



QUARTERLY STATEMENT AS OF March 31, 2006 OF THE CONDITION AND AFFAIRS OF THE **Lincoln Memorial Life Insurance Company**

NAIC Group Code	0722 <small>(Current Period)</small>	0722 <small>(Prior Period)</small>	NAIC Company Code	69833	Employer's ID Number	75-2547834
Organized under the Laws of	Texas		State of Domicile or Port of Entry	Texas		
Country of Domicile	United States of America					
Incorporated/Organized	09/25/1936		Commenced Business	05/24/1938		
Statutory Home Office	1250 S Capital of Texas Hwy, Bldg 1, Ste 470 <small>(Street and Number)</small>			Austin, TX 78746 <small>(City, or Town, State and Zip Code)</small>		
Main Administrative Office	1250 S Capital of Texas Hwy, Bldg 1, Ste 470 <small>(Street and Number)</small>					
	Austin, TX 78746 <small>(City or Town, State and Zip Code)</small>			(512)328-0075 <small>(Area Code) (Telephone Number)</small>		
Mail Address	P O Box 160050 <small>(Street and Number or P.O. Box)</small>			Austin, TX 78716-0050 <small>(City, or Town, State and Zip Code)</small>		
Primary Location of Books and Records	1250 S Capital of Texas Hwy, Bldg 1, Ste 470 <small>(Street and Number)</small>					
	Austin, TX 78746 <small>(City, or Town, State and Zip Code)</small>			(512)328-0075 <small>(Area Code) (Telephone Number)</small>		
Internet Website Address						
Statutory Statement Contact	L J CAPPLEMAN <small>(Name)</small>			(512)328-0075 <small>(Area Code)(Telephone Number)(Extension)</small>		
	stcompliance@forevernetwork.com <small>(E-Mail Address)</small>			(512)328-0072 <small>(Fax Number)</small>		
Policyowner Relations Contact	P O Box 160050 <small>(Street and Number)</small>					
	Austin, TX 78716-0050 <small>(City, or Town, State and Zip Code)</small>			(512)328-0075 <small>(Area Code) (Telephone Number)(Extension)</small>		

OFFICERS

Name	Title
RANDALL J SINGER	President
LARRY K HALE	Chief Financial Officer
DEBORAH R RUGEN	Treasurer
HANS H DAHL	Consulting Actuary
RANDALL K SUTTON	Chief Executive Officer
MARIANNE M JONES	Secretary #

OTHERS

NEKOL PROVINCE, Vice President

DIRECTORS OR TRUSTEES

BRENT D CASSITY	RANDALL J SINGER #
RANDALL K SUTTON	HOWARD A WITTNER
MARIANNE M JONES #	

State of Texas
County of Travis ss

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

(Signature)	(Signature)	(Signature)
DEBORAH R RUGEN	LARRY K HALE	MARIANNE M JONES
(Printed Name)	(Printed Name)	(Printed Name)
Treasurer	Chief Financial Officer	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2006

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

(Notary Public Signature)

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	80,103,264		80,103,264	75,688,120
2. Stocks:				
2.1 Preferred stocks	1,359,152		1,359,152	1,359,152
2.2 Common stocks	183,959		183,959	174,188
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$..... encumbrances)				
4.2 Properties held for the production of income (less \$..... encumbrances)				
4.3 Properties held for sale (less \$..... encumbrances)				
5. Cash (\$.....2,429,925), cash equivalents (\$.....) and short-term investments \$.....7,405,393)	9,835,318		9,835,318	10,179,361
6. Contract loans (including \$..... premium notes)	19,261,303		19,261,303	19,716,460
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets	50,000	50,000		
10. Subtotals, cash and invested assets (Lines 1 to 9)	110,792,996	50,000	110,742,996	107,117,281
11. Title plants less \$..... charged off (for Title insurers only)				
12. Investment income due and accrued	780,805		780,805	505,390
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	803,851		803,851	(240,082)
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums)	3,213,665		3,213,665	911,629
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts	471,355	104,339	367,016	1,212,731
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets (\$.....)				
20. Net adjustments in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				
22. Health care (\$.....) and other amounts receivable	237,222	237,069	153	
23. Aggregate write-ins for other than invested assets	212,876	212,876		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	116,512,770	604,284	115,908,486	109,506,949
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. TOTAL (Lines 24 and 25)	116,512,770	604,284	115,908,486	109,506,949
DETAILS OF WRITE-INS				
0901. Matured T-Bonds	50,000	50,000		
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)	50,000	50,000		
2301. Goodwill	212,876	212,876		
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	212,876	212,876		

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....32,023,419 less \$..... included in Line 6.3 (including \$..... Modco Reserve)	32,023,419	25,939,500
2. Aggregate reserve for accident and health contracts (including \$..... Modco Reserve)		
3. Liability for deposit-type contracts (including \$..... Modco Reserve)		
4. Contract claims:		
4.1 Life	788,390	1,380,390
4.2 Accident and health		
5. Policyholders' dividends \$..... and coupons \$..... due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$..... Modco)		
6.2 Dividends not yet apportioned (including \$..... Modco)		
6.3 Coupons and similar benefits (including \$..... Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident & health contracts received in advance less \$..... discount; including \$..... accident and health premiums	220,478	141,312
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$..... accident and health experience rating refunds		
9.3 Other amounts payable on reinsurance; including \$..... assumed and \$..... ceded		
9.4 Interest Maintenance Reserve	289,947	289,947
10. Commissions to agents due or accrued-life and annuity contracts \$....., accident and health \$..... and deposit-type contract funds \$.....		
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	132,000	132,000
13. Transfers to Separate Accounts due or accrued (net) (Including \$..... accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	91,782	157,534
15.1 Current federal and foreign income taxes, including \$..... on realized capital gains (losses)	2,351,418	2,351,418
15.2 Net deferred tax liability		
16. Unearned investment income	1,807,929	1,909,280
17. Amounts withheld or retained by company as agent or trustee		
18. Amounts held for agents' account, including \$..... agents' credit balances		
19. Remittances and items not allocated	266,280	238,544
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$..... and interest thereon \$.....		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.1 Asset valuation reserve	238,494	238,494
24.2 Reinsurance in unauthorized companies	1,011,252	1,011,252
24.3 Funds held under reinsurance treaties with unauthorized reinsurers	14,984,552	13,791,895
24.4 Payable to parent, subsidiaries and affiliates		
24.5 Drafts outstanding		
24.6 Liability for amounts held under uninsured plans		
24.7 Funds held under coinsurance	48,728,011	48,727,650
24.8 Payable for securities		
24.9 Capital notes \$..... and interest thereon \$.....		
25. Aggregate write-ins for liabilities		
26. TOTAL Liabilities excluding Separate Accounts business (Lines 1 to 25)	102,933,952	96,309,216
27. From Separate Accounts Statement		
28. TOTAL LIABILITIES (Lines 26 and 27)	102,933,952	96,309,216
29. Common capital stock	2,500,000	2,500,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus Notes		
33. Gross paid in and contributed surplus	1,262,265	1,262,265
34. Aggregate write-ins for special surplus funds	4,343,069	4,731,462
35. Unassigned funds (surplus)	4,869,200	4,704,006
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$.....)		
36.2 shares preferred (value included in Line 30 \$.....)		
37. Surplus (Total Lines 31 to 35, Less 36) (including \$..... in Separate Accounts Statement)	10,474,534	10,697,733
38. TOTALS of Lines 29, 30 and 37	12,974,534	13,197,733
39. TOTALS of Lines 28 and 38	115,908,486	109,506,949
DETAILS OF WRITE-INS		
2501. Funds due to reinsurer		
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)		
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. TOTALS (Lines 3101 through 3103 plus 3198) (Line 31 above)		
3401. Reinsurance component	4,343,069	4,731,462
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)	4,343,069	4,731,462

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	10,938,690	2,512,775	12,031,956
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	1,072,004	617,848	2,813,609
4. Amortization of Interest Maintenance Reserve (IMR)			37,450
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	5,896,654	7,617,889	35,525,163
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts			
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income		20	1,383,000
9. TOTALS (Lines 1 to 8.3)	17,907,348	10,748,532	51,791,178
10. Death benefits	3,524,691	2,613,710	12,622,149
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	435	10,491	32,052
13. Disability benefits and benefits under accident and health contracts			
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	10,274	(94,507)	(40,361)
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds			
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	6,083,919	318,703	1,214,702
20. TOTALS (Lines 10 to 19)	9,619,319	2,848,397	13,828,542
21. Commissions on premiums, annuity considerations, and deposit type contract funds (direct business only)	4,959,908	3,966,134	17,387,432
22. Commissions and expense allowances on reinsurance assumed	1,877,316	1,798,400	7,313,261
23. General insurance expenses	723,429	707,261	2,097,802
24. Insurance taxes, licenses and fees, excluding federal income taxes	474,402	478,113	1,787,193
25. Increase in loading on deferred and uncollected premiums	175,644	150,233	579,183
26. Net transfers to or (from) Separate Accounts, net of reinsurance			
27. Aggregate write-ins for deductions			
28. TOTALS (Lines 20 to 27)	17,830,018	9,948,538	42,993,413
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	77,330	799,994	8,797,765
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	77,330	799,994	8,797,765
32. Federal and foreign income taxes incurred (excluding tax on capital gains)			2,666,017
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	77,330	799,994	6,131,748
34. Net realized capital gains or (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$..... (excluding taxes of \$..... transferred to the IMR)	47,796	62,550	1,199
35. Net Income (Line 33 plus Line 34)	125,126	862,544	6,132,947
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	13,197,733	10,912,656	10,912,657
37. Net Income (Line 35)	125,126	862,544	6,132,947
38. Change in net unrealized capital gains or (losses)	2,850	3,083	7,552
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax			314,599
41. Change in nonadmitted assets and related items	37,217	(510,102)	(152,689)
42. Change in liability for reinsurance in unauthorized companies			(1,011,252)
43. Change in reserve on account of change in valuation basis, (increase) or decrease			
44. Change in asset valuation reserve			(22,166)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in			
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance			
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus	(388,393)		(2,983,915)
54. Net change in capital and surplus (Lines 37 through 53)	(223,200)	355,525	2,285,076
55. Capital and surplus, as of statement date (Lines 36 + 54)	12,974,533	11,268,181	13,197,733
DETAILS OF WRITE-INS			
08.301. Miscellaneous income		20	
08.302. Experience rating refund			1,383,000
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. TOTALS (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)		20	1,383,000
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above)			
5301. Reinsurance asset transfer & write-down			
5302.			
5303. Reinsurance component	(388,393)		(2,983,915)
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. TOTALS (Lines 5301 through 5303 plus 5398) (Line 53 above)	(388,393)		(2,983,915)

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	9,454,707	11,540,749
2.	Net investment income	654,681	3,534,264
3.	Miscellaneous income	4,815,967	34,272,512
4.	Total (Lines 1 through 3)	14,925,355	49,347,525
5.	Benefit and loss related payments	4,127,400	11,428,924
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	8,100,807	29,429,384
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) \$..... net of tax on capital gains (losses)		762,075
10.	Total (Lines 5 through 9)	12,228,207	41,620,383
11.	Net cash from operations (Line 4 minus Line 10)	2,697,148	7,727,142
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	5,597,036	43,524,625
12.2	Stocks		473,796
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7	Miscellaneous proceeds		
12.8	Total investment proceeds (Lines 12.1 to 12.7)	5,597,036	43,998,421
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	9,923,823	49,829,905
13.2	Stocks		445,364
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications		780,532
13.7	Total investments acquired (Lines 13.1 to 13.6)	9,923,823	51,055,801
14.	Net increase (or decrease) in contract loans and premium notes	(465,383)	15,747,375
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(3,861,404)	(22,804,755)
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		
16.6	Other cash provided (applied)	820,212	8,606,280
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	820,212	8,606,280
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(344,044)	(6,471,333)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	10,179,361	16,650,693
19.2	End of period (Line 18 plus Line 19.1)	9,835,317	10,179,360

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001		
20.0002		
20.0003		
20.0004		
20.0005		
20.0006		
20.0007		
20.0008		

STATEMENT AS OF **March 31, 2006** OF THE **Lincoln Memorial Life Insurance Company**
Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

	Description	Amount 1	Amount 2
20.0009
20.0010

EXHIBIT 1**DIRECT PREMIUMS AND DEPOSIT - TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance	21,856,058	10,079,627	68,754,751
3. Ordinary individual annuities	45,489	41,221	199,059
4. Credit life (group and individual)			
5. Group life insurance			
6. Group annuities			
7. A & H - group			
8. A & H - credit (group and individual)			
9. A & H - other			
10. Aggregate of all other lines of business			
11. Subtotal	21,901,547	10,120,848	68,953,810
12. Deposit-type contracts			
13. Total	21,901,547	10,120,848	68,953,810
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 through 1003 plus 1098) (Line 10 above)			

Notes to Financial Statement

Wash Sales

The Company had no wash sales as defined in paragraph 7, of SSAP 18, involving transactions with a NAIC designation of 3 or below, or unrated.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the 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[] N/A[X]

- 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 the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....		

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[] No[] N/A[X]
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.12/31/2005.....
- 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.12/31/2000.....
- 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).05/01/2002.....
- 6.4 By what department or departments?
Texas, Missouri

- 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[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

FINANCIAL

- 9.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[] No[X]
- 9.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....

INVESTMENT

- 10.1 Has there been any change in the reporting entity's own preferred or common stock? Yes[] No[X]
- 10.2 If yes, explain:

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

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[] No[X]
- 14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Statement Value
14.21 Bonds		
14.22 Preferred Stock		
14.23 Common Stock		
14.24 Short-Term Investments		
14.25 Mortgages Loans on Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above		

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[] N/A[X]
 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 Part 1 - General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[] No[X]
 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
.....

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, brokers/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
.....

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[] No[X]
 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - LIFE & HEALTH

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:

1.1 Long-Term Mortgages in Good Standing		\$
1.11 Farm Mortgages		\$
1.12 Residential Mortgages		\$
1.13 Commercial Mortgages		\$
1.14 Total Mortgages in Good Standing		\$
1.2 Long-Term Mortgages in good Standing with Restructured Terms		
1.21 Total Mortgages in Good Standing with Restructured Terms		\$
1.3 Long-Term Mortgage Loans upon which Interest is Overdue more than Three Months		
1.31 Farm Mortgages		\$
1.32 Residential Mortgages		\$
1.33 Commercial Mortgages		\$
1.34 Total Mortgages with Interest Overdue more than Three Months		\$
1.4 Long-Term Mortgage Loans in Process of Foreclosure		
1.41 Farm Mortgages		\$
1.42 Residential Mortgages		\$
1.43 Commercial Mortgages		\$
1.44 Total Mortgages in Process of Foreclosure		\$
1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)		\$
1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter		
1.61 Farm Mortgages		\$
1.62 Residential Mortgages		\$
1.63 Commercial Mortgages		\$
1.64 Total Mortgages Foreclosed and Transferred to Real Estate		\$

NONE

STATEMENT AS OF **March 31, 2006** OF THE **Lincoln Memorial Life Insurance Company**
SCHEDULE A - VERIFICATION

Real Estate

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Increase (decrease) by adjustment		
3.	Cost of acquired		
4.	Cost of additions to and permanent improvements		
5.	Total profit (loss) on sales		
6.	Increase (decrease) by foreign exchange adjustment		
7.	Amount received on sales		
8.	Book/adjusted carrying value at end of current period		
9.	Total valuation allowance		
10.	Subtotal (Lines 8 plus 9)		
11.	Total nonadmitted amounts		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount and mortgage interest points and commitment fees		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

NONE

SCHEDULE BA - VERIFICATION

Other Invested Assets

Description		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	77,221,462	70,099,237
2.	Cost of bonds and stocks acquired	9,923,824	50,275,270
3.	Accrual of discount	54,855	80,877
4.	Increase (decrease) by adjustment	9,770	(16,684)
5.	Increase (decrease) by foreign exchange adjustment		
6.	Total profit (loss) on disposal	47,797	809,611
7.	Consideration for bonds and stocks disposed of	5,597,036	43,998,421
8.	Amortization of premium	14,296	28,428
9.	Book/adjusted carrying value, current period	81,646,376	77,221,462
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)	81,646,376	77,221,462
12.	Total nonadmitted amounts		
13.	Statement value	81,646,376	77,221,462

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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	73,047,828	8,951,516	4,532,581	41,027	77,507,790			73,047,828
2. Class 2	2,343,076	279,300	720,364	616	1,902,628			2,343,076
3. Class 3	297,215	693,007	296,294	(1,083)	692,845			297,215
4. Class 4								
5. Class 5								
6. Class 6	1				1			1
7. TOTAL Bonds	75,688,120	9,923,823	5,549,239	40,560	80,103,264			75,688,120
PREFERRED STOCK								
8. Class 1	570,924				570,924			570,924
9. Class 2	533,496				533,496			533,496
10. Class 3	232,232				232,232			232,232
11. Class 4								
12. Class 5								
13. Class 6	22,500				22,500			22,500
14. TOTAL Preferred Stock	1,359,152				1,359,152			1,359,152
15. TOTAL Bonds & Preferred Stock	77,047,272	9,923,823	5,549,239	40,560	81,462,416			77,047,272

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	7,405,393	X X X	7,403,550	78,041	

SCHEDULE DA - PART 2 - Verification**Short-Term Investments Owned**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	10,306,716	9,874,354
2. Cost of short-term investments acquired	1,100,842	15,526,929
3. Increase (decrease) by adjustment		16,219
4. Increase (decrease) by foreign exchange adjustment		
5. Total profit (loss) on disposal of short-term investments		(447)
6. Consideration received on disposal of short-term investments	4,002,165	15,110,339
7. Book/adjusted carrying value, current period	7,405,393	10,306,716
8. Total valuation allowance		
9. Subtotals (Lines 7 plus 8)	7,405,393	10,306,716
10. Total nonadmitted amounts		
11. Statement value (Lines 9 minus 10)	7,405,393	10,306,716
12. Income collected during period	78,041	252,231
13. Income earned during period	78,041	252,231

13 Schedule DB Part F Section 1 NONE

14 Schedule DB Part F Section 2 NONE

SCHEDULE S - CEDED REINSURANCE**Showing all new reinsurers-Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)
Life and annuity - non-affiliates				
00000	AA-1784138	NORTHSTAR REINS IRELAND LTD	Dublin IE	Yes[] No[X] ...

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**Current Year To Date - Allocated by States and Territories**

States, Etc.	1 Is Insurer Licensed? (Yes or No)	Direct Business Only				
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Deposit-Type Contract Funds	6 Other Considerations
		2 Life Insurance Premiums	3 Annuity Considerations			
1. Alabama (AL)	Yes					
2. Alaska (AK)	Yes					
3. Arizona (AZ)	Yes					
4. Arkansas (AR)	Yes					
5. California (CA)	Yes					
6. Colorado (CO)	Yes					
7. Connecticut (CT)	Yes					
8. Delaware (DE)	Yes					
9. District of Columbia (DC)	Yes					
10. Florida (FL)	No					
11. Georgia (GA)	Yes					
12. Hawaii (HI)	No					
13. Idaho (ID)	Yes					
14. Illinois (IL)	Yes					
15. Indiana (IN)	Yes					
16. Iowa (IA)	Yes					
17. Kansas (KS)	Yes					
18. Kentucky (KY)	Yes					
19. Louisiana (LA)	Yes					
20. Maine (ME)	Yes					
21. Maryland (MD)	Yes					
22. Massachusetts (MA)	No					
23. Michigan (MI)	No					
24. Minnesota (MN)	Yes					
25. Mississippi (MS)	Yes					
26. Missouri (MO)	Yes					
27. Montana (MT)	Yes					
28. Nebraska (NE)	Yes					
29. Nevada (NV)	Yes					
30. New Hampshire (NH)	No					
31. New Jersey (NJ)	No					
32. New Mexico (NM)	No					
33. New York (NY)	No					
34. North Carolina (NC)	Yes					
35. North Dakota (ND)	Yes					
36. Ohio (OH)	Yes					
37. Oklahoma (OK)	Yes					
38. Oregon (OR)	Yes					
39. Pennsylvania (PA)	Yes					
40. Rhode Island (RI)	Yes					
41. South Carolina (SC)	Yes					
42. South Dakota (SD)	Yes					
43. Tennessee (TN)	Yes					
44. Texas (TX)	Yes					
45. Utah (UT)	Yes					
46. Vermont (VT)	Yes					
47. Virginia (VA)	Yes					
48. Washington (WA)	Yes					
49. West Virginia (WV)	Yes					
50. Wisconsin (WI)	Yes					
51. Wyoming (WY)	Yes					
52. American Samoa (AS)	No					
53. Guam (GU)	No					
54. Puerto Rico (PR)	No					
55. U.S. Virgin Islands (VI)	No					
56. Northern Mariana Islands (MP)	No					
57. Canada (CN)	No					
58. Aggregate other alien (OT)	X X X					
59. SUBTOTAL	(a) 43					
90. Reporting entity contributions for employee benefits plans	X X X					
91. Dividends or refunds applied to purchase paid-up additions and annuities	X X X					
92. Dividends or refunds applied to shorten endowment or premium paying period	X X X					
93. Premium or annuity considerations waived under disability or other contract provisions	X X X					
94. Aggregate other amounts not allocatable by State	X X X					
95. TOTALS (Direct Business)	X X X					
96. Plus Reinsurance Assumed	X X X					
97. TOTALS (All Business)	X X X					
98. Less Reinsurance Ceded	X X X					
99. TOTALS (All Business) less Reinsurance Ceded	X X X					
DETAILS OF WRITE-INS						
5801.	X X X					
5802.	X X X					
5803.	X X X					
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X					
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X					
9401.	X X X					
9402.	X X X					
9403.	X X X					
9498. Summary of remaining write-ins for Line 94 from overflow page	X X X					
9499. TOTALS (Lines 9401 through 9403 plus 9498) (Line 94 above)	X X X					

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

N O N E

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.

RESPONSES

1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?

No

Explanations:

Bar Codes:

Trusteed Surplus Statement



69833200649000001

2006

Document Code: 490

OVERFLOW PAGE FOR WRITE-INS

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 1 NONE

E02 Schedule B Part 2 NONE

E03 Schedule BA Part 1 NONE

E03 Schedule BA Part 2 NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company 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 - U.S. Governments									
31339Y4S8	FHLB 6.25% 07/16/2018		01/05/2006	MORGAN KEEGAN	X X X	922,500	1,000,000.00	13,715	1
3133XEV97	FHLB 8.25% 03/22/2021		03/22/2006	MORGAN KEEGAN	X X X	999,500	1,000,000.00		1
912828EM8	U S T-NOTE 4.50% 11/15/2010		02/16/2006	Undefined	X X X	1,308,567	1,310,000.00	14,168	1
0399999 Subtotal - Bonds - U.S. Governments					X X X	3,230,567	3,310,000.00	27,883	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
02261WAB5	ALZA CORPORATION 0% 07/28/20		02/24/2006	DEUTCHE BANC SECURITIES	X X X	24,405	30,000.00		1
15189TAM9	CENTERPOINT ENERGY INC		03/16/2006	Undefined	X X X	277,500	240,000.00	3,025	3
25179MAA1	DEVON ENERGY 4.9% 8/15/08		03/10/2006	BEAR, STEARNS, & COMPANY	X X X	33,863	30,000.00	102	1
31395V4X4	FHR 2990 WT 8% 06/15/2035		01/05/2006	WILLIAMS FINANCIAL GROUP	X X X	953,433	954,626.35	4,243	1
31395WB22	FHR 3001 ST 8% CMO 05/15/35		03/01/2006	WILLIAMS FINANCIAL GROUP	X X X	680,742	683,304.13	2,430	1
31396EJG2	FHR 3063 TB 8% 11/15/2035		01/09/2006	MORGAN KEEGAN	X X X	635,825	634,239.22	3,383	1
31396GHA2	FHR 3106 SB 7.7899% 04/15/34		02/24/2006	AMHERST SECURITIES	X X X	996,162	997,408.85	1,942	1
31395BMF7	FNR 2006-10 MS 7.50 % CMO 06/25/35		03/06/2006	WILLIAMS FINANCIAL GROUP	X X X	499,375	500,000.00	521	1
31395BK85	FNR 2006-26 NS 8.5% CMO 04/25/36		03/30/2006	Moloney Securities Co Inc	X X X	796,000	800,000.00	944	1
31395BCH4	FNR 2006-9 TS 8% CMO 02/25/2035		02/28/2006	Undefined	X X X	799,550	800,000.00	4,800	1
372917AN4	GENZYME CORP		03/10/2006	MORGAN STANLEY	X X X	21,875	20,000.00	69	1
749685AK9	RPM INTERNATIONAL, INC.		03/17/2006	CIBC OPPENHAIMER	X X X	154,189	290,000.00	1,364	3
78442PAC0	SLM CORP (FLOAT) 3.11063% 07/25/35		01/20/2006	LEHMAN BROTHERS	X X X	279,720	270,000.00	2,708	1
88165FAA0	TEVA PHARMACEUTICAL FIN CO BV		03/15/2006	Undefined	X X X	279,300	280,000.00	613	2
902118BG2	TYCO INTL LTD		03/03/2006	Undefined	X X X	261,319	210,000.00	875	3
4599999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	6,693,258	6,739,578.55	27,019	X X X
6099997 Subtotal - Bonds - Part 3					X X X	9,923,825	10,049,578.55	54,902	X X X
6099998 Summary Item for Bonds Bought and Sold This Quarter					X X X	X X X	X X X	X X X	X X X
6099999 Subtotal - Bonds					X X X	9,923,825	10,049,578.55	54,902	X X X
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter					X X X	X X X	X X X	X X X	X X X
Common Stock - Industrial and Miscellaneous (Unaffiliated)									
200334100	COMDISCO HOLDING COMPANY INC.		02/16/2006	CHASE BANK	3.000		X X X		L
6899999 Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)					X X X		X X X		X X X
7299997 Subtotal - Common Stock - Part 3					X X X		X X X		X X X
7299998 Summary Item for Common Stock Bought and Sold This Quarter					X X X	X X X	X X X	X X X	X X X
7299999 Subtotal - Common Stocks					X X X		X X X		X X X
7399999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
7499999 Total - Bonds, Preferred and Common Stocks					X X X	9,923,825	X X X	54,902	X X X

E04

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

SCHEDULE D - PART 4**Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter**

1 CUSIP Identification	2 Description	3 F o r e i g n Date	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 Designation 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. Governments																							
912827W81	USTNT 5.625% 2/15/06		02/15/2006	MATURITY	X X X	1,010,000	1,010,000.00	947,328	1,008,983						1,018					28,406	02/15/2006	1	
0399999	Subtotal - Bonds - U.S. Governments				X X X	1,010,000	1,010,000.00	947,328	1,008,983						1,018					28,406	X X X	X X X	
Bonds - Industrial and Miscellaneous (Unaffiliated)																							
05946KWU3	BAFC 2005-3 2A7 7.747% CMO 3/25/35		03/25/2006	PRINCIPAL RECEIPT	X X X	62,987	62,986.91	59,680	59,741						3,246					425	03/25/2035	1	
05949A5D8	BOAMS 2005-4 1A4 8.1366% CMO 05/35		03/25/2006	PRINCIPAL RECEIPT	X X X	32,183	32,182.95	30,091	30,093						2,090					537	05/25/2035	1	
225458KF4	CSFB 2005-3 3A10 8.2167% 7/25/35		03/25/2006	PRINCIPAL RECEIPT	X X X	25,446	25,446.06	24,603	24,632						814					268	07/25/2035	1	
3133T14H2	FHLMC 1612 SC VR 11/15/08		02/15/2006	PRINCIPAL RECEIPT	X X X	31,332	31,331.65	31,293	31,313						18					201	11/15/2008	1	
31393RV56	FHLMC 2631 JC 3.75% CMO 06/15/18		03/15/2006	PRINCIPAL RECEIPT	X X X	2,370	2,369.93	2,382	2,375									(5)	(5)	201	06/15/2018	1	
31393VOM6	FHR 2628 SQ 6.5% CMO 04/15/33		01/15/2006	PRINCIPAL RECEIPT	X X X	7,453	7,453.00	7,229	6,966						487					7,453	04/15/2033	1	
31394GTC1	FHR 2648 SE 7.48% CMO 07/15/33		03/15/2006	PRINCIPAL RECEIPT	X X X	8,639	8,638.68	8,595	8,600										39	39	8,600	07/15/2033	1
31394GAN3	FHR 2648 WS 10% CMO 07/15/33		03/15/2006	PRINCIPAL RECEIPT	X X X	908	907.70	890	890						18					8	07/15/2033	1	
31394HG62	FHR 2660 ST 7.716% CMO 08/15/33		03/15/2006	PRINCIPAL RECEIPT	X X X	29,466	29,466.09	29,359	29,383						1					8	08/15/2033	1	
31394H020	FHR 2663 SL 8.9% CMO 08/15/33		02/15/2006	PRINCIPAL RECEIPT	X X X	5,239	5,238.58	5,134	5,171											32	08/15/2033	1	
31394H038	FHR 2663 SM 9.38% CMO 08/15/33		02/15/2006	PRINCIPAL RECEIPT	X X X	5,239	5,238.58	5,250	5,260											35	08/15/2033	1	
31394GU76	FHR 2666 BA 4.5% CMO 10/15/19		03/15/2006	PRINCIPAL RECEIPT	X X X	25,261	25,261.38	25,325	25,314						(1)					127	10/15/2019	1	
31394HXV8	FHR 2672 KA 5% CMO 09/15/33		03/15/2006	PRINCIPAL RECEIPT	X X X	45,535	45,534.74	45,079	45,140											257	09/15/2033	1	
31394J034	FHR 2676 SB 13.503% CMO 09/15/33		01/15/2006	PRINCIPAL RECEIPT	X X X	12,558	12,558.08	12,417	11,036						(3)					392	09/15/2033	1	
31394PJE4	FHR 2736 SB 10.71% CMO 12/15/33		03/15/2006	PRINCIPAL RECEIPT	X X X	19,101	19,100.50	18,742	18,758											127	12/15/2033	1	
31394PEA7	FHR 2738 SU 14.793% CMO 10/15/33		03/15/2006	PRINCIPAL RECEIPT	X X X	10,188	10,188.14	9,857	8,103						(29)					13	10/15/2033	1	
31394PRJ4	FHR 2744 SE 9.0323% CMO 02/15/34		01/15/2006	PRINCIPAL RECEIPT	X X X	874	873.74	874	874												02/15/2034	1	
31394PRK1	FHR 2744 SM 9% CMO 2/15/34		02/15/2006	PRINCIPAL RECEIPT	X X X	105,586	105,586.32	106,400	106,324						(4)					496	02/15/2034	1	
31394RFD6	FHR 2750 SJ 7.5% CMO 02/15/34		02/09/2006	PRINCIPAL RECEIPT	X X X	12,245	12,244.99	12,092	12,074						(1)					77	02/15/2034	1	
31394TDC6	FHR 2759 EM 5% CMO 03/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	3	2.97	3	3												03/15/2034	1	
31394TWD3	FHR 2764 SH 7.5% CMO 03/15/34		03/01/2006	PRINCIPAL RECEIPT	X X X	27,370	27,370.31	27,849	28,021						(11)					323	03/15/2034	1	
31394TWK7	FHR 2764 SP 7.5% CMO 03/15/34		02/09/2006	PRINCIPAL RECEIPT	X X X	1	0.72	1	1												03/15/2034	1	
31394RRU5	FHR 2771 SM 9% CMO 3/15/34		01/15/2006	PRINCIPAL RECEIPT	X X X	26,960	26,959.92	27,634	27,618						(1)					202	03/15/2034	1	
31394WHL5	FHR 2784 SC 10% CMO 04/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	13,075	13,075.40	12,945	12,955											104	04/15/2034	1	
31394WXJ2	FHR 2785 SE 10% CMO 04/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	34,602	34,601.73	32,461	32,647						11					228	04/15/2034	1	
31394XV60	FHR 2797 SA 9.5013% CMO 5/15/34		02/15/2006	PRINCIPAL RECEIPT	X X X	27,766	27,765.96	27,766	27,766											354	05/15/2034	1	
31394YE3	FHR 2800 SC 7.82% CMO 10/15/33		02/09/2006	PRINCIPAL RECEIPT	X X X	18,011	18,011.08	16,795	15,602						2,410					24	10/15/2033	1	
31394YF5	FHR 2811 KE 5.5% CMO 01/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	54,309	54,309.44	53,809	53,858											448	01/15/2034	1	
31395CY62	FHR 2827 SJ 7.8737% CMO 12/15/32		02/09/2006	PRINCIPAL RECEIPT	X X X	16,813	16,812.72	16,308	15,659						1,153					341	12/15/2032	1	
31395CSO5	FHR 2828 GF 8.5% CMO 06/15/34		02/09/2006	PRINCIPAL RECEIPT	X X X	25,662	25,662.40	25,406	25,262												109	06/15/2034	1
31395EXO5	FHR 2835 AJ 8.5% CMO 7/15/34		02/09/2006	PRINCIPAL RECEIPT	X X X	110	110.47	110	110													07/15/2034	1
31395GCF7	FHR 2852 QS 9% CMO 9/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	26	26.40	26	26													09/15/2034	1
31395G5N8	FHR 2863 HS 10.5% CMO 02/15/19		02/09/2006	PRINCIPAL RECEIPT	X X X	9,066	9,066.32	9,066	9,066													05/15/2019	1
31395G5V0	FHR 2863 JS 10.75% CMO 09/15/34		02/15/2006	PRINCIPAL RECEIPT	X X X	12	11.67	11	11						1					12	09/15/2034	1	
31395GV1	FHR 2873 LS 8.53% CMO 03/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	55,494	55,493.86	54,793	54,845						649					308	03/15/2034	1	
31395H2J8	FHR 2874 DT 8% CMO 10/15/34		02/09/2006	PRINCIPAL RECEIPT	X X X	40,158	40,158.48	40,133	40,134													10/15/2034	1
31395GL75	FHR 2878 SJ 14.507% CMO 09/15/34		02/09/2006	PRINCIPAL RECEIPT	X X X	58,881	58,881.26	61,320	61,559						(2,678)					133	09/15/2034	1	
31395JKD7	FHR 2882 SX 7% CMO 11/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	12,892	12,892.44	12,731	12,736											140	11/15/2034	1	
31395KW74	FHR 2906 S 10.081% CMO 7/15/34		02/09/2006	PRINCIPAL RECEIPT	X X X	3,050	3,049.86	2,948	2,958													07/15/2034	1
31395LEQ0	FHR 2915 SE 11.733% CMO 11/15/35		03/15/2006	PRINCIPAL RECEIPT	X X X	77,947	77,947.60	77,558	77,555											480	10/15/2035	1	
31395LEU1	FHR 2915 SX 8.1998% CMO 3/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	27,277	27,276.50	26,322	26,370											256	03/15/2034	1	
31395LHL8	FHR 2919 TS 11.457% CMO 8/15/33		02/09/2006	PRINCIPAL RECEIPT	X X X	31,877	31,877.19	32,276	32,331						(453)					121	08/15/2033	1	
31395LYS4	FHR 2940 SD 10.35% CMO 11/15/33		03/15/2006	PRINCIPAL RECEIPT	X X X	112,099	112,098.90	109,857	109,994											433	11/15/2033	1	
31395R6V5	FHR 2947 MS 9.8208% CMO 3/15/35		02/09/2006	PRINCIPAL RECEIPT	X X X	17,616	17,615.98	16,911	16,959													03/15/2035	1
31395PMY5	FHR 2953 SU 10.165% CMO 3/15/35		02/09/2006	PRINCIPAL RECEIPT	X X X	7,581	7,580.66	7,571	7,572													03/15/2035	1
31395TJ7	FHR 2957 CS 11.66% CMO 4/15/35		02/09/2006	PRINCIPAL RECEIPT	X X X	34,417	34,417.49	34,848	34,902						(484)					105	04/15/2035	1	
31395RFP8	FHR 2959 TG 8.75% CMO 4/15/35		02/09/2006	PRINCIPAL RECEIPT	X X X	34,250	34,250.26	34,186	34,177													04/15/2035	1
31395RD70	FHR 2960 JS 8.1979% CMO 7/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	42,322	42,321.95	41,899	41,924													07/15/2034	1
31395U2N0	FHR 2976 DT 8% CMO 10/15/34		03/15/2006	PRINCIPAL RECEIPT	X X X	74,138	74,137.66	73,829	73,826													10/15/2034	1
31395UKR1	FHR 2978 KT 8% COM 5/15/35		03/15/2006	PRINCIPAL RECEIPT	X X X	30,024	30,024.08	30,474	30,472		</												

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 For 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 Designation 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.							
31393TXH4	FNR 2003-101 SU 8.83% CMO 10/25/33		03/25/2006	PRINCIPAL RECEIPT	X X X	24,000	23,999.57	24,000	24,000						24,000				231	10/25/2033	1
31393TXJ0	FNR 2003-101 SY 8.1667% 10/25/33		03/25/2006	PRINCIPAL RECEIPT	X X X	24,000	23,999.57	24,000	24,000						24,000				252	10/25/2033	1
31393T6C5	FNR 2003-107 SG 7.68% CMO 01/25/33		03/25/2006	PRINCIPAL RECEIPT	X X X	20,597	20,596.92	20,597	20,597						20,597				135	01/25/2033	1
31393DBM2	FNR 2003-70 SA 7.672% CMO 7/25/33		02/15/2006	PRINCIPAL RECEIPT	X X X	4,868	4,868.34	4,558	4,353		(1)		(1)		4,352		516		20	07/25/2033	1
31393TLS3	FNR 2003-81 10% CMO 09/25/33		01/06/2006	PRINCIPAL RECEIPT	X X X	1,996	1,996.48	1,957	1,958						1,996				17	09/25/2033	1
31393TBU9	FNR 2003-92 SM 10% CMO 09/25/33		02/15/2006	PRINCIPAL RECEIPT	X X X	2,001	2,000.98	1,831	1,658						1,657		344		16	09/25/2033	1
31394CTT9	FNR 2005-21 SA 8.825% CMO 10/25/34		03/25/2006	PRINCIPAL RECEIPT	X X X	400,780	400,779.81	397,543	396,720			4,060		4,060	400,780				3,596	10/25/2034	1
31394CD74	FNR 2005-28 SK 10.681% CMO 4/25/35		02/09/2006	PRINCIPAL RECEIPT	X X X	103,369	103,368.77	94,970	94,439			8,929		8,929	103,369				690	04/25/2035	1
31394DB41	FNR 2005-48 BK 8% CMO 6/25/35		03/25/2006	PRINCIPAL RECEIPT	X X X	40,353	40,353.01	40,353	40,353						40,353				695	06/25/2035	1
31394DB82	FNR 2005-48 YK 8% CMO 6/25/35		03/25/2006	PRINCIPAL RECEIPT	X X X	48,963	48,962.66	48,963	48,963						48,963				637	06/25/2035	1
31394DX11	FNR 2005-52 SA 8.31% CMO 5/25/35		03/25/2006	PRINCIPAL RECEIPT	X X X	130,497	130,496.85	129,518	129,478			1,019		1,019	130,497				369	05/25/2035	1
31394ETH1	FNR 2005-59 SD 9.2% CMO 6/25/34		03/25/2006	PRINCIPAL RECEIPT	X X X	128,991	128,991.11	129,636	129,630			(639)		(639)	128,991				1,837	06/25/2034	1
31394FAW5	FNR 2005-75 SX 9.92% CMO 9/25/35		03/25/2006	PRINCIPAL RECEIPT	X X X	30,872	30,871.61	30,794	30,795			77		77	30,872				398	09/25/2035	1
31394U5U2	FNR 2005-99 T 9% CMO 12/25/35		03/25/2006	PRINCIPAL RECEIPT	X X X	1,165	1,164.74	1,159	1,159			6		6	1,165				16	12/25/2035	1
31395BCH4	FNR 2006-9 TS 8% CMO 02/25/2035		03/25/2006	PRINCIPAL RECEIPT	X X X	5,825	5,824.78	5,822	5,822			3		3	5,825				39	02/25/2035	1
354613AC5	FRANKLIN RESOURCES, INC.		01/11/2006	MERRILL LYNCH	X X X	89,982	100,000.00	90,375	90,380			10		10	90,390		(408)	(408)		05/11/2031	1
38374KJH7	GNR 2004-106 HT 8% CMO 12/16/34		03/16/2006	PRINCIPAL RECEIPT	X X X	29,541	29,540.53	29,522	29,519			22		22	29,541				430	12/16/2034	1
38374FQD9	GNR 2004-11 SU 7% CMO 2/20/34		02/09/2006	PRINCIPAL RECEIPT	X X X	7,255	7,254.72	7,218	7,223						7,223			32	02/20/2034	1	
38374FTV6	GNR 2004-19 MS 10% CMO 03/20/34		01/20/2006	PRINCIPAL RECEIPT	X X X	6,074	6,074.22	6,074	6,074						6,074				50	03/20/2034	1
38374HHX1	GNR 2004-44 ES 15.24% CMO 7/20/34		02/09/2006	PRINCIPAL RECEIPT	X X X	51,996	51,995.58	51,216	50,489						50,490		1,506	1,506		07/20/2034	1
38374JAA4	GNR 2004-69 SK 7.5% CMO 8/16/33		03/16/2006	PRINCIPAL RECEIPT	X X X	94,429	94,428.56	93,484	91,416			3,013		3,013	94,429				1,147	08/16/2033	1
38374JWN2	GNR 2004-83 CK 8% COM 10/20/34		02/09/2006	PRINCIPAL RECEIPT	X X X	9,189	9,188.77	9,189	9,189						9,189				61	10/20/2034	1
585055AD8	MEDTRONIC, INC.		03/23/2006	GOLDMAN SACHS & COMPANY	X X X	259,740	260,000.00	264,875	264,638			(62)		(62)	264,577		(4,837)	(4,837)	1,697	09/15/2021	1
902118BF4	TYCO INTL LTD		03/03/2006	MORGAN STANLEY	X X X	257,888	230,000.00	297,275	297,215			(922)		(922)	296,294		(38,406)	(38,406)	4,006	01/15/2018	3
905641AA4	UNION CENTRAL LIFE INS CO		02/21/2006	MORGAN KEEGAN	X X X	778,125	750,000.00	718,200	720,292			73		73	720,364		57,761	57,761	18,792	11/01/2026	2
93934FAG7	WMALT 2005-5 CB7 CMO 8.9616% 7/35		03/25/2006	PRINCIPAL RECEIPT	X X X	206,070	206,070.41	200,532	200,044			6,026		6,026	206,070				2,115	07/25/2035	1
4599999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	4,587,042	4,451,150.83	4,511,116	4,503,634			35,606		35,606	4,539,246		47,799	47,799	48,286		X X X
6099997	Subtotal - Bonds - Part 4				X X X	5,597,042	5,461,150.83	5,458,444	5,512,617			36,624		36,624	5,549,246		47,799	47,799	76,692		X X X
6099998	Summary Item for Bonds Bought and Sold This Quarter				X X X	X X X	X X X	X X X	X X X			X X X		X X X	X X X		X X X	X X X	X X X		X X X
6099999	Subtotal - Bonds				X X X	5,597,042	5,461,150.83	5,458,444	5,512,617			36,624		36,624	5,549,246		47,799	47,799	76,692		X X X
6599998	Summary Item for Preferred Stock Bought and Sold This Quarter				X X X	X X X	X X X	X X X	X X X			X X X		X X X	X X X		X X X	X X X	X X X		X X X
7299998	Summary Item for Common Stock Bought and Sold This Quarter				X X X	X X X	X X X	X X X	X X X			X X X		X X X	X X X		X X X	X X X	X X X		X X X
7399999	Subtotal - Preferred and Common Stocks				X X X	X X X	X X X	X X X	X X X						X X X		X X X	X X X	X X X		X X X
7499999	Total - Bonds, Preferred and Common Stocks				X X X	5,597,042	5,458,444	5,512,617	5,512,617			36,624		36,624	5,549,246		47,799	47,799	76,692		X X X

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

E06 Schedule DB Part A Section 1 NONE

E06 Schedule DB Part B Section 1 NONE

E07 Schedule DB Part C Section 1 NONE

E07 Schedule DB Part D Section 1 NONE

SCHEDULE E - PART 1 - CASH**Month End Depository Balances**

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories									
JPMorgan Chase / checking ..	Austin, TX					143,332	674,062	1,950,535	X X X
JPMorgan Chase / checking ..	Austin, TX					45,865	48,734	52,115	X X X
JPMorgan Chase / checking ..	Austin, TX					5,877	5,868	5,868	X X X
Bank of America / CD	Columbia, SC					125,012	125,012	125,012	X X X
JPMorgan Chase / CD	Phoenix, AZ					101,756	101,756	101,756	X X X
Compass Bank / CD	Birmingham, AL			1,201		100,035	100,035	100,035	X X X
First Union / CD	Roanoke, VA					60,645	60,645	60,645	X X X
New South Federal / CD	Birmingham, AL					10,851	10,851	10,851	X X X
New South Federal / CD	Birmingham, AL			297		23,108	23,108	23,108	X X X
0199998 Deposits in									
allowable limit in any one depository (See Instructions) - open depositories		X X X	X X X						X X X
0199999 Totals - Open Depositories		X X X	X X X	1,499		616,481	1,150,071	2,429,925	X X X
0299998 Deposits in									
allowable limit in any one depository (See Instructions) - suspended depositories		X X X	X X X						X X X
0299999 Totals - Suspended Depositories		X X X	X X X						X X X
0399999 Total Cash On Deposit		X X X	X X X	1,499		616,481	1,150,071	2,429,925	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash		X X X	X X X	1,499		616,481	1,150,071	2,429,925	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP Identification	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due & Accrued	9 Gross Investment Income
<div style="border: 1px solid black; padding: 10px; display: inline-block; font-size: 2em; font-weight: bold; letter-spacing: 0.5em;">N O N E</div>								
0199999 Total Cash Equivalents

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