

**QUARTERLY STATEMENT**  
OF THE  
**Wilton Reassurance 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

## Wilton Reassurance Company

NAIC Group Code 4213 (Current Period) , 4213 (Prior Period) NAIC Company Code 66133 Employer's ID Number 41-1760577

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

Country of Domicile United States

Incorporated/Organized 12/04/1900 Commenced Business 02/15/1901

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

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

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

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

Internet Web Site Address www.wiltonre.com

Statutory Statement Contact Michele Tracie Guertin (Name) 203-762-4412 (Area Code) (Telephone Number) (Extension) 203-762-4413 (Fax Number)

mguertin@wiltonre.com (E-Mail Address)

### OFFICERS

Name	Title	Name	Title
<u>Chris Conrad Stroup</u>	<u>Chairman and CEO</u>	<u>Mark Raymond Sarlitto</u>	<u>General Counsel and Secretary</u>
<u>Michael Elliott Fleitz</u>	<u>Chief Financial Officer</u>		

### OTHER OFFICERS

<u>Michele Tracie Guertin</u>	<u>Controller and Treasurer</u>	<u>Robert Lester Buckner</u>	<u>Valuation Actuary</u>
<u>Cathleen Marie Manka</u>	<u>Tax Director</u>	<u>Enrico John Treglia</u>	<u>Chief Operating Officer</u>

### DIRECTORS OR TRUSTEES

<u>Chris Conrad Stroup</u>	<u>Enrico John Treglia</u>	<u>Mark Raymond Sarlitto</u>	<u>Michael Elliott Fleitz</u>
<u>Michael Leonard 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 Conrad Stroup  
Chairman and CEO

Mark Raymond Sarlitto  
General Counsel and Secretary

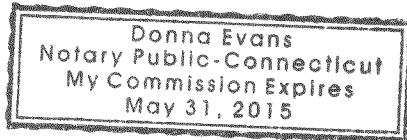
Michael Elliott Fleitz  
Chief Financial Officer

a. Is this an original filing? Yes [ X ] No [ ]

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

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

Donna Evans, Notary Public  
May 31, 2015



**STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Wilton Reassurance 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 .....	1,457,120,618	0	1,457,120,618	1,010,954,047
2. Stocks:				
2.1 Preferred stocks .....	6,161,405	0	6,161,405	6,065,523
2.2 Common stocks .....	245,338,786	66,319,782	179,019,004	178,587,978
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 (\$ 59,915,631 ), cash equivalents (\$ 43,225,962 ) and short-term investments (\$ 40,208,147 ) .....	143,349,740	0	143,349,740	108,201,900
6. Contract loans (including \$ 0 premium notes) .....	78,530,646	0	78,530,646	30,557,472
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	52,011,520	566,537	51,444,983	1,127,527
9. Receivables for securities .....	5,241,708	0	5,241,708	127,662
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) .....	1,987,754,423	66,886,319	1,920,868,104	1,335,622,109
13. Title plants less \$ 0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	29,062,780	0	29,062,780	13,623,982
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	71,198,827	0	71,198,827	(23,608,003)
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 .....	(154,699)	0	(154,699)	25,000
16.2 Funds held by or deposited with reinsured companies .....	59,432,247	0	59,432,247	4,944,253
16.3 Other amounts receivable under reinsurance contracts .....	434,196,998	0	434,196,998	9,959,796
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 .....	74,552,251	57,380,768	17,171,483	8,571,908
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 .....	0	0	0	0
24. Health care (\$ 0 ) and other amounts receivable .....	0	0	0	0
25. Aggregate write-ins for other than invested assets .....	57,241,781	0	57,241,781	34,485,800
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	2,713,284,608	124,267,087	2,589,017,521	1,383,624,845
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Total (Lines 26 and 27) .....	2,713,284,608	124,267,087	2,589,017,521	1,383,624,845
<b>DETAILS OF WRITE-INS</b>				
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. Modified Coinsurance Receivable .....	55,574,278	0	55,574,278	34,474,884
2502. Miscellaneous Receivable .....	1,667,503	0	1,667,503	10,916
2503. ....	0	0	0	0
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) .....	57,241,781	0	57,241,781	34,485,800

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Wilton Reassurance Company

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 2,144,271,146 less \$ 0 included in Line 6.3 (including \$ 1,058,413,161 Modco Reserve)	2,144,271,146	942,239,533
2. Aggregate reserve for accident and health contracts (including \$ 0 Modco Reserve)	2,751,905	3,306,151
3. Liability for deposit-type contracts (including \$ 0 Modco Reserve)	14,152,763	14,161,069
4. Contract claims:		
4.1 Life	116,614,726	35,159,281
4.2 Accident and health	(730,528)	1,636,540
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	1,048,531
6.2 Dividends not yet apportioned (including \$ 0 Modco)	0	0
6.3 Coupons and similar benefits (including \$ 0 Modco)	0	41,996
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	532,898	514,986
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts	15,267,932	4,463,419
9.2 Provision for experience rating refunds, including \$ 0 accident and health experience rating refunds	8,244,800	0
9.3 Other amounts payable on reinsurance, including \$ 0 assumed and \$ 0 ceded	0	1,606,207
9.4 Interest Maintenance Reserve	10,975,244	5,303,179
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	(118,510,088)	(7,185,148)
12. General expenses due or accrued	5,062,690	6,408,872
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	(2,834,748)	(2,788,188)
15.1 Current federal and foreign income taxes, including \$ 0 on realized capital gains (losses)	(5,203,540)	(16,639,080)
15.2 Net deferred tax liability	0	0
16. Unearned investment income	1,318,339	1,272,544
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	4,834,643	7,129,029
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	3,497,821	487,473
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	16,598	6,330,284
24.05 Drafts outstanding	0	0
24.06 Liability for amounts held under uninsured plans	0	0
24.07 Funds held under coinsurance	50,742,057	50,726,067
24.08 Derivatives	0	0
24.09 Payable for securities	14,984,608	40,548
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	300,000	300,000
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	2,266,289,266	1,055,563,293
27. From Separate Accounts statement	0	0
28. Total liabilities (Lines 26 and 27)	2,266,289,266	1,055,563,293
29. Common capital stock	2,500,000	2,500,000
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	584,861,707	584,861,707
34. Aggregate write-ins for special surplus funds	5,630,663	4,759,071
35. Unassigned funds (surplus)	(270,264,116)	(264,059,225)
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)	320,228,254	325,561,553
38. Totals of Lines 29, 30 and 37	322,728,254	328,061,553
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	2,589,017,520	1,383,624,846
<b>DETAILS OF WRITE-INS</b>		
2501. Misc payables	300,000	300,000
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)	300,000	300,000
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. Additional Admitted Deferred Tax Asset	5,630,663	4,759,071
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)	5,630,663	4,759,071

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Wilton Reassurance 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	846,602,098	239,737,063	276,337,535
2. Considerations for supplementary contracts with life contingencies	846,232	638,382	1,357,053
3. Net investment income	87,155,662	86,922,311	103,367,097
4. Amortization of Interest Maintenance Reserve (IMR)	2,662,806	398,803	984,946
5. Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6. Commissions and expense allowances on reinsurance ceded	451,140,321	5,863,053	9,601,709
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	64,996,358	60,963,744	92,184,154
9. Totals (Lines 1 to 8.3)	1,453,403,477	394,523,356	483,832,494
10. Death benefits	132,983,118	103,566,393	138,103,522
11. Matured endowments (excluding guaranteed annual pure endowments)	1,686,688	2,862,514	3,308,203
12. Annuity benefits	(98,155)	5,300,517	876,064
13. Disability benefits and benefits under accident and health contracts	1,570,638	2,833,992	834,068
14. Coupons, guaranteed annual pure endowments and similar benefits	0	56,494	69,572
15. Surrender benefits and withdrawals for life contracts	33,982,779	36,777,350	46,023,772
16. Group conversions	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds	489,437	426,160	2,043,906
18. Payments on supplementary contracts with life contingencies	5,389,097	355,412	7,810,414
19. Increase in aggregate reserves for life and accident and health contracts	1,201,477,368	114,031,925	138,862,392
20. Totals (Lines 10 to 19)	1,377,480,970	266,210,757	337,931,913
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	0	0	0
22. Commissions and expense allowances on reinsurance assumed	30,688,498	33,188,999	35,723,014
23. General insurance expenses	27,111,137	30,974,867	46,184,903
24. Insurance taxes, licenses and fees, excluding federal income taxes	191,714	291,962	374,739
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	(1,822,430)	(1,522,430)
28. Totals (Lines 20 to 27)	1,435,472,319	328,844,155	418,692,139
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	17,931,158	65,679,201	65,140,355
30. Dividends to policyholders	0	0	3,752,464
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	17,931,158	65,679,201	61,387,891
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	24,272,745	17,772,052	16,818,062
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)	(6,341,587)	47,907,149	44,569,829
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 1,972,967 (excluding taxes of \$ 2,097,182 transferred to the IMR)	2,340,468	(705,606)	(819,583)
35. Net income (Line 33 plus Line 34)	(4,001,119)	47,201,543	43,750,246
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year	328,061,555	258,305,320	258,305,316
37. Net income (Line 35)	(4,001,119)	47,201,543	43,750,246
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0	(11,961,323)	996,481	(4,730,880)
39. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40. Change in net deferred income tax	23,542,430	4,078,585	4,964,345
41. Change in nonadmitted assets	(9,902,935)	17,164,299	20,260,001
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	(3,010,348)	(129,500)	(487,473)
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	0	6,000,000	6,000,000
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)	(5,333,295)	75,311,408	69,756,239
55. Capital and surplus as of statement date (Lines 36 + 54)	322,728,260	333,616,728	328,061,555
<b>DETAILS OF WRITE-INS</b>			
08.301. MODCO Adjustment	64,929,769	60,904,499	92,106,069
08.302. Misc income	66,589	59,245	78,085
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)	64,996,358	60,963,744	92,184,154
2701. Recapture fees	0	(1,822,430)	(1,822,430)
2702. HM settlement cost accrual	0	0	300,000
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	(1,822,430)	(1,522,430)
5301. Additional Admitted Deferred Tax	5,630,663	0	4,759,071
5302. Reclassification of Admitted Deferred Tax Asset to Special Surplus Funds	(5,630,663)	0	(4,759,071)
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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance	282,179,016	403,235,994	447,477,829
2. Net investment income	65,191,685	79,099,759	93,994,163
3. Miscellaneous income	516,136,679	66,826,797	101,785,863
4. Total (Lines 1 to 3)	863,507,380	549,162,550	643,257,855
5. Benefit and loss related payments	87,579,217	149,807,110	193,438,661
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	170,709,031	123,667,354	144,194,913
8. Dividends paid to policyholders	1,048,531	(2,554,058)	2,703,933
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)	14,810,172	21,839,119	28,967,567
10. Total (Lines 5 through 9)	274,146,951	292,759,525	369,305,074
11. Net cash from operations (Line 4 minus Line 10)	589,360,429	256,403,025	273,952,781
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	345,334,876	336,078,332	382,036,785
12.2 Stocks	0	1,146,693	2,579,633
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	152,544	0	40,376
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	785	2,065	2,065
12.7 Miscellaneous proceeds	9,881,895	3,668,422	1,195,814
12.8 Total investment proceeds (Lines 12.1 to 12.7)	355,370,100	340,895,512	385,854,673
13. Cost of investments acquired (long-term only):			
13.1 Bonds	778,662,690	642,499,785	668,726,970
13.2 Stocks	8,898,539	5,877,777	7,649,379
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	49,000,000	1,734,440	2,105,993
13.6 Miscellaneous applications	51,879	0	2,391,796
13.7 Total investments acquired (Lines 13.1 to 13.6)	836,613,108	650,112,002	680,874,138
14. Net increase (or decrease) in contract loans and premium notes	47,973,174	10,030,622	10,407,286
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(529,216,182)	(319,247,112)	(305,426,751)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	6,000,000	6,000,001
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	(8,306)	6,665,221	11,931,155
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(24,988,097)	11,958,237	19,643,162
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(24,996,403)	24,623,458	37,574,318
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	35,147,844	(38,220,629)	6,100,348
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	108,201,901	102,101,553	102,101,553
19.2 End of period (Line 18 plus Line 19.1)	143,349,745	63,880,924	108,201,901

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 .....	0	0	0
3. Ordinary individual annuities .....	0	0	0
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	0	0
10. Aggregate of all other lines of business .....	0	0	0
11. Subtotal .....	0	0	0
12. Deposit-type contracts .....	0	0	0
13. Total	0	0	0
<b>DETAILS OF WRITE-INS</b>			
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

NONE

## NOTES TO FINANCIAL STATEMENTS

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### A. Accounting Practice

Wilton Reassurance Company (the "Company"), domiciled in the State of Minnesota, prepares its statutory financial statements in accordance with accounting practices prescribed (or permitted) by the Minnesota Department of Commerce (the "Department").

The Department recognizes only statutory accounting practices prescribed (or permitted) by the State of Minnesota for determining and reporting the financial condition and results of operations of an insurance company and also for determining its solvency under the Minnesota 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 Minnesota.

The Company has not requested the Department's approval of any permitted statutory accounting practices.

#### 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 (Wilton Reassurance Life Company of New York, Texas Life Insurance Company and Heritage Union Life Insurance company) 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 carries its investment in its wholly owned subsidiary Redding Re Holding, LLC ("Redding Holdings") based on Redding Holdings' total capital adjusted to reflect application of statutory accounting principles. Redding Holdings is a single member, limited liability Company organized under the laws of Delaware and formed to serve as the holding company for Redding Reassurance Company, a South Carolina special purpose financial captive insurance company ("Redding Re"). The carrying value of the Company's investment in Redding Holdings was zero as of September 30, 2011 and December 31, 2010.
- (9) The Company has no derivatives.
- (10) The Company anticipates investment income as a factor in the premium deficiency of life contracts, but does not anticipate investment income as a factor in the premium deficiency of accident and health contracts. The accident and health business is not material to the overall business of the Company.
- (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 assumed accident and health business.

### 2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

The Company did not have any accounting changes or corrections of errors in 2011 or 2010.

### 3. BUSINESS COMBINATIONS AND GOODWILL

No significant changes since year-end 2010.

## NOTES TO FINANCIAL STATEMENTS

## 4. DISCONTINUED OPERATIONS

The Company did not have any discontinued operations in 2011 or 2010.

## 5. INVESTMENTS

## A. Mortgage Loans

The Company did not have investments in mortgage loans in 2011 or 2010.

## B. Debt Restructuring

The Company did not have restructured debt in which the Company was a creditor in 2011 or 2010.

## C. Reverse Mortgages

The Company did not have reverse mortgages in 2011 or 2010.

## D. Loan-Backed Securities

- (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) The Company has no securities with a recognized other-than-temporary impairment as a result of the Company's intent to sell the security or due to the inability or intent to retain the security for a sufficient period of time to recover the amortized cost basis.
- (3) Information is provided in the following table for each security, currently held by the Company, which has 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.

(1a)	(1b)	(2)	(3)	(4)	(5)	(6)	(7)
CUSIP	Issuer	BACV / Amortized Cost before current period OTTI	Present Value of Projected Cash Flows	Recognized Other-Than- Temporary- Impairment	Amortized Cost after OTTI	Fair Value at time of OTTI	Date of Financial Statement Where Reported
00442EAF2	ACE	\$ 905,659	320,000	\$ 585,659	\$ 320,000	\$ 320,000	12/31/2008
00442EAF2	ACE	414,249	271,250	142,999	271,250	271,250	3/31/2009
00442EAF2	ACE	402,643	235,500	167,143	235,500	235,500	6/30/2009
00442EAF2	ACE	397,296	240,000	157,296	240,000	240,000	9/30/2009
144539AB9	CARR	1,290,000	964,112	325,888	964,112	964,112	9/30/2009
23243HAC5	COUNTRYWIDE	1,290,000	1,188,193	101,807	1,188,193	1,188,193	3/31/2009
23243HAC5	COUNTRYWIDE	1,926,435	1,462,648	463,787	1,462,648	1,462,648	6/30/2009
23243HAC5	COUNTRYWIDE	2,156,917	1,794,672	362,245	1,794,672	1,794,672	12/31/2009
44328BAD0	HASC	716,723	331,800	384,923	331,800	331,800	12/31/2008
44328BAD0	HASC	490,692	299,000	191,692	299,000	299,000	3/31/2009
44328BAD0	HASC	449,374	256,100	193,274	256,100	256,100	6/30/2009
44328BAD0	HASC	1,000,000	296,200	703,800	296,200	296,200	12/31/2009
45073DAA6	IXIS	407,859	254,912	152,947	254,912	254,912	3/31/2009
45073DAA6	IXIS	582,207	500,276	81,932	500,276	500,276	9/30/2009
45073DAA6	IXIS	428,573	289,150	139,422	289,150	289,150	12/31/2009
933637AJ9	WAMU	1,313,954	635,901	678,053	635,901	635,901	3/31/2009
144539AB9	CARR	1,687,557	1,635,678	51,879	1,635,678	1,612,993	6/30/2011
Total				\$ 4,884,745			

## NOTES TO FINANCIAL STATEMENTS

- (4) The table below provides the values of all impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary-impairment has not been recognized in earnings as a realized loss, segregated by the length of time that individual securities have been in a continuous unrealized loss position at September 30, 2011.

Less than 12 months		12 months or more		Total	
Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
\$6,768,343	\$128,021,638	\$666,660	\$8,607,499	\$7,435,003	\$136,629,137

- (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; prepayment 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.

E. Repurchase Agreements

The Company did not have repurchase agreements in 2011 or 2010.

F. Real Estate

The Company did not have real estate investments in 2011 or 2010.

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

The Company did not have any LHITC investments in 2011 or 2010.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No significant change since year-end 2010.

7. INVESTMENT INCOME

No due and accrued income was excluded from investment income in 2011 or 2010.

8. DERIVATIVE INSTRUMENTS

The Company did not have investments in derivative instruments in 2011 or 2010.

9. INCOME TAXES

No significant change since year-end 2010.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

A \$9.5 million dividend was declared by Wilton Reassurance Life Company of New York in March of 2011 and paid in May 2011. Additionally, Texas Life Insurance Company declared a \$10 million dividend in September of 2011 which was paid on October 17, 2011. On July 1, 2011, the Company acquired all of the shares of Heritage Union Life Insurance Company ("HULC"). An additional contribution of \$3 million was made to HULC on October 17, 2011 in order to meet minimum capitalization requirements for all states. The HULC acquisition is not material to the Company.

11. DEBT

The Company had no capital notes or other debt outstanding as of September 30, 2011 or December 31, 2010.

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

A. Defined Benefit Plan

Not applicable.

B. Defined Contribution Plan

Not applicable.

C. Multiemployer Plans

## NOTES TO FINANCIAL STATEMENTS

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

Not Applicable.

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

- (1) The Company has 5,000,000 shares authorized, 2,500,000 shares issued and 2,500,000 shares outstanding. The par value per share is \$1.00.
- (2) The Company has no preferred stock outstanding.
- (3) The maximum amount of dividends which can be paid by Minnesota domestic insurance companies to shareholders in any twelve month period is subject to restrictions as per Section 60D.20 of the Minnesota Insurance Code.
- (4) No dividends were paid in 2011 or 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 had \$4,759,071 of special surplus funds at December 31, 2010 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 has \$5,630,663 of special surplus funds at September 30, 2011 under the application of SSAP-10R, paragraph 10.e.
- (10) The portion of unassigned funds (surplus) represented or reduced by unrealized gains and (losses) is (\$11,961,323).
- (11) The Company has no surplus debentures outstanding.
- (12) The Company has not had any quasi-reorganization.
- (13) The Company has not had any quasi-reorganization.

14. CONTINGENCIES

A. Contingent Commitments

The Company is not aware of any material contingent commitments as of September 30, 2011 or December 31, 2010. The Company has committed no surplus funds to reserve for any contingent arrangements.

B. Assessments

During 2011 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 2011 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

As of September 30, 2011 and December 31, 2010, the Company had no other reportable loss contingencies.

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 2011 or 2010.

B. Transfer and Servicing of Financial Assets

The Company had no transactions involving the transfer and servicing of financial assets during 2011 or 2010.

C. Wash Sales

The Company did not have any wash sales during 2011 or 2010.

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

## NOTES TO FINANCIAL STATEMENTS

Not applicable.

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

No material direct premium in either 2011 or 2010.

20. Fair Value Measurements

A. (1) The Company has no liabilities and one asset that is measured and reported at fair value in the statement of financial position. The asset held and reported at fair value at September 30, 2011 comprise the following:

	Level 1	Level 2	Level 3	Total
Bonds	\$ -	\$ -	\$ -	\$ -
Hybrid Securities	-	-	-	-
Preferred Stock	-	-	-	-
Other Invested Assets	-	50,470,000	-	50,470,000
<b>Total Assets</b>	<b>\$ -</b>	<b>\$ 50,470,000</b>	<b>\$ -</b>	<b>\$ 50,470,000</b>

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

(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.

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:

Financial assets:	September 30, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Bonds	\$1,457,120,619	\$1,612,375,904	\$1,010,954,048	\$1,077,403,277
Preferred Stocks	6,161,405	7,298,493	6,065,523	7,163,611
Common Stocks	1,797,600	1,797,600	1,771,600	1,771,600
Cash and short-term investments	143,349,740	143,334,585	108,201,900	108,202,214
Other Invested Assets	52,011,521	52,011,521	1,127,527	1,127,527

21. OTHER ITEMS

A. Extraordinary Items

The Company had no extraordinary items during 2011 or 2010.

B. Troubled Debt Restructuring: Debtors

The Company had no troubled debt restructuring during 2011 or 2010.

C. Other Disclosures

No significant change since year-end 2010.

D. Uncollectible Asset Balances

The Company has no balances that it considers reasonably possible to become uncollectible.

E. Business Interruption Insurance Recoveries

The Company did not have any business interruption insurance recoveries in 2011 or 2010.

F. State Transferable Tax Credits

The Company did not have any state transferable tax credits in 2011 or 2010.

G. Subprime Mortgage Related Risk Exposure

No significant change since year-end 2010.

H. Retained Assets

Not Applicable.

22. EVENTS SUBSEQUENT

No significant events subsequent to September 30, 2011.

23. REINSURANCE

## NOTES TO FINANCIAL STATEMENTS

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 September 30, 2011 or December 31, 2010.

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES.

The Company had no changes in incurred losses and loss adjustment expenses in 2011 or 2010.

26. INTERCOMPANY POOLING ARRANGEMENT

The Company had no inter-company pooling arrangements in 2011 or 2010.

27. STRUCTURED SETTLEMENTS

The Company had no structured settlements as of September 30, 2011 or December 31, 2010.

28. HEALTH CARE RECEIVABLES

The Company had no health care receivables as of September 30, 2011 or December 31, 2010.

29. PARTICIPATING POLICIES

The Company has no participating policies as of September 30, 2011 or December 31, 2010. The Company reinsures participating individual life policies from several clients, but their policyholders have no claim on any Company profits. Any reimbursed dividends are technically an allowance and accounted for as such..

30. PREMIUM DEFICIENCY RESERVES

The Company had no premium deficiency reserves for accident and health contracts as of September 30, 2011 or December 31, 2010.

31. RESERVES FOR LIFE CONTRACTS AND DEPOSIT-TYPE CONTRACTS

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 September 30, 2011 or December 31, 2010.

35. LOSS/CLAIM ADJUSTMENT EXPENSES

The Company had no loss/claim adjustment expenses in 2011 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
- 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: .....
- 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. .... 12/31/2010
- 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). .... 07/18/2007
- 6.4 By what department or departments?  
Minnesota Department of Commerce .....
- 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: ..... \$ ..... 0

**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<br>Book/Adjusted<br>Carrying Value |  | Current Quarter<br>Book/Adjusted<br>Carrying Value |  |
| 14.21 Bonds .....  | \$ ..... 0  |  | \$ ..... 0   |  |
| 14.22 Preferred Stock .....  | \$ ..... 0  |  | \$ ..... 0   |  |
| 14.23 Common Stock .....   | \$ ..... 248,176,080                              |  | \$ ..... 243,541,186                               |  |
| 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<br>Lines 14.21 to 14.26) ..... | \$ ..... 248,176,080                              |  | \$ ..... 243,541,186                               |  |
| 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
The Bank of New York Mellon.....	One Wall Street, New York, NY 10286
US Bank national Association.....	50 South 16th Street, Suite 2000, Philadelphia, PA 19102.....

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
38642.....	BlackRock Financial Management	40 East 52nd Street, New York, NY 10022.....
137432.....	Guggenheim Partners Asset Management, LLC.....	135 East 57th Street, 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

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:	Amount
<b>1.1 Long-Term Mortgages In Good Standing</b>	
1.11 Farm Mortgages .....	\$ ..... 0
1.12 Residential Mortgages .....	\$ ..... 0
1.13 Commercial Mortgages .....	\$ ..... 0
1.14 Total Mortgages in Good Standing .....	<u>\$ ..... 0</u>
<b>1.2 Long-Term Mortgages In Good Standing with Restructured Terms</b>	
1.21 Total Mortgages in Good Standing with Restructured Terms .....	\$ ..... 0
<b>1.3 Long-Term Mortgages Loans upon which Interest is Overdue more than Three Months</b>	
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 .....	<u>\$ ..... 0</u>
<b>1.4 Long-Term Mortgages Loans in Process of Foreclosure</b>	
1.41 Farm Mortgages .....	\$ ..... 0
1.42 Residential Mortgages .....	\$ ..... 0
1.43 Commercial Mortgages .....	\$ ..... 0
1.44 Total Mortgages in Process of Foreclosure .....	<u>\$ ..... 0</u>
1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2) .....	\$ ..... 0
<b>1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter</b>	
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 .....	<u>\$ ..... 0</u>
<b>2. Operating Percentages:</b>	
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 Wilton Reassurance Company

**SCHEDULE T—PREMIUMS AND ANNUITY CONSIDERATIONS**

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Direct Business Only					7	
		Life Contracts		4	5	6		
		2	3					Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees
Active Status	Life Insurance Premiums	Annuity Considerations				Deposit-Type Contracts		
1. Alabama	AL	L	0	0	0	0	0	0
2. Alaska	AK	L	0	0	0	0	0	0
3. Arizona	AZ	L	0	0	0	0	0	0
4. Arkansas	AR	L	0	0	0	0	0	0
5. California	CA	L	0	0	0	0	0	0
6. Colorado	CO	L	0	0	0	0	0	0
7. Connecticut	CT	L	0	0	0	0	0	0
8. Delaware	DE	L	0	0	0	0	0	0
9. District of Columbia	DC	L	0	0	0	0	0	0
10. Florida	FL	Q	0	0	0	0	0	0
11. Georgia	GA	L	0	0	0	0	0	0
12. Hawaii	HI	L	0	0	0	0	0	0
13. Idaho	ID	L	0	0	0	0	0	0
14. Illinois	IL	L	0	0	0	0	0	0
15. Indiana	IN	L	0	0	0	0	0	0
16. Iowa	IA	L	0	0	0	0	0	0
17. Kansas	KS	L	0	0	0	0	0	0
18. Kentucky	KY	L	0	0	0	0	0	0
19. Louisiana	LA	L	0	0	0	0	0	0
20. Maine	ME	Q	0	0	0	0	0	0
21. Maryland	MD	L	0	0	0	0	0	0
22. Massachusetts	MA	L	0	0	0	0	0	0
23. Michigan	MI	L	0	0	0	0	0	0
24. Minnesota	MN	L	0	0	0	0	0	0
25. Mississippi	MS	L	0	0	0	0	0	0
26. Missouri	MO	L	0	0	0	0	0	0
27. Montana	MT	L	0	0	0	0	0	0
28. Nebraska	NE	L	0	0	0	0	0	0
29. Nevada	NV	L	0	0	0	0	0	0
30. New Hampshire	NH	Q	0	0	0	0	0	0
31. New Jersey	NJ	L	0	0	0	0	0	0
32. New Mexico	NM	L	0	0	0	0	0	0
33. New York	NY	N	0	0	0	0	0	0
34. North Carolina	NC	L	0	0	0	0	0	0
35. North Dakota	ND	L	0	0	0	0	0	0
36. Ohio	OH	L	0	0	0	0	0	0
37. Oklahoma	OK	L	0	0	0	0	0	0
38. Oregon	OR	L	0	0	0	0	0	0
39. Pennsylvania	PA	L	0	0	0	0	0	0
40. Rhode Island	RI	L	0	0	0	0	0	0
41. South Carolina	SC	L	0	0	0	0	0	0
42. South Dakota	SD	L	0	0	0	0	0	0
43. Tennessee	TN	L	0	0	0	0	0	0
44. Texas	TX	L	0	0	0	0	0	0
45. Utah	UT	L	0	0	0	0	0	0
46. Vermont	VT	L	0	0	0	0	0	0
47. Virginia	VA	L	0	0	0	0	0	0
48. Washington	WA	L	0	0	0	0	0	0
49. West Virginia	WV	L	0	0	0	0	0	0
50. Wisconsin	WI	L	0	0	0	0	0	0
51. Wyoming	WY	L	0	0	0	0	0	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	0	0	0	0	0	0
59. Subtotal	(a) 47		0	0	0	0	0	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		0	0	0	0	0	0
94. Aggregate of other amounts not allocable by State	XXX		0	0	0	0	0	0
95. Totals (Direct Business)	XXX		0	0	0	0	0	0
96. Plus Reinsurance Assumed	XXX		932,487,248	442,504	560,039	0	933,489,791	0
97. Totals (All Business)	XXX		932,487,248	442,504	560,039	0	933,489,791	0
98. Less Reinsurance Ceded	XXX		166,136,275	0	0	0	166,136,275	0
99. Totals (All Business) less Reinsurance Ceded	XXX		766,350,973	442,504	560,039	0	767,353,516	0
<b>DETAILS OF WRITE-INS</b>								
5801.	XXX		0	0	0	0	0	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		0	0	0	0	0	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 6 1 3 3 2 0 1 1 4 9 0 0 0 0 0 3
2.	 6 6 1 3 3 2 0 1 1 3 6 5 0 0 0 0 3
3.	 6 6 1 3 3 2 0 1 1 4 4 5 0 0 0 0 3
4.	 6 6 1 3 3 2 0 1 1 4 4 6 0 0 0 0 3
5.	 6 6 1 3 3 2 0 1 1 4 4 7 0 0 0 0 3
6.	 6 6 1 3 3 2 0 1 1 4 4 8 0 0 0 0 3
7.	 6 6 1 3 3 2 0 1 1 4 4 9 0 0 0 0 3

**OVERFLOW PAGE FOR WRITE-INS**

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**SCHEDULE A - VERIFICATION**

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
<b>NONE</b>		
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
<b>NONE</b>		
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
1. Book/adjusted carrying value, December 31 of prior year	1,694,064	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	49,000,000	1,531,290
2.2 Additional investment made after acquisition	0	574,703
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	1,470,000	(371,553)
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	152,544	40,376
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)	52,011,520	1,694,064
12. Deduct total nonadmitted amounts	566,537	0
13. Statement value at end of current period (Line 11 minus Line 12)	51,444,983	1,694,064

**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	1,266,967,251	967,541,254
2. Cost of bonds and stocks acquired	787,439,347	676,376,348
3. Accrual of discount	8,919,231	8,606,221
4. Unrealized valuation increase (decrease)	(13,431,325)	(4,359,327)
5. Total gain (loss) on disposals	6,339,436	5,179,297
6. Deduct consideration for bonds and stocks disposed of	345,212,994	384,616,154
7. Deduct amortization of premium	2,348,257	1,631,333
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	51,879	129,055
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,708,620,810	1,266,967,251
11. Deduct total nonadmitted amounts	66,319,782	71,359,702
12. Statement value at end of current period (Line 10 minus Line 11)	1,642,301,028	1,195,607,549

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Wilton Reassurance 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
<b>BONDS</b>								
1. Class 1 (a)	1,118,889,713	530,480,093	572,683,602	11,716,321	808,753,000	1,118,889,713	1,088,402,524	835,042,275
2. Class 2 (a)	364,416,631	65,425,230	24,715,398	(9,957,539)	246,238,623	364,416,631	395,168,925	249,427,433
3. Class 3 (a)	8,894,697	5,225,510	364,977	(1,916,256)	1,389,605	8,894,697	11,838,974	1,904,318
4. Class 4 (a)	14,646,842	13,903,590	58,147	3,722,699	0	14,646,842	32,214,985	0
5. Class 5 (a)	1,917,887	2,747,106	91,561	(735,007)	430,897	1,917,887	3,838,426	0
6. Class 6 (a)	103	0	0	0	53	103	103	110,781
7. Total Bonds	1,508,765,873	617,781,528	597,913,684	2,830,219	1,056,812,177	1,508,765,873	1,531,463,936	1,086,484,807
<b>PREFERRED STOCK</b>								
8. Class 1	3,000,000	0	0	0	3,000,000	3,000,000	3,000,000	4,006,577
9. Class 2	3,309,957	0	148,552	0	3,065,523	3,309,957	3,161,405	2,058,945
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	6,309,957	0	148,552	0	6,065,523	6,309,957	6,161,405	6,065,523
15. Total Bonds & Preferred Stock	1,515,075,830	617,781,528	598,062,236	2,830,219	1,062,877,700	1,515,075,830	1,537,625,341	1,092,550,330

(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	40,208,147	XXX	40,604,570	478,206	58,392

**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.....	15,632,083	35,478,588
2. Cost of short-term investments acquired.....	625,461,773	318,937,747
3. Accrual of discount.....	3,738	39,257
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	488	1,160
6. Deduct consideration received on disposals.....	600,420,608	338,822,654
7. Deduct amortization of premium.....	469,327	2,015
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).....	40,208,147	15,632,083
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	40,208,147	15,632,083

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.....	62,647,799	51,864,341
2. Cost of cash equivalents acquired.....	655,644,605	375,246,476
3. Accrual of discount.....	36,974	25,744
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	297	905
6. Deduct consideration received on disposals.....	675,063,428	364,489,667
7. Deduct amortization of premium.....	40,285	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).....	43,225,962	62,647,799
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	43,225,962	62,647,799

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**



STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Wilton Reassurance Company

**SCHEDULE BA - PART 3**

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B/A C.V. (9+10-11+12)	Total Foreign Exchange Change in B/A C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
000000-00-0-3799999 - Any Other Class of Assets - Unaffiliated	UICI Funding Corporation	North Richland Hills	Texas	Return of funding	03/16/2010	08/08/2011	1,127,527	0	0	0	0	0	0	974,983	35,509	0	0	0	0
							1,127,527	0	0	0	0	0	0	974,983	35,509	0	0	0	0
3999999 - Subtotals Unaffiliated							1,127,527	0	0	0	0	0	0	974,983	35,509	0	0	0	0
4099999 - Subtotals Affiliated							0	0	0	0	0	0	0	0	0	0	0	0	0
4199999 TOTALS							1,127,527	0	0	0	0	0	0	974,983	35,509	0	0	0	0