



QUARTERLY STATEMENT

As of June 30, 2009
of the Condition and Affairs of the

Continental Life Insurance Company of Brentwood, Tennessee

NAIC Group Code.....4011, 4011 (Current Period) (Prior Period)	NAIC Company Code..... 68500	Employer's ID Number..... 62-1181209
Organized under the Laws of Tennessee	State of Domicile or Port of Entry Tennessee	Country of Domicile US
Incorporated/Organized..... December 5, 1983	Commenced Business..... December 16, 1983	
Statutory Home Office	101 Continental Place..... Brentwood TN 37027 (Street and Number) (City or Town, State and Zip Code)	
Main Administrative Office	101 Continental Place..... Brentwood TN 37027 (Street and Number) (City or Town, State and Zip Code)	615-377-1300 (Area Code) (Telephone Number)
Mail Address	P. O. Box 1188..... Brentwood TN 37024 (Street and Number or P. O. Box) (City or Town, State and Zip Code)	
Primary Location of Books and Records	101 Continental Place..... Brentwood TN 37027 (Street and Number) (City or Town, State and Zip Code)	615-377-1300 (Area Code) (Telephone Number)
Internet Web Site Address	www.cont-life.com	
Statutory Statement Contact	Michele Lynn Trampe (Name) michele.trampe@genworth.com (E-Mail Address)	804-662-2458 (Area Code) (Telephone Number) (Extension) 804-484-7334 (Fax Number)

OFFICERS

Name	Title	Name	Title
1. Christopher Milton Olson	President & Chief Exec. Officer	2. Steven Louis Hendrich	Sr. VP, General Counsel & Secretary
3. Brian Christopher Stewart	Chief Financial Officer	4. Gary Thomas Prizzia	Treasurer

OTHER

Michael Allen Atchison	Sr. Vice President	Amy Renee Corbin	Vice President & Controller
Ronald Peter Joelson	Chief Investment Officer	Patrick Brian Kelleher	Sr. Vice President
Thomas Melvin Stinson	Sr. Vice President		

DIRECTORS OR TRUSTEES

Aaron Christian Ball	Steven Louis Hendrich	Christopher Milton Olson	Thomas Melvin Stinson
Steven Andrew Zabel			

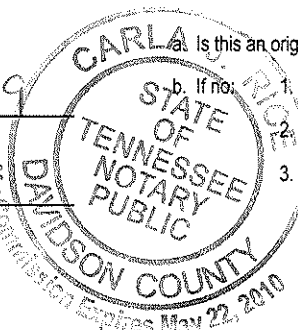
State of..... Tennessee
County of..... Brentwood

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)	(Signature)	(Signature)
Christopher Milton Olson	Steven Louis Hendrich	Brian Christopher Stewart
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & Chief Exec. Officer	Sr. VP, General Counsel & Secretary	Chief Financial Officer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This 4 day of Aug 2009



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

1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date			4
	1	2	3	December 31 Prior Year Net Admitted Assets
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	114,900,086	188,491	114,711,595	122,534,696
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....	12,171,381		12,171,381	9,970,695
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 (\$.....(2,912,967)), cash equivalents (\$.....0 and short-term investments (\$.....6,812,109).....	3,899,142		3,899,142	11,679,758
6. Contract loans (including \$.....0 premium notes).....	367,582		367,582	342,276
7. Other invested assets.....			.0	
8. Receivables for securities.....			.0	
9. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
10. Subtotals, cash and invested assets (Lines 1 to 9).....	131,338,191	188,491	131,149,700	144,527,425
11. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
12. Investment income due and accrued.....	1,367,130		1,367,130	1,525,717
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection.....	464,081	5,373	458,708	349,874
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	2,704,175	264,854	2,439,321	2,685,148
13.3 Accrued retrospective premiums.....			.0	
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers.....	61,977	603	61,374	91,841
14.2 Funds held by or deposited with reinsured companies.....			.0	
14.3 Other amounts receivable under reinsurance contracts.....	18,322		18,322	
15. Amounts receivable relating to uninsured plans.....			.0	
16.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
16.2 Net deferred tax asset.....	19,881,289	16,264,952	3,616,337	3,276,061
17. Guaranty funds receivable or on deposit.....	20,031		20,031	30,345
18. Electronic data processing equipment and software.....	1,870,886	1,648,752	222,134	158,170
19. Furniture and equipment, including health care delivery assets (\$.....0).....	429,528	429,528	.0	
20. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
21. Receivables from parent, subsidiaries and affiliates.....	61,448		61,448	833
22. Health care (\$.....0) and other amounts receivable.....			.0	
23. Aggregate write-ins for other than invested assets.....	1,573,119	89,702	1,483,417	317,573
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23).....	159,790,177	18,892,255	140,897,922	152,962,987
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
26. Total (Lines 24 and 25).....	159,790,177	18,892,255	140,897,922	152,962,987

DETAILS OF WRITE-INS

0901.....			.0	
0902.....			.0	
0903.....			.0	
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.0	.0	.0	.0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.0	.0	.0	.0
2301. Interest Maintenance Reserve.....	89,702	89,702	.0	313,973
2302. Other Receivable.....	329,228		329,228	3,600
2303. Commissions Receivable.....	1,154,189		1,154,189	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	.0	.0	.0	.0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	1,573,119	89,702	1,483,417	317,573

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....18,818,169 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....	18,818,169	17,941,797
2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve).....	40,384,605	43,089,937
3. Liability for deposit-type contracts (including \$.....0 Modco Reserve).....		
4. Contract claims:		
4.1 Life.....	242,520	179,000
4.2 Accident and health.....	16,831,572	18,191,922
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid.....		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco).....		
6.2 Dividends not yet apportioned (including \$.....0 Modco).....		
6.3 Coupons and similar benefits (including \$.....0 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 \$.....0 discount; including \$.....2,544,844 accident and health premiums.....	2,626,002	2,951,707
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts.....		
9.2 Provision for experience rating refunds, including \$.....0 accident and health experience rating refunds.....		
9.3 Other amounts payable on reinsurance, including \$.....0 assumed and \$.....84,229 ceded.....	84,229	101,330
9.4 Interest Maintenance Reserve.....		32,173
10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....1,303,094 and deposit-type contract funds \$.....0.....	1,303,094	1,567,592
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued.....	1,384,309	1,577,345
13. Transfers to Separate Accounts due or accrued (net) (including \$.....0 accrued for expense allowances recognized in reserves, net of reinsured allowances).....		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes.....	619,853	897,040
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....	124,960	1,790,355
15.2 Net deferred tax liability.....		
16. Unearned investment income.....		
17. Amounts withheld or retained by company as agent or trustee.....	652,007	537,205
18. Amounts held for agents' account, including \$.....0 agents' credit balances.....		
19. Remittances and items not allocated.....	363,075	1,530,552
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 \$.....0 and interest thereon \$.....0.....		
23. Dividends to stockholders declared and unpaid.....		
24. Miscellaneous liabilities:		
24.1 Asset valuation reserve.....	148,289	
24.2 Reinsurance in unauthorized companies.....		
24.3 Funds held under reinsurance treaties with unauthorized reinsurers.....		
24.4 Payable to parent, subsidiaries and affiliates.....	1,752,553	2,581,660
24.5 Drafts outstanding.....		
24.6 Liability for amounts held under uninsured plans.....		
24.7 Funds held under coinsurance.....		
24.8 Payable for securities.....		
24.9 Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	0	0
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	85,335,237	92,969,615
27. From Separate Accounts statement.....		
28. Total liabilities (Lines 26 and 27).....	85,335,237	92,969,615
29. Common capital stock.....	1,531,200	1,531,200
30. Preferred capital stock.....		
31. Aggregate write-ins for other than special surplus funds.....	0	0
32. Surplus notes.....		
33. Gross paid in and contributed surplus.....	3,727,004	3,727,004
34. Aggregate write-ins for special surplus funds.....	0	0
35. Unassigned funds (surplus).....	50,304,481	54,735,168
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 29 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 30 \$.....0).....		
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$.....0 in Separate Accounts Statement).....	54,031,485	58,462,172
38. Totals of Lines 29, 30 and 37.....	55,562,685	59,993,372
39. Totals of Lines 28 and 38.....	140,897,922	152,962,987

DETAILS OF WRITE-INS

2501.		
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).....	0	0
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page.....	0	0
3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above).....	0	0
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page.....	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	0	0

SUMMARY OF OPERATIONS

(Excluding Unrealized Capital Gains and Losses)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts.....	78,302,488	87,023,404	171,113,152
2. Considerations for supplementary contracts with life contingencies.....			
3. Net investment income.....	2,865,236	3,336,072	7,163,911
4. Amortization of Interest Maintenance Reserve (IMR).....	(3,550)	17,720	34,502
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....			
6. Commissions and expense allowances on reinsurance ceded.....	82,747	105,074	228,869
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.....	434,445	555,680	1,000,589
9. Totals (Lines 1 to 8.3).....	81,681,366	91,037,949	179,541,023
10. Death benefits.....	1,255,642	1,175,650	2,264,186
11. Matured endowments (excluding guaranteed annual pure endowments).....			
12. Annuity benefits.....			
13. Disability benefits and benefits under accident and health contracts.....	60,634,143	61,931,870	115,382,078
14. Coupons, guaranteed annual pure endowments and similar benefits.....			
15. Surrender benefits and withdrawals for life contracts.....	159,084	148,666	283,407
16. Group conversions.....			
17. Interest and adjustments on contract or deposit-type contract funds.....		7,463	
18. Payments on supplementary contracts with life contingencies.....			
19. Increase in aggregate reserves for life and accident and health contracts.....	(1,828,960)	1,165,662	425,327
20. Totals (Lines 10 to 19).....	60,219,909	64,429,312	118,354,998
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....	7,144,054	9,075,937	17,393,983
22. Commissions and expense allowances on reinsurance assumed.....			
23. General insurance expenses.....	6,246,434	8,321,896	16,844,470
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	1,607,347	2,103,241	3,863,531
25. Increase in loading on deferred and uncollected premiums.....	(35,704)	12,511	(47,909)
26. Net transfers to or (from) Separate Accounts net of reinsurance.....			
27. Aggregate write-ins for deductions.....	0	0	0
28. Totals (Lines 20 to 27).....	75,182,040	83,942,897	156,409,073
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	6,499,326	7,095,052	23,131,950
30. Dividends to policyholders.....			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	6,499,326	7,095,052	23,131,950
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	3,133,345	4,664,582	10,589,548
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).....	3,365,981	2,430,470	12,542,402
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....67,525 (excluding taxes of \$.....(67,536) transferred to the IMR).....	(67,615)	(21,946)	(649,173)
35. Net income (Line 33 plus Line 34).....	3,298,366	2,408,524	11,893,229
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year.....	59,993,372	60,108,129	60,108,129
37. Net income (Line 35).....	3,298,366	2,408,524	11,893,229
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....	(7,799,314)	(2,279,170)	(5,524,857)
39. Change in net unrealized foreign exchange capital gain (loss).....			
40. Change in net deferred income tax.....	1,205,669	2,237,644	3,225,065
41. Change in nonadmitted assets.....	(2,155,577)	(1,905,520)	(3,302,776)
42. Change in liability for reinsurance in unauthorized companies.....			
43. Change in reserve on account of change in valuation basis, (increase) or decrease.....			
44. Change in asset valuation reserve.....	(148,289)	41,692	117,492
45. Change in treasury stock.....			
46. Surplus (contributed to) withdrawn from Separate Accounts during period.....			
47. Other changes in surplus in Separate Accounts Statement.....			
48. Change in surplus notes.....			
49. Cumulative effect of changes in accounting principles.....			
50. Capital changes:			
50.1 Paid in.....			31,023
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.....			(7,031,023)
53. Aggregate write-ins for gains and losses in surplus.....	1,168,458	396,138	477,090
54. Net change in capital and surplus (Lines 37 through 53).....	(4,430,687)	899,307	(114,757)
55. Capital and surplus as of statement date (Lines 36 + 54).....	55,562,685	61,007,436	59,993,372
DETAILS OF WRITE-INS			
08.301. Miscellaneous Income.....	434,445	555,680	1,000,589
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	434,445	555,680	1,000,589
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	0	0	0
5301. Prior period correction: Commissions receivable.....	1,168,458		
5302. Prior period correction: 4Q07 premium refund.....		396,138	477,090
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page.....	0	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....	1,168,458	396,138	477,090

CASH FLOW

	1 Current Year to Date	2 Prior Year Ended December 31
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	78,103,092	170,371,770
2. Net investment income.....	3,406,358	7,504,452
3. Miscellaneous income.....	1,685,692	1,229,458
4. Total (Lines 1 through 3).....	83,195,142	179,105,681
5. Benefit and loss related payments.....	63,351,300	120,350,304
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	15,722,242	37,661,220
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.00 tax on capital gains (losses).....	4,798,729	9,065,388
10. Total (Lines 5 through 9).....	83,872,271	167,076,912
11. Net cash from operations (Line 4 minus Line 10).....	(677,129)	12,028,768
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	7,216,438	79,239,462
12.2 Stocks.....		
12.3 Mortgage loans.....		
12.4 Real estate.....		6,768
12.5 Other invested assets.....		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....		
12.7 Miscellaneous proceeds.....		30,250
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	7,216,438	79,276,480
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....		77,875,448
13.2 Stocks.....	10,000,000	7,000,000
13.3 Mortgage loans.....		
13.4 Real estate.....		
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	10,000,000	84,875,448
14. Net increase (decrease) in contract loans and premium notes.....	25,306	69,768
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(2,808,868)	(5,668,736)
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.....		7,000,000
16.6 Other cash provided (applied).....	(4,294,615)	(1,263,570)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(4,294,615)	(8,263,570)
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).....	(7,780,612)	(1,903,537)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	11,679,754	13,583,291
19.2 End of period (Line 18 plus Line 19.1).....	3,899,142	11,679,754
Note: Supplemental disclosures of cash flow information for non-cash transactions:		
20.0001		

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life.....			
2. Ordinary life insurance.....	3,155,026	3,617,886	6,458,288
3. Ordinary individual annuities.....			
4. Credit life (group and individual).....			
5. Group life insurance.....			
6. Group annuities.....			
7. A&H - group.....	5,466,295	774,610	10,230,858
8. A&H - credit (group and individual).....			
9. A&H - other.....	70,285,406	83,624,600	155,315,927
10. Aggregate of all other lines of business.....	0	0	0
11. Subtotal.....	78,906,727	88,017,096	172,005,073
12. Deposit-type contracts.....			
13. Total.....	78,906,727	88,017,096	172,005,073

DETAILS OF WRITE-INS

1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page.....	0	0	0
1099. Total (Lines 1001 thru 1003 plus 1098) (Line 10 above).....	0	0	0

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices:

The accompanying financial statements of Continental Life Insurance Company of Brentwood, Tennessee (the "Company") have been prepared on the basis of accounting practices prescribed or permitted by the Insurance Department of the State of Tennessee.

The State of Tennessee requires insurance companies domiciled in the state to prepare their statutory financial statements in accordance with the National Association of Insurance Commissioners' ("NAIC") Accounting Practices and Procedures Manual ("NAIC SAP") subject to any deviations prescribed or permitted by the Insurance Department of the State of Tennessee.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Tennessee is shown below:

	June 30, 2009	December 31, 2008
(1) Net Income Tennessee state basis	\$ 3,298,366	\$ 11,893,229
(2) State Prescribed Practices (Income):	-	-
(3) State Permitted Practices (Income):	-	-
(4) Net Income, NAIC SAP	\$ 3,298,366	\$ 11,893,229
(5) Statutory Surplus Tennessee basis	\$ 55,562,685	\$ 59,993,372
(6) State Prescribed Practices (Surplus):	188,491	157,414
(7) State Permitted Practices (Surplus):	-	-
(8) Statutory Surplus, NAIC SAP	\$ 55,751,176	\$ 60,150,786

The NAIC is considering changes to the method of determining and quantifying impairments of loan-backed and structured securities, under proposed Statement of Statutory Accounting Principles No. 43R *Loan-backed and Structured Securities* ("SSAP No. 43R"). SSAP No. 43 as currently written requires loan-backed and structured securities to be written down to their undiscounted estimated future cash flows, only when the amount of undiscounted estimated future cash flows is less than their current book value. Under the proposed guidance in SSAP No. 43R, the Company will be required to write-down the cost basis of a loan-backed or structured security based on the difference between the discounted estimated future cash flows and current book value for any decline in fair value below book value that is determined to be other-than-temporary. The difference between the adjusted book value and fair value would then be disclosed in each reporting period's financial statements. SSAP No. 98, the effective date of which was deferred to September 30, 2009 by the NAIC on April 17, 2009, would be superceded by SSAP No. 43R as of September 30, 2009. SSAP No. 98 would require an other-than-temporary impairment to be written down to fair value. The Company does not believe that, once determined, these changes will have a significant impact on the Company's financial condition and results of operations.

In accordance with Tennessee Code Ann. 56-1-405, Special Deposits held that exceed the premiums reported on Schedule T, Part 1 for such state must be non-admitted. The amounts non-admitted are \$188,491 and \$157,414 as of June 30, 2009 and December 31, 2008, respectively.

Note 2 - Accounting Changes and Corrections of Errors

In April 2009, the Company identified an error in its accounting for its commissions paid relating to unearned premiums. As a result, the Company's commission receivable was understated by \$1,168,458 and \$1,695,645 as of December 31, 2008 and 2007, respectively. The \$1,168,458 adjustment related to prior periods resulting in an increase in commissions receivable on the current period's balance sheet, which was subsequently nonadmitted, with no impact to unassigned surplus.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

On June 23, 2009, the Company made a capital contribution to its wholly-owned, direct subsidiary, American Continental Insurance Company, in the amount of \$10,000,000.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant change.

Note 14 - Contingencies

No significant change.

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 change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

C. Wash Sales

The Company did not have any wash sales.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 20 - Other Items

H Subprime Mortgage Related Risk Exposure

1. The Company defines Subprime mortgage related risk exposure as:

Fair Isaac Company ("FICO") developed the FICO credit-scoring model to calculate a score based upon a borrower's credit history. FICO credit scores are used as one indicator of a borrower's credit quality. The higher the credit score, the lower the likelihood that a borrower will default on a loan. FICO credit scores range up to 850, with a score of 620 or more generally viewed as a "prime" loan and a score below 620 generally viewed as a "sub-prime" loan. "A minus" loans generally are loans where the borrowers have FICO credit scores between 575 and 660, and where the borrower has a blemished credit history.

2. The Company does not hold any direct investments in subprime or Alt-A mortgage loans.

3. The Company has direct exposure in other investments with underlying subprime or Alt-A related risk.

The following table discloses the Company's subprime and Alt-A exposure:

	<u>Actual Cost</u>	<u>Book Adjusted Carrying Value</u>	<u>Fair Value</u>	<u>Any other-than-temporary impairment losses recognized to date</u>
Residential mortgage backed securities	\$ -	\$ -	\$ -	\$ -
Commercial mortgage backed securities	-	-	-	-
Collateralized debt obligations	-	-	-	-
Structured securities				
• Subprime	1,179,181	1,266,631	974,323	-
• Alt-A	2,753,906	2,751,395	1,763,610	-
Equity investments in subsidiary, controlled or affiliated entities	-	-	-	-
Other assets	-	-	-	-

Note 21 - Events Subsequent

None.

Note 22 - Reinsurance

No significant change.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2008 were \$19.3 million for the Company's Medicare Supplement block. For the six months ended June 30, 2009, \$15.7 million has been paid for incurred claims and claim adjustment expenses attributable to insured events for prior years. Reserves remaining for prior years are now \$2.8 million as a result of re-estimation of unpaid claims and claim adjustment expenses principally on the Medicare Supplement line of insurance. Therefore, there has been a \$0.8 million favorable prior-year development since December 31, 2008 to June, 2009. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The

NOTES TO FINANCIAL STATEMENTS

Company experienced no prior year claim development on retrospectively rated policies. However, the business to which it relates is subject to premium adjustments.

Note 25 - Intercompany Pooling Arrangements

No significant change.

Note 26 - Structured Settlements

No significant change.

Note 27 - Health Care Receivables

No significant change.

Note 28 - Participating Policies

No significant change.

Note 29 - Premium Deficiency Reserves

No significant change.

Note 30 - Reserves for Life Contracts and Annuity Contracts

No significant change.

Note 31 - Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

No significant change.

Note 32 - Premiums and Annuity Considerations Deferred and Uncollected

No significant change.

Note 33 - Separate Accounts

No significant change.

Note 34 - Loss/Claim Adjustment Expenses

No significant change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y-Part 1 - Organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide 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
N/A		

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A [X]
If yes, attach an explanation.
N/A

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2004.....
- 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. 12/31/2004.....
- 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). 8/11/2005.....
- 6.4 By what department or departments?
Tennessee

- 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 [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 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:
N/A

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
N/A

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 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 Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
Capital Brokerage Corporation	Richmond, VA					YES
Genworth Financial Securities Corporation	Stamford, CT					YES
Centurion Hinds Investment Management, Inc	Lakewood, CO					YES
Genworth Financial Advisors Corporation	Schaumburg, IL					YES
Genworth Financial Investment Management	Stamford, CT					YES
Genworth Financial Wealth Management, Inc	Pleasant Hill, CA					YES

- 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:
N/A

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

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

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

The Board of directors added "gender identity" to the list of characteristics enumerated in the Fair Employment Practices Policy.

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).

N/A

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []

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

\$.....0

INVESTMENT

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

N/A

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 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []

14 If yes, please complete the following:

	1		2	
	Prior Year-End		Current Quarter	
	Book/Adjusted Carrying Value		Book/Adjusted Carrying Value	
14.21 Bonds.....	\$	.....0	\$	.....0
14.22 Preferred Stock.....	\$	.....0	\$	.....0
14.23 Common Stock.....	\$	.....9,970,695	\$	.....12,171,381
14.24 Short-Term Investments.....	\$	.....0	\$	.....0
14.25 Mortgage Loans on Real Estate.....	\$	.....0	\$	.....0
14.26 All Other.....	\$	.....0	\$	.....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$	.....9,970,695	\$	.....12,171,381
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$	.....0	\$	.....0

15 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15 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. 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 3, III. Conducting Examinations, F-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

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

1	2
Name of Custodian(s)	Custodian Address
The Bank of New York Mellon	One Wall Street, New York, NY 10286

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

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
N/A		

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

Yes [] No [X]

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

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
N/A			

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

1	2	3
Central Registration Depository	Name(s)	Address
10705	BlackRock Financial Management	40 E. 52nd Street, New York, NY 10022

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

Yes [X] No []

17.2 If no, list exceptions:

N/A

General Interrogatories-Part 2
NONE

Sch. S
NONE

Continental Life Insurance Company of Brentwood, Tennessee SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1		Direct Business Only					
	Active Status	Life Insurance Premiums	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
			3 Annuity Considerations					
1. Alabama.....	AL	L	104,824		1,351,504		1,456,328	
2. Alaska.....	AK	N	407		7,345		7,752	
3. Arizona.....	AZ	L	9,181		254,099		263,280	
4. Arkansas.....	AR	L	26,214		361,243		387,457	
5. California.....	CA	N	4,759		115,534		120,293	
6. Colorado.....	CO	L	3,286		239,706		242,992	
7. Connecticut.....	CT	N			47,818		47,818	
8. Delaware.....	DE	L			22,372		22,372	
9. District of Columbia.....	DC	N			191		191	
10. Florida.....	FL	L	195,672		8,042,486		8,238,158	
11. Georgia.....	GA	L	328,616		4,656,808		4,985,424	
12. Hawaii.....	HI	N	240		7,027		7,267	
13. Idaho.....	ID	L	6,242		146,916		153,158	
14. Illinois.....	IL	L	61,551		1,136,552		1,198,103	
15. Indiana.....	IN	L	34,475		664,736		699,211	
16. Iowa.....	IA	L	10,818		174,189		185,007	
17. Kansas.....	KS	L	44,665		510,527		555,192	
18. Kentucky.....	KY	L	175,856		2,999,637		3,175,493	
19. Louisiana.....	LA	L	66,418		1,126,253		1,192,671	
20. Maine.....	ME	N			22,480		22,480	
21. Maryland.....	MD	L	2,033		49,381		51,414	
22. Massachusetts.....	MA	N	161		47,357		47,518	
23. Michigan.....	MI	L	103,170		3,022,719		3,125,889	
24. Minnesota.....	MN	L	43,375		1,932,719		1,976,094	
25. Mississippi.....	MS	L	99,547		1,966,258		2,065,805	
26. Missouri.....	MO	L	272,259		10,704,421		10,976,680	
27. Montana.....	MT	L	16,710		269,148		285,858	
28. Nebraska.....	NE	L	1,267		94,758		96,025	
29. Nevada.....	NV	L	654		29,537		30,191	
30. New Hampshire.....	NH	N			12,532		12,532	
31. New Jersey.....	NJ	N			47,363		47,363	
32. New Mexico.....	NM	L	4,488		105,191		109,679	
33. New York.....	NY	N	1,782		87,676		89,458	
34. North Carolina.....	NC	L	194,265		2,868,716		3,062,981	
35. North Dakota.....	ND	L	431		30,547		30,978	
36. Ohio.....	OH	L	334,704		8,223,864		8,558,568	
37. Oklahoma.....	OK	L	124,819		4,038,479		4,163,298	
38. Oregon.....	OR	N			13,430		13,430	
39. Pennsylvania.....	PA	L	112,898		4,185,070		4,297,968	
40. Rhode Island.....	RI	L			7,436		7,436	
41. South Carolina.....	SC	L	221,248		7,300,879		7,522,127	
42. South Dakota.....	SD	L	7,111		173,785		180,896	
43. Tennessee.....	TN	L	310,876		4,221,052		4,531,928	
44. Texas.....	TX	L	121,942		2,546,768		2,668,710	
45. Utah.....	UT	L	37,954		597,153		635,107	
46. Vermont.....	VT	N	537		9,506		10,043	
47. Virginia.....	VA	L	40,774		862,311		903,085	
48. Washington.....	WA	N	287		44,182		44,469	
49. West Virginia.....	WV	L	23,923		90,835		114,758	
50. Wisconsin.....	WI	L	3,295		178,399		181,694	
51. Wyoming.....	WY	L	1,292		55,425		56,717	
52. American Samoa.....	AS	N					0	
53. Guam.....	GU	N					0	
54. Puerto Rico.....	PR	N					0	
55. US Virgin Islands.....	VI	N					0	
56. Northern Mariana Islands.....	MP	N					0	
57. Canada.....	CN	N					0	
58. Aggregate Other Alien.....	OT	XXX	0	0	0	0	0	0
59. Subtotal.....	(a)	38	3,155,026	0	75,704,320	0	78,859,346	0
90. Reporting entity contributions for employee benefit plans.....	XXX						0	
91. Dividends or refunds applied to purchase paid-up additions and annuities.....	XXX						0	
92. Dividends or refunds applied to shorten endowment or premium paying period.....	XXX						0	
93. Premium or annuity considerations waived under disability or other contract provisions.....	XXX				47,380		47,380	
94. Aggregate other amounts not allocable by State.....	XXX		0	0	0	0	0	0
95. Totals (Direct Business).....	XXX		3,155,026	0	75,751,700	0	78,906,726	0
96. Plus Reinsurance Assumed.....	XXX						0	
97. Totals (All Business).....	XXX		3,155,026	0	75,751,700	0	78,906,726	0
98. Less Reinsurance Ceded.....	XXX		89,287		342,342		431,629	
99. Totals (All Business) less Reinsurance Ceded.....	XXX		3,065,739	0	75,409,358	0	78,475,097	0
DETAILS OF WRITE-INS								
5801.	XXX						0	
5802.	XXX						0	
5803.	XXX						0	
5898. Summary of remaining write-ins for line 58 from overflow page.....	XXX		0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above).....	XXX		0	0	0	0	0	0
9401.	XXX						0	
9402.	XXX						0	
9403.	XXX						0	
9498. Summary of remaining write-ins for line 94 from overflow page.....	XXX		0	0	0	0	0	0
9499. Total (Lines 9401 thru 9403 plus 9498) (Line 94 above).....	XXX		0	0	0	0	0	0

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

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART


Genworth Financial, Inc.

Organizational Chart - Insurance Companies

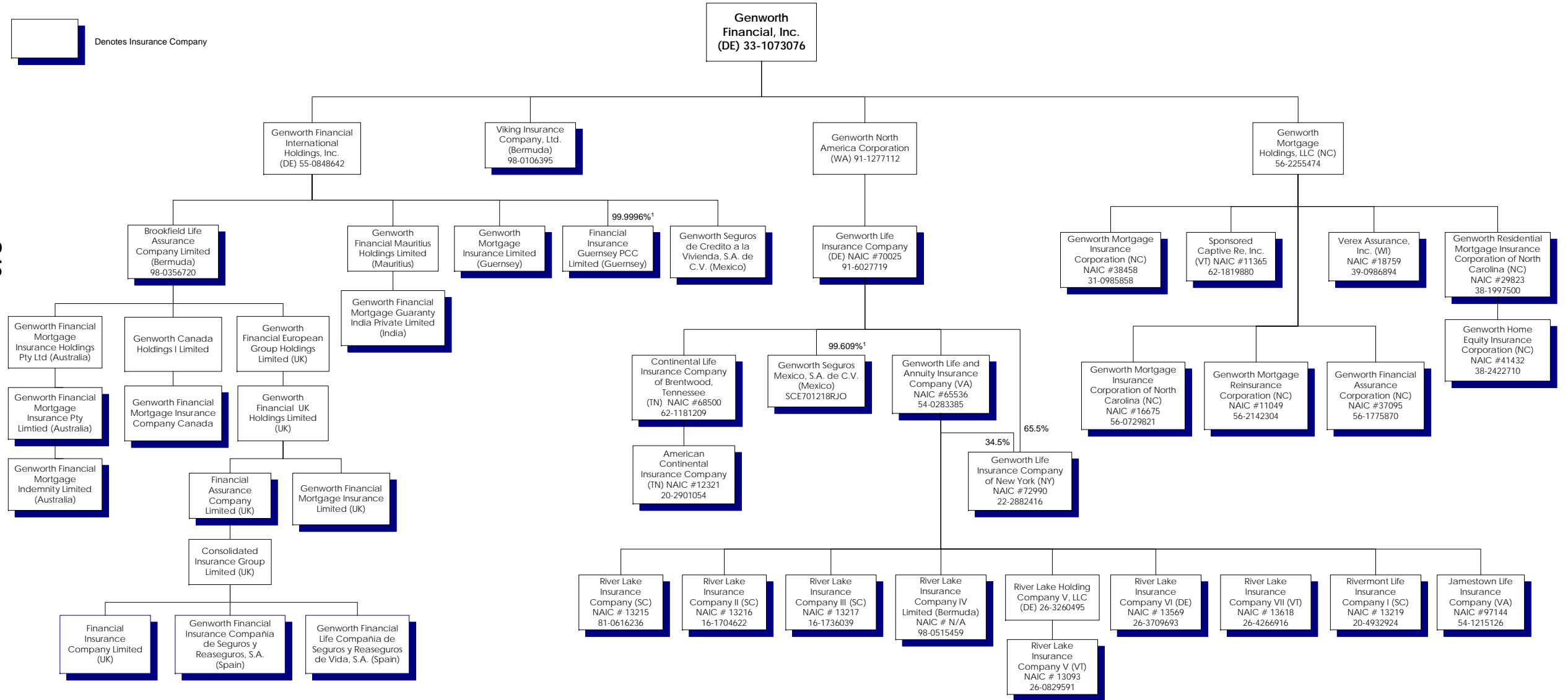
As of June 30, 2009

Common Stock Ownership Only - 100% unless otherwise indicated

Includes select upstream and downstream companies for clarification

 Denotes Insurance Company

Q12



¹ Remainder owned by third parties.

Continental Life Insurance Company of Brentwood, Tennessee SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanations:

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

Bar Code:



NONE

Statement as of June 30, 2009 of the **Continental Life Insurance Company of Brentwood, Tennessee**
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	6,768
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.....		6,768
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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	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

NONE

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.....	132,662,806	133,918,061
2. Cost of bonds and stocks acquired.....	10,000,000	84,875,448
3. Accrual of discount.....	56,074	146,616
4. Unrealized valuation increase (decrease).....	(7,799,314)	(5,524,857)
5. Total gain (loss) on disposals.....	(193,050)	(112,937)
6. Deduct consideration for bonds and stocks disposed of.....	7,216,439	79,239,462
7. Deduct amortization of premium.....	438,609	649,365
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		750,698
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	127,071,468	132,662,806
11. Deduct total nonadmitted amounts.....	188,491	157,414
12. Statement value at end of current period (Line 10 minus Line 11).....	126,882,977	132,505,392

SCHEDULE D - PART 1B

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

QS102

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	120,284,126	5,833,504	18,958,743	(6,271,765)	120,284,126	100,887,123		115,495,989
2. Class 2 (a).....	10,948,213		149,335	5,885,042	10,948,213	16,683,920		13,095,637
3. Class 3 (a).....	250,000				250,000	250,000		250,000
4. Class 4 (a).....	3,700,383			(1,950,383)	3,700,383	1,750,000		2,325,227
5. Class 5 (a).....				1,952,661		1,952,661		400,090
6. Class 6 (a).....								
7. Total Bonds.....	135,182,722	5,833,504	19,108,078	(384,445)	135,182,722	121,523,704	0	131,566,943
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	135,182,722	5,833,504	19,108,078	(384,445)	135,182,722	121,523,704	0	131,566,943

(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 \$.....6,812,109; 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. Totals.....	6,812,109	XXX	6,812,109	10,053	

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.....	8,874,834	14,163,085
2. Cost of short-term investments acquired.....	64,431,660	148,217,753
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	66,494,385	153,506,004
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).....	6,812,109	8,874,834
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	6,812,109	8,874,834

**Sch. DB-Part F-Section 1
NONE**

**Sch. DB-Part F-Section 2
NONE**

**Sch. E-Verification
NONE**

**Sch. A-Part 2
NONE**

**Sch. A-Part 3
NONE**

**Sch. B-Part 2
NONE**

**Sch. B-Part 3
NONE**

**Sch. BA-Part 2
NONE**

**Sch. BA-Part 3
NONE**

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Common Stocks - Parent, Subsidiaries and Affiliates									
02524# 10 9	American Continental Insurance Company.....		.....06/23/2009.....	Additional Capital Contribution.....		.....10,000,000	.....XXX.....		
9199999.	Total - Common Stocks - Parent, Subsidiaries and Affiliates.....					.....10,000,000	.....XXX.....	.....0	.....XXX.....
9799997.	Total - Common Stocks - Part 3.....					.....10,000,000	.....XXX.....	.....0	.....XXX.....
9799999.	Total - Common Stocks.....					.....10,000,000	.....XXX.....	.....0	.....XXX.....
9899999.	Total - Preferred and Common Stocks.....					.....10,000,000	.....XXX.....	.....0	.....XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					.....10,000,000	.....XXX.....	.....0	.....XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Special Revenue and Special Assessment																					
3128GX F7 6	FREDDIE MAC GOLD Pool 3 5.500% 12/01		.06/01/2009	Paydown.....		10,183	10,183	10,578	10,492		(308)		(308)		10,183			0	222	12/01/2017	1.....
31385X EC 7	FEDERAL NATIONAL MORTGA 5.500% 06		.06/01/2009	Paydown.....		52,904	52,904	52,718	52,717		187		187		52,904			0	1,222	06/01/2033	1.....
31385X F8 5	FEDERAL NATIONAL MORTGA 5.500% 07		.06/01/2009	Paydown.....		56,718	56,718	56,860	56,834		(115)		(115)		56,718			0	1,310	07/01/2033	1.....
31396E VJ 2	FREDDIE MAC AGENCY CMO 5.500% 04/1		.06/01/2009	Paydown.....		344,238	344,238	350,155	349,446		(5,207)		(5,207)		344,238			0	7,965	06/15/2014	1.....
31396E VY 9	FREDDIE MAC FHLMC_3061 5.500% 04/1		.06/01/2009	Paydown.....		328,939	328,939	335,235	334,425		(5,486)		(5,486)		328,939			0	7,611	06/15/2014	1.....
31396G BF 7	FREDDIE MAC 3087 KJ 5.500% 07/15/23.		.06/01/2009	Paydown.....		253,471	253,471	258,857	258,212		(4,741)		(4,741)		253,471			0	5,820	08/15/2014	1.....
31397A GJ 6	FREDDIE MAC FHLMC_3200 5.500% 05/1		.06/01/2009	Paydown.....		348,148	348,148	355,274	354,414		(6,266)		(6,266)		348,148			0	7,935	03/15/2014	1.....
31400E W2 2	FEDERAL NATIONAL MORTGA 5.000% 02		.06/01/2009	Paydown.....		31,753	31,753	32,177	32,026		(273)		(273)		31,753			0	645	02/01/2018	1.....
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....					1,426,354	1,426,354	1,451,854	1,448,566		0		(22,209)		1,426,354			0	32,730	XXX.....	XXX.....
Bonds - Industrial and Miscellaneous																					
001055 AB 8	Aflac Inc 6.500% 04/15/09.....		.04/15/2009	Maturity.....		80,000	80,000	82,299	80,111		(111)		(111)		80,000			0	2,600	04/15/2009	1FE.....
03063E AC 1	AMERICREDIT AUTOMOBILE 5.420% 05/0		.06/06/2009	Paydown.....		149,335	149,335	149,329	149,333		2		2		149,335			0	3,330	05/07/2012	2FE.....
161444 AD 6	CHASE MANHATTAN AUTO OW 5.240% 04		.06/15/2009	Paydown.....		203,147	203,147	203,102	203,133		15		15		203,147			0	4,384	04/15/2014	1FE.....
22237L HE 5	Countrywide Home Loan 6.250% 04/15/09		.04/15/2009	Maturity.....		330,000	330,000	297,430	328,595		1,406		1,406		330,000			0	10,313	04/15/2009	1FE.....
760985 XW 6	RFMSL_03-RS7 2003-RS7 A 5.340% 08/25		.06/01/2009	Paydown.....		56,235	56,235	55,699	55,787		448		448		56,235			0	1,295	08/25/2033	1FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					818,717	818,717	787,859	816,959		0		1,760		818,717			0	21,922	XXX.....	XXX.....
8399997.	Total - Bonds - Part 4.....					2,245,071	2,245,071	2,239,713	2,265,525		0		(20,449)		2,245,071			0	54,652	XXX.....	XXX.....
8399999.	Total - Bonds.....					2,245,071	2,245,071	2,239,713	2,265,525		0		(20,449)		2,245,071			0	54,652	XXX.....	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					2,245,071	XXX.....	2,239,713	2,265,525		0		(20,449)		2,245,071			0	54,652	XXX.....	XXX.....

QE05

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

Sch. DB-Part A-Section 1
NONE

Sch. DB-Part B-Section 1
NONE

Sch. DB-Part C-Section 1
NONE

Sch. DB-Part D-Section 1
NONE

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				
Deutsche Bank.....	New York, NY.....	.....	.....	.....	.....	.....	.....	.....	XXX
Bank of America, NA.....	New York, NY.....	.....	.....	.....	.....	153,029	269,854	317,490	XXX
Bank of New York.....	New York, NY.....	.....	.....	.....	.....	.....	.....	.....	XXX
JP Morgan Chase Bank.....	New York, NY.....	.....	.....	.....	.....	47,259	56,353	105,441	XXX
SunTrust (Concentration account).....	Atlanta, GA.....	.....	.....	.....	.....	440,772	8,761,111	(2,846,483)	XXX
SunTrust (Disbursement account - General).....	Atlanta, GA.....	.....	.....	.....	.....	20,654	(735,937)	(393,930)	XXX
SunTrust (Disbursement account - Claims).....	Atlanta, GA.....	.....	.....	.....	.....	644,494	(6,476,979)	(103,598)	XXX
0199998. Deposits in.....2 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	XXX.....	XXX.....	.....	.....	.....	6,135	6,061	8,113	XXX
0199999. Total Open Depositories.....	XXX.....	XXX.....	0	0	.....	1,312,343	1,880,463	(2,912,967)	XXX
0399999. Total Cash on Deposit.....	XXX.....	XXX.....	0	0	.....	1,312,343	1,880,463	(2,912,967)	XXX
0599999. Total Cash.....	XXX.....	XXX.....	0	0	.....	1,312,343	1,880,463	(2,912,967)	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
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NONE