Amount of Insurance (a)
48. Waiver of Premium.....							203,729	10,338,976
49. Disability Income.....								
50. Extended Benefits.....			.XXX	.XXX				
51. Other.....								
52. Total.....	.0	(b).0	.0	(b).0	.0	(b).0	203,729	(b).10,338,976

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000).

(b) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the Annual Statement Instructions.

**EXHIBIT OF NUMBER OF POLICIES, CONTRACTS, CERTIFICATES, INCOME PAYABLE
AND ACCOUNT VALUES IN FORCE FOR SUPPLEMENTARY CONTRACTS,
ANNUITIES, ACCIDENT & HEALTH AND OTHER POLICIES**

SUPPLEMENTARY CONTRACTS

	Ordinary		Group	
	1 Involving Life Contingencies	2 Not Involving Life Contingencies	3 Involving Life Contingencies	4 Not Involving Life Contingencies
1. In force end of prior year.....	NONE			
2. Issued during year.....				
3. Reinsurance assumed.....				
4. Increased during year (net).....				
5. Total (Lines 1 to 4).....				
Deductions during year:				
6. Decreased (net).....				
7. Reinsurance ceded.....				
8. Totals (Lines 6 and 7).....	.0	.0	.0	.0
9. In force end of year.....	.0	.0	.0	.0
10. Amount on deposit.....	(a)			(a)
11. Income now payable.....				
12. Amount of income payable.....	(a)	(a)	(a)	(a)

ANNUITIES

	Ordinary		Group	
	1 Immediate	2 Deferred	3 Contracts	4 Certificates
1. In force end of prior year.....	NONE			
2. Issued during year.....				
3. Reinsurance assumed.....				
4. Increased during year (net).....				
5. Total (Lines 1 to 4).....				
Deductions during year:				
6. Decreased (net).....				
7. Reinsurance ceded.....				
8. Totals (Lines 6 and 7).....	.0	.0	.0	.0
9. In force end of year.....	.0	.0	.0	.0
Income now payable:				
10. Amount of income payable.....	(a)	XXX	XXX	(a)
Deferred fully paid:				
11. Account balance.....	XXX	(a)	XXX	(a)
Deferred not fully paid:				
12. Account balance.....	XXX	(a)	XXX	(a)

ACCIDENT AND HEALTH INSURANCE

	Group		Credit		Other	
	1 Certificates	2 Premiums in force	3 Policies	4 Premiums in force	5 Policies	6 Premiums in force
1. In force end of prior year.....						
2. Issued during year.....	36,922	19,229,584			33,279	12,906,762
3. Reinsurance assumed.....					1,102	220,506
4. Increased during year (net).....		XXX		XXX		XXX
5. Total (Lines 1 to 4).....	36,922	XXX	.0	XXX	34,381	XXX
Deductions during year:						
6. Conversions.....		XXX	XXX	XXX	XXX	XXX
7. Decreased (net).....	10,089	XXX		XXX	26,675	XXX
8. Reinsurance ceded.....	26,833	XXX		XXX	7,706	XXX
9. Totals (Lines 6 to 8).....	36,922	XXX	.0	XXX	34,381	XXX
10. In force end of year.....	.0	(a)	.0	(a)	.0	(a)

DEPOSIT FUNDS AND DIVIDEND ACCUMULATIONS

	1	2		
	Deposit Funds Contracts	Dividend Accumulations Contracts		
1. In force end of prior year.....				
2. Issued during year.....				
3. Reinsurance assumed.....				
4. Increased during year (net).....	NONE			
5. Total (Lines 1 to 4).....			.0	.0
Deductions during year:				
6. Decreased (net).....				
7. Reinsurance ceded.....				
8. Totals (Lines 6 and 7).....	.0	.0		
9. In force end of year.....	.0	.0		
10. Amount of account balance.....	(a)	(a)		

(a) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the Annual Statement Instructions.

FLORIDA COMBINED LIFE INSURANCE COMPANY, INC. SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Allocated by States and Territories

1	States, Etc.	Active Status	Direct Business Only						
			Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	6 Total Columns 2 through 5	7 Deposit-Type Contracts	
			2 Life Insurance Premiums	3 Annuity Considerations					
1.	Alabama.....	AL	L	40,993				40,993	
2.	Alaska.....	AK	N					0	
3.	Arizona.....	AZ	N					0	
4.	Arkansas.....	AR	L					0	
5.	California.....	CA	N					0	
6.	Colorado.....	CO	N					0	
7.	Connecticut.....	CT	N					0	
8.	Delaware.....	DE	N					0	
9.	District of Columbia.....	DC	N					0	
10.	Florida.....	FL	L	30,619,332		89,763,808		120,383,140	
11.	Georgia.....	GA	L	187,140				187,140	
12.	Hawaii.....	HI	N					0	
13.	Idaho.....	ID	N					0	
14.	Illinois.....	IL	N					0	
15.	Indiana.....	IN	N					0	
16.	Iowa.....	IA	N					0	
17.	Kansas.....	KS	N					0	
18.	Kentucky.....	KY	N					0	
19.	Louisiana.....	LA	N					0	
20.	Maine.....	ME	N					0	
21.	Maryland.....	MD	N					0	
22.	Massachusetts.....	MA	N					0	
23.	Michigan.....	MI	N					0	
24.	Minnesota.....	MN	N					0	
25.	Mississippi.....	MS	N					0	
26.	Missouri.....	MO	N					0	
27.	Montana.....	MT	N					0	
28.	Nebraska.....	NE	N					0	
29.	Nevada.....	NV	N					0	
30.	New Hampshire.....	NH	N					0	
31.	New Jersey.....	NJ	N					0	
32.	New Mexico.....	NM	N					0	
33.	New York.....	NY	N					0	
34.	North Carolina.....	NC	L	8,196				8,196	
35.	North Dakota.....	ND	N					0	
36.	Ohio.....	OH	N					0	
37.	Oklahoma.....	OK	N					0	
38.	Oregon.....	OR	N					0	
39.	Pennsylvania.....	PA	N					0	
40.	Rhode Island.....	RI	N					0	
41.	South Carolina.....	SC	L	38,979				38,979	
42.	South Dakota.....	SD	N					0	
43.	Tennessee.....	TN	N					0	
44.	Texas.....	TX	N					0	
45.	Utah.....	UT	N					0	
46.	Vermont.....	VT	N					0	
47.	Virginia.....	VA	N					0	
48.	Washington.....	WA	N					0	
49.	West Virginia.....	WV	N					0	
50.	Wisconsin.....	WI	N					0	
51.	Wyoming.....	WY	N					0	
52.	American Samoa.....	AS	N					0	
53.	Guam.....	GU	N					0	
54.	Puerto Rico.....	PR	N					0	
55.	US Virgin Islands.....	VI	N					0	
56.	Northern Mariana Islands.....	MP	N					0	
57.	Canada.....	CAN	N					0	
58.	Aggregate Other Alien.....	OT	XXX	0	0	0	0	0	0
59.	Subtotal.....	(a) 6		30,894,640	0	89,763,808	0	120,658,448	0
90.	Reporting entity contributions for employee benefit plans.....	XXX						0	
91.	Dividends or refunds applied to purchase paid-up additions and annuities.....	XXX						0	
92.	Dividends or refunds applied to shorten endowment or premium paying period.....	XXX						0	
93.	Premium or annuity considerations waived under disability or other contract provisions.....	XXX						0	
94.	Aggregate other amounts not allocable by State.....	XXX		0	0	0	0	0	0
95.	Totals (Direct Business).....	XXX		30,894,640	0	89,763,808	0	120,658,448	0
96.	Plus reinsurance assumed.....	XXX				2,658,217		2,658,217	
97.	Totals (All Business).....	XXX		30,894,640	0	92,422,025	0	123,316,665	0
98.	Less reinsurance ceded.....	XXX		30,584,617		93,423,626		124,008,243	
99.	Totals (All Business) less reinsurance ceded.....	XXX		310,023	0	(b) (1,001,601)	0	(691,578)	0

DETAILS OF WRITE-INS

58001.....	XXX							0	
58002.....	XXX							0	
58003.....	XXX							0	
58998. Summ. of remaining write-ins for line 58 from overflow page.....	XXX			0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....	XXX			0	0	0	0	0	0
9401.....	XXX							0	
9402.....	XXX							0	
9403.....	XXX							0	
9498. Summ. of remaining write-ins for line 94 from overflow page.....	XXX			0	0	0	0	0	0
9499. Total (Lines 9401 thru 9403 plus 9498) (Line 94 above).....	XXX			0	0	0	0	0	0

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

Explanation of basis of allocation by states, etc., of premiums and annuity considerations.

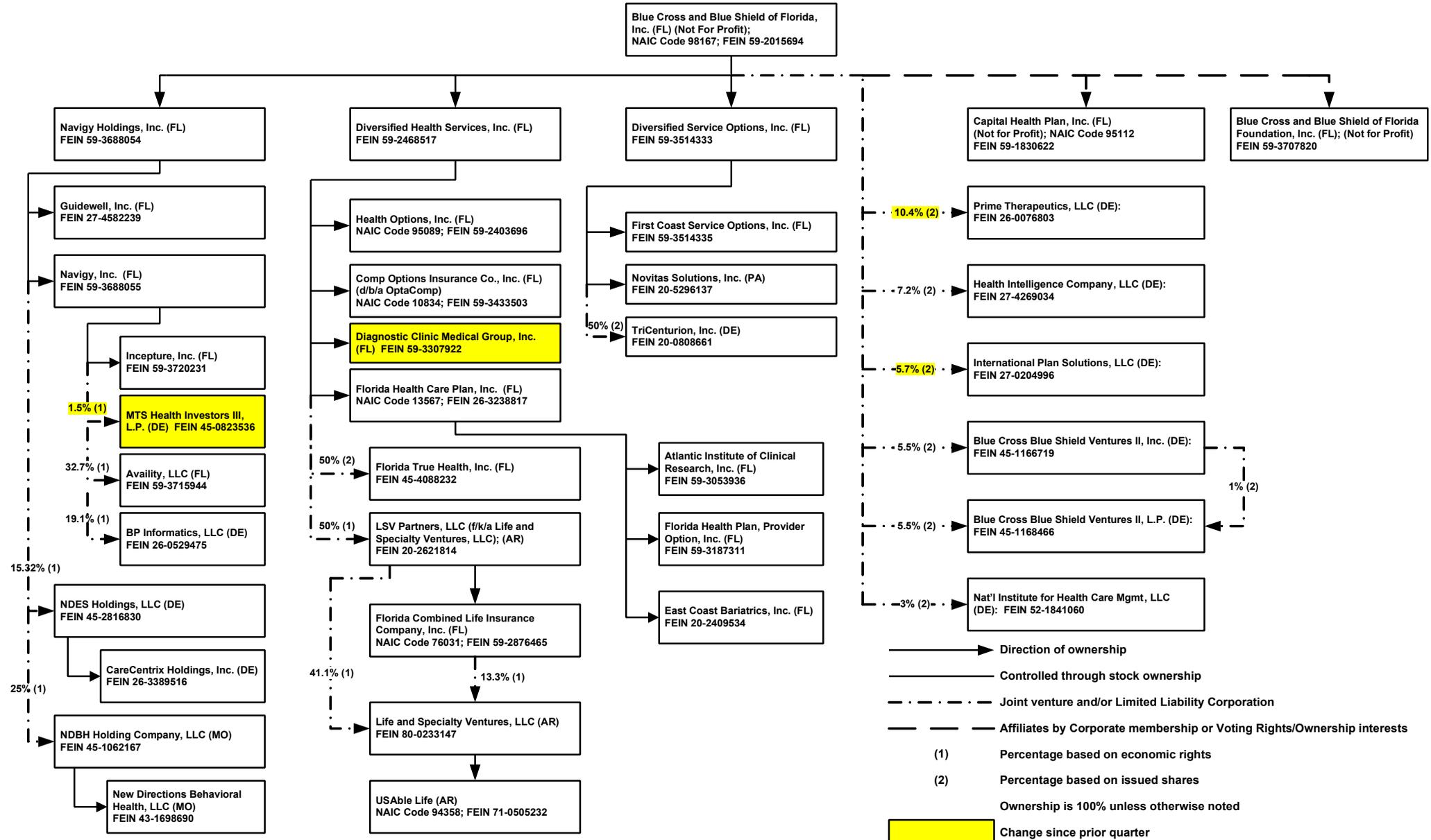
Based on residence, employment location or situs of contract, whichever is most appropriate.

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

(b) Column 4 should balance with Exhibit 1, Lines 6.4, 10.4 and 16.4, Cols. 8, 9, and 10, or with Schedule H, Part 1, Column 1, Line 1. Indicate which: Exhibit 1, Lines 6.4, 10.4 and 16.4, Cols. 8, 9 and 10

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

PART 1 – ORGANIZATIONAL CHART



**2012 ALPHABETICAL INDEX
LIFE ANNUAL STATEMENT BLANK**

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