

QUARTERLY STATEMENT
OF THE
Build America Mutual Assurance Company

of
New York
in the state of
New York

TO THE
Insurance Department
OF THE STATE OF
New York

FOR THE QUARTER ENDED
March 31, 2013

2013



QUARTERLY STATEMENT
AS OF March 31, 2013
 OF THE CONDITION AND AFFAIRS OF THE
Build America Mutual Assurance Company

NAIC Group Code 0000 (Current Period), 0000 (Prior Period) NAIC Company Code 14380 Employer's ID Number 45-4858468

Organized under the Laws of New York State of Domicile or Port of Entry New York

Country of Domicile United States of America

Incorporated/Organized 03/16/2012 Commenced Business 07/20/2012

Statutory Home Office 1 World Financial Ctr. - 27th Fl., 200 Liberty St. New York, NY, US 10281
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1 World Financial Ctr. - 27th Fl., 200 Liberty St.
(Street and Number)

New York, NY, US 10281 (212)235-2500
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 1 World Financial Ctr. - 27th Fl., 200 Liberty St. New York, NY, US 10281
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1 World Financial Ctr. - 27th Fl., 200 Liberty St.
(Street and Number)

New York, NY, US 10281 (212)235-2500
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.buildamerica.com

Statutory Statement Contact Brian Michael Wymbs (212)235-2513
(Name) (Area Code)(Telephone Number)(Extension)

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OFFICERS

Name	Title
Robert Phillips Cochran	Managing Director, Secretary and Chairman
Seán Wallace McCarthy	Managing Director and Chief Executive Officer
Elizabeth Ann Keys	Chief Financial Officer and Treasurer

OTHERS

Suzanne Marie Finnegan Bouton, Chief Credit Officer
 Alexander George Makowski Jr., General Counsel and Assistant Secretary
 Laura Levenstein, Chief Risk Officer
 Brian Michael Wymbs, Controller

DIRECTORS OR TRUSTEES

Raymond Joseph Rene Barrette
 Seán Wallace McCarthy
 Edward Gene Rendell
 Allan Lewis Waters
 Robert Phillips Cochran
 Richard Ravitch
 Robert Albert Vanosky

State of New York
 County of New York ss

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

 (Signature) Robert Phillips Cochran (Printed Name) 1. Managing Director, Secretary and Chairman (Title)	 (Signature) Seán Wallace McCarthy (Printed Name) 2. Managing Director and Chief Executive Officer (Title)	 (Signature) Elizabeth Ann Keys (Printed Name) 3. Chief Financial Officer and Treasurer (Title)
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Subscribed and sworn to before me this 13th day of May, 2013

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

b. If no, 1. State the amendment number _____
 2. Date filed _____
 3. Number of pages attached _____

(Notary Public Signature)

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	467,135,200		467,135,200	467,085,515
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....9,650,879), cash equivalents (\$.....0) and short-term investments (\$.....4,296,503)	13,947,382		13,947,382	21,092,329
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	2,575,553		2,575,553	
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	483,658,135		483,658,135	488,177,844
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	2,167,664		2,167,664	2,818,446
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	239		239	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	818,725	780,419	38,306	31,430
21. Furniture and equipment, including health care delivery assets (\$.....0)	212,113	212,113		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$.....0) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	634,416	485,641	148,775	146,189
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	487,491,292	1,478,173	486,013,119	491,173,909
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	487,491,292	1,478,173	486,013,119	491,173,909
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Prepaid assets	485,641	485,641		
2502. Other assets	148,775		148,775	146,189
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	634,416	485,641	148,775	146,189

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		
3. Loss adjustment expenses		
4. Commissions payable, contingent commissions and other similar charges		
5. Other expenses (excluding taxes, licenses and fees)	4,849,316	7,420,634
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	56,255	
7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses))		
7.2 Net deferred tax liability		
8. Borrowed money \$.....0 and interest thereon \$.....0		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$.....1,605,180 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act)	455,385	24,160
10. Advance premium		
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	797,927	10,410
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others		
15. Remittances and items not allocated		
16. Provision for reinsurance (including \$.....0 certified)		
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates		
20. Derivatives		
21. Payable for securities		
22. Payable for securities lending		
23. Liability for amounts held under uninsured plans		
24. Capital notes \$.....0 and interest thereon \$.....0		
25. Aggregate write-ins for liabilities	72,457	2,578
26. TOTAL liabilities excluding protected cell liabilities (Lines 1 through 25)	6,231,340	7,457,782
27. Protected cell liabilities		
28. TOTAL liabilities (Lines 26 and 27)	6,231,340	7,457,782
29. Aggregate write-ins for special surplus funds		
30. Common capital stock		
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds	3,719,776	257,800
33. Surplus notes	503,000,000	503,000,000
34. Gross paid in and contributed surplus		
35. Unassigned funds (surplus)	(26,937,997)	(19,541,673)
36. Less treasury stock, at cost:		
36.10 shares common (value included in Line 30 \$.....0)		
36.20 shares preferred (value included in Line 31 \$.....0)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	479,781,779	483,716,127
38. TOTALS (Page 2, Line 28, Col. 3)	486,013,119	491,173,909
DETAILS OF WRITE-INS		
2501. Mandatory contingency reserve	72,457	2,578
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	72,457	2,578
2901.		
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		
3201. Member surplus contributions	3,719,776	257,800
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. TOTALS (Lines 3201 through 3203 plus 3298) (Line 32 above)	3,719,776	257,800

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned			
1.1 Direct (written \$.....1,951,602)	360		
1.2 Assumed (written \$.....0)			
1.3 Ceded (written \$.....1,520,298)	280		
1.4 Net (written \$.....431,304)	80		
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....0)			
2.1 Direct			
2.2 Assumed			
2.3 Ceded			
2.4 Net			
3. Loss adjustment expenses incurred			
4. Other underwriting expenses incurred	8,240,310		19,779,442
5. Aggregate write-ins for underwriting deductions			
6. TOTAL underwriting deductions (Lines 2 through 5)	8,240,310		19,779,442
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(8,240,230)		(19,779,442)
INVESTMENT INCOME			
9. Net investment income earned	1,150,103		1,840,109
10. Net realized capital gains (losses) less capital gains tax of \$.....0	(138,865)		(219,044)
11. Net investment gain (loss) (Lines 9 + 10)	1,011,238		1,621,065
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....0)			
13. Finance and service charges not included in premiums			
14. Aggregate write-ins for miscellaneous income			
15. TOTAL other income (Lines 12 through 14)			
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(7,228,992)		(18,158,376)
17. Dividends to policyholders			
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)	(7,228,992)		(18,158,376)
19. Federal and foreign income taxes incurred			
20. Net income (Line 18 minus Line 19) (to Line 22)	(7,228,992)		(18,158,376)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	483,716,127		
22. Net income (from Line 20)	(7,228,992)		(18,158,376)
23. Net transfers (to) or from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....0			
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax			
27. Change in nonadmitted assets	(97,454)		(1,380,719)
28. Change in provision for reinsurance			
29. Change in surplus notes			503,000,000
30. Surplus (contributed to) withdrawn from Protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	3,392,098		255,222
38. Change in surplus as regards policyholders (Lines 22 through 37)	(3,934,348)		483,716,127
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	479,781,779		483,716,127
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)			
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)			
3701. Member surplus contributions	3,461,977		257,800
3702. Change in mandatory contingency reserve	(69,879)		(2,578)
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. TOTALS (Lines 3701 through 3703 plus 3798) (Line 37 above)	3,392,098		255,222

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	1,218,583		34,570
2. Net investment income	3,345,736		1,675,443
3. Miscellaneous income			
4. TOTAL (Lines 1 to 3)	4,564,319		1,710,013
5. Benefit and loss related payments			
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	10,563,310		12,716,788
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)			
10. TOTAL (Lines 5 through 9)	10,563,310		12,716,788
11. Net cash from operations (Line 4 minus Line 10)	(5,998,991)		(11,006,774)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	57,639,707		273,380,960
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			15,063
12.7 Miscellaneous proceeds			
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	57,639,707		273,396,023
13. Cost of investments acquired (long-term only):			
13.1 Bonds	59,556,158		742,991,313
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	2,575,553		
13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	62,131,711		742,991,313
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(4,492,004)		(469,595,290)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			503,000,000
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	3,346,048		(1,305,607)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	3,346,048		501,694,393
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(7,144,947)		21,092,329
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	21,092,329		
19.2 End of period (Line 18 plus Line 19.1)	13,947,382		21,092,329

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

20.0001				
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Notes to Financial Statement

Build America Mutual Assurance Company (“Build America” or the “Company”) is a New York domiciled mutual financial guaranty insurance company. The Company was capitalized on July 17, 2012 and received its license to write financial guaranty insurance from the New York State Department of Financial Services (the “Department”) and commenced operations on July 20, 2012. As of May 10, 2013, Build America was also licensed in Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Hampshire, New Jersey, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Vermont, Utah, Virginia, Washington, West Virginia and Wisconsin, and can write business in additional jurisdictions throughout the United States under certain conditions. The Company’s intention is to be licensed nationwide, and Build America currently has license applications pending in the remaining 8 states where it is not licensed. Build America has received financial strength and counterparty credit ratings of ‘AA/Stable Outlook’, from Standard & Poor’s Ratings Services.

The first mutual bond insurance company, Build America is owned by and operated for the benefit of the cities, states and other municipal agencies—the municipal issuers—that use the Company’s ‘AA/Stable Outlook’ rated financial guaranty to lower their cost of funding in the U.S. municipal market. Build America’s unique corporate structure distinguishes it from traditional financial guaranty insurers in many important ways:

- Build America’s charter, underwriting guidelines and credit policies permit the Company to insure only fixed rate, long-term, essential public purpose municipal bonds in core sectors for municipalities or entities that qualify for tax exemption under Section 115 of the Internal Revenue Code;
- Build America’s mutual model permits capital growth to track insured portfolio growth, eliminating the need to “go public” to raise capital, to drive earnings growth to satisfy equity markets, or to engage in mission creep by taking on risks outside of the core municipal market; and
- In addition to its own strong capital base, Build America has the benefit of collateralized first loss reinsurance protection for losses up to the first 15% of par outstanding on each policy written.

In order to purchase financial guaranty insurance and become a member of Build America, municipal issuers pay a fee to Build America which consists of a risk premium and a Member Surplus Contribution (“MSC”). Members have the right to vote as a member of Build America and to receive dividends, if declared. The risk premium collected by Build America is consideration for the insured risk.

The MSC is effective for the life of the policy, including refunding bonds of the same insured issue. The member is credited with the remaining value of the MSC in the event of a refunding if the refunding bonds are insured by Build America. The member will continue to receive dividends, if declared, and other benefits of mutual membership for the life of the policy. Dividend payments to members require regulatory approval through July 30, 2015. The Company’s policies are issued without contingent mutual liability for assessment.

On July 17, 2012, the Company issued, for cash, the Series 2012-A Surplus Notes and Series 2012-B Surplus Notes (collectively, the “Surplus Notes”) to HG Holdings, Ltd. (“HG Holdings”), a Bermuda holding company, and its wholly owned subsidiary HG Re, Ltd. (“HG Re”) in the amount of \$203,000,000 and \$300,000,000, respectively.

The Company’s reinsurance protection is provided by HG Re via a first-loss reinsurance treaty (the “Reinsurance Agreement”), whereby HG Re assumes all directly insured losses in an amount up to 15% of the par outstanding for each insurance policy. HG Re’s obligations under the Reinsurance Agreement are secured by, and limited to the value of, high quality assets held in trusts, which are pledged for the benefit of Build America.

Both HG Holdings and HG Re are wholly owned subsidiaries of HG Global, Ltd. (“HG Global”), a Bermuda corporation. HG Global’s controlling parent is White Mountain Insurance Group, Ltd., a Bermuda-domiciled financial services holding company (“White Mountains”), which owns 89% of HG Global’s common equity and 97% of its preferred equity. Two of the Company’s directors, Mr. Cochran and Mr. McCarthy, along with 11 of the Company’s officers and employees, own individually or through family trusts the remaining common and preferred equity interests in HG Global.

1. Summary of Significant Accounting Practices

A. Accounting Practices

The accompanying statutory-basis financial statements have been prepared on the basis of accounting practices prescribed or permitted by the State of New York.

The Department recognizes only statutory accounting practices prescribed or permitted by the State of New York for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under New York State Insurance Law (“NYSIL”). The National Association of Insurance Commissioners (“NAIC”) Accounting Practices and Procedures manual (“NAIC SAP”) has been adopted as a component of prescribed practices by the Department.

The Department has the right to permit other specific practices that deviate from prescribed practices. The Company has received permission from the Department to defer the recognition of the deferred tax liabilities attributable to MSC received until such time the MSC are included in the Company’s taxable income, to the extent that the total gross deferred tax liabilities exceed the total gross admitted deferred tax assets. The Department’s permission to utilize this permitted practice expires on January 1, 2014. This permitted practice has no effect on either net income for the period ended March 31, 2013 or the year ended December 31, 2012 or statutory surplus at March 31, 2013 or December 31, 2012.

Notes to Financial Statement

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

	<u>State of Domicile</u>	<u>March 31, 2013</u>	<u>December 31, 2012</u>
NET INCOME (LOSS)			
(1) Build America's state basis (Page 4, Line 20, Columns 1 and 2)	New York	\$ (7,228,992)	\$ (18,158,376)
(2) Effect of prescribed practices	New York	-	-
(3) Effect of permitted practice - deferred tax liability on MSC	New York	-	-
(4) NAIC SAP		<u>\$ (7,228,992)</u>	<u>\$ (18,158,376)</u>
SURPLUS			
(5) Build America's state basis (Page 3, Line 37, Columns 1 and 2)	New York	\$ 479,781,779	\$ 483,716,127
(6) Effect of prescribed practices	New York	-	-
(7) Effect of permitted practice - deferred tax liability on MSC	New York	-	-
(8) NAIC SAP		<u>\$ 479,781,779</u>	<u>\$ 483,716,127</u>

B. Use of Estimates in the Preparation of the Financial Statements

No significant changes from the 2012 Notes to the Financial Statements.

C. Accounting Policies

No significant changes from the 2012 Notes to the Financial Statements.

2. Accounting Changes and Corrections of Errors

No significant changes from the 2012 Notes to the Financial Statements.

3. Business Combinations and Goodwill

No significant changes from the 2012 Notes to the Financial Statements.

4. Discontinued Operations

No significant changes from the 2012 Notes to the Financial Statements.

5. Investments

A-C. No significant changes from the 2012 Notes to the Financial Statements.

D. Loan-Backed Securities

- (1) The Company consistently uses the retrospective method to revalue loan-backed securities using current prepayment assumptions. Prepayment assumptions for single class and multi-class loan-backed securities were obtained from publicly available resources. There were no significant changes in the methodology utilized by the Company to revalue loan-backed securities.
- (2) The Company has not recognized other-than-temporary impairment losses ("OTTI losses") on loan-backed securities for the period ended March 31, 2013. Gross unrealized losses on loan-backed securities as of March 31, 2013 were \$499,957. The fair value of the securities with unrealized losses was \$64,291,312, at March 31, 2013. All securities with unrealized losses were in continuous unrealized loss positions for less than 12 months.
- (3) The Company did not recognize OTTI losses during the year.
- (4) The Company did not recognize OTTI losses during the year.
- (5) The Company did not recognize OTTI losses during the year.

E-G. No significant changes from the 2012 Notes to the Financial Statements.

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant changes from the 2012 Notes to the Financial Statements.

7. Investment Income

No significant changes from the 2012 Notes to the Financial Statements.

8. Derivative Instruments

No significant changes from the 2012 Notes to the Financial Statements.

9. Income Taxes

During the period ended March 31, 2013, the Company generated a tax-basis ordinary operating loss of \$14,676,864. As of March 31, 2013, the Company has an unused net operating loss carryforward of \$43,626,237, of which \$28,949,373 will expire in 2032 and \$14,676,864 will expire in 2033. There were no other significant changes from the 2012 Notes to the Financial Statements.

Notes to Financial Statement

10. Information Concerning Parent, Subsidiaries and Affiliates and Other Related Parties

No significant changes from the 2012 Notes to the Financial Statements.

11. Debt

No significant changes from the 2012 Notes to the Financial Statements.

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

- A. The Company does not sponsor a defined benefit pension plan.
- B-F. No significant changes from the 2012 Notes to the Financial Statements.

13. Capital and Surplus and Dividend Restrictions and Quasi-Reorganizations

Other than (5) and (11) below, no significant changes from the 2012 Notes to the Financial Statements.

(5) The Company is a mutual insurance company and does not pay ordinary dividends. Dividend payments to members require regulatory approval through July 30, 2015.

(11) Surplus Notes

On July 17, 2012, the Company issued, for cash, the Series 2012-A Surplus Notes and Series 2012-B Surplus Notes (collectively, the "Surplus Notes") to HG Holdings and HG Re in the amount of \$203,000,000 and \$300,000,000, respectively.

Date Issued	Series	Interest Rate	Par Value (Face Amount of the Note)	Carrying Value of Note	Principal and/ or Interest Paid Current Year	Total Principal and/ or Interest Paid	Total Unapproved Principal and/ or Interest	Date of Maturity
July 17, 2012	2012-A	8.0%	\$ 203,000,000	\$ 203,000,000	\$ -	\$ -	\$ 11,473,913	April 1, 2042
July 17, 2012	2012-B	8.0%	\$ 300,000,000	\$ 300,000,000	\$ -	\$ -	\$ 16,956,522	April 1, 2042

The surplus note agreement provides for quarterly interest payments that were to commence on December 1, 2012, upon; i.) the Company's request for authority to make payment and ii.) the Department's approval of that request. These conditions to the payment of interest due on the surplus notes allow for the deferral of interest without the occurrence of a default under the surplus note agreement. The Company did not request Department approval for the December 1, 2012 or March 1, 2013 interest payments and does not anticipate requesting Department approval for the June 1, 2013 interest payment. No interest shall be accrued on deferred interest payments. The Surplus Notes are expressly subordinate and junior to the Company's policy obligations and all other liabilities other than distribution of assets to members. Because the Company is a mutual company, there is no liquidation preference for the insurer's common and preferred shareholders, as no such shares exist.

As funds become available to make interest and principal payments and subject to approval by the Department, payments will be made in the following order, satisfying each category of payment in full before beginning payments on the subsequent category: i.) the interest due and payable on the Series 2012-A Surplus Notes and the Series 2012-B Surplus Notes in pari passu, ii.) the outstanding principal of the Series 2012-A Surplus Notes, and iii.) the outstanding principal of the Series 2012-B Surplus Notes.

The Company may not make any payment of principal on the Series 2012-B Surplus Notes, or on any other debt subordinated to the Surplus Notes, until all interest due and all outstanding principal on the Series 2012-A Surplus Notes has been paid. In addition, the Company may not make any payment of principal on any debt subordinated to the Surplus Notes until all interest due and all outstanding principal on all of the Surplus Notes has been paid.

While the scheduled maturity date of the Surplus Notes is April 1, 2042, the Company has the option to pre-pay, in whole or in part, the principal amount of the Surplus Notes at par value prior to such date subject to Department approval and the conditions noted in the previous paragraph.

14. Contingencies

No significant changes from the 2012 Notes to the Financial Statements.

15. Leases

No significant changes from the 2012 Notes to the Financial Statements.

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

Build America provides financial guaranty insurance for domestic public finance obligations. Total principal and interest exposure, net of reinsurance, was \$1,091,428,803 and \$30,831,884 at March 31, 2013 and December 31, 2012, respectively.

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

- A. The Company has not sold or transferred any receivables during 2013.
- B. The Company has not transferred or serviced any financial assets during 2013.
- C. The Company did not engage in wash sales transactions during 2013.

Notes to Financial Statement

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

No significant changes from the 2012 Notes to the Financial Statements.

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

No significant changes from the 2012 Notes to the Financial Statements.

20. **Fair Value Measurements**

A. The fair values of the Company's financial instruments are determined primarily through the use of observable inputs. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from external independent sources. Unobservable inputs reflect management's assumptions about what market participants' assumptions would be in pricing the asset or liability based on the best information available. The Company classifies financial assets in the fair value hierarchy based on the lowest level input that is significant to the fair value measurement. This classification requires judgment in assessing the market and pricing methodologies for a particular security. The fair value hierarchy is comprised of the following three levels:

Level 1: Valuations are based on unadjusted quoted prices in active markets for identical financial assets or liabilities;

Level 2: Valuations of financial assets and liabilities are based on prices obtained from independent index providers, pricing vendors or broker-dealers using observable inputs; and

Level 3: Valuations are based on unobservable inputs for assets and liabilities where there is little or no market activity. Management's assumptions and/or internal valuation pricing models are used to determine the fair value of financial assets or liabilities.

- (1) As of March 31, 2013, the Company did not record any of its assets or liabilities at fair value.
- (2) As of March 31, 2013, the Company did not record any of its assets or liabilities at fair value.
- (3) As of March 31, 2013, the Company did not record any of its assets or liabilities at fair value.
- (4) The following inputs, methods and assumptions were used to determine the fair value of each class of financial instrument for which it is practicable to estimate that value:

Bonds

The estimated fair values generally represent prices received from third party pricing services or alternative pricing sources. The pricing services prepare estimates of fair value measurements using their pricing applications, which include available relevant market information, benchmark curves, benchmarking of like securities and matrix pricing. The observable inputs used in the valuation of these securities may include the spread above the risk-free yield curve, reported trades, broker-dealer quotes, bids, prepayment speeds, delinquencies, loss severity and default rates. In cases where specific market quotes are unavailable, interpreting market data and estimating market values require considerable judgment by management. Accordingly, the estimates presented are not necessarily indicative of the amount the Company could realize in the market. In these cases, the fair value measurements are primarily classified as Level 2.

Cash and Short-Term Investments

The fair value of cash and short-term investments approximates its amortized cost. The fair value measurements were classified as Level 1.

Investment Income Due and Accrued

The fair value of investment income due and accrued approximates carrying value, and the fair value measurements were classified as Level 1.

Net Financial Guarantee Insurance Contracts

The fair value of net financial guarantee insurance contracts represents the Company's estimate of the cost to Build America to completely transfer its insurance obligations to another financial guarantor under current market conditions. Theoretically, this amount should be the same amount that another financial guarantor would hypothetically charge in the market place to provide the same protection as of the balance sheet date. The cost to transfer these insurance obligations is based on pricing assumptions observed in the financial guaranty market and includes adjustments to the carrying value of unearned premium reserves, member surplus contributions and ceding commissions. The significant inputs are not observable. The Company accordingly classified this fair value measurement as Level 3.

Surplus Notes

The Surplus Notes issued by the Company are not publicly traded and market quotes are not readily available. Accordingly, management utilized an internal pricing model that utilizes observable inputs to estimate the fair value of the Surplus Notes and unapproved accrued interest. The observable inputs used in the valuation of the Surplus Notes include yield curves for similar instruments. The internal pricing model does not consider the risk of non-performance by the Company in estimating the fair value of the Surplus Notes. The fair value measurement of the

Notes to Financial Statement

Surplus Notes is classified as Level 2.

(5) The Company did not hold any derivative assets or liabilities at March 31, 2013.

B. The fair values of the Company's financial instruments are reflected in the table below.

C. The admitted assets, fair values and related level classification within the fair value hierarchy of the Company's financial instruments as of March 31, 2013 was as follows:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Financial Assets						
Bonds	\$ 466,381,228	\$ 467,135,200	\$ -	\$ 466,381,228	\$ -	\$ -
Cash and short-term investments	13,947,382	13,947,382	13,947,382	-	-	-
Investment income due and accrued	2,167,664	2,167,664	-	-	-	-
Total Financial Assets	\$ 482,496,274	\$ 483,250,246	\$ 16,115,046	\$ 466,381,228	\$ -	\$ -
Financial Liabilities						
Net financial guaranty insurance contracts	3,291,475	-	-	-	3,291,475	-
Total Financial Liabilities	\$ 3,291,475	\$ -	\$ -	\$ -	\$ 3,291,475	\$ -
Other Financial Instruments						
Surplus Notes ¹	\$ 554,316,935	-	-	\$ 554,316,935	-	-
Total Other Financial Instruments	\$ 554,316,935	\$ -	\$ -	\$ 554,316,935	\$ -	\$ -

¹ The par outstanding on the surplus notes was \$503,000,000 at March 31, 2013.

The admitted assets, fair values and related level classification within the fair value hierarchy of the Company's financial instruments as of December 31, 2012 was as follows:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Financial Assets						
Bonds	\$ 467,329,599	\$ 467,085,515	\$ -	\$ 467,329,599	\$ -	\$ -
Cash and short-term investments	21,092,329	21,092,329	21,092,329	-	-	-
Investment income due and accrued	2,818,446	2,818,446	2,818,446	-	-	-
Total Financial Assets	\$ 491,240,374	\$ 490,996,290	\$ 23,910,775	\$ 467,329,599	\$ -	\$ -
Financial Liabilities						
Net financial guaranty insurance contracts	225,568	-	-	-	225,568	-
Total Financial Liabilities	\$ 225,568	\$ -	\$ -	\$ -	\$ 225,568	\$ -
Other Financial Instruments						
Surplus Notes ¹	\$ 536,208,935	-	-	\$ 536,208,935	-	-
Total Other Financial Instruments	\$ 536,208,935	\$ -	\$ -	\$ 536,208,935	\$ -	\$ -

¹ The par outstanding on the surplus notes was \$503,000,000 at December 31, 2012.

D. Not applicable.

21. Other Items

No significant changes from the 2012 Notes to the Financial Statements.

22. Events Subsequent

Pursuant to Statement of Statutory Accounting Principles ("SSAP") No. 9, Subsequent Events, the date through which Type I or Type II subsequent events have been evaluated was May 10, 2013 for the quarter ended March 31, 2013, the date in which the statutory financial statements were available for issue. Based on the Company's evaluation, no material items were noted.

23. Reinsurance

No significant changes from the 2012 Notes to the Financial Statements.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant changes from the 2012 Notes to the Financial Statements.

25. Changes in Incurred Losses and Loss Adjustment Expenses

No significant changes from the 2012 Notes to the Financial Statements.

26. Intercompany Pooling Arrangements

No significant changes from the 2012 Notes to the Financial Statements.

27. Structured Settlements

No significant changes from the 2012 Notes to the Financial Statements.

28. Health Care Receivables

No significant changes from the 2012 Notes to the Financial Statements.

29. Participating Accident and Health Policies

No significant changes from the 2012 Notes to the Financial Statements.

30. Premium Deficiency Reserves

No significant changes from the 2012 Notes to the Financial Statements.

Notes to Financial Statement**31. High Deductibles**

No significant changes from the 2012 Notes to the Financial Statements.

32. Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses

No significant changes from the 2012 Notes to the Financial Statements.

33. Asbestos / Environmental Reserves

No significant changes from the 2012 Notes to the Financial Statements.

34. Subscriber Savings Accounts

No significant changes from the 2012 Notes to the Financial Statements.

35. Multiple Peril Crop Insurance

No significant changes from the 2012 Notes to the Financial Statements.

36. Financial Guaranty Insurance

A. The following disclosures for financial guaranty insurance contracts in force as of March 31, 2013:

- (1) No significant changes from the 2012 Notes to the Financial Statements.
- (2) The following disclosures are for non-installment financial guaranty insurance contracts in force as of March 31, 2013:
 - a. No significant changes from the 2012 Notes to the Financial Statements.
 - b. For the period ended March 31, 2013, the Company wrote gross and net premiums of \$1,951,602 and \$431,304, respectively. The table below summarizes the future expected earned premium revenue, net of reinsurance, on non-installment financial guaranty contracts as of March 31, 2013:

	Future Expected Earned Premiums, Net of Reinsurance
1. (a) 2nd Quarter 2013	\$ 1,035
(b) 3rd Quarter 2013	2,556
(c) 4th Quarter 2013	3,776
(d) Year 2014	13,213
(e) Year 2015	15,774
(f) Year 2016	17,254
(g) Year 2017	19,090
(h) Year 2018	17,807
2. (a) Years 2019 through 2023	93,855
(b) Years 2024 through 2028	95,136
(c) Years 2029 through 2033	79,222
(d) Thereafter	96,667
Total	<u>\$ 455,385</u>

- (3) No significant changes from the 2012 Notes to the Financial Statements.
- (4) No significant changes from the 2012 Notes to the Financial Statements.

B. The Company did not have any claim liabilities for financial guaranty insurance contracts in force as of March 31, 2013.

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[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
 2.2 If yes, date of change:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[] No[X]
 3.2 If the response to 3.1 is yes, provide a brief description of those changes:
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[] No[] N/A[X]
 If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 07/18/2012
 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. 07/18/2012
 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). 07/18/2012
 6.4 By what department or departments?
 New York State Department of Financial Services
 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[] No[] N/A[X]
 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[] No[] N/A[X]
- 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
.....	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.
 9.11 If the response to 9.1 is No, please explain:
 9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]
 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[X]
 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[] No[X]
 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[X] No[]
 11.2 If yes, give full and complete information relating thereto:
 Securities with a carrying value of \$4,840,280 were on deposit with various state and other regulatory authorities as required by law, assets with a carrying value of \$98,775 were held in trust to secure letters of credit and assets with a carrying value of \$50,000 were held by lessors to benefit the lease obligations of the Company.
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[X]

GENERAL INTERROGATORIES (Continued)

INVESTMENT

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		
14.22 Preferred Stock		
14.23 Common Stock		
14.24 Short-Term Investments		
14.25 Mortgages Loans on Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above		

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

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

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ 0

16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ 0

16.3 Total payable for securities lending reported on the liability page

\$ 0

17. 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[X] No[]

17.1 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	500 Grant Street, Pittsburgh, PA 15258

17.2 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)
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes[] No[X]

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

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

17.5 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
107105	Blackrock Financial Management	55 East 52nd Street, New York, NY 10055

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

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?
If yes, attach an explanation. Yes[] No[] N/A[X]
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?
If yes, attach an explanation. Yes[] No[X]
- 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:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
04.2999 Total										

5. Operating Percentages:
 5.1 A&H loss percent 0.000%
 5.2 A&H cost containment percent 0.000%
 5.3 A&H expense percent excluding cost containment expenses 0.000%
- 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. \$ 0
 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. \$ 0

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)
NONE				

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**Current Year to Date - Allocated by States and Territories**

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
States, Etc.	Active Status	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date
1. Alabama (AL)	N						
2. Alaska (AK)	N						
3. Arizona (AZ)	L	4,815					
4. Arkansas (AR)	L						
5. California (CA)	L	563,465					
6. Colorado (CO)	L						
7. Connecticut (CT)	L						
8. Delaware (DE)	L						
9. District of Columbia (DC)	L						
10. Florida (FL)	N						
11. Georgia (GA)	L						
12. Hawaii (HI)	L						
13. Idaho (ID)	L						
14. Illinois (IL)	L	8,286					
15. Indiana (IN)	L						
16. Iowa (IA)	N						
17. Kansas (KS)	L						
18. Kentucky (KY)	N						
19. Louisiana (LA)	L						
20. Maine (ME)	L						
21. Maryland (MD)	L						
22. Massachusetts (MA)	L						
23. Michigan (MI)	L	1,890					
24. Minnesota (MN)	L						
25. Mississippi (MS)	N						
26. Missouri (MO)	L						
27. Montana (MT)	N						
28. Nebraska (NE)	L						
29. Nevada (NV)	L	9,700					
30. New Hampshire (NH)	L						
31. New Jersey (NJ)	L	7,270					
32. New Mexico (NM)	N						
33. New York (NY)	L	202,012					
34. North Carolina (NC)	L						
35. North Dakota (ND)	L						
36. Ohio (OH)	L						
37. Oklahoma (OK)	L	18,432					
38. Oregon (OR)	N						
39. Pennsylvania (PA)	L	475,632					
40. Rhode Island (RI)	N						
41. South Carolina (SC)	N	2,653					
42. South Dakota (SD)	L						
43. Tennessee (TN)	N						
44. Texas (TX)	L	657,448					
45. Utah (UT)	N						
46. Vermont (VT)	L						
47. Virginia (VA)	L						
48. Washington (WA)	L						
49. West Virginia (WV)	L						
50. Wisconsin (WI)	L						
51. Wyoming (WY)	N						
52. American Samoa (AS)	N						
53. Guam (GU)	N						
54. Puerto Rico (PR)	N						
55. U.S. Virgin Islands (VI)	N						
56. Northern Mariana Islands (MP)	N						
57. Canada (CAN)	N						
58. Aggregate other alien (OT)	X X X						
59. Totals	(a). 37	1,951,602					
DETAILS OF WRITE-INS							
5801.	X X X						
5802.	X X X						
5803.	X X X						
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X						
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X						

(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.

11 Schedule Y Part 1 NONE

12 Schedule Y Part 1A - Detail of Insurance Holding Company System NONE

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				
2. Allied lines				
3. Farmowners multiple peril				
4. Homeowners multiple peril				
5. Commercial multiple peril				
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine				
10. Financial guaranty	360			
11.1 Medical professional liability - occurrence				
11.2 Medical professional liability - claims made				
12. Earthquake				
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation				
17.1 Other liability - occurrence				
17.2 Other liability - claims made				
17.3 Excess Workers' Compensation				
18.1 Products liability - occurrence				
18.2 Products liability - claims made				
19.1 19.2 Private passenger auto liability				
19.3 19.4 Commercial auto liability				
21. Auto physical damage				
22. Aircraft (all perils)				
23. Fidelity				
24. Surety				
26. Burglary and theft				
27. Boiler and machinery				
28. Credit				
29. International				
30. Warranty				
31. Reinsurance-Nonproportional Assumed Property	X X X	X X X	X X X	X X X
32. Reinsurance-Nonproportional Assumed Liability	X X X	X X X	X X X	X X X
33. Reinsurance-Nonproportional Assumed Financial Lines	X X X	X X X	X X X	X X X
34. Aggregate write-ins for other lines of business				
35. TOTALS	360			
DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine			
10. Financial guaranty	1,951,602	1,951,602	
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability - occurrence			
17.2 Other liability - claims made			
17.3 Excess Workers' Compensation			
18.1 Products liability - occurrence			
18.2 Products liability - claims made			
19.1 19.2 Private passenger auto liability			
19.3 19.4 Commercial auto liability			
21. Auto physical damage			
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-Nonproportional Assumed Property	X X X	X X X	X X X
32. Reinsurance-Nonproportional Assumed Liability	X X X	X X X	X X X
33. Reinsurance-Nonproportional Assumed Financial Lines	X X X	X X X	X X X
34. Aggregate write-ins for other lines of business			
35. TOTALS	1,951,602	1,951,602	
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. TOTALS (Lines 3401 through 3403 plus 3498) (Line 34 above)			

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)	2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2013 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 Reserves Developed (Savings)/ Deficiency (Cols. 11 + 12)
1. 2010 + Prior													
2. 2011													
3. Subtotals 2011 + Prior													
4. 2012													
5. Subtotals 2012 + Prior													
6. 2013	X X X	X X X	X X X	X X X			X X X				X X X	X X X	X X X
7. Totals													
8. Prior Year-End's Surplus As Regards Policyholders	483,716,127										Col. 11, Line 7 As % of Col. 1 Line 7 1.....	Col. 12, Line 7 As % of Col. 2 Line 7 2.....	Col. 13, Line 7 As % of Col. 3 Line 7 3.....
													Col. 13, Line 7 Line 8 4.....

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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.

1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?
4. Will the Director and Officer Insurance Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

RESPONSES

No
No
No
No

Explanations:

Bar Codes:

Trusteed Surplus Statement



14380201349000001 2013 Document Code: 490

Supplement A to Schedule T



14380201345500001 2013 Document Code: 455

Medicare Part D Coverage Supplement



14380201336500001 2013 Document Code: 365

Director and Officer Supplement



14380201350500001 2013 Document Code: 505

STATEMENT AS OF **March 31, 2013** OF THE **Build America Mutual Assurance 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 acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. 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 acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points		
9. Total foreign exchange change in book value/recorded investment		
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. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

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 acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
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	467,085,515	
2. Cost of bonds and stocks acquired	59,556,158	742,991,313
3. Accrual of discount	12,371	17,470
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(138,865)	(234,107)
6. Deduct consideration for bonds and stocks disposed of	57,639,707	273,380,960
7. Deduct amortization of premium	1,740,272	2,308,201
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	467,135,200	467,085,515
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	467,135,200	467,085,515

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	472,165,669	84,750,909	83,756,974	(1,727,901)	471,431,703			472,165,669
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	472,165,669	84,750,909	83,756,974	(1,727,901)	471,431,703			472,165,669
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	472,165,669	84,750,909	83,756,974	(1,727,901)	471,431,703			472,165,669

(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

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SCHEDULE DA - PART 1**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	4,296,503	X X X	4,296,503	1	

SCHEDULE DA - Verification**Short-Term Investments**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	5,080,154	
2. Cost of short-term investments acquired	25,194,751	714,836,029
3. Accrual of discount		17,990
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		15,064
6. Deduct consideration received on disposals	25,978,402	709,788,929
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	4,296,503	5,080,154
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	4,296,503	5,080,154

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SI08 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
36179MG61	GNMA Pool No MA0221		02/28/2013	Credit Suisse	X X X	14,165,968	13,109,050	26,218	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	14,165,968	13,109,050	26,218	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
89602NH31	Triborough NY Bridge & Tunnel		02/22/2013	Pershing	X X X	84,709	70,000	224	1
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	84,709	70,000	224	X X X
Bonds - U.S. Special Revenue, Special Assessment									
31417C7D1	FNMA Pool No AB6291		02/28/2013	Citigroup Global Markets	X X X	8,741,123	8,289,108	8,980	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	8,741,123	8,289,108	8,980	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
03523TBA5	ANHEUSER-BUSCH INBEV WOR		03/20/2013	Various	X X X	4,244,560	4,000,000	6,389	1FE
149123BM2	Caterpillar Inc		02/27/2013	Stifel Nicolaus	X X X	2,591,814	2,225,000	6,694	1FE
209111EN9	Cons Edison Co of NY		02/12/2013	Merrill Lynch	X X X	2,323,900	2,000,000	45,833	1FE
26875PAH4	EOG Resources Inc		02/13/2013	Pershing	X X X	1,938,023	1,850,000	2,313	1FE
36962G6Q2	GENERAL ELEC CAP CORP MTN		02/08/2013	Wells Fargo	X X X	2,508,950	2,500,000	2,263	1FE
373334JV4	GEORGIA POWER COMPANY		03/20/2013	Mizuho Securities	X X X	1,067,840	1,000,000	13,333	1FE
38141GEG5	GOLDMAN SACHS GROUP INC		02/13/2013	Mizuho Securities	X X X	6,168,088	6,250,000	7,521	1FE
438516AP1	HONEYWELL INTERNATIONAL		02/13/2013	RBC Capital Markets	X X X	1,134,970	1,000,000	23,100	1FE
46625HJF8	JP MORGAN CHASE & CO		02/13/2013	Nomura Securities	X X X	4,550,850	4,500,000	3,753	1FE
64952WBM4	NEW YORK LIFE GLOBAL FDG 144A		02/06/2013	Deutsche Bank	X X X	2,348,473	2,350,000		1FE
69349LAJ7	PNC Bank NA		01/23/2013	Morgan Stanley	X X X	2,100,000	2,100,000		1FE
828807BT3	SIMON PROPERTY GROUP		02/13/2013	Cantor Fitzgerald & Co	X X X	2,300,640	2,000,000	36,600	1FE
842400EY5	SOUTHERN CAL EDISON		03/20/2013	JP Morgan	X X X	1,122,640	1,000,000	9,722	1FE
91324PBS0	UNITEDHEALTH GROUP INC		03/20/2013	FTN Financial	X X X	1,031,300	1,000,000	6,771	1FE
927804EZ3	VIRGINIA ELEC & POWER CO		03/26/2013	JP Morgan	X X X	1,132,310	1,000,000	10,950	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	36,564,358	34,775,000	175,242	X X X
8399997 Subtotal - Bonds - Part 3					X X X	59,556,158	56,243,158	210,664	X X X
8399999 Subtotal - Bonds					X X X	59,556,158	56,243,158	210,664	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	59,556,158	X X X	210,664	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

QE04

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V.	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Governments																					
36176XKU2	GNMA POOL #779107		03/01/2013	Paydown	X X X	240,386	240,386	263,711	263,484	(23,098)			(23,098)		240,386				1,546	04/15/2042	1
36179MC24	GNMA POOL #MA0089		03/01/2013	Paydown	X X X	761,406	761,406	837,963	837,182	(75,776)			(75,776)		761,406				4,920	05/20/2042	1
36179ME22	GNMA POOL #MA0153		02/28/2013	Credit Suisse	X X X	14,376,661	13,737,031	14,489,348	14,479,486	(1,908)			(1,908)		14,477,579		(100,917)	(100,917)	89,291	06/20/2042	1
36179ME22	GNMA POOL #MA0153		03/01/2013	Paydown	X X X	222,788	222,788	234,989	234,829	(12,041)			(12,041)		222,788				35,603	06/20/2042	1
36179ME30	GNMA POOL #MA0154		03/01/2013	Paydown	X X X	245,919	245,919	266,573	266,348	(20,428)			(20,428)		245,919				1,319	06/20/2042	1
36179MMX5	GNMA POOL MA0374		03/01/2013	Paydown	X X X	192,048	192,048	203,511	203,327	(11,279)			(11,279)		192,048				847	09/20/2027	1
0599999 Subtotal - Bonds - U.S. Governments						X X X	16,039,208	15,399,578	16,296,095	16,284,656	(144,530)		(144,530)		16,140,126		(100,917)	(100,917)	133,526	X X X	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
89602NH31	Triborough NY Bridge & Tunnel		03/25/2013	Various	X X X	84,888	70,000	84,709		(76)			(76)		84,633		254	254	544	11/15/2026	1
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						X X X	84,888	70,000	84,709		(76)		(76)		84,633		254	254	544	X X X	X X X
Bonds - U.S. Special Revenue, Special Assessment																					
3128M9DF6	FREDDIE MAC GOLD POOL G07002		03/01/2013	Paydown	X X X	933,208	933,208	1,005,969	1,003,942	(70,734)			(70,734)		933,208				6,908	12/01/2041	1
3128MJQK9	FREDDIE MAC GOLD POOL G085457		03/01/2013	Paydown	X X X	614,242	614,242	658,774	657,991	(43,749)			(43,749)		614,242				4,294	08/01/2041	1
3138EJJR0	FANNIE MAE POOL AL2071		03/01/2013	Paydown	X X X	888,968	888,968	978,142	975,875	(86,907)			(86,907)		888,968				7,901	03/01/2040	1
3138LVK69	FNMA POOL A04816		02/28/2013	Citiigroup Global Markets	X X X	8,829,556	8,502,732	8,787,042	8,781,080	(2,241)			(2,241)		8,778,839		50,717	50,717	43,104	08/01/2027	1
3138LVK69	FNMA POOL A04816		03/01/2013	Paydown	X X X	290,749	290,749	300,471	300,267	(9,518)			(9,518)		290,749				19,224	08/01/2027	1
3138LVWX7	FNMA POOL AO5161		03/01/2013	Paydown	X X X	45,193	45,193	48,562	48,508	(3,314)			(3,314)		45,193				263	06/01/2027	1
31402CU67	FNMA POOL 725205		03/01/2013	Paydown	X X X	439,090	439,090	483,136	481,942	(42,851)			(42,851)		439,090				3,562	03/01/2034	1
31403DGY9	FNMA POOL 745515		03/01/2013	Paydown	X X X	1,022,685	1,022,685	1,117,922	1,115,196	(92,511)			(92,511)		1,022,685				8,305	05/01/2036	1
31410KJY1	FNMA POOL 889579		03/01/2013	Paydown	X X X	488,648	488,648	538,582	537,113	(48,465)			(48,465)		488,648				4,664	05/01/2038	1
31410KXL3	FNMA POOL 889983		03/01/2013	Paydown	X X X	539,323	539,323	597,300	595,503	(56,180)			(56,180)		539,323				5,118	10/01/2038	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment						X X X	14,091,662	13,764,838	14,515,900	14,497,417	(456,470)		(456,470)		14,040,945		50,717	50,717	103,343	X X X	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
03523TBE7	ANHEUSER-BUSCH INBEV WOR		02/01/2013	Nomura Securities	X X X	4,472,754	3,380,000	4,504,898	4,447,972	(16,410)			(16,410)		4,431,562		41,192	41,192	146,255	01/15/2019	1FE
071813BD0	BAXTER INTERNATIONAL INC		02/13/2013	Mizuho Securities	X X X	1,532,055	1,500,000	1,551,660	1,547,921	(1,570)			(1,570)		1,546,350		(14,295)	(14,295)	16,496	01/15/2017	1FE
071813BF5	BAXTER INTERNATIONAL INC		02/01/2013	Pershing	X X X	1,007,024	1,035,000	1,030,518	1,030,671	39			39		1,030,711		(23,687)	(23,687)	11,937	08/15/2022	1FE
38141GG57	GOLDMAN SACHS GROUP INC		02/01/2013	BARCLAYS	X X X	6,440,170	5,500,000	6,427,685	6,408,792	(8,321)			(8,321)		6,400,471		39,699	39,699	168,667	01/24/2022	1FE
46625HJ1E	JP MORGAN CHASE & CO		02/13/2013	JP Morgan	X X X	4,508,775	4,500,000	4,602,375	4,600,355	(1,193)			(1,193)		4,599,162		(90,387)	(90,387)	58,906	09/23/2022	1FE
59217GAG4	MET LIFE GLOBAL FUNDING I 144A		02/01/2013	JP Morgan	X X X	4,912,290	4,500,000	4,975,065	4,954,443	(7,898)			(7,898)		4,946,545		(34,255)	(34,255)	23,725	06/14/2018	1FE
665859AN4	NORTHERN TRUST CORP		01/23/2013	Credit Suisse	X X X	2,039,331	2,075,000	2,069,128	2,069,344	38			38		2,069,382		(30,051)	(30,051)	24,093	08/02/2022	1FE
713448CB2	PEPSICO INC		03/27/2013	Deutsche Bank	X X X	2,511,550	2,500,000	2,487,100	2,488,059	626			626		2,488,685		22,865	22,865	19,791	08/13/2017	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						X X X	27,423,949	24,990,000	27,648,429	27,547,557	(34,689)		(34,689)		27,512,868		(88,919)	(88,919)	469,870	X X X	X X X
8399997 Subtotal - Bonds - Part 4						X X X	57,639,707	54,224,416	58,545,133	58,329,630	(635,765)		(635,765)		57,778,572		(138,865)	(138,865)	707,283	X X X	X X X
8399999 Subtotal - Bonds						X X X	57,639,707	54,224,416	58,545,133	58,329,630	(635,765)		(635,765)		57,778,572		(138,865)	(138,865)	707,283	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks						X X X			X X X											X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks						X X X	57,639,707	X X X	58,545,133	58,329,630	(635,765)		(635,765)		57,778,572		(138,865)	(138,865)	707,283	X X X	X X X

QE05

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D Section 1 NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity NONE

E10 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

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

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
open depositories								
First Republic Bank San Francisco, California	03/31/2013				14,611,873	14,536,376	9,650,879	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories	X X X	X X X						X X X
0199999 Totals - Open Depositories	X X X	X X X			14,611,873	14,536,376	9,650,879	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories	X X X	X X X						X X X
0299999 Totals - Suspended Depositories	X X X	X X X						X X X
0399999 Total Cash On Deposit	X X X	X X X			14,611,873	14,536,376	9,650,879	X X X
0499999 Cash in Company's Office	X X X	X X X	X X X	X X X				X X X
0599999 Total Cash	X X X	X X X			14,611,873	14,536,376	9,650,879	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total - Cash Equivalents							

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