

QUARTERLY STATEMENT
OF THE
Heritage Union Life Insurance Company

OF
Minneapolis
IN THE STATE OF
Minnesota
TO THE
INSURANCE DEPARTMENT
OF THE
STATE OF
AS OF
SEPTEMBER 30, 2011

2011

LIFE AND ACCIDENT AND HEALTH

2011



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011
OF THE CONDITION AND AFFAIRS OF THE

Heritage Union Life Insurance Company

NAIC Group Code 4213 (Current Period), 4213 (Prior Period) NAIC Company Code 62421 Employer's ID Number 41-0880965

Organized under the Laws of Minnesota, State of Domicile or Port of Entry Minnesota

Country of Domicile United States

Incorporated/Organized 11/22/1963 Commenced Business 06/23/1964

Statutory Home Office Fifth Ave Towers, 100 S 5th St Ste 1075, Minneapolis, MN 55402
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 187 Danbury Road, Riverview Bldg, 3rd FL, Wilton, CT 06897-4122 203-762-4400
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 187 Danbury Road, Riverview Bldg, 3rd FL, Wilton, CT 06897-4122
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 187 Danbury Road, Riverview Bldg, 3rd FL, Wilton, CT 06897-4122 203-762-4412
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.wiltonre.com

Statutory Statement Contact Michele Tracie Guertin 203-762-4412
(Name) (Area Code) (Telephone Number) (Extension)

mguertin@wiltonre.com 203-762-4413
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
<u>Chris C. Stroup #</u>	<u>Chairman, CEO and President</u>	<u>Raymond A. Eckert #</u>	<u>SVP, Client Services and Origination</u>
<u>Michael E. Fleitz #</u>	<u>SVP, Chief Financial Officer</u>	<u>Mark R. Sarlitto #</u>	<u>SVP, General Counsel and Secretary</u>

OTHER OFFICERS

<u>Enrico J. Treglia #</u>	<u>SVP and COO</u>	<u>Robert L. Buckner #</u>	<u>VP, Valuation Actuary</u>
<u>Michele T. Guertin #</u>	<u>VP, Controller and Treasurer</u>	<u>Cathleen M. Manka #</u>	<u>AVP, Tax Director</u>
<u>Patricia D. Harrigan #</u>	<u>VP and Assistant Secretary</u>		

DIRECTORS OR TRUSTEES

<u>Chris C. Stroup #</u>	<u>Enrico J. Treglia #</u>	<u>Raymond A. Eckert #</u>	<u>Michael E. Fleitz #</u>
<u>Mark R. Sarlitto #</u>	<u>Michael L. Greer #</u>		

State of Connecticut ss
County of Fairfield

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.

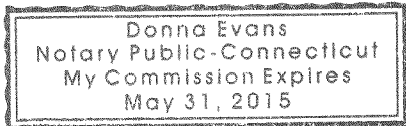
Chris C. Stroup Chairman, CEO and President
Michael E. Fleitz SVP, Chief Financial Officer
Mark R. Sarlitto SVP, General Counsel and Secretary

a. Is this an original filing? Yes No

b. If no,
1. State the amendment number 0
2. Date filed
3. Number of pages attached 0

Subscribed and sworn to before me this 7 day of November, 2011

Donna Evans
Donna Evans, Notary Public
May 31, 2015



STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Heritage Union Life Insurance Company

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	3,400,492	0	3,400,492	4,157,043
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$ 0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$ 0 encumbrances)	0	0	0	0
5. Cash (\$ 1,558,126), cash equivalents (\$ 0) and short-term investments (\$ 300,514)	1,858,640	0	1,858,640	2,193,712
6. Contract loans (including \$ 0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	0	0	0	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	5,259,132	0	5,259,132	6,350,755
13. Title plants less \$ 0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	32,680	0	32,680	66,899
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	0	0	0	3,066
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	2,400	0	2,400	16,890
17. Amounts receivable relating to uninsured plans	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	0	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ 0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	3,012,349	0	3,012,349	0
24. Health care (\$ 0) and other amounts receivable	0	0	0	0
25. Aggregate write-ins for other than invested assets	0	0	0	10,616
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	8,306,561	0	8,306,561	6,448,226
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	8,306,561	0	8,306,561	6,448,226
DETAILS OF WRITE-INS				
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Prepaid expenses	0	0	0	0
2502. Agent advances	0	0	0	0
2503. Other amounts receivable	0	0	0	10,616
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	0	0	0	10,616

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Heritage Union Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 46,167 less \$ 0 included in Line 6.3 (including \$ 0 Modco Reserve)	46,167	7,665
2. Aggregate reserve for accident and health contracts (including \$ 0 Modco Reserve)	0	(8)
3. Liability for deposit-type contracts (including \$ 0 Modco Reserve)	0	0
4. Contract claims:		
4.1 Life	788	3,396
4.2 Accident and health	0	141
5. Policyholders' dividends \$ 0 and coupons \$ 0 due and unpaid	0	0
6. Provision for policyholders' dividends and coupons payable in following calendar year—estimated amounts:		
6.1 Dividends apportioned for payment (including \$ 0 Modco)	0	0
6.2 Dividends not yet apportioned (including \$ 0 Modco)	0	0
6.3 Coupons and similar benefits (including \$ 0 Modco)	0	0
7. Amount provisionally held for deferred dividend policies not included in Line 6	0	0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ 0 discount; including \$ 0 accident and health premiums	0	0
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts	0	0
9.2 Provision for experience rating refunds, including \$ 0 accident and health experience rating refunds	0	0
9.3 Other amounts payable on reinsurance, including \$ 0 assumed and \$ 13,000 ceded	13,000	38,137
9.4 Interest Maintenance Reserve	128,852	110,227
10. Commissions to agents due or accrued—life and annuity contracts \$ 0 accident and health \$ 0 and deposit-type contract funds \$ 0	0	0
11. Commissions and expense allowances payable on reinsurance assumed	0	0
12. General expenses due or accrued	0	35,220
13. Transfers to Separate Accounts due or accrued (net) (including \$ 0 accrued for expense allowances recognized in reserves, net of reinsured allowances)	0	0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	0	0
15.1 Current federal and foreign income taxes, including \$ 0 on realized capital gains (losses)	(231,981)	0
15.2 Net deferred tax liability	0	0
16. Unearned investment income	0	0
17. Amounts withheld or retained by company as agent or trustee	0	0
18. Amounts held for agents' account, including \$ 0 agents' credit balances	0	0
19. Remittances and items not allocated	(1,828)	0
20. Net adjustment in assets and liabilities due to foreign exchange rates	0	0
21. Liability for benefits for employees and agents if not included above	0	0
22. Borrowed money \$ 0 and interest thereon \$ 0	0	0
23. Dividends to stockholders declared and unpaid	0	0
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	4,470	4,966
24.02 Reinsurance in unauthorized companies	0	0
24.03 Funds held under reinsurance treaties with unauthorized reinsurers	0	0
24.04 Payable to parent, subsidiaries and affiliates	0	0
24.05 Drafts outstanding	0	0
24.06 Liability for amounts held under uninsured plans	0	0
24.07 Funds held under coinsurance	0	0
24.08 Derivatives	0	0
24.09 Payable for securities	0	0
24.10 Payable for securities lending	0	0
24.11 Capital notes \$ 0 and interest thereon \$ 0	0	0
25. Aggregate write-ins for liabilities	0	0
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	(40,532)	199,744
27. From Separate Accounts statement	0	0
28. Total liabilities (Lines 26 and 27)	(40,532)	199,744
29. Common capital stock	2,500,004	2,500,004
30. Preferred capital stock	0	0
31. Aggregate write-ins for other than special surplus funds	0	0
32. Surplus notes	0	0
33. Gross paid in and contributed surplus	16,962,478	13,962,479
34. Aggregate write-ins for special surplus funds	0	0
35. Unassigned funds (surplus)	(11,115,389)	(10,214,002)
36. Less treasury stock, at cost:		
36.1 0 shares common (value included in Line 29 \$ 0)	0	0
36.2 0 shares preferred (value included in Line 30 \$ 0)	0	0
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$ 0 in Separate Accounts Statement)	5,847,089	3,748,477
38. Totals of Lines 29, 30 and 37	8,347,093	6,248,481
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	8,306,561	6,448,225
DETAILS OF WRITE-INS		
2501.	0	0
2502.	0	0
2503.	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	0	0
3101.	0	0
3102.	0	0
3103.	0	0
3198. Summary of remaining write-ins for Line 31 from overflow page	0	0
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)	0	0
3401.	0	0
3402.	0	0
3403.	0	0
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	0	0

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year Year to Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	12,791	11,826	17,755
2. Considerations for supplementary contracts with life contingencies	0	0	0
3. Net investment income	110,726	189,750	233,337
4. Amortization of Interest Maintenance Reserve (IMR)	20,060	4,552	16,762
5. Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6. Commissions and expense allowances on reinsurance ceded	20,031	324,691	347,491
7. Reserve adjustments on reinsurance ceded	0	0	0
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	0	0	0
8.2 Charges and fees for deposit-type contracts	0	0	0
8.3 Aggregate write-ins for miscellaneous income	0	1,827	2,597
9. Totals (Lines 1 to 8.3)	163,608	532,646	617,942
10. Death benefits	788	0	2,387
11. Matured endowments (excluding guaranteed annual pure endowments)	0	0	0
12. Annuity benefits	0	0	0
13. Disability benefits and benefits under accident and health contracts	0	0	105
14. Coupons, guaranteed annual pure endowments and similar benefits	0	0	0
15. Surrender benefits and withdrawals for life contracts	0	0	0
16. Group conversions	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds	0	0	0
18. Payments on supplementary contracts with life contingencies	0	0	0
19. Increase in aggregate reserves for life and accident and health contracts	34,973	6,561	4,069
20. Totals (Lines 10 to 19)	35,761	6,561	6,561
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	85,083	73,014	120,006
22. Commissions and expense allowances on reinsurance assumed	0	0	0
23. General insurance expenses	1,243,855	2,203,118	3,011,723
24. Insurance taxes, licenses and fees, excluding federal income taxes	169,159	88,204	233,976
25. Increase in loading on deferred and uncollected premiums	0	0	0
26. Net transfers to or (from) Separate Accounts net of reinsurance	0	0	0
27. Aggregate write-ins for deductions	0	0	0
28. Totals (Lines 20 to 27)	1,533,858	2,370,897	3,372,266
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(1,370,250)	(1,838,251)	(2,754,324)
30. Dividends to policyholders	0	0	0
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	(1,370,250)	(1,838,251)	(2,754,324)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(231,981)	0	0
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)	(1,138,269)	(1,838,251)	(2,754,324)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 0 (excluding taxes of \$ 0 transferred to the IMR)	0	0	0
35. Net income (Line 33 plus Line 34)	(1,138,269)	(1,838,251)	(2,754,324)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	6,248,480	9,160,259	9,160,260
37. Net income (Line 35)	(1,138,269)	(1,838,251)	(2,754,324)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0	0	0	0
39. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40. Change in net deferred income tax	0	643,349	(8,311,717)
41. Change in nonadmitted assets	236,386	(907,127)	8,153,083
42. Change in liability for reinsurance in unauthorized companies	0	0	0
43. Change in reserve on account of change in valuation basis, (increase) or decrease	0	0	0
44. Change in asset valuation reserve	497	837	1,178
45. Change in treasury stock	0	0	0
46. Surplus (contributed to) withdrawn from Separate Accounts during period	0	0	0
47. Other changes in surplus in Separate Accounts Statement	0	0	0
48. Change in surplus notes	0	0	0
49. Cumulative effect of changes in accounting principles	0	0	0
50. Capital changes:			
50.1 Paid in	0	0	0
50.2 Transferred from surplus (Stock Dividend)	0	0	0
50.3 Transferred to surplus	0	0	0
51. Surplus adjustment:			
51.1 Paid in	3,000,000	0	0
51.2 Transferred to capital (Stock Dividend)	0	0	0
51.3 Transferred from capital	0	0	0
51.4 Change in surplus as a result of reinsurance	0	0	0
52. Dividends to stockholders	0	0	0
53. Aggregate write-ins for gains and losses in surplus	0	0	0
54. Net change in capital and surplus (Lines 37 through 53)	2,098,614	(2,101,192)	(2,911,780)
55. Capital and surplus as of statement date (Lines 36 + 54)	8,347,094	7,059,067	6,248,480
DETAILS OF WRITE-INS			
08.301. Commission income	0	1,827	0
08.302. Miscellaneous income	0	0	2,597
08.303.	0	0	0
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	0	1,827	2,597
2701.	0	0	0
2702.	0	0	0
2703.	0	0	0
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	0	0	0
5301.	0	0	0
5302.	0	0	0
5303.	0	0	0
5398. Summary of remaining write-ins for Line 53 from overflow page	0	0	0
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	15,857	10,736	14,689
2. Net investment income	150,737	299,267	336,601
3. Miscellaneous income	34,521	269,257	433,047
4. Total (Lines 1 to 3)	201,115	579,260	784,337
5. Benefit and loss related payments	0	0	(18,295)
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	1,533,317	2,364,336	3,350,590
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	0	0	0
10. Total (Lines 5 through 9)	1,533,317	2,364,336	3,332,295
11. Net cash from operations (Line 4 minus Line 10)	(1,332,202)	(1,785,076)	(2,547,958)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,340,168	2,353,467	3,490,215
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,340,168	2,353,467	3,490,215
13. Cost of investments acquired (long-term only):			
13.1 Bonds	550,995	0	318,968
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	126,990
13.7 Total investments acquired (Lines 13.1 to 13.6)	550,995	0	445,958
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	789,173	2,353,467	3,044,257
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	(1)	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	207,957	(419,750)	(203,324)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	207,956	(419,750)	(203,324)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(335,073)	148,641	292,975
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	2,193,712	1,900,737	1,900,737
19.2 End of period (Line 18 plus Line 19.1)	1,858,639	2,049,378	2,193,712

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1. Industrial life	0	0	0
2. Ordinary life insurance	2,309,541	2,522,394	3,477,392
3. Ordinary individual annuities	9,350	14,610	22,874
4. Credit life (group and individual)	0	0	0
5. Group life insurance	0	0	0
6. Group annuities	0	0	0
7. A & H - group	0	0	0
8. A & H - credit (group and individual)	0	0	0
9. A & H - other	0	2,704	4,604
10. Aggregate of all other lines of business	0	0	0
11. Subtotal	2,318,891	2,539,708	3,504,870
12. Deposit-type contracts	0	0	0
13. Total	2,318,891	2,539,708	3,504,870
DETAILS OF WRITE-INS			
1001.	0	0	0
1002.	0	0	0
1003.	0	0	0
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0

NOTES TO FINANCIAL STATEMENTS

1 Summary of Significant Accounting Practices

No change

2 Accounting Changes and Corrections of Errors

No change

3 Business Combinations and Goodwill

No change

4 Discontinued Operations

No change

5 Investments

No change

6 Joint Ventures, Partnerships and Limited Liability Companies

No change

7 Investment Income

No change

8 Derivative Instruments

No change

9 Income Taxes

A-E No change

F. As a result of the July 1, 2011 sale to Wilton Reassurance Company, the Company will become part of a consolidated Federal income tax return with its parent Wilton Reassurance Company. The companies included in the consolidated return are:

Wilton Reassurance Company

Wilton Reassurance Life Company of New York

Texas Life Insurance Company

Heritage Union Life Insurance Company

10 Information Concerning Parent, Subsidiaries and Affiliates

On May 17, Heritage Union LLC ("HUC"), Heritage Union Life Insurance Company's ("HULIC" or the "Company") parent, entered into a definitive purchase agreement to sell all of HUC's shares to Wilton Reassurance Company ("Wilton Re"), a Minnesota domestic life insurance company. To facilitate the transaction, HULIC requested approval from the Arizona Department of Insurance and the Minnesota Department of Commerce ("DOI") to redomesticate the Company from the State of Arizona to the State of Minnesota. On June 30, 2011 the DOI approved the redomestication. On July 1, 2011 Wilton Re acquired all of HUC's shares and became the Company's ultimate parent.

On September 30, 2011, the Company recorded a \$3 million receivable from its parent for a capital contribution. This receivable was paid on October 17, 2011.

11 Debt

No change

NOTES TO FINANCIAL STATEMENTS

12 Retirement Plans, Deferred Compensation, Post Employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No change

13 Capital and Surplus and Shareholder Dividend restrictions

No change

14 Contingent Liabilities

No change

15 Leases

No change

16 Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk.

No change

17 Sale, Transfer of Financial Assets and Extinguishments of Liabilities

c. Wash Sales

The Company did not incur any wash sales during the statement period.

18 Gain or Loss from Uninsured Accident and Health Plans and the Uninsured Portion of Partially Insured Plans

No change

19 Direct Premiums Written by Managing General Agent/Third Party Administrator

No change

20. Fair Value Measurement

A. (1) The Company has no liabilities and no assets that are measured and reported at fair value in the statement of financial position.

(2)-(3)-(4) The company does not have any assets measured at fair value using significant unobservable inputs (Level 3) for the period ended September 30, 2011.

B. This disclosure was removed by the Statutory Accounting Principles Working Group in December 2010.

C. The carrying values and fair values of the Company's financial instruments are as follows:

	September 30, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets:				
Bonds	\$3,400,492	\$3,690,540	\$4,157,042	\$4,416,164
Cash and short-term investments	\$1,858,640	\$1,858,640	\$2,193,712	\$2,193,712

NOTES TO FINANCIAL STATEMENTS

21. Other Items

No change

22. Events Subsequent

None

23 Reinsurance

No change

24 Retrospectively Rated Contracts & contracts subject to Redetermination

No change

25 Changes in Incurred Losses and Claim Adjustment Expenses

The company did not incur losses and claim adjustment expenses during the statement period.

26 Intercompany Pooling Arrangements

No change

27 Structured Settlements

No change

28 Health Care Receivables

No change

29 Participating Policies

No change

30 Premium Deficiency Reserves

No change

31 Reserves for Life Contracts and Deposit-Type Contracts

No change

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

No change

33 Premiums and Annuity Considerations Deferred and Uncollected

No change

34 Separate Accounts

No change

35 Loss and Claim Adjustment Expenses

No change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes No
- 1.2 If yes, has the report been filed with the domiciliary state? Yes No
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes No
- 2.2 If yes, date of change: 06/30/2011
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes No
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes No
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes No NA
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/24/2011
- 6.4 By what department or departments?
Arizona.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes No NA
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes No NA
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes No
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes No
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes No
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
Lehman Brothers Holdings, Inc. and Subsidiaries	New York, NY	No	No	Yes	No	No

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
.....
- 9.2 Has the code of ethics for senior managers been amended? Yes No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 3,000,000

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
.....
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
13. Amount of real estate and mortgages held in short-term investments: \$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:
- | | 1 | | 2 | |
|--|---|--|--|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | | Current Quarter
Book/Adjusted
Carrying Value | |
| 14.21 Bonds | \$ 0 | | \$ 0 | |
| 14.22 Preferred Stock | \$ 0 | | \$ 0 | |
| 14.23 Common Stock | \$ 0 | | \$ 0 | |
| 14.24 Short-Term Investments | \$ 0 | | \$ 0 | |
| 14.25 Mortgage Loans on Real Estate | \$ 0 | | \$ 0 | |
| 14.26 All Other | \$ 0 | | \$ 0 | |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal
Lines 14.21 to 14.26) | \$ 0 | | \$ 0 | |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ 0 | | \$ 0 | |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?.....

Yes No

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

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon.....	Pittsburgh, PA.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes No

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

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

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

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

Yes No

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - LIFE & HEALTH

1

Amount

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

1.1 Long-Term Mortgages In Good Standing		
1.11 Farm Mortgages	\$	0
1.12 Residential Mortgages	\$	0
1.13 Commercial Mortgages	\$	0
1.14 Total Mortgages in Good Standing	\$	0
1.2 Long-Term Mortgages In Good Standing with Restructured Terms		
1.21 Total Mortgages in Good Standing with Restructured Terms	\$	0
1.3 Long-Term Mortgages Loans upon which Interest is Overdue more than Three Months		
1.31 Farm Mortgages	\$	0
1.32 Residential Mortgages	\$	0
1.33 Commercial Mortgages	\$	0
1.34 Total Mortgages with Interest Overdue more than Three Months	\$	0
1.4 Long-Term Mortgages Loans in Process of Foreclosure		
1.41 Farm Mortgages	\$	0
1.42 Residential Mortgages	\$	0
1.43 Commercial Mortgages	\$	0
1.44 Total Mortgages in Process of Foreclosure	\$	0
1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$	0
1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter		
1.61 Farm Mortgages	\$	0
1.62 Residential Mortgages	\$	0
1.63 Commercial Mortgages	\$	0
1.64 Total Mortgages Foreclosed and Transferred to Real Estate	\$	0
2. Operating Percentages:		
2.1 A&H loss percent		0.0%
2.2 A&H cost containment percent		0.0%
2.3 A&H expense percent excluding cost containment expenses		0.0%
3.1 Do you act as a custodian for health savings accounts?	Yes [] No [X]	
3.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$	0
3.3 Do you act as an administrator for health savings accounts?	Yes [] No [X]	
3.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$	0

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Heritage Union Life Insurance Company

SCHEDULE T—PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Direct Business Only						
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, 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	28,197	0	0	0	28,197	0
2. Alaska	AK	L	5,923	0	0	0	5,923	0
3. Arizona	AZ	L	73,508	275	0	0	73,783	0
4. Arkansas	AR	L	4,166	0	0	0	4,166	0
5. California	CA	L	340,115	0	0	0	340,115	0
6. Colorado	CO	L	99,292	0	0	0	99,292	0
7. Connecticut	CT	L	4,771	0	0	0	4,771	0
8. Delaware	DE	L	1,301	0	0	0	1,301	0
9. District of Columbia	DC	L	5,431	0	0	0	5,431	0
10. Florida	FL	L	107,668	3,000	0	0	110,668	0
11. Georgia	GA	L	48,485	0	0	0	48,485	0
12. Hawaii	HI	N	761	0	0	0	761	0
13. Idaho	ID	L	5,875	0	0	0	5,875	0
14. Illinois	IL	L	156,993	0	0	0	156,993	0
15. Indiana	IN	L	58,541	4,000	0	0	62,541	0
16. Iowa	IA	L	35,214	0	0	0	35,214	0
17. Kansas	KS	L	36,873	0	0	0	36,873	0
18. Kentucky	KY	L	6,511	0	0	0	6,511	0
19. Louisiana	LA	L	10,052	0	0	0	10,052	0
20. Maine	ME	N	491	0	0	0	491	0
21. Maryland	MD	L	20,422	0	0	0	20,422	0
22. Massachusetts	MA	L	3,297	0	0	0	3,297	0
23. Michigan	MI	L	15,569	0	0	0	15,569	0
24. Minnesota	MN	L	77,232	0	0	0	77,232	0
25. Mississippi	MS	L	10,408	0	0	0	10,408	0
26. Missouri	MO	L	61,065	225	0	0	61,290	0
27. Montana	MT	L	10,013	0	0	0	10,013	0
28. Nebraska	NE	L	23,987	0	0	0	23,987	0
29. Nevada	NV	L	24,112	0	0	0	24,112	0
30. New Hampshire	NH	N	990	0	0	0	990	0
31. New Jersey	NJ	N	4,369	0	0	0	4,369	0
32. New Mexico	NM	L	36,735	0	0	0	36,735	0
33. New York	NY	N	5,891	0	0	0	5,891	0
34. North Carolina	NC	L	64,375	0	0	0	64,375	0
35. North Dakota	ND	L	21,885	0	0	0	21,885	0
36. Ohio	OH	L	40,831	0	0	0	40,831	0
37. Oklahoma	OK	L	17,154	0	0	0	17,154	0
38. Oregon	OR	L	23,854	0	0	0	23,854	0
39. Pennsylvania	PA	L	14,223	0	0	0	14,223	0
40. Rhode Island	RI	N	3,217	0	0	0	3,217	0
41. South Carolina	SC	L	45,531	0	0	0	45,531	0
42. South Dakota	SD	L	50,625	700	0	0	51,325	0
43. Tennessee	TN	L	25,821	0	0	0	25,821	0
44. Texas	TX	L	88,921	0	0	0	88,921	0
45. Utah	UT	L	27,057	0	0	0	27,057	0
46. Vermont	VT	N	790	0	0	0	790	0
47. Virginia	VA	L	28,667	0	0	0	28,667	0
48. Washington	WA	L	79,398	0	0	0	79,398	0
49. West Virginia	WV	L	2,255	0	0	0	2,255	0
50. Wisconsin	WI	L	431,951	1,150	0	0	433,101	0
51. Wyoming	WY	L	10,804	0	0	0	10,804	0
52. American Samoa	AS	N	0	0	0	0	0	0
53. Guam	GU	N	0	0	0	0	0	0
54. Puerto Rico	PR	N	0	0	0	0	0	0
55. US Virgin Islands	VI	N	0	0	0	0	0	0
56. Northern Mariana Islands	MP	N	0	0	0	0	0	0
57. Canada	CN	N	0	0	0	0	0	0
58. Aggregate Other Alien	OT	XXX	7,924	0	0	0	7,924	0
59. Subtotal	(a) 44		2,309,541	9,350	0	0	2,318,891	0
90. Reporting entity contributions for employee benefit plans	XXX		0	0	0	0	0	0
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX		0	0	0	0	0	0
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX		0	0	0	0	0	0
93. Premium or annuity considerations waived under disability or other contract provisions	XXX		11,171	0	0	0	11,171	0
94. Aggregate of other amounts not allocable by State	XXX		0	0	0	0	0	0
95. Totals (Direct Business)	XXX		2,320,712	9,350	0	0	2,330,062	0
96. Plus Reinsurance Assumed	XXX		0	0	0	0	0	0
97. Totals (All Business)	XXX		2,320,712	9,350	0	0	2,330,062	0
98. Less Reinsurance Ceded	XXX		2,307,921	9,350	0	0	2,317,271	0
99. Totals (All Business) less Reinsurance Ceded	XXX		12,791	0	0	0	12,791	0
DETAILS OF WRITE-INS								
5801. Aggregate other alien	XXX		7,924	0	0	0	7,924	0
5802.	XXX		0	0	0	0	0	0
5803.	XXX		0	0	0	0	0	0
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 + 5898)(Line 58 above)	XXX		7,924	0	0	0	7,924	0
9401.	XXX		0	0	0	0	0	0
9402.	XXX		0	0	0	0	0	0
9403.	XXX		0	0	0	0	0	0
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX		0	0	0	0	0	0
9499. Totals (Lines 9401 through 9403 + 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.

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

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART**

	<u>FEIN</u>	<u>NAIC</u>	<u>STATE</u>
Wilton Re Holdings Limited	98-0473388		
--Wilton Reinsurance Bermuda Limited	98-0473393	AA-3190878	
--Wilton Re U.S. Holdings, Inc.	32-0132101		
----Wilton Re Services, Inc.	32-0132104		
----Wilton Reassurance Company	41-1760577	66133	MN
----- Texas Life Insurance Company	74-0940890	69396	TX
-----Wilton Reassurance Life Company of New York	94-1516991	60704	NY
-----Redding Re Holdings, LLC	43-2090153		
-----Redding Reassurance Company	43-2090144		SC
-----Heritage Union Life Insurance Company(Acquired July 1, 2011)	41-0880965	62421	MN
-----Dunmore, LLC	27-5384846		DE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES








The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

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

Explanation:

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

Bar Code:

1.	 6 2 4 2 1 2 0 1 1 4 9 0 0 0 0 0 3
2.	 6 2 4 2 1 2 0 1 1 3 6 5 0 0 0 0 3
3.	 6 2 4 2 1 2 0 1 1 4 4 5 0 0 0 0 3
4.	 6 2 4 2 1 2 0 1 1 4 4 6 0 0 0 0 3
5.	 6 2 4 2 1 2 0 1 1 4 4 7 0 0 0 0 3
6.	 6 2 4 2 1 2 0 1 1 4 4 8 0 0 0 0 3
7.	 6 2 4 2 1 2 0 1 1 4 4 9 0 0 0 0 3

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7+8-9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	4,157,042	7,223,188
2. Cost of bonds and stocks acquired	550,995	318,968
3. Accrual of discount	839	1,600
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	38,414	126,990
6. Deduct consideration for bonds and stocks disposed of	1,340,168	3,490,215
7. Deduct amortization of premium	6,630	23,489
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,400,492	4,157,042
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	3,400,492	4,157,042

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Heritage Union Life Insurance Company

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	3,852,067	0	0	0	4,288,017	3,852,067	3,852,067	4,221,924
2. Class 2 (a)	0	0	0	0	0	0	0	0
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	3,852,067	0	0	0	4,288,017	3,852,067	3,852,067	4,221,924
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	3,852,067	0	0	0	4,288,017	3,852,067	3,852,067	4,221,924

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

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	300,514	XXX	300,514	35	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	64,881	692,683
2. Cost of short-term investments acquired	1,025,644	1,820,544
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	790,011	2,448,346
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	300,514	64,881
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	300,514	64,881

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B- Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Sch. DB - Pt. A - Sn. 1 - Footnote (a)

NONE

Schedule DB - Part B - Section 1

NONE

Sch. DB - Pt. B - Sn. 1 - Footnotes

NONE

Schedule DB - Part D

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Heritage Union Life Insurance Company

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Wachovia - Operating		0.000	0	0	0	101,209	43,602	XXX
Wachovia - 0677	Richmond, VA	0.000	0	0	8,282	7,737	9,723	XXX
Wachovia - 0680	Richmond, VA	0.000	0	0	0	0	0	XXX
Wachovia - 7731	Richmond, VA	0.000	0	0	(600)	(718)	(554)	XXX
Wachovia - 7744	Richmond, VA	0.000	0	0	39,780	39,772	39,793	XXX
Wachovia - 9755	Richmond, VA	0.000	0	0	188,085	38,109	38,109	XXX
Wachovia - 9632	Richmond, VA	0.000	0	0	29,539	40,691	51,810	XXX
Wachovia - 9616	Richmond, VA	0.000	0	0	11,259	11,191	11,191	XXX
Wachovia - 9929	Richmond, VA	0.000	0	0	126	38	65	XXX
US Bank (AZ)	Arizona	0.000	0	0	7,655	7,655	7,655	XXX
Capital One Bank (LA)	Louisiana	0.000	0	0	20,000	20,000	20,000	XXX
US Bank (GA)	Georgia	0.000	0	0	1,072	1,072	1,072	XXX
US Bank (NC)	North Carolina	0.000	0	0	4,250	4,250	4,250	XXX
Citi Bank (MA)	Massachusetts	0.000	0	0	115,456	115,456	115,456	XXX
Suntrust (VA)	Virginia	0.000	0	0	29,352	29,352	29,352	XXX
Citi Bank (Guam)	Guam	0.000	0	0	72,449	72,449	72,449	XXX
Florida Treasury Cash Deposit Trust Fund	Florida	0.000	0	0	514,153	514,153	514,153	XXX
Mellon Cash	Pittsburgh, PA	0.000	0	0	500,000	500,000	500,000	XXX
Bank of Albuquerque (NM)	New Mexico	0.000	0	0	100,000	100,000	100,000	XXX
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999 Totals - Open Depositories	XXX	XXX	0	0	1,640,858	1,602,416	1,558,126	XXX
0399999 Total Cash on Deposit	XXX	XXX	0	0	1,640,858	1,602,416	1,558,126	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999 Total	XXX	XXX	0	0	1,640,858	1,602,416	1,558,126	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0