



QUARTERLY STATEMENT

As of June 30, 2016

of the Condition and Affairs of the

AFFILIATED FM INSURANCE COMPANY

NAIC Group Code.....0065, 0065 <small>(Current Period) (Prior Period)</small>	NAIC Company Code..... 10014	Employer's ID Number..... 05-0254496
Organized under the Laws of Rhode Island Incorporated/Organized..... May 6, 1949	State of Domicile or Port of Entry Rhode Island Commenced Business..... June 1, 1950	Country of Domicile US
Statutory Home Office	270 Central Avenue..... Johnston RI US 02919-4949 <small>(Street and Number) (City or Town, State, Country and Zip Code)</small>	
Main Administrative Office	270 Central Avenue..... Johnston RI US 02919-4949 <small>(Street and Number) (City or Town, State, Country and Zip Code)</small>	401-275-3000 <small>(Area Code) (Telephone Number)</small>
Mail Address	P.O. Box 7500..... Johnston RI US 02919-0750 <small>(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)</small>	
Primary Location of Books and Records	270 Central Avenue..... Johnston RI US 02919-4949 <small>(Street and Number) (City or Town, State, Country and Zip Code)</small>	401-275-3000 <small>(Area Code) (Telephone Number)</small>
Internet Web Site Address	www.fmglobal.com	
Statutory Statement Contact	Jeffrey Black <small>(Name)</small> jeffrey.black@fmglobal.com <small>(E-Mail Address)</small>	401-415-1559 <small>(Area Code) (Telephone Number) (Extension)</small> 401-946-8306 <small>(Fax Number)</small>

OFFICERS

Name	Title	Name	Title
1. Thomas Alan Lawson	President & Chief Executive Officer	2. Jonathan Irving Mishara	Senior Vice President & Secretary
3. Joy Kirsten Cave	Vice President & Treasurer		

OTHER

Bret Nils Ahnell	Executive Vice President	Jeffrey Alfred Burchill	Senior Vice President
Jonathan William Hall	Chief Operating Officer	Christopher Johnson	Executive Vice President
Paul Edward LaFleche	Senior Vice President	Jeanne Ruth Lieb	Senior Vice President
Jonathan Irving Mishara	Senior Vice President	Enzo Rebula	Senior Vice President
Michael Robert Turner	Executive Vice President		

DIRECTORS OR TRUSTEES

Frank Thomas Connor	Colin Richard Day	Daniel Lee Knotts	Thomas Alan Lawson
John Anderson Luke Jr	Jonathan Douglas Mariner	Gracia Catherine Martore	Christine Mary McCarthy
Stuart Blain Parker	Edward Joseph Rapp	Shivan Sivaswamy Subramaniam	

State of Rhode Island
County of Providence

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

_____ (Signature) Thomas Alan Lawson 1. (Printed Name) President & Chief Executive Officer _____ (Title)	_____ (Signature) Jonathan Irving Mishara 2. (Printed Name) Senior Vice President & Secretary _____ (Title)	_____ (Signature) Theresa Ann Molloy 3. (Printed Name) Vice President & Controller _____ (Title)
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Subscribed and sworn to before me
This 10th day of August 2016
John A. Soares III Notary Public
Expires July 5, 2017

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

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	1,280,830,469		1,280,830,469	1,306,331,820
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....	950,622,708		950,622,708	908,613,910
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$.....75,664,902), cash equivalents (\$.....949,473) and short-term investments (\$.....34,477,386).....	111,091,761		111,091,761	130,447,542
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....	16,751,715		16,751,715	100,217
10. Securities lending reinvested collateral assets.....	37,921,638		37,921,638	45,813,343
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	2,397,218,291	.0	2,397,218,291	2,391,306,832
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	11,030,456		11,030,456	11,819,185
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	171,086,785	1,256,536	169,830,249	119,695,711
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
15.3 Accrued retrospective premiums (\$.....0) and contracts subject to redetermination (\$.....0).....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	303,252,816		303,252,816	26,102,550
16.2 Funds held by or deposited with reinsured companies.....	13,398		13,398	62,634
16.3 Other amounts receivable under reinsurance contracts.....			.0	
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
18.2 Net deferred tax asset.....			.0	
19. Guaranty funds receivable or on deposit.....	21,915		21,915	27,670
20. Electronic data processing equipment and software.....			.0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....			.0	34,746,862
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	8,351,588	.0	8,351,588	5,495,146
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	2,890,975,249	1,256,536	2,889,718,713	2,589,256,590
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	2,890,975,249	1,256,536	2,889,718,713	2,589,256,590

DETAILS OF WRITE-INS

1101.....			.0	
1102.....			.0	
1103.....			.0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0
2501. Equities and Deposits in Pools and Associations.....	350,000		350,000	350,000
2502. Accounts Receivable State Tax Refunds.....	798,138		798,138	838,158
2503. Cash Clearing Accounts.....	7,203,450		7,203,450	4,306,988
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	8,351,588	.0	8,351,588	5,495,146

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....354,266,972).....	608,770,967	353,285,708
2. Reinsurance payable on paid losses and loss adjustment expenses.....	11,835,671	1,718,092
3. Loss adjustment expenses.....	53,847,975	54,904,891
4. Commissions payable, contingent commissions and other similar charges.....		
5. Other expenses (excluding taxes, licenses and fees).....	222,889	352,580
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	3,512,083	5,513,652
7.1 Current federal and foreign income taxes (including \$....20,953,737 on realized capital gains (losses)).....	46,245,509	46,895,774
7.2 Net deferred tax liability.....	74,156,000	62,689,000
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....47,412,824 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act).....	343,486,271	365,981,101
10. Advance premium.....		173,987
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....	235,639	219,489
12. Ceded reinsurance premiums payable (net of ceding commissions).....	106,525,789	97,890,524
13. Funds held by company under reinsurance treaties.....		
14. Amounts withheld or retained by company for account of others.....	551,632	497,254
15. Remittances and items not allocated.....	1,424,713	752,854
16. Provision for reinsurance (including \$.....0 certified).....	5,245,325	5,245,325
17. Net adjustments in assets and liabilities due to foreign exchange rates.....	44,032,364	54,501,785
18. Drafts outstanding.....		
19. Payable to parent, subsidiaries and affiliates.....	9,237,677	
20. Derivatives.....		
21. Payable for securities.....	6,258,568	29,634
22. Payable for securities lending.....	37,921,638	45,813,343
23. Liability for amounts held under uninsured plans.....		
24. Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	15,623,724	13,202,316
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	1,369,134,434	1,109,667,309
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	1,369,134,434	1,109,667,309
29. Aggregate write-ins for special surplus funds.....	0	0
30. Common capital stock.....	4,000,000	4,000,000
31. Preferred capital stock.....	7,250,000	7,250,000
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....		
34. Gross paid in and contributed surplus.....	270,210,661	270,210,661
35. Unassigned funds (surplus).....	1,239,123,618	1,198,128,620
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0).....		
37. Surplus as regards policyholders (Lines 29 to 35, less 36).....	1,520,584,279	1,479,589,281
38. Totals (Page 2, Line 28, Col. 3).....	2,889,718,713	2,589,256,590

DETAILS OF WRITE-INS

2501. Miscellaneous Accounts Payable.....	15,623,724	13,202,316
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	15,623,724	13,202,316
2901.		
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page.....	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....	0	0

AFFILIATED FM INSURANCE COMPANY STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$.....373,429,894).....	399,455,184	398,802,607	801,640,943
1.2 Assumed..... (written \$.....16,861,364).....	16,243,196	9,072,010	23,352,288
1.3 Ceded..... (written \$.....204,767,830).....	207,680,122	213,436,862	414,945,391
1.4 Net..... (written \$.....185,523,428).....	208,018,258	194,437,755	410,047,840
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....137,764,217):			
2.1 Direct.....	443,700,144	188,591,441	388,592,824
2.2 Assumed.....	14,566,348	42,152,114	33,171,026
2.3 Ceded.....	324,430,199	105,177,107	194,880,667
2.4 Net.....	133,836,293	125,566,448	226,883,183
3. Loss adjustment expenses incurred.....	7,946,370	7,716,280	14,241,113
4. Other underwriting expenses incurred.....	56,613,352	52,948,844	111,775,274
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	198,396,015	186,231,572	352,899,570
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	9,622,243	8,206,183	57,148,270
INVESTMENT INCOME			
9. Net investment income earned.....	26,799,215	27,406,751	53,804,099
10. Net realized capital gains (losses) less capital gains tax of \$.....(1,665,000).....	(3,093,279)	22,329,767	40,383,993
11. Net investment gain (loss) (Lines 9 + 10).....	23,705,936	49,736,518	94,188,092
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....23,339 amount charged off \$.....0).....	23,339	147,515	174,475
13. Finance and service charges not included in premiums.....			
14. Aggregate write-ins for miscellaneous income.....	1,250	(202,672)	(1,604,189)
15. Total other income (Lines 12 through 14).....	24,589	(55,157)	(1,429,714)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	33,352,768	57,887,544	149,906,648
17. Dividends to policyholders.....	224,887	211,698	434,520
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17).....	33,127,881	57,675,846	149,472,128
19. Federal and foreign income taxes incurred.....	6,959,371	5,932,250	27,919,103
20. Net income (Line 18 minus Line 19) (to Line 22).....	26,168,510	51,743,596	121,553,025
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	1,479,589,281	1,397,649,769	1,397,649,769
22. Net income (from Line 20).....	26,168,510	51,743,596	121,553,025
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....6,952,000.....	13,076,188	6,362,759	(13,525,739)
25. Change in net unrealized foreign exchange capital gain (loss).....	6,620,672	(12,514,429)	(28,812,710)
26. Change in net deferred income tax.....	(4,515,000)	(3,253,000)	(216,000)
27. Change in nonadmitted assets.....	(101,622)	(734,278)	284,663
28. Change in provision for reinsurance.....	(0)	(0)	3,163,773
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....			
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....	(253,750)	(253,750)	(507,500)
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	40,994,998	41,350,898	81,939,512
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	1,520,584,279	1,439,000,667	1,479,589,281
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	0	0	0
1401. Miscellaneous income.....	20	20	100
1402. Balances charged off.....	(2,949)	(310)	(34,845)
1403. Gain / (loss) on foreign exchange.....	4,179	(202,382)	(1,569,444)
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	1,250	(202,672)	(1,604,189)
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0	0

Statement for June 30, 2016 of the **AFFILIATED FM 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.....	143,748,545	123,323,940	401,256,743
2. Net investment income.....	26,564,493	32,114,722	68,558,684
3. Miscellaneous income.....	24,589	(55,157)	(1,429,714)
4. Total (Lines 1 through 3).....	170,337,627	155,383,505	468,385,713
5. Benefit and loss related payments.....	145,826,128	150,614,096	215,541,255
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	67,742,143	64,130,762	122,144,300
8. Dividends paid to policyholders.....	208,737	200,316	423,547
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	5,944,636	3,308,831	68,374,921
10. Total (Lines 5 through 9).....	219,721,644	218,254,005	406,484,023
11. Net cash from operations (Line 4 minus Line 10).....	(49,384,017)	(62,870,500)	61,901,690
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	152,852,764	262,706,430	527,544,978
12.2 Stocks.....	92,399,522	89,552,301	188,808,659
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.....	(5,644)	(4,923)	(7,072)
12.7 Miscellaneous proceeds.....	6,228,934	6,554,583	5,070,814
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	251,475,576	358,808,391	721,417,379
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	129,954,053	273,311,498	541,814,600
13.2 Stocks.....	119,355,425	141,751,901	219,919,972
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	16,651,498	(0)	3,519,717
13.7 Total investments acquired (Lines 13.1 to 13.6).....	265,960,976	415,063,399	765,254,289
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(14,485,400)	(56,255,008)	(43,836,910)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....	253,750	253,750	507,500
16.6 Other cash provided (applied).....	44,767,386	89,759,788	36,330,269
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	44,513,636	89,506,038	35,822,769
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(19,355,781)	(29,619,470)	53,887,549
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	130,447,542	76,559,993	76,559,993
19.2 End of period (Line 18 plus Line 19.1).....	111,091,761	46,940,523	130,447,542

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

20.0001			
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NOTES TO FINANCIAL STATEMENTS**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****A. Accounting Practices (required NAIC disclosure regardless of whether there is any significant change)**

The accompanying financial statements of Affiliated FM Insurance Company ("Company") have been prepared on the basis of accounting practices prescribed or permitted by the Rhode Island Division of Insurance.

The state of Rhode Island requires insurance companies domiciled in the state of Rhode Island to prepare their statutory financial statements in accordance with the National Association of Insurance Commissioners (NAIC) *Accounting Practices and Procedures Manual*, subject to any deviations prescribed or permitted by the Rhode Island Division of Insurance.

The Company applies paragraph 5(a) of SSAP 23, rather than paragraph 5(b) of SSAP 23, with respect to the methodology for translating the Company's Canadian branch to USD. This is consistent with the methodology used in prior years, and a permitted practice has been approved by the State of Rhode Island. The total adjustment to convert the balance sheet to USD is \$44,032,364 which appears on line 17 – "Net adjustment in assets and liabilities due to foreign exchange rates", on page 3 – "Liabilities, Surplus and Other Funds" of the June 2016 quarterly statement. There is no net impact on surplus, and the effect on 2016 net income would be a decrease to net income in the amount of \$2,508,854 (which would be offset by a corresponding increase to surplus).

	State of Domicile	Current Period	Prior Year
NET INCOME			
(1) AFFILIATED FM INSURANCE COMPANY state basis (Page 4, Line 20, Columns 1 & 3)	RI	\$ 26,168,510	\$ 121,553,025
(2) State Prescribed Practices that increase/decrease NAIC SAP			
(3) State Permitted Practices that increase/decrease NAIC SAP			
Application of SSAP 23 regarding translating the Canadian branch to USD	RI	2,508,854	6,231,423
(4) NAIC SAP (1 – 2 – 3 = 4)	RI	\$ 23,659,656	\$ 115,321,602
SURPLUS			
(5) AFFILIATED FM INSURANCE COMPANY state basis (Page 3, line 37, Columns 1 & 2)	RI	\$ 1,520,584,279	\$ 1,479,589,281
(6) State Prescribed Practices that increase/decrease NAIC SAP			
(7) State Permitted Practices that increase/decrease NAIC SAP			
(8) NAIC SAP (5 – 6 – 7 = 8)	RI	\$ 1,520,584,279	\$ 1,479,589,281

B. Use of Estimates

No significant change

C. Accounting Policies

1 - 5. No significant change.

6. (required NAIC disclosure regardless of whether there is any significant change)

U.S. government agency loan-backed and structured securities are valued at amortized cost. Other loan-backed and structured securities are valued at either amortized cost or fair value, depending on many factors including: the type of underlying collateral, whether modeled by NAIC vendor, whether rated (by either NAIC approved rating organization or NAIC Securities Valuation Office), and relationship of amortized cost to par value and amortized cost to fair value.

7-13. No significant change.

D. Going Concern - Not applicable (required NAIC disclosure regardless of whether there is any significant change)**NOTE 2 – ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS**

No significant change

NOTE 3 – BUSINESS COMBINATIONS AND GOODWILL

No significant change

NOTE 4 – DISCONTINUED OPERATIONS

No significant change

NOTES TO FINANCIAL STATEMENTS**NOTE 5 – INVESTMENTS**

A. Mortgage Loans

No significant change.

B. Troubled Debt Restructuring for Creditors

No significant change.

C. Reverse Mortgages

No significant change.

D. Loan-Backed and Structured Securities **(required NAIC disclosure regardless of whether there is any significant change)**

(1) Description of Sources Used to Determine Prepayment Assumptions

Loan-backed bonds and structured securities are valued at amortized cost using the constant interest rate method, not including anticipated prepayment at the date of purchase. Loan-backed securities are valued using an effective yield based on current prepayment assumptions obtained from Bloomberg. Prepayment assumptions are reviewed periodically and updated in response to changes in market interest rates.

(2) Other-Than-Temporary-Impairment (OTTI) Loss Recognized in the Aggregate - Not applicable

(3) OTTI by CUSIP - Not applicable

(4) Impaired Securities for Which OTTI Not Recognized

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 (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):

	The aggregate amount of unrealized losses:	1.	Less than 12 Months	\$	273,844
		2.	12 Months or Longer	\$	128,348
b.	The aggregate related fair value of securities with unrealized losses:	1.	Less than 12 Months	\$	17,110,660
		2.	12 Months or Longer	\$	28,937,257

(5) OTTI Additional Information

All loan-backed and structured securities in an unrealized loss position were reviewed to determine whether other-than-temporary impairments should be recognized. The Company asserts that it has the intent and ability to hold these securities long enough to allow the cost basis of these securities to be recovered. These conclusions are supported by a detailed analysis of the underlying credit and cash flows of each security. Unrealized losses are primarily attributable to credit spread widening and increased liquidity discounts. It is possible that the Company could recognize other-than-temporary impairments in the future on some of the securities, if future events, information and the passage of time causes it to conclude that declines in value are other-than temporary.

E. Repurchase Agreements and/or Securities Lending Transactions

(1) Policies Requiring Collateral

No significant change.

(2) Collateral Pledged

No significant change.

(3) Collateral Received

a. Aggregate Amount of Cash Collateral Received

No significant change.

b.	The fair value of that collateral and of the portion of that collateral that it has sold or repledged	\$	37,921,638
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(required NAIC disclosure regardless of whether there is any significant change)

(4) Collateral Administered by an Affiliated Agent

No significant change.

(5) Collateral Reinvestment

No significant change.

NOTES TO FINANCIAL STATEMENTS

NOTE 5 – INVESTMENTS (continued from preceding page)

(6) Collateral Not Permitted to Sell or Replege

No significant change.

(7) Collateral Transactions Beyond One Year

No significant change.

F. Writedowns for Impairments of Real Estate, Real Estate Sales, Retail Land Sales Operations and Real Estate with Participating Mortgage Loan Features

No significant change.

G. Low Income Housing Tax Credits

No significant change.

H. Restricted Assets

No significant change.

I. Working Capital Finance Investments (**required NAIC disclosure regardless of whether there is any significant change**) - Not applicable

J. Offsetting and Netting of Assets and Liabilities (**required NAIC disclosure regardless of whether there is any significant change**)

Not applicable

K. Structured Notes - Not Applicable

NOTE 6 – JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No significant changes

NOTE 7 – INVESTMENT INCOME

No significant changes

NOTE 8 – DERIVATIVE INSTRUMENTS

No significant changes

NOTE 9 – INCOME TAXES

No significant changes

NOTE 10 – INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES

No significant changes

NOTE 11 – DEBT

A. Debt

No significant change.

B. Federal Home Loan Bank Agreements (**required NAIC disclosure regardless of whether there is any significant change**) - Not applicable

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

A. Defined Benefit Plan

(1) - (3)

No significant change.

(4) Net Periodic Benefit Cost (**required NAIC disclosure regardless of whether there is any significant change**) - Not applicable

(5) - (21)

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 12 - RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS (continued from preceding page)

- B. Description of Investment Policies
No significant change.
- C. Fair Value of Plan Assets
No significant change.
- D. Rate of Return Assumptions
No significant change.
- E. Defined Contribution Plans
No significant change.
- F. Multiemployer Plans
No significant change.
- G. Consolidated/Holding Company Plans
No significant change.
- H. Postemployment Benefits and Compensated Absences
No significant change.
- I. Impact of Medicare Modernization Act on Postretirement Benefits
No significant change.

NOTE 13 – CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

No significant changes

NOTE 14 – LIABILITIES, CONTINGENCIES AND ASSESSMENTS

No significant changes

NOTE 15 – LEASES

No significant change

NOTE 16 – INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant changes

NOTE 17 – SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

- A. Transfers of Receivables Reported as Sales - Not applicable
- B. Transfer and Servicing of Financial Assets
 - (1) Loaned Securities
No significant change.
 - (2) Servicing Asset and Liabilities - **(required NAIC disclosure regardless of whether there is any significant change)** - Not applicable
 - (3) Servicing Assets and Liabilities Subsequently Measured at Fair Value - Not applicable
 - (4) Securitized Financial Assets that Transfer as a Sale **(required NAIC disclosure regardless of whether there is any significant change)**
Not applicable.
 - (5) Transfers of Financial Assets Accounted for as Secured Borrowing - Not applicable
 - (6) Transfers of Receivables with Recourse - Not applicable
 - (7) Repurchase Agreements - Not applicable

NOTES TO FINANCIAL STATEMENTS**NOTE 17 – SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES (continued from preceding page)**

C. Wash Sales - (required NAIC disclosure regardless of whether there is any significant change) - Not applicable

NOTE 18 – GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE PORTION OF PARTIALLY INSURED PLANS

No significant changes

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

No significant changes

NOTE 20 – FAIR VALUE MEASUREMENTS (required NAIC disclosure regardless of whether there is any significant change)

A. Inputs Used for Invested Assets Measured at Fair Value

(1) Fair Value Measurements at Reporting Date

The Company categorizes its invested assets that are measured at fair value into the three-level fair value hierarchy. Item 4 provides a discussion of each of these three levels.

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Assets at Fair Value	\$	\$	\$	\$
Bonds		2,088,963		2,088,963
Common Stocks				
Industrial and Miscellaneous	917,887,658			917,887,658
Mutual Funds	32,735,050			32,735,050
Total	\$ 950,622,708	\$ 2,088,963	\$	\$ 952,711,671

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

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

(3) Policy on Transfers Into and Out of Level 3

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3. The Company has no assets measured at fair value in the Level 3 category.

(4) Inputs and Techniques Used for Fair Value

The valuation techniques required by the Fair Value Measurements guidance (SSAP 100) are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions.

These two types of inputs create the following fair value hierarchy:

- Level 1 Quoted prices for identical instruments in active markets
- Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable
- Level 3 Significant inputs to the valuation model are unobservable

The Company retains independent pricing vendors to assist in valuing invested assets when the prices are not available from the SVO.

When available, the Company uses quoted market prices to determine the fair value of investment securities, and they are included in Level 1.

When quoted market prices are unavailable, the Company uses quotes from independent pricing vendors based on recent trading activity and other relevant information, including market interest rate curves, referenced credit spreads and estimated prepayment rates, where applicable. These investments are included in Level 2 and are primarily comprised of fixed income securities which are NAIC rated 3 or below.

In infrequent circumstances, the pricing is not available from the pricing vendor and is based on significant unobservable inputs. In those circumstances, the investment security is classified in Level 3. There are no Level 3 investments at reporting date.

(5) Derivative Fair Values - Not applicable

B. Other Fair Value Disclosures - Not applicable

NOTES TO FINANCIAL STATEMENTS**NOTE 20 – FAIR VALUE MEASUREMENTS (required NAIC disclosure regardless of whether there is any significant change) (continued from preceding page)**

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 1,344,753,609	\$ 1,280,830,469	\$	\$ 1,280,830,469	\$	\$
Common Stocks	950,622,708	950,622,708	950,622,708			
Cash, cash equivalents and short-term investments	111,091,761	111,091,761	111,091,761			
Securities Lending reinvested collateral assets	37,921,638	37,921,638	37,921,638			
Total	2,444,389,716	2,380,466,576	1,099,636,107	1,280,830,469		

D. Not Practicable to Estimate Fair Value

NOTE 21 – OTHER ITEMS

No significant changes

NOTE 22 – EVENTS SUBSEQUENT

No significant changes

NOTE 23 – REINSURANCE

No significant changes

NOTE 24 – RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

A- E. No significant change.

F. Risk Sharing Provisions of the Affordable Care Act - Not applicable

(required NAIC disclosure regardless of whether there is any significant change)**NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES****(required NAIC disclosure regardless of whether there is any significant change)**

No significant change.

NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS

No significant changes

NOTE 27 – STRUCTURED SETTLEMENTS

No significant changes

NOTE 28 – HEALTH CARE RECEIVABLES

No significant changes

NOTE 29 – PARTICIPATING POLICIES

No significant changes

NOTE 30 – PREMIUM DEFICIENCY RESERVES

No significant changes

NOTE 31 – HIGH DEDUCTIBLES

No significant changes

NOTE 32 – DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES

No significant changes

NOTE 33 – ASBESTOS/ENVIRONMENTAL RESERVES

No significant changes

NOTES TO FINANCIAL STATEMENTS

NOTE 34 – SUBSCRIBER SAVINGS ACCOUNTS

No significant changes

NOTE 35 – MULTIPLE PERIL CROP INSURANCE

No significant changes

NOTE 36 – FINANCIAL GUARANTY INSURANCE

A. Financial Guarantee Insurance Contracts

No significant change.

B. Schedule of Insured Financial Obligations at End of Period **(required NAIC disclosure regardless of whether there is any significant change)**

Not applicable

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: _____
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? If yes, complete Schedule Y, Parts 1 and 1A. Yes [X] No []
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.

- 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 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? If yes, attach an explanation. Yes [] No [X] N/A []

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012
- 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. 12/31/2012
- 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). 01/10/2014

6.4 By what department or departments?
Rhode Island Division 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 [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [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 with the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If the 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 Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

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

- 9.1 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 [X] No []

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
The Code of Ethics was amended to refer to the whistleblowing process referenced in the Code of Conduct.

- 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

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES**

- 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: \$ 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 [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: \$ 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 [X]

14.2 If yes, please complete the following:

- 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

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
\$	0	\$ 0
	0	0
	0	0
	0	0
	0	0
	0	0
\$	0	\$ 0
\$	0	\$ 0

- 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.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:

- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$ 37,921,638
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$ 37,921,638
- 16.3 Total payable for securities lending reported on the liability page: \$ 37,921,638

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

17.1 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
JP Morgan Worldwide Securities Services	383 Madison Avenue, New York, NY
RBC Investor Services	200 Bay Street, Toronto, Ontario, Canada

17.2 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)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

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

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

17.5 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
JP Morgan Worldwide Securities Services	Standish Mellon	Boston, MA
RBC Dexia	BMO Asset Management Inc	Toronto, Ontario, Canada

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? Yes [X] No []

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 – PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [] No [X] N/A []
 If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [] No [X]
 If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]

3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see *Annual Statement Instructions* pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? Yes [] No [X]

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Disc. Rate	Total Discount				Discount Taken During Period			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
	0.000	0.000	0	0	0	0	0	0	0	0
Total	XXX	XXX	0	0	0	0	0	0	0	0

5.1 Operating Percentages:

5.1 A&H loss percent	0.000%
5.2 A&H cost containment percent	0.000%
5.3 A&H expense percent excluding cost containment expenses	0.000%

6.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$ 0

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

6.4 If yes, please provide the amount of funds administered as of the reporting date. \$ 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating
U.S. Insurers						
14862.....	54-1846993.....	NiSource Insurance Corporation, Inc.....	UT.....	Unauthorized....	.....	.....
22713.....	23-0723970.....	Insurance Company of North America.....	PA.....	Authorized.....	.....	.....
All Other Insurers						
.....	AA-3190186.....	White Rock Insurance (SAC) Limited.....	BMA.....	Unauthorized....	.....	.....

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....AL.....L.....		2,698,058	2,969,568	199,855	70,333	1,395,375	1,002,929
2. Alaska.....AK.....L.....		1,458,511	1,324,977	47,012	280,971	376,021	166,942
3. Arizona.....AZ.....L.....		3,575,110	3,504,802	836,668	752,452	3,124,986	892,465
4. Arkansas.....AR.....L.....		2,700,775	2,277,716	1,023,393	152,728	1,851,729	422,933
5. California.....CA.....L.....		48,359,534	47,559,005	12,924,235	22,384,325	28,108,861	19,945,413
6. Colorado.....CO.....L.....		6,346,680	6,196,573	599,336	1,259,814	3,767,552	8,282,122
7. Connecticut.....CT.....L.....		2,134,694	2,211,809	1,515,951	1,079,334	599,793	2,074,795
8. Delaware.....DE.....L.....		456,240	556,647	145,902	869,547	300,761	34,659
9. District of Columbia.....DC.....L.....		3,007,891	3,927,912	682,691	479,044	506,384	1,034,025
10. Florida.....FL.....L.....		13,735,227	14,479,536	1,185,484	66,699	2,879,330	2,068,003
11. Georgia.....GA.....L.....		7,067,928	7,777,346	2,651,821	956,157	3,172,817	2,350,145
12. Hawaii.....HI.....L.....		190,577	181,696	(319,379)	8,713	41,942	
13. Idaho.....ID.....L.....		429,961	654,641	73,928	70,148	260,087	275,386
14. Illinois.....IL.....L.....		18,775,067	18,562,924	50,936,815	9,646,161	174,857,105	30,260,143
15. Indiana.....IN.....L.....		6,528,876	5,989,440	956,238	435,651	3,096,887	2,034,997
16. Iowa.....IA.....L.....		2,691,053	2,205,028	409,347	425,169	946,564	69,807
17. Kansas.....KS.....L.....		1,097,476	1,150,214	117,459	228,870	655,594	1,172,046
18. Kentucky.....KY.....L.....		2,493,459	2,884,015	1,628,711	1,174,445	490,127	7,908,249
19. Louisiana.....LA.....L.....		6,801,377	6,577,161	(160,723)	1,410,983	6,991,334	3,662,738
20. Maine.....ME.....L.....		594,233	434,842				
21. Maryland.....MD.....L.....		6,248,188	6,260,182	5,877,771	6,825,072	7,765,613	6,459,593
22. Massachusetts.....MA.....L.....		12,764,552	12,549,785	9,103,174	7,721,340	12,595,256	20,782,563
23. Michigan.....MI.....L.....		5,964,382	4,862,043	2,266,530	13,446,010	2,962,496	4,346,438
24. Minnesota.....MN.....L.....		5,839,523	4,324,659	1,470,516	923,634	4,448,687	4,395,499
25. Mississippi.....MS.....L.....		5,276,822	5,583,053	68,939	1,961,287	1,905,726	483,406
26. Missouri.....MO.....L.....		8,225,037	7,917,598	3,032,491	6,265,119	12,891,190	9,010,956
27. Montana.....MT.....L.....		1,746,536	1,274,219	2,603,409	57,009	1,934,867	1,262,221
28. Nebraska.....NE.....L.....		904,513	848,316	371,691	73,098	1,464,964	25,646
29. Nevada.....NV.....L.....		3,672,753	4,478,895	872,093	1,148,789	2,232,855	1,316,611
30. New Hampshire.....NH.....L.....		1,148,306	1,157,600	208,594	151,298		113,281
31. New Jersey.....NJ.....L.....		8,183,202	7,764,592	5,513,444	11,769,993	48,169,055	33,003,662
32. New Mexico.....NM.....L.....		866,284	531,877	2,585,060	1,533,124	1,989,160	5,186,569
33. New York.....NY.....L.....		31,685,299	34,376,724	16,104,471	15,371,673	149,787,616	159,225,053
34. North Carolina.....NC.....L.....		5,491,218	5,597,210	2,241,158	3,126,563	613,908	3,262,296
35. North Dakota.....ND.....L.....		193,509	153,822	306,913	(1,839)	537,597	107,470
36. Ohio.....OH.....L.....		9,227,973	9,284,747	1,654,103	6,883,983	12,766,675	26,706,969
37. Oklahoma.....OK.....L.....		1,770,422	1,790,562	565,249	1,144,498	352,834	2,030,055
38. Oregon.....OR.....L.....		6,098,426	6,146,984	1,009,995	724,293	6,400,770	1,488,484
39. Pennsylvania.....PA.....L.....		6,972,048	7,165,760	824,581	557,252	2,715,722	4,182,801
40. Rhode Island.....RI.....L.....		1,699,400	2,119,832	1,230,230	641,135	4,063,618	3,853,855
41. South Carolina.....SC.....L.....		2,629,316	2,429,378	800,179	255,765	495,010	2,258,614
42. South Dakota.....SD.....L.....		416,401	360,502	1,421,625	68,918		
43. Tennessee.....TN.....L.....		6,935,893	6,359,155	1,386,055	17,867,877	3,060,207	25,405,867
44. Texas.....TX.....L.....		26,054,349	24,507,137	20,723,370	13,207,751	208,268,672	42,827,643
45. Utah.....UT.....L.....		5,474,394	5,102,926	363,566	1,033,995	633,452	967,854
46. Vermont.....VT.....L.....		145,002	83,256		16,372	76,894	
47. Virginia.....VA.....L.....		3,313,486	4,397,612	4,452,466	5,915,214	4,993,064	8,239,969
48. Washington.....WA.....L.....		19,531,255	19,093,530	6,038,788	8,210,442	4,838,136	6,531,696
49. West Virginia.....WV.....L.....		190,245	158,662	98,889	5,836		
50. Wisconsin.....WI.....L.....		4,939,449	3,877,311	353,915	1,725,274	1,209,045	1,853,099
51. Wyoming.....WY.....L.....		332,092	376,607		346,250		
52. American Samoa.....AS.....N.....							
53. Guam.....GU.....L.....							
54. Puerto Rico.....PR.....L.....		160,198	131,995				
55. US Virgin Islands.....VI.....L.....		26,599	1,226				
56. Northern Mariana Islands.....MP.....L.....							
57. Canada.....CAN.....L.....		47,771,929	50,876,495	19,041,191	39,006,417	68,215,152	96,185,718
58. Aggregate Other Alien.....OT.....XXX.....		388,166	359,042	0	0	0	0
59. Totals.....(a).....55.....		373,429,894	373,729,146	188,045,201	209,734,984	800,811,492	555,171,684

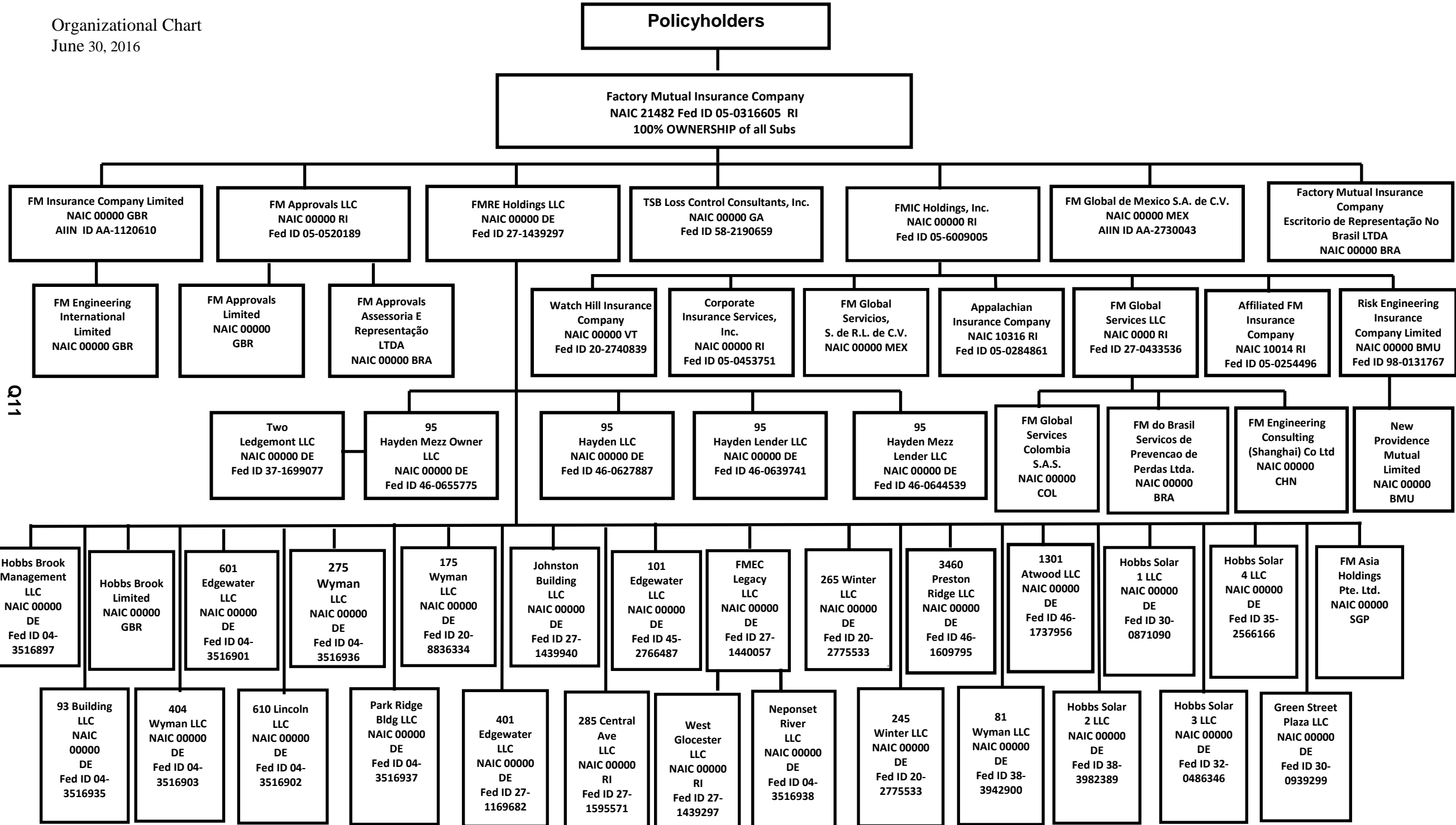
DETAILS OF WRITE-INS

58001. AUS AUSTRALIA.....XXX.....	(106)	497					
58002. AUT AUSTRIA.....XXX.....	2,250						
58003. BAN BANGLADESH.....XXX.....	(13,275)	27,500					
58998. Summary of remaining write-ins for Line 58 from overflow page.....XXX.....	399,297	331,045	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....XXX.....	388,166	359,042	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.

Organizational Chart
June 30, 2016



Q11

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Public Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
0065..	Factory Mutual Insurance Company & its Affiliates	21482.....	05-0316605..				Factory Mutual Insurance Company.....	RI.....	RE.....					1.....
0065..	Factory Mutual Insurance Company & its Affiliates	10014.....	05-0254496..				Affiliated FM Insurance Company.....	RI.....	DS.....	FMIC Holdings, Inc.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	1.....
0065..	Factory Mutual Insurance Company & its Affiliates	10316.....	05-0284861..				Appalachian Insurance Company.....	RI.....	DS.....	FMIC Holdings, Inc.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	1.....
0065..	Factory Mutual Insurance Company & its Affiliates	00000.....	AA-1120610..				FM Insurance Company Limited.....	GBR.....	DS.....	Factory Mutual Insurance Company.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0065..	Factory Mutual Insurance Company & its Affiliates	00000.....	98-0131767..				Risk Engineering Insurance Company Limited	BMU.....	DS.....	FMIC Holdings, Inc.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0065..	Factory Mutual Insurance Company & its Affiliates	00000.....	AA-2730043..				FM Global de Mexico S.A. de C.V.....	MEX.....	DS.....	Factory Mutual Insurance Company.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0065..	Factory Mutual Insurance Company & its Affiliates	00000.....	20-2740839..				Watch Hill Insurance Company.....	VT.....	DS.....	FMIC Holdings, Inc.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0065..	Factory Mutual Insurance Company & its Affiliates	00000.....	05-0453751..				Corporate Insurance Services, Inc.....	RI.....	DS.....	FMIC Holdings, Inc.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0065..	Factory Mutual Insurance Company & its Affiliates	00000.....					New Providence Mutual Limited.....	BMU.....	DS.....	Risk Engineering Insurance Company Limited	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0065..	Factory Mutual Insurance Company & its Affiliates	00000.....					Factory Mutual Insurance Company - Escritorio de Representação No Brasil LTDA.	BRA.....	DS.....	Factory Mutual Insurance Company.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	05-0520189..				FM Approvals LLC.....	RI.....	DS.....	Factory Mutual Insurance Company.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					FM Engineering International Limited.....	GBR.....	DS.....	FM Insurance Company Limited.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					FM Engineering Consulting (Shanghai) Co. Ltd	CHN.....	DS.....	FM Global Services LLC.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					FM Approvals Limited.....	GBR.....	DS.....	FM Approvals LLC.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					FM Approvals Assessoria E Representação LTDA.	BRA.....	DS.....	FM Approvals LLC.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	27-1439297..				FMRE Holdings LLC.....	DE.....	DS.....	Factory Mutual Insurance Company.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	58-2190659..				TSB Loss Control Consultants, Inc.....	GA.....	DS.....	Factory Mutual Insurance Company.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	05-6009005..				FMIC Holdings, Inc.....	RI.....	DS.....	Factory Mutual Insurance Company.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					FM Global Servicios, S.de R.L. de C.V.....	MEX.....	DS.....	FMIC Holdings, Inc.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	27-0433536..				FM Global Services LLC.....	RI.....	DS.....	FMIC Holdings, Inc.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					FM do Brasil Servicos de Prevencao de Perdas LTDA.	BRA.....	DS.....	FM Global Services LLC.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516902..				610 Lincoln LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516903..				404 Wyman LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	100.000	Factory Mutual Insurance Company.....	

Q12

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Public Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516936..				275 Wyman LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	20-8836334..				175 Wyman LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516937..				Park Ridge Building LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516935..				93 Building LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	20-2775533..				265 Winter LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					245 Winter LLC.....	DE.....	DS.....	265 Winter LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	27-1440057..				FMEC Legacy LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516938..				Neponset River LLC.....	DE.....	DS.....	FMEC Legacy LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	27-1439297..				West Gloucester LLC.....	RI.....	DS.....	FMEC Legacy LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516901..				601 Edgewater LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	27-1595571..				285 Central Avenue, LLC.....	RI.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	04-3516897..				Hobbs Brook Management LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					Hobbs Brook Limited.....	GBR....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	45-2766487..				101 Edgewater LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	27-1169682..				401 Edgewater LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	27-1439940..				Johnston Building LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....					FM Global Services Colombia S.A.S.....	COL....	DS.....	FM Global Services LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	37-1699077..				Two Ledgemont LLC.....	DE.....	DS.....	95 Hayden Mezz Owner LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	46-0627887..				95 Hayden LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	46-0639741..				95 Hayden Lender LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	46-0655775..				95 Hayden Mezz Owner LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	46-0644539..				95 Hayden Mezz Lender LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	...100.000	Factory Mutual Insurance Company.....	

Q12.1

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Public Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	46-1609795..	.....	.....	.....	3460 Preston Ridge, LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	46-1737956..	.....	.....	.....	1301 Atwood LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	38-3942900..	.....	.....	.....	81 Wyman LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	30-0871090..	.....	.....	.....	Hobbs Solar 1 LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	38-3982389..	.....	.....	.....	Hobbs Solar 2 LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	32-0486346..	.....	.....	.....	Hobbs Solar 3 LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	.....	.....	.....	.....	FM Asia Holdings Pte. Ltd.....	SGP....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	30-0939299..	.....	.....	.....	Green Street Plaza LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....
0000..	Factory Mutual Insurance Company & its Affiliates	00000.....	35-2566166..	.....	.....	.....	Hobbs Solar 4 LLC.....	DE.....	DS.....	FMRE Holdings LLC.....	Ownership.....	....100.000	Factory Mutual Insurance Company.....	.....

Q12.2

Asteris	Explanation
1	Pool Participants:Factory Mutual Insurance Company (86%), Affiliated FM Insurance Company (12%), and Appalachian Insurance Company (2%).

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....	133,696,068	181,639,151	135.9	37.1
2. Allied lines.....	75,546,090	105,672,963	139.9	72.6
3. Farmowners multiple peril.....			0.0	
4. Homeowners multiple peril.....	982,691	647,761	65.9	82.5
5. Commercial multiple peril.....	40,839,185	107,091,786	262.2	16.1
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....	9,818,179	228,803	2.3	33.0
9. Inland marine.....	111,325,012	42,771,615	38.4	55.3
10. Financial guaranty.....			0.0	
11.1. Medical professional liability - occurrence.....			0.0	
11.2. Medical professional liability - claims-made.....			0.0	
12. Earthquake.....			0.0	
13. Group accident and health.....			0.0	
14. Credit accident and health.....			0.0	
15. Other accident and health.....			0.0	
16. Workers' compensation.....	42		0.0	
17.1 Other liability-occurrence.....			0.0	
17.2 Other liability-claims made.....			0.0	
17.3 Excess workers' compensation.....			0.0	
18.1 Products liability-occurrence.....			0.0	
18.2 Products liability-claims made.....			0.0	
19.1, 19.2 Private passenger auto liability.....			0.0	
19.3, 19.4 Commercial auto liability.....			0.0	
21. Auto physical damage.....			0.0	
22. Aircraft (all perils).....			0.0	
23. Fidelity.....		(21,471)	0.0	
24. Surety.....			0.0	
26. Burglary and theft.....			0.0	
27. Boiler and machinery.....	27,247,916	5,669,538	20.8	39.0
28. Credit.....			0.0	
29. International.....			0.0	
30. Warranty.....			0.0	
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	
35. Totals.....	399,455,183	443,700,144	111.1	47.3
DETAILS OF WRITE-INS				
3401.....			0.0	
3402.....			0.0	
3403.....			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire.....	72,986,351	123,755,029	123,792,137
2. Allied lines.....	40,931,832	69,372,561	73,505,559
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....	548,786	975,238	933,029
5. Commercial multiple peril.....	23,700,717	39,708,429	38,066,864
6. Mortgage guaranty.....			
8. Ocean marine.....	3,449,294	8,429,445	10,669,785
9. Inland marine.....	63,845,493	105,041,603	102,631,472
10. Financial guaranty.....			
11.1. Medical professional liability - occurrence.....			
11.2. Medical professional liability - claims made.....			
12. Earthquake.....			
13. Group accident and health.....			
14. Credit accident and health.....			
15. Other accident and health.....			
16. Workers' compensation.....	22	41	44
17.1 Other liability-occurrence.....			
17.2 Other liability-claims made.....			
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....			
18.2 Products liability-claims made.....			
19.1 19.2 Private passenger auto liability.....			
19.3 19.4 Commercial auto liability.....			
21. Auto physical damage.....			
22. Aircraft (all perils).....			
23. Fidelity.....			
24. Surety.....			
26. Burglary and theft.....			
27. Boiler and machinery.....	15,764,832	26,147,547	24,130,257
28. Credit.....			
29. International.....			
30. Warranty.....			
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0
35. Totals.....	221,227,327	373,429,893	373,729,147
DETAILS OF WRITE-INS			
3401.....			
3402.....			
3403.....			
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2016 Loss and LAE Payments on Claims Reported as of Prior Year-End	2016 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2016 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2013 + Prior.....	23,151	149,529	172,680	5,458		5,458	18,509		148,713	167,222	816	(816)	0
2. 2014.....	35,406	25,057	60,463	16,418		16,418	19,484		24,561	44,045	496	(496)	(0)
3. Subtotals 2014 + Prior.....	58,557	174,586	233,143	21,876	0	21,876	37,993	0	173,274	211,267	1,312	(1,312)	(0)
4. 2015.....	124,965	50,082	175,047	82,474		82,474	54,081		38,492	92,573	11,590	(11,590)	0
5. Subtotals 2015 + Prior.....	183,522	224,668	408,190	104,350	0	104,350	92,074	0	211,766	303,840	12,902	(12,902)	(0)
6. 2016.....	XXX	XXX	XXX	XXX	(216,996)	(216,996)	XXX	331,009	27,770	358,779	XXX	XXX	XXX
7. Totals.....	183,522	224,668	408,190	104,350	(216,996)	(112,646)	92,074	331,009	239,536	662,619	12,902	(12,902)	(0)
8. Prior Year-End's Surplus As Regards Policyholders	1,479,589												
											Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. ....7.0 %	2. ....(5.7)%	3. ....(0.0)%
													Col. 13, Line 7 Line 8
													4. ....(0.0)%

Q14

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 Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Insurance Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1. The data for this supplement is not required to be filed.
2. The data for this supplement is not required to be filed.
3. The data for this supplement is not required to be filed.
4. The data for this supplement is not required to be filed.

Bar Code:



Statement for June 30, 2016 of the **AFFILIATED FM INSURANCE COMPANY**
Overflow Page for Write-Ins

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
2904.		
2997. Summary of remaining write-ins for Line 29.....	0	0

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
3204.		
3297. Summary of remaining write-ins for Line 32.....	0	0

Additional Write-ins for Statement of Income:

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
0504.			
0505.			
0597. Summary of remaining write-ins for Line 5.....	0	0	0

Additional Write-ins for Schedule T:

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
58004. BEL BELGIUM.....	XXX.	1,115	(5,200)				
58005. CHE SWITZERLAND.....	XXX.	(1,836)					
58006. DEU GERMANY.....	XXX.	3,299	7,195				
58007. FRA FRANCE.....	XXX.	1,050	(2,275)				
58008. GBR UNITED KINGDOM.....	XXX.	13,529	13,049				
58009. HKG HONG KONG.....	XXX.	11,485	15,294				
58010. IDN INDONESIA.....	XXX.		12,000				
58011. IND INDIA.....	XXX.	2,621	(1,440)				
58012. ITA ITALY.....	XXX.	351	468				
58013. JPN JAPAN.....	XXX.	2,059	2,662				
58014. KOR SOUTH KOREA.....	XXX.	2,501	6,669				
58015. MEX MEXICO.....	XXX.	20,588	3,437				
58016. MYS MALAYSIA.....	XXX.	(106)	1,681				
58017. NLD NETHERLANDS.....	XXX.	1,050	1,050				
58018. PHL PHILIPPINES.....	XXX.	16,046	56,329				
58019. SGP SINGAPORE.....	XXX.	750	597				
58020. SVK SLOVAK REPUBLIC.....	XXX.	3,519	3,868				
58021. THA THAILAND.....	XXX.	(106)	497				
58022. TWN CHINA - TAIWAN.....	XXX.	216,727	198,622				
58023. VIE VIETNAM.....	XXX.	104,655	16,542				
58997. Summary of remaining write-ins for Line 58 from overflow.....	XXX.	399,297	331,045	0	0	0	0

**AFFILIATED FM INSURANCE COMPANY
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.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
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.....		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....		
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
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	
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).....	0	0
12. Total valuation allowance.....		
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....		
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.....	0	
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 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).....	0	0
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	2,214,945,730	2,134,525,830
2. Cost of bonds and stocks acquired.....	249,309,479	761,734,572
3. Accrual of discount.....	417,459	1,735,780
4. Unrealized valuation increase (decrease).....	20,028,188	(21,124,739)
5. Total gain (loss) on disposals.....	(4,752,636)	78,276,172
6. Deduct consideration for bonds and stocks disposed of.....	245,252,286	716,353,633
7. Deduct amortization of premium.....	3,242,757	7,708,145
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		16,140,107
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,231,453,177	2,214,945,730
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	2,231,453,177	2,214,945,730

SCHEDULE D - PART 1B

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

NAIC Designation	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. NAIC 1 (a).....	1,167,421,320	93,190,445	123,013,503	1,775,713	1,167,421,320	1,139,373,975		1,173,397,685
2. NAIC 2 (a).....	164,035,862	15,439,780	2,117,515	(3,063,738)	164,035,862	174,294,389		175,015,245
3. NAIC 3 (a).....	2,397,576			191,388	2,397,576	2,588,964		1,175,473
4. NAIC 4 (a).....						0		
5. NAIC 5 (a).....						0		
6. NAIC 6 (a).....						0		
7. Total Bonds.....	1,333,854,758	108,630,225	125,131,018	(1,096,637)	1,333,854,758	1,316,257,328	0	1,349,588,403
PREFERRED STOCK								
8. NAIC 1.....						0		
9. NAIC 2.....						0		
10. NAIC 3.....						0		
11. NAIC 4.....						0		
12. NAIC 5.....						0		
13. NAIC 6.....						0		
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	1,333,854,758	108,630,225	125,131,018	(1,096,637)	1,333,854,758	1,316,257,328	0	1,349,588,403

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(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 \$.....35,426,859; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....	.....34,477,386	.....XXX.....	.....34,477,386	.....64,812	.....

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	.....39,309,005	.....51,378,310
2. Cost of short-term investments acquired.....	.....64,812	.....4,822,649
3. Accrual of discount.....	.....345,569	.....216,033
4. Unrealized valuation increase (decrease).....	.....	.....
5. Total gain (loss) on disposals.....	.....	.....190
6. Deduct consideration received on disposals.....	.....5,242,000	.....17,094,164
7. Deduct amortization of premium.....	.....	.....14,014
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).....	.....34,477,386	.....39,309,005
11. Deduct total nonadmitted amounts.....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	.....34,477,386	.....39,309,005

**Sch. DB - Pt. A - Verification
NONE**

**Sch. DB - Pt. B - Verification
NONE**

**Sch. DB - Pt. C - Sn. 1
NONE**

**Sch. DB - Pt. C - Sn. 2
NONE**

**Sch. 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.....	3,947,578	23,430,520
2. Cost of cash equivalents acquired.....	31,240,877	3,518,632,982
3. Accrual of discount.....	6,236	7,383
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....	(5,644)	(7,262)
6. Deduct consideration received on disposals.....	34,239,574	3,538,116,044
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).....	949,473	3,947,578
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	949,473	3,947,578

**Sch. A - Pt. 2
NONE**

**Sch. A - Pt. 3
NONE**

**Sch. B - Pt. 2
NONE**

**Sch. B - Pt. 3
NONE**

**Sch. BA - Pt. 2
NONE**

**Sch. BA - Pt. 3
NONE**

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)
Bonds - All Other Government									
135087 A4 6	CANADA GOVERNMENT	C	06/06/2016	VARIOUS		3,483,905	3,438,000	16,753	1FE
135087 B8 6	CANADA GOVT	C	05/04/2016	RBC DEXIA		3,874,313	3,750,000	12,945	1FE
135087 E2 6	CANADA GOVERNMENT	C	02/16/2016	RBC DEXIA		2,063,641	2,053,000	890	1FE
135087 E3 4	CANADA GOVERNMENT	C	04/04/2016	VALEUS MOB		648,005	650,000	703	1FE
135087 E5 9	CANADA GOVERNMENT	C	04/04/2016	SCOTIA		1,004,400	1,000,000	760	1FE
135087 E6 7	CANADA GOVERNMENT	C	04/27/2016	VALEUS MOB		7,727,067	7,747,000	48,711	1FE
135087 E7 5	CANADA GOVERNMENT	A	05/17/2016	VALEUS MOB		4,214,884	4,235,000	551	1FE
135087 ZS 6	CANADA GOVT	C	06/15/2016	VARIOUS		5,415,255	4,040,000	27,777	1FE
74814Z ER 0	PROVINCE OF QUEBEC	C	04/04/2016	SCOTIA		540,010	500,000	6,137	1FE
1099999. Total Bonds - All Other Government						28,971,480	27,413,000	115,227	XXX
Bonds - U.S. States, Territories and Possessions									
135087 F3 3	CANADA GOVERNMENT	C	03/31/2016	CIBC		2,211,517	2,225,000	899	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						2,211,517	2,225,000	899	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
414005 UK 2	HARRIS CNTY TEX		04/07/2016	BARCLAYS		946,913	750,000	1,146	1FE
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions						946,913	750,000	1,146	XXX
Bonds - U.S. Special Revenue and Special Assessment									
167560 SS 1	CHICAGO IL MET WTR RECLAMATION DIST		06/08/2016	BANK AMERICA MERRILL		1,225,410	1,000,000		1FE
167736 E2 9	CHICAGO ILL WTR REV		06/14/2016	VARIOUS		837,713	700,000	736	1FE
34073T FY 8	FLORIDA SST HIGR EDUCNLN FACS FINAN AUT		04/13/2016	MORGAN STANLEY		891,960	725,000		2FE
462466 FN 8	IOWA ST FIN AUTH REVENUE		05/20/2016	MORGAN STANLEY		1,263,010	1,000,000		1FE
54811B QH 7	LOWER COLORADO RIVER TS AUTH TRANSMISSION		06/09/2016	BARCLAYS US FUN		1,289,839	1,040,000		1FE
56036Y DK 8	MAIN STREET NATURAL GAS INC GA GAS REV		04/19/2016	CITIGROUP		957,225	750,000	4,240	2FE
57422J AA 6	MARYLAND ST ECON DEV CORP PRIV ACT REV		06/15/2016	JP MORGAN		1,166,360	1,000,000	417	2FE
592250 AJ 3	MET PIER & EXPOSITION AUTH		06/16/2016	MORGAN STANLEY		845,153	750,000	625	2FE
60637A KP 6	MISSOURI ST HLTH & EDUCNLN FAC REV		05/06/2016	RBC CAP		1,268,070	1,000,000		1FE
709224 PB 9	PENNSYLVANIA ST TURNPIKE COMM TURNPIKE		05/25/2016	POPULAR SEC		1,201,060	1,000,000		1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						10,945,800	8,965,000	6,018	XXX
Bonds - Industrial and Miscellaneous									
166764 BL 3	CHEVRON CORP NEW		05/09/2016	JP MORGAN		2,000,000	2,000,000		1FE
31677Q BG 3	FIFTH THIRD BANK		06/09/2016	DEUTSCHE BANK		499,625	500,000		1FE
404280 BB 4	HSBC HOLDINGS PLC		05/24/2016	JEFFERIES & CO		2,003,440	2,000,000	433	1FE
50077L AC 0	KRAFT HEINZ FOODS CO		05/10/2016	BARCLAYS		995,620	1,000,000		2FE
61766E BE 4	MORGAN STANLEY BAML TRUST		04/22/2016	MORGAN STANLEY		2,059,893	2,000,000	739	1FE
92939F AU 3	WF-RBS COMMERCIAL MORTGAGE TRUST		05/20/2016	WELLS FARGO		4,278,755	4,000,000	9,808	1FE
06367X VK 4	BANK OF MONTREAL	C	03/29/2016	SCOTIA		2,129,894	2,130,000		1FE
07813Z BK 9	BELL CANADA	C	04/28/2016	ROYAL TRUST		4,963,140	4,500,000	42,875	2FE
13596Z BC 8	CANADIAN IMPERIAL BANK	C	04/21/2016	CIBC		3,748,050	3,750,000		1FE
17039A AF 3	CHOICE PPTYS REAL ES	C	04/14/2016	RBC DEXIA		485,148	460,000	7,512	2FE
290876 AC 5	EMERA INC	C	06/09/2016	SCOTT & ASSOCIATES		928,000	928,000		2FE
36158Z BH 8	GE CAP CDA FDG CO	C	03/29/2016	SCOTIA		4,871,676	4,600,000	29,968	1FE
39138C AD 8	GREAT WEST LIFECO INC	C	04/07/2016	RBC DEXIA		309,615	226,000	909	1FE
39138C AF 3	GREAT-WEST LIFECO INC	C	04/04/2016	CIBC		492,169	375,000	8,751	1FE

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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)
45834Z AA 7	INTER PIPELINE LTD		C	06/08/2016	W D LATIMER			358,884	321,000	5,766	2FE
663307 AK 2	NORTH WEST REDWATER PRT		C	06/07/2016	GFI SECURITIES			1,493,310	1,500,000		2FE
67103M AE 6	OPB FINANCE TRUST		C	04/13/2016	CIBC			380,164	371,000	2,279	1FE
775109 AS 0	ROGERS COMMUNICATIONS		C	05/31/2016	T D SECURITES			355,114	310,000	3,311	2FE
780086 FE 9	ROYAL BANK CANADA		C	03/29/2016	SCOTIA			1,030,310	1,000,000	6,104	1FE
780086 MH 4	ROYAL BANK OF CANADA		C	03/09/2016	RBC DEXIA			(53)			1FE
780086 MN 1	ROYAL BANK OF CANADA		C	04/20/2016	RBC DEXIA			1,499,520	1,500,000		1FE
80310Z AB 5	SAPUTO INC		C	06/20/2016	NBC CLEAR			1,750,000	1,750,000		2FE
89353Z BZ 0	TRANSCANADA PIPELINES LTD		C	06/01/2016	CIBC			698,369	700,000		1FE
90664Z AW 0	UNION GAS LTD		C	05/26/2016	SCOTIA			249,865	250,000		2FE
949746 RX 1	WELLS FARGO & CO		C	05/10/2016	T D SECURITES			2,292,000	2,292,000		1FE
3899999. Total Bonds - Industrial and Miscellaneous								39,872,508	38,463,000	118,455	XXX
8399997. Total Bonds - Part 3								82,948,218	77,816,000	241,745	XXX
8399999. Total Bonds								82,948,218	77,816,000	241,745	XXX

Common Stocks - Industrial and Miscellaneous

00287Y 10 9	ABBVIE INC			04/08/2016	BONY			75,100.000	4,413,208	XXX	L
00724F 10 1	ADOBE SYS INC			06/22/2016	BONY			15,000.000	1,424,124	XXX	L
20030N 10 1	COMCAST CORP			04/26/2016	BONY			50,000.000	3,076,075	XXX	L
29413U 10 3	ENVISION HEALTHCARE CORP			06/09/2016	VARIOUS			180,000.000	4,144,630	XXX	L
49456B 10 1	K N ENERGY INC			06/07/2016	BONY			100,000.000	1,866,120	XXX	L
617446 44 8	MORGAN STANLEY DEAN WITTER&CO			04/06/2016	BONY			80,000.000	1,952,680	XXX	L
654106 10 3	NIKE INC			06/02/2016	VARIOUS			100,000.000	5,755,067	XXX	L
68389X 10 5	ORACLE SYSTEMS			06/02/2016	BONY			50,000.000	1,908,745	XXX	L
848574 10 9	SPIRIT AEROSYSTEMS HLDGS			06/08/2016	BONY			30,000.000	1,386,840	XXX	L
858912 10 8	STERICYCLE INC			06/06/2016	BONY			30,000.000	2,976,858	XXX	L
92532F 10 0	VERTEX PHARMACEUTICALS INC			04/01/2016	BONY			25,000.000	1,914,290	XXX	L
92826C 83 9	VISA INC			06/22/2016	VARIOUS			80,000.000	6,230,450	XXX	L
94106B 10 1	WASTE CONNECTIONS INC			06/07/2016	VARIOUS			1,911.252	166,531	XXX	L
989207 10 5	ZEBRA TECHNOLOGIES CORP			06/08/2016	VARIOUS			90,000.000	5,049,528	XXX	L
G0177J 10 8	ALLERGAN PLC			04/01/2016	BONY			20,000.000	5,371,494	XXX	U
G16234 10 9	BROOKFIELD BUSINESS PART		C	06/23/2016	SPINOFF			521.640	20,475	XXX	U
351858 10 5	FRANCO NEVADA CORP		A	06/03/2016	TD WATER			446.000	39,667	XXX	L
45823T 10 6	INTACT FINL CORP SUB RCPT		C	05/06/2016	VARIOUS			705.000	61,766	XXX	U
73927C 10 0	POWER FINANCIAL CORP		C	06/09/2016	VARIOUS			4,848.000	155,057	XXX	U
739721 10 8	PRAIRIESKY ROYALTY		C	06/06/2016	CIBC			577.120	14,365	XXX	U
74339G 10 1	PROGRESSIVE WASTE SOLUTION		C	05/31/2016	VARIOUS			2,997.000	122,741	XXX	L
85472N 10 9	STANTEC INC		C	03/30/2016	CIBC			1,510.000	45,678	XXX	L
89353D 10 7	TRANSCANADA CORP		C	06/01/2016	VARIOUS			6,944.000	357,120	XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous								48,453,509	XXX	0	XXX

Common Stocks - Mutual Funds

78464A 73 0	SPDR S&P O&G EXP&PRD			06/07/2016	BONY			100,000.000	3,701,860	XXX	L
9299999. Total Common Stocks - Mutual Funds								3,701,860	XXX	0	XXX
9799997. Total Common Stocks - Part 3								52,155,369	XXX	0	XXX

QE04.1

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)
9799999	Total Common Stocks.....					52,155,369	XXX	0	XXX
9899999	Total Preferred and Common Stocks.....					52,155,369	XXX	0	XXX
9999999	Total Bonds, Preferred and Common Stocks.....					135,103,587	XXX	241,745	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....5.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of 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	For e i g n	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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
81373C 10 2	SECURE ENERGY SERVICES INC	C	04/19/2016	VARIOUS.....	24,461.000	206,315	XXX	255,409	177,316	54,399			54,399		255,409		(49,094)	(49,094)	1,837	XXX	U.....
867224 10 7	SUNCOR ENERGY INC	C	04/04/2016	CIBC.....	460.000	16,417	XXX	15,907	6,821	265			265		15,907		510	510	189	XXX	L.....
891160 50 9	TORONTO DOMINION BK ONT.....	C	04/04/2016	CIBC.....	1,719.000	96,559	XXX	90,169					0		90,169		6,390	6,390		XXX	L.....
89156V 10 6	TOURMALINE OIL CORP.....	C	04/04/2016	CIBC.....	757.000	19,259	XXX	21,895	6,012	1,925			1,925		21,895		(2,636)	(2,636)		XXX	U.....
G60754 10 1	MICHAEL KORS HOLDINGS LTD	R	06/07/2016	BONY.....	30,000.000	1,523,019	XXX	1,290,600	1,201,800	88,800			88,800		1,290,600		232,419	232,419		XXX	L.....
9099999	Total Common Stocks - Industrial and Miscellaneous.....					54,223,296	XXX	51,814,206	47,037,301	(731,002)	0	0	(731,002)	0	51,814,206	0	2,409,088	2,409,088	393,245	XXX	XXX
9799997	Total Common Stocks - Part 4.....					54,223,296	XXX	51,814,206	47,037,301	(731,002)	0	0	(731,002)	0	51,814,206	0	2,409,088	2,409,088	393,245	XXX	XXX
9799999	Total Common Stocks.....					54,223,296	XXX	51,814,206	47,037,301	(731,002)	0	0	(731,002)	0	51,814,206	0	2,409,088	2,409,088	393,245	XXX	XXX
9899999	Total Preferred and Common Stocks.....					54,223,296	XXX	51,814,206	47,037,301	(731,002)	0	0	(731,002)	0	51,814,206	0	2,409,088	2,409,088	393,245	XXX	XXX
9999999	Total Bonds, Preferred and Common Stocks.....					148,983,408	XXX	147,502,285	108,972,062	(731,002)	(243,697)	0	(974,699)	0	146,158,459	0	2,824,948	2,824,948	1,811,367	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....17.

Sch. DB - Pt. A - Sn. 1
NONE

Sch. DB - Pt. B - Sn. 1
NONE

Sch. DB - Pt. D - Sn. 1
NONE

Sch. DB - Pt. D - Sn. 2
NONE

**SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation / Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Date
Cash Equivalents (Schedule E Part 2 Type)						
000000 00 0	SHINKIN CENTRAL BANK.....	C.....		1,500,000	1,500,000	07/14/2016...
48802W H2 7	KELLS FUNDING, LLC.....	C.....		998,222	998,222	09/16/2016...
8672E2 J7 4	SUNCORP METWAY LTD.....	C.....		998,281	998,281	09/07/2016...
000000 00 0	SKANDANAVISKA ENSKILDA BANKEN.....	C.....		900,000	900,000	06/24/2016...
000000 00 0	DEN NORSKE BANK OSLO.....	C.....		900,000	900,000	06/24/2016...
000000 00 0	RABOBANK NETHERLANDS.....	C.....		900,000	900,000	06/24/2016...
000000 00 0	HSBC SECURITIES,INC.....	C.....		1,500,000	1,500,000	06/24/2016...
000000 00 0	MIZUHO SECURITIES USA INC.....	C.....		2,000,000	2,000,000	06/24/2016...
000000 00 0	MIZUHO SECURITIES USA INC.....	C.....		4,000,000	4,000,000	06/24/2016...
000000 00 0	NATIXIS NEW YORK BRANCH.....	C.....		3,000,000	3,000,000	06/24/2016...
000000 00 0	NOMURA SECURITIES.....	C.....		5,000,000	5,000,000	06/24/2016...
000000 00 0	PERSHING LLC.....	C.....		5,000,000	5,000,000	06/24/2016...
000000 00 0	SOCIETE GENERALE NY BRANCH.....	C.....		2,000,000	2,000,000	06/24/2016...
000000 00 0	NORDEA BANK NEW YORK.....	C.....		1,000,000	1,000,000	06/24/2016...
000000 00 0	DEUTSCHE BANK SECURITIES INC.....	C.....		1,925,134	1,925,134	06/24/2016...
000000 00 0	AUSTRALIA NEW ZEALAND LONDON.....	C.....		500,000	500,000	06/24/2016...
000000 00 0	BARCLAYS BANK PLC.....	C.....		900,000	900,000	06/24/2016...
000000 00 0	BANK OF MONTREAL, LONDON.....	C.....		800,000	800,000	06/27/2016...
000000 00 0	NATIONAL BANK OF CANADA LONDON.....	C.....		800,000	800,000	06/24/2016...
000000 00 0	STANDARD CHARTERED LONDON.....	C.....		800,000	800,000	06/24/2016...
140212 07 7	NATIXIS FINANCIAL PRODUCTS LLC.....	C.....		1,000,000	1,000,000	07/25/2016...
22532X DL 9	CREDIT AGRICOLE CIB, NY.....	C.....		500,000	500,000	07/06/2016...
06053P NP 8	BANK OF AMERICA CHARLOTTE.....	C.....		1,000,000	1,000,000	09/06/2016...
9199999	Total - Cash Equivalents (Schedule E Part 2 Type).....			37,921,638	37,921,638	XXX
9999999	Totals.....			37,921,638	37,921,638	XXX

General Interrogatories:

- Total activity for the year: Fair Value \$.....(7,891,705) Book/Adjusted Carrying Value \$.....(7,891,705)
- Average balance for the year: Fair Value \$.....45,340,323 Book/Adjusted Carrying Value \$.....45,340,323
- Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
NAIC 1: \$.....37,921,638 NAIC 2: \$.....0 NAIC 3: \$.....0 NAIC 4: \$.....0 NAIC 5: \$.....0 NAIC 6: \$.....0

**SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation / Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Date

General Interrogatories:

1. Total activity for the year: Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
2. Average balance for the year: Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0

NONE

Statement for June 30, 2016 of the **AFFILIATED FM INSURANCE COMPANY**
SCHEDULE E - PART 1 - CASH
 Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *	
					6 First Month	7 Second Month	8 Third Month		
Open Depositories									
BANK OF AMERICA (OPERATING).....	HARTFORD, CT.....					(257,748)			XXX
BANK OF AMERICA (CDR CLAIMS).....	HARTFORD, CT.....					(9,458,597)	(12,568,269)	(13,752,118)	XXX
BANK OF AMERICA (CDR AP).....	HARTFORD, CT.....					(259,273)			XXX
JP MORGAN CHASE.....	NEW YORK, NY.....	0.280	6.855			63,302,403	73,509,180	75,329,420	XXX
ROYAL BANK (RES ACCT).....	TORONTO, ON, CAN.....	0.700	6.850	5.600			1,364,874	2,083,620	XXX
ROYAL BANK (USD).....	TORONTO, ON, CAN.....					7,391,138	7,403,618	3,732,663	XXX
ROYAL BANK (LOSS PAY).....	TORONTO, ON, CAN.....					9,025,197	6,696,859	8,031,863	XXX
RBC INVESTOR SERVICES.....	TORONTO, ON, CAN.....					279,006		291,545	XXX
0199998. Deposits in..... 1 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	XXX	XXX				(38,609)	(34,568)	(52,091)	XXX
0199999. Total Open Depositories.....	XXX	XXX	13,705	5,600		69,983,517	76,371,694	75,664,903	XXX
0399999. Total Cash on Deposit.....	XXX	XXX	13,705	5,600		69,983,517	76,371,694	75,664,903	XXX
0599999. Total Cash.....	XXX	XXX	13,705	5,600		69,983,517	76,371,694	75,664,903	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
All Other Government Bonds - Issuer Obligations							
CANADA GOVT.....		06/07/2016.....	.....0.500	08/11/2016.....	949,473		346
0699999. All Other Government Bonds - Issuer Obligations.....					949,473	.0	346
1099999. Total - All Other Government Bonds					949,473	.0	346
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					949,473	.0	346
8399999. Subtotals - Bonds.....					949,473	.0	346
8699999. Total - Cash Equivalents.....					949,473	.0	346

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