

QUARTERLY STATEMENT

OF THE

STANDARD INSURANCE COMPANY



TheStandard®

**OF PORTLAND
IN THE STATE OF OREGON**

TO THE

INSURANCE DEPARTMENT

OF THE

STATE OF

**FOR THE QUARTER ENDED
JUNE 30, 2013**

LIFE AND ACCIDENT AND HEALTH

2013

2013



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

Standard Insurance Company

NAIC Group Code 1348 1348 NAIC Company Code 69019 Employer's ID Number 93-0242990
(Current) (Prior)

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

Country of Domicile United States of America

Incorporated/Organized 02/24/1906 Commenced Business 04/12/1906

Statutory Home Office 1100 Southwest Sixth Avenue, Portland, OR, US 97204-1093
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1100 Southwest Sixth Avenue
(Street and Number)
Portland, OR, US 97204-1093, 971-321-7000
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address PO Box 711, Portland, OR, US 97207-0711
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1100 Southwest Sixth Avenue
(Street and Number)
Portland, OR, US 97204-1093, 971-321-7564
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.standard.com

Statutory Statement Contact Barry James Walton, 971-321-7564
(Name) (Area Code) (Telephone Number)
barry.walton@standard.com, 971-321-7540
(E-mail Address) (FAX Number)

OFFICERS

Chairman, President & Chief Executive Officer John Gregory Ness Chief Financial Officer Floyd Fitz-Hubert Chadee
Corporate Secretary Holley Young Franklin JD Corporate Actuary Sally Ann Manafi FSA

OTHER

Robert Michael Erickson CMA Controller

DIRECTORS OR TRUSTEES

Virginia Lynn Anderson Frederick William Buckman Stanley Russel Fallis
Debora Dyer Horvath Duane Charles McDougall John Gregory Ness
Eric Edmond Parsons Mary Frances Sammons Esther Kay Stepp
Michael Glenn Thorne

State of Oregon SS:
County of Multnomah

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.

John Gregory Ness
Chairman, President & Chief Executive Officer

Floyd Fitz-Hubert Chadee
Chief Financial Officer

Holley Young Franklin
Corporate Secretary

Subscribed and sworn to before me this
5th day of August 2013

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

Linda R. Seger
Notary Public
09/18/2014

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	6,522,705,193	0	6,522,705,193	6,379,290,864
2. Stocks:				
2.1 Preferred stocks	93,322	0	93,322	93,322
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	5,305,505,312	0	5,305,505,312	5,159,378,601
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	31,485,351	0	31,485,351	32,917,024
4.2 Properties held for the production of income (less \$0 encumbrances)	2,124,280	0	2,124,280	2,125,976
4.3 Properties held for sale (less \$0 encumbrances)	972,758	0	972,758	972,758
5. Cash (\$(38,178,314)), cash equivalents (\$0) and short-term investments (\$18,821,734)	(19,356,580)	0	(19,356,580)	48,391,589
6. Contract loans (including \$0 premium notes)	3,049,103	0	3,049,103	2,936,635
7. Derivatives	13,742,005	0	13,742,005	11,329,110
8. Other invested assets	135,283,084	0	135,283,084	102,653,523
9. Receivables for securities	12,431,882	0	12,431,882	15,698,186
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	12,008,035,710	0	12,008,035,710	11,755,787,588
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	107,086,652	0	107,086,652	107,097,424
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	132,460,600	763,866	131,696,734	101,086,194
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	264,552	0	264,552	292,802
15.3 Accrued retrospective premiums	13,761,255	339,452	13,421,803	22,509,503
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	7,991,933	0	7,991,933	5,690,648
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	1,915,302	0	1,915,302	4,344,916
17. Amounts receivable relating to uninsured plans	5,352,821	0	5,352,821	4,511,990
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	215,910,389	131,644,428	84,265,961	87,040,755
19. Guaranty funds receivable or on deposit	1,182,104	0	1,182,104	1,341,351
20. Electronic data processing equipment and software	24,578,220	22,383,356	2,194,864	1,563,861
21. Furniture and equipment, including health care delivery assets (\$0)	6,719,345	6,719,345	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	1,343,407	0	1,343,407	3,015,805
24. Health care (\$0) and other amounts receivable	0	0	0	0
25. Aggregate write-ins for other than invested assets	17,636,044	15,935,522	1,700,522	1,699,522
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	12,544,238,334	177,785,969	12,366,452,365	12,095,982,359
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	5,629,901,562	0	5,629,901,562	5,154,297,609
28. Total (Lines 26 and 27)	18,174,139,896	177,785,969	17,996,353,927	17,250,279,968
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Prepaid expenses	12,333,850	12,333,850	0	0
2502. Prepaid pension funds	3,764,579	3,764,579	0	0
2503. Miscellaneous non-invested assets	2,193,690	2,185,668	8,022	7,022
2598. Summary of remaining write-ins for Line 25 from overflow page	(656,075)	(2,348,575)	1,692,500	1,692,500
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	17,636,044	15,935,522	1,700,522	1,699,522

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$5,955,176,150 less \$0 included in Line 6.3 (including \$0 Modco Reserve)	5,955,176,150	5,717,690,449
2. Aggregate reserve for accident and health contracts (including \$0 Modco Reserve)	3,951,438,685	3,929,811,274
3. Liability for deposit-type contracts (including \$0 Modco Reserve)	532,821,390	531,687,658
4. Contract claims:		
4.1 Life	97,765,288	100,747,131
4.2 Accident and health	56,419,134	58,475,303
5. Policyholders' dividends \$5,483 and coupons \$0 due and unpaid	5,483	5,976
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$0 Modco)	91,598	117,196
6.2 Dividends not yet apportioned (including \$0 Modco)	0	0
6.3 Coupons and similar benefits (including \$0 Modco)	0	0
7. Amount provisionally held for deferred dividend policies not included in Line 6	0	0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$0 discount; including \$10,624,603 accident and health premiums	14,749,240	11,136,814
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts	0	0
9.2 Provision for experience rating refunds, including the liability of \$10,744,205 accident and health experience rating refunds of which \$0 is for medical loss ratio rebate per the Public Health Service Act	19,684,597	20,472,999
9.3 Other amounts payable on reinsurance, including \$144,964 assumed and \$8,429,713 ceded	8,574,677	11,633,188
9.4 Interest Maintenance Reserve	28,023,651	24,759,064
10. Commissions to agents due or accrued-life and annuity contracts \$4,023,338 , accident and health \$7,570,101 and deposit-type contract funds \$992,774	12,586,213	14,734,702
11. Commissions and expense allowances payable on reinsurance assumed	0	0
12. General expenses due or accrued	200,369,682	214,032,419
13. Transfers to Separate Accounts due or accrued (net) (including \$0 accrued for expense allowances recognized in reserves, net of reinsured allowances)	16	3,842
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	3,166,071	4,141,602
15.1 Current federal and foreign income taxes, including \$9,873,713 on realized capital gains (losses)	21,139,024	17,284,997
15.2 Net deferred tax liability	0	0
16. Unearned investment income	54,121	133,147
17. Amounts withheld or retained by company as agent or trustee	7,323,829	7,668,433
18. Amounts held for agents' account, including \$171,586 agents' credit balances	171,586	32,800
19. Remittances and items not allocated	80,939,281	77,923,649
20. Net adjustment in assets and liabilities due to foreign exchange rates	0	0
21. Liability for benefits for employees and agents if not included above	0	0
22. Borrowed money \$0 and interest thereon \$0	0	0
23. Dividends to stockholders declared and unpaid	0	0
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	131,019,886	115,897,182
24.02 Reinsurance in unauthorized and certified (\$0) companies	0	0
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$0) reinsurers	0	0
24.04 Payable to parent, subsidiaries and affiliates	3,926,016	2,273,603
24.05 Drafts outstanding	0	0
24.06 Liability for amounts held under uninsured plans	257,160	266,729
24.07 Funds held under coinsurance	0	0
24.08 Derivatives	0	0
24.09 Payable for securities	9,410,333	5,395,646
24.10 Payable for securities lending	0	0
24.11 Capital notes \$0 and interest thereon \$0	0	0
25. Aggregate write-ins for liabilities	31,308,918	39,390,977
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	11,166,422,029	10,905,716,780
27. From Separate Accounts Statement	5,629,901,562	5,154,297,609
28. Total liabilities (Lines 26 and 27)	16,796,323,591	16,060,014,389
29. Common capital stock	423,838,694	423,838,694
30. Preferred capital stock	0	0
31. Aggregate write-ins for other than special surplus funds	(1,147,638)	(1,147,638)
32. Surplus notes	250,000,000	250,000,000
33. Gross paid in and contributed surplus	26,366,298	25,342,101
34. Aggregate write-ins for special surplus funds	0	0
35. Unassigned funds (surplus)	500,972,982	492,232,422
36. Less treasury stock, at cost:		
36.10 shares common (value included in Line 29 \$0)	0	0
36.20 shares preferred (value included in Line 30 \$0)	0	0
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$0 in Separate Accounts Statement)	776,191,642	766,426,885
38. Totals of Lines 29, 30 and 37	1,200,030,336	1,190,265,579
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	17,996,353,927	17,250,279,968
DETAILS OF WRITE-INS		
2501. Accrued interest and other liabilities	21,670,130	29,274,130
2502. Long-term contracts payable	8,430,546	9,199,239
2503. Guaranty association assessments	523,000	523,000
2598. Summary of remaining write-ins for Line 25 from overflow page	685,242	394,608
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	31,308,918	39,390,977
3101. Nonqualified defined benefit plan adjustment	(1,147,638)	(1,147,638)
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page	0	0
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)	(1,147,638)	(1,147,638)
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	0	0

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	1,644,371,075	1,753,940,092	3,506,449,116
2. Considerations for supplementary contracts with life contingencies	1,260,839	1,071,788	2,279,796
3. Net investment income	278,161,833	297,539,060	579,501,942
4. Amortization of Interest Maintenance Reserve (IMR)	4,122,502	2,591,898	5,993,105
5. Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6. Commissions and expense allowances on reinsurance ceded	8,472,255	9,185,754	20,019,857
7. Reserve adjustments on reinsurance ceded	0	0	0
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	17,077,563	16,120,919	32,637,376
8.2 Charges and fees for deposit-type contracts	0	0	0
8.3 Aggregate write-ins for miscellaneous income	2,590,527	1,535,434	2,722,154
9. Totals (Lines 1 to 8.3)	1,956,056,594	2,081,984,945	4,149,603,346
10. Death benefits	168,546,501	271,970,143	481,852,798
11. Matured endowments (excluding guaranteed annual pure endowments)	0	0	0
12. Annuity benefits	369,466,076	355,624,768	661,193,325
13. Disability benefits and benefits under accident and health contracts	479,171,739	482,939,239	955,498,036
14. Coupons, guaranteed annual pure endowments and similar benefits	0	0	0
15. Surrender benefits and withdrawals for life contracts	265,834,788	335,861,533	740,541,888
16. Group conversions	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds	5,493,513	5,489,098	10,585,315
18. Payments on supplementary contracts with life contingencies	1,969,114	1,993,919	3,980,604
19. Increase in aggregate reserves for life and accident and health contracts	259,032,113	270,183,509	575,663,295
20. Totals (Lines 10 to 19)	1,549,513,844	1,724,062,209	3,429,315,261
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	82,486,804	85,579,957	166,660,359
22. Commissions and expense allowances on reinsurance assumed	2,018,517	2,101,273	4,138,505
23. General insurance expenses	202,667,211	208,106,588	404,594,875
24. Insurance taxes, licenses and fees, excluding federal income taxes	29,313,471	29,342,443	55,808,647
25. Increase in loading on deferred and uncollected premiums	737,873	(12,005)	245,513
26. Net transfers to or (from) Separate Accounts net of reinsurance	(6,299,527)	(39,032,292)	(85,355,967)
27. Aggregate write-ins for deductions	32,172	79,206	850,982
28. Totals (Lines 20 to 27)	1,860,470,365	2,010,227,379	3,976,258,175
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	95,586,229	71,757,566	173,345,171
30. Dividends to policyholders	25,923	88,983	135,995
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	95,560,306	71,668,583	173,209,176
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	28,000,561	8,035,466	40,498,124
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)	67,559,745	63,633,117	132,711,052
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$0 (excluding taxes of \$3,977,663 transferred to the IMR)	(870,819)	(7,698,936)	(7,337,845)
35. Net income (Line 33 plus Line 34)	66,688,926	55,934,181	125,373,207
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	1,190,265,579	1,139,233,300	1,139,233,300
37. Net income (Line 35)	66,688,926	55,934,181	125,373,207
38. Change in net unrealized capital gains (losses) less capital gains tax of \$1,020,398	1,895,027	5,718,403	5,206,923
39. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40. Change in net deferred income tax	2,183,577	(15,700,241)	5,690,538
41. Change in nonadmitted assets	9,375,135	21,285,351	85,229,181
42. Change in liability for reinsurance in unauthorized and certified companies	0	0	0
43. Change in reserve on account of change in valuation basis, (increase) or decrease	0	0	0
44. Change in asset valuation reserve	(15,122,704)	(7,060,012)	(9,982,470)
45. Change in treasury stock	0	0	0
46. Surplus (contributed to) withdrawn from Separate Accounts during period	0	0	0
47. Other changes in surplus in Separate Accounts Statement	0	0	0
48. Change in surplus notes	0	0	250,000,000
49. Cumulative effect of changes in accounting principles	3,620,855	0	0
50. Capital changes:			
50.1 Paid in	0	0	0
50.2 Transferred from surplus (Stock Dividend)	0	0	0
50.3 Transferred to surplus	0	0	0
51. Surplus adjustment:			
51.1 Paid in	1,024,197	509,109	1,221,903
51.2 Transferred to capital (Stock Dividend)	0	0	0
51.3 Transferred from capital	0	0	0
51.4 Change in surplus as a result of reinsurance	(523,327)	(546,856)	(1,093,712)
52. Dividends to stockholders	(60,000,000)	(10,000,000)	(320,000,000)
53. Aggregate write-ins for gains and losses in surplus	623,071	0	(90,613,291)
54. Net change in capital and surplus for the year (Lines 37 through 53)	9,764,757	50,139,935	51,032,279
55. Capital and surplus, as of statement date (Lines 36 + 54)	1,200,030,336	1,189,373,235	1,190,265,579
DETAILS OF WRITE-INS			
08.301. Other income	2,590,527	1,535,434	2,722,154
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	2,590,527	1,535,434	2,722,154
2701. Other expenses	32,172	79,206	850,982
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	32,172	79,206	850,982
5301. Pension - Additional minimum liability	1,049,606	0	(1,049,606)
5302. Liability for Pension and Postretirement Benefits - Transitions	(426,535)	0	0
5303. Pension - Sponsorship change	0	0	(87,337,305)
5398. Summary of remaining write-ins for Line 53 from overflow page	0	0	(2,226,380)
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	623,071	0	(90,613,291)

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	1,628,310,269	1,746,479,001	3,479,454,291
2. Net investment income	299,761,686	307,876,372	618,270,512
3. Miscellaneous income	28,140,345	26,842,107	55,379,387
4. Total (Lines 1 to 3)	1,956,212,300	2,081,197,480	4,153,104,190
5. Benefit and loss related payments	1,300,798,539	1,457,278,836	2,851,392,673
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(6,295,702)	(39,226,817)	(85,554,322)
7. Commissions, expenses paid and aggregate write-ins for deductions	332,823,832	329,513,560	543,891,877
8. Dividends paid to policyholders	52,014	88,502	129,545
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses)	24,656,383	0	9,927,346
10. Total (Lines 5 through 9)	1,652,035,066	1,747,654,081	3,319,787,119
11. Net cash from operations (Line 4 minus Line 10)	304,177,234	333,543,399	833,317,071
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	547,150,002	416,058,259	940,762,498
12.2 Stocks	0	0	0
12.3 Mortgage loans	484,751,142	318,676,284	813,679,137
12.4 Real estate	0	0	0
12.5 Other invested assets	0	62,581	476,457
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(169)	0	0
12.7 Miscellaneous proceeds	12,046,939	40,816,748	29,431,799
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,043,947,914	775,613,872	1,784,349,891
13. Cost of investments acquired (long-term only):			
13.1 Bonds	688,503,343	559,242,178	1,233,279,340
13.2 Stocks	0	0	0
13.3 Mortgage loans	635,329,577	513,572,316	1,188,884,540
13.4 Real estate	109,824	1,264,575	2,117,844
13.5 Other invested assets	44,133,056	32,692,521	61,042,754
13.6 Miscellaneous applications	0	4,805,638	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,368,075,800	1,111,577,228	2,485,324,478
14. Net increase (or decrease) in contract loans and premium notes	112,468	(132,013)	(282,744)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(324,240,354)	(335,831,343)	(700,691,843)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	250,000,000
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	1,133,732	22,974,373	27,892,325
16.5 Dividends to stockholders	60,000,000	10,000,000	320,000,000
16.6 Other cash provided (applied)	11,181,219	(6,979,267)	(82,824,330)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(47,685,049)	5,995,106	(124,932,005)
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)	(67,748,169)	3,707,162	7,693,223
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	48,391,589	40,698,366	40,698,366
19.2 End of period (Line 18 plus Line 19.1)	(19,356,580)	44,405,528	48,391,589

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

20.0001. Pension – Sponsorship change	0	0	87,337,305
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EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life	0	0	0
2. Ordinary life insurance	23,993,606	24,790,196	49,529,786
3. Ordinary individual annuities	147,407,086	170,172,294	305,832,897
4. Credit life (group and individual)	0	0	0
5. Group life insurance	357,362,038	387,568,882	765,985,422
6. Group annuities	627,883,272	589,397,247	1,296,882,986
7. A & H - group	544,526,607	550,126,117	1,105,585,995
8. A & H - credit (group and individual)	0	0	0
9. A & H - other	90,476,733	84,325,830	176,239,580
10. Aggregate of all other lines of business	0	0	0
11. Subtotal	1,791,649,342	1,806,380,566	3,700,056,666
12. Deposit-type contracts	28,874,826	19,245,311	36,549,781
13. Total	1,820,524,168	1,825,625,877	3,736,606,447
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

Standard Insurance Company (the “Company”) is a stock life insurance company domiciled in the State of Oregon and licensed to do business in all states except for New York. The Company is also licensed in the District of Columbia, and the U.S. territories of Guam and the Virgin Islands. The Company markets group life and accidental death and dismemberment insurance, group and individual accident and health insurance products, group dental and group vision insurance, and group and individual annuity products through brokers and its own representatives.

The accompanying statutory basis financial statements of the Company have been prepared in conformity with accounting practices prescribed or permitted by the Oregon Department of Consumer and Business Services—Insurance Division (“Oregon Insurance Division”). Only statutory accounting practices so prescribed or permitted by the Oregon Insurance Division can be used in determining and reporting the financial condition and results of operations of an insurance company under Oregon Insurance Law.

The National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures Manual, (“NAIC SAP”), including the Statements of Statutory Accounting Principles (“SSAP”) as updated by the NAIC, have been adopted by the Oregon Insurance Division as a component of prescribed or permitted accounting practices under Oregon Insurance Division Bulletin INS 2007-5. The Oregon Insurance Division has not adopted accounting practices that differ from NAIC SAP.

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

<u>(In thousands)</u>	<u>State of Domicile</u>	<u>June 30, 2013</u>	<u>December 31, 2012</u>
<u>NET INCOME</u>			
(1) Standard Insurance Company state basis (Page 4, Line 35, Columns 1 & 3)	Oregon	\$ 66,689	\$ 125,373
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:	Oregon	-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP:	Oregon	-	-
(4) NAIC SAP (1-2-3=4)	Oregon	<u>\$ 66,689</u>	<u>\$ 125,373</u>
<u>SURPLUS</u>			
(5) Standard Insurance Company state basis (Page 3, Line 38, Columns 1 & 2)	Oregon	\$ 1,200,030	\$ 1,190,266
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:	Oregon	-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP:	Oregon	-	-
(8) NAIC SAP (5-6-7=8)	Oregon	<u>\$ 1,200,030</u>	<u>\$ 1,190,266</u>

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

No significant change

C. Accounting Policy

No significant change

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

On January 1, 2013, the Company adopted SSAP No. 92, *Accounting for Postretirement Benefits Other than Pensions* (“SSAP No. 92”). SSAP No. 92 applies to all postretirement benefits expected to be provided by an employer to current and former employees (including retirees, disabled employees, and other former employees who are expected to receive postretirement benefits pursuant to the terms of an employer’s undertaking to provide those benefits). SSAP No. 92 changes current statutory accounting standards by reporting an asset or liability for the funded status when comparing the accumulated benefit obligation to the plan assets at fair value and by including the prior service cost for non-vested employees not previously recognized in the net postretirement benefit cost. The transition options to recognize the effect of adopting the new standard involves either recognizing the surplus impact immediately with no deferral or defer the surplus impact over a period not exceeding ten years, in accordance with the transition guidelines. The Company elected to recognize the surplus impact immediately with no deferral. The adoption of SSAP No. 92 decreased Page 3 Line 25, Aggregate write-ins for liabilities, by \$6.6 million and increased Page 4 Line 49, Cumulative effect of changes in accounting principles, by \$4.3 million and Page 4 Line 40, Change in net deferred income tax, by \$2.3 million in the first quarter of 2013.

On January 1, 2013, the Company adopted SSAP No. 102, *Accounting for Pensions, A Replacement of SSAP No. 89* (“SSAP No. 102”). SSAP No. 102 changes current statutory accounting standards by reporting an asset or liability for the funded status when comparing the projected benefit obligation to the plan assets at fair value and by including non-vested employees in the service cost calculation. The adoption of SSAP No. 102 increased Page 4 Line 41, Change in nonadmitted assets, by \$3.8 million, and decreased Page 4 Line 53, Aggregate write-ins for gains and losses in surplus, by \$2.7 million, Page 4 Line 49, Cumulative effect of changes in accounting principles, by \$0.7 million and Page 4 Line 40, Change in net deferred income tax, by \$0.4 million in 2013. For the first quarter of 2013 the total change to surplus was zero.

NOTES TO FINANCIAL STATEMENTS

On January 1, 2013, the Company adopted SSAP No. 103, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* ("SSAP No. 103"). Statutory accounting principles are established for transfers and servicing of financial assets, including asset securitizations and securitizations of policy acquisition costs, extinguishments of liabilities, repurchase agreements, repurchase financing and reverse repurchase agreements that are consistent with the Statutory Accounting Principles Statement of Concepts and Statutory Hierarchy. It is necessary to determine whether a transferor has surrendered control over transferred financial assets. The determination must consider the transferor's continuing involvement in the transferred financial assets and requires the use of judgment that must consider all arrangements or agreements made contemporaneously with, or in contemplation of, the transfer, even if they were not entered into at the time of the transfer. SSAP No. 103 documents the conditions that must be met for a transfer of an entire financial asset, a group of entire financial assets, or a participating interest in an entire financial asset in which the transferor surrenders control over those financial assets to be accounted for as a sale. There was no significant change to the Company upon the adoption of SSAP No. 103.

On January 1, 2013, the Company adopted the revisions to SSAP No. 36, *Troubled Debt Restructuring* ("SSAP No. 36"). The definition of a troubled debt restructuring ("TDR") requires the creditor to conclude that the restructuring constitutes a concession and that the debtor is experiencing financial difficulties. The creditor cannot use the borrower's effective interest rate test in its evaluation of whether a restructuring is a TDR. There was no significant change to the Company upon adoption of the revisions to SSAP No. 36.

3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable

4. DISCONTINUED OPERATIONS

None

5. INVESTMENTS

The Company had net realized capital gains of \$11.7 million and \$16.8 million for disposal of bonds at June 30, 2013 and December 31, 2012, respectively.

A. Mortgage Loans, including Mezzanine Real Estate Loans

As of June 30, 2013 the Company had net realized capital losses of \$5.1 million for disposal of mortgages.

B. Debt Restructuring

As of June 30, 2013 the Company held mortgage loans in good standing with restructured terms totaling \$51.5 million.

C. Reverse Mortgages

Not applicable

D. Loan-Backed Securities

- (1) No significant change
- (2) No significant change
- (3) No significant change
- (4) No significant change
- (5) No significant change

E. Repurchase Agreements and/or Securities Lending Transactions

Not applicable

F. Real Estate

No significant change

G. Low Income Housing Tax Credits

No significant change

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No significant change

7. INVESTMENT INCOME

No significant change

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

8. DERIVATIVE INSTRUMENTS

- A. The structure of the Company's derivative transactions limits the Company's exposure to counterparty non-performance. The Company further limits its exposure by transacting with counterparties with high credit ratings.
- B. The Company sells equity-indexed annuities, which permit the holder to elect an interest rate return or an indexed return, where interest credited to the contracts is based on the performance of the Standard and Poor's ("S&P") 500 index, subject to an upper limit or cap and minimum guarantees. Policyholders may elect to rebalance between interest crediting options at renewal dates annually. At each renewal date, the Company has the opportunity to re-price the indexed component by changing the cap, subject to minimum guarantees. The Company purchases S&P 500 index call spread options in conjunction with its sales of indexed annuities. These investments are highly correlated to the portfolio allocation decisions of its policyholders, such that the Company is economically hedged with respect to index-based interest rate guarantees for the current reset period.
- C. The Company's derivative instruments do not qualify for hedge accounting and are accounted for at fair value with the related changes in fair values recorded as unrealized gains or losses.
- D. The Company's net unrealized gains from derivatives were \$4.6 million and \$4.3 million at June 30, 2013 and December 31, 2012, respectively.
- E. The Company held no derivatives that qualified for hedge accounting.
- F. The Company held no derivatives that qualified as cash flow hedges.

9. INCOME TAXES

No significant change

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES AND OTHER RELATED PARTIES

A., B. &

- C. The Company purchases mortgage loans originated by its affiliate, StanCorp Mortgage Investors, LLC ("SMI"). Total mortgage loans purchased from SMI at fair value during the first six months of 2013 were \$625.2 million. Mortgage loans sold to SMI at fair value during the first six months of 2013 were \$12.0 million.

The Company sold mortgage loans at fair value to The Standard Life Insurance Company of New York during the first six months of 2013 in the amount of \$11.8 million.

The Company sold mortgage loans at fair value to StanCorp Real Estate, LLC during the first six months of 2013 in the amount of \$2.7 million.

In March 2013 the Company distributed an extraordinary cash dividend of \$30.0 million to its parent, StanCorp Financial Group, Inc. ("StanCorp").

In March 2013 the Company distributed an approved interest payment of \$3.3 million for its subordinated surplus note to StanCorp.

In June 2013 the Company distributed an extraordinary cash dividend of \$30.0 million to StanCorp.

In June 2013 the Company distributed an approved interest payment of \$3.3 million for its subordinated surplus note to StanCorp.

- D. The Company reported the following amounts due to (from) its parent and affiliates:

<u>(In thousands)</u>	<u>June 30, 2013</u>	<u>December 31, 2012</u>
StanCorp Financial Group, Inc.	\$ 1,011	\$ 1,113
Standard Retirement Services, Inc.	535	165
StanCorp Investment Advisers, Inc.	605	47
StanCorp Real Estate, LLC	197	33
The Standard Life Insurance Company of New York	242	201
StanCorp Equities, Inc.	376	573
StanCorp Mortgage Investors, LLC	(391)	(2,881)
Adaptu, LLC	8	7
	<u>\$ 2,583</u>	<u>\$ (742)</u>

All amounts due to or from the Company and its parent and affiliates are generally settled monthly and accrue interest if not settled within 30 days. For the intercompany tax agreement, amounts are generally settled within 90 days after the tax return is filed and accrues interest if not settled.

11. DEBT

No significant change

NOTES TO FINANCIAL STATEMENTS

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

A. Defined Benefit Plan

In December 2012, the sponsorship changed for the home office plan from the Company to StanCorp. As such the Company only participates in the home office plan and is not directly liable for obligations under the home office plan.

The Company sponsors and administers a postretirement benefit plan that includes medical, prescription drug benefits and group term life insurance. Eligible retirees are required to contribute specified amounts for medical and prescription drug benefits that are determined periodically and are based on retirees' length of service and age at retirement. Participation in the postretirement benefit plan is limited to employees who had reached the age of 40, or whose combined age and length of service was equal to or greater than 45 years as of January 1, 2006. This plan is closed to new participants. In 2012, the postretirement benefit plan was amended to reduce future benefits to plan participants that were either not eligible to or chose not to retire on or before July 1, 2013. The 2012 amendment did not affect future benefits for employees who were retired as of July 1, 2013. In addition, as of December 31, 2011, the group term life insurance benefit was curtailed for plan participants who were not retired at December 31, 2011.

(6) Components of net periodic benefit cost

(In thousands)	Pension Benefits		Postretirement Benefits		Postemployment & Compensated Absence Benefits	
	2013	2012	2013	2012	2013	2012
a. Service cost	\$ 8	\$ 16	\$ 944	\$ 1,888	\$ -	\$ -
b. Interest cost	269	612	534	1,068	-	-
c. Expected return on plan assets	(372)	(787)	(429)	(858)	-	-
d. Transition asset or obligation	-	-	-	-	-	-
e. Gains and losses	102	169	-	-	-	-
f. Prior service cost or credit	-	-	(111)	(222)	-	-
g. Gain or loss recognized due to a settlement or curtailment	-	-	-	-	-	-
h. Total net periodic benefit cost	<u>\$ 7</u>	<u>\$ 10</u>	<u>\$ 938</u>	<u>\$ 1,876</u>	<u>\$ -</u>	<u>\$ -</u>

B. Defined Contribution Plan

Substantially all eligible employees are covered by a qualified deferred compensation plan under which a portion of the employee contribution is matched. Non-elective employer contributions made to the existing deferred compensation plan are intended in lieu of participation in the Company's defined benefit pension plan. The Company's contributions to the plan were \$5.7 million for the first six months of 2013.

Eligible executive officers are covered by a non-qualified supplemental retirement plan. The unfunded status was \$32.8 million as of June 30, 2013. Expenses were \$1.6 million for the first six months of 2013.

Eligible executive officers, directors, agents and group producers may participate in one of several non-qualified deferred compensation plans under which a portion of the deferred compensation may be matched. The liability for the plans was \$11.1 million at June 30, 2013.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

No significant change

14. CONTINGENCIES

The Company has commitments to contribute equity capital to fund partnership investments totaling \$56.7 million as of June 30, 2013. The contributions are payable on demand.

In the normal course of business, the Company is involved in various legal actions and other state and federal proceedings. A number of actions or proceedings were pending at June 30, 2013. In some instances, lawsuits include claims for punitive damages and similar types of relief in unspecified or substantial amounts, in addition to amounts for alleged contractual liability or other compensatory damages. In the opinion of management, the ultimate liability, if any, arising from the actions or proceedings is not expected to have a material effect on the Company's business, financial position, results of operations or cash flows.

15. LEASES

No significant change

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change

NOTES TO FINANCIAL STATEMENTS

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

A. Transfers of Receivables Reported as Sales

Not applicable

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

(1) In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the Company's yield on its investment portfolio.

(2) No wash sales of NAIC designation 3 or below securities, or unrated, occurred during the quarter ended June 30, 2013.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No significant change

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

No significant change

20. FAIR VALUE

A. Assets and liabilities measured and recorded at fair value in the statutory statements of admitted assets, liabilities and capital and surplus are subject to additional disclosures. These disclosure requirements apply only to those financial assets and liabilities measured at estimated fair value at the end of the reporting period. These financial assets and liabilities include Separate account assets, derivative assets and liabilities for Index-based Interest Guarantees and certain bond and mortgage loans when estimated fair value is lower than amortized cost at the reporting date.

(1) Fair Value Measurements at June 30, 2013

Description for each class of asset or liability**(In thousands)**

	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Perpetual Preferred stock				
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Perpetual Preferred Stocks	\$ -	\$ -	\$ -	\$ -
Bonds				
U.S. Governments	\$ -	\$ -	\$ -	\$ -
Industrial and Misc	-	4,886	699	5,585
Hybrid Securities	-	-	-	-
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Bonds	\$ -	\$ 4,886	\$ 699	\$ 5,585
Common Stock				
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	-	-	-	-
Total Common Stocks	\$ -	\$ -	\$ -	\$ -
Mortgage Loans				
Commercial	\$ -	\$ -	\$ 46,950	\$ 46,950
Total Mortgage Loans	\$ -	\$ -	\$ 46,950	\$ 46,950
Derivative assets				
Interest rate contracts	\$ -	\$ -	\$ -	\$ -
Foreign exchange contracts	-	-	-	-
Credit contracts	-	-	-	-
Commodity futures contracts	-	-	-	-
Commodity forward contracts	-	-	-	-
S&P 500 Index options	-	-	13,742	13,742
Total Derivatives	\$ -	\$ -	\$ 13,742	\$ 13,742
Separate account assets	\$ 5,483,074	\$ 146,828	\$ -	\$ 5,629,902
Total assets at fair value	\$ 5,483,074	\$ 151,714	\$ 61,391	\$ 5,696,179
b. Liabilities at fair value				
Indexed-based Interest Guarantees	\$ -	\$ -	\$ 62,647	\$ 62,647
Total liabilities at fair value	\$ -	\$ -	\$ 62,647	\$ 62,647

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

(2) Fair Value Measurements categorized within Level 3 of the Fair Value Hierarchy on a recurring basis

(In thousands)	Balance as of April 1, 2013	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Issuances	Sales	Settlements	Balance for June 30, 2013
a. Assets:										
Derivative										
S&P 500 Index options	\$ 15,261	-	-	631	591	2,712	-	-	(5,453)	\$ 13,742
Total Assets	\$ 15,261	-	-	631	591	2,712	-	-	(5,453)	\$ 13,742
b. Liabilities										
Index-based Interest Guarantees	\$ 63,621	-	-	(1,648)	-	-	1,764	-	(1,090)	\$ 62,647
Total Liabilities	\$ 63,621	-	-	(1,648)	-	-	1,764	-	(1,090)	\$ 62,647

(3) The Company recognizes transfers between fair value levels at the end of the reporting period. Thirty-five commercial mortgage loans were measured for impairment and transferred into Level 3 during the first six months of 2013. Twelve commercial mortgage loan impairments were transferred out of Level 3 during the first six months of 2013.

(4) Valuation techniques and inputs used in the fair value measurement for assets and liabilities.

Assets and liabilities recorded at fair value are disclosed using a three-level hierarchy. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. Observable inputs reflect market-derived or market-based information obtained from independent sources while unobservable inputs reflect our estimates about market data.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1 inputs are based upon quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 inputs are generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use in pricing the asset or liability.

There are three types of valuation techniques used to measure assets and liabilities recorded at fair value:

- The market approach, which uses prices or other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- The income approach, which uses the present value of cash flows or earnings.
- The cost approach, which uses replacement costs more readily adaptable for valuing physical assets.

The Company performs control procedures over the external valuations at least quarterly through a combination of procedures that include the evaluation of methodologies used by the pricing service, analytical reviews and performance analysis of the prices against statistics and trends, back testing of sales activity and maintenance of a securities watch list. As necessary, the Company compares prices received from the pricing service to prices independently estimated by the Company utilizing discounted cash flow models through performing independent valuations of inputs and assumptions similar to those used by the pricing service in order to ensure prices represent a reasonable estimate of fair value. Although the Company does identify differences from time to time as a result of these validation procedures, the Company did not make any significant adjustments as of June 30, 2013.

Bonds

Included in the Industrial and Miscellaneous unaffiliated category are bonds rated class 6 or 6FE by the NAIC SVO which are reported at the lower of book value or fair value. The fair values for bonds with a rating of class 6 or 6FE were valued using Level 3 measurements. The fair values for bonds with a rating class of other than class 6 or 6FE that had other-than-temporary impairment were valued using Level 2 measurements. The Company primarily uses the income and/or the cost approach to measure these financial instruments at fair value.

Certain bonds were valued using Level 3 inputs. The Level 3 bonds were valued using matrix pricing, independent broker quotes and other standard market valuation methodologies. The fair value was determined using inputs that were not observable or could not be derived principally from, or corroborated by, observable market data. These inputs included assumptions regarding liquidity, estimated future cash flows and discount rates. Unobservable inputs to these valuations are based on management's judgment or estimation obtained from the best sources available. The Company's valuations maximize the use of observable inputs, which include an analysis of securities in similar sectors with comparable maturity dates and bond ratings. Broker quotes are validated by management for reasonableness in conjunction with information obtained from matrix pricing and other sources.

Mortgage loans

Valuations for commercial mortgage loans measured at fair value on a nonrecurring basis using significant unobservable Level 3 inputs are sensitive to a number of variables, but are most sensitive to net operating income and the applied capitalization rate. Generally, an increase or decrease resulting from a change in the stabilized net operating income from the collateralized property would result in a directionally similar change in the fair value of the asset. An increase or decrease in the assumption for the capitalization rate would result in a directionally opposite change in the fair value of the asset.

NOTES TO FINANCIAL STATEMENTS

S&P 500 Index options

The Company calculates the fair value for its S&P 500 Index options using the Black-Scholes option pricing model and parameters derived from market sources. The Company's valuations maximize the use of observable inputs, which include direct price quotes from the Chicago Board Options Exchange ("CBOE") and values for on-the-run treasury securities and London Interbank Offered Rate ("LIBOR") as reported by Bloomberg. Unobservable inputs are estimated from the best sources available to the Company and include estimates of future gross dividends to be paid on the stocks underlying the S&P 500 Index, estimates of bid-ask spreads, and estimates of implied volatilities on options. Valuation parameters are calibrated to replicate the actual end-of-day market quotes for options trading on the CBOE. The Company performs additional validation procedures such as the daily observation of market activity and conditions and the tracking and analyzing of actual quotes provided by banking counterparties each time the Company purchases options from them. Additionally, in order to help validate the values derived through the procedures noted above, the Company obtains indicators of value from representative investment banks.

Separate accounts assets

Separate account assets represent segregated funds held for the exclusive benefit of contract holders. The activities of the account primarily relate to participant-directed 401(k) contracts. Separate account assets are recorded at fair value on a recurring basis, with changes in fair value recorded in separate account liabilities. Separate account assets consist of mutual funds. The mutual funds' fair value is determined through Level 1 and Level 2 inputs. The majority of the separate account assets are valued using quoted prices in an active market with the remainder of the assets valued using quoted prices from an independent pricing service. The Company reviews the values obtained from the pricing service for reasonableness through analytical procedures and performance reviews.

Index-based Interest Guarantees

The Company uses the income approach valuation technique to determine the fair value of index-based interest guarantees. The liability is the present value of future cash flows attributable to the projected index growth in excess of cash flows driven by fixed interest rate guarantees for the indexed annuity product. Level 3 assumptions for policyholder behavior and future index interest rate declarations significantly influence the calculation.

Valuations for the index-based interest guarantees are sensitive to a number of variables, but are most sensitive to the S&P 500 Index value, the implied volatilities of this index, and LIBOR as reported by Bloomberg. Generally, a significant increase or decrease used in the assumption for the implied volatilities and in the S&P 500 Index value would result in a directionally similar change, while an increase or decrease in LIBOR would result in a directionally opposite change in the fair value of the liability.

C.

As of June 30, 2013 (In thousands)						Not Practicable (Carrying Value)
Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
Bonds	\$ 6,890,555	\$ 6,522,705	\$ -	\$ 6,838,034	\$ 52,521	\$ -
Preferred stocks	219	93	-	219	-	-
Mortgage loans on real estate	5,678,733	5,305,505	-	-	5,678,733	-
Derivatives	13,742	13,742	-	-	13,742	-
Separate account assets	5,629,902	5,629,902	5,483,074	146,828	-	-
Indexed-based Interest Guarantees	62,647	-	-	-	62,647	-

As of December 31, 2012 (In thousands)						Not Practicable (Carrying Value)
Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
Bonds	\$ 7,042,464	\$ 6,379,291	\$ -	\$ 7,041,145	\$ 1,319	\$ -
Preferred stocks	226	93	-	226	-	-
Mortgage loans on real estate	5,742,434	5,159,379	-	-	5,742,434	-
Derivatives	11,329	11,329	-	-	11,329	-
Separate account assets	5,154,298	5,154,298	5,007,459	146,839	-	-
Indexed-based Interest Guarantees	57,428	-	-	-	57,428	-

D. Not Practicable to Estimate Fair Value

Not applicable

21. OTHER ITEMS

No significant change

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

22. EVENTS SUBSEQUENT

Type I Subsequent events have been considered through August 5, 2013 for the statutory statement issued on August 15, 2013.

There were no subsequent events to be reported.

Type II Subsequent events have been considered through August 5, 2013 for the statutory statement issued on August 15, 2013.

There were no subsequent events to be reported.

23. REINSURANCE

No significant change

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Reserves as of January 1, 2013 were \$3.95 billion. For the first six months of 2013, \$418.5 million had been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years were \$3.55 billion at June 30, 2013 as a result of re-estimation of unpaid claims and claim adjustment expenses. There was a \$21.3 million increase of prior year development from January 1, 2013 to June 30, 2013. Original estimates are increased or decreased as additional information becomes known regarding individual claims. Prior years' effects are combined with current experience in determining retrospective premium, premium refunds, and renewal rates for the larger group contracts.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable

27. STRUCTURED SETTLEMENTS

No significant change

28. HEALTH CARE RECEIVABLES

Not applicable

29. PARTICIPATING POLICIES

No significant change

30. PREMIUM DEFICIENCY RESERVES

The Company held no premium deficiency reserves as of June 30, 2013.

31. RESERVES FOR LIFE CONTRACTS AND ANNUITY CONTRACTS

The reserves for life contracts increased \$237.5 million for the first six months of 2013. The reserve for deposit-type contracts increased \$1.1 million for the first six months of 2013.

32. ANALYSIS OF ANNUITY ACTUARIAL RESERVES AND DEPOSIT TYPE LIABILITIES BY WITHDRAWAL CHARACTERISTICS

No significant change

33. PREMIUM & ANNUITY CONSIDERATIONS DEFERRED AND UNCOLLECTED

No significant change

34. SEPARATE ACCOUNTS

Separate accounts asset increased \$475.6 million to \$5.63 billion as of June 30, 2013 compared to December 31, 2012.

35. LOSS/CLAIM ADJUSTMENT EXPENSES

No significant change

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
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 []
- 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 []
- 2.2 If yes, date of change:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No []
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No []
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A []
 If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/21/2011
- 6.4 By what department or departments?
 Oregon Department of Consumer and Business Services - Insurance Division
- 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 []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No []
- 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 []
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No []
- 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
StanCorp Equities, Inc	Portland, OR	NO	NO	NO	YES
StanCorp Investment Advisers, Inc	Portland, OR	NO	NO	NO	YES

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

GENERAL INTERROGATORIES

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

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$135,283,084
13. Amount of real estate and mortgages held in short-term investments: \$0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$0 | \$0 |
| 14.22 Preferred Stock | \$0 | \$0 |
| 14.23 Common Stock | \$0 | \$0 |
| 14.24 Short-Term Investments | \$0 | \$0 |
| 14.25 Mortgage Loans on Real Estate | \$0 | \$0 |
| 14.26 All Other | \$0 | \$0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$0 | \$0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$0 | \$0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
- If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD 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 | \$ | 0 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$ | 0 |
| 16.3 Total payable for securities lending reported on the liability page | \$ | 0 |

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes 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
BNY Mellon	IIS Syracuse Client Services, 111 Sanders Creek Parkway, 2nd Floor, East Syracuse, NY 13057

- 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 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
110228	StanCorp Investment Advisers, Inc.	1100 SW Sixth Avenue, Portland, OR 97204
104578	Pine Bridge Investments	2929 Allen Parkway, Houston, TX 77019

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes No
- 18.2 If no, list exceptions:

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 2 - LIFE & HEALTH

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:	1
	Amount
1.1 Long-Term Mortgages In Good Standing	
1.11 Farm Mortgages	\$ 0
1.12 Residential Mortgages	\$ 505,090
1.13 Commercial Mortgages	\$ 5,251,610,955
1.14 Total Mortgages in Good Standing	<u>\$ 5,252,116,045</u>
1.2 Long-Term Mortgages In Good Standing with Restructured Terms	
1.21 Total Mortgages in Good Standing with Restructured Terms	<u>\$ 51,470,019</u>
1.3 Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31 Farm Mortgages	\$ 0
1.32 Residential Mortgages	\$ 0
1.33 Commercial Mortgages	\$ 1,919,248
1.34 Total Mortgages with Interest Overdue more than Three Months	<u>\$ 1,919,248</u>
1.4 Long-Term Mortgage Loans in Process of Foreclosure	
1.41 Farm Mortgages	\$ 0
1.42 Residential Mortgages	\$ 0
1.43 Commercial Mortgages	\$ 0
1.44 Total Mortgages in Process of Foreclosure	\$ 0
1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	<u>\$ 5,305,505,312</u>
1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61 Farm Mortgages	\$ 0
1.62 Residential Mortgages	\$ 0
1.63 Commercial Mortgages	\$ 0
1.64 Total Mortgages Foreclosed and Transferred to Real Estate	<u>\$ 0</u>
2. Operating Percentages:	
2.1 A&H loss percent	76.231 %
2.2 A&H cost containment percent	0.000 %
2.3 A&H expense percent excluding cost containment expenses	29.979 %
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	\$ 0
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	\$ 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Life Contracts		Direct Business Only			7	
		2	3	4	5	6		
	Active Status	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts	
1. Alabama	AL	L	5,721,931	1,655,622	7,447,108	13,259,982	28,084,643	0
2. Alaska	AK	L	1,185,323	216,063	740,887	8,271,253	10,413,526	0
3. Arizona	AZ	L	4,265,180	3,025,335	7,976,342	7,729,414	22,996,271	1,460,614
4. Arkansas	AR	L	4,352,765	350,978	3,391,123	634,020	8,728,886	106,842
5. California	CA	L	45,110,897	15,952,506	107,622,845	60,323,444	229,009,692	440,877
6. Colorado	CO	L	10,637,853	3,725,624	19,600,054	26,502,696	60,466,227	127,193
7. Connecticut	CT	L	5,736,111	3,679,843	10,550,178	1,496,704	21,462,836	424,381
8. Delaware	DE	L	925,415	483,528	1,134,716	3,848,839	6,392,498	0
9. District of Columbia	DC	L	6,514,917	0	5,497,155	626,931	12,639,003	0
10. Florida	FL	L	25,479,269	6,273,562	37,807,350	23,550,624	93,110,805	342,283
11. Georgia	GA	L	11,478,278	2,168,661	21,494,825	7,469,044	42,610,808	397,525
12. Hawaii	HI	L	1,000,871	1,925,830	1,057,621	683,849	4,668,171	0
13. Idaho	ID	L	4,942,339	323,774	4,395,548	4,406,526	14,068,187	83,948
14. Illinois	IL	L	11,796,273	11,795,421	21,262,615	16,273,212	61,127,521	107,178
15. Indiana	IN	L	4,048,963	4,019,275	6,595,627	13,947,521	28,611,386	1,219,857
16. Iowa	IA	L	3,227,621	1,338,852	5,483,203	954,313	11,003,989	39,525
17. Kansas	KS	L	3,392,539	781,894	5,648,966	2,668,764	12,492,163	213,356
18. Kentucky	KY	L	1,763,204	1,321,094	4,510,260	12,694,011	20,288,569	0
19. Louisiana	LA	L	3,904,753	829,406	7,603,967	21,314,683	33,652,809	0
20. Maine	ME	L	2,624,493	100,541	3,459,154	(72,302)	6,111,886	468,290
21. Maryland	MD	L	6,493,697	1,306,233	5,585,623	2,611,738	15,997,291	0
22. Massachusetts	MA	L	7,030,472	4,653,210	20,432,529	675,744	32,791,955	8,937,663
23. Michigan	MI	L	4,696,432	6,326,281	7,645,865	25,803,447	44,472,025	323,835
24. Minnesota	MN	L	12,850,574	5,374,582	19,248,851	11,724,079	49,198,086	101,755
25. Mississippi	MS	L	1,513,495	2,662,193	4,356,890	6,645,961	15,178,539	0
26. Missouri	MO	L	18,463,472	1,433,368	14,890,002	20,488,505	55,275,347	1,605,573
27. Montana	MT	L	2,362,783	161,869	7,660,549	315,346	4,500,547	0
28. Nebraska	NE	L	1,888,069	431,543	6,725,437	1,055,965	10,101,014	0
29. Nevada	NV	L	4,553,115	1,091,451	8,993,351	3,630,678	18,268,595	139,185
30. New Hampshire	NH	L	683,272	2,694,987	2,098,478	4,993,903	10,470,640	746,422
31. New Jersey	NJ	L	4,233,823	3,804,128	14,927,602	8,212,999	31,178,552	88,901
32. New Mexico	NM	L	13,934,801	182,148	3,949,747	695,076	18,761,772	0
33. New York	NY	N	761,921	0	1,697,298	100	2,459,319	0
34. North Carolina	NC	L	6,338,750	4,353,910	10,465,752	6,177,371	27,335,783	0
35. North Dakota	ND	L	676,282	441,626	2,234,955	190,081	3,542,944	0
36. Ohio	OH	L	10,364,044	3,157,739	11,212,218	23,261,445	47,995,446	448,269
37. Oklahoma	OK	L	3,748,073	1,510,140	3,996,980	12,652,624	21,907,817	0
38. Oregon	OR	L	23,957,240	5,552,762	33,966,551	93,159,757	156,636,310	1,198,378
39. Pennsylvania	PA	L	12,690,045	12,645,639	19,394,294	22,736,238	67,466,216	466,374
40. Rhode Island	RI	L	1,967,841	543,030	2,341,118	343	4,852,332	0
41. South Carolina	SC	L	2,227,226	4,003,136	8,215,741	5,611,819	20,057,922	0
42. South Dakota	SD	L	663,538	1,024,731	891,188	1,613,662	4,193,119	0
43. Tennessee	TN	L	4,112,047	5,085,349	9,568,565	3,867,759	22,633,720	89,544
44. Texas	TX	L	28,828,408	5,229,546	46,207,042	77,866,962	158,131,958	1,870,506
45. Utah	UT	L	1,796,923	567,024	7,658,033	12,025,312	22,047,292	0
46. Vermont	VT	L	1,017,916	181,832	2,840,486	5,356,422	9,396,656	101,755
47. Virginia	VA	L	8,967,053	5,951,898	12,756,749	21,162,074	48,837,774	280,347
48. Washington	WA	L	18,284,410	3,830,505	49,208,394	24,693,579	96,016,888	7,044,110
49. West Virginia	WV	L	1,420,271	237,134	5,420,977	790,156	7,868,538	0
50. Wisconsin	WI	L	3,625,666	2,644,147	8,950,921	3,174,565	18,395,299	0
51. Wyoming	WY	L	262,545	357,136	1,031,742	106,034	1,757,457	0
52. American Samoa	AS	N	0	0	4,442	0	4,442	0
53. Guam	GU	L	3,078,310	0	1,316,923	0	4,395,233	0
54. Puerto Rico	PR	N	19,283	0	50,372	0	69,655	0
55. U.S. Virgin Islands	VI	L	501	0	245,214	0	245,715	0
56. Northern Mariana Islands	MP	N	1,478	0	0	0	1,478	0
57. Canada	CAN	N	41,518	0	29,070	0	70,588	0
58. Aggregate Other Aliens	OT	XXX	109,067	0	67,429	0	176,496	0
59. Subtotal	(a)	52	371,773,356	147,407,086	633,566,922	627,883,272	1,780,630,636	28,874,826
90. Reporting entity contributions for employee benefits plans	XXX		225,773	0	1,436,418	0	1,662,191	0
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX		9,253,533	0	0	0	9,253,533	0
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX		0	0	0	0	0	0
93. Premium or annuity considerations waived under disability or other contract provisions	XXX		102,982	0	0	0	102,982	0
94. Aggregate or other amounts not allocable by State	XXX		0	0	0	0	0	0
95. Totals (Direct Business)	XXX		381,355,644	147,407,086	635,003,340	627,883,272	1,791,649,342	28,874,826
96. Plus Reinsurance Assumed	XXX		0	0	48,618,427	0	48,618,427	0
97. Totals (All Business)	XXX		381,355,644	147,407,086	683,621,767	627,883,272	1,840,267,769	28,874,826
98. Less Reinsurance Ceded	XXX		170,414,705	0	45,750,075	0	216,164,780	0
99. Totals (All Business) less Reinsurance Ceded	XXX		210,940,939	147,407,086	637,871,692	627,883,272	1,624,102,989	28,874,826
DETAILS OF WRITE-INS								
58001. Other	XXX		29,647	0	26,837	0	56,484	0
58002. Papua New Guinea	XXX		13,544	0	1,111	0	14,655	0
58003. Brazil	XXX		8,465	0	915	0	9,380	0
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX		57,411	0	38,566	0	95,977	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX		109,067	0	67,429	0	176,496	0
9401.	XXX							
9402.	XXX							
9403.	XXX							
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX		0	0	0	0	0	0
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)	XXX		0	0	0	0	0	0

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

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

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

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

Company	FEIN	NAIC	State	Ownership
StanCorp Financial Group, Inc. ("SFG")	93-1253576		OR	
Standard Insurance Company	93-0242990	69019	OR	100% owned by SFG
The Standard Life Insurance Company of New York	13-4119477	89009	NY	100% owned by SFG
Standard Management, Inc. ("SM, Inc.")	93-0928203		OR	100% owned by SFG
Emerald Fuel LLC	27-2896556		OR	100% owned by SM, Inc.
Emerald Retail LLC	27-2896675		OR	100% owned by SM, Inc.
StanCorp Equities, Inc.	93-0930972		OR	100% owned by SFG
StanCorp Investment Advisers, Inc.	93-1296382		OR	100% owned by SFG
Standard Retirement Services, Inc.	25-1838406		OR	100% owned by SFG
Stancorp Mortgage Investors, LLC ("SMI")	93-1191029		OR	100% owned by SFG
StanCorp Mortgage Investors Pass-Through, LLC	26-1758088		OR	100% owned by SMI
StanCorp Real Estate, LLC ("SRE")	93-1191030		OR	100% owned by SFG
Stonemill Business Park, LLC	93-1289767		OR	100% owned by SRE
7 Upper Newport Plaza LLC	27-3026658		OR	100% owned by SRE
7924 Victoria Drive LLC	27-1433940		OR	66% owned by SRE
1300 Westwood Avenue LLC	45-4432062		OR	100% owned by SRE
1801 Chamberlayne Avenue LLC	27-1561807		OR	81% owned by SRE
1160 South Elm Road LLC	27-1460055		OR	100% owned by SRE
3501 Lapeer Road LLC	27-1460023		OR	100% owned by SRE
2429 Nicollet Avenue South LLC	27-1071824		OR	100% owned by SRE
8910 Astronaut Boulevard LLC	27-3016823		OR	76% owned by SRE
7076 Corporate Way LLC	45-4412758		OR	100% owned by SRE
835 Beachway Drive LLC	27-3633174		OR	51% owned by SRE
811 South Brawley Avenue LLC	27-0442855		OR	58% owned by SRE
1353 Ransom Road LLC	27-1071735		OR	100% owned by SRE
100 Ville Drive LLC	27-4419403		OR	100% owned by SRE
8195 Dexter Road LLC	27-4420364		OR	100% owned by SRE
16200 East River Road LLC	27-4593098		OR	100% owned by SRE
16000 West 9 Mile Road LLC	45-2323959		OR	100% owned by SRE
1627 East 18th Street and 1808 N Boise Avenue LLC	45-2440011		OR	51% owned by SRE
Commercial Office Union Street South LLC	45-2591776		OR	51% owned by SRE
9 and 17-21 Union Street North LLC	45-2493973		OR	80% owned by SRE
West Congress Office, LLC	45-2439866		OR	51% owned by SRE
220 South Claybrook Street LLC	45-2585116		OR	100% owned by SRE
2560 28th Street LLC	45-2592371		OR	51% owned by SRE
1301 Riverwoods Drive LLC	45-2754808		OR	100% owned by SRE
5701 Shingle Creek Parkway LLC	45-2876368		OR	51% owned by SRE
13091 Pond Springs Road LLC	45-3193834		OR	51% owned by SRE
5439 South Decatur Boulevard LLC	45-4345308		OR	100% owned by SRE

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

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

Company	FEIN	NAIC	State	Ownership
4120 15th Street LLC	45-3850451		OR	100% owned by SRE
14250 Burnhaven Drive LLC	45-2606175		OR	69% owned by SRE
2716 Dixie Highway LLC	45-3707942		OR	51% owned by SRE
651 North Cherokee Lane LLC	45-3322846		OR	51% owned by SRE
21 Lawrence Paquette Industrial Drive LLC	27-4330298		OR	100% owned by SRE
1381-1399 Florin Road LLC	45-3789788		OR	100% owned by SRE
425 Peachtree Hills Avenue Units 11 and 12 LLC	45-3642881		OR	80% owned by SRE
425 Peachtree Hills Avenue Units 29C, 30C, 31C and 31B LLC	45-3647008		OR	80% owned by SRE
425 Peachtree Hills Avenue Units 29A, 30B, and 31A LLC	45-3649739		OR	80% owned by SRE
9109 Pippin Road LLC	45-4778576		OR	51% owned by SRE
1751 East Ohio Pike LLC	45-4778632		OR	51% owned by SRE
2169 Tuley Road LLC	45-4778668		OR	51% owned by SRE
5747 State Route 128 LLC	45-4783675		OR	51% owned by SRE
5942 Peoples Lane LLC	45-4789789		OR	51% owned by SRE
4011 Bramblewood Drive LLC	45-4789829		OR	51% owned by SRE
711 North Main Street LLC	45-4806242		OR	100% owned by SRE
1427-1515 SE 122nd Avenue LLC	45-5222646		OR	66% owned by SRE
5305 East 18th Street LLC	45-5222606		OR	100% owned by SRE
10605-10710 Deme Drive LLC	45-4789896		OR	100% owned by SRE
5817 and 5841 Thunderbird Road LLC	45-4789863		OR	100% owned by SRE
3393 Warrensville Center Road LLC	27-0442567		OR	26% owned by SRE
349 Northern Boulevard LLC	45-4979444		OR	51% owned by SRE
2500 Industrial Way LLC	45-5248741		OR	51% owned by SRE
2570 Industrial Way LLC	45-5248641		OR	100% owned by SRE
7200 State Road 52 LLC	45-5530914		OR	100% owned by SRE
8652 Jake Carlton Road LLC	45-5520043		OR	100% owned by SRE
9449 Science Center Drive LLC	46-1087814		OR	51% owned by SRE
Winsted Road 150-160 LLC	46-1668759		OR	100% owned by SRE
10250 SW 56th Street LLC	45-5451470		OR	100% owned by SRE
651 Cincinnati-Batavia Road LLC	46-1248492		OR	51% owned by SRE
5 Buildings on Main Street LLC	45-4715590		OR	100% owned by SRE
309 North Main Street LLC	45-5114550		OR	76% owned by SRE
94 South Mall Drive LLC	46-1094178		OR	51% owned by SRE
110 High Street LLC	45-5000632		OR	66% owned by SRE
3310 Roxboro Road LLC	46-1490658		OR	100% owned by SRE
215 Maddox Simpson Parkway LLC	46-1650720		OR	51% owned by SRE
Research Drive 23800 LLC	46-0558143		OR	51% owned by SRE
109 Kimbark Street LLC	46-2139861		OR	51% owned by SRE
1280 Centaur Village Drive LLC	46-2152881		OR	51% owned by SRE

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

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

Company	FEIN	NAIC	State	Ownership
742 US Highway One LLC	46-2034271		OR	90% owned by SRE
1616 J Street LLC	46-2078076		OR	51% owned by SRE
32 Main Street LLC	45-4979407		OR	66% owned by SRE
12778 Grant Road LLC	46-2557472		OR	51% owned by SRE
2911 Veterans Memorial Parkway LLC	46-2657491		OR	51% owned by SRE
4401 SW 74th Avenue LLC	46-1667692		OR	51% owned by SRE
2760 Avalon Boulevard LLC	27-3422189		OR	100% owned by SRE
20373 W Central Avenue LLC	27-3428556		OR	100% owned by SRE
3301 S. Ferdon Boulevard LLC	27-3422636		OR	100% owned by SRE
2902 Pat Thomas Parkway LLC	00-0000000		OR	100% owned by SRE
Adaptu, LLC	27-3296886		OR	100% owned by SFG
Standard Insurance Company Continuing Health & Welfare Benefits Trust	93-1097066		OR	100% owned by SFG
Standard Insurance Company Employee Health & Welfare Benefits Trust	93-1097064		OR	100% owned by SFG
The Standard Charitable Foundation	20-3997125		OR	100% owned by SFG

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
1348	StanCorp Financial Group, Inc.	69019	93-1253576		1079577	New York Stock Exchange	StanCorp Financial Group, Inc.	OR	UDP		Board of Directors	0.000	StanCorp Financial Group, Inc.	
1348	StanCorp Financial Group, Inc.	69019	93-0242990				Standard Insurance Company	OR	IA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
1348	StanCorp Financial Group, Inc.	89009	13-4119477				The Standard Life Insurance Company of New York	NY	IA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-0928203				Standard Management, Inc.	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-0930972				StanCorp Equities, Inc.	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-1191029				StanCorp Mortgage Investors, LLC	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-1296382				StanCorp Investment Advisers, Inc.	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			25-1838406				Standard Retirement Services	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-3296886				Adaptu, LLC	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-1289767				Stonemill Business Park, LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-1097066				Standard Insurance Company Continuing Health & Welfare Benefits Trust	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-1097064				Standard Insurance Company Employee Health & Welfare Benefits Trust	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			20-3997125				The Standard Charitable Foundation	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			26-1758088				StanCorp Mortgage Investors Pass- Through, LLC	OR	NIA	StanCorp Mortgage Investors, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			93-1191030				StanCorp Real Estate, LLC	OR	NIA	StanCorp Financial Group, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-3026658				7 Upper Newport Plaza LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-1433940				7924 Victoria Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	66.000	StanCorp Financial Group, Inc.	
			45-4432062				1300 Westwood Avenue LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-1561807				1801 Chamberlayne Avenue LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	81.440	StanCorp Financial Group, Inc.	
			27-1460055				1160 South Elm Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-1460023				3501 Lapeer Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-1071824				2429 Nicollet Avenue South LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-3016823				8910 Astronaut Boulevard LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	75.500	StanCorp Financial Group, Inc.	
			45-4412758				7076 Corporate Way LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-3633174				835 Beachway Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			27-0442855				811 South Brawley Avenue LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	57.500	StanCorp Financial Group, Inc.	
			27-1071735				1353 Ransom Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-4419403				100 Ville Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-4420364				8195 Dexter Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-4593098				16200 East River Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-2323959				16000 West 9 Mile Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-2440011				1627 East 18th Street and 1808 N Boise Avenue LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-2591776				Commercial Office Union Street South LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-2493973				9 and 17-21 Union Street North LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	80.000	StanCorp Financial Group, Inc.	
			45-2439866				West Congress Office, LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-2585116				220 South Claybrook Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-2592371				2560 28th Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-2754808				1301 Riverwoods Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-2876368				5701 Shingle Creek Parkway LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-3193834				13091 Pond Springs Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4345308				5439 South Decatur Boulevard LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-3850451				4120 15th Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-2806175				14250 Burnhaven Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	69.231	StanCorp Financial Group, Inc.	
			45-3707942				2716 Dixie Highway LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-3322846				651 North Cherokee Lane LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
			27-4330298				21 Lawrence Paquette Industrial Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-3789788				1381-1399 Florin Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-3642881				425 Peachtree Hills Avenue Units 11 and 12 LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	80.000	StanCorp Financial Group, Inc.	
			45-3647008				425 Peachtree Hills Avenue Units 29C, 30C, 31C and 31B LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	80.000	StanCorp Financial Group, Inc.	
			45-3649739				425 Peachtree Hills Avenue Units 29A, 30B, and 31A LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	80.000	StanCorp Financial Group, Inc.	
			45-4778576				9109 Pippin Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4778632				1751 East Ohio Pike LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4778668				2169 Tuley Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4783675				5747 State Route 128 LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4789789				5942 Peoples Lane LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4789829				4011 Bramblewood Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4806242				711 North Main Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-5222646				1427-1515 SE 122nd Avenue LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	65.700	StanCorp Financial Group, Inc.	
			45-5222606				5305 East 18th Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-4789896				10605-10710 Deme Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-4789863				5817 and 5841 Thunderbird Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-0442567				3393 Warrensville Center Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	26.010	StanCorp Financial Group, Inc.	
			45-4979444				349 Northern Boulevard LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-5248741				2500 Industrial Way LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-5248641				2570 Industrial Way LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-5530914				7200 State Road 52 LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-5520043				8652 Jake Carlton Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			46-1087814				9449 Science Center Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			46-1668759				Winsted Road 150-160 LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-5451470				10250 SW 56th Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			46-1248492				651 Cincinnati-Batavia Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4715590				5 Buildings on Main Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			45-5114550				309 North Main Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	75.500	StanCorp Financial Group, Inc.	
			46-1094178				94 South Mall Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-5000632				110 High Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	66.000	StanCorp Financial Group, Inc.	
			46-1490658				3310 Roxboro Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			46-1650720				215 Maddox Simpson Parkway LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			46-0558143				Research Drive 23800 LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			46-2139861				109 Kimbark Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			46-2152881				1280 Centaur Village Drive LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			46-2034271				742 US Highway One LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	90.200	StanCorp Financial Group, Inc.	
			46-2078076				1616 J Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			45-4979407				32 Main Street LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	66.000	StanCorp Financial Group, Inc.	
			46-2557472				12778 Grant Road LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			46-2657491				2911 Veterans Memorial Parkway LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			46-1667692				4401 SW 74th Avenue LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	51.000	StanCorp Financial Group, Inc.	
			27-3422189				2760 Avalon Boulevard LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-3428556				20373 W Central Avenue LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-3422636				3301 S. Ferdon Boulevard LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			00-0000000				2902 Pat Thomas Parkway LLC	OR	NIA	StanCorp Real Estate, LLC	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-2896556				Emerald Fuel LLC	OR	NIA	Standard Management, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	
			27-2896675				Emerald Retail LLC	OR	NIA	Standard Management, Inc.	Ownership	100.000	StanCorp Financial Group, Inc.	

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

Asterisk	Explanation
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

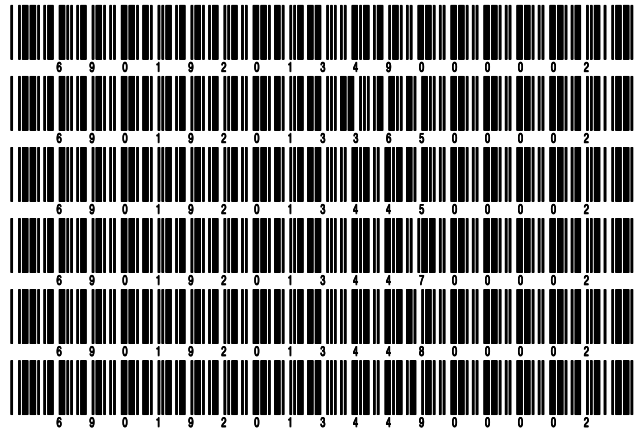
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required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

Explanation:

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

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]
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]



STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY
OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. State Tax Credits - Transferable	1,692,500	0	1,692,500	1,692,500
2505. Mortgage participations - excess interest retained	1,416,004	1,416,004	0	0
2506. Overfunded Plan Asset	(3,764,579)	(3,764,579)	0	0
2597. Summary of remaining write-ins for Line 25 from overflow page	(656,075)	(2,348,575)	1,692,500	1,692,500

Additional Write-ins for Liabilities Line 25

	1 Current Statement Date	2 December 31 Prior Year
2504. Funds held for escheatment	673,710	383,075
2505. Other miscellaneous	11,532	11,533
2597. Summary of remaining write-ins for Line 25 from overflow page	685,242	394,608

Additional Write-ins for Summary of Operations Line 53

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
5304. Adjustment due to accounting error	0	0	(2,226,380)
5397. Summary of remaining write-ins for Line 53 from overflow page	0	0	(2,226,380)

Additional Write-ins for Schedule T Line 58

	1	Direct Business Only					7 Deposit-Type Contracts
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	6 Total Columns 2 Through 5	
States, Etc.	Active Status	2 Life Insurance Premiums	3 Annuity Considerations				
58004. Venezuela	XXX	5,643	0	463	0	6,106	0
58005. Bolivia	XXX	4,640	0	381	0	5,021	0
58006. Indonesia	XXX	4,262	0	452	0	4,714	0
58007. Japan	XXX	3,822	0	1,818	0	5,640	0
58008. Philippines	XXX	3,811	0	411	0	4,222	0
58009. Panama	XXX	3,261	0	267	0	3,528	0
58010. Paraguay	XXX	3,135	0	257	0	3,392	0
58011. Senegal	XXX	2,414	0	308	0	2,722	0
58012. Thailand	XXX	2,383	0	195	0	2,578	0
58013. Costa Rica	XXX	2,360	0	72	0	2,432	0
58014. Cote D'Ivoire	XXX	2,006	0	165	0	2,171	0
58015. United Kingdom	XXX	1,967	0	1,284	0	3,251	0
58016. Australia	XXX	1,959	0	246	0	2,205	0
58017. Netherlands	XXX	1,501	0	599	0	2,100	0
58018. Columbia	XXX	1,379	0	113	0	1,492	0
58019. Guinea	XXX	1,379	0	113	0	1,492	0
58020. France	XXX	1,343	0	359	0	1,702	0
58021. Chile	XXX	1,204	0	359	0	1,563	0
58022. Kenya	XXX	1,112	0	359	0	1,471	0
58023. Taiwan	XXX	1,020	0	359	0	1,379	0
58024. Mexico	XXX	816	0	287	0	1,103	0
58025. Russia	XXX	706	0	113	0	819	0
58026. New Zealand	XXX	612	0	3,702	0	4,314	0
58027. Spain	XXX	612	0	215	0	827	0
58028. Hong Kong	XXX	536	0	72	0	608	0
58029. Ecuador	XXX	500	0	143	0	643	0
58030. Italy	XXX	408	0	1,459	0	1,867	0
58031. Germany	XXX	408	0	144	0	552	0
58032. Argentina	XXX	408	0	144	0	552	0
58033. South Africa	XXX	408	0	144	0	552	0
58034. Mongolia	XXX	376	0	31	0	407	0
58035. Singapore	XXX	204	0	375	0	579	0
58036. Cameroon	XXX	204	0	72	0	276	0
58037. Estonia	XXX	204	0	72	0	276	0
58038. Ghana	XXX	204	0	72	0	276	0
58039. Mali	XXX	204	0	72	0	276	0
58040. Armed Forces - Pacific	XXX	0	0	13,156	0	13,156	0
58041. Armed Forces - Europe	XXX	0	0	7,227	0	7,227	0
58042. China	XXX	0	0	1,301	0	1,301	0
58043. Denmark	XXX	0	0	464	0	464	0
58044. Peru	XXX	0	0	454	0	454	0
58045. Norway	XXX	0	0	159	0	159	0
58046. Israel	XXX	0	0	108	0	108	0
58997. Summary of remaining write-ins for Line 58 from overflow page	XXX	57,411	0	38,566	0	95,977	0

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	36,015,758	36,905,815
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	109,824	2,117,844
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	1,543,193	3,007,901
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	34,582,389	36,015,758
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	34,582,389	36,015,758

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	5,166,178,875	4,797,806,835
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	625,228,452	1,164,810,681
2.2 Additional investment made after acquisition	10,101,125	24,073,859
3. Capitalized deferred interest and other	0	52,791
4. Accrual of discount	355,644	217,142
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	(5,148,598)	(6,998,459)
7. Deduct amounts received on disposals	484,751,142	813,679,137
8. Deduct amortization of premium and mortgage interest points and commitment fees	4,277	9,586
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	95,250
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	5,311,960,079	5,166,178,875
12. Total valuation allowance	(6,454,767)	(6,800,274)
13. Subtotal (Line 11 plus Line 12)	5,305,505,312	5,159,378,601
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	5,305,505,312	5,159,378,601

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	102,653,523	58,239,335
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	7,812,994	7,132,224
2.2 Additional investment made after acquisition	36,320,062	53,910,530
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	(13,195)	(33,828)
6. Total gain (loss) on disposals	0	62,581
7. Deduct amounts received on disposals	0	476,457
8. Deduct amortization of premium and depreciation	11,490,300	15,614,390
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	566,472
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	135,283,084	102,653,523
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	135,283,084	102,653,523

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	6,379,384,186	6,091,230,502
2. Cost of bonds and stocks acquired	688,503,343	1,233,279,340
3. Accrual of discount	2,591,838	5,716,899
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	11,683,660	16,808,010
6. Deduct consideration for bonds and stocks disposed of	547,150,002	940,762,498
7. Deduct amortization of premium	11,577,820	23,664,995
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	636,690	3,223,072
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	6,522,798,515	6,379,384,186
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	6,522,798,515	6,379,384,186

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SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	4,035,956,485	163,333,658	201,779,545	18,369,144	4,035,956,485	4,015,879,742	0	4,076,671,282
2. Class 2 (a)	2,057,916,358	157,386,478	55,079,864	(14,796,008)	2,057,916,358	2,145,426,964	0	1,968,013,371
3. Class 3 (a)	235,121,412	20,385,353	31,295,661	(6,761,197)	235,121,412	217,449,907	0	228,252,677
4. Class 4 (a)	151,928,404	44,310,650	33,543,423	(4,193,585)	151,928,404	158,502,046	0	136,052,029
5. Class 5 (a)	974,064	0	1,224	1,926,345	974,064	2,899,185	0	1,381,415
6. Class 6 (a)	1,253,926	0	583,426	698,583	1,253,926	1,369,083	0	1,283,859
7. Total Bonds	6,483,150,649	385,416,139	322,283,143	(4,756,718)	6,483,150,649	6,541,526,927	0	6,411,654,633
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	93,322	0	0	0	93,322	93,322	0	93,322
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	93,322	0	0	0	93,322	93,322	0	93,322
15. Total Bonds and Preferred Stock	6,483,243,971	385,416,139	322,283,143	(4,756,718)	6,483,243,971	6,541,620,249	0	6,411,747,955

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$18,821,734 ; NAIC 2 \$0 ; NAIC 3 \$0 ;
NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	18,821,734	xxx	18,821,734	51,740	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	32,363,769	20,396,344
2. Cost of short-term investments acquired	127,389,724	268,917,235
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	140,927,375	256,937,922
7. Deduct amortization of premium	4,384	11,888
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	18,821,734	32,363,769
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	18,821,734	32,363,769

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	11,329,110
2. Cost Paid/(Consideration Received) on additions	4,635,421
3. Unrealized Valuation increase/(decrease)	4,595,731
4. Total gain (loss) on termination recognized	2,583,112
5. Considerations received/(paid) on terminations	9,401,369
6. Amortization	0
7. Adjustment to the Book/Adjusted Carrying Value of hedged item	0
8. Total foreign exchange change in Book/Adjusted Carrying Value	0
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	13,742,005
10. Deduct nonadmitted assets	0
11. Statement value at end of current period (Line 9 minus Line 10)	13,742,005

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year).....	
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)	
3.1 Add:	
Change in variation margin on open contracts - Highly Effective Hedges	
3.11 Section 1, Column 15, current year to date minus	
3.12 Section 1, Column 15, prior year	
Change in variation margin on open contracts - All Other	
3.13 Section 1, Column 18, current year to date minus	
3.14 Section 1, Column 18, prior year	
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 17, current year to date minus	
3.22 Section 1, Column 17, prior year	
Change in amount recognized	
3.23 Section 1, Column 19, current year to date minus	
3.24 Section 1, Column 19, prior year	
3.3 Subtotal (Line 3.1 minus Line 3.2)	
4.1 Cumulative variation margin on terminated contracts during the year	
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	
4.22 Amount recognized	
4.3 Subtotal (Line 4.1 minus Line 4.2)	
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Total gain (loss) recognized for terminations in prior year	
5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	

NONE

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

STATEMENT AS OF JUNE 30, 2013 OF THE STANDARD INSURANCE COMPANY

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

	Book/Adjusted Carrying Value Check
1. Part A, Section 1, Column 14.....	13,742,005
2. Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance.....	0
3. Total (Line 1 plus Line 2).....	13,742,005
4. Part D, Section 1, Column 5.....	13,742,005
5. Part D, Section 1, Column 6.....	0
6. Total (Line 3 minus Line 4 minus Line 5).....	0
	Fair Value Check
7. Part A, Section 1, Column 16.....	13,742,005
8. Part B, Section 1, Column 13.....	0
9. Total (Line 7 plus Line 8).....	13,742,005
10. Part D, Section 1, Column 8.....	13,742,005
11. Part D, Section 1, Column 9.....	0
12. Total (Line 9 minus Line 10 minus Line 11).....	0
	Potential Exposure Check
13. Part A, Section 1, Column 21.....	13,742,005
14. Part B, Section 1, Column 20.....	0
15. Part D, Section 1, Column 11.....	13,742,005
16. Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of cash equivalents acquired		
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		
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)		

NONE