

**QUARTERLY STATEMENT**

**OF THE**

**BROOKE LIFE INSURANCE COMPANY**

**TO THE**

**Insurance Department**

**OF THE**

**STATE OF**

Michigan

FOR THE QUARTER ENDED  
JUNE 30, 2008

**LIFE AND ACCIDENT AND HEALTH**

**2008**





LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2008

OF THE CONDITION AND AFFAIRS OF THE

Brooke Life Insurance Company

NAIC Group Code 918 918 NAIC Company Code 78620 Employer's ID Number 38-2764383

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan

Country of Domicile United States of America

Incorporated/Organized 07/02/1987 Commenced Business 08/26/1987

Statutory Home Office 1 Corporate Way, Lansing, MI 48951

Main Administrative Office 1 Corporate Way, Lansing, MI 48951, 517-381-5500

Mail Address 1 Corporate Way, Lansing, MI 48951

Primary Location of Books and Records 1 Corporate Way, Lansing, MI 48951, 517-381-5500

Internet Web site Address N/A

Statutory Statement Contact Robert Arthur Fritts, 517-381-5500, statblic@jnli.com, 517-706-5505

OFFICERS

President Clark Preston Manning Jr., Treasurer James Patrick Binder, Secretary Thomas John Meyer, Actuary Richard David Ash

OTHER

Michael Andrew Wells Chief Operating Officer, Andrew Boutwell Hopping Chief Financial Officer, Clifford James Jack Executive Vice President, etc.

DIRECTORS OR TRUSTEES

Andrew Boutwell Hopping, Clark Preston Manning Jr., Michael Andrew Wells

State of Michigan, County of Ingham SS:

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.

Signatures of Clark P. Manning, Jr. (President), Thomas J. Meyer (Secretary), and Robert A. Fritts (Controller)

Subscribed and sworn to before me this August 2008

Rhonda K. Phillips, Notary Public, My Commission Expires NOV. 10, 2011

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

## STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE 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 .....	251,123,097	0	251,123,097	169,897,455
2. Stocks:				
2.1 Preferred stocks .....	2,000,000	0	2,000,000	0
2.2 Common stocks .....	4,135,138,804	0	4,135,138,804	4,024,056,717
3. Mortgage loans on real estate:				
3.1 First liens .....	0	0	0	0
3.2 Other than first liens .....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	0	0	0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	0	0	0	0
4.3 Properties held for sale (less \$ .....0 encumbrances) .....	0	0	0	0
5. Cash (\$ .....2,286,431 ), cash equivalents (\$ .....13 ) and short-term investments (\$ .....39,275,053 ) .....	41,561,497	0	41,561,497	11,326,457
6. Contract loans, (including \$ .....0 premium notes) .....	2,443,795	0	2,443,795	2,484,148
7. Other invested assets .....	0	0	0	0
8. Receivables for securities .....	0	0	0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	4,432,267,193	0	4,432,267,193	4,207,764,777
11. Title plants less \$ .....0 charged off (for Title insurers only) .....	0	0	0	0
12. Investment income due and accrued .....	3,616,266	0	3,616,266	2,564,617
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....	27,651	2,400	25,251	18,732
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....	216,305	95,221	121,084	129,425
13.3 Accrued retrospective premiums .....	0	0	0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	0	0	0	39,446
14.2 Funds held by or deposited with reinsured companies .....	0	0	0	0
14.3 Other amounts receivable under reinsurance contracts .....	0	0	0	44,376
15. Amounts receivable relating to uninsured plans .....	0	0	0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0	0
16.2 Net deferred tax asset .....	0	0	0	0
17. Guaranty funds receivable or on deposit .....	0	0	0	0
18. Electronic data processing equipment and software .....	0	0	0	0
19. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	0	0	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0	0
21. Receivables from parent, subsidiaries and affiliates .....	1,829,134	0	1,829,134	0
22. Health care (\$ .....0 ) and other amounts receivable .....	0	0	0	0
23. Aggregate write-ins for other than invested assets .....	1,218,344	904,640	313,704	314,823
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	4,439,174,893	1,002,261	4,438,172,632	4,210,876,196
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
26. Total (Lines 24 and 25) .....	4,439,174,893	1,002,261	4,438,172,632	4,210,876,196
<b>DETAILS OF WRITE-INS</b>				
0901. ....				
0902. ....				
0903. ....				
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above) .....	0	0	0	0
2301. Cash held by third party administrator .....	313,704	0	313,704	314,823
2302. Disallowed interest maintenance reserve .....	904,640	904,640	0	0
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above) .....	1,218,344	904,640	313,704	314,823

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ .....285,265,084 less \$ .....0 included in Line 6.3 (including \$ .....34,492,582 Modco Reserve) .....	285,265,084	171,078,053
2. Aggregate reserve for accident and health contracts (including \$ .....0 Modco Reserve) .....	0	0
3. Liability for deposit-type contracts (including \$ .....1,930,606 Modco Reserve).....	3,140,782	3,059,363
4. Contract claims:		
4.1 Life .....	1,738,239	1,250,311
4.2 Accident and health .....	0	0
5. Policyholders' dividends \$ .....0 and coupons \$ .....0 due and unpaid .....	0	0
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ .....0 Modco) .....	0	0
6.2 Dividends not yet apportioned (including \$ .....1,736 Modco) .....	43,967	45,915
6.3 Coupons and similar benefits (including \$ .....0 Modco) .....	0	0
7. Amount provisionally held for deferred dividend policies not included in Line 6 .....	0	0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ .....0 discount; including \$ .....0 accident and health premiums .....	7,528	2,447
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts .....	0	0
9.2 Provision for experience rating refunds, including \$ .....0 accident and health experience rating refunds .....	0	0
9.3 Other amounts payable on reinsurance, including \$ .....0 assumed and \$ .....0 ceded .....	0	0
9.4 Interest Maintenance Reserve .....	0	0
10. Commissions to agents due or accrued-life and annuity contracts \$ .....0 , accident and health \$ .....0 and deposit-type contract funds \$ .....0 .....	0	0
11. Commissions and expense allowances payable on reinsurance assumed .....	0	0
12. General expenses due or accrued .....	19,000	0
13. Transfers to Separate Accounts due or accrued (net) (including \$ .....0 accrued for expense allowances recognized in reserves, net of reinsured allowances) .....	0	0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes .....	0	0
15.1 Current federal and foreign income taxes, including \$ .....0 on realized capital gains (losses) .....	0	0
15.2 Net deferred tax liability .....	0	0
16. Unearned investment income .....	63,390	56,334
17. Amounts withheld or retained by company as agent or trustee .....	6,915	5,517
18. Amounts held for agents' account, including \$ .....0 agents' credit balances .....	0	0
19. Remittances and items not allocated .....	4,128,808	403,124
20. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0
21. Liability for benefits for employees and agents if not included above .....	0	0
22. Borrowed money \$ .....1,525,000,000 and interest thereon \$ .....42,812,974 .....	1,567,812,974	1,525,015,400
23. Dividends to stockholders declared and unpaid .....	0	0
24. Miscellaneous liabilities:		
24.1 Asset valuation reserve .....	1,390,762	1,499,165
24.2 Reinsurance in unauthorized companies .....	0	0
24.3 Funds held under reinsurance treaties with unauthorized reinsurers .....	0	0
24.4 Payable to parent, subsidiaries and affiliates .....	0	151,834
24.5 Drafts outstanding .....	0	0
24.6 Liability for amounts held under uninsured plans .....	0	0
24.7 Funds held under coinsurance .....	0	0
24.8 Payable for securities .....	4,004,221	0
24.9 Capital notes \$ .....0 and interest thereon \$ .....0 .....	0	0
25. Aggregate write-ins for liabilities .....	87,869	0
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25) .....	1,867,709,539	1,702,567,463
27. From Separate Accounts Statement .....	0	0
28. Total liabilities (Lines 26 and 27) .....	1,867,709,539	1,702,567,463
29. Common capital stock .....	51,500,000	51,500,000
30. Preferred capital stock .....	0	0
31. Aggregate write-ins for other than special surplus funds .....	0	0
32. Surplus notes .....	0	0
33. Gross paid in and contributed surplus .....	1,218,163,107	1,218,163,107
34. Aggregate write-ins for special surplus funds .....	0	0
35. Unassigned funds (surplus) .....	1,300,799,986	1,238,645,626
36. Less treasury stock, at cost:		
36.1 .....0 shares common (value included in Line 29 \$ .....0 ) .....	0	0
36.2 .....0 shares preferred (value included in Line 30 \$ .....0 ) .....	0	0
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ .....0 in Separate Accounts Statement) .....	2,518,963,093	2,456,808,733
38. Totals of Lines 29, 30 and 37 .....	2,570,463,093	2,508,308,733
39. Totals of Lines 28 and 38 .....	4,438,172,632	4,210,876,196
<b>DETAILS OF WRITE-INS</b>		
2501. Due to reinsurers .....	87,869	0
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) .....	87,869	0
3101. ....		
3102. ....		
3103. ....		
3198. Summary of remaining write-ins for Line 31 from overflow page .....	0	0
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above) .....	0	0
3401. ....		
3402. ....		
3403. ....		
3498. Summary of remaining write-ins for Line 34 from overflow page .....	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) .....	0	0

## STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**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	119,757,596	3,576,654	20,879,420
2. Considerations for supplementary contracts with life contingencies	0	0	0
3. Net investment income	(37,579,797)	(39,579,851)	167,008,282
4. Amortization of Interest Maintenance Reserve (IMR)	(110,565)	(35,684)	(225,486)
5. Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6. Commissions and expense allowances on reinsurance ceded	124,185	131,345	257,438
7. Reserve adjustments on reinsurance ceded	(484,728)	(496,904)	(799,624)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	0	0	0
8.2 Charges and fees for deposit-type contracts	4,876	2,213	2,213
8.3 Aggregate write-ins for miscellaneous income	0	0	30,000
9. Totals (Lines 1 to 8.3)	81,711,567	(36,402,227)	187,152,243
10. Death benefits	180,915	386,999	881,656
11. Matured endowments (excluding guaranteed annual pure endowments)	0	0	0
12. Annuity benefits	4,341,993	2,192,678	4,284,053
13. Disability benefits and benefits under accident and health contracts	240	160	480
14. Coupons, guaranteed annual pure endowments and similar benefits	0	0	0
15. Surrender benefits and withdrawals for life contracts	5,941,065	10,054,755	21,132,967
16. Group conversions	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds	24,001	26,286	51,617
18. Payments on supplementary contracts with life contingencies	0	0	0
19. Increase in aggregate reserves for life and accident and health contracts	114,187,031	(7,054,675)	(1,112,531)
20. Totals (Lines 10 to 19)	124,675,245	5,606,203	25,238,242
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	4,988,327	222,770	984,941
22. Commissions and expense allowances on reinsurance assumed	2,542	3,068	5,439
23. General insurance expenses	686,782	327,871	678,630
24. Insurance taxes, licenses and fees, excluding federal income taxes	12,554	8,974	16,797
25. Increase in loading on deferred and uncollected premiums	(792)	(1,295)	(1,922)
26. Net transfers to or (from) Separate Accounts net of reinsurance	0	0	0
27. Aggregate write-ins for deductions	0	0	0
28. Totals (Lines 20 to 27)	130,364,658	6,167,591	26,922,127
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(48,653,091)	(42,569,818)	160,230,116
30. Dividends to policyholders	20,458	22,602	41,001
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	(48,673,549)	(42,592,420)	160,189,115
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	0	0	0
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)	(48,673,549)	(42,592,420)	160,189,115
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 0 (excluding taxes of \$ 0 transferred to the IMR)	(371,646)	0	0
35. Net income (Line 33 plus Line 34)	(49,045,195)	(42,592,420)	160,189,115
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year	2,508,308,733	2,202,584,570	2,202,584,570
37. Net income (Line 35)	(49,045,195)	(42,592,420)	160,189,115
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0	111,082,087	259,674,771	347,160,231
39. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40. Change in net deferred income tax	0	0	0
41. Change in non-admitted assets	9,064	(267,839)	(404,945)
42. Change in liability for reinsurance in unauthorized companies	0	0	0
43. Change in reserve on account of change in valuation basis, (increase) or decrease	0	0	0
44. Change in asset valuation reserve	108,404	(133,237)	(220,238)
45. Change in treasury stock	0	0	0
46. Surplus (contributed to) withdrawn from Separate Accounts during period	0	0	0
47. Other changes in surplus in Separate Accounts Statement	0	0	0
48. Change in surplus notes	0	0	0
49. Cumulative effect of changes in accounting principles	0	0	0
50. Capital changes:			
50.1 Paid in	0	0	0
50.2 Transferred from surplus (Stock Dividend)	0	0	0
50.3 Transferred to surplus	0	0	0
51. Surplus adjustment:			
51.1 Paid in	0	0	0
51.2 Transferred to capital (Stock Dividend)	0	0	0
51.3 Transferred from capital	0	0	0
51.4 Change in surplus as a result of reinsurance	0	0	0
52. Dividends to stockholders	0	0	(201,000,000)
53. Aggregate write-ins for gains and losses in surplus	0	0	0
54. Net change in capital and surplus for the year (Lines 37 through 53)	62,154,360	216,681,275	305,724,163
55. Capital and surplus, as of statement date (Lines 36 + 54)	2,570,463,093	2,419,265,845	2,508,308,733
<b>DETAILS OF WRITE-INS</b>			
08.301. Fee for termination of Union Labor reinsurance agreement	0	0	30,000
08.302. ....			
08.303. ....			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	0	0	30,000
2701. ....			
2702. ....			
2703. ....			
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	0	0	0
5301. ....			
5302. ....			
5303. ....			
5398. Summary of remaining write-ins for Line 53 from overflow page	0	0	0
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	0	0	0

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**CASH FLOW**

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance .....	119,702,803	20,892,765
2. Net investment income .....	4,356,217	167,884,552
3. Miscellaneous income .....	168,561	243,062
4. Total (Lines 1 to 3) .....	124,227,581	189,020,379
5. Benefit and loss related payments .....	10,359,273	27,482,274
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	5,610,355	1,678,404
8. Dividends paid to policyholders .....	22,406	45,202
9. Federal and foreign income taxes paid (recovered) net of \$ ..... 0 tax on capital gains (losses) .....	0	0
10. Total (Lines 5 through 9) .....	15,992,034	29,205,880
11. Net cash from operations (Line 4 minus Line 10) .....	108,235,547	159,814,499
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	10,210,143	37,247,517
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7 Miscellaneous proceeds .....	4,004,221	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	14,214,364	37,247,517
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	92,023,214	28,849,104
13.2 Stocks .....	2,000,000	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	94,023,214	28,849,104
14. Net increase (or decrease) in contract loans and premium notes .....	(40,353)	(128,687)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(79,768,497)	8,527,100
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0
16.3 Borrowed funds .....	0	42,000,000
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	201,000,000
16.6 Other cash provided (applied) .....	1,767,990	(54,799)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	1,767,990	(159,054,799)
<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) .....	30,235,040	9,286,800
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year .....	11,326,457	2,039,657
19.2 End of period (Line 18 plus Line 19.1) .....	41,561,497	11,326,457

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

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.....		
.....		
.....		

**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 .....	0	0	0
2. Ordinary life insurance .....	4,277	4,537	10,554
3. Ordinary individual annuities .....	119,240,687	3,060,693	20,450,831
4. Credit life (group and individual) .....	0	0	0
5. Group life insurance .....	373,841	331,470	675,124
6. Group annuities .....	0	0	0
7. A & H - group .....	0	0	0
8. A & H - credit (group and individual) .....	0	0	0
9. A & H - other .....	0	0	0
10. Aggregate of all other lines of business .....	0	0	0
11. Subtotal .....	119,618,805	3,396,700	21,136,509
12. Deposit-type contracts .....	0	0	0
13. Total	119,618,805	3,396,700	21,136,509
DETAILS OF WRITE-INS			
1001. ....			
1002. ....			
1003. ....			
1098. Summary of remaining write-ins for Line 10 from overflow page .....	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0



## **NOTES TO FINANCIAL STATEMENTS**

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1. Summary of Significant Accounting Policies

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 1.

2. Accounting Changes and Corrections of Errors

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 2.

3. Business Combinations and Goodwill

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 3.

4. Discontinued Operations

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 4.

5. Investments

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 5

6. Joint Ventures, Partnerships and Limited Liability Companies

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 6.

7. Investment Income

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 7.

8. Derivative Instruments

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 8.

9. Income Taxes

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 9.

10. Information Concerning Parent, Subsidiaries and Affiliates

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 10.

11. Debt

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 11.

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

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 12.

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

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 13.

14. Contingencies

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 14.

15. Leases

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 15.

## NOTES TO FINANCIAL STATEMENTS

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16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 16.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 17, items A and B.

C. Wash Sales

No reportable wash sales have occurred during the year.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 18.

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

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 19.

20. Other Items

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 20.

21. Events Subsequent

The Company is not aware of any events occurring subsequent to the balance sheet date which require disclosure to keep the financial statements from being misleading or that may have a material effect on the financial condition of the Company.

22. Reinsurance

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 22.

23. Retrospectively Rated Contracts & Contracts Subject to Redetermination

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 23.

24. Change in Incurred Losses and Loss Adjustment Expenses

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 24.

25. Intercompany Pooling Arrangements

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 25.

26. Structured Settlements

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 26.

27. Health Care Receivables

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 27.

28. Participating Policies

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 28.

29. Premium Deficiency Reserves

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 29.

**NOTES TO FINANCIAL STATEMENTS**

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30. Reserves for Life Contracts and Deposit-Type Contracts

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 30.

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

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 31.

32. Premium and Annuity Considerations Deferred and Uncollected

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 32.

33. Separate Accounts

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 33.

34. Loss/Claim Adjustment Expenses

Significant changes have not occurred since 12/31/2007 that warrant disclosure in Note 34.

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

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

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ X ] N/A [ ]  
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2004
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2004
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 06/27/2006
- 6.4 By what department or departments?  
MICHIGAN - OFFICE OF FINANCIAL AND INSURANCE REGULATION
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ X ] No [ ] N/A [ ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [ X ]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [ X ]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ X ] No [ ]
- 8.4 If 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
JACKSON NATIONAL LIFE DISTRIBUTORS, LLC .....	DENVER, CO .....					YES
SII INVESTMENTS, INC .....	APPLETON, WI .....					YES
NATIONAL PLANNING CORPORATION .....	SANTA MONICA, CA .....					YES
INVESTMENT CENTERS OF AMERICA, INC .....	BISMARCK, ND .....					YES
INVEST FINANCIAL CORPORATION .....	TAMPA, FL .....					YES
CURIAN CLEARING, LLC .....	DENVER, CO .....					YES

**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: ..... \$ .....0

**INVESTMENT**

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [  ] No [  ]  
 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 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ .....0	\$ .....0
14.22 Preferred Stock .....	\$ .....0	\$ .....0
14.23 Common Stock .....	\$ 4,024,056,717	\$ 4,135,138,804
14.24 Short-Term Investments .....	\$ .....0	\$ .....0
14.25 Mortgage Loans on Real Estate .....	\$ .....0	\$ .....0
14.26 All Other .....	\$ .....0	\$ .....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	\$ 4,024,056,717	\$ 4,135,138,804
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....0	\$ .....0

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

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**GENERAL INTERROGATORIES**

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [ X ] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
THE BANK OF NEW YORK MELLON .....	ONE WALL STREET 14TH FLOOR NEW YORK, NY 10286 .....

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

1 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 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 [ X ] No [ ]

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 Amount
1.1	Long-Term Mortgages In Good Standing	
1.11	Farm Mortgages .....	\$ ..... 0
1.12	Residential Mortgages .....	\$ ..... 0
1.13	Commercial Mortgages .....	\$ ..... 0
1.14	Total Mortgages in Good Standing .....	\$ ..... 0
1.2	Long-Term Mortgages In Good Standing with Restructured Terms	
1.21	Total Mortgages in Good Standing with Restructured Terms .....	\$ ..... 0
1.3	Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31	Farm Mortgages .....	\$ ..... 0
1.32	Residential Mortgages .....	\$ ..... 0
1.33	Commercial Mortgages .....	\$ ..... 0
1.34	Total Mortgages with Interest Overdue more than Three Months .....	\$ ..... 0
1.4	Long-Term Mortgage Loans in Process of Foreclosure	
1.41	Farm Mortgages .....	\$ ..... 0
1.42	Residential Mortgages .....	\$ ..... 0
1.43	Commercial Mortgages .....	\$ ..... 0
1.44	Total Mortgages in Process of Foreclosure .....	\$ ..... 0
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2) .....	\$ ..... 0
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages .....	\$ ..... 0
1.62	Residential Mortgages .....	\$ ..... 0
1.63	Commercial Mortgages .....	\$ ..... 0
1.64	Total Mortgages Foreclosed and Transferred to Real Estate .....	\$ ..... 0

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<b>NONE</b>						



STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY  
**SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Life Contracts		Direct Business Only			7
		2	3	4	5	6	
	Active Status	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts
1. Alabama	AL	N	.0	.0	.0	0	0
2. Alaska	AK	N	.0	.0	.0	0	0
3. Arizona	AZ	N	.0	.0	.0	0	0
4. Arkansas	AR	N	.0	.0	.0	0	0
5. California	CA	N	96	.0	.0	0	96
6. Colorado	CO	N	.0	.0	.0	0	0
7. Connecticut	CT	N	91	.0	.0	0	91
8. Delaware	DE	N	.0	.0	.0	0	0
9. District of Columbia	DC	N	.0	.0	.0	0	0
10. Florida	FL	N	640	.0	.0	0	640
11. Georgia	GA	N	71	.0	.0	0	71
12. Hawaii	HI	N	.0	.0	.0	0	0
13. Idaho	ID	N	.0	.0	.0	0	0
14. Illinois	IL	N	142	.0	.0	0	142
15. Indiana	IN	N	481	.0	.0	0	481
16. Iowa	IA	N	.0	.0	.0	0	0
17. Kansas	KS	N	107	.0	.0	0	107
18. Kentucky	KY	N	13	.0	.0	0	13
19. Louisiana	LA	N	.0	.0	.0	0	0
20. Maine	ME	N	.0	.0	.0	0	0
21. Maryland	MD	N	.0	.0	.0	0	0
22. Massachusetts	MA	N	.0	.0	.0	0	0
23. Michigan	MI	L	314,353	119,240,687	.0	0	119,555,040
24. Minnesota	MN	N	.0	.0	.0	0	0
25. Mississippi	MS	N	.0	.0	.0	0	0
26. Missouri	MO	N	205	.0	.0	0	205
27. Montana	MT	N	.0	.0	.0	0	0
28. Nebraska	NE	N	.0	.0	.0	0	0
29. Nevada	NV	N	.0	.0	.0	0	0
30. New Hampshire	NH	N	.0	.0	.0	0	0
31. New Jersey	NJ	N	.0	.0	.0	0	0
32. New Mexico	NM	N	.0	.0	.0	0	0
33. New York	NY	N	.0	.0	.0	0	0
34. North Carolina	NC	N	.0	.0	.0	0	0
35. North Dakota	ND	N	.0	.0	.0	0	0
36. Ohio	OH	N	44	.0	.0	0	44
37. Oklahoma	OK	N	122	.0	.0	0	122
38. Oregon	OR	N	.0	.0	.0	0	0
39. Pennsylvania	PA	N	85	.0	.0	0	85
40. Rhode Island	RI	N	.0	.0	.0	0	0
41. South Carolina	SC	N	.0	.0	.0	0	0
42. South Dakota	SD	N	.0	.0	.0	0	0
43. Tennessee	TN	N	.0	.0	.0	0	0
44. Texas	TX	N	90	.0	.0	0	90
45. Utah	UT	N	.0	.0	.0	0	0
46. Vermont	VT	N	.0	.0	.0	0	0
47. Virginia	VA	N	.0	.0	.0	0	0
48. Washington	WA	N	.0	.0	.0	0	0
49. West Virginia	WV	N	.0	.0	.0	0	0
50. Wisconsin	WI	N	.0	.0	.0	0	0
51. Wyoming	WY	N	.0	.0	.0	0	0
52. American Samoa	AS	N	.0	.0	.0	0	0
53. Guam	GU	N	.0	.0	.0	0	0
54. Puerto Rico	PR	N	.0	.0	.0	0	0
55. U.S. Virgin Islands	VI	N	.0	.0	.0	0	0
56. Northern Mariana Islands	MP	N	.0	.0	.0	0	0
57. Canada	CN	N	.0	.0	.0	0	0
58. Aggregate Other Aliens	OT	XXX	.0	.0	.0	0	0
59. Subtotal	(a) 1		316,540	119,240,687	.0	0	119,557,227
90. Reporting entity contributions for employee benefits plans	XXX		.0	.0	.0	0	0
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX		.0	.0	.0	0	0
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX		.0	.0	.0	0	0
93. Premium or annuity considerations waived under disability or other contract provisions	XXX		.0	.0	.0	0	0
94. Aggregate or other amounts not allocable by State	XXX		.0	.0	.0	0	0
95. Totals (Direct Business)	XXX		316,540	119,240,687	.0	0	119,557,227
96. Plus Reinsurance Assumed	XXX		736,335	13,385	.0	0	749,720
97. Totals (All Business)	XXX		1,052,875	119,254,072	.0	0	120,306,947
98. Less Reinsurance Ceded	XXX		592,457	11,687	.0	0	604,144
99. Totals (All Business) less Reinsurance Ceded	XXX		460,418	119,242,385	.0	0	119,702,803
DETAILS OF WRITE-INS							
5801.	XXX						
5802.	XXX						
5803.	XXX						
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	0	0	0	0
9401.	XXX						
9402.	XXX						
9403.	XXX						
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX		.0	.0	.0	0	0
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)	XXX		0	0	0	0	0

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

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

**NONE**

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES








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

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

Explanation:

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

Bar Code:

1.   
7 8 6 2 0 2 0 0 8 4 9 0 0 0 0 0 2  
Trusteed Surplus Statement [Document Identifier 490]
2.   
7 8 6 2 0 2 0 0 8 3 6 5 0 0 0 0 2  
Medicare Part D Coverage Supplement [Document Identifier 365]
3.   
7 8 6 2 0 2 0 0 8 4 4 5 0 0 0 0 2  
Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 445]
4.   
7 8 6 2 0 2 0 0 8 4 4 6 0 0 0 0 2  
Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 446]
5.   
7 8 6 2 0 2 0 0 8 4 4 7 0 0 0 0 2  
Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI [Document Identifier 447]
6.   
7 8 6 2 0 2 0 0 8 4 4 8 0 0 0 0 2  
Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI [Document Identifier 448]
7.   
7 8 6 2 0 2 0 0 8 4 4 9 0 0 0 0 2  
Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) [Document Identifier 449]

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**SCHEDULE A - VERIFICATION**

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions .....		
2.2 Additional investment made after acquisitions .....		
3. Current year change in encumbrances .....		
4. Total gain (loss) on disposals .....		
5. Deduct amounts received on disposals .....		
6. Total foreign exchange change in book/adjusted carrying value .....		
7. Deduct current year's other than temporary impairment recognized .....		
8. Deduct current year's depreciation .....		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....		
10. Deduct total nonadmitted amounts .....		
11. Statement value at end of current period (Line 9 minus Line 10)		

**NONE**

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions .....		
2.2 Additional investment made after acquisitions .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12)		

**NONE**

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions .....		
2.2 Additional investment made after acquisitions .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and depreciation .....		
9. Total foreign exchange change in book/adjusted carrying value .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12)		

**NONE**

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	4,193,954,172	3,856,288,886
2. Cost of bonds and stocks acquired .....	94,023,214	28,849,104
3. Accrual of discount .....	69,598	75,192
4. Unrealized valuation increase (decrease) .....	111,082,087	347,160,231
5. Total gain (loss) on disposals .....	(410,095)	(597,553)
6. Deduct consideration for bonds and stocks disposed of .....	10,210,143	37,247,517
7. Deduct amortization of premium .....	246,932	574,171
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) .....	4,388,261,901	4,193,954,172
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	4,388,261,901	4,193,954,172

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE 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) .....	130,017,190	76,004,701	39,677,881	(245,424)	130,017,190	166,098,586	0	102,344,715
2. Class 2 (a) .....	85,280,260	28,686,754	5,987	(5,707,954)	85,280,260	108,253,073	0	65,986,441
3. Class 3 (a) .....	6,176,689	0	0	5,886,676	6,176,689	12,063,365	0	8,569,090
4. Class 4 (a) .....	3,184,052	0	0	(7,521)	3,184,052	3,176,531	0	3,191,469
5. Class 5 (a) .....	807,143	0	0	(548)	807,143	806,595	0	498,999
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	225,465,334	104,691,455	39,683,868	(74,771)	225,465,334	290,398,150	0	180,590,714
<b>PREFERRED STOCK</b>								
8. Class 1 .....	1,000,000	1,000,000	0	0	1,000,000	2,000,000	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 .....	1,000,000	1,000,000	0	0	1,000,000	2,000,000	0	0
15. Total Bonds and Preferred Stock	226,465,334	105,691,455	39,683,868	(74,771)	226,465,334	292,398,150	0	180,590,714

(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

**SCHEDULE DA - PART 1****Short-Term Investments Owned End of Current Quarter**

	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
8299999 Totals	39,275,053	XXX	39,275,053	358,713	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 .....	10,693,259	1,738,859
2. Cost of short-term investments acquired .....	75,674,818	56,814,805
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 .....	47,093,024	47,860,405
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) .....	39,275,053	10,693,259
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	39,275,053	10,693,259

Schedule DB - Part F - Section 1 - Replicated (Synthetic) Assets Open

**N O N E**

Schedule DB - Part F - Section 2 - Reconciliation of Replicated (Synthetic) Assets Open

**N O N E**

**SCHEDULE E - VERIFICATION****Cash Equivalents**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	618,400	604,485
2. Cost of cash equivalents acquired .....	7,454,270	11,498,936
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 .....	8,072,657	11,485,021
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) .....	13	618,400
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	13	618,400



Schedule A - Part 2 - Real Estate Acquired and Additions Made

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired

**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

**N O N E**

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**SCHEDULE D - PART 3**

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
059172-AA-4	BALTIMORE GAS & ELECTRIC		.06/23/2008	GREENWICH CAPITAL		499,950	500,000	.0	2FE
654730-AK-9	NISOURCE FINANCE		.06/23/2008	MERRILL LYNCH		978,290	1,000,000	19,646	2FE
<b>3899999. Bonds - Public Utilities</b>									<b>XXX</b>
02003M-BQ-6	ALLSTATE LIFE		.04/24/2008	MORGAN STANLEY, DEAN WITTER		1,478,240	1,500,000	19,646	1FE
02582J-CW-8	AMXCA 2004-2C		.05/16/2008	BARCLAYS CAPITAL		1,198,800	1,200,000	.0	2FE
0258MO-CW-7	AMERICAN EXPRESS		.05/28/2008	CITICORP		1,044,434	1,250,000	.663	1FE
030628-AD-3	AMCAR 2008-AF A3		.05/20/2008	DEUTSCHE BANK AG		498,285	500,000	.0	1FE
031162-AX-8	AMGEN		.05/20/2008	MERRILL LYNCH		999,922	1,000,000	.0	1FE
060505-DT-8	BANK OF AMERICA		.04/24/2008	BANC OF AMERICA SECURITIES		998,280	1,000,000	.0	1FE
086516-AG-6	BEST BUY		.06/19/2008	JP MORGAN		1,000,000	1,000,000	.0	2FE
105340-AJ-2	BRANDYWINE OPERATING PARTNERS		.04/30/2008	CITICORP		998,240	1,000,000	.950	2FE
12189T-AY-0	BURLINGTON NORTHERN SANTA FE		.06/23/2008	RBC DOMINION SECURITIES		1,304,400	1,500,000	.8632	2FE
17305E-EA-9	CCCIT 2007-B5 B5		.04/14/2008	JP MORGAN		972,020	1,000,000	1,401	1FE
173109-AC-3	CRMSI 2007-1 A3		.06/26/2008	CITICORP		1,285,254	1,500,000	.0	1FE
17310N-AF-5	CRMSI 2006-3 A6		.06/17/2008	CITICORP		960,625	1,000,000	2,970	1FE
17311Q-BK-5	CGCMT 2007-C6 A4		.06/03/2008	BARCLAYS CAPITAL		925,000	1,000,000	.792	1FE
19075D-AH-4	CWCI 2007-C3 AM		.05/07/2008	WACHOVIA		991,680	1,000,000	1,838	1FE
22546B-AF-7	CSMC 2007-C5 A4		.06/03/2008	CREDIT SUISSE FIRST BOSTON		929,063	1,000,000	.791	2FE
24668P-AB-3	DELHAIZE AMERICA		.06/23/2008	DEUTSCHE BANK AG		981,250	1,000,000	1,986	2FE
25746U-BE-8	DOMINION RESOURCES		.06/12/2008	CITICORP		1,008,610	1,500,000	.0	2FE
26138E-AC-3	DR PEPPER SNAPPLE GROUP		.04/25/2008	JP MORGAN		1,498,590	1,500,000	.0	2FE
316773-CJ-7	FIFTH THIRD BANK		.04/23/2008	MORGAN STANLEY, DEAN WITTER		999,850	1,000,000	.0	1FE
37251E-AE-7	GENWORTH LIFE		.04/29/2008	BANC OF AMERICA SECURITIES		998,850	1,000,000	.0	1FE
416515-AV-6	HARTFORD FINANCIAL SERVICES		.05/07/2008	DEUTSCHE BANK AG		999,410	1,000,000	.0	1FE
460146-CA-9	INTERNATIONAL PAPER		.05/28/2008	JP MORGAN		1,248,475	1,250,000	.0	2FE
46630V-AJ-1	JPMCC 2007-CB19 AM		.05/07/2008	JP MORGAN		499,940	500,000	1,814	1FE
50179A-AE-7	LBUBS 2007-C1 A4		.06/03/2008	BARCLAYS CAPITAL		928,047	1,000,000	5,820	1FE
592179-JG-1	METLIFE GLOBAL		.04/07/2008	MORGAN STANLEY, DEAN WITTER		1,499,133	1,545,000	.0	1FE
670346-AK-1	NUCOR		.05/28/2008	BANC OF AMERICA SECURITIES		1,998,520	2,000,000	.0	1FE
67059T-AA-3	NUSTAR LOGISTICS		.04/01/2008	BARCLAYS CAPITAL		1,492,725	1,500,000	.0	2FE
6944PO-AH-8	PACIFIC LIFE GLOBAL FUNDING		.04/08/2008	BARCLAYS CAPITAL		1,996,040	2,000,000	.0	1FE
72650R-AS-1	PLAINS ALL AMERICAN PIPELINE		.04/18/2008	BANC OF AMERICA SECURITIES		1,999,040	2,000,000	.0	2FE
743410-AT-9	PROLOGIS		.05/01/2008	GREENWICH CAPITAL		994,240	1,000,000	.0	2FE
74834L-AL-4	QUEST DIAGNOSTICS		.06/23/2008	LEHMAN BROTHERS		1,995,320	2,000,000	8,326	2FE
78442F-EH-7	SLM		.06/11/2008	BANC OF AMERICA SECURITIES		936,890	1,000,000	.0	2FE
845437-BK-7	SOUTHWESTERN ELECTRIC POWER		.06/04/2008	CREDIT SUISSE FIRST BOSTON		490,150	500,000	.0	2FE
84603M-XU-5	SOVEREIGN BANCORP		.05/13/2008	LEHMAN BROTHERS		499,370	500,000	.0	2FE
84755T-AA-5	SPECTRA ENERGY CAPITAL		.04/07/2008	GREENWICH CAPITAL		996,640	1,000,000	.0	2FE
86722T-AA-0	SUNCOR ENERGY		.06/03/2008	MORGAN STANLEY, DEAN WITTER		1,996,440	2,000,000	.0	1FE
902911-AM-8	UST		.06/23/2008	GOLDMAN SACHS		998,830	1,000,000	29,628	2FE
907818-CW-6	UNION PACIFIC RAILROAD		.06/23/2008	BANC OF AMERICA SECURITIES		1,035,380	1,000,000	8,632	2FE
91913Y-AD-2	VALERO ENERGY		.06/23/2008	JP MORGAN		967,900	1,000,000	13,559	2FE
92928Q-AA-6	WEA FINANCE		.04/09/2008	CITICORP		1,031,020	1,000,000	.0	1FE
92978M-AE-6	WBCT 2006-C28 A4		.06/03/2008	WACHOVIA		1,984,400	2,000,000	.774	1FE
92978N-AJ-3	WBCT 2007-C33 AM		.05/29/2008	WACHOVIA		987,109	1,000,000	328	1FE
13645R-AH-7	CANADIAN PACIFIC RAILROAD	I	.05/14/2008	MORGAN STANLEY, DEAN WITTER		931,094	1,000,000	.0	2FE
71644E-AH-5	PETRO-CANADA	I	.05/12/2008	CITICORP		1,493,820	1,500,000	.0	2FE
03938L-AD-6	ARCELOMITTAL	F	.05/19/2008	JP MORGAN		998,290	1,000,000	.0	2FE
4041A2-AH-7	HBOS	F	.05/15/2008	GOLDMAN SACHS		1,991,420	2,000,000	.0	1FE
705010-AB-2	PEARSON PLC	F	.04/29/2008	CITICORP		1,991,680	2,000,000	.0	2FE
826200-AC-1	SIEMENS FINANCIERINGSMAT	F	.06/23/2008	WACHOVIA		1,497,240	1,500,000	11,021	2FE
893830-AR-0	TRANSOCEAN	F	.06/23/2008	GOLDMAN SACHS		995,150	1,000,000	14,729	2FE
<b>4599999. Bonds - Industrial and Miscellaneous</b>						58,064,516	59,245,000	114,654	<b>XXX</b>
<b>6099997. Total - Bonds - Part 3</b>						59,542,756	60,745,000	134,300	<b>XXX</b>
<b>6099998. Total - Bonds - Part 5</b>						XXX	XXX	XXX	<b>XXX</b>
<b>6099999. Total - Bonds</b>						59,542,756	60,745,000	134,300	<b>XXX</b>
06739H-3E-2	BARCLAYS BANK PLC	F	.04/08/2008	CITICORP	40,000,000	1,000,000	0.00	.0	RP1L
<b>6399999. Preferred Stocks - Industrial and Miscellaneous</b>						1,000,000	XXX	0	<b>XXX</b>
<b>6599997. Total - Preferred Stocks - Part 3</b>						1,000,000	XXX	0	<b>XXX</b>
<b>6599998. Total - Preferred Stocks - Part 5</b>						XXX	XXX	XXX	<b>XXX</b>
<b>6599999. Total - Preferred Stocks</b>						1,000,000	XXX	0	<b>XXX</b>

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STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
7299997. Total - Common Stocks - Part 3									
7299998. Total - Common Stocks - Part 5									
7299999. Total - Common Stocks									
7399999. Total - Preferred and Common Stocks									
7499999 - Totals									
						0	XXX	0	XXX
						XXX	XXX	XXX	XXX
						0	XXX	0	XXX
						1,000,000	XXX	0	XXX
						60,542,756	XXX	134,300	XXX

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

STATEMENT AS OF JUNE 30, 2008 OF THE BROOKE LIFE INSURANCE COMPANY

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	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	Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
.31412Y-TT-9	FN 938962		06/01/2008	MBS PAYDOWN		14,698	14,698	14,632	14,697	0	1	0	1	0	14,698	0	0	0	443	07/01/2037	1FE	
<b>3199999</b>	<b>Bonds - Special Revenues</b>					14,698	14,698	14,632	14,697	0	1	0	1	0	14,698	0	0	0	443	XXX	XXX	
.03063E-AB-3	AMCAR 2007-CM A2		06/06/2008	MBS PAYDOWN		329,425	329,425	326,697	0	0	934	0	934	0	329,425	0	0	0	2,830	02/06/2009	1FE	
.097014-AG-9	BOEING CAPITAL		04/01/2008	BANC OF AMERICA		2,158,960	2,000,000	2,137,880	2,071,374	0	(4,021)	0	(4,021)	0	2,067,353	0	91,607	91,607	82,694	02/15/2012	1FE	
.126650-BF-6	CVS LEASE PASS THROUGH		06/10/2008	SINKING FUND PYMT		5,987	5,987	5,618	0	0	12	0	12	0	5,987	0	0	0	60	12/10/2028	2FE	
.14040E-HF-2	CAPITAL ONE BANK		05/15/2008	MATURITY		2,000,000	2,000,000	1,998,280	1,999,863	0	137	0	137	0	2,000,000	0	0	0	48,750	05/15/2008	1FE	
.76111X-BZ-5	RFMSI 2003-S17 M1		06/01/2008	MBS PAYDOWN		8,867	8,867	8,714	8,867	0	0	0	0	0	8,867	0	0	0	203	08/01/2024	1FE	
.76111X-CA-9	RFMSI 2003-S17 M2		06/01/2008	MBS PAYDOWN		4,964	4,964	4,805	4,964	0	0	0	0	0	4,964	0	0	0	114	08/01/2024	1FE	
.92922F-MH-8	WAMU 2004-S1 B2		06/01/2008	MBS PAYDOWN		9,532	9,532	9,449	9,532	0	1	0	1	0	9,532	0	0	0	231	10/01/2026	1FE	
.046353-AC-2	ASTRAZENECA PLC	F	04/09/2008	RBC DOMINION		2,091,380	2,000,000	1,996,180	1,996,391	0	199	0	199	0	1,996,589	0	94,791	94,791	63,600	09/15/2012	1FE	
.07181X-AB-9	BAXTER FINCO BV	F	04/01/2008	WACHOVIA		1,021,440	1,000,000	985,010	991,147	0	766	0	766	0	991,913	0	29,527	29,527	22,299	10/15/2010	1FE	
<b>4599999</b>	<b>Bonds - Industrial and Miscellaneous</b>					7,630,555	7,358,775	7,472,633	7,082,138	0	(1,972)	0	(1,972)	0	7,414,630	0	215,925	215,925	220,781	XXX	XXX	
<b>6099997</b>	<b>Total - Bonds - Part 4</b>					7,645,253	7,373,473	7,487,265	7,096,835	0	(1,971)	0	(1,971)	0	7,429,328	0	215,925	215,925	221,224	XXX	XXX	
<b>6099998</b>	<b>Total - Bonds - Part 5</b>					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
<b>6099999</b>	<b>Total - Bonds</b>					7,645,253	7,373,473	7,487,265	7,096,835	0	(1,971)	0	(1,971)	0	7,429,328	0	215,925	215,925	221,224	XXX	XXX	
<b>6599997</b>	<b>Total - Preferred Stocks - Part 4</b>					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
<b>6599998</b>	<b>Total - Preferred Stocks - Part 5</b>					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
<b>6599999</b>	<b>Total - Preferred Stocks</b>					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
<b>7299997</b>	<b>Total - Common Stocks - Part 4</b>					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
<b>7299998</b>	<b>Total - Common Stocks - Part 5</b>					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
<b>7299999</b>	<b>Total - Common Stocks</b>					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
<b>7399999</b>	<b>Total - Preferred and Common Stocks</b>					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
<b>7499999</b>	<b>Totals</b>					7,645,253	7,373,473	7,487,265	7,096,835	0	(1,971)	0	(1,971)	0	7,429,328	0	215,925	215,925	221,224	XXX	XXX	

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors and Insurance Futures Options Owned

**N O N E**

Schedule DB - Part B - Section 1 - Options, Caps, Floors and Insurance Futures Options Written and  
In Force

**N O N E**

Schedule DB - Part C - Section 1 - Collar, Swap and Forwards Open

**N O N E**

Schedule DB - Part D - Section 1 - Futures Contracts and Insurance Futures Contracts Open

**N O N E**



