



# QUARTERLY STATEMENT

AS OF JUNE 30, 2012  
OF THE CONDITION AND AFFAIRS OF THE

## AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY

NAIC Group Code 0108 , 0108 NAIC Company Code 30562 Employer's ID Number 36-2797074  
(Current Period) (Prior Period)

Organized under the Laws of Illinois , State of Domicile or Port of Entry Illinois  
Country of Domicile United States

Incorporated/Organized 03/29/1837 Commenced Business 08/13/1837

Statutory Home Office 1 Corporate Drive, Suite 200 , Long Grove, IL 60049-0001  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1 Corporate Drive, Suite 200 Lake Zurich, IL 60047-8945 847-320-2000  
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 1 Corporate Drive, Suite 200 , Lake Zurich, IL 60047-8945  
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 1 Corporate Drive, Suite 200 Lake Zurich, IL 60047-8945 847-320-3127  
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.lmcco.com

Statutory Statement Contact Fredrick Thomas Griffith 847-320-3127  
(Name) (Area Code) (Telephone Number) (Extension)  
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### OFFICERS

Name	Title	Name	Title
<u>Fredrick Thomas Griffith #</u>	<u>Senior Vice President and CFO</u>	<u>John Keating Conway</u>	<u>Secretary</u>

### OTHER OFFICERS

<u>Barbara Kay Murray</u>	<u>Senior Vice President</u>		
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### DIRECTORS OR TRUSTEES

State of Illinois  
County of Lake

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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.

Fredrick Thomas Griffith  
Senior Vice President and CFO

John Keating Conway  
Secretary

Subscribed and sworn to before me this  
10th day of August, 2012

- 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 \_\_\_\_\_

STATEMENT AS OF JUNE 30, 2012 OF THE AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY

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 .....	9,444,235		9,444,235	9,537,356
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....0 ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....768,072 ) .....	768,072		768,072	545,066
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....	0		0	0
9. Receivables for securities .....			0	0
10. Securities lending reinvested collateral assets .....			0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	10,212,307	0	10,212,307	10,082,422
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	108,712		108,712	109,095
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset .....			0	0
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....			0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....			0	0
24. Health care (\$ ..... ) and other amounts receivable .....			0	0
25. Aggregate write-ins for other than invested assets .....	115,160	41,667	73,493	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	10,436,179	41,667	10,394,512	10,191,517
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	10,436,179	41,667	10,394,512	10,191,517
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....	0	0	0	0
2501. Prepaid expenses.....	115,160	41,667	73,493	0
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	115,160	41,667	73,493	0

## LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ ..... ) .....		0
2. Reinsurance payable on paid losses and loss adjustment expenses .....		0
3. Loss adjustment expenses .....		0
4. Commissions payable, contingent commissions and other similar charges .....		0
5. Other expenses (excluding taxes, licenses and fees) .....	750	900
6. Taxes, licenses and fees (excluding federal and foreign income taxes) .....		0
7.1 Current federal and foreign income taxes (including \$ ..... on realized capital gains (losses)) .....		0
7.2 Net deferred tax liability .....		0
8. Borrowed money \$ ..... and interest thereon \$ .....		0
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ .....113,595 and including warranty reserves of \$ ..... and accrued accident and health experience rating refunds including \$ ..... for medical loss ratio rebate per the Public Health Service Act) .....		0
10. Advance premium .....		0
11. Dividends declared and unpaid:		
11.1 Stockholders .....		0
11.2 Policyholders .....		0
12. Ceded reinsurance premiums payable (net of ceding commissions) .....		0
13. Funds held by company under reinsurance treaties .....		0
14. Amounts withheld or retained by company for account of others .....		0
15. Remittances and items not allocated .....		0
16. Provision for reinsurance .....		0
17. Net adjustments in assets and liabilities due to foreign exchange rates .....		0
18. Drafts outstanding .....		0
19. Payable to parent, subsidiaries and affiliates .....	368,961	66,985
20. Derivatives .....		0
21. Payable for securities .....		0
22. Payable for securities lending .....		0
23. Liability for amounts held under uninsured plans .....		0
24. Capital notes \$ ..... and interest thereon \$ .....		0
25. Aggregate write-ins for liabilities .....	0	0
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25) .....	369,711	67,885
27. Protected cell liabilities .....		0
28. Total liabilities (Lines 26 and 27) .....	369,711	67,885
29. Aggregate write-ins for special surplus funds .....	0	0
30. Common capital stock .....		0
31. Preferred capital stock .....		0
32. Aggregate write-ins for other than special surplus funds .....	1,500,000	1,500,000
33. Surplus notes .....		0
34. Gross paid in and contributed surplus .....		0
35. Unassigned funds (surplus) .....	8,524,801	8,623,632
36. Less treasury stock, at cost:		
36.1 ..... shares common (value included in Line 30 \$ ..... ) .....		0
36.2 ..... shares preferred (value included in Line 31 \$ ..... ) .....		0
37. Surplus as regards policyholders (Lines 29 to 35, less 36) .....	10,024,801	10,123,632
38. Totals (Page 2, Line 28, Col. 3)	10,394,512	10,191,517
<b>DETAILS OF WRITE-INS</b>		
2501. ....		
2502. ....		
2503. ....		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0
2901. ....		
2902. ....		
2903. ....		
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0
3201. Guaranty fund.....	1,500,000	1,500,000
3202. ....		
3203. ....		
3298. Summary of remaining write-ins for Line 32 from overflow page .....	0	0
3299. Totals (Lines 3201 through 3203 plus 3298) (Line 32 above)	1,500,000	1,500,000

## STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ (15,093) )	8,595	167,213	317,681
1.2 Assumed (written \$ )		0	
1.3 Ceded (written \$ (15,093) )	8,595	167,213	317,681
1.4 Net (written \$ 0 )	0	0	0
<b>DEDUCTIONS:</b>			
2. Losses incurred (current accident year \$ ):			
2.1 Direct	2,265,080	(114,173)	(1,270,554)
2.2 Assumed		0	
2.3 Ceded	2,265,080	(114,173)	(1,270,554)
2.4 Net	0	0	0
3. Loss adjustment expenses incurred		0	0
4. Other underwriting expenses incurred	184,140	201,335	388,058
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	184,140	201,335	388,058
7. Net income of protected cells		0	0
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(184,140)	(201,335)	(388,058)
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	85,309	90,264	214,697
10. Net realized capital gains (losses) less capital gains tax of \$		0	1,820
11. Net investment gain (loss) (Lines 9 + 10)	85,309	90,264	216,517
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$ )		0	0
13. Finance and service charges not included in premiums		0	0
14. Aggregate write-ins for miscellaneous income	0	0	0
15. Total other income (Lines 12 through 14)	0	0	0
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(98,831)	(111,071)	(171,541)
17. Dividends to policyholders		0	0
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	(98,831)	(111,071)	(171,541)
19. Federal and foreign income taxes incurred		0	0
20. Net income (Line 18 minus Line 19)(to Line 22)	(98,831)	(111,071)	(171,541)
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	10,123,632	10,290,173	10,290,173
22. Net income (from Line 20)	(98,831)	(111,071)	(171,541)
23. Net transfers (to) from Protected Cell accounts		0	0
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$		0	0
25. Change in net unrealized foreign exchange capital gain (loss)		0	0
26. Change in net deferred income tax		0	0
27. Change in nonadmitted assets		5,000	5,000
28. Change in provision for reinsurance		0	0
29. Change in surplus notes		0	0
30. Surplus (contributed to) withdrawn from protected cells		0	0
31. Cumulative effect of changes in accounting principles		0	0
32. Capital changes:			
32.1 Paid in		0	0
32.2 Transferred from surplus (Stock Dividend)		0	0
32.3 Transferred to surplus		0	0
33. Surplus adjustments:			
33.1 Paid in		0	0
33.2 Transferred to capital (Stock Dividend)		0	0
33.3 Transferred from capital		0	0
34. Net remittances from or (to) Home Office		0	0
35. Dividends to stockholders		0	0
36. Change in treasury stock		0	0
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	(98,831)	(106,071)	(166,541)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	10,024,801	10,184,102	10,123,632
<b>DETAILS OF WRITE-INS</b>			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0
3701.		0	0
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. TOTALS (Lines 3701 through 3703 plus 3798) (Line 37 above)	0	0	0

## CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	0	0	0
2. Net investment income .....	156,871	205,003	404,436
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	156,871	205,003	404,436
5. Benefit and loss related payments .....	0	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	184,140	201,335	388,058
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9) .....	184,140	201,335	388,058
11. Net cash from operations (Line 4 minus Line 10) .....	(27,269)	3,668	16,378
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	21,792	102,834	298,200
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	21,792	102,834	298,200
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	0	518,088	518,088
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	3,400	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	0	521,488	518,088
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	21,792	(418,654)	(219,888)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied).....	228,483	(40,720)	9,738
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	228,483	(40,720)	9,738
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	223,006	(455,706)	(193,772)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	545,066	738,838	738,838
19.2 End of period (Line 18 plus Line 19.1) .....	768,072	283,132	545,066

## NOTES TO FINANCIAL STATEMENTS

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

American Manufacturers Mutual Insurance Company (the "Company") is a mutual property and casualty insurance company domiciled in the State of Illinois. The Company shares common management and directors with Lumbermens Mutual Casualty Company ("LMC"), an affiliated mutual insurance company, and cedes 100% of its premiums, losses, loss adjustment expense ("LAE"), and underwriting expenses to LMC. LMC is the lead company of a group of insurers and affiliates, in run-off status as of June 30, 2012, which operate under the trade name of Lumbermens Mutual Group ("LMG"), formerly known as the Kemper Insurance Companies.

Previously under the administrative supervision of the Illinois Department of Insurance (the "Department"), the Company and LMG had been operating under a run-off plan filed with and approved by the Department in 2004. The Company was also subject to confidential corrective orders (the "Corrective Orders") issued by the Department since early 2003 when the Company went into run-off status.

On July 2, 2012 an Agreed Order of Rehabilitation was entered against the Company and LMC with the consent of their respective Boards of Directors by the Circuit Court of Cook County, Illinois. Under Illinois law, the Director of the Department (the "Director") is appointed statutory Rehabilitator of both companies and is vested with title to the company's property, assets, rights of actions or lawsuits, books, records and premises.

The Agreed Order of Rehabilitation terminates the previously issued Corrective Orders (including accounting allowances prescribed under Corrective Orders) and the annually updated run-off plan.

The effect of the July 2, 2012 Agreed Order of Rehabilitation on the accompanying statutory financial statements of the Company is considered a Type II nonrecognized subsequent event as directed by the National Association of Insurance Commissioners (the "NAIC") *Accounting Practices and Procedures Manual* (the "Manual"). (See Note 22.) The termination of the Corrective Orders, including the accounting allowances therein, will have a material adverse effect on the Company's and its affiliates financial condition and prospects in future periods, although an estimate of the financial effect of the subsequent event cannot be made at this time.

### 2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

No change.

### 3. BUSINESS COMBINATIONS AND GOODWILL

No change.

### 4. DISCONTINUED OPERATIONS

No change.

## NOTES TO FINANCIAL STATEMENTS

### 5. INVESTMENTS

D. The statement value and fair value of bonds June 30, 2012 were as follows:

	Statement value	Gross unrealized gains	Gross unrealized losses	Fair value
(In thousands)				
U.S. governments	\$ 8,096	159	0	8,255
Special revenue & assessment obligations and all non-guaranteed obligations of agencies and authorities of U.S. governments	406	103	0	509
Industrial & miscellaneous	849	5	0	854
Mortgage-backed securities	93	1	0	94
Total bonds	\$ 9,444	268	0	9,712

Bonds in an unrealized loss position are regularly reviewed for other-than-temporary declines in value. Factors considered in determining whether a decline is other-than-temporary include the length of time a bond has been in an unrealized loss position and the reasons for the decline in value. Assessments include judgments about an obligor's or guarantor's current and projected financial position, an issuer's current and projected ability to service and repay its debt obligations, the existence of, and realizable value for, any collateral backing the obligations, and the macro-economic and micro-economic outlooks for specific industries and issuers. Estimating the future cash flows of loan-backed securities also involves assumptions regarding the underlying collateral such as prepayment rates, default and recovery rates, existence of subordinated classes capable of absorbing losses, and third-party servicing abilities.

In performing its other-than-temporary impairment reviews, the Company, in consultation with its engaged portfolio manager, considers the relevant facts and circumstances relating to each investment and exercises judgment in determining whether a bond is other-than-temporarily impaired. Among the factors considered are whether the decline in fair value results from fundamental credit problems of the issuer, or is interest related, and the likelihood of recovering the amortized cost based on the current and short-term prospects of the issuer. Unrealized losses are determined to be temporary where such losses are primarily the result of market conditions, such as increasing interest rates, unusual market volatility, or industry-related events, and where the Company also believes it is probable that the Company will be able to collect all amounts when due in accordance with the contractual terms of the investment and, furthermore, has the intent and ability to hold the investment until the market recovers or maturity and, therefore, does not have the intent to sell the investment.

The risks inherent in reviewing the impairment of any investment include the risk that market results may differ from expectations; facts and circumstances may change in the future and differ from estimates and assumptions; or the Company may later decide to sell the security and realize a loss as a result of changes in the specific facts and circumstances surrounding a bond, or the outlook for its industry sector or the economy.

Prepayment assumptions used for loan-backed securities are derived using an external securities information service and are consistent with the current interest rate and economic environment.

### 6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No change.

### 7. INVESTMENT INCOME

No change.

### 8. DERIVATIVE INSTRUMENTS

No change.

### 9. INCOME TAXES

No change.

## NOTES TO FINANCIAL STATEMENTS

10. **INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES**  
See Note 1 and 22.
11. **DEBT**  
No change.
12. **RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS**  
No change.
13. **CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS**  
No change.
14. **CONTINGENCIES**  
No change
15. **LEASES**  
No change.
16. **INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK**  
No change.
17. **SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES**  
No change.
18. **GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS**  
No change.
19. **DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS**  
No change.



## NOTES TO FINANCIAL STATEMENTS

### 20. FAIR VALUE MEASUREMENTS

Fair values are estimated at specific points in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Fair values are based on quoted market prices when available and appropriate. Otherwise fair values for financial instruments are generally determined using discounted cash flow models and assumptions that are based on judgments regarding current and future economic conditions and the risk characteristics of the investments. Although fair values are calculated using assumptions that management believes are appropriate, changes in assumptions could significantly affect the estimates and such estimates should be used with care.

Fair values are determined for existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and certain liabilities that are not considered financial instruments. Accordingly, the aggregate fair value presented does not represent the underlying value of the Company.

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

*Bonds:* Fair values for bonds are determined using quoted market prices from an orderly market at the reporting date for those or similar investments. If quoted market prices from an orderly market are not available, the fair value is determined using an income approach valuation technique (present value using the discount rate adjustment technique) that considers, among other things, interest rates, the issuer's credit spread, prepayments, performance of the underlying collateral for loan-backed securities and illiquidity by sector and maturity.

*Cash equivalents and short-term investments:* Fair values for money market funds are based on quoted market prices. Fair values for other instruments approximate amortized cost.

*Cash:* The statement value reported for cash approximates fair value.

The statement values and fair values of the Company's financial instruments at June 30, 2012 and December 31, 2011 were as follows:

	2012		2011	
	Statement value	Fair value	Statement value	Fair value
	(In thousands)			
Financial instruments recorded as assets:				
Bonds	\$ 9,444	9,712	9,537	9,870
Cash, cash equivalents, and short-term investments	768	768	545	545

The Company does not have any financial assets carried at fair value at June 30, 2012. If it did have financial assets carried at fair value, they would be classified, for disclosure purposes, based on a fair value hierarchy defined by SSAP No. 100, *Fair Value Measurements*. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's classification is determined based on the lowest level input that is significant to its fair value measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are as follows:

*Level 1* - Inputs are unadjusted quoted prices for identical assets in active markets accessible at the measurement date.

*Level 2* - Inputs include quoted prices for similar assets in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Examples of other inputs include market interest rates, volatilities, spreads, yield curves, prepayment speeds and default rates.

*Level 3* - Includes unobservable inputs that are supported by little or no market activity and are significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of

## NOTES TO FINANCIAL STATEMENTS

what assumptions hypothetical market participants would use to determine a transaction price for the asset at the reporting date.

### 21. OTHER ITEMS

No change.

### 22. EVENTS SUBSEQUENT

The Company performed an evaluation of subsequent events through August 15, 2012, the date the statutory financial statements were issued, and determined there were no recognized subsequent events that would require an adjustment or additional disclosure in the statutory financial statements as of June 30, 2012.

On July 2, 2012 an Agreed Order of Rehabilitation was entered against the Company and LMC with the consent of their respective Boards of Directors by the Circuit Court of Cook County, Illinois. Under Illinois law, the Director is appointed statutory Rehabilitator of both companies and is vested with title to the company's property, assets, rights of actions or lawsuits, books, records and premises.

The Agreed Order of Rehabilitation terminates the previously issued Corrective Orders (including accounting allowances prescribed under Corrective Orders) and the annually updated run-off plan.

The effect of the July 2, 2012 Agreed Order of Rehabilitation on the accompanying statutory financial statements of the Company is considered a Type II nonrecognized subsequent event as directed by the NAIC Manual. The termination of the Corrective Orders, including the accounting allowances therein, will have a material adverse effect on the Company's and its affiliates financial condition and prospects in future periods, although an estimate of the financial effect of the subsequent event cannot be made at this time.

### 23. REINSURANCE

No change.

### 24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No change.

### 25. CHANGES IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

No change.

### 26. INTERCOMPANY POOLING ARRANGEMENTS

See Note 1 and 22.

### 27. STRUCTURED SETTLEMENTS

No change.

### 28. HEALTH CARE RECEIVABLES

No change.

### 29. PARTICIPATING POLICIES

No change.

### 30. PREMIUM DEFICIENCY RESERVES

No change.

### 31. HIGH DEDUCTIBLES

No change.

### 32. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES

No change.

### 33. ASBESTOS/ENVIRONMENTAL RESERVES

No change.

## NOTES TO FINANCIAL STATEMENTS

**34. SUBSCRIBER SAVINGS ACCOUNTS**

No change.

**35. MULTIPLE PERIL CROP INSURANCE**

No change.

**36. FINANCIAL GUARANTY INSURANCE**

No change.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [X]
- 2.2 If yes, date of change: .....
3. 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 [X] NA [ ]  
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. .... 12/31/2010
- 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. .... 12/31/2005
- 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). .... 07/11/2007
- 6.4 By what department or departments?  
Illinois.....
- 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 [ ] NA [ ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [X] No [ ] NA [ ]
- 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 Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

## GENERAL INTERROGATORIES

- 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  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  No

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

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

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  No

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

### 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

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

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

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

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

14.2 If yes, please complete the following:

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

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.

## GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?.....

Yes  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
BNY Mellon Trust Company of Illinois.....	2 North LaSalle St., Suite 1020, Chicago, IL 60602...

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

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
109875.....	Asset Allocation & Management Company, L.L.C.....	30 North LaSalle St., 35th Floor, Chicago, IL 60602.....

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

Yes  No

17.2 If no, list exceptions:

.....

**GENERAL INTERROGATORIES**

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

**PART 2**

**PROPERTY & CASUALTY INTERROGATORIES**

- 1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? ..... Yes [ ] No [X] NA [ ]  
If yes, attach an explanation.
  
- 2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? ..... Yes [ ] No [X]  
If yes, attach an explanation.
  
- 3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? ..... Yes [ ] No [X]
- 3.2 If yes, give full and complete information thereto  
.....
  
- 4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? ..... Yes [ ] No [X]
- 4.2 If yes, complete the following schedule:

			TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
1	2	3	4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Discount Rate	Unpaid Losses	Unpaid LAE	IBNR	TOTAL	Unpaid Losses	Unpaid LAE	IBNR	TOTAL
TOTAL			0	0	0	0	0	0	0	0

- 5. Operating Percentages:
  - 5.1 A&H loss percent ..... %
  - 5.2 A&H cost containment percent ..... %
  - 5.3 A&H expense percent excluding cost containment expenses ..... %
  
- 6.1 Do you act as a custodian for health savings accounts? ..... Yes [ ] No [X]
- 6.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$.....
- 6.3 Do you act as an administrator for health savings accounts? ..... Yes [ ] No [X]
- 6.4 If yes, please provide the balance of the funds administered as of the reporting date. \$.....

**SCHEDULE F—CEDED REINSURANCE**

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (Yes or No)
		AFFILIATES		
		US INSURERS		
		POOLS AND ASSOCIATIONS		
		ALL OTHER INSURERS		
<b>NONE</b>				



STATEMENT AS OF JUNE 30, 2012 OF THE AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

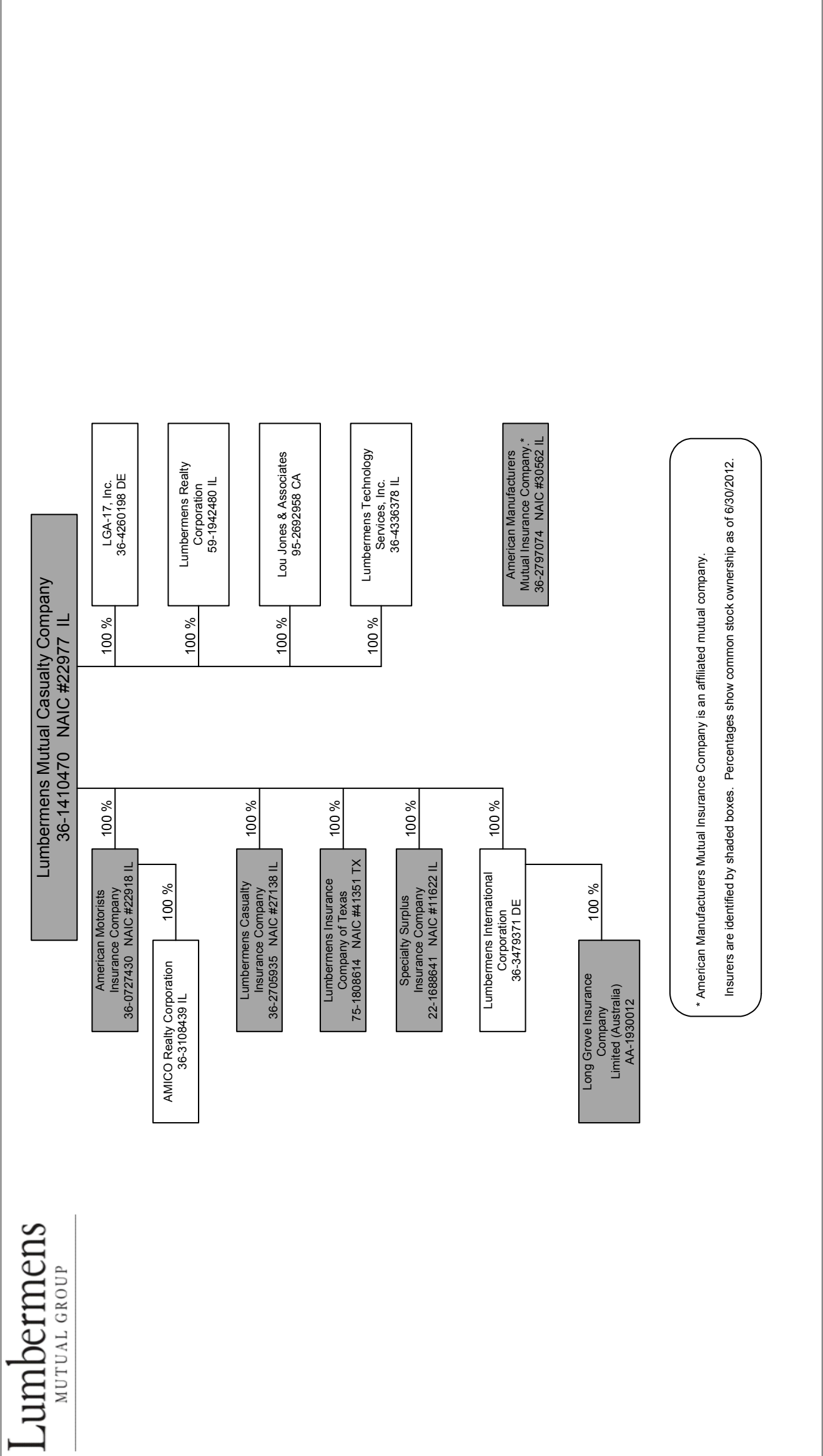
Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid		
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date	
1. Alabama	AL	L	2	520	24,665	81,256	499,132	530,897
2. Alaska	AK	L		14	(2,073)	48,365	83	(1,100)
3. Arizona	AZ	L	(107)	197	177,284	498,060	2,533,843	2,531,075
4. Arkansas	AR	L		21	226,764	194,548	3,214,479	3,998,056
5. California	CA	L	835	11,676	3,415,210	2,911,966	23,732,752	27,651,387
6. Colorado	CO	L	749	1,598	(35,055)	54,767	72,808	55,218
7. Connecticut	CT	L	301	1,534	205,492	251,108	3,604,837	4,029,282
8. Delaware	DE	L	783	783	21,460	31,194	544,053	648,473
9. Dist. Columbia	DC	L		0	62,874	40,410	358,743	462,585
10. Florida	FL	N	(81,036)	13,024	1,755,592	939,762	2,282,041	2,145,963
11. Georgia	GA	L	3,798	3,178	251,656	45,683	1,137,478	1,364,261
12. Hawaii	HI	L	1,426	1,426		0	93	(854)
13. Idaho	ID	L		106	323	72	7	(544)
14. Illinois	IL	L	99	101	(81,607)	(95,005)	1,317,542	1,356,921
15. Indiana	IN	L		367	(200)	(1,600)	154	(3,886)
16. Iowa	IA	L		364	42,725	35,398	785,359	1,037,051
17. Kansas	KS	L	155	251	34,057	38,644	111,751	146,687
18. Kentucky	KY	L	200	200	82,120	176,191	1,386,401	1,678,710
19. Louisiana	LA	L		(5)	(29,198)	115,743	6,477	100,479
20. Maine	ME	L		0	10,570	12,428	421,375	498,752
21. Maryland	MD	L	101	2,602	123,402	91,667	491,011	833,909
22. Massachusetts	MA	L	9,646	54,106	148,906	533,293	4,771,794	4,283,940
23. Michigan	MI	L	459	5,393	54,140	59,934	721,888	4,354,914
24. Minnesota	MN	L	(910)	(71,528)	52,907	43,021	632,137	831,307
25. Mississippi	MS	L	0	263	11,055	12,077	52,891	76,460
26. Missouri	MO	L	1,466	29,064	26,963	18,431	760,195	1,141,961
27. Montana	MT	L		258	121	453	67,589	78,399
28. Nebraska	NE	L		0	43,203	35,184	591,573	703,367
29. Nevada	NV	L		2,077	(93,878)	(94,630)	16	1,851
30. New Hampshire	NH	L	985	1,485	28,134	75,825	366,857	753,299
31. New Jersey	NJ	L	687	1,052	415,641	354,051	3,465,555	4,345,013
32. New Mexico	NM	L	(559)	808	24,033	14,540	145,381	161,072
33. New York	NY	L	38,203	83,824	2,130,974	1,753,928	27,040,572	33,176,893
34. No. Carolina	NC	L	2,274	283	19,520	18,047	254,086	386,660
35. No. Dakota	ND	L		1		0	1	(165)
36. Ohio	OH	L	427	627	4,076	47,092	617,477	198,936
37. Oklahoma	OK	L		0	1,875	31,667	77,095	86,487
38. Oregon	OR	L	137	10,514	115,282	124,199	1,269,342	1,431,429
39. Pennsylvania	PA	L	1	1	477,543	694,616	8,378,311	10,901,073
40. Rhode Island	RI	L		0	47,068	31,517	98,492	164,294
41. So. Carolina	SC	L	3	407	306,717	73,401	899,508	1,048,350
42. So. Dakota	SD	L		63	89,501	64,045	24,681	69,428
43. Tennessee	TN	L	(5)	693	51,555	52,652	902,488	1,213,909
44. Texas	TX	L	30	912	245,889	195,743	3,175,703	4,493,120
45. Utah	UT	L	375	608	(205)	(364)	58,278	65,438
46. Vermont	VT	L		(6)	18,536	36,804	238,135	305,862
47. Virginia	VA	L	4,048	4,132	485,598	93,280	881,329	1,162,402
48. Washington	WA	L	334	333	(887)	37,076	54,143	72,042
49. West Virginia	WV	L		57		0	2	(471)
50. Wisconsin	WI	L		(2,025)	396,370	100,068	220,982	596,302
51. Wyoming	WY	L		0		0		(94)
52. American Samoa	AS	N		0		0		0
53. Guam	GU	N		0		0		0
54. Puerto Rico	PR	N		0		0		0
55. U.S. Virgin Islands	VI	N		0		0		0
56. Northern Mariana Islands	MP	N		0		0		0
57. Canada	CN	N		0		0		0
58. Aggregate Other Alien	OT	XXX	0	4,228	0	0	0	(82)
59. Totals	(a)	50	(15,093)	165,587	11,386,698	9,876,607	98,266,920	121,166,718
<b>DETAILS OF WRITE-INS</b>								
5801. Africa		XXX		4,228		0		0
5802. Europe		XXX		0		0		(38)
5803. Asia		XXX		0		0		(44)
5898. Summary of remaining write-ins for Line 58 from overflow page.		XXX		0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)		XXX		0	4,228	0	0	(82)

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

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

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



\* American Manufacturers Mutual Insurance Company is an affiliated mutual company. Insurers are identified by shaded boxes. Percentages show common stock ownership as of 6/30/2012.

STATEMENT AS OF JUNE 30, 2012 OF THE AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY

SCHEDULE Y PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0108	Lumbermens Mutual Group	30562	36-2797074				American Manufacturers Mutual Insurance Company	IL		Policyholders	Board		American Manufacturers Mutual Insurance Company	
0108	Lumbermens Mutual Group	22918	36-0727430				American Motorists Insurance Company	IL	IA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group						AMICO Realty Corporation	IL	NIA	Insurance Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group						Long Grove Insurance Company Limited	AU	IA	Lumbermens International Corporation	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group						Lou Jones & Associates	CA	NIA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group						LGA-17, Inc	DE	NIA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group	27138	36-2705935				Lumbermens Casualty Insurance Company	IL	IA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group	41351	75-1808614				Lumbermens Insurance Company of Texas	TX	IA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group						Lumbermens International Corporation	DE	NIA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group	22977	36-1410470				Lumbermens Mutual Casualty Company	IL	IA	Policyholders	Board		Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group						Lumbermens Realty Corporation	IL	NIA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group						Lumbermens Technology Services, Inc	IL	NIA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	
0108	Lumbermens Mutual Group	11622	22-1688641				Specialty Surplus Insurance Company	IL	IA	Lumbermens Mutual Casualty Company	Ownership	100.0	Lumbermens Mutual Casualty Company	

**PART 1 - LOSS EXPERIENCE**

Line of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire			0.0	0.0
2. Allied lines			0.0	0.0
3. Farmowners multiple peril			0.0	0.0
4. Homeowners multiple peril		1,452	0.0	0.0
5. Commercial multiple peril		95,988	0.0	0.0
6. Mortgage guaranty			0.0	0.0
8. Ocean marine			0.0	0.0
9. Inland marine	36	25	69.4	71.4
10. Financial guaranty			0.0	0.0
11.1 Medical professional liability - occurrence			0.0	0.0
11.2 Medical professional liability - claims made			0.0	0.0
12. Earthquake			0.0	0.0
13. Group accident and health			0.0	0.0
14. Credit accident and health			0.0	0.0
15. Other accident and health			0.0	0.0
16. Workers' compensation	(78,094)	1,945,122	(2,490.7)	5,419.9
17.1 Other liability occurrence		57,426	0.0	(2,628.1)
17.2 Other liability - claims made		10	0.0	0.0
17.3 Excess Workers' Compensation		43,188	0.0	0.0
18.1 Products liability - occurrence		17,208	0.0	(334.3)
18.2 Products liability - claims made			0.0	0.0
19.1,19.2 Private passenger auto liability	(75)	46,824	(62,432.0)	0.0
19.3,19.4 Commercial auto liability		90	0.0	0.0
21. Auto physical damage			0.0	0.0
22. Aircraft (all perils)			0.0	0.0
23. Fidelity			0.0	0.0
24. Surety	86,728	57,747	66.6	71.4
26. Burglary and theft			0.0	0.0
27. Boiler and machinery			0.0	0.0
28. Credit			0.0	0.0
29. International			0.0	0.0
30. Warranty			0.0	0.0
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	0.0
35. TOTALS	8,595	2,265,080	26,353.5	(68.3)
<b>DETAILS OF WRITE-INS</b>				
3401.				
3402.				
3403.				
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	0.0
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)	0	0	0.0	0.0

**PART 2 - DIRECT PREMIUMS WRITTEN**

Line of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire	0		0
2. Allied lines	0		0
3. Farmowners multiple peril	0		0
4. Homeowners multiple peril	0		0
5. Commercial multiple peril	0		0
6. Mortgage guaranty	0		0
8. Ocean marine	0		0
9. Inland marine	100	100	100
10. Financial guaranty	0		0
11.1 Medical professional liability - occurrence	0		0
11.2 Medical professional liability - claims made	0		0
12. Earthquake	0		0
13. Group accident and health	0		0
14. Credit accident and health	0		0
15. Other accident and health	0		0
16. Workers' compensation	(78,234)	(78,094)	15,879
17.1 Other liability-occurrence	0		(3,746)
17.2 Other liability - claims made	0		0
17.3 Excess Workers' Compensation	0		0
18.1 Products liability - occurrence	0		(5,619)
18.2 Products liability - claims made	0		0
19.1,19.2 Private passenger auto liability	(75)	(75)	0
19.3,19.4 Commercial auto liability	0		0
21. Auto physical damage	0		0
22. Aircraft (all perils)	0		0
23. Fidelity	0		0
24. Surety	10,651	62,976	158,973
26. Burglary and theft	0		0
27. Boiler and machinery	0		0
28. Credit	0		0
29. International	0		0
30. Warranty	0		0
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. TOTALS	(67,558)	(15,093)	165,587
<b>DETAILS OF WRITE-INS</b>			
3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)	0	0	0

STATEMENT AS OF JUNE 30, 2012 OF THE AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2012 Loss and LAE Payments on Claims Reported as of Prior Year-End	2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2012 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols.7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11 + 12)
1. 2009 + Prior .....			.0			.0				.0	.0	.0	.0
2. 2010 .....			.0			.0				.0	.0	.0	.0
3. Subtotals 2010 + prior .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. 2011 .....			.0			.0				.0	.0	.0	.0
5. Subtotals 2011 + prior .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. 2012 .....	XXX	XXX	XXX	XXX		.0	XXX			.0	XXX	XXX	XXX
7. Totals .....	0	0	0	0	0	0	0	0	0	0	0	0	0
8. Prior Year-End Surplus As Regards Policyholders	10, 124										Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
											1. 0.0	2. 0.0	3. 0.0
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. 0.0

## 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 on "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.

	<u>RESPONSE</u>
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	.....NO.....
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	.....NO.....
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	.....NO.....
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	.....YES.....

**Explanation:**

- 1.
- 2.
- 3.

**Bar Code:**

1.	 3 0 5 6 2 2 0 1 2 4 9 0 0 0 0 2
2.	 3 0 5 6 2 2 0 1 2 4 5 5 0 0 0 2
3.	 3 0 5 6 2 2 0 1 2 3 6 5 0 0 0 2

**OVERFLOW PAGE FOR WRITE-INS**

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**SCHEDULE A - VERIFICATION**

**Real Estate**

	1 Year to Date	2 Prior Year Ended December 31
<b>NONE</b>		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

**SCHEDULE B – VERIFICATION**

**Mortgage Loans**

	1 Year to Date	2 Prior Year Ended December 31
<b>NONE</b>		
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

**SCHEDULE BA – VERIFICATION**

**Other Long-Term Invested Assets**

	1 Year To Date	2 Prior Year Ended December 31
<b>NONE</b>		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
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	0	0
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	9,537,356	9,455,518
2. Cost of bonds and stocks acquired	0	518,088
3. Accrual of discount	466	993
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	1,820
6. Deduct consideration for bonds and stocks disposed of	21,792	298,200
7. Deduct amortization of premium	71,795	140,863
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,444,235	9,537,356
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	9,444,235	9,537,356



STATEMENT AS OF JUNE 30, 2012 OF THE AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY

**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
<b>BONDS</b>								
1. Class 1 (a).....	10,081,754	176,708	10,515	(35,639)	10,081,754	10,212,307	0	10,082,423
2. Class 2 (a).....	0	0	0	0	0	0	0	0
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	10,081,754	176,708	10,515	(35,639)	10,081,754	10,212,307	0	10,082,423
<b>PREFERRED STOCK</b>								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	10,081,754	176,708	10,515	(35,639)	10,081,754	10,212,307	0	10,082,423

(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 \$.....0 ; NAIC 2 \$.....0 ; NAIC 3 \$.....0 ; NAIC 4 \$.....0 ; NAIC 5 \$.....0 ; NAIC 6 \$.....0

S102

**SCHEDULE DA - PART 1**

**Short-Term Investments**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	768,072	XXX	768,072	81	0

**SCHEDULE DA - VERIFICATION**

**Short-Term Investments**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	545,066	745,213
2. Cost of short-term investments acquired .....	293,646	1,014,629
3. Accrual of discount.....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	70,641	1,214,775
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	768,072	545,066
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	768,072	545,066

Schedule DB - Part A - Verification

**NONE**

Schedule DB - Part B- Verification

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part C - Section 2

**NONE**

Schedule DB - Verification

**NONE**

Schedule E Verification

**NONE**

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**

Schedule BA - Part 2

**NONE**

Schedule BA - Part 3

**NONE**

Schedule D - Part 3

**NONE**

STATEMENT AS OF JUNE 30, 2012 OF THE AMERICAN MANUFACTURERS MUTUAL INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company 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	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31398J-VT-7	FHR 3578 AN		06/01/2012	MBS PAYDOWN		10,500	10,500	10,789	10,536	0	(35)	0	(35)	0	10,500	0	0	0	151	03/01/2016	XXX
3199999	Total - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of...					10,500	10,500	10,789	10,536	0	(35)	0	(35)	0	10,500	0	0	0	151		XXX
8399997	Bonds - Part 4					10,500	10,500	10,789	10,536	0	(35)	0	(35)	0	10,500	0	0	0	151		XXX
8399999	Total - Bonds					10,500	10,500	10,789	10,536	0	(35)	0	(35)	0	10,500	0	0	0	151		XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX
9999999 Totals						10,500	XXX	10,789	10,536	0	(35)	0	(35)	0	10,500	0	0	0	151		XXX

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

E05

Schedule DB - Part A - Section 1

**NONE**

Sch. DB - Pt. A - Sn. 1 - Footnote (a)

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Sch. DB - Pt. B - Sn. 1 - Footnotes

**NONE**

Schedule DB - Part D

**NONE**

Schedule DL - Part 1

**NONE**

Schedule DL - Part 2

**NONE**

Schedule E - Part 1

**NONE**

Schedule E - Part 2 - Cash Equivalents

**NONE**



**DIRECTORS AND OFFICERS SUPPLEMENT FOR JUNE 30, 2012 OF THE AMERICAN  
MANUFACTURERS MUTUAL INSURANCE COMPANY**

**DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT**

Year To Date For The Period Ended 2012

NAIC Group Code

.....0108

NAIC Company Code

.....30562

If the reporting entity writes any director and officer (D&O) business, please provide the following:

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
\$ 0	\$ 0	\$ 0

2. Commercial Multiple Peril (CMP) Packaged Policies

2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy?.....Yes [ X ] No [ ]

2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? Yes [ X ] No [ ]

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified:..... \$ .....0

2.32 Amount estimated using reasonable assumptions:..... \$ .....0

2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverage provided in CMP packaged policies. \$ .....0