



HEALTH QUARTERLY STATEMENT

As of September 30, 2008
of the Condition and Affairs of the

Anthem Health Plans of Maine, Inc.

NAIC Group Code.....0671, 0671 (Current Period) (Prior Period) NAIC Company Code..... 52618 Employer's ID Number..... 31-1705652

Organized under the Laws of Maine State of Domicile or Port of Entry Maine Country of Domicile US

Licensed as Business Type Other Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... March 10, 2000 Commenced Business..... June 5, 2000

Statutory Home Office 2 Gannett Drive..... South Portland ME 04106-6911
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 2 Gannett Drive..... South Portland ME 04106-6911 207-822-7000
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 2 Gannett Drive..... South Portland ME 04106-6911
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 2 Gannett Drive..... South Portland ME 04106-6911 207-822-7000
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.anthem.com

Statutory Statement Contact Joanne Lauterbach 207-822-7794
(Name) (Area Code) (Telephone Number) (Extension)
joanne.lauterbach@anthem.com 207-822-8999
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
Daniel Patrick Corcoran #	President	Nancy Louise Purcell	Secretary
Robert David Kretschmer	Treasurer	Chrystal Leroice Veazey-Watson	Assistant Secretary
		Lendall Libby Smith, Esq.	Clerk

OTHER

Cheryl Gladieux Allari # Valuation Actuary

BOARD OF DIRECTORS

Daniel Patrick Corcoran, Chairperson #	Carter Allen Beck
Nancy Louise Purcell	Wayne Scott DeVeydt
Robert David Kretschmer	John Edward Gallina #
	Catherine Irene Kelaghan #

State of..... Maine
County of..... Cumberland

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) Daniel Patrick Corcoran _____ (Printed Name) President _____ (Title)	_____ (Signature) Nancy Louise Purcell _____ (Printed Name) Secretary _____ (Title)	_____ (Signature) Robert David Kretschmer _____ (Printed Name) Treasurer _____ (Title)
---	--	---

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This _____ day of _____	b. If no:	
	1. State the amendment number	_____
	2. Date filed	_____
	3. Number of pages attached	_____

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	165,849,719		165,849,719	150,108,611
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....	8,460,019	7,854,995	605,024	556,355
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).....	10,291,040		10,291,040	10,829,579
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 (\$.....(1,861,624)), cash equivalents (\$.....0) and short-term investments (\$.....15,186,485).....	13,324,861		13,324,861	53,879,101
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Other invested assets.....			.0	
8. Receivables for securities.....			.0	5,469
9. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
10. Subtotals, cash and invested assets (Lines 1 to 9).....	197,925,639	7,854,995	190,070,644	215,379,115
11. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
12. Investment income due and accrued.....	1,750,779		1,750,779	1,506,391
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection.....	23,358,122	1,630,406	21,727,716	27,926,587
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....13,679,344 earned but unbilled premiums).....	13,679,344		13,679,344	13,345,752
13.3 Accrued retrospective premiums.....			.0	
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers.....			.0	
14.2 Funds held by or deposited with reinsured companies.....			.0	
14.3 Other amounts receivable under reinsurance contracts.....			.0	
15. Amounts receivable relating to uninsured plans.....	31,068,602	182,883	30,885,719	27,982,186
16.1 Current federal and foreign income tax recoverable and interest thereon.....	1,680,779		1,680,779	3,246,693
16.2 Net deferred tax asset.....	13,689,460	5,678,203	8,011,257	5,313,073
17. Guaranty funds receivable or on deposit.....			.0	
18. Electronic data processing equipment and software.....	1,860,989	103,136	1,757,853	1,878,136
19. Furniture and equipment, including health care delivery assets (\$.....0).....	1,000,337	1,000,337	.0	
20. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
21. Receivables from parent, subsidiaries and affiliates.....	8,421,600		8,421,600	3,819,428
22. Health care (\$.....121,364,238) and other amounts receivable.....	123,776,718	2,412,480	121,364,238	135,685,191
23. Aggregate write-ins for other than invested assets.....	23,024,009	1,110,658	21,913,351	21,714,499
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23).....	441,236,378	19,973,098	421,263,280	457,797,051
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
26. TOTALS (Lines 24 and 25).....	441,236,378	19,973,098	421,263,280	457,797,051

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. Federal Employee Program Assets Held by Agent.....	21,482,462		21,482,462	21,482,462
2302. Miscellaneous Receivables.....	430,889		430,889	232,037
2303. Prepaid Expenses.....	1,110,658	1,110,658	.0	
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).....	23,024,009	1,110,658	21,913,351	21,714,499

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	76,577,594	836,987	77,414,581	88,208,434
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....	2,710,408		2,710,408	3,056,105
4. Aggregate health policy reserves.....	53,657,279		53,657,279	41,381,155
5. Aggregate life policy reserves.....			0	
6. Property/casualty unearned premium reserve.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....	19,283,635		19,283,635	13,571,773
9. General expenses due or accrued.....	6,642,524		6,642,524	9,629,987
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	217,794		217,794	189,200
10.2 Net deferred tax liability.....			0	
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....	346,955		346,955	607,319
13. Remittances and items not allocated.....	4,775,582		4,775,582	10,369,251
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	15,676,592		15,676,592	26,467,541
16. Payable for securities.....			0	
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers).....			0	
18. Reinsurance in unauthorized companies.....			0	
19. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
20. Liability for amounts held under uninsured plans.....	5,230,692		5,230,692	7,973,523
21. Aggregate write-ins for other liabilities (including \$...4,992,531 current).....	18,640,502	0	18,640,502	4,284,185
22. Total liabilities (Lines 1 to 21).....	203,759,557	836,987	204,596,544	205,738,473
23. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	0
24. Common capital stock.....	XXX	XXX	2,500,000	2,500,000
25. Preferred capital stock.....	XXX	XXX		
26. Gross paid in and contributed surplus.....	XXX	XXX	120,652,900	120,652,900
27. Surplus notes.....	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
29. Unassigned funds (surplus).....	XXX	XXX	93,513,836	128,905,678
30. Less treasury stock, at cost:				
30.1 .....0.000 shares common (value included in Line 24 \$.....0).....	XXX	XXX		
30.2 .....0.000 shares preferred (value included in Line 25 \$.....0).....	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30).....	XXX	XXX	216,666,736	252,058,578
32. Total liabilities, capital and surplus (Lines 22 and 31).....	XXX	XXX	421,263,280	457,797,051

DETAILS OF WRITE-INS

2101. FEP Special Advance.....	13,558,427		13,558,427	
2102. Other Liabilities.....	2,612,659		2,612,659	4,101,926
2103. Accounts Payable - ITS.....	2,469,416		2,469,416	182,259
2198. Summary of remaining write-ins for Line 21 from overflow page.....	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above).....	18,640,502	0	18,640,502	4,284,185
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page.....	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	XXX	XXX	0	0
2801.				
2802.				
2803.				
2898. Summary of remaining write-ins for Line 28 from overflow page.....	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above).....	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX	2,510,911	2,798,832	3,703,104
2. Net premium income (including \$.....0 non-health premium income).....	XXX	757,982,915	783,483,911	1,047,524,318
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(12,098,650)	21,807,481	28,377,183
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX			
5. Risk revenue.....	XXX			
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	(8,148)	0	(1,570)
8. Total revenues (Lines 2 to 7).....	XXX	745,876,117	805,291,392	1,075,899,931
Hospital and Medical:				
9. Hospital/medical benefits.....		516,373,510	543,972,425	740,572,836
10. Other professional services.....		4,684,167	4,240,620	5,721,918
11. Outside referrals.....				
12. Emergency room and out-of-area.....		22,317,289	24,058,036	31,528,727
13. Prescription drugs.....		98,664,244	104,436,276	141,849,421
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....	0	642,039,210	676,707,357	919,672,902
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	0	642,039,210	676,707,357	919,672,902
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....8,820,201 cost containment expenses.....		21,247,326	21,019,412	29,927,039
21. General administrative expenses.....		30,029,010	28,736,433	42,296,114
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....				
23. Total underwriting deductions (Lines 18 through 22).....	0	693,315,546	726,463,202	991,896,055
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	52,560,571	78,828,190	84,003,876
25. Net investment income earned.....		8,973,533	12,452,655	15,648,322
26. Net realized capital gains (losses) less capital gains tax of \$.....(673,028).....		(1,249,910)	1,522,058	1,248,430
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	7,723,623	13,974,713	16,896,752
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....				
29. Aggregate write-ins for other income or expenses.....	0	0	(493)	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	60,284,194	92,802,410	100,900,628
31. Federal and foreign income taxes incurred.....	XXX	22,296,755	24,575,345	25,182,196
32. Net income (loss) (Lines 30 minus 31).....	XXX	37,987,439	68,227,065	75,718,432

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701. Loss on sale of fixed assets.....	XXX	(8,148)		(1,570)
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX	(8,148)	0	(1,570)
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901. Miscellaneous Income.....			(493)	
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0	(493)	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	252,058,578	215,295,519	215,295,519
34. Net income or (loss) from Line 32.....	37,987,439	68,227,065	75,718,432
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....	38,290	349,618	350,259
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	1,361,493	(8,971,440)	(11,837,823)
39. Change in nonadmitted assets.....	920,936	4,644,508	12,932,191
40. Change in unauthorized reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital changes:			
44.1 Paid in.....			
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....	(75,700,000)	(40,400,000)	(40,400,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	(35,391,842)	23,849,751	36,763,059
49. Capital and surplus end of reporting period (Line 33 plus 48).....	216,666,736	239,145,270	252,058,578

DETAILS OF WRITE-INS

4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year Ended December 31
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	770,534,141	1,053,731,695
2. Net investment income.....	9,858,860	16,281,190
3. Miscellaneous income.....	(8,148)	(1,570)
4. Total (Lines 1 through 3).....	780,384,853	1,070,011,315
5. Benefit and loss related payments.....	652,833,063	924,987,598
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	45,959,472	106,301,379
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.....(673,028) tax on capital gains (losses).....	20,702,247	26,507,673
10. Total (Lines 5 through 9).....	719,494,782	1,057,796,650
11. Net cash from operations (Line 4 minus Line 10).....	60,890,071	12,214,665
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	21,071,438	183,783,896
12.2 Stocks.....	153,844	324,340
12.3 Mortgage loans.....		
12.4 Real estate.....		7,585,885
12.5 Other invested assets.....		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....		
12.7 Miscellaneous proceeds.....	5,469	20,783
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	21,230,751	191,714,904
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	39,234,499	53,241,467
13.2 Stocks.....	223,276	352,467
13.3 Mortgage loans.....		
13.4 Real estate.....	59,225	523,149
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	39,517,000	54,117,083
14. Net increase (decrease) in contract loans and premium notes.....		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(18,286,249)	137,597,821
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.....	75,700,000	40,400,000
16.6 Other cash provided (applied).....	(7,458,062)	(62,695,877)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(83,158,062)	(103,095,877)
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).....	(40,554,240)	46,716,609
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	53,879,101	7,162,492
19.2 End of period (Line 18 plus Line 19.1).....	13,324,861	53,879,101

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

20.0001		
---------	--	--

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	300,096	34,391	168,531	33,766	20,062	8,248	35,098			
2. First Quarter.....	280,803	22,490	160,377	32,510	21,377	8,892	35,157			
3. Second Quarter.....	277,265	21,913	158,484	31,707	21,500	8,500	35,161			
4. Third Quarter.....	275,737	21,725	157,976	31,207	21,435	8,117	35,277			
5. Current Year.....	0									
6. Current Year Member Months.....	2,510,911	199,876	1,436,327	288,415	192,856	76,586	316,851			
Total Member Ambulatory Encounters for Period:										
7. Physician.....	1,063,664	102,306	859,052	102,306						
8. Non-Physician.....	1,209,695	49,079	620,895	539,721						
9. Total.....	2,273,359	151,385	1,479,947	642,027	0	0	0	0	0	0
10. Hospital Patient Days Incurred.....	94,949	6,229	42,183	46,537						
11. Number of Inpatient Admissions.....	19,353	1,097	9,090	9,166						
12. Health Premiums Written (a).....	757,982,915	50,903,574	547,511,637	47,431,667	770,829	2,222,131	107,280,117			1,862,960
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	745,884,265	50,818,873	535,516,959	47,412,396	770,829	2,222,131	107,280,117			1,862,960
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	652,833,063	44,877,217	465,550,423	37,983,593	379,291	1,667,057	100,738,576			1,636,906
18. Amount Incurred for Provision of Health Care Services.....	642,039,210	41,134,654	460,176,785	37,196,456	374,711	1,658,115	101,007,712			490,777

007

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0299999. Aggregate Accounts Not Individually Listed-Uncovered.....	355,713	4,426	.979	1,374	32,123	394,615
0399999. Aggregate Accounts Not Individually Listed-Covered.....	14,113,586	175,555	38,824	54,503	1,274,227	15,656,695
0499999. Subtotals.....	14,469,299	179,981	39,803	55,877	1,306,350	16,051,310
0599999. Unreported Claims and Other Claim Reserves.....						61,319,032
0699999. Total Amounts Withheld.....						44,239
0799999. Total Claims Unpaid.....						77,414,581

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....	60,357,787	450,069,853	877,115	53,625,438	61,234,902	61,947,600
2. Medicare Supplement.....	6,602,926	31,380,667	319,134	8,465,295	6,922,060	10,764,706
3. Dental only.....	181,025	1,486,032	10,516	229,403	191,541	248,861
4. Vision only.....	36,599	342,692	464	44,112	37,063	49,156
5. Federal Employees Health Benefits Plan Premiums.....	10,847,040	89,891,536	343,966	12,887,559	11,191,006	12,894,554
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....	566,539	1,070,367	5,462	606,117	572,001	2,303,557
9. Health subtotal (Lines 1 to 8).....	78,591,916	574,241,147	1,556,657	75,857,924	80,148,573	88,208,434
10. Healthcare receivables (a).....					0	
11. Other non-health.....					0	
12. Medical incentive pools and bonus amounts.....					0	
13. Totals.....	78,591,916	574,241,147	1,556,657	75,857,924	80,148,573	88,208,434

600

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2007. This presentation addresses only significant events occurring since the last Annual Statement.

Note 1 - Summary of Significant Accounting Policies

There were no significant changes for the nine month period ended September 30, 2008.

Note 2 - Accounting Changes and Corrections of Errors

There were no significant changes for the nine month period ended September 30, 2008.

Note 3 - Business Combinations and Goodwill

There were no significant changes for the nine month period ended September 30, 2008.

Note 4 - Discontinued Operations

None.

Note 5 - Investments

There were no significant changes for the nine month period ended September 30, 2008.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

None.

Note 7 - Investment Income

There were no significant changes for the nine month period ended September 30, 2008.

Note 8 - Derivative Instruments

There were no significant changes for the nine month period ended September 30, 2008.

Note 9 - Income Taxes

During the third quarter of 2008, the Company settled disputes with the IRS relating to certain tax years and involving industry issues which had been discussed with the IRS for several years. The industry issues were primarily regarding the deduction of intangible assets provided in the Tax Reform Act of 1986 and the special deduction allowable to Blue Cross Blue Shield plans under certain circumstances. As a result of this settlement, the Company will receive \$1,700,000. The Company will not recognize a reduction of federal income tax expense.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

The Company paid ordinary dividends of \$75,700,000 to its parent, ATH Holding Company, LLC, on May 30, 2008.

Note 11 - Debt

None.

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

There were no significant changes for the nine month period ended September 30, 2008.

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

There were no significant changes for the nine month period ended September 30, 2008.

NOTES TO FINANCIAL STATEMENTS

Note 14 - Contingencies

There were no significant changes for the nine month period ended September 30, 2008.

Note 15 - Leases

There were no significant changes for the nine month period ended September 30, 2008.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

There were no significant changes for the nine month period ended September 30, 2008.

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

A. Transfers of Receivables Reported as Sales

Not applicable at September 30, 2008.

B. Transfer and Servicing of Financial Assets

There were no significant changes for the nine month period ended September 30, 2008.

C. Wash Sales

1. In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.
2. At September 30, 2008, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

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

There were no significant changes for the nine month period ended September 30, 2008.

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

There were no significant changes for the nine month period ended September 30, 2008.

Note 20 - Other Items

There were no significant changes for the nine month period ended September 30, 2008.

Note 21 - Events Subsequent

There were no events subsequent to September 30, 2008 requiring disclosure.

Note 22 - Reinsurance

There were no significant changes for the nine month period ended September 30, 2008.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

There were no significant changes for the nine month period ended September 30, 2008.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

There were no significant changes for the nine month period ended September 30, 2008.

Note 25 - Intercompany Pooling Arrangements

None.

Note 26 - Structured Settlements

None.

NOTES TO FINANCIAL STATEMENTS

Note 27 - Health Care Receivables

There were no significant changes for the nine month period ended September 30, 2008.

Note 28 - Participating Policies

None.

Note 29 - Premium Deficiency Reserves

None.

Note 30 - Anticipated Salvage and Subrogation

There were no significant changes for the nine month period ended September 30, 2008.

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2006.....
- 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. 12/31/2006.....
- 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). 02/15/2008.....
- 6.4 By what department or departments?
State of Maine Bureau of Insurance
-

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [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:
-

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

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If 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
ARCUS Financial Bank	Salt Lake City, Utah				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:
-

- 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).
All WellPoint, Inc. (the Company's ultimate parent) associates, including senior management, are bound by the WellPoint Standards of Ethical Business Conduct (the "Code"). Annually, the Ethics and Compliance Department reviews the Code for new topics, changes in policies and/or new policies. Any changes that are ultimately made to the Code during the annual review process must be approved by senior management, the Audit Committee and the WellPoint Board of Directors. The Code was revised in March of 2008 to include the following major enhancements: 1) Letter from President and CEO updated, 2) "Foreign Corrupt Practices Act" section added, and 3) Human resources policies section "Our Work Environment" updated to match language in Human Resources policy revisions.

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

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

FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

13. Amount of real estate and mortgages held in short-term investments: \$.....0

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$.....0	\$.....0
14.22 Preferred Stock.....	\$.....0	\$.....0
14.23 Common Stock.....	\$.....7,886,833	\$.....7,854,996
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).....	\$.....7,886,833	\$.....7,854,996
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$.....0	\$.....0

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

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

16. Excluding items in Schedule E, 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, G-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 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon Corporation	New York, NY

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
107423	Conning Asset Management Company	Hartford, CT
105958	Vanguard Group	Malvern, PA

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

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:

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)
A&H Non-Affiliates						
38776.....	13-2997499.....	01/01/2008	White Mountains Reinsurance Company of America.....	New York, NY.....	OTH/G.....	YES.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL	N								.0
2. Alaska.....AK	N								.0
3. Arizona.....AZ	N								.0
4. Arkansas.....AR	N								.0
5. California.....CA	N								.0
6. Colorado.....CO	N								.0
7. Connecticut.....CT	N								.0
8. Delaware.....DE	N								.0
9. District of Columbia.....DC	N								.0
10. Florida.....FL	N								.0
11. Georgia.....GA	N								.0
12. Hawaii.....HI	N								.0
13. Idaho.....ID	N								.0
14. Illinois.....IL	N								.0
15. Indiana.....IN	N								.0
16. Iowa.....IA	N								.0
17. Kansas.....KS	N								.0
18. Kentucky.....KY	N								.0
19. Louisiana.....LA	N								.0
20. Maine.....ME	L	650,702,798			107,280,117			757,982,915	
21. Maryland.....MD	N								.0
22. Massachusetts.....MA	N								.0
23. Michigan.....MI	N								.0
24. Minnesota.....MN	N								.0
25. Mississippi.....MS	N								.0
26. Missouri.....MO	N								.0
27. Montana.....MT	N								.0
28. Nebraska.....NE	N								.0
29. Nevada.....NV	N								.0
30. New Hampshire.....NH	N								.0
31. New Jersey.....NJ	N								.0
32. New Mexico.....NM	N								.0
33. New York.....NY	N								.0
34. North Carolina.....NC	N								.0
35. North Dakota.....ND	N								.0
36. Ohio.....OH	N								.0
37. Oklahoma.....OK	N								.0
38. Oregon.....OR	N								.0
39. Pennsylvania.....PA	N								.0
40. Rhode Island.....RI	N								.0
41. South Carolina.....SC	N								.0
42. South Dakota.....SD	N								.0
43. Tennessee.....TN	N								.0
44. Texas.....TX	N								.0
45. Utah.....UT	N								.0
46. Vermont.....VT	N								.0
47. Virginia.....VA	N								.0
48. Washington.....WA	N								.0
49. West Virginia.....WV	N								.0
50. Wisconsin.....WI	N								.0
51. Wyoming.....WY	N								.0
52. American Samoa.....AS	N								.0
53. Guam.....GU	N								.0
54. Puerto Rico.....PR	N								.0
55. U.S. 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	.0	.0
59. Subtotal.....XXX		650,702,798	.0	.0	107,280,117	.0	.0	757,982,915	.0
60. Reporting entity contributions for Employee Benefit Plans.....XXX								.0	
61. Total (Direct Business).....(a)	1	650,702,798	.0	.0	107,280,117	.0	.0	757,982,915	.0

DETAILS OF WRITE-INS

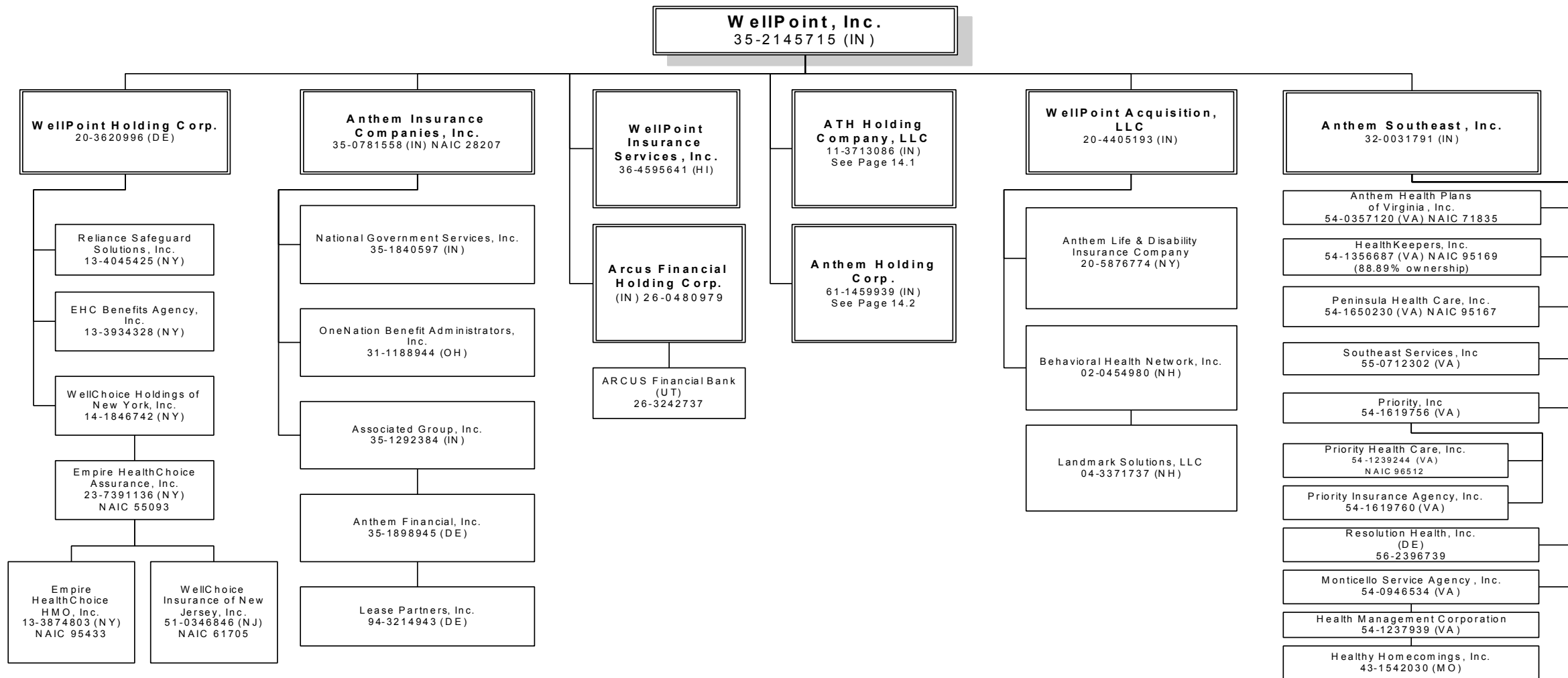
5801. ....								.0	
5802. ....								.0	
5803. ....								.0	
5898. Summary of remaining write-ins for line 58 from overflow page.....		.0	.0	.0	.0	.0	.0	.0	.0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above).....		.0	.0	.0	.0	.0	.0	.0	.0

(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

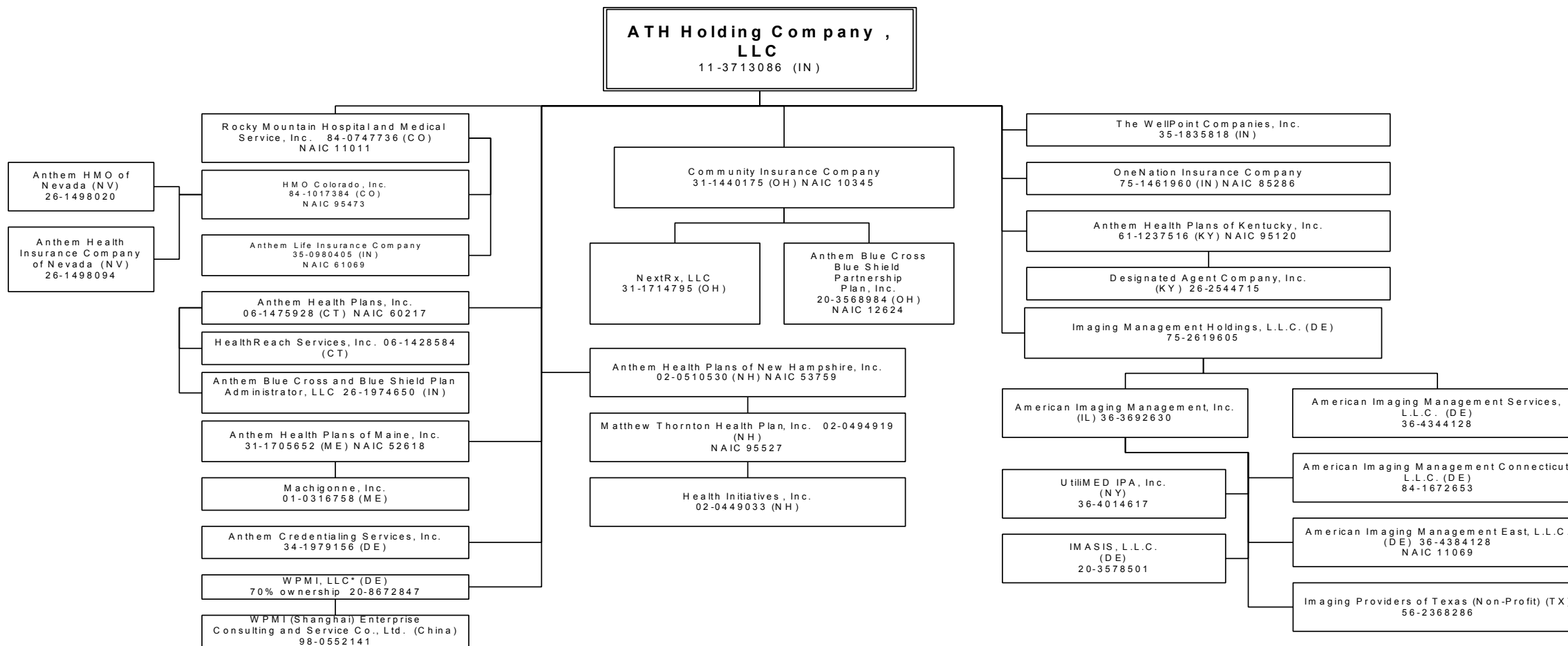
Q14



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

PART 1 – ORGANIZATIONAL CHART

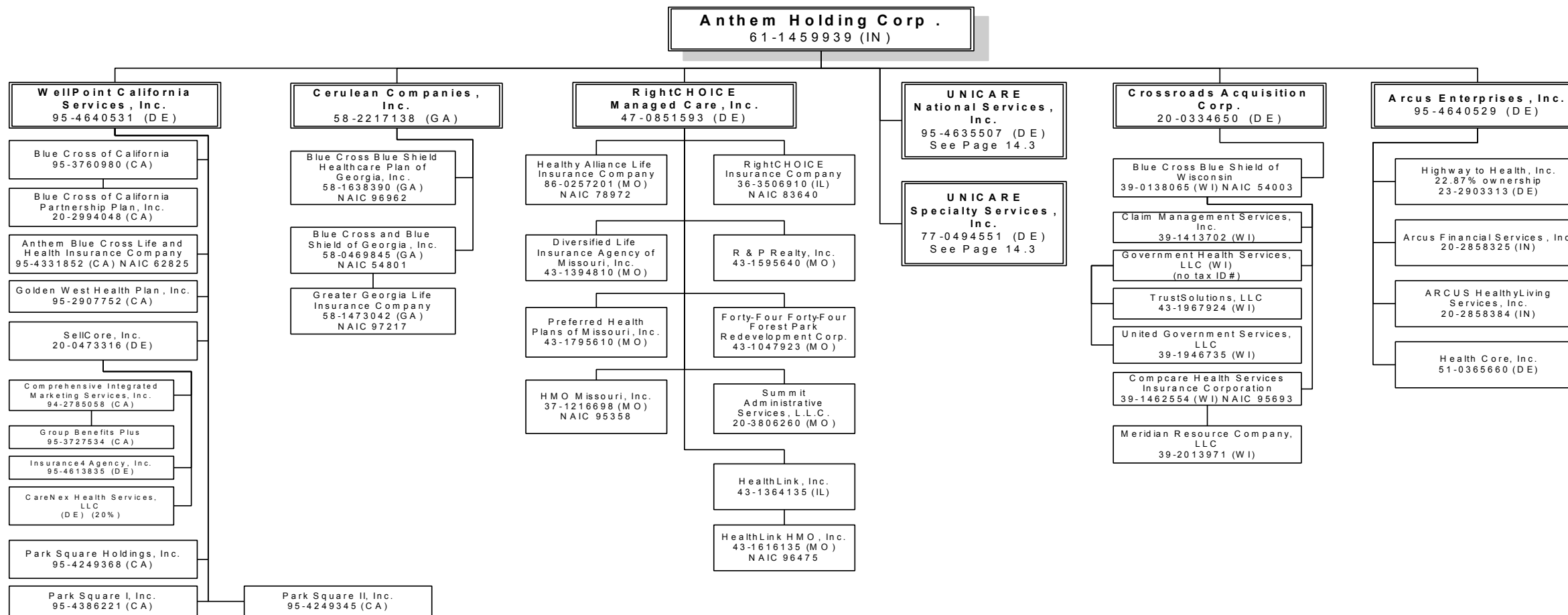
Q14.1



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

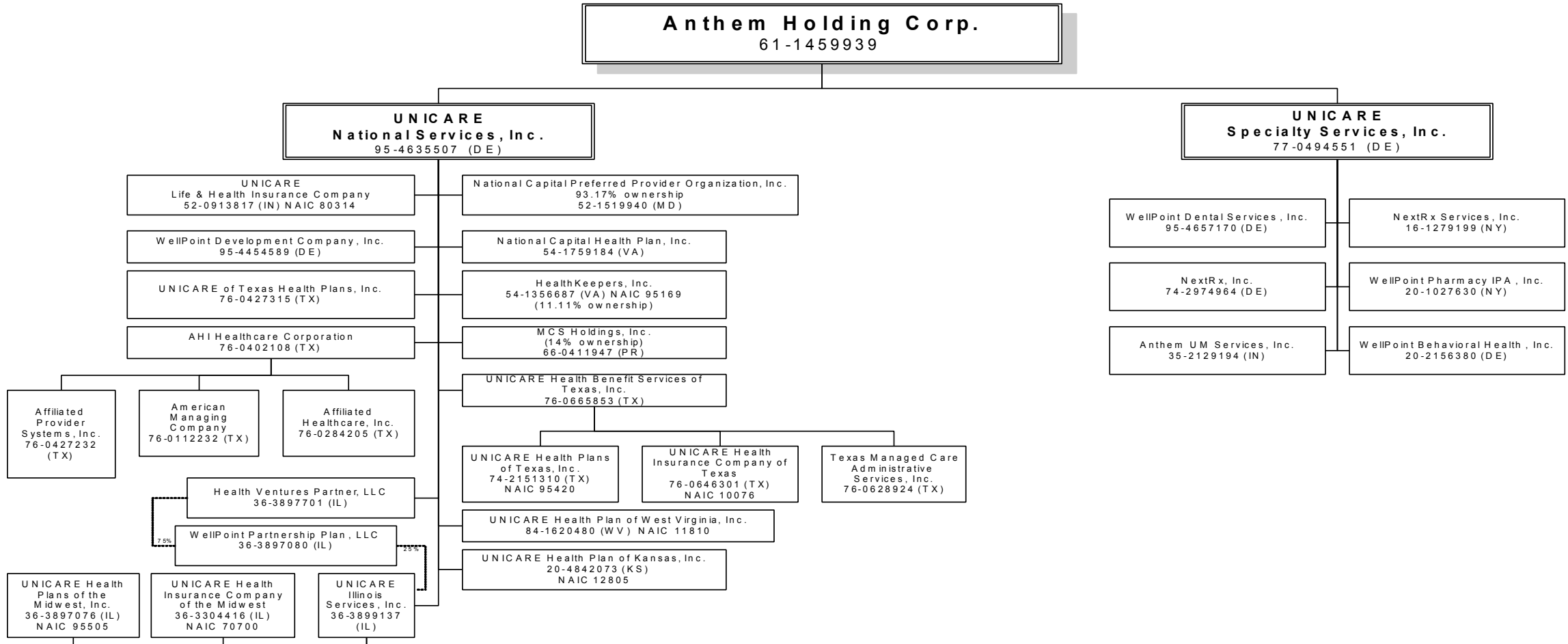
PART 1 – ORGANIZATIONAL CHART

Q14.2



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

PART 1 – ORGANIZATIONAL CHART



Q14.3

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 Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

Bar Code:



NONE

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.....	10,829,579	15,079,993
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....		
2.2 Additional investment made after acquisitions.....	59,225	523,149
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		3,733,310
5. Deduct amounts received on disposals.....		7,585,885
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.....	597,764	920,988
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	10,291,040	10,829,579
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	10,291,040	10,829,579

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 acquisitions.....		
2.2 Additional investment made after acquisitions.....		
3. Capitalized deferred interest and other.....	NONE	
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. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....		
2.2 Additional investment made after acquisitions.....		
3. Capitalized deferred interest and other.....	NONE	
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	158,551,799	291,785,621
2. Cost of bonds and stocks acquired.....	39,457,774	53,593,934
3. Accrual of discount.....	108,119	166,303
4. Unrealized valuation increase (decrease).....	(19,666)	350,259
5. Total gain (loss) on disposals.....	(33,748)	(967,639)
6. Deduct consideration for bonds and stocks disposed of.....	21,225,279	184,108,236
7. Deduct amortization of premium.....	640,070	1,423,432
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....	1,889,191	845,011
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	174,309,738	158,551,799
11. Deduct total nonadmitted amounts.....	7,854,995	7,886,833
12. Statement value at end of current period (Line 10 minus Line 11).....	166,454,743	150,664,966

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	159,243,724	145,820,772	142,765,130	(2,017,324)	190,835,607	159,243,724	160,282,042	195,019,493
2. Class 2 (a).....	20,917,412		633,333	(293,042)	21,298,556	20,917,412	19,991,037	15,664,888
3. Class 3 (a).....	500,000			(10,000)		500,000	490,000	
4. Class 4 (a).....				78,125			78,125	
5. Class 5 (a).....				195,000			195,000	
6. Class 6 (a).....								
7. Total Bonds.....	180,661,136	145,820,772	143,398,463	(2,047,241)	212,134,163	180,661,136	181,036,204	210,684,381
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.....	180,661,136	145,820,772	143,398,463	(2,047,241)	212,134,163	180,661,136	181,036,204	210,684,381

QS102

(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 \$.....15,186,485; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	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
8299999. Totals.....	15,186,485	XXX	15,186,485	48,691	

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.....	60,575,770	260,315
2. Cost of short-term investments acquired.....	695,520,528	409,357,133
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	740,903,813	349,041,678
7. Deduct amortization of premium.....	6,000	
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).....	15,186,485	60,575,770
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	15,186,485	60,575,770

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

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

**Sch. E-Verification
NONE**

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED and Additions Made During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						
Acquired by Purchase								
Paving and excavation.....	South Portland.....	ME.....	..05/27/2008	B.S. Ingraham, Inc.....	.....50,000	.....	.....48,611	.....
0199999. Totals.....					.....50,000	.....0	.....48,611	.....0
0399999. Totals.....					.....50,000	.....0	.....48,611	.....0

QE01

SCHEDULE A - PART 3

Showing all Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract "

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encumbrances	8 Change in Book/Adjusted Carrying Value Less Encumbrances					14 Book/Adjusted Carrying Value Less Encumbrances	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encumbrances	20 Taxes, Repairs, and Expenses Incurred
	2 City	3 State					9 Current Year's Depreciation	10 Current Year's Other Than Temporary Impairment Recognized	11 Current Year's Change in Encumbrances	12 Total Change in B./A.C.V. (11 - 9 - 10)	13 Total Foreign Exchange Change in B./A.C.V.							
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)
Bonds - Special Revenue and Special Assessment									
63968A NM 3	Nebraska Pub Pwr Dist R 5.000% 01/01/16.....		09/10/2008.....	Goldman Sachs & Co.....		.643,656	.600,000		1FE.....
3199999.	Total - Bonds - Special Revenue & Special Assessments.....					.643,656	.600,000	.0	XXX.....
Bonds - Industrial and Miscellaneous									
24422E QU 6	John Deere Capital Corp 4.900% 09/09/13.....		09/03/2008.....	Banc of America Securities.....		.997,850	.1,000,000		1FE.....
4599999.	Total - Bonds - Industrial & Miscellaneous.....					.997,850	.1,000,000	.0	XXX.....
6099997.	Total - Bonds - Part 3.....					.1,641,506	.1,600,000	.0	XXX.....
6099999.	Total - Bonds.....					.1,641,506	.1,600,000	.0	XXX.....
7499999.	Total - Bonds, Preferred and Common Stocks.....					.1,641,506	.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 Designa- tion 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. Government																					
31359M E4 1	FNMA 3.875% 07/15/08.....		07/15/2008	Maturity.....		4,000,000	4,000,000	3,910,348	3,978,308		21,692		21,692		4,000,000			0	155,000	07/15/2008	1.....
3136F3 Q5 8	FNMA Notes 3.050% 07/16/08.....		07/16/2008	Maturity.....		750,000	750,000	735,000	747,209		2,791		2,791		750,000			0	24,236	07/16/2008	1.....
36200F NB 0	GNMA Pool 599886 6.000% 03/15/33.....		09/01/2008	Paydown.....		922	922	945	945		(22)		(22)		922			0	37	03/15/2033	1.....
36200Q H2 3	GNMA Pool 569149 6.000% 03/15/32.....		09/01/2008	Paydown.....		791	791	780	781		10		10		791			0	31	03/15/2032	1.....
36200Q WS 9	GNMA Pool 569557 6.000% 01/15/32.....		09/01/2008	Paydown.....		236	236	233	233		3		3		236			0	8	01/15/2032	1.....
36200R Q9 6	GNMA Pool 570280 6.000% 01/15/32.....		09/01/2008	Paydown.....		1,762	1,762	1,738	1,739		23		23		1,762			0	71	01/15/2032	1.....
36200R WX 6	GNMA Pool 570462 6.500% 11/15/31.....		09/01/2008	Paydown.....		64	64	65	65		(1)		(1)		64			0	3	11/15/2031	1.....
36200S A2 6	GNMA Pool 570725 6.000% 01/15/32.....		09/01/2008	Paydown.....		4,877	4,877	4,812	4,813		64		64		4,877			0	172	01/15/2032	1.....
36200U BY 0	GNMA Pool 572555 6.500% 09/15/31.....		09/01/2008	Paydown.....		4,445	4,445	4,537	4,530		(85)		(85)		4,445			0	192	09/15/2031	1.....
36200V EQ 2	GNMA Pool 573543 6.000% 01/15/32.....		09/01/2008	Paydown.....		246	246	242	243		3		3		246			0	10	01/15/2032	1.....
36200V G4 9	GNMA Pool 573619 6.500% 02/15/32.....		09/01/2008	Paydown.....		3	3	3	3		0		0		3			0		02/15/2032	1.....
36200V H6 3	GNMA Pool 573653 6.000% 03/15/32.....		09/01/2008	Paydown.....		140	140	138	138		2		2		140			0	6	03/15/2032	1.....
36200W 2C 4	GNMA Pool 575071 6.000% 12/15/31.....		09/01/2008	Paydown.....		84	84	83	83		1		1		84			0	3	12/15/2031	1.....
36200W TE 1	GNMA Pool 574849 6.500% 11/15/31.....		09/01/2008	Paydown.....		150	150	156	156		(6)		(6)		150			0	7	11/15/2031	1.....
36200X JR 1	GNMA Pool 575472 6.000% 12/15/31.....		09/01/2008	Paydown.....		389	389	384	384		5		5		389			0	15	12/15/2031	1.....
36200X XP 9	GNMA Pool 575886 6.000% 12/15/31.....		09/01/2008	Paydown.....		12,214	12,214	12,049	12,053		160		160		12,214			0	513	12/15/2031	1.....
36200X ZY 8	GNMA Pool 575959 6.000% 02/15/32.....		09/01/2008	Paydown.....		1,046	1,046	1,032	1,033		13		13		1,046			0	42	02/15/2032	1.....
36200Y N8 6	GNMA Pool 576515 6.500% 02/15/32.....		09/01/2008	Paydown.....		7	7	8	8		0		0		7			0		02/15/2032	1.....
36201A T6 5	GNMA Pool 577573 6.500% 06/15/32.....		09/01/2008	Paydown.....		5	5	5	5		0		0		5			0		06/15/2032	1.....
36201B B5 4	GNMA Pool 577960 6.000% 03/15/32.....		09/01/2008	Paydown.....		676	676	667	668		9		9		676			0	27	03/15/2032	1.....
36201F HH 3	GNMA Pool 581732 6.000% 03/15/32.....		09/01/2008	Paydown.....		300	300	296	297		4		4		300			0	12	03/15/2032	1.....
36201F LR 6	GNMA Pool 581836 6.000% 01/15/32.....		09/01/2008	Paydown.....		245	245	241	241		3		3		245			0	11	01/15/2032	1.....
36201F ZG 5	GNMA Pool 582243 6.500% 07/15/32.....		09/01/2008	Paydown.....		295	295	308	308		(13)		(13)		295			0	13	07/15/2032	1.....
36201H JB 0	GNMA Pool 583558 6.000% 03/15/32.....		09/01/2008	Paydown.....		184	184	181	182		2		2		184			0	7	03/15/2032	1.....
36201M D2 5	GNMA Pool 587021 6.500% 04/15/32.....		09/01/2008	Paydown.....		494	494	500	500		(6)		(6)		494			0	20	04/15/2032	1.....
36201M YW 6	GNMA Pool 587625 6.500% 03/15/32.....		09/01/2008	Paydown.....		120	120	125	125		(5)		(5)		120			0	5	03/15/2032	1.....
36202S BX 5	GNMA Pool 607654 5.500% 02/15/33.....		09/01/2008	Paydown.....		6,199	6,199	6,329	6,322		(123)		(123)		6,199			0	229	02/15/2033	1.....
36207L J2 5	GNMA Pool 435081 6.500% 04/15/31.....		09/01/2008	Paydown.....		74	74	76	76		(1)		(1)		74			0	3	04/15/2031	1.....
36208E C7 6	GNMA Pool 448394 6.500% 05/15/31.....		09/01/2008	Paydown.....		9	9	9	9		0		0		9			0		05/15/2031	1.....
36208P TJ 7	GNMA Pool 456953 6.500% 06/15/28.....		09/01/2008	Paydown.....		186	186	185	185		1		1		186			0	7	06/15/2028	1.....
36208P YR 3	GNMA Pool 457120 6.500% 01/15/29.....		09/01/2008	Paydown.....		3,303	3,303	3,419	3,414		(111)		(111)		3,303			0	139	01/15/2029	1.....
36208Q TB 2	GNMA Pool 457846 6.000% 12/15/28.....		09/01/2008	Paydown.....		419	419	439	437		(18)		(18)		419			0	17	12/15/2028	1.....
36208Q X7 6	GNMA Pool 458002 6.500% 01/15/29.....		09/01/2008	Paydown.....		176	176	183	182		(6)		(6)		176			0	8	01/15/2029	1.....
36208T FM 7	GNMA Pool 460172 6.500% 09/15/31.....		09/01/2008	Paydown.....		11,008	11,008	11,472	11,448		(441)		(441)		11,008			0	499	09/15/2031	1.....
36209B HT 8	GNMA Pool 466542 6.500% 02/15/29.....		09/01/2008	Paydown.....		1,504	1,504	1,497	1,497		7		7		1,504			0	59	02/15/2029	1.....
36209B JK 5	GNMA Pool 466566 6.500% 04/15/29.....		09/01/2008	Paydown.....		14,075	14,075	14,006	14,007		68		68		14,075			0	631	04/15/2029	1.....
36209E 7C 0	GNMA Pool 469891 6.500% 01/15/29.....		09/01/2008	Paydown.....		176	176	175	175		1		1		176			0	8	01/15/2029	1.....
36209F 4G 2	GNMA Pool 470483 6.500% 06/15/29.....		09/01/2008	Paydown.....		10	10	10	10		0		0		10			0		06/15/2029	1.....
36209V UR 2	GNMA Pool 483332 6.500% 01/15/29.....		09/01/2008	Paydown.....		64	64	66	65		(1)		(1)		64			0	3	01/15/2029	1.....
36209Y NW 4	GNMA Pool 485605 6.500% 07/15/31.....		09/01/2008	Paydown.....		558	558	558	558		0		0		558			0	24	07/15/2031	1.....
36210A ZH 3	GNMA Pool 486844 6.500% 01/15/29.....		09/01/2008	Paydown.....		731	731	763	761		(31)		(31)		731			0	32	01/15/2029	1.....
36210B BC 8	GNMA Pool 487035 6.500% 03/15/29.....		09/01/2008	Paydown.....		2,171	2,171	2,248	2,244		(73)		(73)		2,171			0	93	03/15/2029	1.....
36210B BZ 7	GNMA Pool 487056 6.500% 03/15/29.....		09/01/2008	Paydown.....		1,178	1,178	1,219	1,217		(39)		(39)		1,178			0	54	03/15/2029	1.....
36210B DP 7	GNMA Pool 487110 6.500% 04/15/29.....		09/01/2008	Paydown.....		151	151	158	157		(6)		(6)		151			0	6	04/15/2029	1.....
36210B NG 6	GNMA Pool 487391 6.500% 12/15/28.....		09/01/2008	Paydown.....		333	333	340	340		(6)		(6)		333			0	14	12/15/2028	1.....
36210B PM 1	GNMA Pool 487428 6.500% 03/15/29.....		09/01/2008	Paydown.....		3,017	3,017	3,002	3,003		14		14		3,017			0	131	03/15/2029	1.....
36210C VE 0	GNMA Pool 488513 6.500% 04/15/29.....		09/01/2008	Paydown.....		27,533	27,533	28,501	28,459		(926)		(926)		27,533			0	1,047	04/15/2029	1.....
36210F U4 6	GNMA Pool 491203 6.500% 02/15/29.....		09/01/2008	Paydown.....		132	132	131	131		1		1		132			0	6	02/15/2029	1.....
36210F Y4 2	GNMA Pool 491331 6.500% 03/15/29.....		09/01/2008	Paydown.....		66	66	68	68		(2)		(2)		66			0	3	03/15/2029	1.....

QE05

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 Design- ation or Market Indicator
										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.							
36210F YZ 3	GNMA Pool 491328 6.500% 02/15/29		09/01/2008	Paydown		40	40	40	40				0		40			0	2	02/15/2029	1
36210H B7 6	GNMA Pool 492462 6.500% 03/15/29		09/01/2008	Paydown		68	68	69	69		(1)		(1)		68			0	3	03/15/2029	1
36210J GL 6	GNMA Pool 493503 6.500% 08/15/29		09/01/2008	Paydown		14	14	14	14				0		14			0	1	08/15/2029	1
36210J JX 7	GNMA Pool 493578 6.500% 07/15/31		09/01/2008	Paydown		2,369	2,369	2,356	2,357		12		12		2,369			0	114	07/15/2031	1
36210L RU 9	GNMA Pool 495599 6.500% 05/15/29		09/01/2008	Paydown		156	156	155	155		1		1		156			0	7	05/15/2029	1
36210L RW 5	GNMA Pool 495601 6.500% 05/15/29		09/01/2008	Paydown		319	319	317	317		3		3		319			0	14	05/15/2029	1
36210L YJ 6	GNMA Pool 495813 6.500% 01/15/29		09/01/2008	Paydown		709	709	703	704		5		5		709			0	34	01/15/2029	1
36210M GA 3	GNMA Pool 496193 6.500% 03/15/29		09/01/2008	Paydown		17	17	17	17				0		17			0	1	03/15/2029	1
36210M YT 2	GNMA Pool 496722 6.500% 01/15/29		09/01/2008	Paydown		63	63	64	64		(1)		(1)		63			0	3	01/15/2029	1
36210Q HS 4	GNMA Pool 498941 6.500% 04/15/31		09/01/2008	Paydown		11	11	11	11				0		11			0		04/15/2031	1
36210Q QD 7	GNMA Pool 499152 6.500% 02/15/29		09/01/2008	Paydown		63	63	65	64		(1)		(1)		63			0	3	02/15/2029	1
36210U WJ 8	GNMA Pool 502949 6.500% 02/15/29		09/01/2008	Paydown		85	85	85	85				0		85			0	4	02/15/2029	1
36210U YN 7	GNMA Pool 503017 6.500% 03/15/29		09/01/2008	Paydown		153	153	152	152		1		1		153			0	7	03/15/2029	1
36210V TY 7	GNMA Pool 503767 6.500% 08/15/29		09/01/2008	Paydown		39	39	39	39		(1)		(1)		39			0	2	08/15/2029	1
36210V VK 4	GNMA Pool 503818 6.500% 03/15/29		09/01/2008	Paydown		137	137	140	140		(3)		(3)		137			0	6	03/15/2029	1
36210V VM 0	GNMA Pool 503820 6.500% 03/15/29		09/01/2008	Paydown		61	61	60	60				0		61			0	3	03/15/2029	1
36210V WH 0	GNMA Pool 503848 6.500% 04/15/29		09/01/2008	Paydown		260	260	271	270		(9)		(9)		260			0	11	04/15/2029	1
36210V WJ 6	GNMA Pool 503849 6.500% 04/15/29		09/01/2008	Paydown		32	32	32	32				0		32			0	1	04/15/2029	1
36210Y XD 2	GNMA Pool 506576 6.500% 05/15/29		09/01/2008	Paydown		164	164	167	167		(3)		(3)		164			0	7	05/15/2029	1
36211A UN 8	GNMA Pool 507402 6.500% 05/15/31		09/01/2008	Paydown		82	82	82	82				0		82			0	4	05/15/2031	1
36211C 2N 1	GNMA Pool 509381 6.500% 07/15/29		09/01/2008	Paydown		136	136	139	139		(3)		(3)		136			0	6	07/15/2029	1
36211C ZZ 1	GNMA Pool 509361 6.500% 07/15/29		09/01/2008	Paydown		253	253	262	262		(8)		(8)		253			0	11	07/15/2029	1
36211E FJ 2	GNMA Pool 510569 6.500% 10/15/29		09/01/2008	Paydown		20	20	21	21		(1)		(1)		20			0	1	10/15/2029	1
36211E T5 7	GNMA Pool 510972 6.500% 05/15/29		09/01/2008	Paydown		910	910	942	940		(30)		(30)		910			0	39	05/15/2029	1
36211G PD 9	GNMA Pool 512620 6.500% 06/15/29		09/01/2008	Paydown		9	9	9	9				0		9			0		06/15/2029	1
36211L KJ 0	GNMA Pool 516097 6.500% 09/15/29		09/01/2008	Paydown		445	445	455	453		(8)		(8)		445			0	19	09/15/2029	1
36211U RS 3	GNMA Pool 523497 6.500% 08/15/31		09/01/2008	Paydown		4,620	4,620	4,596	4,597		23		23		4,620			0	200	08/15/2031	1
36212A DA 0	GNMA Pool 527597 6.500% 06/15/31		09/01/2008	Paydown		5	5	5	5				0		5			0		06/15/2031	1
36212D HD 4	GNMA Pool 530428 6.500% 07/15/31		09/01/2008	Paydown		5,401	5,401	5,403	5,403		(2)		(2)		5,401			0	234	07/15/2031	1
36212D RE 1	GNMA Pool 530685 6.500% 08/15/31		09/01/2008	Paydown		2,806	2,806	2,791	2,791		15		15		2,806			0	123	08/15/2031	1
36212G 6Z 0	GNMA Pool 533788 6.500% 05/15/31		09/01/2008	Paydown		24	24	24	24				0		24			0	1	05/15/2031	1
36212J Y7 5	GNMA Pool 535434 6.500% 01/15/32		09/01/2008	Paydown		61	61	62	62		(1)		(1)		61			0	3	01/15/2032	1
36212K BY 8	GNMA Pool 535655 6.500% 02/15/31		09/01/2008	Paydown		16	16	16	16				0		16			0	1	02/15/2031	1
36212M 4N 6	GNMA Pool 538229 6.500% 08/15/31		09/01/2008	Paydown		433	433	452	451		(19)		(19)		433			0	19	08/15/2031	1
36212M 6W 4	GNMA Pool 538285 6.500% 12/15/31		09/01/2008	Paydown		1,706	1,706	1,775	1,772		(65)		(65)		1,706			0	68	12/15/2031	1
36212Q H8 6	GNMA Pool 540355 6.500% 05/15/31		09/01/2008	Paydown		325	325	329	329		(4)		(4)		325			0	14	05/15/2031	1
36212R R4 2	GNMA Pool 541507 6.500% 07/15/31		09/01/2008	Paydown		17	17	17	17				0		17			0	1	07/15/2031	1
36212T SS 4	GNMA Pool 543329 6.500% 06/15/31		09/01/2008	Paydown		25	25	25	25				0		25			0	1	06/15/2031	1
36212U 4R 9	GNMA Pool 544532 6.500% 05/15/31		09/01/2008	Paydown		8,479	8,479	8,778	8,762		(282)		(282)		8,479			0	322	05/15/2031	1
36212U BB 6	GNMA Pool 543734 6.500% 12/15/30		09/01/2008	Paydown		188	188	192	192		(4)		(4)		188			0	8	12/15/2030	1
36212U CR 0	GNMA Pool 543780 6.500% 01/15/31		09/01/2008	Paydown		92	92	91	91				0		92			0	4	01/15/2031	1
36212V SX 8	GNMA Pool 545134 6.500% 03/15/31		09/01/2008	Paydown		3,458	3,458	3,553	3,550		(93)		(93)		3,458			0	150	03/15/2031	1
36212W L6 2	GNMA Pool 545849 6.500% 07/15/31		09/01/2008	Paydown		185	185	192	192		(6)		(6)		185			0	8	07/15/2031	1
36212W M8 7	GNMA Pool 545883 6.500% 08/15/31		09/01/2008	Paydown		235	235	234	234		1		1		235			0	10	08/15/2031	1
36212Y G9 8	GNMA Pool 547524 6.500% 04/15/31		09/01/2008	Paydown		138	138	138	138				0		138			0	6	04/15/2031	1
36213A KY 9	GNMA Pool 548511 6.500% 07/15/31		09/01/2008	Paydown		7,602	7,602	7,875	7,859		(257)		(257)		7,602			0	329	07/15/2031	1
36213D 5P 9	GNMA Pool 551754 6.500% 04/15/32		09/01/2008	Paydown		7	7	7	7				0		7			0		04/15/2032	1
36213D GB 8	GNMA Pool 551094 6.500% 11/15/31		09/01/2008	Paydown		2,738	2,738	2,853	2,847		(110)		(110)		2,738			0	116	11/15/2031	1
36213D K5 6	GNMA Pool 551216 6.500% 02/15/31		09/01/2008	Paydown		21	21	21	21				0		21			0	1	02/15/2031	1

QE05 1

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indicator
36213D UD 8	GNMA Pool 551480 6.500% 06/15/31		09/01/2008	Paydown		869	869	906	904		(35)		(35)		869			0	38	06/15/2031	1
36213E 2C 9	GNMA Pool 552571 6.500% 05/15/32		09/01/2008	Paydown		110	110	114	113		(4)		(4)		110			0	5	05/15/2032	1
36213E CQ 7	GNMA Pool 551879 6.500% 11/15/31		09/01/2008	Paydown		177	177	184	184		(7)		(7)		177			0	8	11/15/2031	1
36213E SK 3	GNMA Pool 552322 6.500% 01/15/32		09/01/2008	Paydown		29	29	29	29				0		29			0	1	01/15/2032	1
36213E UQ 7	GNMA Pool 552391 6.500% 02/15/32		09/01/2008	Paydown		313	313	324	323		(11)		(11)		313			0	14	02/15/2032	1
36213G AK 7	GNMA Pool 553610 6.500% 02/15/32		09/01/2008	Paydown		162	162	169	168		(7)		(7)		162			0	7	02/15/2032	1
36213G UZ 2	GNMA Pool 554200 6.500% 12/15/31		09/01/2008	Paydown		274	274	286	285		(11)		(11)		274			0	12	12/15/2031	1
36213H KW 8	GNMA Pool 554809 6.500% 05/15/31		09/01/2008	Paydown		3	3	3	3				0		3			0		05/15/2031	1
36213H M7 1	GNMA Pool 554882 6.500% 06/15/31		09/01/2008	Paydown		35	35	35	35				0		35			0	2	06/15/2031	1
36213H XE 4	GNMA Pool 555177 6.500% 12/15/31		09/01/2008	Paydown		3,518	3,518	3,566	3,559		(41)		(41)		3,518			0	134	12/15/2031	1
36213K AB 8	GNMA Pool 556302 6.000% 12/15/31		09/01/2008	Paydown		1,534	1,534	1,514	1,516		18		18		1,534			0	61	12/15/2031	1
36213L NJ 5	GNMA Pool 557593 6.500% 07/15/31		09/01/2008	Paydown		80	80	82	82		(2)		(2)		80			0	3	07/15/2031	1
36213Q RS 0	GNMA Pool 561297 6.500% 08/15/31		09/01/2008	Paydown		15,721	15,721	16,274	16,246		(525)		(525)		15,721			0	598	08/15/2031	1
36213Q YE 3	GNMA Pool 561509 6.000% 07/15/31		09/01/2008	Paydown		73	73	72	72		1		1		73			0	3	07/15/2031	1
36213R QK 6	GNMA Pool 562158 6.500% 07/15/31		09/01/2008	Paydown		5	5	5	5				0		5			0		07/15/2031	1
36213S GT 6	GNMA Pool 562810 6.000% 07/15/31		09/01/2008	Paydown		83	83	81	82		1		1		83			0	3	07/15/2031	1
36213T XM 0	GNMA Pool 564184 6.500% 07/15/31		09/01/2008	Paydown		700	700	725	724		(24)		(24)		700			0	30	07/15/2031	1
36213U TU 4	GNMA Pool 564963 6.500% 07/15/31		09/01/2008	Paydown		397	397	397	397				0		397			0	17	07/15/2031	1
36213V H4 3	GNMA Pool 565551 6.500% 08/15/31		09/01/2008	Paydown		20	20	20	20		(1)		(1)		20			0	1	08/15/2031	1
36213Y PC 0	GNMA Pool 568419 6.500% 09/15/31		09/01/2008	Paydown		399	399	405	404		(5)		(5)		399			0	17	09/15/2031	1
36225B EA 2	GNMA Pool 781029 6.500% 05/15/29		09/01/2008	Paydown		2,768	2,768	2,890	2,883		(115)		(115)		2,768			0	119	05/15/2029	1
36225B EV 6	GNMA Pool 781048 6.500% 06/15/29		09/01/2008	Paydown		3,346	3,346	3,495	3,487		(141)		(141)		3,346			0	144	06/15/2029	1
36225B ND 6	GNMA Pool 781288 6.500% 05/15/31		09/01/2008	Paydown		3,569	3,569	3,724	3,717		(148)		(148)		3,569			0	156	05/15/2031	1
36241K J6 6	GNMA Pool 782085 7.000% 11/15/33		09/01/2008	Paydown		7,530	7,530	7,787	7,786		(255)		(255)		7,530			0	345	11/15/2033	1
36241K J7 4	GNMA Pool 782086 7.000% 11/15/31		09/01/2008	Paydown		1,162	1,162	1,203	1,202		(40)		(40)		1,162			0	54	11/15/2031	1
36241K JP 4	GNMA Pool 782070 7.000% 06/15/32		09/01/2008	Paydown		4,468	4,468	4,662	4,658		(190)		(190)		4,468			0	208	06/15/2032	1
36241K JR 0	GNMA Pool 782072 7.000% 07/15/33		09/01/2008	Paydown		1,219	1,219	1,273	1,272		(52)		(52)		1,219			0	56	07/15/2033	1
36241K JT 6	GNMA Pool 782074 7.000% 01/15/33		09/01/2008	Paydown		1,959	1,959	2,045	2,043		(84)		(84)		1,959			0	92	01/15/2033	1
0399999	Total - Bonds - U.S. Government					4,948,488	4,948,488	4,848,096	4,928,062		0		20,426		4,948,488			0	187,504	XXX	XXX
Bonds - Special Revenue and Special Assessment																					
31283H S8 9	FHLMC Gold Pool G01443 6.500% 08/01/32		09/01/2008	Paydown		3,489	3,489	3,628	3,622		(133)		(133)		3,489			0	150	08/01/2032	1
31287Q LM 1	FHLMC Gold Pool C64832 6.500% 03/01/32		09/01/2008	Paydown		2,605	2,605	2,699	2,696		(91)		(91)		2,605			0	113	03/01/2032	1
31287S 3C 9	FHLMC Gold Pool C67095 6.500% 05/01/32		09/01/2008	Paydown		631	631	657	654		(22)		(22)		631			0	27	05/01/2032	1
31287V 5R 7	FHLMC Gold Pool C69856 6.500% 08/01/32		09/01/2008	Paydown		94	94	98	98		(4)		(4)		94			0	4	08/01/2032	1
31287X G5 9	FHLMC Gold Pool C70220 6.500% 08/01/32		09/01/2008	Paydown		269	269	280	279		(10)		(10)		269			0	11	08/01/2032	1
31287X QT 6	FHLMC Gold Pool C70466 6.500% 09/01/32		09/01/2008	Paydown		806	806	839	837		(30)		(30)		806			0	35	09/01/2032	1
31287Y DE 1	FHLMC Gold Pool C71001 6.500% 09/01/32		09/01/2008	Paydown		433	433	450	450		(17)		(17)		433			0	19	09/01/2032	1
31287Y MX 9	FHLMC Gold Pool C71274 6.500% 04/01/32		09/01/2008	Paydown		514	514	534	533		(20)		(20)		514			0	20	04/01/2032	1
31287Y MZ 4	FHLMC Gold Pool C71276 6.500% 04/01/32		09/01/2008	Paydown		1,990	1,990	2,070	2,067		(77)		(77)		1,990			0	96	04/01/2032	1
3128H3 YL 9	FHLMC Gold Pool E96115 5.000% 05/01/18		09/01/2008	Paydown		28,407	28,407	29,049	28,888		(481)		(481)		28,407			0	967	05/01/2018	1
3128M5 U8 1	FHLMC Gold Pool G03907 6.000% 02/01/38		09/01/2008	Paydown		213,921	213,921	215,960			(2,039)		(2,039)		213,921			0	6,028	02/01/2038	1
31292H G4 0	FHLMC Gold Pool C01119 6.500% 11/01/30		09/01/2008	Paydown		153	153	152	152		1		1		153			0	6	11/01/2030	1
31294C 7M 9	FHLMC Gold Pool C36300 6.500% 02/01/30		09/01/2008	Paydown		57	57	57	57				0		57			0	2	02/01/2030	1
31294C SN 4	FHLMC Gold Pool C35925 6.500% 01/01/30		09/01/2008	Paydown		116	116	115	115		1		1		116			0	5	01/01/2030	1
31294D GQ 8	FHLMC Gold Pool C36507 6.500% 02/01/30		09/01/2008	Paydown		11	11	11	11				0		11			0		02/01/2030	1
31296L PC 9	FHLMC Gold Gold Pool A1 6.500% 08/01/33		09/01/2008	Paydown		14,653	14,653	15,184	15,166		(513)		(513)		14,653			0	557	08/01/2033	1
31297C SG 6	FHLMC Gold Pool A25019 5.000% 07/01/34		09/01/2008	Paydown		105,468	105,468	104,694	104,713		755		755		105,468			0	3,096	07/01/2034	1
31297G WN 7	FHLMC Gold Pool A28753 5.000% 11/01/34		09/01/2008	Paydown		7,967	7,967	7,909	7,912		55		55		7,967			0	266	11/01/2034	1
31298A F5 7	FHLMC Gold Pool C41988 6.500% 09/01/30		09/01/2008	Paydown		237	237	235	235		2		2		237			0	10	09/01/2030	1

QE052

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator
31298D 3K 1	FHLMC Gold Pool C45302 6.500% 12/01/30.	...	09/01/2008	Paydown.....		215	215	213	213				2	2	215			0	9	12/01/2030	1.....
31298D XL 6	FHLMC Gold Pool C45183 6.500% 12/01/30.	...	09/01/2008	Paydown.....		287	287	285	285				2	2	287			0	12	12/01/2030	1.....
31298E L9 4	FHLMC Gold Pool C45752 6.500% 12/01/30.	...	09/01/2008	Paydown.....		6,215	6,215	6,166	6,169				46	46	6,215			0	302	12/01/2030	1.....
31298F WY 4	FHLMC Gold Pool C46963 6.500% 01/01/31.	...	09/01/2008	Paydown.....		63	63	63	63				1	1	63			0	3	01/01/2031	1.....
31335H RZ 8	FHLMC Gold Pool C90504 6.500% 12/01/21.	...	09/01/2008	Paydown.....		4,767	4,767	4,957	4,938			(170)	(170)	4,767			0	210	12/01/2021	1.....	
31371K BS 9	FNMA Pool 253949 6.500% 09/01/31.....	...	09/01/2008	Paydown.....		463	463	478	477			(14)	(14)	463			0	20	09/01/2031	1.....	
31371K DL 2	FNMA Pool 254007 6.500% 10/01/31.....	...	09/01/2008	Paydown.....		1,124	1,124	1,172	1,169			(45)	(45)	1,124			0	48	10/01/2031	1.....	
31371K F3 0	FNMA Pool 254086 6.500% 11/01/21.....	...	09/01/2008	Paydown.....		3,592	3,592	3,744	3,726			(134)	(134)	3,592			0	150	11/01/2021	1.....	
31371K LU 3	FNMA Pool 254239 6.500% 03/01/32.....	...	09/01/2008	Paydown.....		16,162	16,162	16,991	16,957			(795)	(795)	16,162			0	700	03/01/2032	1.....	
31371K UC 3	FNMA Pool 254479 6.500% 10/01/32.....	...	09/01/2008	Paydown.....		14,008	14,008	14,459	14,442			(433)	(433)	14,008			0	587	10/01/2032	1.....	
31371L EV 7	FNMA Pool 254948 6.500% 10/01/33.....	...	09/01/2008	Paydown.....		9,043	9,043	9,428	9,416			(374)	(374)	9,043			0	392	10/01/2033	1.....	
31371L RR 2	FNMA Pool 255296 6.500% 06/01/34.....	...	09/01/2008	Paydown.....		7,304	7,304	7,539	7,531			(228)	(228)	7,304			0	310	06/01/2034	1.....	
31371M AF 4	FNMA Pool 255706 5.500% 05/01/35.....	...	09/01/2008	Paydown.....		19,120	19,120	18,857	18,860			261	261	19,120			0	693	05/01/2035	1.....	
31375K GZ 4	FNMA Pool 336916 6.500% 02/01/26.....	...	09/01/2008	Paydown.....		34	34	35	35			(1)	(1)	34			0	1	02/01/2026	1.....	
31376K MK 9	FNMA Pool 357762 5.500% 04/01/35.....	...	09/01/2008	Paydown.....		20,065	20,065	19,789	19,792			274	274	20,065			0	727	04/01/2035	1.....	
31377R C4 0	FNMA Pool 384491 5.655% 11/01/11.....	...	09/01/2008	Paydown.....		757	757	736	746			11	11	757			0	29	11/01/2011	1.....	
31377R JC 5	FNMA Pool 384659 6.190% 01/01/12.....	...	09/01/2008	Paydown.....		1,204	1,204	1,204	1,201			3	3	1,204			0	50	01/01/2012	1.....	
31377R PS 3	FNMA Pool 384833 6.070% 03/01/12.....	...	09/01/2008	Paydown.....		675	675	672	672			3	3	675			0	28	03/01/2012	1.....	
31377R RX 0	FNMA Pool 384902 5.880% 03/01/12.....	...	09/01/2008	Paydown.....		699	699	685	691			8	8	699			0	28	03/01/2012	1.....	
31380J PB 3	FNMA Pool 441518 6.500% 08/01/28.....	...	09/01/2008	Paydown.....		16	16	16	16			(1)	(1)	16			0	1	08/01/2028	1.....	
31382P AC 8	FNMA Pool 488719 6.500% 03/01/29.....	...	09/01/2008	Paydown.....		476	476	496	494			(18)	(18)	476			0	21	03/01/2029	1.....	
31382R NY 5	FNMA Pool 490107 6.500% 03/01/29.....	...	09/01/2008	Paydown.....		6,194	6,194	6,447	6,428			(234)	(234)	6,194			0	252	03/01/2029	1.....	
31383C U6 0	FNMA Pool 499305 6.500% 08/01/29.....	...	09/01/2008	Paydown.....		7,473	7,473	7,779	7,765			(292)	(292)	7,473			0	289	08/01/2029	1.....	
31383D 5S 8	FNMA Pool 500457 6.500% 06/01/29.....	...	09/01/2008	Paydown.....		126	126	131	130			(5)	(5)	126			0	5	06/01/2029	1.....	
31383J GU 9	FNMA Pool 504983 6.500% 08/01/29.....	...	09/01/2008	Paydown.....		231	231	240	240			(9)	(9)	231			0	10	08/01/2029	1.....	
31383J XE 5	FNMA Pool 504777 6.500% 10/01/29.....	...	09/01/2008	Paydown.....		46	46	48	48			(2)	(2)	46			0	2	10/01/2029	1.....	
31383L TV 7	FNMA Pool 506464 6.500% 08/01/29.....	...	09/01/2008	Paydown.....		17	17	17	17			(1)	(1)	17			0	1	08/01/2029	1.....	
31384V YU 0	FNMA Pool 535423 6.500% 07/01/30.....	...	09/01/2008	Paydown.....		1,152	1,152	1,201	1,199			(47)	(47)	1,152			0	49	07/01/2030	1.....	
31385H QR 6	FNMA Pool 545064 6.500% 06/01/31.....	...	09/01/2008	Paydown.....		1,919	1,919	2,001	1,997			(79)	(79)	1,919			0	82	06/01/2031	1.....	
31385J K8 0	FNMA Pool 545819 6.500% 08/01/32.....	...	09/01/2008	Paydown.....		17,446	17,446	18,146	18,114			(668)	(668)	17,446			0	744	08/01/2032	1.....	
31385X Q9 1	FNMA Pool 555880 5.500% 11/01/33.....	...	09/01/2008	Paydown.....		2,808	2,808	2,792	2,792			17	17	2,808			0	102	11/01/2033	1.....	
31386U ZE 5	FNMA Pool 574141 6.500% 05/01/31.....	...	09/01/2008	Paydown.....		29,068	29,068	30,257	30,193			(1,125)	(1,125)	29,068			0	1,104	05/01/2031	1.....	
31387N 3G 0	FNMA Pool 589499 6.500% 08/01/31.....	...	09/01/2008	Paydown.....		137	137	143	143			(6)	(6)	137			0	6	08/01/2031	1.....	
31387P QN 5	FNMA Pool 590061 6.500% 06/01/31.....	...	09/01/2008	Paydown.....		1,753	1,753	1,825	1,821			(68)	(68)	1,753			0	76	06/01/2031	1.....	
31387T W5 9	FNMA Pool 593868 6.500% 07/01/31.....	...	09/01/2008	Paydown.....		4	4	4	4			0	0	4			0		07/01/2031	1.....	
31388K KZ 4	FNMA Pool 607012 6.500% 10/01/31.....	...	09/01/2008	Paydown.....		722	722	752	750			(28)	(28)	722			0	35	10/01/2031	1.....	
31388L CK 4	FNMA Pool 607674 6.500% 11/01/31.....	...	09/01/2008	Paydown.....		13	13	13	13			0	0	13			0	1	11/01/2031	1.....	
31388N PT 7	FNMA Pool 609834 6.500% 10/01/31.....	...	09/01/2008	Paydown.....		2	2	2	2			0	0	2			0		10/01/2031	1.....	
31388U CU 2	FNMA Pool 614883 6.500% 11/01/31.....	...	09/01/2008	Paydown.....		8	8	9	9			0	0	8			0		11/01/2031	1.....	
31388Y ZU 9	FNMA Pool 619155 6.500% 03/01/32.....	...	09/01/2008	Paydown.....		7,223	7,223	7,526	7,513			(290)	(290)	7,223			0	333	03/01/2032	1.....	
31389N 5W 1	FNMA Pool 630961 6.500% 02/01/32.....	...	09/01/2008	Paydown.....		1,343	1,343	1,401	1,398			(55)	(55)	1,343			0	58	02/01/2032	1.....	
31389Y QS 3	FNMA Pool 639565 6.500% 04/01/32.....	...	09/01/2008	Paydown.....		217	217	226	226			(9)	(9)	217			0	9	04/01/2032	1.....	
31390L J4 9	FNMA Pool 649283 6.500% 08/01/32.....	...	09/01/2008	Paydown.....		1,057	1,057	1,102	1,101			(43)	(43)	1,057			0	46	08/01/2032	1.....	
31390N GX 5	FNMA Pool 651686 6.500% 08/01/32.....	...	09/01/2008	Paydown.....		46	46	48	48			(2)	(2)	46			0	2	08/01/2032	1.....	
31390P GD 3	FNMA Pool 651896 6.500% 08/01/32.....	...	09/01/2008	Paydown.....		8,979	8,979	9,268	9,258			(278)	(278)	8,979			0	370	08/01/2032	1.....	
31391B 6D 4	FNMA Pool 662468 6.500% 10/01/32.....	...	09/01/2008	Paydown.....		2,508	2,508	2,636	2,624			(116)	(116)	2,508			0	108	10/01/2032	1.....	
31391K 5X 1	FNMA Pool 669662 6.500% 05/01/32.....	...	09/01/2008	Paydown.....		16,430	16,430	17,164	17,131			(701)	(701)	16,430			0	713	05/01/2032	1.....	
31391L AP 0	FNMA Pool 669714 6.500% 11/01/32.....	...	09/01/2008	Paydown.....		14	14	14	14			(1)	(1)	14			0	1	11/01/2032	1.....	
31391L X7 5	FNMA Pool 670402 6.500% 06/01/32.....	...	09/01/2008	Paydown.....		7,024	7,024	7,264	7,253			(229)	(229)	7,024			0	293	06/01/2032	1.....	

QE053

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indicator
31391Q TB 0	FNMA Pool 673846 6.500% 10/01/29.....		09/01/2008	Paydown.....		59	59	61	61		(2)		(2)		59			0	3	10/01/2029	1.....
31391S 5M 8	FNMA Pool 675952 6.500% 04/01/32.....		09/01/2008	Paydown.....		377	377	393	392		(15)		(15)		377			0	16	04/01/2032	1.....
31391V BB 8	FNMA Pool 677834 6.500% 01/01/33.....		09/01/2008	Paydown.....		3,274	3,274	3,379	3,376		(102)		(102)		3,274			0	134	01/01/2033	1.....
31393R ZN 3	FHLMC 2627 BG 3.250% 06/15/17.....		09/01/2008	Paydown.....		4,446	4,446	4,265	4,306		140		140		4,446			0	96	06/15/2017	1.....
31395N GR 2	FNMA 2006-53 PA 5.500% 12/25/26.....		09/01/2008	Paydown.....		128,301	128,301	127,885	127,862		439		439		128,301			0	4,688	12/25/2026	1.....
31400C GQ 1	FNMA Pool 683407 6.500% 02/01/33.....		09/01/2008	Paydown.....		533	533	560	559		(25)		(25)		533			0	23	02/01/2033	1.....
31400V KR 2	FNMA Pool 698804 6.500% 04/01/33.....		09/01/2008	Paydown.....		779	779	804	801		(23)		(23)		779			0	34	04/01/2033	1.....
31400W WF 9	FNMA Pool 699886 6.500% 04/01/33.....		09/01/2008	Paydown.....		549	549	577	576		(27)		(27)		549			0	24	04/01/2033	1.....
31401X CY 1	FNMA Pool 721087 6.500% 10/01/33.....		09/01/2008	Paydown.....		2,421	2,421	2,545	2,541		(120)		(120)		2,421			0	105	10/01/2033	1.....
31401Y DB 8	FNMA Pool 721998 6.500% 06/01/33.....		09/01/2008	Paydown.....		994	994	1,045	1,040		(46)		(46)		994			0	43	06/01/2033	1.....
31402C 4B 5	FNMA Pool 725418 6.500% 05/01/34.....		09/01/2008	Paydown.....		31,203	31,203	32,651	32,607		(1,404)		(1,404)		31,203			0	1,350	05/01/2034	1.....
31402C WF 5	FNMA Pool 725246 6.500% 01/01/34.....		09/01/2008	Paydown.....		25	25	26	26		(1)		(1)		25			0	1	01/01/2034	1.....
31402D C9 9	FNMA Pool 725596 6.500% 03/01/34.....		09/01/2008	Paydown.....		4,015	4,015	4,213	4,207		(192)		(192)		4,015			0	170	03/01/2034	1.....
31402F 3S 2	FNMA Pool 728109 5.000% 07/01/33.....		09/01/2008	Paydown.....		20,406	20,406	19,659	19,668		738		738		20,406			0	671	07/01/2033	1.....
31402Q TR 2	FNMA Pool 735060 6.000% 11/01/34.....		09/01/2008	Paydown.....		2,173	2,173	2,240	2,238		(64)		(64)		2,173			0	85	11/01/2034	1.....
31402W CK 2	FNMA Pool 739974 5.500% 09/01/33.....		09/01/2008	Paydown.....		24,039	24,039	23,896	23,897		142		142		24,039			0	800	09/01/2033	1.....
31403D D9 7	FNMA Pool 745428 5.500% 01/01/36.....		09/01/2008	Paydown.....		8,268	8,268	8,154	8,155		113		113		8,268			0	299	01/01/2036	1.....
31403G SS 2	FNMA Pool 748529 6.500% 10/01/33.....		09/01/2008	Paydown.....		311	311	327	327		(15)		(15)		311			0	14	10/01/2033	1.....
31403N QD 2	FNMA Pool 753852 6.500% 12/01/33.....		09/01/2008	Paydown.....		1,308	1,308	1,350	1,348		(41)		(41)		1,308			0	57	12/01/2033	1.....
31403V S8 3	FNMA Pool 759343 6.500% 01/01/34.....		09/01/2008	Paydown.....		225	225	235	234		(9)		(9)		225			0	10	01/01/2034	1.....
31404B R7 9	FNMA Pool 763810 6.500% 11/01/33.....		09/01/2008	Paydown.....		1,110	1,110	1,145	1,144		(34)		(34)		1,110			0	48	11/01/2033	1.....
31404E N6 9	FNMA Pool 766413 6.500% 03/01/34.....		09/01/2008	Paydown.....		176	176	185	185		(8)		(8)		176			0	8	03/01/2034	1.....
31404F V6 7	FNMA Pool 767537 6.500% 02/01/34.....		09/01/2008	Paydown.....		64	64	67	66		(2)		(2)		64			0	3	02/01/2034	1.....
31404H K7 3	FNMA Pool 769018 6.500% 12/01/31.....		09/01/2008	Paydown.....		6,073	6,073	6,268	6,259		(187)		(187)		6,073			0	255	12/01/2031	1.....
31404Q D3 0	FNMA Pool 775122 6.500% 05/01/34.....		09/01/2008	Paydown.....		13,550	13,550	14,128	14,110		(560)		(560)		13,550			0	587	05/01/2034	1.....
31404T YM 9	FNMA Pool 778416 5.500% 07/01/35.....		09/01/2008	Paydown.....		3,406	3,406	3,359	3,359		46		46		3,406			0	125	07/01/2035	1.....
31405A CF 8	FNMA Pool 783170 6.500% 06/01/34.....		09/01/2008	Paydown.....		45	45	47	47		(1)		(1)		45			0	2	06/01/2034	1.....
31405D CR 6	FNMA Pool 785880 6.500% 07/01/34.....		09/01/2008	Paydown.....		1,642	1,642	1,695	1,690		(48)		(48)		1,642			0	71	07/01/2034	1.....
31405D KN 6	FNMA Pool 786101 6.500% 07/01/34.....		09/01/2008	Paydown.....		1,138	1,138	1,194	1,193		(54)		(54)		1,138			0	49	07/01/2034	1.....
31405V H2 6	FNMA Pool 800449 5.000% 10/01/34.....		09/01/2008	Paydown.....		13,293	13,293	13,217	13,218		76		76		13,293			0	443	10/01/2034	1.....
31405V KD 8	FNMA Pool 800492 5.000% 10/01/34.....		09/01/2008	Paydown.....		6,810	6,810	6,770	6,771		39		39		6,810			0	227	10/01/2034	1.....
31405W VF 9	FNMA Pool 801714 5.000% 10/01/34.....		09/01/2008	Paydown.....		8,293	8,293	8,245	8,246		47		47		8,293			0	261	10/01/2034	1.....
31406U PD 4	FNMA Pool 820420 5.500% 04/01/35.....		09/01/2008	Paydown.....		2,788	2,788	2,750	2,751		38		38		2,788			0	102	04/01/2035	1.....
31407F 2L 3	FNMA Pool 829779 5.500% 05/01/36.....		09/01/2008	Paydown.....		15,120	15,120	15,028	15,028		92		92		15,120			0	529	05/01/2036	1.....
31407H BT 2	FNMA Pool 830850 5.500% 07/01/35.....		09/01/2008	Paydown.....		20,172	20,172	19,894	19,897		275		275		20,172			0	745	07/01/2035	1.....
31407H ES 1	FNMA Pool 830956 5.500% 08/01/35.....		09/01/2008	Paydown.....		10,301	10,301	10,160	10,161		140		140		10,301			0	371	08/01/2035	1.....
31407J EJ 7	FNMA Pool 831837 5.500% 09/01/36.....		09/01/2008	Paydown.....		654	654	650	650		4		4		654			0	24	09/01/2036	1.....
31407J RE 4	FNMA Pool 832185 5.000% 12/01/35.....		09/01/2008	Paydown.....		105,987	105,987	102,534	102,629		3,359		3,359		105,987			0	3,510	12/01/2035	1.....
31407M ZY 4	FNMA Pool 835159 5.500% 08/01/30.....		09/01/2008	Paydown.....		981	981	967	967		13		13		981			0	36	08/01/2030	1.....
31407R QF 4	FNMA Pool 838454 5.500% 09/01/35.....		09/01/2008	Paydown.....		39,823	39,823	39,275	39,279		543		543		39,823			0	1,459	09/01/2035	1.....
31407S N2 4	FNMA Pool 839309 5.500% 09/01/35.....		09/01/2008	Paydown.....		22,287	22,287	21,981	21,983		304		304		22,287			0	855	09/01/2035	1.....
31407T HU 7	FNMA Pool 840043 5.500% 09/01/35.....		09/01/2008	Paydown.....		3,798	3,798	3,746	3,746		52		52		3,798			0	140	09/01/2035	1.....
31408F LW 7	FNMA Pool 850041 5.500% 06/01/36.....		09/01/2008	Paydown.....		644	644	640	640		4		4		644			0	24	06/01/2036	1.....
31409C 4T 9	FNMA Pool 867634 5.500% 04/01/36.....		09/01/2008	Paydown.....		21,713	21,713	21,580	21,581		132		132		21,713			0	785	04/01/2036	1.....
31409C 5B 7	FNMA Pool 867642 5.500% 05/01/36.....		09/01/2008	Paydown.....		36,980	36,980	36,754	36,755		226		226		36,980			0	1,354	05/01/2036	1.....
31409C W8 4	FNMA Pool 867471 5.500% 06/01/36.....		09/01/2008	Paydown.....		3,538	3,538	3,516	3,516		22		22		3,538			0	129	06/01/2036	1.....
31409F GG 7	FNMA Pool 869699 5.500% 04/01/36.....		09/01/2008	Paydown.....		10,154	10,154	10,092	10,092		62		62		10,154			0	329	04/01/2036	1.....
31409G 4J 2	FNMA Pool 871225 5.500% 04/01/36.....		09/01/2008	Paydown.....		23,104	23,104	22,963	22,963		141		141		23,104			0	864	04/01/2036	1.....
31409J EA 4	FNMA Pool 872329 5.500% 05/01/36.....		09/01/2008	Paydown.....		23,618	23,618	23,473	23,474		144		144		23,618			0	923	05/01/2036	1.....

QE054

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator
31409J UL 2	FNMA Pool 872787 5.500% 06/01/36.....		09/01/2008	Paydown.....		12,164	12,164	12,089	12,089		74		74		12,164			0	454	06/01/2036	1.....
31409X GF 0	FNMA Pool 881398 5.500% 05/01/36.....		09/01/2008	Paydown.....		7,263	7,263	7,218	7,218		44		44		7,263			0	289	05/01/2036	1.....
31409X KU 2	FNMA Pool 881507 5.500% 04/01/36.....		09/01/2008	Paydown.....		603	603	599	599		4		4		603			0	22	04/01/2036	1.....
31409Y KK 2	FNMA Pool 882398 5.500% 05/01/36.....		09/01/2008	Paydown.....		3,472	3,472	3,450	3,450		21		21		3,472			0	127	05/01/2036	1.....
31410A JA 5	FNMA Pool 883257 5.500% 07/01/36.....		09/01/2008	Paydown.....		21,366	21,366	21,235	21,235		130		130		21,366			0	760	07/01/2036	1.....
31410B AE 4	FNMA Pool 883905 5.500% 05/01/36.....		09/01/2008	Paydown.....		733	733	729	729		4		4		733			0	26	05/01/2036	1.....
31410B EB 6	FNMA Pool 884030 5.500% 05/01/36.....		09/01/2008	Paydown.....		14,407	14,407	14,319	14,319		88		88		14,407			0	519	05/01/2036	1.....
31410F EC 5	FNMA Pool 887631 5.500% 07/01/36.....		09/01/2008	Paydown.....		2,929	2,929	2,911	2,911		18		18		2,929			0	107	07/01/2036	1.....
31410M QF 0	FNMA Pool 891554 5.500% 05/01/36.....		09/01/2008	Paydown.....		899	899	893	893		5		5		899			0	33	05/01/2036	1.....
31410N RN 0	FNMA Pool 892493 5.500% 08/01/36.....		09/01/2008	Paydown.....		2,271	2,271	2,257	2,257		14		14		2,271			0	83	08/01/2036	1.....
31410Q PK 1	FNMA Pool 894226 5.500% 11/01/36.....		09/01/2008	Paydown.....		6,913	6,913	6,871	6,871		42		42		6,913			0	243	11/01/2036	1.....
31410S JR 9	FNMA Pool 895872 5.500% 06/01/36.....		09/01/2008	Paydown.....		785	785	781	781		5		5		785			0	29	06/01/2036	1.....
31410X HZ 2	FNMA Pool 900348 5.500% 09/01/36.....		09/01/2008	Paydown.....		14,587	14,587	14,498	14,498		89		89		14,587			0	481	09/01/2036	1.....
31411A PZ 2	FNMA Pool 902340 5.500% 11/01/36.....		09/01/2008	Paydown.....		21,774	21,774	21,640	21,641		133		133		21,774			0	791	11/01/2036	1.....
31411A R8 0	FNMA Pool 902411 5.500% 11/01/36.....		09/01/2008	Paydown.....		718	718	713	713		4		4		718			0	26	11/01/2036	1.....
31411C GJ 4	FNMA Pool 903901 5.500% 11/01/36.....		09/01/2008	Paydown.....		66,677	66,677	66,268	66,271		406		406		66,677			0	2,141	11/01/2036	1.....
31411D 5K 1	FNMA Pool 905450 5.500% 11/01/36.....		09/01/2008	Paydown.....		762	762	757	757		5		5		762			0	28	11/01/2036	1.....
31411D Z4 4	FNMA Pool 905363 5.500% 12/01/36.....		09/01/2008	Paydown.....		3,078	3,078	3,059	3,059		19		19		3,078			0	113	12/01/2036	1.....
31411J RS 7	FNMA Pool 909597 5.500% 02/01/37.....		09/01/2008	Paydown.....		112,838	112,838	113,596		(758)		(758)		112,838			0	1,437	02/01/2037	1.....	
38374L 5Y 3	GNMA 2005-74 HB 7.500% 09/16/35.....		09/01/2008	Paydown.....		79	79	84	83		(4)		(4)		79			0	4	08/16/2028	1.....
38374L 5Z 0	GNMA 2005-74 HC 7.500% 09/16/35.....		09/01/2008	Paydown.....		442	442	471	466		(23)		(23)		442			0	22	09/16/2031	1.....
718904 QT 5	Phoenix Ariz Indl Dev A 5.500% 12/01/38.....		09/01/2008	Call 100.0000.....		18,314	18,314	19,310	19,280		(27)		(27)		19,253		(939)	(939)	654	12/01/2038	1FE.....
880459 R2 0	Tennessee Hsg Dev Agy A 5.000% 07/01/34.....		07/01/2008	Call 100.0000.....		10,000	10,000	10,112	10,104		(8)		(8)		10,096		(96)	(96)	500	07/01/2034	1FE.....
3199999	Total - Bonds - Special Revenue & Assessment.....					1,556,112	1,556,112	1,561,510	1,231,454	0	(3,860)	0	(3,860)	0	1,557,147	0	(1,035)	(1,035)	52,194	XXX	XXX
Bonds - Public Utilities																					
594457 BQ 5	Michigan Cons Gas 6.125% 09/01/08.....		09/01/2008	Maturity.....		500,000	500,000	499,080	499,897		103		103		500,000			0	30,625	09/01/2008	2FE.....
3899999	Total - Bonds - Public Utilities.....					500,000	500,000	499,080	499,897	0	103	0	103	0	500,000	0	0	0	30,625	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00103R BA 3	AESOP Funding II LLC 2.860% 08/20/09.....		08/20/2008	Paydown.....		133,333	133,333	132,593	132,593		740		740		133,333			0	2,383	08/20/2009	2FE.....
05949A UW 8	Bank of America Mortgage 4.759% 11/25/34.....		09/01/2008	Paydown.....		1,724	1,724	1,731	1,729		(5)		(5)		1,724			0	54	10/25/2034	1FE.....
07383F AB 4	Bear Stearns Commercial 6.440% 06/16/30.....		09/01/2008	Paydown.....		9,587	9,587	10,484	9,740		(153)		(153)		9,587			0	409	06/16/2009	1FE.....
073902 CC 0	Bear Stearns Companies 2.875% 07/02/08.....		07/02/2008	Maturity.....		100,000	100,000	99,934	99,283		717		717		100,000			0	2,875	07/02/2008	1FE.....
097014 AJ 3	Boeing Capital Corp 4.750% 08/25/08.....		08/25/2008	Maturity.....		45,000	45,000	45,114	45,016		(16)		(16)		45,000			0	2,138	08/25/2008	1FE.....
12669G NL 1	Countrywide Home Loans 3.477% 03/25/35.....		09/25/2008	Paydown.....		1,016	1,016	1,001	1,001		15		15		1,016			0	22	03/25/2035	1FE.....
161505 CW 0	Chase Commercial Mortga 6.390% 11/18/30.....		09/01/2008	Paydown.....		166,250	166,250	181,726	168,541		(2,291)		(2,291)		166,250			0	7,359	11/18/2008	1FE.....
20033T AG 0	Comed Transitional Fund 5.740% 12/25/10.....		09/25/2008	Paydown.....		247,736	247,736	264,806	254,297		(6,562)		(6,562)		247,736			0	10,665	12/25/2010	1FE.....
36242D H5 5	GSR Mortgage Loan Trust 6.379% 04/25/35.....		09/01/2008	Paydown.....		3,427	3,427	3,437	3,431		(4)		(4)		3,427			0	141	01/25/2033	1FE.....
49228R AE 3	Kern River Funding 144A 4.893% 04/30/18.....		09/30/2008	Redemption 100.0000.....		7,000	7,000	7,000	7,000		0		0		7,000			0	228	04/30/2018	1FE.....
61746W DV 0	Morgan Stanley Dean Wit 7.200% 10/15/33.....		09/01/2008	Paydown.....		923	923	975	933		(10)		(10)		923			0	44	08/15/2010	1FE.....
61746W MV 9	Morgan Stanley Dean Wit 6.510% 04/15/34.....		09/01/2008	Paydown.....		3,774	3,774	4,211	3,966		(192)		(192)		3,774			0	175	02/15/2012	1FE.....
76110N AA 4	Residential Mortgage Lo 4.000% 09/25/29.....		07/25/2008	Paydown.....		35	35	35	35		0		0		35			0	1	02/25/2026	1FE.....
81744F EV 5	Sequoia Mortgage Trust 3.508% 11/20/34.....		09/20/2008	Paydown.....		343	343	341	341		2		2		343			0	7	11/20/2034	1FE.....
94981N AH 8	Wells Fargo Mtge Backed 4.537% 04/25/35.....		09/01/2008	Paydown.....		7,301	7,301	7,282	7,282		20		20		7,301			0	221	04/25/2035	1FE.....
4599999	Total - Bonds - Industrial & Miscellaneous.....					727,449	727,449	756,670	735,188	0	(7,739)	0	(7,739)	0	727,449	0	0	0	26,722	XXX	XXX
6099997	Total - Bonds - Part 4.....					7,732,049	7,732,049	7,665,356	7,394,601	0	8,930	0	8,930	0	7,733,084	0	(1,035)	(1,035)	297,045	XXX	XXX
6099999	Total - Bonds.....					7,732,049	7,732,049	7,665,356	7,394,601	0	8,930	0	8,930	0	7,733,084	0	(1,035)	(1,035)	297,045	XXX	XXX
Common Stocks - Mutual Funds																					
922020 10 2	Vanguard Asset Allocati.....		09/23/2008	Direct.....		2,574,000	64,574	XXX	73,416				0		73,416		(8,841)	(8,841)	744	XXX	L.....
7099999	Total - Common Stocks - Mutual Funds.....					64,574	XXX	73,416	0	0	0	0	0	0	73,416	0	(8,841)	(8,841)	744	XXX	XXX

QE055

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 Design- ation 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.							
7299997.	Total - Common Stocks - Part 4.....					64,574	.XXX	73,416	.0	.0	.0	.0	.0	.0	73,416	.0	(8,841)	(8,841)	744	.XXX	.XXX
7299999.	Total - Common Stocks.....					64,574	.XXX	73,416	.0	.0	.0	.0	.0	.0	73,416	.0	(8,841)	(8,841)	744	.XXX	.XXX
7399999.	Total - Preferred and Common Stocks.....					64,574	.XXX	73,416	.0	.0	.0	.0	.0	.0	73,416	.0	(8,841)	(8,841)	744	.XXX	.XXX
7499999.	Total - Bonds, Preferred and Common Stocks.....					7,796,623	.XXX	7,738,772	7,394,601	.0	8,930	.0	8,930	.0	7,806,500	.0	(9,876)	(9,876)	297,789	.XXX	.XXX

(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								
Bank of America.....	Hartford, CT.....				.....3,143,998	.....6,985,499	.....12,556,981	XXX
Citibank.....	Wilmington, DE.....				.....2,069,478	.....23,462	.....465,933	XXX
Bank of America.....	Hartford, CT.....				.....(608,365)	.....(700,718)	.....(744,260)	XXX
Bank of America.....	Hartford, CT.....				.....(15,819,418)	.....(18,208,256)	.....(15,187,815)	XXX
Bank of New York Mellon Corporation.....	New York, NY.....				.....(235,516)	.....(64,970)	.....(169,581)	XXX
contra cash - stale accounts.....					.....1,200,622	.....1,267,684	.....1,299,012	XXX
0199998. Deposits in.....7 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	XXX.....	XXX.....			.....(93,809)	.....(51,056)	.....(81,894)	XXX
0199999. Total Open Depositories.....	XXX.....	XXX.....	.....0	.....0	.....(10,343,010)	.....(10,748,355)	.....(1,861,624)	XXX
0399999. Total Cash on Deposit.....	XXX.....	XXX.....	.....0	.....0	.....(10,343,010)	.....(10,748,355)	.....(1,861,624)	XXX
0599999. Total Cash.....	XXX.....	XXX.....	.....0	.....0	.....(10,343,010)	.....(10,748,355)	.....(1,861,624)	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	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
------------------	-----------	-----------------------	--------------------------	---------------	--------------------------------------	--	-------------------------------------

NONE