



ANNUAL STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2010
OF THE CONDITION AND AFFAIRS OF THE
OPTIMUM RE INSURANCE COMPANY

NAIC Group Code 1167, 1167 NAIC Company Code 88099 Employer's ID Number 75-1608507
(Current Period) (Prior Period)

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

Country of Domicile US

Incorporated/Organized March 24, 1978 Commenced Business June 19, 1978

Statutory Home Office 1345 River Bend Drive, Suite 100, DALLAS, Texas 75247
(Street and Number, City or Town, State and Zip Code)

Main Administrative Office 1345 River Bend Drive, Suite 100, DALLAS, Texas 75247 214-528-2020
(Street and Number, City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address P.O. BOX 660010, DALLAS, Texas 75266-0010
(Street and Number or P.O. Box, City or Town, State and Zip Code)

Primary Location of Books and Records 1345 River Bend Drive, Suite 100, DALLAS, Texas 75247
(Street and Number, City or Town, State and Zip Code)
214-528-2020
(Area Code) (Telephone Number)

Internet Website Address WWW.OPTIMUMRE.COM

Statutory Statement Contact RICHARD FILLION 214-528-2020
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OFFICERS

MARIO GEORGIEV (PRESIDENT)
LOUIS FONTAINE (SECRETARY)
ANABELLE BLONDEAU (TREASURER)
HARVEY CAMPBELL (VALUATION ACTUARY)

OTHER OFFICERS

Diane Jeannette Brule (Senior Vice President-System)
Remi Hercule Houle (Vice President-Risk Management)
Richard Fillion (Senior Vice President-Corporate)
Serge Goulet (Executive Vice President-Operations)
Jean-Claude Page (Vice Chairman of the Board)
Emory Landrum White, Jr (Assistant Secretary)
Sebastien Blondeau (Sr V-P Risk Management & Chief Actuary)
Jean-Marc Fix (Vice President-Research Development)
Joseph Paul Cleaver (Medical Director)
Gordon Gibbins (Senior V-P-Marketing & Development)
Gilles Blondeau (Chairman of the Board)
Henri Joli-Coeur (Vice Chairman of the Board)
Yves Leclerc (Senior Vice-President Operations)
Anastasia Ammon (Vice President-Underwriting)
Melanie Singletary (Vice President-Administration)
Gary Bedwell (Vice President-Marketing-West/Southern)
Sheila Matheson (Vice President-Sales & Critical Illness)
John Cook (V-P Sales/Marketing-Northern/Caribbean)

DIRECTORS OR TRUSTEES

Gilles Blondeau
Jean-Claude Page
Emory Landrum White, Jr
Henri Joli-Coeur
Jacques Maurice Gagnon
Pierre Ellis
Gilles Demers
Mario Georgiev
Jean-Marc Fortier
Claude Lamonde
Serge Michel-Philippe Osouf
Anabelle Blondeau

State of Texas } SS
County of Dallas }

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.

MARIO GEORGIEV
PRESIDENT

LOUIS FONTAINE
SECRETARY

ANABELLE BLONDEAU
TREASURER

Subscribed and sworn to before me this
day of _____ 2011

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

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Column 1 minus Column 2)	4 Net Admitted Assets
1. Bonds (Schedule D)	66,844,933		66,844,933	64,373,195
2. Stocks (Schedule D):				
2.1 Preferred stocks				
2.2 Common stocks	4,478,885		4,478,885	4,598,059
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ 41,629 encumbrances)	3,628,668		3,628,668	3,075,275
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 10,799,306, Schedule E - Part 1), cash equivalents (\$, Schedule E - Part 2) and short-term investments (\$ 14,222,110, Schedule DA)	25,021,416		25,021,416	21,318,655
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets (Schedule BA)	3,432,139		3,432,139	3,432,139
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Line 1 through Line 11)	103,406,041		103,406,041	96,797,323
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	851,757		851,757	836,634
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	(37,600,585)		(37,600,585)	(36,360,051)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	1,014,084		1,014,084	773,422
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	7,578,020		7,578,020	7,363,472
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	8,647,429		8,647,429	8,844,201
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	1,500,747	845,200	655,547	194,642
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	138,695		138,695	259,042
21. Furniture and equipment, including health care delivery assets (\$)	102,961		102,961	131,197
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$) and other amounts receivable				137,382
25. Aggregate write-ins for other than invested assets				
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	85,639,149	845,200	84,793,949	78,977,264
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Line 26 and Line 27)	85,639,149	845,200	84,793,949	78,977,264
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Line 1101 through Line 1103 plus Line 1198) (Line 11 above)				
2501. Non-Admitted deferred tax asset				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)				

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Aggregate reserve for life contracts \$ 45,406,907 (Exhibit 5, Line 9999999) less \$ included in Line 6.3 (including \$ Modco Reserve)	45,406,907	42,145,127
2. Aggregate reserve for accident and health contracts (Exhibit 6, Line 17, Column 1) (including \$ Modco Reserve)	493,170	341,862
3. Liability for deposit-type contracts (Exhibit 7, Line 14, Column 1) (including \$ Modco Reserve)		
4. Contract claims:		
4.1 Life (Exhibit 8, Part 1, Line 4.4, Column 1 less sum of Columns 9, 10 and 11)	8,088,102	6,870,575
4.2 Accident and health (Exhibit 8, Part 1, Line 4.4, sum of Columns 9, 10 and 11)	315,813	104,900
5. Policyholders' dividends \$ and coupons \$ due and unpaid (Exhibit 4, Line 10)		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ accident and health premiums (Exhibit 1, Part 1, Column 1, sum of Line 4 and Line 14)		
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on cancelled contracts	53,532	
9.2 Provision for experience rating refunds, including \$ accident and health experience rating refunds	541,792	1,038,961
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ ceded		
9.4 Interest Maintenance Reserve (IMR, Line 6)	363,827	460,106
10. Commissions to agents due or accrued-life and annuity contracts \$, accident and health \$ and deposit-type contract funds \$		
11. Commissions and expense allowances payable on reinsurance assumed	2,412,341	2,485,971
12. General expenses due or accrued (Exhibit 2, Line 12, Column 6)	413,190	285,732
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes (Exhibit 3, Line 9, Column 5)	144,007	91,674
15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses)	31,500	284,042
15.2 Net deferred tax liability		
16. Unearned investment income		
17. Amounts withheld or retained by company as agent or trustee		
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated		
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve (AVR, Line 16, Column 7)	863,590	693,609
24.02 Reinsurance in unauthorized companies	1,490	1,462
24.03 Funds held under reinsurance treaties with unauthorized reinsurers		
24.04 Payable to parent, subsidiaries and affiliates		
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance		
24.08 Derivatives		
24.09 Payable for securities		
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities		
26. Total liabilities excluding Separate Accounts business (Line 1 to Line 25)	59,129,261	54,804,021
27. From Separate Accounts statement		
28. Total liabilities (Line 26 and Line 27)	59,129,261	54,804,021
29. Common capital stock	2,500,000	2,500,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes	6,960,000	8,120,000
33. Gross paid in and contributed surplus (Page 3, Line 33, Column 2 plus Page 4, Line 51.1, Column 1)	4,995,091	4,995,091
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	11,209,597	8,558,152
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$ in Separate Accounts Statement)	23,164,688	21,673,243
38. Totals of Lines 29, 30 and 37 (Page 4, Line 55)	25,664,688	24,173,243
39. Totals of Lines 28 and 38 (Page 2, Line 28, Column 3)	84,793,949	78,977,264
DETAILS OF WRITE-INS		
2501.		
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)		
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Line 3101 through Line 3103 plus Line 3198) (Line 31 above)		
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Line 3401 through Line 3403 plus Line 3498) (Line 34 above)		

SUMMARY OF OPERATIONS

	1 Current Year	2 Prior Year
1. Premiums and annuity considerations for life and accident and health contracts (Exhibit 1, Part 1, Line 20.4, Column 1, less Column 11)	42,252,807	31,923,203
2. Considerations for supplementary contracts with life contingencies		
3. Net investment income (Exhibit of Net Investment Income, Line 17)	2,926,201	2,968,082
4. Amortization of Interest Maintenance Reserve (IMR, Line 5)	251,816	141,369
5. Separate Accounts net gain from operations excluding unrealized gains or losses		
6. Commissions and expense allowances on reinsurance ceded (Exhibit 1, Part 2, Line 26.1, Column 1)	16,423,773	15,619,955
7. Reserve adjustments on reinsurance ceded		
8. Miscellaneous Income:		
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts		
8.2 Charges and fees for deposit-type contracts		
8.3 Aggregate write-ins for miscellaneous income	100,305	97,921
9. Totals (Line 1 to Line 8.3)	61,954,902	50,750,530
10. Death benefits	20,128,744	14,593,722
11. Matured endowments (excluding guaranteed annual pure endowments)		
12. Annuity benefits (Exhibit 8, Part 2, Line 6.4, Column 4 plus Column 8)		
13. Disability benefits and benefits under accident and health contracts	4,470,714	2,843,609
14. Coupons, guaranteed annual pure endowments and similar benefits		
15. Surrender benefits and withdrawals for life contracts	951,446	5,530
16. Group conversions		
17. Interest and adjustments on contract or deposit-type contract funds		
18. Payments on supplementary contracts with life contingencies		
19. Increase in aggregate reserves for life and accident and health contracts	2,773,367	5,351,064
20. Totals (Line 10 to Line 19)	28,324,271	22,793,925
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only) (Exhibit 1, Part 2, Line 31, Column 1)		
22. Commissions and expense allowances on reinsurance assumed (Exhibit 1, Part 2, Line 26.2, Column 1)	17,673,465	14,663,297
23. General insurance expenses (Exhibit 2, Line 10, Columns 1, 2, 3 and 4)	11,763,081	10,315,805
24. Insurance taxes, licenses and fees, excluding federal income taxes (Exhibit 3, Line 7, Column 1 plus Column 2 plus Column 3)	176,875	(69,773)
25. Increase in loading on deferred and uncollected premiums	(13,115)	(26,489)
26. Net transfers to or (from) Separate Accounts net of reinsurance		
27. Aggregate write-ins for deductions	968,109	976,255
28. Totals (Line 20 to Line 27)	58,892,686	48,653,020
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	3,062,216	2,097,510
30. Dividends to policyholders		
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	3,062,216	2,097,510
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	796,066	756,101
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	2,266,150	1,341,409
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (excluding taxes of \$ transferred to the IMR)	851,416	33,607
35. Net Income (Line 33 plus Line 34)	3,117,566	1,375,016
CAPITAL AND SURPLUS ACCOUNT		
36. Capital and surplus, December 31, prior year (Page 3, Line 38, Column 2)	24,173,243	24,080,730
37. Net income (Line 35)	3,117,566	1,375,016
38. Change in net unrealized capital gains (losses) less capital gains tax of \$	(235,630)	293,875
39. Change in net unrealized foreign exchange capital gain (loss)		
40. Change in net deferred income tax	74,205	13,859
41. Change in nonadmitted assets	265,313	181,281
42. Change in liability for reinsurance in unauthorized companies	(28)	(26)
43. Change in reserve on account of change in valuation basis, (increase) or decrease (Exhibit 5A, Line 9999999, Column 4)		
44. Change in asset valuation reserve	(169,981)	(211,493)
45. Change in treasury stock (Page 3, Lines 36.1 and 36.2 Column 2 minus Column 1)		
46. Surplus (contributed to) withdrawn from Separate Accounts during period		
47. Other changes in surplus in Separate Accounts statement		
48. Change in surplus notes	(1,160,000)	(1,160,000)
49. Cumulative effects of changes in accounting principles		
50. Capital changes:		
50.1 Paid in		
50.2 Transferred from surplus (Stock Dividend)		
50.3 Transferred to surplus		
51. Surplus adjustment:		
51.1 Paid in		
51.2 Transferred to capital (Stock Dividend)		
51.3 Transferred from capital		
51.4 Change in surplus as a result of reinsurance		
52. Dividends to stockholders	(400,000)	(400,000)
53. Aggregate write-ins for gains and losses in surplus		
54. Net change in capital and surplus for the year (Line 37 through Line 53)	1,491,445	92,512
55. Capital and surplus, December 31, current year (Line 36 plus Line 54) (Page 3, Line 38)	25,664,688	24,173,242
DETAILS OF WRITE-INS		
08.301. Experience Rating Refund	100,305	97,921
08.302.		
08.303.		
08.398. Summary of remaining write-ins for Line 8.3 from overflow page		
08.399. Totals (Line 08.301 through Line 08.303 plus Line 08.398) (Line 8.3 above)	100,305	97,921
2701.		
2702. Interest-Surplus Note	640,900	739,500
2703. Depreciation fixed Asset	327,209	236,755
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Line 2701 through Line 2703 plus Line 2798) (Line 27 above)	968,109	976,255
5301.		
5302.		
5303.		
5398. Summary of remaining write-ins for Line 53 from overflow page		
5399. Totals (Line 5301 through Line 5303 plus Line 5398) (Line 53 above)		

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	43,265,794	35,719,520
2. Net investment income	3,339,853	3,436,036
3. Miscellaneous income		
4. Total (Line 1 through Line 3)	46,605,647	39,155,556
5. Benefit and loss related payments	23,385,566	13,244,408
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	14,044,099	9,915,615
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	1,073,091	139,407
10. Total (Line 5 through Line 9)	38,502,756	23,299,430
11. Net cash from operations (Line 4 minus Line 10)	8,102,891	15,856,126
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	10,464,055	29,824,931
12.2 Stocks	2,849,841	1,084,807
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		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	13,313,896	30,909,738
13. Cost of investments acquired (long-term only):		
13.1 Bonds	13,185,742	28,430,735
13.2 Stocks	2,236,266	1,402,537
13.3 Mortgage loans		
13.4 Real estate	683,664	677,675
13.5 Other invested assets		
13.6 Miscellaneous applications		
13.7 Total investments acquired (Line 13.1 through Line 13.6)	16,105,672	30,510,947
14. Net increase (decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(2,791,776)	398,791
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	(1,160,000)	(1,160,000)
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	400,000	400,000
16.6 Other cash provided (applied)	(48,354)	(231,525)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,608,354)	(1,791,525)
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)	3,702,761	14,463,392
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	21,318,655	6,855,263
19.2 End of year (Line 18 plus Line 19.1)	25,021,416	21,318,655
Note: Supplemental disclosures of cash flow information for non-cash transactions:		
20.001		
20.002		
20.003		
20.004		
20.005		
20.006		
20.007		
20.008		
20.009		
20.010		

ANNUAL STATEMENT FOR THE YEAR 2010 OF THE OPTIMUM RE INSURANCE COMPANY

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health			12 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (a)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other	
1. Premiums and annuity considerations for life and accident and health contracts	42,252,807		25,119,556				7,698,927		8,138,138		1,296,186	
2. Considerations for supplementary contracts with life contingencies												
3. Net investment income	2,926,201		2,926,201									
4. Amortization of Interest Maintenance Reserve (IMR)	251,816		251,816									
5. Separate Accounts net gain from operations excluding unrealized gains or losses												
6. Commissions and expense allowances on reinsurance ceded	16,423,772		14,760,895								1,662,877	
7. Reserve adjustments on reinsurance ceded												
8. Miscellaneous Income:												
8.1 Fees associated with income from investment management, administration and contract guarantees from Separate Accounts												
8.2 Charges and fees for deposit-type contracts												
8.3 Aggregate write-ins for miscellaneous income	100,305		100,305									
9. Totals (Line 1 to Line 8.3)	61,954,901		43,158,773				7,698,927		8,138,138		2,959,063	
10. Death benefits	20,128,744		13,754,094				6,374,650					
11. Matured endowments (excluding guaranteed annual pure endowments)												
12. Annuity benefits												
13. Disability benefits and benefits under accident and health contracts	4,470,714								4,254,302		216,412	
14. Coupons, guaranteed annual pure endowments and similar benefits												
15. Surrender benefits and withdrawals for life contracts	951,446		951,446									
16. Group conversions												
17. Interest and adjustments on contract or deposit-type contract funds												
18. Payments on supplementary contracts with life contingencies												
19. Increase in aggregate reserves for life and accident and health contracts	2,773,367		2,623,256								150,111	
20. Totals (Line 10 to Line 19)	28,324,271		17,328,796				6,374,650		4,254,302		366,523	
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only)												
22. Commissions and expense allowances on reinsurance assumed	17,673,465		10,737,312				1,288,794		3,319,298		2,328,061	
23. General insurance expenses	11,763,081		11,763,081									
24. Insurance taxes, licenses and fees, excluding federal income taxes	176,875		176,875									
25. Increase in loading on deferred and uncollected premiums	(13,115)		(13,115)									
26. Net transfers to or (from) Separate Accounts net of reinsurance												
27. Aggregate write-ins for deductions	968,109		968,109									
28. Totals (Line 20 to Line 27)	58,892,686		40,961,058				7,663,444		7,573,600		2,694,584	
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	3,062,215		2,197,715				35,483		564,538		264,479	
30. Dividends to policyholders												
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	3,062,215		2,197,715				35,483		564,538		264,479	
32. Federal income taxes incurred (excluding tax on capital gains)	796,066		796,066									
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	2,266,149		1,401,649				35,483		564,538		264,479	
DETAILS OF WRITE-INS												
08.301. Experience Rating Refund	100,305		100,305									
08.302.												
08.303.												
08.398. Summary of remaining write-ins for Line 8.3 from overflow page												
08.399. Totals (Line 08.301 through Line 08.303 plus Line 08.398) (Line 8.3 above)	100,305		100,305									
2701. Interest Surplus Note	640,900		640,900									
2702. Depreciation Fixed Assets	327,209		327,209									
2703.												
2798. Summary of remaining write-ins for Line 27 from overflow page												
2799. Totals (Line 2701 through Line 2703 plus Line 2798) (Line 27 above)	968,109		968,109									

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

ANALYSIS OF INCREASE IN RESERVES DURING THE YEAR

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group	
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities
Involving Life or Disability Contingencies (Reserves) (Net of Reinsurance Ceded)								
1. Reserve December 31, prior year	42,145,127		42,145,127					
2. Tabular net premiums or considerations	41,534,535		41,534,535					
3. Present value of disability claims incurred	172,938		172,938		X X X			
4. Tabular interest	2,683,213		2,683,213					
5. Tabular less actual reserve released								
6. Increase in reserve on account of change in valuation basis								
7. Other increases (net)	(195,713)		(195,713)					
8. Totals (Line 1 to Line 7)	86,340,100		86,340,100					
9. Tabular cost	38,112,439		38,112,439		X X X			
10. Reserves released by death	88,052		88,052	X X X	X X X			X X X
11. Reserves released by other terminations (net)	2,693,089		2,693,089					
12. Annuity, supplementary contract, and disability payments involving life contingencies	39,613		39,613					
13. Net transfers to or (from) Separate Accounts								
14. Total deductions (Line 9 to Line 13)	40,933,193		40,933,193					
15. Reserve December 31, current year	45,406,907		45,406,907					

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

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group and Individual)	10 Other	
FIRST YEAR (other than single)											
1. Uncollected	689		689								
2. Deferred and accrued											
3. Deferred, accrued and uncollected:											
3.1 Direct											
3.2 Reinsurance assumed	331,640		331,640								
3.3 Reinsurance ceded	330,951		330,951								
3.4 Net (Line 1 plus Line 2)	689		689								
4. Advance											
5. Line 3.4 minus Line 4	689		689								
6. Collected during year:											
6.1 Direct											
6.2 Reinsurance assumed	5,193,802		5,193,802								
6.3 Reinsurance ceded	2,797,077		2,797,077								
6.4 Net	2,396,725		2,396,725								
7. Line 5 plus Line 6.4	2,397,414		2,397,414								
8. Prior year (uncollected plus deferred and accrued minus advance)	1,410		1,410								
9. First year premiums and considerations:											
9.1 Direct											
9.2 Reinsurance assumed	4,953,898		4,953,898								
9.3 Reinsurance ceded	2,557,894		2,557,894								
9.4 Net (Line 7 minus Line 8)	2,396,004		2,396,004								
SINGLE											
10. Single premiums and considerations:											
10.1 Direct											
10.2 Reinsurance assumed											
10.3 Reinsurance ceded											
10.4 Net											
RENEWAL											
11. Uncollected	(35,629,413)		(35,629,413)								
12. Deferred and accrued	(957,777)		(957,777)								
13. Deferred, accrued and uncollected:											
13.1 Direct											
13.2 Reinsurance assumed	9,289,550		9,289,550								
13.3 Reinsurance ceded	(45,876,740)		(45,876,740)								
13.4 Net (Line 11 plus Line 12)	(36,587,190)		(36,587,190)								
14. Advance											
15. Line 13.4 minus Line 14	(36,587,190)		(36,587,190)								
16. Collected during year:											
16.1 Direct											
16.2 Reinsurance assumed	146,518,024		125,464,922			7,698,927		8,138,138		5,216,037	
16.3 Reinsurance ceded	106,648,106		102,728,255							3,919,851	
16.4 Net	39,869,918		22,736,667			7,698,927		8,138,138		1,296,186	
17. Line 15 plus Line 16.4	3,282,728		(13,850,523)			7,698,927		8,138,138		1,296,186	
18. Prior year (uncollected plus deferred and accrued minus advance)	(36,574,075)		(36,574,075)								
19. Renewal premiums and considerations:											
19.1 Direct											
19.2 Reinsurance assumed	146,132,266		125,079,166			7,698,927		8,138,136		5,216,037	
19.3 Reinsurance ceded	106,275,465		102,355,614							3,919,851	
19.4 Net (Line 17 minus Line 18)	39,856,803		22,723,552			7,698,927		8,138,138		1,296,186	
TOTAL											
20. Total premiums and annuity considerations:											
20.1 Direct											
20.2 Reinsurance assumed	151,086,164		130,033,064			7,698,927		8,138,136		5,216,037	
20.3 Reinsurance ceded	108,833,359		104,913,508							3,919,851	
20.4 Net (Lines 9.4 plus 10.4 plus 19.4)	42,252,807		25,119,556			7,698,927		8,138,138		1,296,186	

EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 1 - Liability End of Current Year

	1	2	Ordinary			6	Group		Accident and Health		
			3	4	5		7	8	9	10	11
	Total	Industrial Life	Life Insurance	Individual Annuities	Supplementary Contracts	Credit Life (Group and Individual)	Life Insurance	Annuities	Group	Credit (Group and Individual)	Other
1. Due and unpaid:											
1.1 Direct											
1.2 Reinsurance assumed	24,800,348		21,840,721								2,959,627
1.3 Reinsurance ceded	20,688,892		17,995,078								2,693,814
1.4 Net	4,111,456		3,845,643								265,813
2. In course of settlement:											
2.1 Resisted											
2.11 Direct											
2.12 Reinsurance assumed											
2.13 Reinsurance ceded											
2.14 Net			(b)	(b)		(b)	(b)				
2.2 Other											
2.21 Direct											
2.22 Reinsurance assumed											
2.23 Reinsurance ceded											
2.24 Net			(b)	(b)		(b)	(b)		(b)	(b)	(b)
3. Incurred but unreported:											
3.1 Direct											
3.2 Reinsurance assumed	24,436,214		24,186,214								250,000
3.3 Reinsurance ceded	20,143,755		19,943,755								200,000
3.4 Net	4,292,459		(b) 4,242,459	(b)		(b)	(b)		(b)	(b)	(b) 50,000
4. TOTALS											
4.1 Direct											
4.2 Reinsurance assumed	49,236,562		46,026,935								3,209,627
4.3 Reinsurance ceded	40,832,647		37,938,833								2,893,814
4.4 Net	8,403,915	(a)	(a) 8,088,102		(a)		(a)				315,813

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

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

**EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS
PART 2 - Incurred During the Year**

	1 Total	2 Industrial Life (a)	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance (b)	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (c)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Settlements during the year:											
1.1 Direct											
1.2 Reinsurance assumed	90,244,881		80,830,225				6,374,650		4,256,272		(1,216,266)
1.3 Reinsurance ceded	67,073,864		68,293,659						1,970		(1,221,765)
1.4 Net (d)	23,171,017		12,536,566				6,374,650		4,254,302		5,499
2. Liability December 31, current year from Part 1:											
2.1 Direct											
2.2 Reinsurance assumed	49,236,562		46,026,935								3,209,627
2.3 Reinsurance ceded	40,832,647		37,938,833								2,893,814
2.4 Net	8,403,915		8,088,102								315,813
3. Amounts recoverable from reinsurers December 31, current year											
4. Liability December 31, prior year:											
4.1 Direct											
4.2 Reinsurance assumed	36,775,589		35,636,081								1,139,508
4.3 Reinsurance ceded	29,800,115		28,765,507								1,034,608
4.4 Net	6,975,474		6,870,574								104,900
5. Amounts recoverable from reinsurers December 31, prior year											
6. Incurred Benefits:											
6.1 Direct											
6.2 Reinsurance assumed	102,705,854		91,221,079				6,374,650		4,256,272		853,853
6.3 Reinsurance ceded	78,106,396		77,466,985						1,970		637,441
6.4 Net	24,599,458		13,754,094				6,374,650		4,254,302		216,412

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

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

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

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

FIVE-YEAR HISTORICAL DATA

Show amounts in whole dollars only, no cents; show percentages to one decimal place, i.e., 17.6.
Show amounts of life insurance in this exhibit in thousands (omit \$000)

	1 2010	2 2009	3 2008	4 2007	5 2006
Life Insurance in Force (Exhibit of Life Insurance)					
1. Ordinary-whole life and endowment (Line 34, Column 4)	330,348	342,788	332,045	327,069	325,630
2. Ordinary-term (Line 21, Column 4, less Line 34, Column 4)	33,372,885	30,978,337	28,710,204	24,214,552	19,765,339
3. Credit life (Line 21, Column 6)					
4. Group, excluding FEGLI/SGLI (Line 21, Column 9 less Line 43 and Line 44, Column 4)	3,855,120	1,031,652	1,011,400	931,383	933,431
5. Industrial (Line 21, Column 2)					
6. FEGLI/SGLI (Line 43 and Line 44, Column 4)					
7. Total (Line 21, Column 10)	37,558,353	32,352,777	30,053,649	25,473,004	21,024,400
New Business Issued (Exhibit of Life Insurance)					
8. Ordinary-whole life and endowment (Line 34, Column 2)					
9. Ordinary-term (Line 2, Column 4, less Line 34, Column 2)					
10. Credit life (Line 2, Column 6)					
11. Group (Line 2, Column 9)					
12. Industrial (Line 2, Column 2)					
13. Total (Line 2, Column 10)					
Premium Income-Lines of Business (Exhibit 1 - Part 1)					
14. Industrial life (Line 20.4, Column 2)					
15.1 Ordinary life insurance (Line 20.4, Column 3)	25,119,556	24,320,287	24,794,992	24,174,845	22,361,034
15.2 Ordinary individual annuities (Line 20.4, Column 4)					
16. Credit life, (group and individual) (Line 20.4, Column 5)					
17.1 Group life insurance (Line 20.4, Column 6)	7,698,927	2,436,042			
17.2 Group annuities (Line 20.4, Column 7)					
18.1 A & H-group (Line 20.4, Column 8)	8,138,138	4,226,743	1,503,529		
18.2 A & H-credit (group and individual) (Line 20.4, Column 9)					
18.3 A & H-other (Line 20.4, Column 10)	1,296,186	940,331	599,327		
19. Aggregate of all other lines of business (Line 20.4, Column 11)					
20. Total	42,252,807	31,923,403	26,897,848	24,174,845	22,361,034
Balance Sheet (Pages 2 and 3)					
21. Total admitted assets excluding Separate Accounts business (Page 2, Line 26, Column 3)	84,793,949	78,977,264	71,863,835	65,528,138	58,079,217
22. Total liabilities excluding Separate Accounts business (Page 3, Line 26)	59,129,261	54,804,021	47,783,105	42,016,789	35,247,621
23. Aggregate life reserves (Page 3, Line 1)	45,406,907	42,145,127	36,828,049	31,353,386	26,777,858
24. Aggregate A & H reserves (Page 3, Line 2)	493,170	341,862	255,694		
25. Deposit-type contract funds (Page 3, Line 3)					
26. Asset valuation reserve (Page 3, Line 24.01)	863,590	693,609	482,116	578,218	504,831
27. Capital (Page 3, Line 29 and Line 30)	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000
28. Surplus (Page 3, Line 37)	23,164,688	21,673,243	21,580,730	21,011,349	20,331,596
Cash Flow (Page 5)					
29. Net cash from operations (Line 11)	8,102,891	15,856,126	4,470,907	15,021,378	5,896,096
Risk-Based Capital Analysis					
30. Total adjusted capital	26,528,278	24,866,852	24,562,846	24,089,567	23,336,427
31. Authorized control level risk-based capital	5,281,113	3,845,008	3,385,815	3,142,911	2,829,145
Percentage Distribution of Cash, Cash Equivalents and Invested Assets (Page 2, Column 3) (Line No. / Page 2, Line 12, Column 3) x 100.0					
32. Bonds (Line 1)	64.6	66.5	79.9	72.4	81.0
33. Stocks (Line 2.1 and Line 2.2)	4.3	4.8	4.6	3.6	3.0
34. Mortgage loans on real estate (Line 3.1 and Line 3.2)					
35. Real estate (Line 4.1, Line 4.2 and Line 4.3)	3.5	3.2	7.2	5.3	7.0
36. Cash, cash equivalents and short-term investments (Line 5)	24.2	22.0	8.3	18.8	9.0
37. Contract loans (Line 6)					
38. Derivatives (Page 2, Line 7)		X X X	X X X	X X X	X X X
39. Other invested assets (Line 8)	3.3	3.5			
40. Receivables for securities (Line 9)					
41. Securities lending reinvested collateral assets (Line 10)		X X X	X X X	X X X	X X X
42. Aggregate write-ins for invested assets (Line 11)					
43. Cash, cash equivalents and invested assets (Line 12)	100.0	100.0	100.0	100.0	100.0

FIVE-YEAR HISTORICAL DATA

(Continued)

	1 2010	2 2009	3 2008	4 2007	5 2006
<u>Investments in Parent, Subsidiaries and Affiliates</u>					
44. Affiliated bonds (Schedule D Summary, Line 12, Column 1)					
45. Affiliated preferred stocks (Schedule D Summary, Line 18, Column 1)					
46. Affiliated common stocks (Schedule D Summary, Line 24, Column 1)		1,215,873	1,425,719	1,063,798	947,549
47. Affiliated short-term investments (subtotal included in Schedule DA Verification, Column 5, Line 10)					
48. Affiliated mortgage loans on real estate					
49. All other affiliated					
50. Total of above Line 44 to Line 49		1,215,873	1,425,719	1,063,798	947,549
<u>Total Nonadmitted and Admitted Assets</u>					
51. Total nonadmitted assets (Page 2, Line 28, Column 2)	845,200				
52. Total admitted assets (Page 2, Line 28, Column 3)	84,793,949	78,977,264	71,863,835	65,528,138	58,079,217
<u>Investment Data</u>					
53. Net investment income (Exhibit of Net Investment Income)	2,926,201	2,968,082	2,956,943	3,014,868	2,434,324
54. Realized capital gains (losses)	84,793,949	432,443	(507,990)	(176,347)	(156,879)
55. Unrealized capital gains (losses)	2,926,201				
56. Total of above Lines 53, Line 54 and Line 55	90,646,351	3,400,525	2,448,953	2,838,521	2,277,445
<u>Benefits and Reserve Increase</u> (Page 6)					
57. Total contract benefits - life (Lines 10, 11, 12, 13, 14 and Line 15, Column 1 minus Lines 10, 11, 12, 13, 14 and Line 15, Columns 9, 10 and 11)	21,080,190	14,599,252	13,858,253	12,268,708	10,917,855
58. Total contract benefits - A and H (Line 13 and Line 14, Columns 9, 10 and 11)	4,470,714	2,843,609	732,509		
59. Increase in life reserves - other than group and annuities (Line 19, Columns 2 and 3)	2,623,256	5,351,064	5,663,642	4,530,894	3,455,290
60. Increase in A & H Reserves (Line 19, Columns 9, 10 and 11)	150,111				
61. Dividends to policyholders (Line 30, Column 1)					
<u>Operating Percentages</u>					
62. Insurance expense percent (Page 6, Column 1, Line 21, Line 22 and Line 23 less Line 6) / (Page 6, Column 1, Line 1 plus Exhibit 7, Column 2, Line 2) x 100.00	31.0	30.2	34.2	28.6	37.1
63. Lapse percent (ordinary only) [(Exhibit of Life Insurance, Column 4, Line 14 and Line 15) / 1/2 (Exhibit of Life Insurance, Column 4, Line 1 and Line 21)] x 100.00	7.0	8.0	8.5	8.8	10.7
64. A & H loss percent (Schedule H, Part 1, Line 5 and Line 6, Column 2)	49.0	53.0			
65. A & H cost containment percent (Schedule H, Part 1, Line 4, Column 2)					
66. A & H expense percent excluding cost containment expenses (Schedule H, Part 1, Line 10, Column 2)	42.0	40.0			
<u>A & H Claim Reserve Adequacy</u>					
67. Incurred losses on prior years' claims - group health (Schedule H, Part 3, Line 3.1, Column 2)					
68. Prior years' claim liability and reserve - group health (Schedule H, Part 3, Line 3.2, Column 2)					
69. Incurred losses on prior years' claims - health other than group (Schedule H, Part 3, Line 3.1, Column 1 less Column 2)		36,381			
70. Prior years' claim liability and reserve - health other than group (Schedule H, Part 3, Line 3.2, Column 1 less Column 2)	104,900		53,176		
<u>Net Gains From Operations After Federal Income</u> <u>Taxes by Lines of Business</u> (Page 6, Line 33)					
71. Industrial life (Column 2)					
72. Ordinary-life (Column 3)	1,401,649	1,018,966	(1,697,786)	1,555,943	1,146,036
73. Ordinary-individual annuities (Column 4)					
74. Ordinary-supplementary contracts (Column 5)					
75. Credit life (Column 6)					
76. Group life (Column 7)	35,843	50,166			
77. Group annuities (Column 8)					
78. A & H-group (Column 9)	564,538	139,632	202,439		
79. A & H-credit (Column 10)					
80. A & H-other (Column 11)	264,479	132,644	181,449		
81. Aggregate of all other lines of business (Column 12)					
82. Total (Column 1)	2,266,509	1,341,408	(1,313,898)	1,555,943	1,146,036

Note: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? If no, please explain:

Yes () No ()

EXHIBIT OF LIFE INSURANCE

	Industrial		Ordinary		Credit Life (Group and Individual)		Group			10
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Individual Policies and Group Certificates	6 Amount of Insurance (a)	Number of		9 Amount of Insurance (a)	Total Amount of Insurance (a)
							7 Policies	8 Certificates		
1. In force end of prior year			510,415	31,321,125			1	261,761	1,031,652	32,352,777
2. Issued during year										
3. Reinsurance assumed			69,758	4,902,939				716,399	2,823,468	7,726,407
4. Revived during year			2,696	205,616						205,616
5. Increased during year (net)			548	150,821						150,821
6. Subtotals, Line 2 to Line 5			73,002	5,259,376				716,399	2,823,468	8,082,844
7. Additions by dividends during year	X X X		X X X		X X X		X X X	X X X		
8. Aggregate write-ins for increases										
9. Totals (Line 1 and Line 6 to Line 8)			583,417	36,580,501			1	978,160	3,855,120	40,435,621
Deductions during year:										
10. Death			1,919	80,140			X X X			80,140
11. Maturity			1,864	40,885			X X X			40,885
12. Disability			64	(203)			X X X			(203)
13. Expiry										
14. Surrender			8,475	458,369						458,369
15. Lapse			31,707	1,866,551						1,866,551
16. Conversion			533	167,410			X X X	X X X	X X X	167,410
17. Decreased (net)			965	264,116						264,116
18. Reinsurance										
19. Aggregate write-ins for decreases										
20. Totals (Line 10 to Line 19)			45,527	2,877,268						2,877,268
21. In force end of year (Line 9 minus Line 20)	X X X		537,890	33,703,233	X X X		1	978,160	3,855,120	37,558,353
22. Reinsurance ceded end of year			X X X	27,813,108			X X X	X X X		27,813,108
23. Line 21 minus Line 22	X X X		X X X	5,890,125	X X X	(b)	X X X	X X X	3,855,120	9,745,245
DETAILS OF WRITE-INS										
0801.										
0802.										
0803.										
0898. Summary of remaining write-ins for Line 8 from overflow page										
0899. Totals (Line 0801 through Line 0803 plus Line 0898) (Line 8 above)										
1901.										
1902.										
1903.										
1998. Summary of remaining write-ins for Line 19 from overflow page										
1999. Totals (Line 1901 through Line 1903 plus Line 1998) (Line 19 above)										

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000).
 (b) Group \$; Individual \$

EXHIBIT OF LIFE INSURANCE (Continued)

ADDITIONAL INFORMATION ON INSURANCE IN FORCE END OF YEAR

	Industrial		Ordinary	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
24. Additions by dividends	X X X		X X X	
25. Other paid-up insurance			984	4,732
26. Debit ordinary insurance	X X X	X X X		

ADDITIONAL INFORMATION ON ORDINARY INSURANCE

	Issued During Year (included in Line 2)		In Force End of Year (included in Line 21)	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
Term Insurance Excluding Extended Term Insurance				
27. Term policies-decreasing			10,384	312,692
28. Term policies-other			487,640	33,035,582
29. Other term insurance-decreasing	X X X		X X X	
30. Other term insurance	X X X		X X X	
31. Totals (Line 27 to Line 30) Reconciliation to Line 2 and Line 21:			498,024	33,348,274
32. Term additions	X X X		X X X	
33. Totals, extended term insurance	X X X	X X X	3,104	24,611
34. Totals, whole life and endowment			36,762	330,348
35. Totals (Line 31 to Line 34)			537,890	33,703,233

CLASSIFICATION OF AMOUNT OF INSURANCE (a) BY PARTICIPATING STATUS

	Issued During Year (included in Line 2)		In Force End of Year (included in Line 21)	
	1 Non-Participating	2 Participating	3 Non-Participating	4 Participating
36. Industrial				
37. Ordinary			33,703,233	
38. Credit Life (Group and Individual)				
39. Group			3,855,120	
40. Totals (Line 36 to Line 39)			37,558,353	

ADDITIONAL INFORMATION ON CREDIT LIFE AND GROUP INSURANCE

	Credit Life		Group	
	1 Number of Individual Policies and Group Certificates	2 Amount of Insurance (a)	3 Number of Certificates	4 Amount of Insurance (a)
41. Amount of insurance included in Line 2 ceded to other companies	X X X		X X X	
42. Number in force end of year if the number under shared groups is counted on a pro-rata basis		X X X	978,160	X X X
43. Federal Employees' Group Life Insurance included in Line 21				
44. Servicemen's Group Life Insurance included in Line 21				
45. Group Permanent Insurance included in Line 21				

ADDITIONAL ACCIDENTAL DEATH BENEFITS

46. Amount of additional accidental death benefits in force end of year under ordinary policies (a)	2,819,884
-----------------------------------------------------------------------------------------------------------	-----------

BASIS OF CALCULATION OF ORDINARY TERM INSURANCE

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

POLICIES WITH DISABILITY PROVISIONS

Disability Provision	Industrial		Ordinary		Credit		Group	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Policies	6 Amount of Insurance (a)	7 Number of Certificates	8 Amount of Insurance (a)
48. Waiver of Premium	26,325	1,572,341						
49. Disability Income	386	14,352						
50. Extended Benefits			X X X	X X X				
51. Other								
52. Total	26,711	(b) 1,586,693		(b)		(b)		(b)

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000)
 (b) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the annual statement instructions.

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Allocated by States and Territories

States, Etc.	1	Direct Business Only					
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	6 Total Columns 2 through 5	7 Deposit-Type Contracts
		2 Life Insurance Premiums	3 Annuity Considerations				
1. Alabama	AL	L					
2. Alaska	AK	Q					
3. Arizona	AZ	L					
4. Arkansas	AR	L					
5. California	CA	L					
6. Colorado	CO	L					
7. Connecticut	CT	Q					
8. Delaware	DE	Q					
9. District of Columbia	DC	Q					
10. Florida	FL	Q					
11. Georgia	GA	L					
12. Hawaii	HI	Q					
13. Idaho	ID	Q					
14. Illinois	IL	L					
15. Indiana	IN	L					
16. Iowa	IA	L					
17. Kansas	KS	L					
18. Kentucky	KY	L					
19. Louisiana	LA	L					
20. Maine	ME	Q					
21. Maryland	MD	Q					
22. Massachusetts	MA	L					
23. Michigan	MI	L					
24. Minnesota	MN	L					
25. Mississippi	MS	L					
26. Missouri	MO	Q					
27. Montana	MT	Q					
28. Nebraska	NE	L					
29. Nevada	NV	L					
30. New Hampshire	NH	Q					
31. New Jersey	NJ	Q					
32. New Mexico	NM	Q					
33. New York	NY	N					
34. North Carolina	NC	Q					
35. North Dakota	ND	Q					
36. Ohio	OH	L					
37. Oklahoma	OK	L					
38. Oregon	OR	Q					
39. Pennsylvania	PA	Q					
40. Rhode Island	RI	Q					
41. South Carolina	SC	Q					
42. South Dakota	SD	Q					
43. Tennessee	TN	L					
44. Texas	TX	L					
45. Utah	UT	Q					
46. Vermont	VT	Q					
47. Virginia	VA	N					
48. Washington	WA	L					
49. West Virginia	WV	Q					
50. Wisconsin	WI	L					
51. Wyoming	WY	Q					
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	L					
55. U. S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N					
58. Aggregate Other Alien	OT	X X X					
59. Subtotal	(a) 25	X X X					
90. Reporting entity contributions for employee benefit plans		X X X					
91. Dividends or refunds applied to purchase paid-up additions and annuities		X X X					
92. Dividends of refunds applied to shorten endowment or premium paying period		X X X					
93. Premium or annuity considerations waived under disability or other contract provisions		X X X					
94. Aggregate other amounts not allocable by State		X X X					
95. Totals (Direct Business)		X X X					
96. Plus Reinsurance Assumed		X X X	138,357,651		13,354,175	151,711,826	
97. Totals (All Business)		X X X	138,357,651		13,354,175	151,711,826	
98. Less Reinsurance Ceded		X X X	104,526,181		3,919,851	108,446,032	
99. Totals (All Business) less Reinsurance Ceded		X X X	33,831,470		(b) 9,434,324	43,265,794	
DETAILS OF WRITE-INS							
5801.		X X X					
5802.		X X X					
5803.		X X X					
5898. Summary of remaining write-ins for Line 58 from overflow page		X X X					
5899. Total (Line 5801 through Line 5803 plus Line 5898) (Line 58 above)		X X X					
9401.		X X X					
9402.		X X X					
9403.		X X X					
9498. Summary of remaining write-ins for Line 94 from overflow page		X X X					
9499. Total (Line 9401 through Line 9403 plus Line 9498) (Line 94 above)		X X X					

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

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

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

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

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States	4,555,308	4,547,110	4,554,563	4,560,000
	2. Canada	22,471,170	23,980,420	22,708,882	21,730,000
	3. Other Countries				
	4. Totals	27,026,477	28,527,529	27,263,445	26,290,000
U. S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	1,052,389	1,066,794	1,096,839	1,015,000
U. S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals				
U. S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals				
Industrial and Miscellaneous, Credit Tenant Loans and Hybrid Securities (unaffiliated)	8. United States	19,487,343	19,984,356	19,909,921	18,880,000
	9. Canada	13,251,371	13,839,015	13,328,758	13,150,000
	10. Other Countries	6,027,353	6,316,510	6,043,330	6,000,000
	11. Totals	38,766,067	40,139,881	39,282,009	38,030,000
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	66,844,933	69,734,204	67,642,292	65,335,000
PREFERRED STOCKS Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS Industrial and Miscellaneous (unaffiliated)	20. United States	4,478,887	4,478,887	3,775,018	
	21. Canada				
	22. Other Countries				
	23. Totals	4,478,887	4,478,887	3,775,018	
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	4,478,887	4,478,887	3,775,018	
	26. Total Stocks	4,478,887	4,478,887	3,775,018	
	27. Total Bonds and Stocks	71,323,820	74,213,091	71,417,311	

ANNUAL STATEMENT FOR THE YEAR 2010 OF THE OPTIMUM RE INSURANCE COMPANY

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book Adjusted Carrying Value				Interest					Dates	
		3 Code	4 Foreign	5 Bond CHAR			8 Rate Used To Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization) / Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B. / A. C. V.	16 Rate of	17 Effective Rate of	18 When Paid	19 Admitted Amount Due and Accrued	20 Amount Received During Year	21 Acquired	22 Maturity
U. S. Governments - Issuer Obligations																					
912828-MU-1	US Treasury Bond				1	2,558,000	1.008	2,579,610	2,560,000	2,558,730		730			1.000	1.000	M/S	6,453	12,800	04/13/2010	03/31/2012
912810-QL-5	US Treasury Bond				1	1,996,563	0.984	1,967,500	2,000,000	1,996,578		15			4.250	4.250	M/N	10,712		11/12/2010	11/15/2040
0199999	U. S. Governments - Issuer Obligations					4,554,563		4,547,110	4,560,000	4,555,308		745						17,165	12,800		
0399999	Subtotal - U. S. Governments					4,554,563		4,547,110	4,560,000	4,555,308		745						17,165	12,800		
U. S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
110709-FH-0	British Columbia Province	F			1FE	1,486,050	1.077	1,615,545	1,500,000	1,494,006		2,483			4.300	4.300	M/N	5,478	64,500	10/19/2007	05/30/2013
110709-FH-0	British Columbia Province	F			1FE	1,076,400	1.077	1,077,030	1,000,000	1,052,377		(21,700)			4.300	4.300	M/N	3,652	43,000	11/13/2009	05/30/2013
563469-FJ-9	Manitoba Province	F			1FE	2,592,500	1.114	2,784,350	2,500,000	2,571,229		(11,998)			4.900	4.900	J/D	8,390	122,500	03/25/2009	12/06/2016
563469-FJ-9	Manitoba Province	F			1FE	228,825	1.114	250,592	225,000	228,016		(508)			4.900	4.900	J/D	755	11,025	05/29/2009	12/06/2016
563469-FJ-9	Manitoba Province	F			1FE	1,083,900	1.114	1,113,740	1,000,000	1,068,555		(11,547)			4.900	4.900	J/D	3,356	49,000	09/03/2009	12/06/2016
563469-FJ-9	Manitoba Province	F			1FE	113,850	1.114	111,374	100,000	113,604		(246)			4.900	4.900	J/D	336	2,450	11/16/2010	12/06/2016
642866-FY-8	New Brunswick Province	F			1FE	2,592,350	1.118	2,793,825	2,500,000	2,571,680		(11,659)			5.200	5.200	F/A	47,014	130,000	03/25/2009	02/21/2017
642866-FY-8	New Brunswick Province	F			1FE	506,000	1.118	558,765	500,000	504,763		(775)			5.200	5.200	F/A	9,403	26,000	05/28/2009	02/21/2017
642866-FY-8	New Brunswick Province	F			1FE	881,250	1.118	838,148	750,000	876,786		(4,464)			5.200	5.200	F/A	14,104		10/13/2010	02/21/2017
669827-FK-8	Nova Scotia Province	F			1FE	1,359,184	1.057	1,390,586	1,315,000	1,326,681		(10,079)			5.750	5.750	F/A	26,102	75,613	10/11/2007	02/27/2012
669827-FT-9	Nova Scotia Province	F			1FE	746,620	1.057	740,236	700,000	716,460		(14,203)			5.750	5.750	F/A	13,895	40,250	11/17/2008	02/27/2012
669827-FT-9	Nova Scotia Province	F			1FE	1,019,300	1.113	1,113,390	1,000,000	1,015,163		(2,495)			5.125	5.125	J/J	22,185	51,250	05/06/2009	01/26/2017
669827-FT-9	Nova Scotia Province	F			1FE	803,600	1.113	890,712	800,000	802,851		(469)			5.125	5.125	J/J	17,748	41,000	05/28/2009	01/26/2017
669827-FT-9	Nova Scotia Province	F			1FE	175,425	1.113	167,009	150,000	174,551		(874)			5.125	5.125	J/J	3,328		10/13/2010	01/26/2017
683234-SJ-8	Ontario Province	F			1FE	398,034	1.069	416,875	390,000	394,022		(1,889)			4.375	4.375	F/A	6,451	17,063	11/17/2008	02/15/2013
683234-8A-9	Ontario Province	F			1FE	799,464	1.080	864,152	800,000	799,631		107			4.100	4.100	J/D	1,348	32,800	06/09/2009	06/16/2014
683234-YL-6	Ontario Province	F			1FE	118,900	1.137	113,725	100,000	118,162		(738)			5.450	5.450	A/O	971	2,725	10/13/2010	04/27/2016
683234-YL-6	Ontario Province	F			1FE	2,711,000	1.137	2,843,125	2,500,000	2,661,293		(30,284)			5.450	5.450	A/O	24,264	136,250	05/12/2009	04/27/2016
748148-RM-7	Quebec Province	F			1FE	513,400	1.107	553,365	500,000	508,197		(2,450)			4.875	4.875	M/N	3,740	24,375	11/17/2008	05/05/2014
748148-RM-7	Quebec Province	F			1FE	1,354,730	1.107	1,438,749	1,300,000	1,335,637		(10,653)			4.875	4.875	M/N	9,723	63,375	03/18/2009	05/05/2014
748148-RQ-8	Quebec Province	F			1FE	2,034,400	1.098	2,195,360	2,000,000	2,024,448		(5,553)			4.600	4.600	M/N	8,822	92,000	03/18/2009	05/26/2015
748148-RQ-8	Quebec Province	F			1FE	113,700	1.098	109,768	100,000	113,058		(642)			4.600	4.600	M/N	441	2,300	10/13/2010	05/26/2015
1199999	U. S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations					22,708,882		23,980,420	21,730,000	22,471,170		(140,637)						231,504	1,027,475		
1799999	Subtotal - U. S. States, Territories and Possessions (Direct and Guaranteed)					22,708,882		23,980,420	21,730,000	22,471,170		(140,637)						231,504	1,027,475		
Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations																					
002824-AS-9	Abbott Labs				1FE	1,008,310	1.020	1,019,690	1,000,000	1,000,655		(1,770)			5.600	5.600	M/N	7,058	56,000	08/10/2006	05/15/2011
020002-AN-1	Allstate				1FE	533,300	1.053	526,725	500,000	509,250		(8,215)			6.125	6.125	F/A	11,579	30,625	01/29/2008	02/15/2012
03523T-AA-6	Anheuser Busch				1FE	577,010	1.144	571,795	500,000	557,242		(18,806)			7.200	7.200	J/J	16,668	36,000	12/09/2009	01/15/2014
046353-AC-2	AstraZeneca	F			1FE	1,006,430	1.078	1,078,350	1,000,000	1,002,227		(1,302)			5.400	5.400	M/S	15,830	54,000	10/12/2007	09/15/2012
064149-A5-6	Banque Scotia	F			1FE	998,900	1.018	1,018,210	1,000,000	999,246		346			2.250	2.250	J/J	9,986	11,250	01/19/2010	01/22/2013
06849T-AA-6	Barrick Gold	F			1FE	1,007,710	1.119	1,018,210	1,000,000	1,004,162		(1,536)			6.125	6.125	M/S	17,955	61,250	09/10/2008	09/15/2013
097023-AT-2	Boeing				1FE	1,087,720	1.082	1,082,370	1,000,000	1,057,941		(27,218)			5.125	5.125	F/A	19,377	51,250	11/18/2009	02/15/2013
10138M-AB-1	Bottling Group LLC (Pepsico)				1FE	1,006,000	1.069	1,068,870	1,000,000	1,002,289		(1,219)			4.625	4.625	M/N	5,826	46,750	12/18/2007	11/15/2012
12800U-AD-2	Caisse Centrale Desjardins	F			1FE	499,750	0.999	499,405	500,000	499,776		26			1.700	1.700	M/S	2,468		09/09/2010	09/16/2013

(continues)

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ANNUAL STATEMENT FOR THE YEAR 2010 OF THE OPTIMUM RE INSURANCE COMPANY

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book Adjusted Carrying Value				Interest					Dates	
		3 Code	4 Foreign	5 Bond CHAR			8 Rate Used To Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization) / Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B. /A. C. V.	16 Rate of	17 Effective Rate of	18 When Paid	19 Admitted Amount Due and Accrued	20 Amount Received During Year	21 Acquired	22 Maturity
Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations (continued)																					
12800U-AD-2	Caisse Centrale Desjardins	F			1FE	505,100	0.999	499,405	500,000	504,750	(350)				1.700	1.700	M/S	2,468		10/19/2010	09/16/2013
135143-AZ-8	Canada Mtg & Hsg Corp	F			1FE	1,499,250	1.030	1,544,325	1,500,000	1,499,899	150				5.000	5.000	M/S	24,863	75,000	09/07/2006	09/01/2011
136375-BF-8	Canadian Ntl Ry Co	F			1FE	1,041,210	1.045	1,044,580	1,000,000	1,006,273	(7,950)				6.375	6.375	A/O	13,449	63,750	08/10/2006	10/15/2011
13645R-AC-8	Canadian Pacific Ry Co	F			1FE	1,019,500	1.044	1,043,610	1,000,000	1,004,138	(5,244)				6.250	6.250	A/O	13,185	62,500	01/28/2008	10/15/2011
146900-AF-2	Cascades	F			1FE	502,500	1.043	521,250	500,000	502,170	(312)				7.750	7.750	J/D	1,699	46,036	12/08/2009	12/15/2017
146900-AF-2	Cascades	F			1FE	406,000	1.043	417,000	400,000	405,578	(422)				7.750	7.750	J/D	1,359	15,500	06/22/2010	12/15/2017
14912L-2R-1	Caterpillar	F			1FE	978,610	1.044	1,044,200	1,000,000	994,187	4,822				4.700	4.700	M/S	13,778	47,000	10/11/2007	03/15/2012
125094-AB-8	CDP Financial	F			1FE	1,037,670	1.017	1,016,510	1,000,000	1,036,744	(926)				3.000	3.000	M/N	2,959	15,000	11/17/2010	11/25/2014
F22798-FX-9	Credit Agricel	F			1FE	521,000	1.068	533,750	500,000	516,683	(4,182)				9.750	9.750	J/D	668	48,750	09/29/2009	12/26/2014
233835-AP-2	DiamlerChrysler	F			1FE	1,068,300	1.002	1,002,290	1,000,000	1,000,757	(15,359)				7.750	7.750	J/J	35,247	77,500	08/10/2006	01/18/2011
2515A0-HQ-9	Deutsch Bank	F			1FE	999,170	1.075	1,074,730	1,000,000	999,705	166				5.375	5.375	A/O	11,281	53,750	10/11/2007	10/12/2012
25243Y-AK-5	Diageo	F			1FE	1,008,800	1.045	1,044,600	1,000,000	1,002,310	(2,134)				5.125	5.125	J/J	21,623	51,250	12/18/2007	01/30/2012
257561-AT-7	Domtar	F			1FE	758,550	1.180	885,000	750,000	752,394	(428)				9.500	9.500	F/A	29,671	71,250	08/28/1996	08/01/2016
260543-BL-6	Dow Chemical	F			1FE	1,055,150	1.003	1,003,430	1,000,000	1,001,617	(18,439)				6.125	6.125	F/A	25,507	61,250	02/05/2008	02/01/2011
263534-BS-7	Dupont El De Nemours	F			1FE	382,850	1.074	408,147	380,000	381,145	(560)				5.000	5.000	J/J	8,797	19,000	12/18/2007	01/15/2013
298785-EN-2	European Investment Bank	F			1FE	996,130	1.050	1,049,610	1,000,000	998,229	746				3.250	3.250	M/N	4,096	32,500	03/11/2008	05/15/2013
30216B-AZ-5	Export Dev CDA	F			1FE	1,498,800	1.068	1,601,565	1,500,000	1,498,565	239				4.500	4.500	A/O	12,390	67,500	10/19/2007	10/25/2012
369550-AK-4	General Dynamics	F			1FE	515,920	1.075	537,395	500,000	507,309	(3,080)				4.250	4.250	M/N	2,678	21,250	03/17/2008	05/15/2013
428236-AQ-6	Hewlett Packard	F			1FE	512,980	1.070	535,180	500,000	505,668	(2,616)				4.500	4.500	M/S	7,459	22,500	03/17/2008	03/01/2013
437076-AN-2	Home Depot	F			1FE	998,330	1.007	1,007,270	1,000,000	999,939	373				5.200	5.200	M/S	17,238	52,000	09/11/2006	03/01/2011
459200-GR-6	IBM	F			1FE	1,000,300	1.024	1,024,280	1,000,000	1,000,203	(86)				2.100	2.100	M/N	3,164	21,000	11/04/2009	05/06/2013
244217-BG-9	JohnDeere	F			1FE	1,070,190	1.073	1,073,350	1,000,000	1,019,074	(15,823)				7.000	7.000	M/S	20,521	70,000	10/11/2007	03/15/2012
46625H-GY-0	JP Morgan Chase	F			1FE	1,047,663	1.117	1,005,075	900,000	1,045,049	(2,614)				6.000	6.000	F/J	25,003		11/09/2010	01/15/2018
46625H-GY-0	JP Morgan Chase	F			1FE	110,670	1.117	111,675	100,000	110,612	(58)				6.000	6.000	F/J	2,778		12/15/2010	01/15/2018
501044-CC-3	Kroger	F			1FE	550,300	1.068	533,765	500,000	530,065	(20,235)				6.750	6.750	A/O	7,120	33,750	02/17/2010	04/15/2012
59156R-AC-2	MetLife	F			1FE	517,500	1.049	524,410	500,000	503,304	(3,600)				6.125	6.125	J/D	2,517	30,625	01/24/2007	12/01/2011
59156R-AW-8	MetLife	F			1FE	501,750	1.005	502,375	500,000	501,546	(204)				2.375	2.375	F/A	4,913		08/04/2010	02/02/2014
U74078-BM-4	Nestle Holdings	F			1FE	1,007,300	1.025	1,025,470	1,000,000	1,004,777	(2,297)				2.000	2.000	J/J	8,548	20,000	11/16/2009	01/28/2013
69320D-AA-7	PC Finl Part	F			1FE	1,044,660	1.081	1,080,670	1,000,000	1,034,311	(8,850)				5.000	5.000	M/N	6,301	50,000	10/21/2009	11/15/2014
745145-Q4-7	Puerto Rico Commonwealth	F			1FE	268,970	1.063	265,808	250,000	263,197	(5,276)				5.500	5.500	J/J	6,894	13,750	11/19/2009	07/01/2013
745268-6T-4	Puerto Rico Elec Pwr Authority	F			1FE	204,723	1.020	193,716	190,000	191,362	(2,732)				5.000	5.000	J/J	4,763	9,500	02/13/2006	07/01/2011
745190-AQ-1	Puerto Rico Highway	F			1FE	268,090	1.071	267,675	250,000	262,585	(5,031)				5.500	5.500	J/J	6,894	13,750	11/19/2009	07/01/2013
745277-NT-6	Puerto Rico MFA	F			1FE	79,184	1.035	77,618	75,000	79,168	(15)				5.250	5.250	F/A	1,640		12/21/2010	08/01/2017
745235-RL-7	Puerto Rico Pub Buildings Auth	F			1FE	275,873	1.048	261,978	250,000	256,076	(4,047)				5.375	5.375	J/J	6,737	13,438	02/13/2006	07/01/2012
780085-LP-9	Royal Bank CDA Montreal	F			1FE	757,050	1.025	768,930	750,000	750,785	(1,425)				5.650	5.650	J/J	19,040	35,627	08/10/2006	07/20/2011
78008K-BS-1	Royal Bank CDA Montreal	F			1FE	249,400	1.002	250,505	250,000	249,452	52				2.625	2.625	J/D	288	2,753	07/14/2010	12/15/2015
78387G-AD-5	SBC Communication	F			1FE	1,064,040	1.011	1,011,170	1,000,000	1,004,154	(20,489)				6.250	6.250	M/S	18,322	62,500	01/31/2008	03/15/2011
83367T-9B-7	SOC Generale	F			1FE	504,500	1.020	510,000	500,000	503,424	(1,047)				8.750	8.750	A/O	10,188	43,750	09/29/2009	04/07/2014
855030-AJ-1	Staples	F			1FE	607,500	1.212	605,925	500,000	577,804	(25,561)				9.750	9.750	J/J	22,572	48,750	11/03/2009	01/15/2014
87612E-AT-3	Target Corp	F			1FE	1,041,300	1.082	1,082,430	1,000,000	1,017,006	(8,321)				5.125	5.125	J/J	23,729	51,250	02/01/2008	01/15/2013
89346D-AD-9	Transalta Corp	F			1FE	253,250	1.058	264,425	250,000	252,554	(632)				4.750	4.750	J/J	5,498	7,983	11/18/2009	01/15/2015

(continues)

ANNUAL STATEMENT FOR THE YEAR 2010 OF THE OPTIMUM RE INSURANCE COMPANY

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book Adjusted Carrying Value				Interest					Dates	
		3 Code	4 Foreign	5 Bond CHAR			8 Rate Used To Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization) / Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B. /A. C. V.	16 Rate of	17 Effective Rate of	18 When Paid	19 Admitted Amount Due and Accrued	20 Amount Received During Year	21 Acquired	22 Maturity
Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations (continued)																					
89346D-AD-9	Transalta Corp.	F			1FE	249,458	1.058	264,425	250,000	249,576		105			4.750	4.750	J/J	5,498	7,983	11/09/2009	01/15/2015
931142-BV-4	WalMart Stores, Inc				1FE	481,450	1.004	502,120	500,000	499,426		4,557			4.125	4.125	F/A	7,798	20,626	01/24/2007	02/15/2011
929903-DT-6	Wells Fargo				1FE	1,031,778	1.107	996,336	900,000	1,029,261		(2,517)			5.750	5.750	J/D	2,268	25,875	11/09/2010	06/15/2017
929903-DT-6	Wells Fargo				1FE	110,000	1.107	110,704	100,000	109,941		(59)			5.750	5.750	J/D	252		12/15/2010	06/15/2017
983024-AA-8	Wyeth				1FE	1,051,000	1.093	1,093,380	1,000,000	1,021,900		(9,930)			5.500	5.500	M/S	16,123	55,000	01/28/2008	03/15/2013
3299999	Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					40,378,848		41,105,686	39,045,000	39,818,456		(251,335)						597,032	1,888,319		
3899999	Subtotal - Industrial and Miscellaneous (Unaffiliated)					40,378,848		41,105,686	39,045,000	39,818,456		(251,335)						597,032	1,888,319		
7799999	Total Bonds - Subtotal - Issuer Obligations					67,642,292		69,633,215	65,335,000	66,844,933		(391,228)						845,702	2,928,594		
8399999	Subtotal - Total Bonds					67,642,292		69,633,215	65,335,000	66,844,933		(391,228)						845,702	2,928,594		

ANNUAL STATEMENT FOR THE YEAR 2010 OF THE OPTIMUM RE INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number of Shares	6 Book/Adjusted Carrying Value	Fair Value		9 Actual Cost	Dividends			Changes in Book/Adjusted Carrying Value				17 NAIC Market Indicator (a)	18 Date Acquired
		3 Code	4 Foreign			7 Rate Per Share Used to Obtain Fair Value	8 Fair Value		10 Declared but Unpaid	11 Amount Received During Year	12 Nonadmitted Declared But Unpaid	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (13 - 14)	16 Total Foreign Exchange Change in B./A.C.V.		
Industrial and Miscellaneous (Unaffiliated)																	
001055-10-2	Aflac, Inc			2,100,000	118,503	56,430	118,503	95,655		1,218		22,848		22,848	L	05/18/2010	
00206R-10-2	AT&T, Inc			3,500,000	102,830	29,380	102,830	85,535		5,880		4,725		4,725	L	10/22/2008	
00206R-10-2	AT&T, Inc			600,000	17,628	29,380	17,628	15,762		1,008		810		810	L	11/17/2009	
00206R-10-2	AT&T, Inc			500,000	14,690	29,380	14,690	14,355				335		335	L	10/20/2010	
071813-10-9	Baxter International			1,500,000	75,930	50,620	75,930	91,377	465	1,740		(12,090)		(12,090)	L	10/22/2008	
071813-10-9	Baxter International			100,000	5,062	50,620	5,062	5,763	31	116		(806)		(806)	L	11/11/2009	
075887-10-9	Becton Dickinson			1,300,000	109,876	84,520	109,876	92,136		533		17,740		17,740	L	09/10/2010	
086516-10-1	Best Buy			2,200,000	75,438	34,290	75,438	79,215				(3,777)		(3,777)	L	12/14/2010	
20030N-10-1	Comcast Corp			5,500,000	120,285	21,870	120,285	80,801		2,079		27,555		27,555	L	10/20/2008	
20030N-10-1	Comcast Corp			1,100,000	24,057	21,870	24,057	19,778		104		4,279		4,279	L	09/02/2010	
20825C-10-4	Conoco Phillips			1,800,000	122,580	68,100	122,580	84,920		3,870		30,654		30,654	L	11/14/2008	
22160K-10-5	COSTCO Wholesale			1,500,000	108,315	72,210	108,315	96,242		308		12,073		12,073	L	10/01/2010	
126650-10-0	CVS Caremark			3,000,000	104,310	34,770	104,310	85,070		1,050		7,680		7,680	L	10/20/2008	
126650-10-0	CVS Caremark			500,000	17,385	34,770	17,385	14,135		44		3,250		3,250	L	09/02/2010	
24702R-10-1	Dell, Inc			6,200,000	84,010	13,550	84,010	84,072				(5,022)		(5,022)	L	12/03/2009	
25179M-10-3	Devon Energy			1,300,000	102,063	78,510	102,063	86,109		832		15,954		15,954	L	02/12/2010	
25179M-10-3	Devon Energy			200,000	15,702	78,510	15,702	12,566		64		3,136		3,136	L	09/02/2010	
291011-10-4	Emerson Electric			1,508,000	86,212	57,170	86,212	48,795		1,797		21,971		21,971	L	11/14/2008	
291011-10-4	Emerson Electric			647,000	36,989	57,170	36,989	20,582		1,056		9,427		9,427	L	12/02/2008	
291011-10-4	Emerson Electric			345,000	19,724	57,170	19,724	16,862		119		2,862		2,862	L	09/02/2010	
29364G-10-3	Entergy Corp			1,100,000	77,913	70,830	77,913	87,879		913		(9,966)		(9,966)	L	09/10/2010	
30161N-10-1	Exelon Corp			2,000,000	83,280	41,640	83,280	94,880		4,200		(14,460)		(14,460)	L	11/10/2009	
31428X-10-6	FedEx Corporation			1,000,000	93,010	93,010	93,010	82,766		120		10,244		10,244	L	09/16/2010	
369604-10-3	General Electric			5,000,000	91,450	18,290	91,450	83,376	700	2,100		15,800		15,800	L	12/02/2008	
369604-10-3	General Electric			800,000	14,632	18,290	14,632	12,768	112	336		2,528		2,528	L	11/11/2009	
428236-10-3	Hewlett Packard			1,100,000	46,310	42,100	46,310	45,837		176		473		473	L	08/11/2010	
428236-10-3	Hewlett Packard			1,100,000	46,310	42,100	46,310	46,904		176		(594)		(594)	L	08/17/2010	
78464A-88-8	Homebuilders, S&P			5,500,000	95,645	17,390	95,645	84,975		1,848		10,670		10,670	L	01/05/2010	
78464A-88-8	Homebuilders, S&P			1,000,000	17,390	17,390	17,390	15,050		274		2,340		2,340	L	09/02/2010	
458140-10-0	Intel Corp			5,000,000	105,150	21,030	105,150	79,250		3,150		3,150		3,150	L	10/20/2008	
458140-10-0	Intel Corp			1,100,000	23,133	21,030	23,133	20,130		173		3,003		3,003	L	09/02/2010	
464287-10-1	Ishares TR S&P 100 Index			1,760,000	99,739	56,670	99,739	87,736		2,355		12,003		12,003	L	09/07/2010	
464287-10-1	Ishares TR S&P 100 Index			2,304,000	130,568	56,670	130,568	113,813		1,362		16,755		16,755	L	09/02/2010	
464287-10-1	Ishares TR S&P 100 Index			2,436,000	138,048	56,670	138,048	107,231		612		12,716		12,716	L	06/01/2009	
478160-10-4	Johnson & Johnson			1,500,000	92,775	61,850	92,775	93,179		3,165		(3,840)		(3,840)	L	10/22/2008	
478160-10-4	Johnson & Johnson			300,000	18,555	61,850	18,555	19,185		162		(630)		(630)	L	10/20/2010	
46625H-10-0	JP Morgan Chase			400,000	16,968	42,420	16,968	17,074		300		(106)		(106)	L	04/30/2010	
46625H-10-0	JP Morgan Chase			2,000,000	84,840	42,420	84,840	81,060		40		3,780		3,780	L	01/21/2010	
501044-10-1	Kroger			4,150,000	92,794	22,360	92,794	84,832		1,619		7,594		7,594	L	09/15/2009	
548661-10-7	Lowe's			4,400,000	110,352	25,080	110,352	87,252		1,760		7,436		7,436	L	08/19/2009	
580135-10-1	McDonalds Corp			1,500,000	115,140	76,760	115,140	83,327		3,390		21,480		21,480	L	10/20/2008	
58405U-10-2	Medco Health Solutions			1,900,000	116,413	61,270	116,413	89,907				26,506		26,506	L	09/10/2010	
59156R-10-8	MetLife			2,200,000	97,768	44,440	97,768	68,237		1,533		19,998		19,998	L	10/20/2008	
59156R-10-8	MetLife			700,000	31,108	44,440	31,108	17,115		613		6,363		6,363	L	12/02/2008	
59156R-10-8	MetLife			400,000	17,776	44,440	17,776	15,898		296		1,878		1,878	L	09/02/2010	
594918-10-4	Microsoft			3,500,000	97,685	27,910	97,685	89,915		1,015		7,770		7,770	L	05/26/2010	

(continues)

(a) For all common stocks bearing the NAIC market indicator "U" provide: the number of such issues , the total \$ value (included in Column 8) of all such issues \$

ANNUAL STATEMENT FOR THE YEAR 2010 OF THE OPTIMUM RE INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number of Shares	6 Book/Adjusted Carrying Value	Fair Value		9 Actual Cost	Dividends			Changes in Book/Adjusted Carrying Value				17 NAIC Market Indicator (a)	18 Date Acquired
		3 Code	4 Foreign			7 Rate Per Share Used to Obtain Fair Value	8 Fair Value		10 Declared but Unpaid	11 Amount Received During Year	12 Nonadmitted Declared But Unpaid	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (13 - 14)	16 Total Foreign Exchange Change in B./A.C.V.		
Industrial and Miscellaneous (Unaffiliated) (continued)																	
654106-10-3	Nike			1,300,000	111,046	85,420	111,046	69,914		1,807		25,155		25,155	L	10/22/2008	
670346-10-5	Nucor			2,025,000	88,736	43,820	88,736	89,513	734	2,916		(5,730)		(5,730)	L	10/22/2009	
674599-10-5	Occidental Petroleum			1,300,000	127,530	98,100	127,530	63,476	494	1,846		21,775		21,775	L	11/14/2008	
674599-10-5	Occidental Petroleum			400,000	39,240	98,100	39,240	30,837	152	152		8,403		8,403	L	09/02/2010	
68389X-10-5	Oracle			4,500,000	140,850	31,300	140,850	80,055		925		30,420		30,420	L	10/20/2008	
713448-10-8	Pepsico			1,400,000	91,462	65,330	91,462	82,768	672	1,974		8,694		8,694	L	02/05/2010	
713448-10-8	Pepsico			300,000	19,599	65,330	19,599	19,761	144			(162)		(162)	L	10/07/2010	
742718-10-9	Procter & Gamble			1,500,000	96,495	64,330	96,495	93,645		2,828		5,550		5,550	L	10/20/2008	
742718-10-9	Procter & Gamble			100,000	6,433	64,330	6,433	6,192		189		241		241	L	01/19/2010	
742718-10-9	Procter & Gamble			300,000	19,299	64,330	19,299	19,068				231		231	L	10/20/2010	
855030-10-2	Staples			4,500,000	102,465	22,770	102,465	76,839	405	1,586		(8,190)		(8,190)	L	10/20/2008	
855030-10-2	Staples			600,000	13,662	22,770	13,662	11,238	54	54		2,424		2,424	L	09/02/2010	
902973-30-4	US Bancorp			3,200,000	86,304	26,970	86,304	86,080	160	640		14,272		14,272	L	11/14/2008	
902973-30-4	US Bancorp			200,000	5,394	26,970	5,394	4,918	10	30		476		476	L	01/19/2010	
931142-10-3	WalMart Stores Inc			1,500,000	80,895	53,930	80,895	79,508	454	1,770		720		720	L	10/20/2008	
931142-10-3	WalMart Stores Inc			400,000	21,572	53,930	21,572	20,902	121	472		192		192	L	11/10/2009	
949746-10-1	Wells Fargo			500,000	15,495	30,990	15,495	14,355		620		1,140		1,140	L	05/26/2010	
949746-10-1	Wells Fargo			3,100,000	96,069	30,990	96,069	86,645		50		9,424		9,424	L	05/27/2010	
9099999	- Industrial and Miscellaneous (Unaffiliated)				4,478,887		4,478,887	3,775,020	4,708	71,365		441,530		441,530			
9799999	- Total Common Stocks				4,478,887		4,478,887	3,775,020	4,708	71,365		441,530		441,530			
9899999	- Total Preferred and Common Stocks				4,478,887		4,478,887	3,775,020	4,708	71,365		441,530		441,530			