



QUARTERLY STATEMENT

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

TEXAS LIFE INSURANCE COMPANY

NAIC Group Code 4213 (Current Period), 4213 (Prior Period) NAIC Company Code 69396 Employer's ID Number 74-0940890

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

Country of Domicile United States

Incorporated/Organized 01/09/1901 Commenced Business 04/01/1901

Statutory Home Office 900 Washington Avenue, Waco, TX 76701
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 900 Washington Avenue, Waco, TX 76701 254-752-6521
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address P O Box 830, Waco, TX 76703-0830
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 900 Washington Avenue, Waco, TX 76701 254-745-6360
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.texaslife.com

Statutory Statement Contact Dalila Noyola Richter 254-745-6360
(Name) (Area Code) (Telephone Number) (Extension)

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(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
<u>Steven Timothy Cates</u>	<u>President, CEO</u>	<u>Paul Ellis Anderson</u>	<u>Vice President, General Counsel & Secretary</u>
<u>Dennis Eugene Harms</u>	<u>Vice President, Chief Financial Officer</u>		

OTHER OFFICERS

<u>Paul Ellis Anderson</u>	<u>Vice President</u>	<u>Joseph Barclay Cole</u>	<u>Vice President</u>
<u>Dennis Eugene Harms</u>	<u>Vice President</u>	<u>Bradley Dowe Kendrick #</u>	<u>Vice President</u>
<u>George Harold Miller</u>	<u>Vice President</u>	<u>Steven Ray Worley</u>	<u>Vice President</u>

DIRECTORS OR TRUSTEES

<u>Mark Raymond Sarlitto</u>	<u>Robert Louis Beisenherz</u>	<u>Steven Timothy Cates</u>	<u>Michael Elliott Fleitz</u>
<u>Michael Leonard Greer Jr #</u>	<u>Chris Conrad Stroup</u>	<u>Steven Ray Worley #</u>	

State of Texas ss
County of McLennan

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.

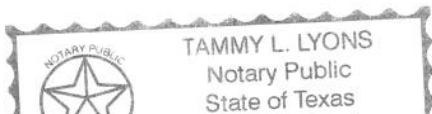
Steven Timothy Cates
President, CEO

Dennis Eugene Harms
Vice President, Chief Financial Office

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 _____

Subscribed and sworn to before me this
12th day of August, 2011
Tammy L Lyons
Tammy L Lyons, Senior Associate-Accounting
11/08/2013



STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS 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	660,387,744		660,387,744	654,238,544
2. Stocks:				
2.1 Preferred stocks	6,312,079		6,312,079	6,410,058
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)	1,739,030		1,739,030	1,762,272
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 6,527,602), cash equivalents (\$) and short-term investments (\$ 26,306,588)	32,834,190		32,834,190	32,882,092
6. Contract loans (including \$ premium notes)	35,340,261		35,340,261	35,356,410
7. Derivatives				
8. Other invested assets	12,325,650		12,325,650	968,017
9. Receivables for securities	1,488,161		1,488,161	334,587
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	750,427,115		750,427,115	731,951,980
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	7,386,558		7,386,558	7,262,891
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,359,620	2,395,299	(35,679)	549,193
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	7,852,574		7,852,574	7,484,107
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	7,403,379		7,403,379	6,009,031
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	506,991		506,991	3,582,099
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	39,663,664	18,177,830	21,485,834	21,854,493
19. Guaranty funds receivable or on deposit	670,849		670,849	285,756
20. Electronic data processing equipment and software	291,180		291,180	301,448
21. Furniture and equipment, including health care delivery assets (\$)	56,106	12,035	44,071	57,452
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	517,230	152,325	364,905	259,376
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	817,135,266	20,737,489	796,397,777	779,597,826
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	817,135,266	20,737,489	796,397,777	779,597,826
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. MetLife Admin Charges	360,905		360,905	259,376
2502. Miscellaneous Items	156,325	152,325	4,000	
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	517,230	152,325	364,905	259,376

STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS LIFE INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$682,653,017 less \$included in Line 6.3 (including \$234,492,810 Modco Reserve)	682,653,017	664,249,941
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)	17,236	18,464
3. Liability for deposit-type contracts (including \$ Modco Reserve)	3,645,464	3,213,109
4. Contract claims:		
4.1 Life	10,271,873	11,620,023
4.2 Accident and health	2,000	2,000
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year—estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ (409,833) Modco)	4,535,247	4,320,792
6.3 Coupons and similar benefits (including \$ 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 \$ discount; including \$ accident and health premiums	496,700	53,814
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$ accident and health experience rating refunds		
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ ceded		
9.4 Interest Maintenance Reserve	6,265,439	8,180,531
10. Commissions to agents due or accrued—life and annuity contracts \$238,249 accident and health \$ and deposit-type contract funds \$	238,248	458,812
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	4,051,604	5,546,401
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	1,586,693	1,212,827
15.1 Current federal and foreign income taxes, including \$295,305 on realized capital gains (losses)	3,717,103	10,424,088
15.2 Net deferred tax liability		
16. Unearned investment income	1,279,709	1,370,064
17. Amounts withheld or retained by company as agent or trustee	303,195	393,098
18. Amounts held for agents' account, including \$ agents' credit balances		33,384
19. Remittances and items not allocated	952,940	681,015
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above	1,321,932	1,305,964
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	2,659,788	1,848,202
24.02 Reinsurance in unauthorized companies		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers		
24.04 Payable to parent, subsidiaries and affiliates		
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance		
24.08 Derivatives		
24.09 Payable for securities	111,729	
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	11,210,640	11,599,591
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	735,320,557	726,532,120
27. From Separate Accounts statement		
28. Total liabilities (Lines 26 and 27)	735,320,557	726,532,120
29. Common capital stock	3,177,360	3,177,360
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes		
33. Gross paid in and contributed surplus	1,000,000	1,000,000
34. Aggregate write-ins for special surplus funds	23,541,187	32,794,499
35. Unassigned funds (surplus)	34,682,513	17,417,687
36. Less treasury stock, at cost:		
36.122,064 shares common (value included in Line 29 \$99,288)	1,323,840	1,323,840
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$ in Separate Accounts Statement) ...	57,899,860	49,888,346
38. Totals of Lines 29, 30 and 37	61,077,220	53,065,706
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	796,397,777	779,597,826
DETAILS OF WRITE-INS		
2501. Miscellaneous Other Liabilities	209,165	241,322
2502. Investment Income Due & Deferred-Modco	246,975	248,660
2503. Due & Deferred Premiums-ModCo	10,754,500	11,109,609
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	11,210,640	11,599,591
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401. Reserve for Contingencies	1,000,000	1,000,000
3402. Unamortized Gain-ModCo	10,111,655	17,224,837
3403. Additional admitted deferred tax assets	12,429,532	14,569,662
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	23,541,187	32,794,499

STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS LIFE INSURANCE COMPANY

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	66,999,524	55,882,292	117,292,739
2. Considerations for supplementary contracts with life contingencies	250,286		
3. Net investment income	23,034,183	22,061,220	44,542,107
4. Amortization of Interest Maintenance Reserve (IMR)	524,835	112,934	794,423
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	4,130,141	9,624,590	16,935,614
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	1,152,528	910,778	2,008,838
9. Totals (Lines 1 to 8.3)	96,091,497	88,591,814	181,573,721
10. Death benefits	19,411,606	17,405,366	37,281,013
11. Matured endowments (excluding guaranteed annual pure endowments)	84,542	54,416	83,502
12. Annuity benefits	723,285	765,243	1,144,843
13. Disability benefits and benefits under accident and health contracts	38,651	41,796	78,397
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	5,222,449	5,533,865	10,081,575
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	128,652	70,545	7,091
18. Payments on supplementary contracts with life contingencies	224,220	288,758	592,970
19. Increase in aggregate reserves for life and accident and health contracts	18,401,848	18,816,707	41,162,166
20. Totals (Lines 10 to 19)	44,235,253	42,976,696	90,431,557
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	20,283,062	17,820,602	36,644,269
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	10,166,866	8,507,929	21,940,867
24. Insurance taxes, licenses and fees, excluding federal income taxes	2,864,710	2,591,113	5,082,178
25. Increase in loading on deferred and uncollected premiums	39,597	281,628	257,097
26. Net transfers to or (from) Separate Accounts net of reinsurance			
27. Aggregate write-ins for deductions			
28. Totals (Lines 20 to 27)	77,589,488	72,177,968	154,355,968
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	18,502,009	16,413,846	27,217,753
30. Dividends to policyholders	1,714,885	1,376,499	3,103,839
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	16,787,124	15,037,347	24,113,914
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	3,421,798	4,834,560	9,690,570
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)	13,365,326	10,202,787	14,423,344
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 295,305 (excluding taxes of \$ transferred to the IMR) (295,305) (1,886) (1,886)	(295,305)	(1,886)	(1,886)
35. Net income (Line 33 plus Line 34)	13,070,021	10,200,901	14,421,458
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	53,065,705	48,358,609	48,358,609
37. Net income (Line 35)	13,070,021	10,200,901	14,421,458
38. Change in net unrealized capital gains (losses) less capital gains tax of \$	356,913		
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(8,870,809)	143,074	753,585
41. Change in nonadmitted assets	9,294,776	16,308,727	15,664,061
42. Change in liability for reinsurance in unauthorized companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease			
44. Change in asset valuation reserve	(811,586)	(640,798)	(640,957)
45. Change in treasury stock			
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			(15,000,000)
53. Aggregate write-ins for gains and losses in surplus	(5,027,800)	(6,903,221)	(10,491,051)
54. Net change in capital and surplus (Lines 37 through 53)	8,011,515	19,108,683	4,707,096
55. Capital and surplus as of statement date (Lines 36 + 54)	61,077,220	67,467,292	53,065,705
DETAILS OF WRITE-INS			
08.301. Other Income	22,196	93,144	102,073
08.302. MetLife TPA Income	1,130,332	817,634	1,906,765
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	1,152,528	910,778	2,008,838
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)			
5301. Unamortized Gain-ModCo-Prior Year	(17,224,837)	(25,840,098)	(25,840,098)
5302. Unamortized Gain-ModCo-Current Year	10,111,655	20,812,667	17,224,837
5303. Additional Admitted Tax Asset	2,140,130	11,606,570	13,016,373
5398. Summary of remaining write-ins for Line 53 from overflow page	(54,748)	(13,482,360)	(14,892,163)
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	(5,027,800)	(6,903,221)	(10,491,051)

STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS LIFE INSURANCE COMPANY

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.....	68,148,663	56,679,946	115,863,885
2. Net investment income.....	23,440,353	21,424,047	44,372,105
3. Miscellaneous income.....	1,394,061	6,602,685	11,187,903
4. Total (Lines 1 to 3).....	92,983,077	84,706,678	171,423,893
5. Benefit and loss related payments.....	27,157,962	25,095,751	49,088,710
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	34,180,158	28,009,628	60,492,524
8. Dividends paid to policyholders.....	1,079,751	1,206,421	2,869,284
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	10,424,088	6,154,304	5,420,786
10. Total (Lines 5 through 9).....	72,841,959	60,466,104	117,871,304
11. Net cash from operations (Line 4 minus Line 10).....	20,141,118	24,240,574	53,552,589
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	30,482,657	121,684,409	184,740,741
12.2 Stocks.....	97,779		1,798,200
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.....		(1,886)	(1,867)
12.7 Miscellaneous proceeds.....		428,783	
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	30,580,436	122,111,306	186,537,074
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	32,233,697	147,827,890	212,462,783
13.2 Stocks.....		3,000,000	4,665,000
13.3 Mortgage loans.....			
13.4 Real estate.....	43,123	410,910	413,394
13.5 Other invested assets.....	11,000,000		
13.6 Miscellaneous applications.....	1,041,845		4,018,905
13.7 Total investments acquired (Lines 13.1 to 13.6).....	44,318,665	151,238,800	221,560,082
14. Net increase (or decrease) in contract loans and premium notes.....	(16,149)	(25,630)	96,199
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(13,722,080)	(29,101,864)	(35,119,207)
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.....	432,355	496,939	392,110
16.5 Dividends to stockholders.....			15,000,000
16.6 Other cash provided (applied).....	(6,899,294)	(1,733,353)	(5,136,619)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(6,466,939)	(1,236,414)	(19,744,509)
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).....	(47,901)	(6,097,704)	(1,311,127)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	32,882,091	34,490,625	34,193,218
19.2 End of period (Line 18 plus Line 19.1).....	32,834,190	28,392,921	32,882,091

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			
2. Ordinary life insurance	89,549,787	79,465,781	164,336,424
3. Ordinary individual annuities	91,808	57,047	81,795
4. Credit life (group and individual)			
5. Group life insurance	22,549	21,446	43,083
6. Group annuities	77,734	669,742	691,203
7. A & H - group			
8. A & H - credit (group and individual)			
9. A & H - other	1,772	2,029	4,179
10. Aggregate of all other lines of business			
11. Subtotal	89,743,650	80,216,045	165,156,684
12. Deposit-type contracts			
13. Total	89,743,650	80,216,045	165,156,684
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practice

Texas Life Insurance Company (the "Company"), domiciled in the State of Texas, prepares its statutory financial statements in accordance with accounting practices prescribed (or permitted) by the Texas Department of Insurance (the "Department").

The Department recognizes only statutory accounting practices prescribed (or permitted) by the State of Texas for determining and reporting the financial condition and results of operations of an insurance company and also for determining its solvency under the Texas Insurance Law. The National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* ("NAIC SAP"), has been adopted as a component of prescribed (or permitted) practices by the State of Texas, except it has retained the prescribed practices of the Texas Insurance Code and the Administrative Code. A reconciliation of the Company's capital and surplus between accounting practices prescribed and permitted by the Department and NAIC SAP is shown below:

Statutory capital and surplus-as reported	<u>6/30/2011</u> 61,077,220	<u>12/31/2010</u> 53,065,703
State prescribed practices:		
Admitted in Texas and non-admitted in		
NAIC-SAP-furniture & equipment	<u>(44,074)</u>	<u>(57,452)</u>
Statutory capital and surplus NAIC SAP	61,033,146	53,008,251

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

The preparation of financial statements in conformity with NAIC SAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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. Expenses incurred in connection with acquiring new insurance business, including acquisition costs such as reinsurance allowances, are charged to operations as incurred.

In addition, the Company follows these accounting policies:

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds not backed by other loans are stated at amortized cost in accordance with the valuation prescribed by the Department and the NAIC. For other than temporary impairments, the cost basis of the bond is written down to fair market value as a new cost basis and the amount of the write down is accounted for as a realized loss.
- (3) Common stocks are valued at market except that investments in the common stock of wholly owned subsidiaries and affiliates are carried on the equity basis.
- (4) Preferred stocks are stated at cost.
- (5) The Company does not have any mortgage loans on real estate.
- (6) Loan-backed securities are stated at either amortized cost or the lower of amortized cost or fair market 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) The Company has no investment in subsidiaries, controlled and affiliated companies that is not addressed in either 1C(3) or 1C(8).
- (8) The Company was a direct, wholly-owned subsidiary of Cova Corporation, a Missouri Company, ("Cova"), which in turn, was a direct, wholly-owned subsidiary of MetLife, Inc., a Delaware company ("MetLife").
Wilton Re Holdings Limited, a Bermuda company ("Wilton Re Holdings"), its direct-wholly owned subsidiary Wilton Re U.S. Holdings, Inc., a Delaware company ("Wilton Re US Holdings"), and Wilton Re U.S. Holdings' direct wholly-owned subsidiary Wilton Re Reassurance Company, a Minnesota domiciled life insurance company ("Wilton Reassurance") and collectively with Wilton Re Holdings and Wilton Re US Holdings, ("Wilton Re") acquired control of Texas Life on March 2, 2009. Under the terms of a Stock Purchase Agreement, dated October 28, 2008, by and between MetLife and Wilton Re US Holdings and a related Assignment Agreement, by and between Wilton Re US Holdings and Wilton Reassurance, Wilton Reassurance has acquired all of the issued and outstanding shares of capital stock of Cova, the direct parent of Texas Life. In addition, pursuant to the terms of an Agreement and Plan of Merger, dated March 2, 2009, by and between Cova and Wilton Reassurance, Cova has merged with and into Wilton Reassurance, with Wilton Reassurance remaining as the surviving entity and the parent of Texas Life.
- (9) The Company has no derivatives.
- (10) Currently, the Company does not anticipate investment income as a factor in the premium deficiency calculation.
- (11) Unpaid losses and loss adjustment expenses include an amount determined from individual case estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined. As mentioned above the accident and health component is relatively new and is not material to the overall business.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) The Company does not encounter any pharmaceutical rebate receivables in connection with its accident and health business.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

The Company did not have any accounting changes or corrections of errors in 2Q11 or 2010.

3. BUSINESS COMBINATIONS AND GOODWILL

No change since year-end 2010.

4. DISCONTINUED OPERATIONS

The Company did not have any discontinued operations.

5. INVESTMENTS

A. Mortgage Loans

The Company did not have investments in mortgage loans in 2Q11 or 2010.

B. Debt Restructuring

The Company did not have restructured debt in which the Company was a creditor in 2Q11 or 2010.

C. Reverse Mortgages

The Company did not have reverse mortgages in 2Q11 or 2010.

D. Loan-Backed Securities

The Texas Life portfolio is set up to use the retrospective book value recalculation method to value all loan-backed and structured securities.

NOTES TO FINANCIAL STATEMENTS

- (1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from BlackRock. All prepayment rates (CPR and PSA), as well as corresponding principal prepayment start and end dates, are provided by BlackRock Financial Management's prepayment modeling system.
- (2) All securities with a recognized other-than-temporary impairment are disclosed, in the aggregate, classified on the basis for the other-than-temporary impairment.
- (3) As of June 30, 2011, the Company, held no securities which had a recognized other-than-temporary-impairment on the basis that the present value of future cash flows expected to be collected is less than the amortized cost basis.
- (4) The following table shows gross unrealized losses and fair values of loan-backed securities aggregated by length of time that individual securities have been in continuous unrealized loss position June 30, 2011.

	Less than 12 months		12 months or more		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Loan-backed securities	\$23,376,710	\$(748,156)	\$8,155,070	\$(280,780)	\$31,531,780	\$(1,028,936)

- (5) All securities are reviewed, at least quarterly, to determine if an other-than-temporary impairment should be recognized and, if so, the reason for the impairment.

The Company closely monitors all assets that are trading at an unrealized loss of at least 10% or \$200,000, as well as all assets that have been in an unrealized loss position for six months or more.

For loan-backed securities, the categories of information considered when reaching conclusions as to whether impairments are not other-than-temporary may include the following: projected cash flows; pre-payment speeds; delinquency, default and severity rates; average borrower credit ratings; loan to value ratios; debt service coverage ratios; quality of the underlying collateral; cumulative losses in the underlying collateral pool; credit enhancement for the tranche owned and contractual allocation of losses to the tranche under varying circumstances; geographical distribution of collateral and expectations regarding general economic conditions, including home price appreciation and the effect of government programs on future cash flows.

Fair value estimates were available for all loan-backed securities. All loan-backed securities were evaluated for impairments.

E. Repurchase Agreements

The Company did not have repurchase agreements in 2Q11 or 2010.

F. Real Estate

Real Estate is reported at cost, less allowances for depreciation and encumbrances; foreclosed property is stated at the lower cost or estimated market value less encumbrances.

G. Investments in low-income housing tax credits (LHITC)

The Company did not have any LHITC investments in 2Q11 or 2010.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No change since year-end 2010.

7. INVESTMENT INCOME

No due and accrued income was excluded from investment income in 2Q11 or 2010.

8. DERIVATIVE INSTRUMENTS

The Company did not have investments in derivative instruments in 2Q11 or 2010.

9. INCOME TAXES

The Company did not have any significant changes since 2010.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

The Company did not have any significant changes since 2010.

11. DEBT

The Company had no capital notes or other debt outstanding as of 2Q11 or December 31, 2010.

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

A. Defined Benefit Plan

The Company did not have any significant changes since 2010.

B. Defined Contribution Plan

The Company no longer participates in a noncontributory defined benefit plan. The Company does sponsor a defined health care plan that provides postretirement medical insurance benefits beginning at age 65 to full-time employees who have worked 20 years and attained age 55 while in service with the Company. Effective March 2, 2009, this plan was discontinued for all but the vested employees.

C. Multiemployer Plans

Not applicable.

D. Consolidated/Holding Company Plans

Not Applicable.

E. Post-employment Benefits and Compensated Absences

Not applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not applicable.

NOTES TO FINANCIAL STATEMENTS

- (1) The Company has 800,000 shares authorized, 684,016 shares issued and outstanding. The par value per share is \$4.50.
- (2) The Company has no preferred stock outstanding.
- (3) The maximum amount of dividends which can be paid by Texas domestic insurance companies to shareholders in any twelve month period is subject to restrictions as per Section 823.107 of the Texas Insurance Code.
- (4) No dividends were paid in 2011 and a dividend in the amount of \$15,000,000 was paid on November 11, 2010.
- (5) The Company has no profits that may be paid as ordinary dividends to stockholders.
- (6) No restrictions have been placed on unassigned surplus funds.
- (7) There are no advances to surplus not repaid.
- (8) No stock is held by the Company for special purposes.
- (9) The Company has \$12,429,532 of special surplus funds in 2Q11 as a result of its election to admit such amount as additional deferred tax assets pursuant to the application of SSAP-10R, paragraph 10.e. The Company had \$14,569,662 of such special surplus funds in 2010. The Company has no surplus debentures outstanding.
- (10) The Company had \$10,111,655 and \$17,224,837 at 2Q11 and December 31, 2010 of unamortized gain associated with the Modified Coinsurance treaty entered into in 2009 with Wilton Reinsurance Bermuda LTD.
- (11) The Company has no Surplus Notes.
- (12) The Company has not had any quasi-reorganization.
- (13) The Company has no effective date of a quasi-reorganization.

14. CONTINGENCIES

A. Contingent Commitments

The Company is not aware of any material contingent commitments as of 2Q11 or December 31, 2010. The Company has committed no surplus funds to reserve for any contingent arrangements.

B. Assessments

During 2Q11 and 2010, there were no known material assessments that would have a material financial impact to the Company.

C. Gain Contingencies

There were no material gain contingencies recognized by the Company in 2Q11 or 2010.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

There were no claims-related extra contractual obligation and bad faith losses stemming from lawsuits.

E. All Other Contingencies

No significant change since year-end 2010.

15. LEASES

The Company has not entered into any leasing agreements as lessee which could have a material financial effect.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATION OF CREDIT RISK

The Company has no financial instruments with off-balance sheet risk or concentration of credit risk.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES.

A. Transfers of Receivables Reported as Sales

The Company did not have any transfers of receivables reported as sales during 2Q11 or 2010.

B. Transfer and Servicing of Financial Assets

The Company had no transactions involving the transfer and servicing of financial assets during 2Q11 or 2010.

C. Wash Sales

The Company did not have any wash sales during 2Q11 or 2010.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED A&H PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

Not applicable.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS.

No material direct premium in either 2Q11 or 2010.

20. FAIR VALUE MEASUREMENTS

A. (1) Fair Value Measurement on the Reporting Date

The Company has one asset (but no liabilities) that is measured and reported at fair value on the statement of financial position at June 30, 2011, and is shown as follows:

	Level 1	Level 2	Level 3	Total
Bonds				
Hybrid Securities				
Preferred Stock				
Other Invested Assets		\$ 11,356,913	\$ -	\$ 11,356,913
Total assets at fair value	\$ -	\$ 11,356,913	\$ -	\$ 11,356,913

(2) - (3) Fair Value Measurements in Level 3 of the Fair Value Hierarchy

The Company does not have any assets measured at fair value using significant unobservable inputs (Level 3).

(4) Other invested assets: the Guggenheim Partners Opportunistic Investment Grade Securities Fund, LLC is a private investment fund which is carried based on the Company's ownership percentage of the underlying investments' net asset value.

(5) The Company does not have any derivative assets or liabilities.

NOTES TO FINANCIAL STATEMENTS

B. This disclosure was removed by the Statutory Accounting Principles working group in December, 2010.

C. Disclosures about Fair Value of Financial Instruments

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

Assets/Liabilities	30-Jun-11		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets:				
Bonds	\$ 660,387,744	\$ 716,427,556	\$ 654,238,544	\$ 702,033,187
Preferred Stocks	6,312,079	7,276,390	6,410,058	7,113,404
Cash & Short-term investments	32,834,188	32,834,188	32,882,093	32,883,035
Policy Loans	35,340,261	50,348,268	35,356,409	49,812,358
Other Invested Assets	12,325,650	12,447,807	3,064,877	3,215,636
Financial Liabilities:				
Investment-type insurance contracts	\$ 32,388,227	\$ 31,302,711	\$ 32,928,886	\$ 31,787,565

See footnote (1) for an explanation of the statutory accounting principles used to arrive at carrying value and the valuation techniques used to measure fair value.

Investment-type insurance contracts - Fair values for the Company's liabilities under investment-type insurance contracts are estimated using discounted cash flow calculations using risk-free rate plus a credit spread based on the Company's credit rating. For deposit liabilities with no defined maturities, the fair value under this statement is the amount payable on demand at the reporting date.

21. OTHER ITEMS

A. Extraordinary Items

The Company had no extraordinary items during 2Q11 or 2010.

B. Troubled Debt Restructuring: Debtors

The Company had no troubled debt restructuring during 2Q11 or 2010.

C. Other Disclosures

No significant change since year-end 2010.

D. Uncollectible Asset Balances

No significant change since year-end 2010.

E. Business Interruption Insurance Recoveries

The Company did not have any business interruption insurance recoveries in 2Q11 or 2010

F. State Transferable Tax Credits

The Company did not have any state transferable tax credits in 2Q11 or 2010.

G. Subprime Mortgage Related Risk Exposure

No significant change since year-end 2010.

H. Retained Assets

No significant change since 2Q11.

22. EVENTS SUBSEQUENT

The Company is not aware of any events that existed at June 30, 2011 or that occurred subsequent to this date that require disclosure.

23. REINSURANCE

No significant change since year-end 2010.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDEMPTION

The Company has no retrospectively rated contracts or contracts subject to redemption as of 2Q11 or December 31, 2010.

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES.

Reserves on accident & health contracts for incurred losses and loss adjustment expenses attributable to insured events of prior years developed as anticipated during 2Q11. No significant trends or unanticipated events were noted in 2Q11. None of the Company's accident and health contracts is subject to retrospective rating or experience refunds.

26. INTERCOMPANY POOLING ARRANGEMENT

The Company had no inter-company pooling arrangements in 2Q11 or 2010.

27. STRUCTURED SETTLEMENTS

The Company had no structured settlements as of 2Q11 or 2010.

28. HEALTH CARE RECEIVABLES

The Company had no health care receivables as of 2Q11 or December 31, 2010.

29. PARTICIPATING POLICIES

The Company had life premiums in the amount of \$3,328,189 or 3.8% in the form of participating policies as of June 30, 2011, and \$6,241,167 or 3.9% at December 31, 2010. The Company accounts for its policyholder dividends on an accrual basis consistent with SSAP51 and SSAP54. The Company paid dividends in the amount of \$1,908,754 to life policyholders as of June 30, 2011, and \$4,424,520 at December 31, 2010.

30. PREMIUM DEFICIENCY RESERVES

The Company had no premium deficiency reserves as of 2013 or December 31, 2010.

NOTES TO FINANCIAL STATEMENTS

(1) No significant change since year-end 2010.

(2) No significant change since year-end 2010.

(3) As of June 30, 2011, the Company had \$1,583,488,606 of insurance in force for which the gross premiums are less than the net premiums according to the standard valuation set by the State of Texas. Reserves to cover the above insurance totaled the gross amount of \$3,333,331 at June 30, 2011, and are reported in Exhibit 5, Life Insurance and Annuities Section.

(4) No significant change since year-end 2010.

(5) No significant change since year-end 2010.

(6) No significant change since year-end 2010.

32. ANALYSIS OF ANNUITY ACTUARIAL RESERVES AND DEPOSIT LIABILITIES BY WITHDRAWAL CHARACTERISTICS

No significant change since year-end 2010.

33. PREMIUM AND ANNUITY CONSIDERATIONS DEFERRED AND UNCOLLECTED

No Significant change since year-end 2010.

34. SEPARATE ACCOUNTS

The Company had no separate accounts as of 2Q11 or December 31, 2010.

35. LOSS/CLAIM ADJUSTMENT EXPENSES

The Company had no loss/claim adjustment expenses in 2Q11 or 2010.

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 [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	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 [X] 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. 12/31/2005
- 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. 12/31/2005
- 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). 11/10/2006
- 6.4 By what department or departments?
Texas Department of Insurance.....
- 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 [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] NA [X]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 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 [X] 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	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
Lehman Brothers Holdings, Inc & 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 [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.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended?..... Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

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

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

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

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$

13. Amount of real estate and mortgages held in short-term investments: \$

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
 If no, attach a description with this statement.

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
The Bank of New York, Mellon.....	Attn: Insurance Custody, 2nd Flr, 111 Sanders Creek Pkwy, East Syracuse, NY 13057.....

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
137432.....	Guggenheim Partners Asset Mgmt., Inc.....	135 Eash, 57th St., New York, NY, 10022.....

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	\$
1.12 Residential Mortgages	\$
1.13 Commercial Mortgages	\$
1.14 Total Mortgages in Good Standing	<u>\$</u>

1.2 Long-Term Mortgages In Good Standing with Restructured Terms	
1.21 Total Mortgages in Good Standing with Restructured Terms	\$

1.3 Long-Term Mortgages Loans upon which Interest is Overdue more than Three Months	
1.31 Farm Mortgages	\$
1.32 Residential Mortgages	\$
1.33 Commercial Mortgages	\$
1.34 Total Mortgages with Interest Overdue more than Three Months	<u>\$</u>

1.4 Long-Term Mortgages Loans in Process of Foreclosure	
1.41 Farm Mortgages	\$
1.42 Residential Mortgages	\$
1.43 Commercial Mortgages	\$
1.44 Total Mortgages in Process of Foreclosure	<u>\$</u>

1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$
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1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61 Farm Mortgages	\$
1.62 Residential Mortgages	\$
1.63 Commercial Mortgages	\$
1.64 Total Mortgages Foreclosed and Transferred to Real Estate	<u>\$</u>

2. Operating Percentages:	
2.1 A&H loss percent	%
2.2 A&H cost containment percent	%
2.3 A&H expense percent excluding cost containment expenses	%

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.	\$
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.	\$

STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS 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	2,226,473			2,226,473	
2. Alaska	AK	L	130,129			130,129	
3. Arizona	AZ	L	616,183			616,183	
4. Arkansas	AR	L	1,408,290	2,500		1,410,790	
5. California	CA	L	5,514,465			5,514,465	
6. Colorado	CO	L	1,192,826			1,192,826	
7. Connecticut	CT	L	95,651			95,651	
8. Delaware	DE	L	73,054			73,054	
9. District of Columbia	DC	L	100,642			100,642	
10. Florida	FL	L	2,878,150	60		2,878,210	
11. Georgia	GA	L	2,185,465	180		2,185,645	
12. Hawaii	HI	L	10,209			10,209	
13. Idaho	ID	L	306,209	60		306,269	
14. Illinois	IL	L	3,388,332			3,388,332	
15. Indiana	IN	L	3,286,403			3,286,403	
16. Iowa	IA	L	137,029			137,029	
17. Kansas	KS	L	1,203,098			1,203,098	
18. Kentucky	KY	L	2,410,190			2,410,190	
19. Louisiana	LA	L	4,771,757	10,653		4,782,410	
20. Maine	ME	L	5,405			5,405	
21. Maryland	MD	L	1,024,506			1,024,506	
22. Massachusetts	MA	L	256,307			256,307	
23. Michigan	MI	L	132,371			132,371	
24. Minnesota	MN	L	127,164			127,164	
25. Mississippi	MS	L	2,531,506			2,531,506	
26. Missouri	MO	L	1,241,492			1,241,492	
27. Montana	MT	L	13,723			13,723	
28. Nebraska	NE	L	72,570			72,570	
29. Nevada	NV	L	426,218			426,218	
30. New Hampshire	NH	L	34,737			34,737	
31. New Jersey	NJ	L	186,442			186,442	
32. New Mexico	NM	L	2,429,171	6,000		2,435,171	
33. New York	NY	N	32,321	163		32,484	
34. North Carolina	NC	L	5,720,730			5,720,730	
35. North Dakota	ND	L	13,589			13,589	
36. Ohio	OH	L	742,258			742,258	
37. Oklahoma	OK	L	3,912,128	120	34	3,912,282	
38. Oregon	OR	L	238,529			238,529	
39. Pennsylvania	PA	L	685,206	150		685,356	
40. Rhode Island	RI	L	33,565			33,565	
41. South Carolina	SC	L	433,956			433,956	
42. South Dakota	SD	L	8,616			8,616	
43. Tennessee	TN	L	870,846			870,846	
44. Texas	TX	L	31,976,278	149,655	1,738	32,127,671	
45. Utah	UT	L	244,772			244,772	
46. Vermont	VT	L	86,489			86,489	
47. Virginia	VA	L	1,139,729	1		1,139,730	
48. Washington	WA	L	236,084			236,084	
49. West Virginia	WV	L	330,886			330,886	
50. Wisconsin	WI	L	168,631			168,631	
51. Wyoming	WY	L	12,408			12,408	
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. US Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N					
58. Aggregate Other Alien	OT	XXX	53,210			53,210	
59. Subtotal	(a) 50		87,356,398	169,542	1,772	87,527,712	
90. Reporting entity contributions for employee benefit plans	XXX						
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX		1,014,698			1,014,698	
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX						
93. Premium or annuity considerations waived under disability or other contract provisions	XXX		53,558			53,558	
94. Aggregate of other amounts not allocable by State	XXX						
95. Totals (Direct Business)	XXX		88,424,654	169,542	1,772	88,595,968	
96. Plus Reinsurance Assumed	XXX						
97. Totals (All Business)	XXX		88,424,654	169,542	1,772	88,595,968	
98. Less Reinsurance Ceded	XXX		23,231,303			23,231,303	
99. Totals (All Business) less Reinsurance Ceded	XXX		65,193,351	169,542	1,772	65,364,665	
DETAILS OF WRITE-INS							
5801. Other Foreign	XXX		53,210			53,210	
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX						
5899. Totals (Lines 5801 through 5803 + 5898)(Line 58 above)	XXX		53,210			53,210	
9401.	XXX						
9402.	XXX						
9403.	XXX						
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX						
9499. Totals (Lines 9401 through 9403 + 9498)(Line 94 above)	XXX						

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

OVERFLOW PAGE FOR WRITE-INS

LQ004 Additional Aggregate Lines for Page 04 Line 53.

*SUMOPS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
5304. Reclassification of Additional Admitted Tax Asset.....	(2,140,130)	(11,606,570)	(13,016,373)
5305. Correction of Realized Gains Current Tax for Prior Period.....		(1,875,790)	(1,875,790)
5306. Correction for Tax Credit on Capital Gains/(Losses) Transferred to IMR.....	2,085,382		
5397. Summary of remaining write-ins for Line 53 from Page 04	(54,748)	(13,482,360)	(14,892,163)

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,762,272	1,481,382
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	43,123	413,394
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation	66,365	132,504
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	1,739,030	1,762,272
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	1,739,030	1,762,272

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	968,017	966,651
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	11,000,000	
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount	720	1,366
5. Unrealized valuation increase (decrease)	356,913	
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	12,325,650	968,017
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	12,325,650	968,017

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	660,648,602	617,507,911
2. Cost of bonds and stocks acquired	32,233,697	217,127,783
3. Accrual of discount	4,183,013	6,585,729
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	695,125	6,651,042
6. Deduct consideration for bonds and stocks disposed of	30,580,436	186,538,941
7. Deduct amortization of premium	480,178	684,922
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	666,699,823	660,648,602
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	666,699,823	660,648,602

STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS 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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	531,544,619	46,520,311	44,572,057	3,023,357	531,544,619	536,516,230		536,394,129
2. Class 2 (a).....	136,430,487	2,280,401	4,864,525	2,860,915	136,430,487	136,707,278		139,705,338
3. Class 3 (a).....	6,538,984	3,430,459		(7,354,787)	6,538,984	2,614,656		1,811,550
4. Class 4 (a).....		9,289,529	2,103,379	2,016,614		9,202,764		3,000,000
5. Class 5 (a).....	766,040		65,578	952,943	766,040	1,653,405		
6. Class 6 (a).....								
7. Total Bonds	675,280,130	61,520,700	51,605,539	1,499,042	675,280,130	686,694,333		680,911,017
PREFERRED STOCK								
8. Class 1.....	3,000,000				3,000,000	3,000,000		3,460,000
9. Class 2.....	3,410,058		97,979		3,410,058	3,312,079		2,950,058
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock	6,410,058		97,979		6,410,058	6,312,079		6,410,058
15. Total Bonds & Preferred Stock	681,690,188	61,520,700	51,703,518	1,499,042	681,690,188	693,006,412		687,321,075

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

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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	26,306,588	XXX	26,306,588	1,287	

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.....	21,372,479	21,553,405
2. Cost of short-term investments acquired	74,444,352	194,947,281
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	69,510,243	195,128,207
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	26,306,588	21,372,479
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11)	26,306,588	21,372,479

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

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	5,366,555	7,002,849
2. Cost of cash equivalents acquired.....	92,092,466	72,889,180
3. Accrual of discount.....	4,013	1,535
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		19
6. Deduct consideration received on disposals.....	97,463,034	74,527,028
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....		5,366,555
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11)		5,366,555

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

STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS LIFE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
3137A0-3H-6	FHLMC AGENCY CMO.3680 ZA 4.500% 06/15/11		06/01/2011	Interest Capitalization		4,672	4,672		1
3137A0-BA-2	FHLMC.3680 AGENCY CMO.3701 Z 4.500% 07/15/11		06/01/2011	Interest Capitalization		6,632	6,632		1
3137A0-XK-6	FHLMC.3680 CMO.3714 ZK 4.500% 08/15/40		06/01/2011	Interest Capitalization		17,388	17,388		1
31394C-2J-0	FNR CMO.05-23 ZC 5.500% 04/25/35		06/01/2011	Interest Capitalization		29,072	29,072		1
31395C-QX-2	FHR CMO.2825 PZ 5.500% 07/15/34		06/01/2011	Interest Capitalization		46,246	46,246		1
31395F-2F-0	FHR AGENCY CMO.2835 NZ 5.500% 08/15/34		06/01/2011	Interest Capitalization		12,825	12,825		1
31397E-VT-9	FHRR CMO.01 ZA 5.500% 02/15/37		06/01/2011	Interest Capitalization		22,781	22,781		1
31397N-WX-9	FNR CMO.09-30 Z 6.500% 05/25/39		06/01/2011	Interest Capitalization		10,848	10,848		1
31398F-5A-5	FNMA AGENCY CMO 09-99-HZ 5.000% 12/25/11		06/01/2011	Interest Capitalization		13,416	13,416		1
31398F-YE-5	FNMA AGENCY CMO.09-93 VZ 4.500% 11/25/11		06/01/2011	Interest Capitalization		9,026	9,026		1
31398G-BZ-1	FNMA CMO 09-102-EZ 5.000% 12/25/39		06/01/2011	Interest Capitalization		11,403	11,403		1
31398G-MM-8	FNMA AGENCY CMO 09-115-HZ 5.000% 01/25/11		06/01/2011	Interest Capitalization		13,360	13,360		1
31398G-PX-1	FNMA AGENCY CMO 09-108 ZH 5.000% 01/25/11		06/01/2011	Interest Capitalization		15,364	15,364		1
31398G-U7-2	FNMA AGENCY CMO 10-4-GZ 5.000% 02/25/41		06/01/2011	Interest Capitalization		11,309	11,309		1
31398G-Y4-5	FNMA AGENCY CMO 10-10-BZ 5.000% 02/25/11		06/01/2011	Interest Capitalization		13,305	13,305		1
31398L-YL-6	FHLMC AGENCY CMO 3623-CZ 5.000% 01/15/11		06/01/2011	Interest Capitalization		13,305	13,305		1
31398L-ZZ-4	FHLMC AGENCY CMO 3621-HZ 5.000% 01/15/11		06/01/2011	Interest Capitalization		22,618	22,618		1
31398M-YC-4	FNMA AGENCY CMO 10-19-Z 5.000% 03/25/41		06/01/2011	Interest Capitalization		11,262	11,262		1
31398M-ZX-7	FNMA AGENCY CMO 10-23-Z 5.000% 03/25/41		06/01/2011	Interest Capitalization		11,262	11,262		1
38373M-4S-6	GNR AGENCY CMBS.08-92 Z 4.700% 10/16/41		06/01/2011	Interest Capitalization		9,673	9,673		1
38373M-6D-7	GNMA CMBS.09-27-Z 5.366% 01/16/51		06/01/2011	Interest Capitalization		29,860	29,860		1
38373M-6N-5	GNMA CMBS.09-19 Z 5.352% 03/16/51		06/01/2011	Interest Capitalization		54,269	54,269		1
38373M-VK-3	GNR CMBS.06-30 Z 3.400% 05/16/46		06/01/2011	Interest Capitalization		7,990	7,990		1
38373M-WW-6	GNMA CMBS.07-13 AB 5.000% 09/16/48		06/01/2011	Interest Capitalization		15,325	15,325		1
38374X-SJ-5	GNR CMBS.09-30 Z 5.250% 03/16/49		06/01/2011	Interest Capitalization		43,534	43,534		1
38376G-SJ-0	GNMA AGENCY CMBS.10-83 Z 4.300% 01/16/11		06/01/2011	Interest Capitalization		5,551	5,551		1
38376G-UP-3	GNMA CMBS.10-F Z 4.300% 10/16/52		06/01/2011	Interest Capitalization		11,615	11,615		1
38376G-VS-6	GNMA GNMA.10-123 Z 3.900% 05/16/51		06/01/2011	Interest Capitalization		7,481	7,481		1
38376G-XC-9	GNMA CMBS 10-141 3.900% 09/16/50		06/01/2011	Interest Capitalization		14,913	14,913		1
3199999 - Total	Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of					496,303	496,303		XXX
02503Y-AC-7	AMERICAN CAP STRAT LTD. CORP BND 144A		05/02/2011	DIRECT		670,000	670,000	5,037	4FE
037933-AE-8	APRIA HEALTHCARE GRP INC. CORP BND 11		04/27/2011	BANC OF AMERICA SECURITIES LLC		702,000	650,000	203	3FE
038521-AD-2	ARAMARK CORP CORP BND 8.500% 02/01/15		06/09/2011	Various		697,638	670,000	20,407	4FE
125581-FV-5	CIT GROUP INC CORP BND 7.000% 05/01/15		04/29/2011	Various		679,983	670,000	10,878	4
12620X-AA-0	CPM HOLDINGS INC CORP BND 144A 10.875%		05/12/2011	DIRECT		728,591	665,000	15,267	4FE
12620X-AC-6	CPM HOLDINGS INC CORP BND 10.625% 09/01/11		06/28/2011	Tax Free Exchange		719,863	665,000	23,504	4FE
204780-AC-4	COMPUCOM SYST INC CORP BND 144A 12.500%		05/16/2011	WELLS FARGO ADVISORS		719,863	665,000	11,083	4FE
210790-AA-2	CONTINENTAL AIRLINES INC. CORP BND 7.3		04/26/2011	ROYAL BANK OF SCOTLAND		442,421	438,041	893	5FE
226566-AK-3	CRICKET COMMUNICATIONS INC. CORP BND 7		05/18/2011	Various		709,088	660,000	13,143	4FE
23326Y-AE-4	DFR MIDDLE MARKET CLO LTD DFRM ABS 07-1A		04/08/2011	DIRECT		447,500	500,000	3,001	1FE
25272R-AA-6	DROT ABS.11-1-A 144A 4.000% 03/20/23		04/21/2011	CREDIT SUISSE FIRST BOSTON COR		630,613	635,000		1FE
269246-AM-6	E*TRADE FINANCIAL CORP SENIOR CORP BND		04/27/2011	Various		675,444	670,000	6,108	4FE
269246-AP-9	E*TRADE FINANCIAL CORP CORP BND 7.875%		06/22/2011	Various		675,850	665,000	2,976	4FE
302106-AB-5	INDU CAPG PACK CORP BND 11.250% 02/01/11		04/25/2011	GOLDMAN SACHS & CO		685,781	665,000	18,080	2FE
34956X-AE-0	FC01.05-2A ABS 05-2A A2 0.637% 07/15/11		06/27/2011	BANC OF AMERICA SECURITIES LLC		521,403	619,763		1FE
38377D-H6-6	GNMA.10-105M CMO.10-105 ZC 4.500% 08/11		06/01/2011	Interest Capitalization		8,114	8,114		1FE
38377D-XQ-4	GNMA.10-105M AGENCY CMO.10-104 MZ 4.50		06/01/2011	Interest Capitalization		11,271	11,271		1FE
404119-AU-3	HCA INC CORP BND 9.125% 11/15/14		04/29/2011	GOLDMAN SACHS & CO		698,666	665,000	28,486	3FE
65332V-BH-5	NEXTEL COMMUNICATIONS INC. CORP BND 6		06/21/2011	Various		675,565	670,000	5,955	3FE
677400-AG-1	OHIO NATIONAL FINANCIAL SERVIC CORP BND		04/19/2011	BANC OF AMERICA SECURITIES LLC		299,073	300,000		1FE
80007P-AG-4	SANDRIDGE ENERGY INC CORP BND 3.930% 0		05/05/2011	BANC OF AMERICA SECURITIES LLC		664,975	670,000	2,852	4FE
816752-AA-7	SEMINOLE HARD ROCK ENTERTAINME CORP BND		06/01/2011	RBC DOMINION SECURITIES INC		650,531	675,000	4,267	4FE
86323M-AB-6	STREAM GLOBAL SERVICES INC CORP BND 11		05/10/2011	GOLDMAN SACHS & CO		726,513	665,000	8,728	4FE
909279-BF-7	UNITED AIR LINES INC. CORP BND 144A 9		06/24/2011	ROYAL BANK OF SCOTLAND		702,550	660,000	19,114	3FE
91081Q-AC-7	UNITED MARITIME GROUP LLC CORP BND 11.7		06/23/2011	DIRECT		705,163	670,000	8,801	4FE
34956X-AE-0	FC01.05-2A ABS 05-2A A2 0.637% 07/15/11		06/30/2011	BANC OF AMERICA SECURITIES LLC		512,096	608,696		1FE
552697-AE-4	MDC PARTNERS INC CORP BND 11.000% 11/01	A	05/25/2011	GOLDMAN SACHS & CO		373,525	335,000	3,071	4FE
151290-BD-4	CEMEX S.A. DE C.V. CORP BND 144A 5.246	F	05/12/2011	BANC OF AMERICA SECURITIES LLC		696,063	700,000	3,968	4FE
284138-AG-9	ELAN FINANCE SENIOR CORP BND 8.875% 12	F	06/21/2011	WELLS FARGO ADVISORS		524,754	505,000	8,270	4FE
389669-AB-8	GRAYSON CLO LTD ABS.06-1A A1B 0.633% 1	R	05/31/2011	ROYAL BANK OF SCOTLAND		405,625	500,000	281	1FE

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STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS LIFE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
3136FM-BV-5	FNMA AGENCY BND 5.275% 03/15/30		06/06/2011	Call 100.0000		2,265,000	2,265,000	2,265,000	2,265,000						2,265,000				.89,609	03/15/2030	1
36202D-LU-3	GNMA POOL # 003039 6.500% 02/20/31		06/01/2011	Paydown		1,821	1,821	1,797	1,798		.23		.23		1,821				.51	02/20/2031	1
36202D-NL-1	GNMA POOL # 003095 6.500% 06/20/31		06/01/2011	Paydown		413	413	407	408		.5		.5		413				.12	06/20/2031	1
36202D-PS-4	GNMA POOL # 003133 6.500% 09/20/31		06/01/2011	Paydown		1,844	1,844	1,822	1,823		.21		.21		1,844				.50	09/20/2031	1
36205S-CN-3	GNMA POOL # 398877 8.000% 09/15/26		06/01/2011	Paydown		501	501	506	505		-.4		-.4		501				.17	09/15/2026	1
36225B-QQ-4	GNMA POOL # 781363 8.000% 12/15/25		06/01/2011	Paydown		1,651	1,651	1,688	1,683		-.32		-.32		1,651				.54	12/15/2025	1
36225B-QX-9	GNMA POOL # 781370 9.000% 05/15/23		06/01/2011	Paydown		386	386	416	410		-.25		-.25		386				.14	05/15/2023	1
0599999	Bonds - U.S. Governments					2,271,616	2,271,616	2,271,637	2,271,628		-.12		-.12		2,271,616				89,806	XXX	XXX
161588-9A-4	FBS FHA/VA POOL 4.500% 10/01/23		06/01/2011	Paydown		266	266	266	266						266				.5	10/01/2023	1FE
1099999	Bonds - All Other Governments					266	266	266	266						266				5	XXX	XXX
31283H-2T-1	FHLMC GOLD POOL # G01686 7.500% 08/01/11		06/01/2011	Paydown		6,078	6,078	6,064	6,064		.14		.14		6,078				185	08/01/2031	1
312903-P8-4	FHLMC CMO 162 F 7.000% 05/15/21		06/15/2011	Paydown		2,556	2,556	2,596	2,563		-.7		-.7		2,556				.72	05/15/2019	1
313356-HW-8	FHLMC GOLD POOL # C80245 7.500% 10/01/11		06/01/2011	Paydown		405	405	388	391		.15		.15		405				.13	10/01/2024	1
31348H-LY-2	FHLMC POOL # 605743 2.665% 06/01/18		06/01/2011	Paydown		377	377	389	383		-.6		-.6		377				.4	06/01/2018	1
31358M-PL-2	FNR CMO.692-24 Z 6.500% 04/25/22		06/01/2011	Paydown		19,921	19,921	20,064	20,017		-.96		-.96		19,921				522	03/25/2022	1
31358P-CB-1	FNR AGENCY CMO.692-40 ZC 7.000% 07/25/11		06/01/2011	Paydown		11,323	11,323	11,340	11,326		-.4		-.4		11,323				332	07/25/2022	1
31365D-L9-4	FNMA POOL # 124652 8.500% 07/01/22		06/01/2011	Paydown		31	31	31	31						31				.1	07/01/2022	1
31371E-2L-8	FNMA POOL # 250179 7.500% 12/01/24		06/01/2011	Paydown		391	391	372	375		.16		.16		391				.12	12/01/2024	1
632990-9A-7	FHA/VA HORIZON 90-4 NATIONSBK CMO.8.601		06/01/2011	Paydown		562	562	542	554		.8		.8		562				.20	01/01/2020	1
3199999	Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of					41,644	41,644	41,788	41,705		-.62		-.62		41,644				1,162	XXX	XXX
00080A-BQ-2	ACAS.05-1A ABS 05-1A-A1 144A 0.524% 07		04/25/2011	Paydown		144,263	144,263	122,370	137,480		6,783		6,783		144,263				398	07/25/2019	1FE
000837-AA-2	ACAS BUSINESS LOAN TRUST ACAS. ABS.07-1A		05/16/2011	Paydown		6,494	6,494	5,869	6,062		432		432		6,494				.14	08/16/2019	1FE
00089F-AA-8	ACST.07-1A ABS 07-1A G1 144A 0.450% 06		06/08/2011	Paydown		27,361	27,361	21,490	21,664		5,697		5,697		27,361				.59	06/14/2037	1FE
004448-AA-4	ACAP.03-2A ABS.03-2A G1 144A 0.886% 09		06/20/2011	Paydown		56,947	56,947	34,982	35,843		21,104		21,104		56,947				260	09/20/2033	1FE
00505H-AA-0	ACST.06-1A ABS 06-1A-G1 144A 0.457% 06		06/15/2011	Paydown		24,411	24,411	20,772	20,872		3,539		3,539		24,411				54	06/20/2031	1FE
02360X-AL-1	AMEREN CORP CORP BND 7.000% 04/15/18		06/09/2011	Various		1,548,525	1,500,000	1,500,000	1,500,000						1,500,000		48,525	48,525	69,708	04/15/2018	2FE
123168-AB-2	BTL.11-AA ABS.11-AA B 5.000% 09/25/18		06/01/2011	Paydown		65,578	65,578	64,231			1,347		1,347		65,578				565	09/25/2018	5*
125635-AC-6	CLT FUNDING LLC ABS 06.1A A 144A 0.366		06/20/2011	Paydown		34,035	34,035	20,577	22,588		11,447		11,447		34,035				.61	08/18/2021	1FE
12620X-AA-0	CPM HOLDINGS INC CORP BND 144A 10.875%		06/28/2011	Tax Free Exchange		719,863	665,000	728,591			-(2,911)		-(2,911)		725,680		-(5,817)	-(5,817)	23,504	09/01/2014	4FE
140554-AA-4	CAPS ABS 07-1A A 144A 0.316% 03/20/17		06/20/2011	Paydown		146,823	146,823	121,863	142,283		4,539		4,539		146,823				225	03/20/2017	1FE
140566-AA-6	CAPS ABS 06-2A APT 144A 0.436% 09/20/22		05/20/2011	Paydown		25,062	25,062	16,541	19,468		5,594		5,594		25,062				.45	09/20/2022	1FE
151608-AA-4	CPF.10-1A ABS 10-1A-1 144A 5.430% 07/2		06/20/2011	Paydown		44,730	44,730	44,721	44,722		.8		.8		44,730				1,042	07/20/2015	1FE
22541N-MR-7	CSFB.02-CKS4 CMBS 5.18		06/01/2011	Paydown		161,881	161,881	157,429	159,312		2,569		2,569		161,881				3,473	11/15/2036	1Z*

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STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS LIFE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
23321P-AC-2	DLJMA CMO 90-2 A 3.093% 01/25/22		06/01/2011	Paydown		196	196	197	196						196							
252727-AA-0	DROT ABS 09-1 A 144A 9.310% 03/20/26		06/20/2011	Paydown		95,339	95,339	95,327	95,327		13		13		95,339				3,645		03/20/2026	1FE
25272R-AA-6	DROT ABS 11-1-A 144A 4.000% 03/20/23		06/20/2011	Paydown		35,187	35,187	34,943			243		243		35,187				137		03/20/2023	1FE
25459H-AD-7	DIRECTV HOLDINGS LLC CORP BND 6.375% 0		06/06/2011	Various		714,875	700,000	693,784	696,691		18,184		18,184		714,875						06/15/2015	2FE
269246-AM-6	E*TRADE FINANCIAL CORP SENIOR CORP BND		05/29/2011	Call 101.8440		682,355	670,000	675,444			6,911		6,911		682,355				10,157		09/15/2013	4FE
302106-AB-5	INDU CAPG PACK CORP BND 11.250% 02/01/1		05/27/2011	TENDER OFFER		686,366	665,000	685,781			(2,381)		(2,381)		683,400		2,966		2,966		02/01/2014	2FE
32022U-AJ-9	FFCC.09-1 FFCC.09-1 B 4.950% 04/15/15		06/15/2011	Paydown		600,000	600,000	600,000	600,000						600,000				14,850		04/15/2015	1FE
32053J-AA-5	FIRST HORIZON ABS TRUST FHABS. ABS FHABS		06/27/2011	Paydown		87,014	87,014	64,307	64,843		22,171		22,171		87,014				132		09/25/2029	12*
337363-AE-5	FIRST UNION CAP BD FLINT ABS 1A B 144A 8.040% 12/01/26		04/01/2011	Call 102.4120		1,684,677	1,645,000	1,636,775	1,636,957		47,720		47,720		1,684,677				53,638		12/01/2026	2FE
339464-AN-9	FORD MASTER CREDIT 8.083% 11/20/13		05/20/2011	Paydown		166,624	166,624	166,624	166,624						166,624				6,734		11/20/2013	1FE
345280-AC-8	FLOORPLAN 0 ABS 06.4 FC01.05-2A ABS 05-2A A2 0.637% 07/15/1		06/15/2011	Paydown		3,000,000	3,000,000	2,055,000	2,614,151		385,849		385,849		3,000,000				7,478		06/15/2013	1FE
34956X-AE-0	BANC OF AMERICA SECURITIES LLC. HCA INC CORP BND 9.125% 11/15/14		06/30/2011	Call 104.5630		512,096	608,696	495,490			1,560		1,560		497,050		15,046		15,046		07/15/2019	1FE
404119-AU-3	ISA CMO 88-1 A 7.032% 02/25/18		06/02/2011	Call 104.5630		695,344	665,000	698,666			(3,322)		(3,322)		695,344				33,206		11/15/2014	4FE
453083-LR-6	KEENAN FORT DETRICK ENERGY CORP BND 144A 4.800% 12/30		06/01/2011	Paydown		1,201	1,201	1,200	1,197		4		4		1,201				39		02/25/2018	1FE
487312-AA-8	KPAC CMO A A1 6.500% 02/22/17		05/16/2011	Redemption 100.0000		28,502	28,502	24,043	24,164		4,338		4,338		28,502				868		05/15/2033	1FE
493915-AB-8	LS PWR FNDG CORP CORP BND 8.080% 12/30		06/01/2011	Paydown		298	298	240	269		29		29		298				8		02/22/2017	1FE
501900-AD-6	LRF.10-1A ABS 10-1A A 5.000% 10/23/16		06/30/2011	Various		251,226	251,226	252,309	251,843		(617)		(617)		251,226				10,150		12/30/2016	2FE
52176M-AA-8	LRF.10-2 ABS 10-2 A 5.000% 05/20/16		06/23/2011	Paydown		343,951	343,951	341,103	341,340		2,611		2,611		343,951				7,028		10/23/2016	1FE
52176X-AA-4	NWSTR.07-1A ABS 07-1-A1 144A 0.494% 09		06/20/2011	Paydown		195,932	195,932	192,871	193,159		2,773		2,773		195,932				4,063		05/20/2016	1FE
652509-AA-8	NEWST.05-1 ABS 05-1-A1 144A 0.554% 07		05/31/2011	Paydown		652	652	584	597		55		55		652				2		09/30/2022	1FE
65250Y-AA-3	NEWSTAR TRUST NWSTR.09-1A ABS 09-1A A 14		04/25/2011	Paydown		121,708	121,708	116,840	118,486		3,222		3,222		121,708				354		07/25/2018	1FE
652516-AA-1	NORTHWIND HOLDINGS LLC ABS 07-1A A1 144A 5.670% 04/15		04/30/2011	Paydown		196,301	196,301	196,301	196,301						196,301				3,993		07/30/2018	1FE
668457-AA-2	PART.09-1 ABS 09-1 A 144A 5.670% 04/15		06/01/2011	Paydown		255,100	255,100	197,958	198,990		56,110		56,110		255,100				1,397		12/01/2037	1FE
74112R-AA-8	RPRO.05-1A ABS.05-1A G 144A 0.647% 03		06/15/2011	Paydown		132,966	132,966	132,943	132,950		16		16		132,966				3,061		04/15/2017	1FE
75405R-AA-1	SBI HELOC TRUST SBIHE.06-1A ABS 06-1-2A		06/20/2011	Paydown		9,429	9,429	8,298			1,131		1,131		9,429				17		03/23/2024	1FE
78402T-AE-6	SVLF.10-A ABS 10-A A 5.360% 07/15/22		06/25/2011	Paydown		4,196	4,196	3,192	3,220		977		977		4,196				8		04/25/2035	12*
82838Q-AD-0	SARTS.05-1A ABS 05-1A 144A 0.774% 01/2		06/01/2011	Paydown		77,411	77,411	77,411	77,398		13		13		77,411				1,703		07/15/2022	1FE
86359C-AD-1	TAL.10-4A ABS 5.500% 07/20/25		04/21/2011	Paydown		82,783	82,783	69,745	72,078		10,705		10,705		82,783				333		01/21/2015	5FE
872162-AB-8	TRITON CONTAINER FINANCE LLC T ABS 06.1A		06/20/2011	Paydown		54,375	54,375	54,375	54,375						54,375				1,257		07/20/2025	1FE
89676A-AN-3	TRITON CONTAINER FINANCE LLC T ABS 07-1A		06/27/2011	Paydown		22,500	22,500	19,181	19,550		2,950		2,950		22,500				39		11/26/2021	1FE
89676A-AQ-6	WBCMT CMBS 07-C32 5.743% 06/15/49		06/27/2011	Paydown		28,125	28,125	24,926	25,398		2,727		2,727		28,125				45		02/26/2019	1FE
92978Y-AD-2	WASHINGTON POST COMPANY THE CORP BND 7		04/14/2011	Various		3,211,523	3,000,000	2,957,406	2,967,614		177		177		2,967,791		243,732		243,732		06/15/2049	12*
939640-AD-0			05/05/2011	Various		1,949,013	1,680,000	1,677,581	1,678,079		63		63		1,678,142		270,870		270,870		02/01/2019	1FE

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STATEMENT AS OF JUNE 30, 2011 OF THE TEXAS LIFE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
96928*-BX-4	WALGREENS CORP BND 6.900% 01/15/35		06/20/2011	Redemption	100.0000	7,211	7,211	7,211	7,211						7,211				215	01/15/2035	1
96928*-DD-6	WALGREENS CTL CORP BND 6.630% 10/15/34		06/15/2011	Redemption	100.0000	1,511	1,511	1,511	1,511						1,511				41	10/15/2034	1
970628-AA-1	WESTF.05-1A ABS 05-1A A1 1.437% 0		06/15/2011	Paydown		16,346	16,346	14,221	14,230		2,116		2,116		16,346				103	07/15/2030	1FE
34956X-AE-0	FC01.05-2A ABS 05-2A A2 0.637% 07/15/11		06/27/2011	BANC OF AMERICA SECURITIES LLC		521,403	619,763	492,711			1,603		1,603		494,314		27,089	27,089		07/15/2019	1FE
BRS6UW-CK-6	START ABS.06-2 C 0.996% 06/29/12		06/29/2011	Paydown		900,000	900,000	612,000	820,034		79,967		79,967		900,000				4,801	06/29/2012	1FE
570362-AB-9	MARITIMES & NORTHEAST PIPELINE CORP BND		05/31/2011	Redemption	100.0000	30,150	30,150	30,150	30,150						30,150				1,131	05/31/2014	2FE
009349-AF-8	AIRCRAFT LEASE SECURITISATION ABS.07-1A BBAIR ABS 07-1A G1 144A		06/07/2011	Paydown		85,096	85,096	72,376	72,814		12,282		12,282		85,096				178	05/10/2032	1FE
056143-AA-8	0.489% 11/14/3 BLADE.06-1A ABS.06-1AW A1		06/14/2011	Paydown		6,913	6,913	5,064	5,119		1,794		1,794		6,913				16	11/14/2033	1FE
092650-AD-2	0.487% 09/15 TCWGP.04.1A ABS.04-1A REV		06/15/2011	Paydown		4,709	4,709	3,320	3,341		1,367		1,367		4,709				11	09/15/2041	1FE
872376-AA-6	0.928% 06/15 GSC CDO 2003-4X A3		04/15/2011	Paydown		55,007	55,007	49,919	50,326		4,681		4,681		55,007				263	06/15/2016	1FE
641606-AC-1	0.734% 12/16/15		04/20/2011	Paydown		158,868	158,868	106,640	118,322		40,545		40,545		158,868				607	12/16/2015	1FE
3899999 - Bonds - Industrial and Miscellaneous						20,720,451	20,212,869	18,505,402	15,465,151		768,735		768,735		20,118,040		602,410	602,410	459,691	XXX	XXX
8399997 - Bonds - Part 4						23,033,976	22,526,395	20,819,093	17,778,749		768,662		768,662		22,431,566		602,410	602,410	550,664	XXX	XXX
8399999 - Total - Bonds						23,033,976	22,526,395	20,819,093	17,778,749		768,662		768,662		22,431,566		602,410	602,410	550,664	XXX	XXX
724481-86-6	PITNEY BOWES INTERNATIONAL HOL PFD STK		05/02/2011	Various	100.000	97,779		97,979	97,979						97,979		(200)	(200)	2,297		P2UFE
8499999 - Preferred Stocks - Industrial and Miscellaneous						97,779	XXX	97,979	97,979						97,979		(200)	(200)	2,297	XXX	XXX
8999997 - Preferred Stocks - Part 4						97,779	XXX	97,979	97,979						97,979		(200)	(200)	2,297	XXX	XXX
8999999 - Total - Preferred Stocks						97,779	XXX	97,979	97,979						97,979		(200)	(200)	2,297	XXX	XXX
9799999 - Total - Common Stocks							XXX													XXX	XXX
9899999 - Total - Preferred and Common Stocks						97,779	XXX	97,979	97,979						97,979		(200)	(200)	2,297	XXX	XXX
9999999 Totals						23,131,755	XXX	20,917,072	17,876,728		768,662		768,662		22,529,545		602,210	602,210	552,961	XXX	XXX

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

E05.2

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

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							

E12