



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2018

OF THE CONDITION AND AFFAIRS OF THE

Colonial Penn Life Insurance Company

NAIC Group Code 0233 0233 NAIC Company Code 62065 Employer's ID Number 23-1628836
(Current) (Prior)

Organized under the Laws of Pennsylvania, State of Domicile or Port of Entry PA

Country of Domicile United States of America

Incorporated/Organized 12/03/1957 Commenced Business 09/02/1959

Statutory Home Office 399 Market Street, Philadelphia, PA, US 19181
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 399 Market Street
(Street and Number)
Philadelphia, PA, US 19181 215-928-8000
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 399 Market Street, Philadelphia, PA, US 19181
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 399 Market Street
(Street and Number)
Philadelphia, PA, US 19181 215-928-8000
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.colonialpenn.com

Statutory Statement Contact Shelly Ann Hitch, 317-817-6485
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OFFICERS

President Joel Howard Schwartz Treasurer Jeffrey Michael Kircher
Secretary Karl William Kindig Actuary Marvin Roy Imperial Puymon

OTHER

Bruce Keating Baude, Executive Vice President Erik Magnus Holding, Executive Vice President Eric Ronald Johnson, Executive Vice President
Matthew Joseph Zimpfer, Executive Vice President Mark Edward Billingsley, Senior Vice President John Robert Kline, Senior Vice President

DIRECTORS OR TRUSTEES

Timothy Scott Bischof Scott Louis Goldberg Erik Magnus Holding
John Robert Kline Gerardo Monroy Christopher Joseph Nickels
Joel Howard Schwartz

State of Indiana SS:
County of Hamilton

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.

Joel H. Schwartz Karl W Kindig John R Kline
Joel Howard Schwartz Karl William Kindig John Robert Kline
President Secretary SVP & Chief Accounting Officer

Subscribed and sworn to before me this
3rd day of August, 2018
Kristie L. Nave
Kristie L. Nave
Notary Public, State of Indiana, Marion County
My Commission Expires November 7, 2024

- 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.....

KRISTIE L. NAVE, Notary Public
Marion County
SEAL
State of Indiana
My Commission Expires Nov, 7, 2024

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	732,064,042		732,064,042	720,228,197
2. Stocks:				
2.1 Preferred stocks	7,674,168		7,674,168	7,199,287
2.2 Common stocks	2,998,999		2,998,999	2,100,700
3. Mortgage loans on real estate:				
3.1 First liens	3,654,304		3,654,304	5,326,135
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	7,590,158		7,590,158	7,931,976
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 1,772,648), cash equivalents (\$ 1,300,252) and short-term investments (\$)	3,072,900		3,072,900	14,644,178
6. Contract loans (including \$ premium notes)	22,880,753	78,409	22,802,344	22,727,103
7. Derivatives				
8. Other invested assets	9,652,709	9,725	9,642,984	9,578,353
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	789,588,034	88,134	789,499,900	789,735,929
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	10,150,965		10,150,965	10,094,009
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	960,738	47	960,691	1,099,309
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	51,373,625		51,373,625	46,267,687
15.3 Accrued retrospective premiums (\$) and contracts subject to redetermination (\$)				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	54,848		54,848	203,722
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	5,241		5,241	7,259
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	1,095,491		1,095,491	
18.2 Net deferred tax asset	47,390,063	33,709,631	13,680,432	13,003,128
19. Guaranty funds receivable or on deposit	2,684,271		2,684,271	2,735,096
20. Electronic data processing equipment and software	3,868,133	3,868,133		
21. Furniture and equipment, including health care delivery assets (\$)	349,308	349,308		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	3,433,305		3,433,305	5,006,101
24. Health care (\$) and other amounts receivable	19,357,344	19,343,146	14,198	22,396
25. Aggregate write-ins for other than invested assets	355,839		355,839	320,000
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	930,667,206	57,358,399	873,308,806	868,494,636
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	930,667,206	57,358,399	873,308,806	868,494,636
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. Transferable state tax credits	355,839		355,839	320,000
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)	355,839		355,839	320,000

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 595,933,869 less \$ included in Line 6.3 (including \$ Modco Reserve)	595,933,869	583,813,700
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)	18,161,933	17,529,358
3. Liability for deposit-type contracts (including \$ Modco Reserve)	50,106,636	50,074,029
4. Contract claims:		
4.1 Life	18,064,541	23,239,061
4.2 Accident and health	9,005,328	10,141,559
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ 1,189,184 accident and health premiums	3,563,425	3,916,688
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including the liability of \$ accident and health experience rating refunds of which \$ is for medical loss ratio rebate per the Public Health Service Act		
9.3 Other amounts payable on reinsurance, including \$ 148,180 assumed and \$ 1,295,365 ceded	1,443,545	4,658,480
9.4 Interest Maintenance Reserve	18,111,346	19,448,940
10. Commissions to agents due or accrued-life and annuity contracts \$, accident and health \$ 1,842,394 and deposit-type contract funds \$	1,842,394	1,751,812
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	3,312,808	2,710,737
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	1,307,934	4,213,463
15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses)		2,088,649
15.2 Net deferred tax liability		
16. Unearned investment income		
17. Amounts withheld or retained by company as agent or trustee	99,087	91,895
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	8,256,845	7,363,157
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	6,594,976	6,566,247
24.02 Reinsurance in unauthorized and certified (\$) companies		
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$) reinsurers		
24.04 Payable to parent, subsidiaries and affiliates	6,815,389	6,739,767
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance	4,193,521	4,163,922
24.08 Derivatives		
24.09 Payable for securities		
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	21,611,910	20,292,529
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	768,425,486	768,803,991
27. From Separate Accounts Statement		
28. Total liabilities (Lines 26 and 27)	768,425,486	768,803,991
29. Common capital stock	2,500,000	2,500,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes	160,000,000	160,000,000
33. Gross paid in and contributed surplus	250,177,065	241,677,065
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	(307,793,745)	(304,486,420)
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ in Separate Accounts Statement)	102,383,320	97,190,645
38. Totals of Lines 29, 30 and 37	104,883,320	99,690,645
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	873,308,806	868,494,636
DETAILS OF WRITE-INS		
2501. Unclaimed funds	21,611,910	20,292,529
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)	21,611,910	20,292,529
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401.		
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)		

SUMMARY OF OPERATIONS

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	199,750,890	195,960,721	366,429,162
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	21,803,154	21,459,207	35,231,285
4. Amortization of Interest Maintenance Reserve (IMR)	683,552	752,403	1,572,226
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	44,021,758	45,995,595	91,652,083
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts			
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	51,857	51,113	51,186
9. Totals (Lines 1 to 8.3)	266,311,211	264,219,039	494,935,942
10. Death benefits	78,317,459	72,900,721	145,935,217
11. Matured endowments (excluding guaranteed annual pure endowments)	837,703	989,664	1,628,033
12. Annuity benefits	2,481,613	2,666,667	5,262,952
13. Disability benefits and benefits under accident and health contracts	35,976,113	34,960,941	70,384,580
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	5,164,774	4,324,715	9,080,573
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	753,960	581,233	1,230,685
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	12,752,744	13,235,290	13,629,466
20. Totals (Lines 10 to 19)	136,284,366	129,659,231	247,151,507
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	26,840,935	26,120,538	53,183,569
22. Commissions and expense allowances on reinsurance assumed	587,099	628,546	1,212,645
23. General insurance expenses	89,290,142	90,324,776	175,562,181
24. Insurance taxes, licenses and fees, excluding federal income taxes	11,385,118	12,494,645	22,871,196
25. Increase in loading on deferred and uncollected premiums	7,997,012	7,519,311	883,158
26. Net transfers to or (from) Separate Accounts net of reinsurance			
27. Aggregate write-ins for deductions	20,010		1,800
28. Totals (Lines 20 to 27)	272,404,683	266,747,046	500,866,056
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(6,093,472)	(2,528,007)	(5,930,114)
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	(6,093,472)	(2,528,007)	(5,930,114)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	576,648	2,120,203	5,263,089
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)	(6,670,119)	(4,648,211)	(11,193,203)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$(190,064) (excluding taxes of \$(106,028) transferred to the IMR)	564,251	47,159	(526,109)
35. Net income (Line 33 plus Line 34)	(6,105,868)	(4,601,052)	(11,719,312)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	99,690,645	95,825,090	95,825,090
37. Net income (Line 35)	(6,105,868)	(4,601,052)	(11,719,312)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 39,486	148,544	(76,836)	(148,837)
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	1,392,657	2,449,124	(23,466,006)
41. Change in nonadmitted assets	1,286,072	1,672,934	27,171,620
42. Change in liability for reinsurance in unauthorized and certified companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease			
44. Change in asset valuation reserve	(28,729)	(404,077)	(271,910)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in	8,500,000	12,300,000	12,300,000
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance			
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus			
54. Net change in capital and surplus for the year (Lines 37 through 53)	5,192,675	11,340,093	3,865,555
55. Capital and surplus, as of statement date (Lines 36 + 54)	104,883,320	107,165,183	99,690,645
DETAILS OF WRITE-INS			
08.301. Gain from utilization of transferable state tax credits	51,791	51,001	51,001
08.302. Administration fee	.66	112	185
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	51,857	51,113	51,186
2701. Penalties from regulatory authorities	20,010		1,800
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	20,010		1,800
5301.			
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)			

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	186,453,722	182,475,612	363,276,079
2. Net investment income	21,583,097	21,216,584	33,835,568
3. Miscellaneous income	44,075,633	46,043,699	91,702,117
4. Total (Lines 1 to 3)	252,112,451	249,735,896	488,813,764
5. Benefit and loss related payments	132,908,433	123,546,614	232,797,987
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	129,101,692	132,998,514	252,775,442
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ (296,093) tax on capital gains (losses)	3,464,696	(1,472,361)	2,504,053
10. Total (Lines 5 through 9)	265,474,821	255,072,767	488,077,482
11. Net cash from operations (Line 4 minus Line 10)	(13,362,370)	(5,336,871)	736,281
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	79,295,219	38,687,469	87,283,082
12.2 Stocks	504,364		1,404,443
12.3 Mortgage loans	1,671,831	7,628,832	11,347,050
12.4 Real estate			
12.5 Other invested assets	163,191	91,780	1,559,494
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	1,091		
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	81,635,695	46,408,081	101,594,069
13. Cost of investments acquired (long-term only):			
13.1 Bonds	90,870,159	40,250,487	102,165,374
13.2 Stocks	1,945,041	13,600	13,600
13.3 Mortgage loans			
13.4 Real estate		615,419	628,145
13.5 Other invested assets	472,324	70,472	3,199,815
13.6 Miscellaneous applications		70,750	
13.7 Total investments acquired (Lines 13.1 to 13.6)	93,287,524	41,020,728	106,006,934
14. Net increase (or decrease) in contract loans and premium notes	79,538	291,298	1,351,046
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(11,731,367)	5,096,055	(5,763,911)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock	8,500,000	12,300,000	12,300,000
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities	32,607	10,904	21,846
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	4,989,851	(1,568,237)	(2,257,682)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	13,522,458	10,742,667	10,064,165
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) ..	(11,571,278)	10,501,851	5,036,536
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	14,644,178	9,607,642	9,607,642
19.2 End of period (Line 18 plus Line 19.1)	3,072,900	20,109,493	14,644,178

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

20.0001. Premium tax credit utilization on invested assets	422,693		
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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			
2. Ordinary life insurance	92,920,312	87,993,045	163,128,449
3. Ordinary individual annuities			
4. Credit life (group and individual)			
5. Group life insurance	55,433,806	57,986,952	104,893,537
6. Group annuities			
7. A & H - group	21,509	24,365	45,409
8. A & H - credit (group and individual)			
9. A & H - other	239,463,906	230,159,589	455,960,494
10. Aggregate of all other lines of business			
11. Subtotal	387,839,532	376,163,952	724,027,888
12. Deposit-type contracts		10,000,000	10,000,000
13. Total	387,839,532	386,163,952	734,027,888
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

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NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies and Going Concern

Accounting Practices

A. The financial statements of Colonial Penn Life Insurance Company ("Company") are presented on the basis of accounting practices prescribed or permitted by the Pennsylvania Insurance Department ("Department").

The Department recognizes only statutory accounting practices prescribed or permitted by the Commonwealth of Pennsylvania for reporting the financial condition and results of operations of an insurance company and determining its solvency under Pennsylvania Insurance Law. The *Accounting Practices and Procedures* manual ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the Commonwealth of Pennsylvania. However, the Commonwealth of Pennsylvania may adopt certain prescribed accounting practices that differ from those found in NAIC SAP. In addition, the Department has the right to permit other specific practices that deviate from prescribed practices. However, the Company has no such permitted practices.

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

	SSAP #	F/S Page	F/S Line #	2018	2017
NET INCOME					
(1) Colonial Penn Life Insurance Company, State of Pennsylvania basis (Page 4, Line 35, Columns 1 & 3)	XXX	XXX	XXX	\$ (6,105,868)	\$ (11,719,312)
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:					
None	N/A	N/A	N/A	—	—
(3) State Permitted Practices that increase/(decrease) NAIC SAP:					
None	N/A	N/A	N/A	—	—
(4) NAIC SAP (1 - 2 - 3 = 4)	XXX	XXX	XXX	<u>\$ (6,105,868)</u>	<u>\$ (11,719,312)</u>
SURPLUS					
(5) Colonial Penn Life Insurance Company, State of Pennsylvania basis (Page 3, Line 38, Columns 1 & 2)	XXX	XXX	XXX	\$ 104,883,320	\$ 99,690,645
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:					
None	N/A	N/A	N/A	—	—
(7) State Permitted Practices that increase/(decrease) NAIC SAP:					
None	N/A	N/A	N/A	—	—
(8) NAIC SAP (5 - 6 - 7 = 8)	XXX	XXX	XXX	<u>\$ 104,883,320</u>	<u>\$ 99,690,645</u>

B. No significant changes

C. (6) Loan-backed bonds, structured securities and beneficial interests are stated at amortized cost using the interest method, except for those rated NAIC class 6, which are stated at the lower of amortized cost or fair value. For securities where collection of all contractual cash flows is probable, changes in currently estimated cash flows, including the effect of prepayment assumptions, are accounted for using the retrospective method. For securities that are not of high credit quality for which collection of all contractual cash flows is not probable, significant increases in cash flow estimates are accounted for using the prospective method.

No other significant changes

D. Going Concern

The Company's management does not have substantial doubt about its ability to continue as a going concern.

2. Accounting Changes and Corrections of Errors

None

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

NOTES TO FINANCIAL STATEMENTS

5. Investments

A.

No significant changes

B. - C.

None

D. Loan-backed Securities

- (1) Prepayment assumptions for loan-backed and structured securities are obtained from third party vendors and internal estimates. These assumptions are reviewed for consistency with the current interest rate and economic environment.
- (2) The Company did not record any other-than-temporary impairments ("OTTI") during the six months ended June 30, 2018 under SSAP No. 43R – Revised, Loan-backed and Structured Securities ("SSAP 43R"), resulting from either an intent to sell or the inability or lack of intent to retain the investment for a period of time sufficient to recover the amortized cost basis.
- (3) The Company did not recognize any OTTI as of June 30, 2018 as a result of an expected shortage of discounted future cash flows to recover the amortized cost of the security on loan-backed bonds, structured securities and beneficial interests.
- (4) Loan-backed bonds, structured securities and beneficial interests owned at June 30, 2018 that have not been impaired with a fair value lower than amortized cost are summarized below by length of time that individual securities have been in a continuous loss position.

a. The aggregate amount of unrealized losses:

1. Less than 12 Months	\$	140,445
2. 12 Months or Longer	\$	127,488

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	\$	18,689,823
2. 12 Months or Longer	\$	4,507,787

- (5) The Company regularly evaluates its investments with unrealized losses for possible impairment. The Company's assessment of whether unrealized losses are "other-than-temporary" requires significant judgment. Factors considered include: (i) the extent to which fair value is less than the cost basis; (ii) the length of time that the fair value has been less than cost; (iii) whether the unrealized loss is event driven, credit-driven or a result of changes in market interest rates or risk premium; (iv) the near-term prospects for specific events, developments or circumstances likely to affect the value of the investment; (v) the investment's rating and whether the investment is investment-grade and/or has been downgraded since its purchase; (vi) whether the issuer is current on all payments in accordance with the contractual terms of the investment and is expected to meet all of its obligations under the terms of the investment; (vii) whether or not the Company intends to sell the investment or it is more likely than not that circumstances will require the Company to sell the investment before recovery occurs; (viii) the underlying current and prospective asset and enterprise values of the issuer and the extent to which the recoverability of the carrying value of the Company's investment may be affected by changes in such values; (ix) projections of, and unfavorable changes in, cash flows on structured securities including mortgage-backed and asset-backed securities; (x) our best estimate of the value of any collateral; and (xi) other objective and subjective factors.

E. - I.

None

J.

No significant changes

K.

None

L.

No significant changes

M. - N.

None

O. - P.

No significant changes

NOTES TO FINANCIAL STATEMENTS

5. Investments, continued

Q.

None

R.

No significant changes

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant changes

7. Investment Income

No significant changes

8. Derivative Instruments

None

9. Income Taxes

The Tax Cuts and Jobs Act (the "Act") was enacted into law on December 22, 2017. Effective January 1, 2018, the Act reduces the federal corporate tax rate to 21%. The Act also includes several provisions that impact life insurance companies, including the elimination of net operating loss carrybacks, changes in how future net operating loss carry-forwards are utilized, and changes in how life insurance reserves and deferred acquisition costs are determined for tax purposes. Statutory Statement of Accounting Principles No. 101 ("SSAP 101") requires that deferred tax assets and deferred tax liabilities be revalued in the period the new tax legislation was enacted. Further, deferred tax assets are admitted based upon the expected realization of deductible temporary differences estimated to reverse over the applicable time period, but not to exceed amounts specified under SSAP 101. Accordingly, the Company revalued its deferred tax assets and liabilities as of December 31, 2017 based on the Act. This resulted in no net surplus impact to the Company, as the Company is limited by the threshold in paragraph 11b(2) of SSAP 101 both prior to and after application of the changes of the Act.

The Company included reasonable estimates for certain effects of the Act and recorded provisional amounts as of December 31, 2017. The Company is currently evaluating these provisional amounts and expects its final determination to be completed within one year of the enactment date of the Act. Future changes to these provisional amounts, if any, will be recognized as a change in accounting estimate as the necessary information to update the provisional amounts becomes available.

No other significant changes

10. Information Concerning Parent, Subsidiaries and Affiliates

A., B., & C.

On March 22, 2018, the Company received a surplus contribution of \$8,500,000 in cash from its sole shareholder, Conseco Life Insurance Company of Texas.

No other significant changes

D. - N.

No significant changes

NOTES TO FINANCIAL STATEMENTS

11. Debt

- A. None
- B. Federal Home Loan Bank ("FHLB") Agreements

(1) Federal Home Loan Bank of Pittsburgh ("FHLBP")

The Company is a member of the FHLBP. As a member of the FHLBP, the Company has the ability to borrow on a collateralized basis from FHLBP. The Company uses these advances, which take the form of insurance contracts structured as funding agreements, to earn incremental income in an investment spread strategy. The current estimated borrowing capacity under this agreement is \$50,000,000, as determined by authorization of the Company's board of directors. The Company is required to hold certain minimum amounts of FHLBP common stock as a condition of membership in the FHLBP, and additional amounts based on the amount of borrowings.

All FHLB activity is included in the Company's General Account.

(2) FHLB Capital Stock

The Aggregate totals of the FHLBP capital stock as of June 30, 2018 are as follows:

	Total	General Account	Separate Account
2018			
Membership Stock - Class A	\$ —	\$ —	\$ —
Membership Stock - Class B	79,200	79,200	—
Additional Activity Stock	2,000,000	2,000,000	—
Excess Stock	—	—	—
Aggregate Total	<u>\$ 2,079,200</u>	<u>\$ 2,079,200</u>	<u>\$ —</u>
Actual or Estimated Borrowing Capacity as Determined by the Insurer	\$ 50,000,000	XXXXXXX	XXXXXXX

	Total	General Account	Separate Account
2017			
Membership Stock - Class A	\$ —	\$ —	\$ —
Membership Stock - Class B	100,700	100,700	—
Additional Activity Stock	2,000,000	2,000,000	—
Excess Stock	—	—	—
Aggregate Total	<u>\$ 2,100,700</u>	<u>\$ 2,100,700</u>	<u>\$ —</u>
Actual or Estimated Borrowing Capacity as Determined by the Insurer	\$ 50,000,000	XXXXXXX	XXXXXXX

Membership Stock eligibility for redemption as of June 30, 2018 is as follows:

Membership Stock	Current Year Total	Not Eligible for Redemption	Eligible for Redemption			
			Less Than 6 Months	6 Months to Less Than 1 Year	1 to Less than 3 Years	3 to 5 Years
Class A	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Class B	79,200	79,200	—	—	—	—

(3) Collateral Pledged to FHLB

	Fair Value	Carrying Value	Aggregate Total Borrowings
Collateral Pledged - General Account - June 30, 2018	\$ 62,106,094	\$ 55,810,532	\$ 50,000,000
Collateral Pledged - General Account - December 31, 2017	60,998,030	53,347,075	50,000,000
	Fair Value	Carrying Value	Amount Borrowed at Time of Maximum Collateral
Maximum Collateral Pledged - General Account - Current Year	\$ 62,173,008	\$ 55,812,281	\$ 50,000,000
Maximum Collateral Pledged - General Account - Prior Year	61,725,866	54,994,666	50,000,000

NOTES TO FINANCIAL STATEMENTS

11. Debt, continued

(4) Borrowing from FHLB

The amounts borrowed as of June 30, 2018 are as follows:

<u>2018</u>	Total	General Account	Separate Account	Funding Agreements Reserves Established
Debt	\$ —	\$ —	\$ —	XXX
Funding Agreements	50,000,000	50,000,000	—	50,106,636
Other	—	—	—	XXX
Aggregate Total	<u>\$ 50,000,000</u>	<u>\$ 50,000,000</u>	<u>\$ —</u>	<u>\$ 50,106,636</u>
<u>2017</u>	Total	General Account	Separate Account	Funding Agreements Reserves Established
Debt	\$ —	\$ —	\$ —	XXX
Funding Agreements	50,000,000	50,000,000	—	50,074,029
Other	—	—	—	XXX
Aggregate Total	<u>\$ 50,000,000</u>	<u>\$ 50,000,000</u>	<u>\$ —</u>	<u>\$ 50,074,029</u>

The maximum amounts borrowed in 2018 are as follows:

	Total	General Account	Separate Account
Debt	\$ —	\$ —	\$ —
Funding Agreements	50,000,000	50,000,000	—
Other	—	—	—
Aggregate Total	<u>\$ 50,000,000</u>	<u>\$ 50,000,000</u>	<u>\$ —</u>

The FHLB prepayment obligations as of June 30, 2018 are as follows:

	Does the Company have prepayment obligations under the following arrangements (YES/NO)?
Debt	N/A
Funding Agreements	YES
Other	N/A

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

No significant changes

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

(1 - 10)

No significant changes

(11) Information on the outstanding surplus debenture is as follows:

Date Issued	Interest Rate	Par Value (Face Amount of Note)	Amount of Note Outstanding	Interest Paid Current Year	Total Interest Paid	Unapproved Interest	Date of Maturity
10/31/2006	Variable (a)	\$ 160,000,000	\$ 160,000,000	\$ —	\$ 92,423,496	\$ 6,915,979	12/31/2036

(a) Generally the Three-Month LIBOR Rate + 4.0% (6.31% as of June 30, 2018)

(12, 13) None

14. Liabilities, Contingencies and Assessments

No significant changes

15. Leases

No significant changes

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

None

NOTES TO FINANCIAL STATEMENTS

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

- A. None
- B. None
- C. There were no securities with NAIC designation 3 or below, or unrated securities, sold during the six months ended June 30, 2018 and reacquired within 30 days of the sale date.

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

None

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

None

20. Fair Value Measurements

- A. Assets and Liabilities Measured and Reported at Fair Value

(1) Fair Value Measurements at June 30, 2018.

Description	Level 1	Level 2	Level 3	Total	Net Asset Value (NAV) Included in Level 2
Assets at fair value:					
Preferred stock					
Industrial and miscellaneous (unaffiliated)	\$ —	\$ —	\$ 350,218	\$ 350,218	\$ —
Common stock					
Industrial and miscellaneous (unaffiliated)	919,800	2,079,200	—	2,999,000	—
Cash equivalents					
Exempt money market mutual funds	253	—	—	253	—
All other money market mutual funds	1,300,000	—	—	1,300,000	—
Total Assets at fair value	\$ 2,220,053	\$ 2,079,200	\$ 350,218	\$ 4,649,471	\$ —
Total Liabilities at fair value	\$ —	\$ —	\$ —	\$ —	\$ —

(2) Current Quarter 2018 Progression of Fair Value Measurements in Level 3

	Balance at 3/31/2018	Transfers into (out of) Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Sales	Balance at 6/30/2018
Preferred stock (Industrial and miscellaneous - unaffiliated)	\$ 875,337	\$ —	\$ (75,181)	\$ 32,926	\$ —	\$ (482,864)	\$ 350,218
Common stock (Industrial and miscellaneous - unaffiliated)	—	—	—	—	—	—	—
Total	\$ 875,337	\$ —	\$ (75,181)	\$ 32,926	\$ —	\$ (482,864)	\$ 350,218

- (3) Reclassifications between all levels are reported as transfers as of the beginning of the reporting period in which reclassification occurs. There were no transfers between levels during the second quarter of 2018.
- (4) The Company's financial assets measured and reported at fair value have been classified, for disclosure purposes, based on a hierarchy defined by authoritative guidance. The degree of judgment utilized in measuring the fair value of financial instruments is largely dependent on the level to which pricing is based on observable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. Financial instruments with readily available active quoted prices would be considered to have fair values based on the highest level of observable inputs, and little judgment would be utilized in measuring fair value. Financial instruments that rarely trade would often have fair value based on a lower level of observable inputs, and more judgment would be utilized in measuring fair value.

NOTES TO FINANCIAL STATEMENTS

20. Fair Value Measurements, continued

Valuation Hierarchy

There is a three-level hierarchy for valuing assets or liabilities at fair value based on whether inputs are observable or unobservable.

Level 1 – includes assets and liabilities valued using inputs that are unadjusted quoted prices in active markets for identical assets or liabilities. Our Level 1 assets primarily include cash and exchange traded securities.

Level 2 - includes assets and liabilities valued using inputs that are quoted prices for similar assets in an active market, quoted prices for identical or similar assets in a market that is not active, observable inputs, or observable inputs that can be corroborated by market data. Level 2 assets and liabilities include those financial instruments that are valued by independent pricing services using models or other valuation methodologies. These models consider various inputs such as credit rating, maturity, corporate credit spreads, reported trades and other inputs that are observable or derived from observable information in the marketplace or are supported by transactions executed in the marketplace. Financial assets in this category primarily include: certain publicly registered and privately placed corporate fixed maturity securities; certain government or agency securities; certain mortgage and asset-backed securities; certain equity securities; certain mutual fund investments; most short-term investments; and non-exchange-traded derivatives such as call options.

Level 3 - includes assets and liabilities valued using unobservable inputs that are used in model-based valuations that contain management assumptions. Level 3 assets and liabilities include those financial instruments whose fair value is estimated based on broker/dealer quotes, pricing services or internally developed models or methodologies utilizing significant inputs not based on, or corroborated by, readily available market information. Financial assets in this category include certain corporate securities (primarily certain below-investment grade privately placed securities), certain structured securities, mortgage loans, and other less liquid securities.

At each reporting date, we classify assets and liabilities into the three input levels based on the lowest level of input that is significant to the measurement of fair value for each asset and liability reported at fair value. This classification is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction and overall market conditions. Our assessment of the significance of a particular input to the fair value measurement and the ultimate classification of each asset and liability requires judgment and is subject to change from period to period based on the observability of the valuation inputs.

As of June 30, 2018, the reported fair value of the Company's investment in Level 3 industrial and miscellaneous preferred stock was \$350,218. The Company measured the fair value of these investments based on internally developed models or methodologies using unobservable inputs that contain management assumptions.

As of June 30, 2018, the reported fair value of the Company's investment in Level 2 common stock consisted of \$2,079,200 of FHLBP common stock. The stock may only be issued, redeemed and repurchased by the FHLBP at a price equal to its par value.

As of June 30, 2018, the reported fair value of the Company's investment in Level 3 common stock consisted of holdings with zero value. The Company measured the fair value of these investments based on internally developed models or methodologies using unobservable inputs that contain management assumptions.

(5) None

B. - C.

As of June 30, 2018, the aggregate fair value of all financial instruments and the level within the fair value hierarchy in which the fair value measurements in their entirety fall were as follows:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Net Asset Value (NAV) Included in Level 2
Bonds	\$ 775,585,064	\$ 732,064,042	\$ —	\$ 762,229,021	\$ 13,356,043	\$ —
Preferred stock	8,106,968	7,674,168	—	7,756,750	350,218	—
Common stock	2,999,000	2,999,000	919,800	2,079,200	—	—
Mortgage loans	3,698,555	3,654,304	—	—	3,698,555	—
Cash	1,772,648	1,772,648	1,772,648	—	—	—
Cash equivalents	1,300,253	1,300,253	1,300,253	—	—	—
Contract loans	22,880,753	22,802,344	—	—	22,880,753	—
Surplus debentures	8,364,059	7,553,577	—	8,364,059	—	—
Total Assets	<u>\$ 824,707,300</u>	<u>\$ 779,820,336</u>	<u>\$ 3,992,701</u>	<u>\$ 780,429,030</u>	<u>\$ 40,285,569</u>	<u>\$ —</u>
FHLBP advances	<u>\$ 50,202,985</u>	<u>\$ 50,106,636</u>	<u>\$ —</u>	<u>\$ 50,202,985</u>	<u>\$ —</u>	<u>\$ —</u>
Total Liabilities	<u>\$ 50,202,985</u>	<u>\$ 50,106,636</u>	<u>\$ —</u>	<u>\$ 50,202,985</u>	<u>\$ —</u>	<u>\$ —</u>

D. None

NOTES TO FINANCIAL STATEMENTS

21. Other Items

No significant changes

22. Events Subsequent

Subsequent events have been evaluated up to the issue date of these financial statements, August 10, 2018. No material subsequent events have occurred which would require an adjustment or disclosure.

23. Reinsurance

No significant changes

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. - D.

None

E. During the first six months of 2018, the Company had no written premium subject to the risk sharing provisions of the Affordable Care Act.

25. Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2017 were \$10,901,396. As of June 30, 2018, \$7,861,472 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$1,450,662 as a result of revised estimates of unpaid losses and loss adjustment expenses. Therefore, there has been a \$1,589,262 favorable prior year development from December 31, 2017 to June 30, 2018. This development is generally the result of ongoing analysis of recent loss development trends in the health lines of business. As additional information becomes known on individual claims experience, the original estimates are adjusted accordingly. None of the Company's accident and health contracts are subject to retrospective rating or experience refunds.

The Company had no significant changes in methodologies and assumptions used in calculating the liability for unpaid losses and loss adjustment expenses.

26. Intercompany Pooling Arrangements

None

27. Structured Settlements

None

28. Health Care Receivables

None

29. Participating Policies

None

30. Premium Deficiency Reserves

None

31. Reserves for Life Contracts and Annuity Contracts

No significant changes

32. Analysis of Annuity Actuarial Reserves and Deposit-Type Liabilities by Withdrawal Characteristics

No significant changes

33. Premium and Annuity Considerations Deferred and Uncollected

No significant changes

34. Separate Accounts

None

NOTES TO FINANCIAL STATEMENTS

35. Loss/Claim Adjustment Expenses

No significant changes

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

If yes, complete Schedule Y, Parts 1 and 1A.

Yes [X] No []
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [] No [X]
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
- 3.4

Is the reporting entity publicly traded or a member of a publicly traded group?

Yes [X] No []
- 3.5

If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group.

0001224608
- 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 | 2 | 3 |
| Name of Entity | NAIC Company Code | 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?

If yes, attach an explanation.

Yes [] No [X] N/A []
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013
- 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.

12/31/2013
- 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).

07/16/2015
- 6.4

By what department or departments?
Pennsylvania
- 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 [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 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
Bankers Life Advisory Services, Inc.	Chicago, IL				YES
Bankers Life Securities, Inc.	Chicago, IL				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?
(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.

Yes [X] No []
- 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 [X] No []
- 10.2

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

\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ 1,000,667
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$ | \$ |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ | \$ |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$ 3,312 | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 3,312 | \$ |
| 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 []

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN LIFE INSURANCE COMPANY

GENERAL INTERROGATORIES

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.

\$
- 16.2

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

\$
- 16.3

Total payable for securities lending reported on the liability page.

\$

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 ☒ 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	1 Wall Street, 14th Floor, New York, NY 10286
Federal Home Loan Bank of Pittsburgh	601 Grant Street, Pittsburgh, PA 15219
The Northern Trust Company	50 South LaSalle Street, Chicago, IL 60603

- 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 ☒

- 17.4 If yes, give full information relating thereto:

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

- 17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts"; "...handle securities"]

1 Name of Firm or Individual	2 Affiliation
40 86 Advisors, Inc.	A

- 17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") manage more than 10% of the reporting entity's assets? Yes ☐ No ☒

- 17.5098 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes ☐ No ☒

- 17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
107740	40 86 Advisors, Inc.	549300 H223 Q WQ0D59	SEC	DS

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed? Yes ☒ No ☐

- 18.2 If no, list exceptions:

19. By self-designating 5*GI securities, the reporting entity is certifying the following elements for each self-designated 5*GI security:
- a.

Documentation necessary to permit a full credit analysis of the security does not exist.
- b.

Issuer or obligor is current on all contracted interest and principal payments.
- c.

The insurer has an actual expectation of ultimate payment of all contracted interest and principal.
- Has the reporting entity self-designated 5*GI securities? Yes ☐ No ☒

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

\$

1.12

Residential Mortgages

\$

1.13

Commercial Mortgages

\$

3,654,304

1.14

Total Mortgages in Good Standing

\$

3,654,304

1.2

Long-Term Mortgages In Good Standing with Restructured Terms

1.21

Total Mortgages in Good Standing with Restructured Terms

\$

1.3

Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months

1.31

Farm Mortgages

\$

1.32

Residential Mortgages

\$

1.33

Commercial Mortgages

\$

1.34

Total Mortgages with Interest Overdue more than Three Months

\$

1.4

Long-Term Mortgage Loans in Process of Foreclosure

1.41

Farm Mortgages

\$

1.42

Residential Mortgages

\$

1.43

Commercial Mortgages

\$

1.44

Total Mortgages in Process of Foreclosure

\$

1.5

Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)

\$

3,654,304

1.6

Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter

1.61

Farm Mortgages

\$

1.62

Residential Mortgages

\$

1.63

Commercial Mortgages

\$

1.64

Total Mortgages Foreclosed and Transferred to Real Estate

\$

2.

Operating Percentages:

2.1

A&H loss percent

71.620 %

2.2

A&H cost containment percent

%

2.3

A&H expense percent excluding cost containment expenses

42.922 %

3.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]

3.2

If yes, please provide the amount of custodial funds held as of the reporting date

\$

3.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]

3.4

If yes, please provide the balance of the funds administered as of the reporting date

\$

4.

Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states?

Yes [X] No []

4.1

If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity?

Yes [] No []

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

NONE

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN LIFE INSURANCE COMPANY

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.			1	Direct Business Only						
				Life Contracts		4	5	6	7	
			Active Status (a)	Life Insurance Premiums	3 Annuity Considerations					Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees
1.	Alabama	AL	L	3,418,071			1,547,035		4,965,106	
2.	Alaska	AK	L	154,448			15,161		169,608	
3.	Arizona	AZ	L	2,235,658			2,798,143		5,033,801	
4.	Arkansas	AR	L	1,756,641			1,220,476		2,977,117	
5.	California	CA	L	11,005,104			13,149,518		24,154,621	
6.	Colorado	CO	L	1,525,904			4,448,767		5,974,672	
7.	Connecticut	CT	L	1,907,726			844,009		2,751,735	
8.	Delaware	DE	L	800,654			1,199,430		2,000,084	
9.	District of Columbia	DC	L	921,657			253,632		1,175,289	
10.	Florida	FL	L	7,855,094			42,103,721		49,958,814	
11.	Georgia	GA	L	6,216,131			4,926,306		11,142,437	
12.	Hawaii	HI	L	351,861			35,640		387,501	
13.	Idaho	ID	L	404,394			1,517,904		1,922,297	
14.	Illinois	IL	L	6,888,202			4,443,910		11,332,112	
15.	Indiana	IN	L	3,175,779			11,508,051		14,683,829	
16.	Iowa	IA	L	886,230			2,913,096		3,799,325	
17.	Kansas	KS	L	1,054,417			2,907,935		3,962,352	
18.	Kentucky	KY	L	2,342,999			2,796,049		5,139,048	
19.	Louisiana	LA	L	2,905,993			1,247,649		4,153,642	
20.	Maine	ME	L	454,701			1,080,456		1,535,156	
21.	Maryland	MD	L	4,651,545			7,984,391		12,635,937	
22.	Massachusetts	MA	L	1,686,866			209,844		1,896,710	
23.	Michigan	MI	L	4,863,920			9,566,278		14,430,197	
24.	Minnesota	MN	L	1,304,115			1,922,168		3,226,283	
25.	Mississippi	MS	L	1,980,492			974,089		2,954,581	
26.	Missouri	MO	L	2,496,836			5,801,116		8,297,952	
27.	Montana	MT	L	554,106			1,076,460		1,630,565	
28.	Nebraska	NE	L	560,149			945,366		1,505,516	
29.	Nevada	NV	L	1,157,549			908,232		2,065,781	
30.	New Hampshire	NH	L	418,059			5,852,956		6,271,015	
31.	New Jersey	NJ	L	6,523,632			17,457,252		23,980,884	
32.	New Mexico	NM	L	930,315			360,295		1,290,611	
33.	New York	NY	N	268,058			290,232		558,290	
34.	North Carolina	NC	L	5,803,092			7,428,264		13,231,356	
35.	North Dakota	ND	L	185,559			100,233		285,792	
36.	Ohio	OH	L	6,241,004			6,686,225		12,927,229	
37.	Oklahoma	OK	L	1,506,567			1,961,497		3,468,064	
38.	Oregon	OR	L	1,094,043			1,720,139		2,814,182	
39.	Pennsylvania	PA	L	10,653,036			20,979,108		31,632,144	
40.	Rhode Island	RI	L	497,453			2,191,553		2,689,006	
41.	South Carolina	SC	L	3,147,276			3,873,470		7,020,746	
42.	South Dakota	SD	L	236,406			418,588		654,994	
43.	Tennessee	TN	L	3,722,249			4,682,059		8,404,308	
44.	Texas	TX	L	9,149,041			13,631,090		22,780,131	
45.	Utah	UT	L	442,490			412,691		855,181	
46.	Vermont	VT	L	249,048			3,174,573		3,423,621	
47.	Virginia	VA	L	4,644,342			4,629,506		9,273,848	
48.	Washington	WA	L	720,381			3,581,890		4,302,272	
49.	West Virginia	WV	L	1,422,929			2,314,696		3,737,626	
50.	Wisconsin	WI	L	1,927,747			3,691,016		5,618,763	
51.	Wyoming	WY	L	192,586			281,255		473,841	
52.	American Samoa	AS	N	2,437					2,437	
53.	Guam	GU	N	909			1,663		2,572	
54.	Puerto Rico	PR	L	9,145			7,304		16,450	
55.	U.S. Virgin Islands	VI	L	242,886			2,353		245,239	
56.	Northern Mariana Islands	MP	N	191					191	
57.	Canada	CAN	N							
58.	Aggregate Other Aliens	OT	XXX	16,659			6,149		22,808	
59.	Subtotal	XXX		135,764,779			236,080,888		371,845,667	
90.	Reporting entity contributions for employee benefits plans	XXX								
91.	Dividends or refunds applied to purchase paid-up additions and annuities	XXX								
92.	Dividends or refunds applied to shorten endowment or premium paying period	XXX								
93.	Premium or annuity considerations waived under disability or other contract provisions	XXX					1,491		1,491	
94.	Aggregate or other amounts not allocable by State	XXX								
95.	Totals (Direct Business)	XXX		135,764,779			236,082,379		371,847,159	
96.	Plus Reinsurance Assumed	XXX		604,965			86,639		691,603	
97.	Totals (All Business)	XXX		136,369,744			236,169,018		372,538,762	
98.	Less Reinsurance Ceded	XXX		93,172			185,991,868		186,085,040	
99.	Totals (All Business) less Reinsurance Ceded	XXX		136,276,572			50,177,150		186,453,722	
DETAILS OF WRITE-INS										
58001.	ZZZ Other Alien	XXX		16,659			6,149		22,808	
58002.		XXX								
58003.		XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX		16,659			6,149		22,808	
9401.		XXX								
9402.		XXX								
9403.		XXX								
9498.	Summary of remaining write-ins for Line 94 from overflow page	XXX								
9499.	Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)	XXX								

(a) Active Status Counts:

L - Licensed or Chartered - Licensed Insurance carrier or domiciled RRG.....52

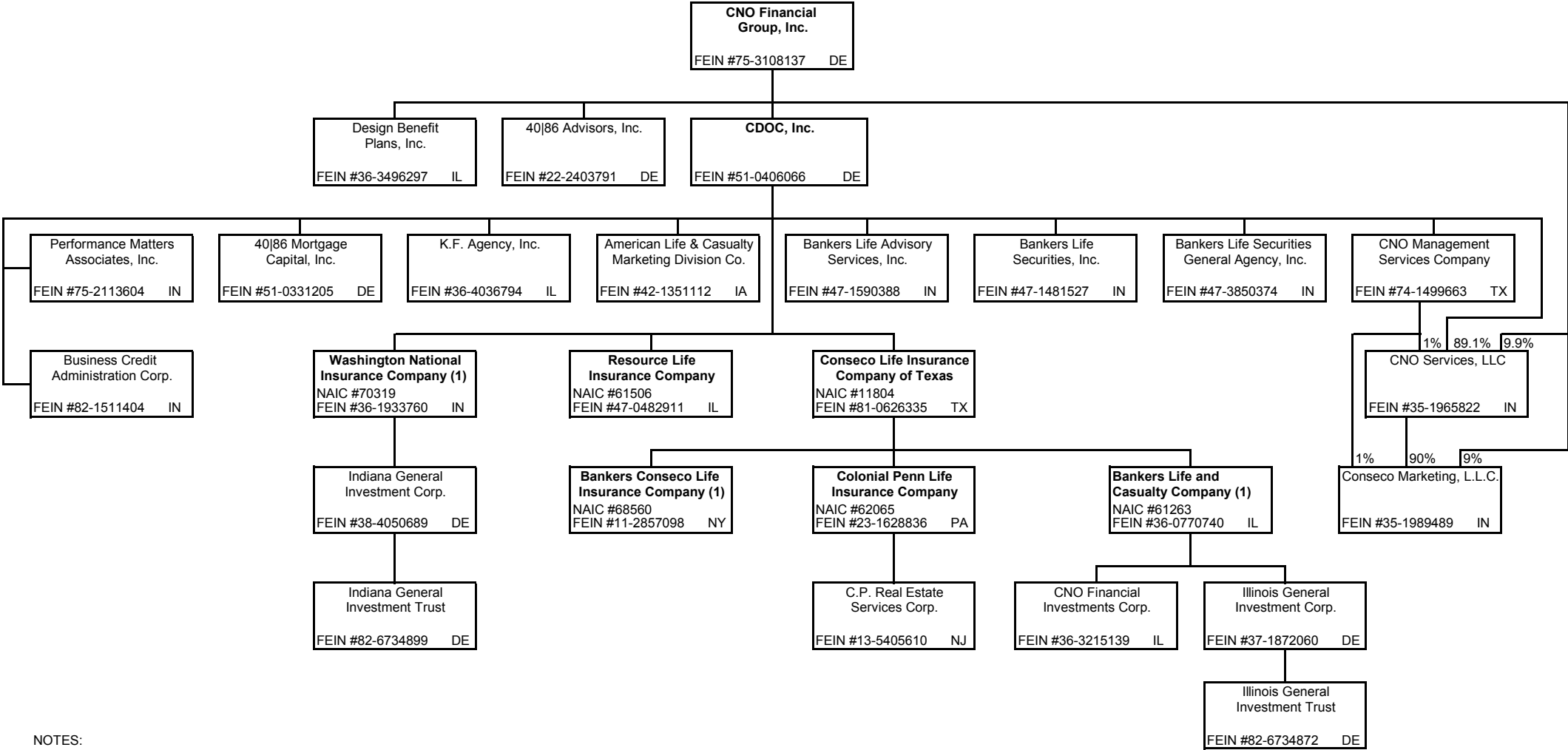
E - Eligible - Reporting entities eligible or approved to write surplus lines in the state.....

N - None of the above - Not allowed to write business in the state.....5

R - Registered - Non-domiciled RRGs.....

Q - Qualified - Qualified or accredited reinsurer.....

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



NOTES:
All subsidiaries are 100% owned unless otherwise indicated.
Names of insurance companies and their parent companies are in bold letters.
(1) The following non-insurance investment entities are reported as affiliated in accordance with SSAP No. 25:
CreekSource LLC, Class A, Ownership interests: Bankers Life and Casualty Company 75%; Washington National Insurance Company 25%
Equipment Finance SPE II, LLC ("SPE II"), Ownership interests: Washington National Insurance Company 79.2%; Bankers Conesco Life Insurance Company 20.8%
In addition, Washington National Insurance Company is the Designated Manager and manages the business and affairs of SPE II.
The primary assets of this entity were sold on June 15, 2018, and the entity is expected to be dissolved in the near future.
Mill Creek II CLO Ltd., Ownership interests: Bankers Life and Casualty Company 40.3%; Washington National Insurance Company 13.4%; CreekSource LLC 46.3%
Tennenbaum Capital Partners, LLC, Interests: Bankers Life and Casualty Company 30% ownership; 24.9% voting rights

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN LIFE INSURANCE COMPANY

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Loca-tion	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
.0233	CNO Financial Group, Inc.	.68560	11-2857098				Bankers Conseco Life Insurance Company	.NY	.IA	Conseco Life Insurance Company of Texas	Ownership	100.000	CNO Financial Group, Inc.	.N	
.0233	CNO Financial Group, Inc.	.61263	36-0770740				Bankers Life and Casualty Company	.IL	.IA	Conseco Life Insurance Company of Texas	Ownership	100.000	CNO Financial Group, Inc.	.N	
.0233	CNO Financial Group, Inc.	.62065	23-1628836				Colonial Penn Life Insurance Company	.PA	.RE	Conseco Life Insurance Company of Texas	Ownership	100.000	CNO Financial Group, Inc.	.N	
.0233	CNO Financial Group, Inc.	.11804	81-0626335				Conseco Life Insurance Company of Texas	.TX	.UDP	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
.0233	CNO Financial Group, Inc.	.61506	47-0482911				Resource Life Insurance Company	.IL	.IA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
.0233	CNO Financial Group, Inc.	.70319	36-1933760				Washington National Insurance Company	.IN	.IA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			38-4050689				Indiana General Investment Corp.	.DE	.NIA	Washington National Insurance Company	Ownership	100.000	CNO Financial Group, Inc.	.Y	
			82-6734899				Indiana General Investment Trust	.DE	.NIA	Indiana General Investment Corp.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			13-5405610				C.P. Real Estate Services Corp.	.NJ	.DS	Colonial Penn Life Insurance Company	Ownership	100.000	CNO Financial Group, Inc.	.N	
			36-3215139				CNO Financial Investments Corp.	.IL	.NIA	Bankers Life and Casualty Company	Ownership	100.000	CNO Financial Group, Inc.	.Y	
			37-1872060				Illinois General Investment Corp.	.DE	.NIA	Bankers Life and Casualty Company	Ownership	100.000	CNO Financial Group, Inc.	.Y	
			82-6734872				Illinois General Investment Trust	.DE	.NIA	Illinois General Investment Corp.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			75-3108137		0001224608	New York Stock Exchange	CNO Financial Group, Inc.	.DE	.UIP	Publicly held				.N	.0100
			51-0406066				CDOC, Inc.	.DE	.UIP	CNO Financial Group, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.Y	
			22-2403791				40186 Advisors, Inc.	.DE	.NIA	CNO Financial Group, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			36-3496297				Design Benefit Plans, Inc.	.IL	.NIA	CNO Financial Group, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			75-2113604				Performance Matters Associates, Inc.	.IN	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			51-0331205				40186 Mortgage Capital, Inc.	.DE	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			36-4036794				K.F. Agency, Inc.	.IL	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
							American Life & Casualty Marketing Division Co.	.IA	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			42-1351112				Bankers Life Advisory Services, Inc.	.IN	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			47-1590388				Bankers Life Securities, Inc.	.IN	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			47-1481527				Bankers Life Securities General Agency, Inc.								
			47-3850374					.IN	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			82-1511404				Business Credit Administration Corp.	.IN	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			74-1499663				CNO Management Services Company	.TX	.NIA	CDOC, Inc.	Ownership	100.000	CNO Financial Group, Inc.	.N	
			35-1965822				CNO Services, LLC	.IN	.NIA	CDOC, Inc.	Ownership	89.100	CNO Financial Group, Inc.	.N	
			35-1965822				CNO Services, LLC	.IN	.NIA	CNO Financial Group, Inc.	Ownership	9.900	CNO Financial Group, Inc.	.N	
			35-1965822				CNO Services, LLC	.IN	.NIA	CNO Management Services Company	Ownership	1.000	CNO Financial Group, Inc.	.N	
			35-1989489				Conseco Marketing, L.L.C.	.IN	.NIA	CNO Services, LLC	Ownership	90.000	CNO Financial Group, Inc.	.N	
			35-1989489				Conseco Marketing, L.L.C.	.IN	.NIA	CNO Financial Group, Inc.	Ownership	9.000	CNO Financial Group, Inc.	.N	
			35-1989489				Conseco Marketing, L.L.C.	.IN	.NIA	CNO Management Services Company	Ownership	1.000	CNO Financial Group, Inc.	.N	

Asterisk	Explanation
0100	CNO Financial Group, Inc. is the Ultimate Controlling Entity of the Holding Company Group.

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN LIFE INSURANCE COMPANY

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.

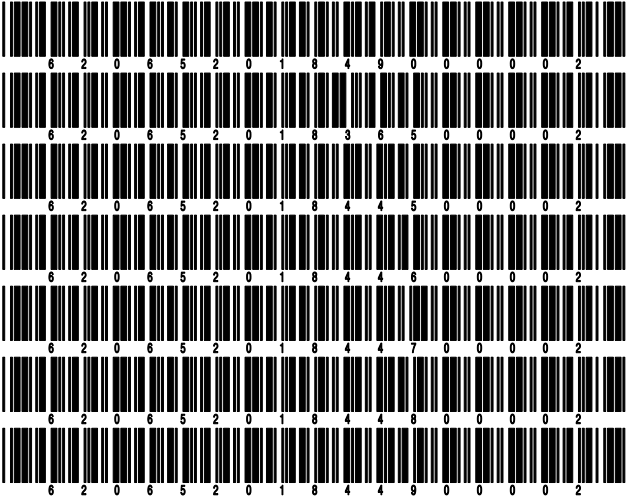
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required 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. None
2. None
3. None
4. None
5. None
6. None
7. None

Bar Code:

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



SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	7,931,976	8,029,760
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		628,145
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	341,818	725,928
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	7,590,158	7,931,976
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	7,590,158	7,931,976

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	5,326,135	16,673,185
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	1,671,831	11,347,050
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)	3,654,304	5,326,135
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	3,654,304	5,326,135
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	3,654,304	5,326,135

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	9,588,079	8,402,994
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		3,108,650
2.2 Additional investment made after acquisition	472,324	91,165
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	180,345	(209,399)
6. Total gain (loss) on disposals	(676)	(101,065)
7. Deduct amounts received on disposals	585,884	1,559,494
8. Deduct amortization of premium and depreciation	1,478	2,482
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		142,290
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	9,652,711	9,588,079
12. Deduct total nonadmitted amounts	9,725	9,725
13. Statement value at end of current period (Line 11 minus Line 12)	9,642,986	9,578,354

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	729,528,184	714,143,116
2. Cost of bonds and stocks acquired	92,815,116	102,178,974
3. Accrual of discount	899,796	2,040,941
4. Unrealized valuation increase (decrease)	7,685	(19,580)
5. Total gain (loss) on disposals	(386,298)	720,789
6. Deduct consideration for bonds and stocks disposed of	79,953,152	88,687,525
7. Deduct amortization of premium	327,774	334,315
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		514,216
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees	153,569	
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	742,737,126	729,528,184
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	742,737,126	729,528,184

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN 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 NAIC Designation

NAIC Designation	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. NAIC 1 (a)	337,228,027	25,817,440	43,801,843	3,069,494	337,228,027	322,313,118		335,185,701
2. NAIC 2 (a)	358,283,133	32,819,101	12,697,109	2,170,167	358,283,133	380,575,292		352,059,413
3. NAIC 3 (a)	30,108,644	779,049	4,105,257	(3,535,575)	30,108,644	23,246,861		24,633,835
4. NAIC 4 (a)	6,697,820		253,747	(515,385)	6,697,820	5,928,688		5,469,345
5. NAIC 5 (a)	918,693			(918,693)	918,693			1,879,903
6. NAIC 6 (a)	1,000,000		1,000,000		1,000,000			1,000,000
7. Total Bonds	734,236,317	59,415,590	61,857,956	270,008	734,236,317	732,063,959		720,228,197
PREFERRED STOCK								
8. NAIC 1	568,250				568,250	568,250		568,250
9. NAIC 2	6,755,700				6,755,700	6,755,700		5,755,700
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6	875,337		558,045	32,926	875,337	350,218		875,337
14. Total Preferred Stock	8,199,287		558,045	32,926	8,199,287	7,674,168		7,199,287
15. Total Bonds and Preferred Stock	742,435,604	59,415,590	62,416,001	302,934	742,435,604	739,738,127		727,427,484

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$; NAIC 2 \$; NAIC 3 \$ NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals					

NONE

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		7,752
2. Cost of short-term investments acquired		7,755
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		15,508
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)		
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - PART 2 - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	7,759	
2. Cost of cash equivalents acquired	283,701,715	3,356,937,021
3. Accrual of discount	6,044	145,738
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	1,091	
6. Deduct consideration received on disposals	282,416,356	3,357,075,000
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)	1,300,253	7,759
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,300,253	7,759

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

[illegible]

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3					8	9	10	11	12	13					
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) /Accretion	10 Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	Book Value/ Recorded Investment Excluding Accrued Interest on Disposal	Consid- eration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
1587	COVINA	CA		06/13/2008	05/02/2018	500,000							500,000	500,000			
01999999. Mortgages closed by repayment						500,000							500,000	500,000			
1307	LAWRENCE	IN		12/27/2006		11,124							11,124	11,124			
1437	EAST MOLINE	IL		05/31/2007		4,232							4,232	4,232			
1448	CHARLOTTE	NC		12/11/2007		4,101							4,101	4,101			
1561	BLOOMINGTON	IN		09/28/2007		4,086							4,086	4,086			
1628	SANTA ROSA	CA		10/08/2008		3,568							3,568	3,568			
02999999. Mortgages with partial repayments						27,111							27,111	27,111			
05999999 - Totals						527,111							527,111	527,111			

E02

SCHEDULE BA - PART 2

[illegible]

SCHEDULE BA - PART 3

[illegible]

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN 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)
912828-4L-1	US TREASURY N/B		.05/14/2018	DEUTSCHE BANK		8,210,586	8,250,000	9,248	1
0599999. Subtotal - Bonds - U.S. Governments						8,210,586	8,250,000	9,248	XXX
64990C-7K-1	NEW YORK ST DORM AUTH REVENUES NON ST SU		.06/01/2018	WELLS FARGO		2,118,510	2,000,000	4,311	1FE
797299-MG-6	SAN DIEGO CA PUBLIC FACS FINGAUTH LEASE		.06/04/2018	CITIGROUP		1,000,000	1,000,000		1FE
899154-BG-2	TULARE CNTY CA PENSN OBLG		.06/01/2018	RAYMOND JAMES		1,000,000	1,000,000		1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						4,118,510	4,000,000	4,311	XXX
026874-DB-0	AMERICAN INTL GROUP		.05/30/2018	MORGAN STANLEY		887,200	1,000,000	16,528	2FE
070101-AH-3	BASIN ELECTRIC PWR COOP		.05/17/2018	MORGAN STANLEY		1,021,070	1,000,000	3,299	1FE
12433U-AJ-4	BX 2018-GW C		.05/01/2018	JP MORGAN CHASE		499,375	500,000		1FE
12563L-AK-3	CLIF 2018-1A B		.04/24/2018	WELLS FARGO		998,297	1,000,000		2AM
171340-AL-6	CHURCH & DWIGHT CO INC		.05/16/2018	CREDIT SUISSE		443,855	500,000	5,870	2FE
172967-MA-6	CITIGROUP INC		.05/31/2018	RBC CAPITAL MARKETS		1,002,590	1,000,000	1,211	2FE
209111-FN-8	CONSOLIDATED EDISON COMPANY OF NEW YORK		.05/31/2018	SUSQUEHANNA FINANCIAL		947,600	1,000,000	2,111	1FE
23306G-AE-7	DBGS 2018-B10D C		.06/01/2018	DEUTSCHE BANK		741,397	750,000		1FE
26208L-AC-2	HONK 2018-1A A2		.04/17/2018	BARCLAYS CAPITAL		1,000,000	1,000,000		2AM
26441C-AY-1	DUKE ENERGY CORP		.05/17/2018	MORGAN STANLEY		900,630	1,000,000	10,533	2FE
29717P-AS-6	ESSEX PORTFOLIO LP		.04/30/2018	WELLS FARGO		978,700	1,000,000	6,750	2FE
30294D-AQ-6	FREMF 2016-K52 C		.04/24/2018	CITIGROUP		954,102	1,000,000	2,724	1FM
30305E-AG-3	FREMF 2017-K68 C		.04/11/2018	CITIGROUP		937,773	1,000,000	1,281	1Z
31428X-BD-7	FEDEX CORP		.04/03/2018	JEFFERIES AND CO		454,920	500,000	4,000	2FE
31620M-AZ-9	FIDELITY NATIONAL INFORM		.05/14/2018	ML PIERCE FENNER SMITH		979,630	1,000,000		2FE
370334-CC-6	GENERAL MILLS INC		.04/30/2018	BARCLAYS CAPITAL		1,012,420	1,000,000	1,401	2FE
370334-CH-5	GENERAL MILLS INC		.04/24/2018	GOLDMAN SACHS		976,510	1,000,000	1,138	2FE
370334-CJ-1	GENERAL MILLS INC		.05/10/2018	BARCLAYS CAPITAL		974,710	1,000,000	3,525	2FE
38141G-VX-9	GOLDMAN SACHS GROUP INC		.05/31/2018	GOLDMAN SACHS		1,035,570	1,000,000	3,995	1FE
38141G-XA-7	GOLDMAN SACHS GROUP INC		.04/30/2018	GOLDMAN SACHS		486,015	500,000	551	1FE
39138Q-AC-9	GREAT-WEST LIFE&CO FIN 18		.05/14/2018	JP MORGAN CHASE		1,000,000	1,000,000		1FE
412822-AE-8	HARLEY-DAVIDSON INC		.05/17/2018	GOLDMAN SACHS		965,860	1,000,000	14,517	1FE
43730W-AE-6	HPA 2018-1 C		.05/24/2018	CITIGROUP		1,000,000	1,000,000		1Z
487836-BQ-0	KELLOGG CO		.05/17/2018	CREDIT SUISSE		937,480	1,000,000	6,250	2FE
559080-AJ-5	MAGELLAN MIDSTREAM PARTN		.05/21/2018	MORGAN STANLEY		203,456	225,000	1,785	2FE
565122-AG-3	MAPLE ESCROW SUB		.05/17/2018	DEUTSCHE BANK		984,120	1,000,000		2FE
745332-CH-7	PUGET SOUND ENERGY INC		.06/04/2018	JP MORGAN CHASE		1,000,000	1,000,000		1FE
75157D-AC-8	RAMP 2007-RS2 A3		.05/25/2018	CAPITALIZED INTEREST			2		1FM
754730-AF-6	RAYMOND JAMES FINANCIAL		.04/27/2018	VARIOUS		1,748,533	1,675,000	24,413	2FE
78409V-AN-4	S&P GLOBAL INC		.05/16/2018	GOLDMAN SACHS		988,310	1,000,000	125	2FE
78516F-AC-3	SABAL TRAIL TRANS		.04/26/2018	MITSUBISHI SECURITIES		1,000,000	1,000,000		2FE
81373P-AA-1	SECURIAN FINANCIAL GROUP		.04/25/2018	JEFFERIES AND CO		983,250	1,000,000	2,933	1FE
891906-AF-6	TOTAL SYSTEM SERVICES IN		.05/16/2018	WELLS FARGO		991,740	1,000,000	865	2FE
90352W-AB-0	STEAM 2018-1 A2		.05/02/2018	DEUTSCHE BANK		999,965	1,000,000		1FE
91831U-AG-2	VNDO 2016-350P E		.04/06/2018	WELLS FARGO		916,367	1,000,000	976	1Z
92343V-EP-5	VERIZON COMMUNICATIONS		.05/31/2018	RBC CAPITAL MARKETS		1,001,510	1,000,000	1,913	2FE
0778FP-AA-7	BELL CANADA		.05/10/2018	NATIONAL BANK OF CANADA		983,090	1,000,000	5,580	2FE
87971M-BH-5	TELUS CORP		.06/07/2018	RBC CAPITAL MARKETS		1,481,400	1,500,000		2FE
04941G-AS-7	ATCLO 2013-1A DR	C.	.04/25/2018	MORGAN STANLEY		247,650	250,000	2,024	2AM
04965C-AQ-1	ATRM 12A DR	C.	.04/24/2018	MORGAN STANLEY		499,700	500,000	143	2AM
067316-AF-6	BACARDI LTD	C.	.04/24/2018	ML PIERCE FENNER SMITH		996,810	1,000,000		2FE
13875L-AU-2	CANVC 2014-1A CR	C.	.03/29/2018	MITSUBISHI SECURITIES				(267)	2AM
25156P-BC-6	DEUTSCHE TELEKOM INT FIN	C.	.06/14/2018	RBC CAPITAL MARKETS		1,490,235	1,500,000		2FE
26827E-AE-5	ECAP 2015-1A B1	C.	.04/09/2018	BNP PARIBAS		779,049	776,139	3,252	3AM
56564R-AB-6	MAPSL 2018-1A B	C.	.04/26/2018	GOLDMAN SACHS		999,980	1,000,000		2AM
67091R-AT-6	OCP 2015-8A CR	C.	.04/11/2018	ML PIERCE FENNER SMITH		500,000	500,000	5,412	2AM
67102S-AS-3	OCP 2014-5A CR	C.	.04/25/2018	MORGAN STANLEY		498,300	500,000		2AM
75884B-AG-3	REG10 2017-3A D	C.	.04/24/2018	MORGAN STANLEY		248,600	250,000	283	2AM
83611G-AG-6	SNDPT 2017-3A C	C.	.04/24/2018	VARIOUS		1,001,625	1,000,000	9,818	2AM
87249A-AG-0	TICP 2017-9A D	C.	.04/25/2018	MORGAN STANLEY		497,100	500,000	5,788	2AM
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						42,176,494	42,926,141	150,727	XXX
064058-AF-7	BANK OF NY MELLON CORP		.05/29/2018	BARCLAYS CAPITAL		955,000	1,000,000	9,122	2FE
55261F-AH-7	M&T BANK CORPORATION		.05/29/2018	MORGAN STANLEY		1,990,000	2,000,000	26,337	2FE
665859-AQ-7	NORTHERN TRUST CORP		.05/29/2018	WELLS FARGO		977,500	1,000,000	7,667	2FE
693475-AQ-8	PNC FINANCIAL SERVICES		.05/31/2018	MORGAN STANLEY		967,500	1,000,000	4,583	2FE

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN 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)
4899999. Subtotal - Bonds - Hybrid Securities						4,910,000	5,000,000	47,709	XXX
8399997. Total - Bonds - Part 3						59,415,590	60,176,141	211,995	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						59,415,590	60,176,141	211,995	XXX
8999997. Total - Preferred Stocks - Part 3							XXX		XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX		XXX
9799997. Total - Common Stocks - Part 3							XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX		XXX
9899999. Total - Preferred and Common Stocks							XXX		XXX
9999999 - Totals						59,415,590	XXX	211,995	XXX

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

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
912828-VE-7	US TREASURY N/B		05/31/2018	VARIOUS		7,875,000	7,875,000	7,839,079	7,871,945		3,055		3,055		7,875,000				39,375	05/31/2018	1
0599999	Subtotal - Bonds - U.S. Governments					7,875,000	7,875,000	7,839,079	7,871,945		3,055		3,055		7,875,000				39,375	XXX	XXX
31287U-C6-7	FG C68193		06/01/2018	MBS PAYDOWN		.81	.81	.80	.81					.81	24,439				.2	06/01/2032	1
31292G-K4-7	FG C00315		06/01/2018	MBS PAYDOWN		.531	.531	.526	.531					.531	24,439				.14	04/01/2024	1
31292H-Q3-1	FG C01374		06/01/2018	MBS PAYDOWN		1,210	1,210	1,220	1,210					1,210	24,439				.26	06/01/2032	1
31293T-GN-1	FG C29205		06/01/2018	MBS PAYDOWN		.649	.649	.643	.649					.649	24,439				.16	07/01/2029	1
31398K-VF-4	FHR 3600 BJ		06/01/2018	MBS PAYDOWN		12,706	12,706	12,261	12,715		(10)		(10)	12,706	24,439				.210	11/15/2039	1
607120-EZ-1	MOBILE AL ARPT AUTH ARPT REVENUE		05/09/2018	SINKING FUND PMT		10,533	10,533	10,533	10,533					10,533	24,439				.201	11/09/2032	1
74529J-NX-9	PUERTO RICO SALES TAX FING CORP		04/03/2018	JP MORGAN CHASE		1,450,000	2,500,000	1,000,000	1,000,000					1,000,000	24,439		450,000	450,000	469	08/01/2040	6FE
3199999	Subtotal - Bonds - U.S. Special Revenues					1,475,710	2,525,710	1,025,263	1,025,719		(10)		(10)		1,025,710		450,000	450,000	469	XXX	XXX
00075Q-AS-1	ABFC 2006-0PT1 A3C1		06/25/2018	MBS PAYDOWN		24,439	24,439	22,614	24,148		291		291	24,439	24,439				.204	09/25/2036	1FM
00076B-AA-2	ABFC 2007-NC1 A1		06/25/2018	MBS PAYDOWN		87,932	87,932	84,800	87,232		700		700	87,932	24,439				.680	05/25/2037	1FM
00206R-EQ-1	AT&T INC		05/23/2018	SECURITY CALLED at 101.000		1,010,000	1,000,000	997,660	997,677		10		10	997,687	24,439		2,313	2,313	.52,106	08/14/2058	2FE
00213R-AB-9	ARLFR 2012-1A A2		04/10/2018	ML PIERCE FENNER SMITH		980,000	1,000,000	976,172	986,293		690		690	986,982	24,439		(6,982)	(6,982)	.12,171	12/15/2042	1FE
004375-AN-1	ACCR 2003-2 A1		06/01/2018	MBS PAYDOWN		1,299	1,299	1,271	1,298		1		1	1,299	24,439				.26	10/25/2033	1FM
004421-XF-5	ACE 2006-ASP2 A2D		06/25/2018	MBS PAYDOWN		10,833	10,833	9,967	10,670		164		164	10,833	24,439				.99	03/25/2036	1FM
00442V-AA-5	ACE 2006-ASP3 A1		06/25/2018	MBS PAYDOWN		32,634	32,634	25,699	32,125		509		509	32,634	24,439				.257	06/25/2036	1FM
02007C-AE-2	ALLYA 2016-1 A4		04/05/2018	CITIGROUP		990,234	1,000,000	999,453	999,519		97		97	999,616	24,439		(9,382)	(9,382)	.5,478	11/16/2020	1FE
02149C-AD-3	CIWALT 2006-41CB 1A4		06/01/2018			8,348	8,806	5,724	8,348		.60		.60	8,348	24,439				.219	01/25/2037	1FM
025816-BN-8	AMERICAN EXPRESS CO		04/03/2018	WELLS FARGO		997,870	1,000,000	1,003,380	1,003,049		331		331	1,003,380	24,439		(5,510)	(5,510)	.9,182	08/01/2022	1FE
026930-AA-5	AHMA 2007-2 A1		06/25/2018	MBS PAYDOWN		17,592	17,592	14,381	17,445		147		147	17,592	24,439				.136	03/25/2047	1FM
026936-AA-2	AHMA 2007-5 A1		06/25/2018	MBS PAYDOWN		8,002	9,853	7,100	7,983		19		19	8,002	24,439				.72	06/25/2047	1FM
03030#-AC-8	AMERICAN TRANS CO LLC		04/30/2018	VARIOUS		1,000,000	1,000,000	1,000,000	1,000,000					1,000,000	24,439				.27,900	04/30/2018	1
03072S-SH-9	AMIS1 2004-R6 A1		06/25/2018	MBS PAYDOWN		28,517	28,517	24,382	28,186		331		331	28,517	24,439				.272	07/25/2034	1FM
03072S-WQ-4	AMIS1 2004-R11 M1		06/25/2018	MBS PAYDOWN		26,395	26,395	24,671	26,158		236		236	26,395	24,439				.306	11/25/2034	1FM
03766K-AA-1	AASET 2016-1A A		06/15/2018	MBS PAYDOWN		45,266	45,266	44,621	45,141		125		125	45,266	24,439				.968	03/17/2036	1FE
040104-HM-6	ARSI 2004-W5 M1		06/25/2018	MBS PAYDOWN		25,101	25,101	23,877	24,849		251		251	25,101	24,439				.263	04/25/2034	1FM
04544N-AD-6	ABSHE 2006-HE6 A4		06/25/2018	MBS PAYDOWN		33,003	33,003	29,816	32,337		666		666	33,003	24,439				.257	11/25/2036	1FM
04544Q-AD-9	ABSHE 2006-HE7 A4		06/25/2018	MBS PAYDOWN		8,443	8,443	5,604	8,352		90		90	8,443	24,439				.72	11/25/2036	1FM
05946X-WF-6	BAFC 2005-3 1A23		06/01/2018	MBS PAYDOWN		9,666	9,666	9,388	9,654		12		12	9,666	24,439				.217	06/25/2035	1FM
05949Q-AY-1	BAFC 2006-2 2A17		06/01/2018	MBS PAYDOWN		.455	.500	.490	.455					.455	24,439				.10	03/25/2036	1FM
05950F-AE-5	BAFC 2006-4 A5		06/01/2018	MBS PAYDOWN		7,864	10,834	9,703	7,842		22		22	7,864	24,439				.282	07/25/2036	1FM
05950M-AB-6	BAFC 2006-G 2A1		06/20/2018	MBS PAYDOWN		76,919	76,919	71,247	75,452		1,467		1,467	76,919	24,439				.608	07/20/2036	1FM
06051G-BU-2	BAFC 2004-2 3A1		06/01/2018	MBS PAYDOWN		5,221	5,221	5,182	5,220		2		2	5,221	24,439				.100	09/20/2034	1FM
07329#-AA-3	QUAD TECH LLC (BLUE CROSS BLUE SHIELD)		06/15/2018	SINKING FUND PMT		8,762	8,762	8,845	8,764		(2)		(2)	8,762	24,439				.199	12/15/2035	1
073879-J7-4	BSABS 2005-HE8 M2		06/25/2018	MBS PAYDOWN		178,638	178,638	168,924	175,713		2,925		2,925	178,638	24,439				.1,987	08/25/2035	1FM
07387U-AX-9	BSABS 2006-PC1 M1		06/25/2018	MBS PAYDOWN		89,721	89,721	85,908	88,916		805		805	89,721	24,439				.791	12/25/2035	1FM
12505#-AA-9	COHM PROPERTY HOLDINGS LP		03/31/2018	SINKING FUND PMT		12,294	12,294	12,294	12,294					12,294	24,439				.390	12/31/2031	2FE
12514M-BC-8	CD 2016-CD1 A4		04/26/2018	CITIGROUP		931,563	1,000,000	1,021,406	1,018,876		(680)		(680)	1,018,197	24,439		(86,634)	(86,634)	.11,274	08/10/2049	1FM
12527G-AD-5	CF INDUSTRIES INC		06/12/2018	MORGAN STANLEY		842,500	1,000,000	998,423	998,437		14		14	998,437	24,439		(155,937)	(155,937)	.26,538	06/01/2043	3FE
125283-AL-5	CGDB 2017-B10 D		05/15/2018	NORTHERN TRUST		369,000	369,000	369,000	369,000					369,000	24,439				.5,200	05/15/2030	1FM
12540#-AA-8	CISTERRA SEHQ, LLC (SEMPRA ENERGY)		06/10/2018	SINKING FUND PMT		3,034	3,034	3,034	3,034					3,034	24,439				.59	07/10/2040	2
12543P-AC-7	CIHL 2006-21 A3		06/01/2018	MBS PAYDOWN		1,088	1,235	1,071	1,084		.4		.4	1,088	24,439				.31	02/25/2037	1FM
12544A-AS-4	CIHL 2006-20 1A17		06/01/2018	MBS PAYDOWN		13,473	13,493	10,735	13,386		.86		.86	13,473	24,439				.339	02/25/2037	1FM
12544D-AX-7	CIHL 2007-14 A22		06/01/2018	MBS PAYDOWN		9,158	9,545	8,765	9,146		12		12	9,158	24,439				.253	09/25/2037	1FM
125634-AQ-8	CLIF 2014-2A A		06/21/2018	VARIOUS		58,940	56,364	55,034	58,614		326		326	58,940	24,439				.794	10/18/2029	1FE
12563L-AK-3	CLIF 2018-1A B		06/18/2018	MBS PAYDOWN		17,479	17,479	17,449	17,449		39		39	17,479	24,439				.74	04/18/2043	2AM
12593F-BG-8	COMM 2015-LC21 B		04/10/2018	DEUTSCHE BANK		943,231	940,000	953,366	950,683		(372)		(372)	950,312	24,439		(7,081)	(7,081)	.14,631	07/10/2048	1FM
12593Q-BH-2	COMM 2015-GR26 B		04/10/2018	DEUTSCHE BANK		1,028,516	1,000,000	1,030,897	1,024,786		(793)		(793)	1,023,994	24,439		4,522	4,522	.16,225	10/10/2048	1FM
12650D-AE-9	CSMC 2015-DEAL C		04/15/2018	MBS PAYDOWN		250,000	250,000	245,938	249,931		69		69	250,000	24,439				.3,152	04/15/2029	1FM
126670-GQ-5	CIVL 2005-13 AF3		06/01/2018	MBS PAYDOWN		64,837	64,837	58,312	64,123		714		714	64,837	24,439				.1,164	04/25/2036	1FM
126673-QX-3	CIVL 2004-13 AF6		06/01/2018	MBS PAYDOWN		3,708	3,708	3,446	3,603		105		105	3,708	24,439				.70	04/25/2035	1FM
12667G-TS-2	CIWALT 2005-26CB A6		06/01/2018	MBS PAYDOWN		12,097	14,732	12,468	12,008		89		89	12,097	24,439				.360	07/25/2035	1FM
12803P-AB-4	CAJUN 2017-1A A2		05/20/2018	MBS PAYDOWN		7,500	7,500	7,442	7,471		29		29	7,500	24,439				.244	08/20/2047	2AM
14041N-FD-8	COMET 2016-A2 A2		04/10/2018	DEUTSCHE BANK		1,010,781	1,000,000	1,014,336	1,013,930		(221)		(221)	1,013,709	24,439		(2,928)	(2,928)	.7,160	02/15/2024	1FE
144531-CZ-1	CARR 2005-NC3 M2		06/25/2018	MBS PAYDOWN		28,414	28,414	27,296	28,172		243		243	28,414	24,439				.290	06/25/2035	1FM

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN 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	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	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	Stated Con- tractual Maturity Date	NAIC Design- ation or Market In- dicator (a)
14855J-AB-1	CLAST 2016-1 A		06/15/2018	MBS PAYDOWN		9,799	9,799	9,796	9,783		.16		.16		9,799				.182	08/15/2041	1FE
14855T-AA-1	CLAST 2015-1A A		06/15/2018	MBS PAYDOWN		39,205	39,205	39,204	39,198		.67		.67		39,205				.687	12/15/2040	1FE
149162-B8-7	CATHOLIC HEALTHCARE WEST		05/15/2018	MATURITY		1,500,000	1,500,000	1,500,000	1,500,000						1,500,000				.84	05/15/2018	1
16163Y-AE-4	CHASE 2016-1 M4		06/01/2018	MBS PAYDOWN		25,729	25,729	23,536	25,641		.88		.88		25,729				.403	04/25/2045	1AM
165183-AL-8	CFII 2017-2A A1		04/05/2018	ML PIERCE FENNER SMITH		955,269	965,833	966,097	966,077	(39)		(39)	(39)		966,038		(10,769)		.6	05/15/2029	1FE
170255-AN-3	CIVIL 2007-1 A4		06/15/2018	MBS PAYDOWN		11,715	13,252	11,065	11,754		(36)		(36)		11,715				.370	03/25/2037	1FM
17186#-AA-4	CIMARRON CTR LLC (WALMART)		06/15/2018	SINKING FUND PMT		15,478	15,478	15,478	15,478						15,478				.471	08/01/2027	1
173103-AD-4	CMSI 2007-6 1A4		06/01/2018	MBS PAYDOWN		10,845	10,845	8,803	10,726		.119		.119		10,845				.271	07/25/2037	1FM
17316Y-AL-2	CMLTI 2010-6 5A1		06/01/2018	MBS PAYDOWN		10,838	10,838	10,703	10,783		.56		.56		10,838				.259	11/25/2035	1FM
17858P-AA-9	CITY OF HOPE/THE		05/23/2018	JP MORGAN CHASE		1,787,325	1,500,000	1,500,000	1,500,000						1,500,000		287,325	287,325	.44	11/15/2043	1FE
19260M-AA-4	COIN 2017-1A A2		04/25/2018	MBS PAYDOWN		2,500	2,500	2,500	2,500						2,500				.65	04/25/2047	2AM
20267T-AB-8	CBSLT 2016-A A2		06/25/2018	MBS PAYDOWN		53,646	53,646	53,646	53,646						53,646				.856	05/25/2040	1FE
20267T-AC-6	CBSLT 2016-A B		06/25/2018	MBS PAYDOWN		26,734	26,734	25,790	26,586		.148		.148		26,734				.442	05/25/2040	1FE
225458-SR-5	CSFB 2005-9 2A1		06/01/2018	MBS PAYDOWN		4,727	4,727	4,495	4,731		(.4)		(.4)		4,727				.88	10/25/2035	1FM
22964#-AA-4	EBR MEDICAL FACILITIES (OCHSNER CLINIC)		06/15/2018	SINKING FUND PMT		4,220	4,220	4,220	4,220						4,220				.90	08/15/2034	1
232434-AE-0	CWALT 2006-OCB 2A3		06/25/2018	MBS PAYDOWN			1,410	.836	(5)		.5		.5						.11	11/25/2036	1FM
23243A-AB-2	CWALT 2006-0A12 A1B		06/20/2018	MBS PAYDOWN		56,541	66,881	48,572	56,027		.514		.514		56,541				.570	09/20/2046	1FM
23340K-AA-4	DRB 2015-A A1		06/25/2018	MBS PAYDOWN		36,555	36,555	36,047	36,460		.95		.95		36,555				.462	02/27/2034	1FE
23341K-AA-3	DRB 2015-D A1		06/25/2018	MBS PAYDOWN		75,432	75,432	73,783	75,061		.371		.371		75,432				1,071	01/25/2040	1FE
25150Q-AA-5	DBALT 2006-0A1 A1		06/25/2018	MBS PAYDOWN		43,780	43,780	35,462	43,365		.415		.415		43,780				.339	02/25/2047	1FM
251510-EK-5	DBALT 2005-3 4A5		05/01/2018	MBS PAYDOWN		13,202	13,202	12,377	12,894		.308		.308		13,202				.249	06/25/2035	1FM
25151R-AF-1	DBALT 2007-AR1 A4		06/25/2018	MBS PAYDOWN		42,102	44,489	35,494	40,802		1,299		1,299		42,102				.329	01/25/2047	1FM
25654#-AB-8	DODGER TICKETS LLC		04/02/2018	MBS PAYDOWN		34,520	34,520	34,520	34,520						34,520				2,095	03/31/2032	2AM
26138E-AJ-8	DR PEPPER SNAPPLE GROUP		05/17/2018	BARCLAYS CAPITAL		1,241,630	1,000,000	1,044,299	1,038,708	(340)			(340)		1,038,368		203,262	203,262	.41	05/01/2038	2FE
26208L-AB-4	HONK 2016-1A A2		04/20/2018	MBS PAYDOWN		1,250	1,250	1,245	1,246		.4		.4		1,250				.38	07/20/2046	2AM
26831#-AA-6	EDF DANVERS II (KOHLS)		06/01/2018	SINKING FUND PMT		22,338	22,338	22,338	22,338						22,338				.675	10/01/2027	2
288547-AC-6	ELAT 2007-2 A2B		06/25/2018	MBS PAYDOWN		48,968	48,968	47,591	48,547		.421		.421		48,968				.538	05/25/2037	1FM
29429C-AD-7	CGMIT 2016-P3 A4		04/26/2018	CITIGROUP		976,445	1,000,000	1,074,219	1,065,028	(2,467)			(2,467)		1,062,560		(86,115)	(86,115)	.13	07/15/2049	1FM
32027N-XII-6	FFML 2005-FF12 M1		04/10/2018	GOLDMAN SACHS		497,500	500,000	499,219	499,490		.510		.510		500,000		(2,500)	(2,500)	.3	11/25/2036	1FM
33830J-AA-3	GUY5 2017-1A A2		04/25/2018	MBS PAYDOWN		2,500	2,500	2,500	2,500						2,500				.58	07/25/2047	2AM
34706Q-AB-4	FCRE 2016-1A A2		05/21/2018	MBS PAYDOWN		1,000,000	1,000,000	1,000,000	1,000,000						1,000,000				.15	05/21/2036	1FE
362334-MH-4	GSAA 2006-6 AF6		06/01/2018	MBS PAYDOWN		6,742	6,742	4,054	6,728		.14		.14		6,742				.67	03/25/2036	1FM
362341-KD-0	GSAMP 2005-HE4 M2		06/25/2018	MBS PAYDOWN		51,049	51,049	48,146	50,422		.627		.627		51,049				.553	07/25/2045	1FM
362341-ST-7	GSAA 2005-12 AF5		06/01/2018	MBS PAYDOWN		13,565	13,565	12,149	13,574		(.8)		(.8)		13,565				.260	09/25/2035	1FM
36245R-AF-6	GSAA 2007-6 A4		06/25/2018	MBS PAYDOWN		86,111	86,111	68,458	85,310		.801		.801		86,111				.758	05/25/2047	1FM
36251P-AD-6	GSMS 2016-GS3 A4		05/03/2018	JP MORGAN CHASE		939,688	1,000,000	1,035,234	1,031,151	(1,163)			(1,163)		1,029,988		(90,300)	(90,300)	.12	10/10/2049	1FM
373334-GC-9	GEORGIA POWER COMPANY		05/22/2018	TENDERED		2,372,200	2,000,000	1,916,920	1,931,497		.767		.767		1,932,264		439,936	439,936	.81	03/01/2037	1FE
39539L-AH-4	GPWF 2007-AR2 2A1		06/25/2018	MBS PAYDOWN		31,000	32,851	26,466	30,744		.256		.256		31,000				.259	05/25/2037	1FM
40430H-EA-2	HASC 2006-0PT2 M1		06/25/2018	MBS PAYDOWN		59,441	59,441	56,283	58,964		.476		.476		59,441				.538	01/25/2036	1FM
40430H-EQ-7	HASC 2006-NC1 1A		06/25/2018	MBS PAYDOWN		24,044	24,044	22,962	23,814		.230		.230		24,044				.154	11/25/2035	1FM
41162N-AC-1	HVMTL 2006-14 2A1A		05/08/2018	VARIOUS		619,199	652,612	561,246	558,686		2,391		2,391		561,077		58,123	58,123	.4	03/25/2047	1FM
41165A-AB-8	HVMTL 2007-5 A1A		06/19/2018	MBS PAYDOWN		52,691	52,691	47,505	52,493		.198		.198		52,691				.422	09/19/2037	1FM
41283D-AB-9	HARLEY-DAVIDSON FUNDING		06/15/2018	MATURITY		2,000,000	2,000,000	2,069,630	2,004,941	(4,941)			(4,941)		2,000,000				.68	06/15/2018	1FE
437084-ND-4	HEAT 2005-6 M2		06/26/2018	MBS PAYDOWN		36,301	36,301	34,634	36,011		.290		.290		36,301				.310	12/25/2035	1FM
437084-PZ-3	HEAT 2005-8 M1		06/25/2018	MBS PAYDOWN		61,476	61,476	57,211	60,853		.622		.622		61,476				.505	02/25/2036	1FM
43814M-AD-9	HAROT 2015-3 A4		04/05/2018	ML PIERCE FENNER SMITH		995,000	1,000,000	999,063	999,238		.260		.260		999,498		(4,498)	(4,498)	.4	10/18/2021	1FE
45254N-JII-8	IMM 2004-6 2A		06/01/2018	MBS PAYDOWN		20,986	20,986	19,937	20,883		.103		.103		20,986				.332	10/25/2034	1FM
456866-AL-6	INGERSOLL-RAND CO		06/01/2018	SINKING FUND PMT		52,000	52,000	59,788	51,990		.10		.10		52,000				1,872	06/01/2025	2FE
46117M-AA-2	IHPT 2018-STAY A		04/10/2018	JP MORGAN CHASE		500,625	500,000	500,000							500,000		.625	.625	2	01/15/2033	1FE
46185J-AA-6	INSPR 2018-SFR1 A		05/16/2018	WELLS FARGO		994,282	995,215	995,215							995,215		(933)	(933)	.6	03/17/2037	1FE
46590R-AE-9	JPMCC 2016-JP3 A5		05/03/2018	JP MORGAN CHASE		940,117	1,000,000	1,034,375	1,030,332		(1,153)		(1,153)		1,029,180		(89,063)	(89,063)	.12	08/15/2049	1FM
46617F-AC-8	HENDR 2013-1A B		06/15/2018	MBS PAYDOWN		16,367	16,367	16,354	16,333		.34		.34		16,367				.335	04/15/2069	2AM
46625H-RII-2	JPMORGAN CHASE & CO		04/16/2018	JP MORGAN CHASE		1,018,730	1,000,000	1,021,040	1,019,607		.556		.556		1,020,163		(1,433)	(1,433)	.13	10/24/2023	1FE
46629P-AE-8	JPMCC 2006-LDP9 AM		06/01/2018	MBS PAYDOWN		81,353	81,353	81,506			(.91)		(.91)		81,353				1,821	05/15/2047	1FM
47760Q-AB-9	JIMMY 2017-1A A211		04/30/2018	MBS PAYDOWN		2,500	2,500	2,500	2,500						2,500				.61	07/30/2047	2AM
50543L-AA-0	LAFL 2016-1A A1		06/15/2018	MBS PAYDOWN		15,625	15,625	15,322	15,581		.44		.44		15,625				.280	01/15/2042	1FE
525221-EE-3	LXS 2005-8 244A		06/01/2018	MBS PAYDOWN		11,144	11,236	9,561	10,797		.348		.348		11,144				.282	12/25/2035	1FM
52548#-AA-4	LEJEUNE/E 9TH (JCP/ECKARD)		06/01/2018	SINKING FUND PMT		20,305	20,305	19,840	20,283		.22		.22		20,305				.560	05/01/2022	4

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN 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	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
542514-DB-7	LBMLT 2002-5 M1		06/25/2018	MBS PAYDOWN		37,395	37,395	35,150	36,971		424		424		37,395				490	11/25/2032	1FHL
559080-AC-0	MAGELLAN MIDSTREAM PARTN		05/21/2018	MORGAN STANLEY		265,838	225,000	224,010	224,185		9		9		224,194		41,644	41,644	8,080	05/01/2037	2FE
57643A-AA-8	MASD 2006-2 A		06/25/2018	MBS PAYDOWN		29,573	29,573	28,076	29,298		275		275		29,573				217	02/25/2036	1FHL
59020U-BL-8	MLM1 2004-WMC2 M2		06/25/2018	MBS PAYDOWN		5,697	5,697	5,469	5,644		52		52		5,697				84	12/25/2034	1FHL
61690V-AZ-1	MSBAM 2015-C26 A5		05/03/2018	ML PIERCE FENNER SMITH		991,289	1,000,000	1,092,188	1,080,218		(3,409)		(3,409)		1,076,810		(85,521)	(85,521)	15,301	10/15/2048	1FHL
61744C-TL-0	MSAC 2005-HE4 M2		06/26/2018	MBS PAYDOWN		9,327	9,327	8,732	9,258		69		69		9,327				96	07/25/2035	1FHL
61746W-A7-5	MSDNC 2003-NC2 M1		06/25/2018	MBS PAYDOWN		22,090	22,090	21,068	21,896		193		193		22,090				269	02/25/2033	1FHL
61746W-YU-8	MSDNC 2003-NC1 M1		06/25/2018	MBS PAYDOWN		30,412	30,412	29,376	30,127		286		286		30,412				436	11/25/2032	1FHL
61748H-KA-8	MSM 2005-4 3A1		06/01/2018	MBS PAYDOWN		6,626	6,626	5,864	6,566		59		59		6,626				117	08/25/2035	1FHL
61767F-BA-8	MSC 2016-UB11 A4		05/09/2018	UBS SECURITIES		933,516	1,000,000	1,026,367	1,023,240		(918)		(918)		1,022,322		(88,806)	(88,806)	12,364	08/15/2049	1FHL
63615F-AD-3	THE NATL FOOTBALL LEAGUE		04/15/2018	SINKING FUND PMT		19,084	19,084	19,084	19,084						19,084				534	03/31/2024	1FE
651229-AY-2	NEWELL BRANDS INC		04/02/2018	CITIGROUP		1,051,920	1,000,000	1,098,068	1,096,018		(433)		(433)		1,095,585		(43,665)	(43,665)	27,958	04/01/2046	2FE
65477X-AD-6	NALT 2016-B A3		04/05/2018	BARCLAYS CAPITAL		995,977	1,000,000	998,555	998,859		477		477		999,336		(3,359)	(3,359)	4,750	07/15/2019	1FE
65535V-PD-4	NAA 2005-AP3 A3		06/01/2018	MBS PAYDOWN		9,561	9,561	6,346	9,578		(17)		(17)		9,561				169	08/25/2035	1FHL
65536H-AG-3	NHEL1 2005-FM1 M2		06/25/2018	MBS PAYDOWN		60,107	60,107	56,838	59,492		615		615		60,107				645	05/25/2035	1FHL
65537K-AB-6	NHEL1 2007-1 2A1A		06/25/2018	MBS PAYDOWN		25,115	36,162	26,353	24,668		447		447		25,115				271	02/25/2037	1FHL
669884-AA-6	NHEL 2006-1 A1A		06/25/2018	MBS PAYDOWN		28,776	28,776	27,427	28,459		318		318		28,776				271	05/25/2036	1FHL
69121P-DX-8	OWINIT 2006-3 A2C		06/25/2018	MBS PAYDOWN		119,012	119,012	114,921	118,251		760		760		119,012				856	03/25/2037	1FHL
69337B-AH-7	PIHAM 2007-1 21A		06/01/2018	MBS PAYDOWN		5,758	4,648	5,712	5,712		47		47		5,758				136	02/25/2037	1FHL
70423F-AA-6	PAXSON ASSOCIATES (CVS)		06/01/2018	SINKING FUND PMT		49,745	49,745	49,745	49,745						49,745				1,552	01/01/2019	2
73316P-GV-6	POPLR 2000-5 MV1		06/25/2018	MBS PAYDOWN		87,186	87,187	80,539	85,889		1,297		1,297		87,186				842	11/25/2035	1FHL
74166N-AA-2	ADT CORP		06/04/2018	VARIOUS		2,254,450	2,955,000	3,076,149	3,056,215		(1,955)		(1,955)		3,054,260		(799,810)	(799,810)	123,034	07/15/2032	3FE
745332-CH-7	PUGET SOUND ENERGY INC		06/14/2018	MORGAN STANLEY		1,007,070	1,000,000	1,000,000							1,000,000		7,070	7,070	469	06/15/2048	1FE
74732B-AD-0	QUAD GRAPHICS INC SER D		04/13/2018	SINKING FUND PMT		22,727	22,727	22,727	22,727						22,727				680	04/14/2026	3
749239-AD-1	RAMP 2006-R25 A2		04/25/2018	MBS PAYDOWN		12,779	12,779	12,391	12,696		83		83		12,779				78	08/25/2046	1FHL
74929C-CG-9	RBSSP 2010-2 13A2		06/01/2018	MBS PAYDOWN		55,203	79,572	46,102	53,571		1,632		1,632		55,203				1,897	04/26/2036	1FHL
74978F-AA-7	RAC 2007-SP3 A1		06/25/2018	MBS PAYDOWN		33,470	33,470	32,299	33,168		302		302		33,470				394	09/25/2047	1FHL
75115Y-AA-7	RALI 2007-001 A1		06/25/2018	MBS PAYDOWN		19,399	19,399	16,732	19,112		287		287		19,399				155	02/25/2047	1FHL
75157D-AC-8	RAMP 2007-RS2 A3		06/25/2018	MBS PAYDOWN		4,467	2,837		(34)		34		34						47	05/25/2037	1FHL
75406A-AC-3	RASC 2006-EMX2 A3		06/25/2018	MBS PAYDOWN		48,520	48,520	46,427	48,162		358		358		48,520				468	02/25/2036	1FHL
76110W-WG-7	RASC 2004-KS2 A16		06/01/2018	MBS PAYDOWN		3,133	3,133	3,041	3,090		43		43		3,133				56	03/25/2034	1FHL
76112B-2S-8	RAMP 2006-RS2 A3B		06/25/2018	MBS PAYDOWN		24,120	24,120	22,341	23,875		245		245		24,120				233	03/25/2036	1FHL
76112B-A3-4	RAMP 2005-RZ3 M2		06/25/2018	MBS PAYDOWN		24,375	24,375	22,290	23,986		389		389		24,375				285	09/25/2035	1FHL
76112B-FU-9	RAMP 2004-RS12 A16		06/01/2018	MBS PAYDOWN		84	84	82	82		1		1		84				2	12/25/2034	1FHL
762009-AR-9	RFMS1 2007-S6 1A16		06/01/2018	MBS PAYDOWN		18,494	20,430	16,070	18,406		89		89		18,494				503	06/25/2037	1FHL
78413K-AB-8	SES GLOBAL AMERICAS HLDG		06/04/2018	BARCLAYS CAPITAL		834,000	1,000,000	974,360	975,787		182		182		975,970		(141,970)	(141,970)	36,953	03/25/2044	2FE
78443C-BH-6	SLMA 2004-A A3		06/15/2018	MBS PAYDOWN		52,650	52,650	49,261	52,022		628		628		52,650				601	06/15/2033	1FE
80557B-AC-8	SAST 2007-3 2A2		06/25/2018	MBS PAYDOWN		40,328	40,328	37,354	39,776		552		552		40,328				323	09/25/2047	1FHL
81375W-JT-4	SABR 2006-FR1 A2C		06/25/2018	MBS PAYDOWN		68,733	68,733	64,394	67,656		1,077		1,077		68,733				702	11/25/2035	1FHL
81377A-AD-4	SABR 2006-HE2 A2C		06/25/2018	MBS PAYDOWN		9,417	4,726	9,352	9,352		65		65		9,417				71	07/25/2036	1FHL
83611M-MK-1	SVHE 2006-OPT2 A3		06/25/2018	MBS PAYDOWN		7,609	7,609	7,210	7,532		77		77		7,609				56	05/25/2036	1FHL
83611Y-AD-4	SVHE 2006-OPT4 2A3		06/25/2018	MBS PAYDOWN		25,024	25,024	22,772	24,625		400		400		25,024				197	06/25/2036	1FHL
83612J-AC-8	SVHE 2006-EQ1 A3		06/25/2018	MBS PAYDOWN		12,231	12,231	11,084	12,065		166		166		12,231				95	10/25/2036	1FHL
83612Q-AC-2	SVHE 2007-NS1 A3		06/25/2018	MBS PAYDOWN		34,604	34,604	30,905	34,152		452		452		34,604				295	01/25/2037	1FHL
837004-CJ-7	SOUTH CAROLINA ELEC&GAS		05/07/2018	CANTOR FITZGERALD		598,386	600,000	595,158	595,227		9		9		595,235		3,151	3,151	13,430	06/01/2065	2FE
84075F-AA-8	S WILLOW EDF (AHOLD/STOP & SHOP)		06/01/2018	SINKING FUND PMT		15,656	15,656	15,660	15,656						15,656				490	01/01/2027	2
84762N-BK-6	SPECTRUM BRANDS INC		06/30/2018	SINKING FUND PMT		205	205	206	206						205				4	06/23/2022	3FE
85207U-AH-8	SPRINT CORP		05/14/2018	RETURN OF CAPITAL		1,298	1,298	1,298	1,298						1,298					06/15/2024	4FE
85234F-AB-1	STADIUM FUNDING TRUST		04/01/2018	MBS PAYDOWN		26,971	26,971	26,971	26,971						26,971				674	04/01/2039	2AM
86358E-E6-9	SAIL 2006-2 A3		06/25/2018	MBS PAYDOWN		71,751	71,751	63,948	70,646		1,105		1,105		71,751				632	04/25/2036	1FHL
86358E-RB-4	SAIL 2005-2 M2		06/25/2018	MBS PAYDOWN		10,582	10,582	10,010	10,488		94		94		10,582				108	03/25/2035	1FHL
86358E-RW-8	SAIL 2005-3 M2		06/25/2018	MBS PAYDOWN		13,365	13,365	12,843	13,265		100		100		13,365				135	04/25/2035	1FHL
86359D-UL-9	LXS 2005-SN 1A1		06/25/2018	MBS PAYDOWN		47,855	47,855	41,873	47,024		832		832		47,855				428	11/25/2035	1FHL
87264A-AJ-4	T-MOBILE USA INC		05/22/2018	RETURN OF CAPITAL		4,454	4,454	4,454	4,454						4,454					01/15/2024	3FE
87342R-AC-8	BELL 2016-1A A23		05/25/2018	MBS PAYDOWN		2,500	2,500	2,500	2,500						2,500				62	05/25/2046	2AM
87407P-AR-1	TAL 2014-3A A		06/20/2018	MBS PAYDOWN		18,750	18,750	17,671	18,624		126		126		18,750				255	11/21/2039	1FE
88156Y-AA-0	TMTS 2006-11 A1		06/25/2018	MBS PAYDOWN		17,944	17,944	17,237	17,776		168		168		17,944				122	10/25/2037	1FHL
893570-BY-6	TRANSCON GAS PIPE CORP		06/15/2018	MATURITY		1,000,000	1,000,000	997,438	999,853		147		147		1,000,000				30,250	06/15/2018	2FE

STATEMENT AS OF JUNE 30, 2018 OF THE COLONIAL PENN 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	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	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	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-ducator (a)
89656F-AB-2	TRL 2012-1A A2		04/10/2018	BARCLAYS CAPITAL		1,950,000	2,000,000	1,903,085	1,927,683		1,680		1,680		1,929,363		20,637	20,637	22,521	01/15/2043	1FE
901178-AA-7	TIWAIN NOTE ISSUER 5 LLC SER2014-1(AR-EH)		06/05/2018	SINKING FUND PMT		14,724	14,724	14,724	14,724						14,724				548	09/05/2019	1FE
901178-AD-1	TIWAIN NOTE ISSUER 5 LLC SER2014-1(NE-UOF)		06/28/2018	SINKING FUND PMT		8,586	8,586	8,586	8,586						8,586				276	12/28/2018	1FE
901178-AF-6	TIWAIN NOTE ISSUER 5 LLC SER 2014-1 (NV)		06/05/2018	SINKING FUND PMT		15,178	15,178	15,178	15,178						15,178				512	12/12/2019	1FE
92890X-AA-5	WFCG 2015-BXRP A		06/15/2018	MBS PAYDOWN		259,273	259,273	259,435	259,405		(131)		(131)		259,273				3,135	11/15/2029	1FM
92937W-AC-8	WCPTON 2013-2 A		06/15/2018	MBS PAYDOWN		6,667	6,667	6,667	6,667						6,667				127	08/15/2020	1FE
92966*-AG-4	WIABASH VALLEY PIIR ASSOC		04/30/2018	SINKING FUND PMT		5,924	5,924	5,924	5,924						5,924				182	01/31/2028	1
94982L-AA-6	WFMSB 2005-7 A1		06/01/2018	MBS PAYDOWN		5,715	5,715	5,612	5,707		8		8		5,715				120	09/25/2035	1FM
94985F-AA-6	WFALT 2007-PA2 1A1		06/01/2018	MBS PAYDOWN		8,366	9,308	7,888	8,277		89		89		8,366				246	06/25/2037	1FM
95000G-AY-0	WFCM 2016-BNK1 A3		05/09/2018	ML PIERCE FENNER SMITH		923,867	1,000,000	1,022,500	1,019,777		(799)		(799)		1,018,979		(95,111)	(95,111)	11,787	08/15/2049	1FM
96928*-FG-7	SEG US 95, LLC (WALGREENS)		06/15/2018	SINKING FUND PMT		16,842	16,842	16,842	16,842						16,842				334	09/15/2034	2
988498-AK-7	YUM! BRANDS INC		05/17/2018	BARCLAYS CAPITAL		225,625	250,000	231,875	232,026		118		118		232,144		(6,519)	(6,519)	7,431	11/01/2043	4FE
67077M-AH-1	NUTRIEN LTD		04/11/2018	RETURN OF CAPITAL		500		500	500						500					01/15/2019	2FE
67077M-AQ-1	NUTRIEN LTD		04/10/2018	RETURN OF CAPITAL		1,000		1,000	1,000						1,000					01/15/2041	2FE
04941G-AS-7	ATCLO 2013-1A DR	C	04/24/2018	MORGAN STANLEY		247,500	250,000	250,625			(30)		(30)		250,595		(3,095)	(3,095)	2,024	11/17/2027	2AM
04965C-AQ-1	ATRM 12A DR	C	04/23/2018	MORGAN STANLEY		499,375	500,000	500,625							500,625		(1,250)	(1,250)	5,887	04/22/2027	2AM
099514-A8-0	BORAL LTD	C	04/16/2018	MATURITY		500,000	500,000	500,000	500,000						500,000				17,800	04/16/2018	2
227170-AG-2	CRNN 2014-2A A	C	06/18/2018	MBS PAYDOWN		27,778	27,778	26,324	27,604		174		174		27,778				378	11/18/2029	1FE
25156P-AC-7	DEUTSCHE TELEKOM INT FIN	C	06/18/2018	CITIGROUP		2,668,360	2,000,000	2,451,920	2,331,589		(8,149)		(8,149)		2,323,441		344,919	344,919	89,931	06/15/2030	2FE
26827E-AC-9	ECAF 2015-1A A2	C	04/15/2018	MBS PAYDOWN		12,779		12,779	12,779						12,779				211	06/15/2040	1FE
26827E-AE-5	ECAF 2015-1A B1	C	06/15/2018	MBS PAYDOWN		25,174	25,174	25,289			(1)		(1)		25,174				192	06/15/2040	3AM
37952U-AE-3	SEACO 2014-1A A2	C	06/17/2018	MBS PAYDOWN		25,000	25,000	23,459	24,837		163		163		25,000				322	07/17/2029	1FE
56564R-AB-6	MAPSL 2018-1A B	C	06/15/2018	MBS PAYDOWN		12,800	12,800	12,800			25		25		12,800				55	05/15/2043	2AM
67102S-AS-3	OCF 2014-5A CR	C	04/24/2018	MORGAN STANLEY		498,000	500,000	500,313							500,313		(2,313)	(2,313)	3,812	04/26/2031	2AM
75884B-AG-3	REG10 2017-3A D	C	04/23/2018	MORGAN STANLEY		248,438	250,000	250,156							250,156		(1,719)	(1,719)	3,887	01/17/2031	2AM
82321U-AA-1	SHNTN 2015-1A A	C	06/15/2018	MBS PAYDOWN		36,600	36,600	36,249	36,514		87		87		36,600				759	10/15/2042	1FE
83611G-AG-6	SNOPT 2017-3A C	C	04/23/2018	MORGAN STANLEY		499,375	500,000	501,875							501,875		(2,500)	(2,500)	11,197	10/20/2030	2AM
87249A-AG-0	TICP 2017-9A D	C	04/24/2018	MORGAN STANLEY		496,875	500,000	501,250			(9)		(9)		501,241		(4,366)	(4,366)	5,788	01/20/2031	2AM
89675*-AN-7	TRITON CONTAINER INTERNATIONAL LIMITED	C	04/30/2018	SINKING FUND PMT		142,857	142,857	142,786	142,179		678		678		142,857				4,336	04/30/2020	2
980236-AE-3	WOODSIDE FINANCE LTD	C	05/14/2018	SECURITY CALLED at 104.700		1,047,000	1,000,000	988,470	998,084		587		587		998,671		1,329	1,329	108,493	03/01/2019	2FE
000000-00-0	RISE 2014-1 A	C	05/15/2018	MBS PAYDOWN		42,613	42,613	43,146	42,664		(51)		(51)		42,613				697	02/15/2039	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						52,589,033	52,422,590	52,946,189	47,887,264		14,534		14,534		52,957,247		(425,213)	(425,213)	1,230,579	XXX	XXX
8399997. Total - Bonds - Part 4						61,939,743	62,823,300	61,810,531	56,784,928		17,579		17,579		61,857,957		24,787	24,787	1,270,423	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						61,939,743	62,823,300	61,810,531	56,784,928		17,579		17,579		61,857,957		24,787	24,787	1,270,423	XXX	XXX
428388-10-8	HF CHLOR-ALKALI LLC CLASS B		05/10/2018	DIRECT ISSUE	88,988	482,864	10,000.00	558,045	525,119	32,926			32,926		558,045		(75,181)	(75,181)	25,362		RPE*U
8499999. Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)						482,864	XXX	558,045	525,119	32,926			32,926		558,045		(75,181)	(75,181)	25,362	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						482,864	XXX	558,045	525,119	32,926			32,926		558,045		(75,181)	(75,181)	25,362	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						482,864	XXX	558,045	525,119	32,926			32,926		558,045		(75,181)	(75,181)	25,362	XXX	XXX
313388-11-4	FED HOME LOAN BANK OF PITTSBURGH		04/04/2018	FEDERAL HOME LOAN BANK	215,000	21,500		21,500	21,500						21,500				190		A
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						21,500	XXX	21,500	21,500						21,500				190	XXX	XXX
9799997. Total - Common Stocks - Part 4						21,500	XXX	21,500	21,500						21,500				190	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						21,500	XXX	21,500	21,500						21,500				190	XXX	XXX
9899999. Total - Preferred and Common Stocks						504,364	XXX	579,545	546,619	32,926			32,926		579,545		(75,181)	(75,181)	25,552	XXX	XXX
9999999 - Totals						62,444,107	XXX	62,390,076	57,331,547	32,926	17,579		50,505		62,437,502		(50,394)	(50,394)	1,295,975	XXX	XXX

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open

N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By

N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

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	7	8	
					First Month	Second Month	Third Month	
The Bank of New York Mellon ... New York, NY					(13,242,353)	(11,784,285)	(9,331,067)	XXX
JPMorgan Chase Bank New York, NY					7,722,520	9,518,190	9,348,166	XXX
The Northern Trust Company ... Chicago, IL		1.670	16,832		2,912,815	658,041	1,652,957	XXX
0199998. Deposits in ... 4 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX			103,289	102,399	102,592	XXX
0199999. Totals - Open Depositories	XXX	XXX	16,832		(2,503,729)	(1,505,654)	1,772,648	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX						XXX
0399999. Total Cash on Deposit	XXX	XXX	16,832		(2,503,729)	(1,505,654)	1,772,648	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	16,832		(2,503,729)	(1,505,654)	1,772,648	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]