Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1995

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
CENTRAL STATES INDEMNITY CO. OF OMAHA

1212 N. 96TH ST., P.O. BOX 34888
OMAHA, NE 68134-9723

2b Employer Identification Number (EIN)
47-0591908

2c Sponsor's telephone number
402-997-8000

2d Business code (see instructions)
524290

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	JEFF HARRINGTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	JEFF HARRINGTON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CENTRAL STATES INDEMNITY CO. OF OMAHA

1212 N. 96TH ST., P.O. BOX 34888
OMAHA, NE 68134-9723

3b Administrator's EIN
47-0591908

3c Administrator's telephone number
402-997-8000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	312
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	181
b	Retired or separated participants receiving benefits	**6b**	29
c	Other retired or separated participants entitled to future benefits	**6c**	92
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	302
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	5
f	Total. Add lines **6d** and **6e**	**6f**	307
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	5
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	X	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan
CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
CENTRAL STATES INDEMNITY CO. OF OMAHA

D Employer Identification Number (EIN)
47-0591908

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2009			
2	Assets:			
a	Market value	**2a**		8308394
b	Actuarial value	**2b**		9139233
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	30	1229064
b	For terminated vested participants	**3b**	82	1207065
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		76958
	(2) Vested benefits	**3c(2)**		3352466
	(3) Total active	**3c(3)**	200	3429424
d	Total	**3d**	312	5865553
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		8.00 %
6	Target normal cost	**6**		385996

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE

09/20/2010
Signature of actuary — Date

PATRICE A. BECKHAM, F.S.A.
Type or print name of actuary

08-03804
Most recent enrollment number

MILLIMAN, INC.
Firm name

402-393-9400
Telephone number (including area code)

1120 SOUTH 101ST STREET
OMAHA, NE 68124-1088
Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1075055	
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	
9	Amount remaining (Item 7 minus item 8)	1075055	0
10	Interest on item 9 using prior year's actual return of -11.80 %	-126856	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		872545
	b Interest on (a) using prior year's effective rate of 6.02 %		52527
	c Total available at beginning of current plan year to add to prefunding balance		925072
	d Portion of (c) to be added to prefunding balance		925072
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	948199	925072

Part III Funding percentages

14	Funding target attainment percentage	14	123.87 %
15	Adjusted funding target attainment percentage	15	155.81 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	122.60 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/20/2009	450000				
10/22/2009	450000				
			Totals ► 18(b)	900000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
	b Contributions made to avoid restrictions adjusted to valuation date	19b	
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	862727

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:

1st segment: %	2nd segment: %	3rd segment: %	[X] N/A, full yield curve used

b Applicable month (enter code) **21b**

22 Weighted average retirement age	**22**	65

23 Mortality table(s) (see instructions) [ ] Prescribed - combined [X] Prescribed - separate [ ] Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		[X] Yes	[ ] No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		[X] Yes	[ ] No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		[X] Yes	[ ] No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**		

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	**28**	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	**29**	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	**30**	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**		0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**		0

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement			0

36 Additional cash requirement (item 34 minus item 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	862727
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	862727
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CENTRAL STATES INDEMNITY CO. OF OMAHA

D Employer Identification Number (EIN)
47-0591908

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WESTCHESTER CAPITAL MANAGEMENT INC

801 N. 96TH STREET
OMAHA, NE 68114

94-3149038

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	NONE	61557	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CENTRAL STATES INDEMNITY CO. OF OMAHA

D Employer Identification Number (EIN)
47-0591908

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	6169	6387
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	16448	14603
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4707824	4257118
(2) U.S. Government securities	1c(2)	642361	663308
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	313928	227642
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	2646260	4680387
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		121392
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8332990	9970837
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8332990	9970837

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	900000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		900000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	16444	
(B) U.S. Government securities	2b(1)(B)	23731	
(C) Corporate debt instruments	2b(1)(C)	11690	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		51865
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	106640	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	832	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		107472
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	200000	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	199238	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		762

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	804137	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		804137
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		17784
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1882020
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	182480	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		182480
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	61557	
(4) Other	2i(4)	136	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		61693
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		244173
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1637847
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: LUTZ & COMPANY, PC (2) EIN: 47-0625816

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CENTRAL STATES INDEMNITY CO. OF OMAHA

D Employer Identification Number (EIN)
47-0591908

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 47-0591908

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 0

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANTS' AUDIT REPORT

DECEMBER 31, 2009 AND 2008

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

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Note: Schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

13616 California Street, Suite 300
Omaha, NE 68154-5336
p: 402.496.8800
f: 402.496.2711
www.lutzcpa.com

Lutz & Company, PC
Accountants & Consultants

SHAREHOLDERS

James D. Honz, Gary K.Witt, Ronald J. Nebbia, Mark F. Duren, W. Reed Samson, Jeffrey L. Snyder, Patrick C. Knowles, Sandra A. Lane, Shawn A. Wederquist, Steven P. Kenney, William W. Kenedy, Susan S. Krause, Michael B. Mowat, Thomas J. Helligso, David F. Horner, Kelly J. Martinson, Peter A. Froelicher, James J. Tichota, Stacy L. Watson, Scott A. Carrico

INDEPENDENT ACCOUNTANTS' AUDIT REPORT

Retirement Committee
Central States Indemnity Co. of Omaha Employees' Pension Plan
Omaha, Nebraska

We have audited the accompanying statements of net assets available for benefits of the Central States Indemnity Co. of Omaha Employees' Pension Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Central States Indemnity Co. of Omaha Employees' Pension Plan as of December 31, 2009 and 2008, and the changes in its financial status for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Lutz & Company, P.C.

October 4, 2010

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments at Fair Value (Notes 5 and 6)		
Common Stocks	$4,680,387	$2,542,652
Government and Municipal Bonds	663,308	642,361
Corporate Bonds	227,642	313,928
Mutual Fund	121,392	103,608
Money Market Funds	4,257,118	4,707,824
Total Investments	9,949,847	8,310,373
Receivable		
Accrued Investment Income	14,603	16,448
Cash	6,387	6,169
NET ASSETS AVAILABLE FOR BENEFITS	**$9,970,837**	**$8,332,990**

See Notes to Financial Statements.

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income		
Net Appreciation in Fair Value of Investments (Notes 5 and 6)	$ 822,683	$
Interest from Investments	51,865	161,783
Dividends from Investments	107,472	87,319
Total Investment Income	982,020	249,102
Employer Contributions (Note 4)	900,000	900,000
Total Additions	1,882,020	1,149,102
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net Depreciation in Fair Value of Investments (Notes 5 and 6)		1,234,718
Benefits Paid Directly to Participants	182,480	148,841
Administrative Expenses and Other Fees	61,693	62,278
Total Deductions	244,173	1,445,837
NET INCREASE (DECREASE)	1,637,847	(296,735)
Net Assets Available for Benefits, Beginning of Year	8,332,990	8,629,725
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	**$9,970,837**	**$8,332,990**

See Notes to Financial Statements.

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

1. Plan Description

The following brief description of the Central States Indemnity Co. of Omaha Employees' Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan covering certain employees of Central States Indemnity Co. of Omaha (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective June 1, 2006, the Plan was amended to close participation in the Plan to employees who are first employed by the Company after May 31, 2006. Employees hired prior to June 1, 2006 were included in the Plan on the first day of the month after satisfying the eligibility requirements of attaining age 19 and completing one year of employment with 1,000 hours of service.

Pension Benefits

Eligible employees are entitled to pension benefits at the normal retirement of age 65 equal to 1.5% of final average compensation times years of credited service less .62% of the final average compensation, up to covered compensation, times years of credited service. Final average compensation is the average of base salary over the five consecutive years prior to the employees' normal retirement date or for the period of employment, if shorter, which would produce the highest average. Covered compensation is the average of the taxable wage bases for 35 years ending with a participant's social security retirement age. Credited service is limited to 25 years. The Plan also provides for pre-retirement death benefits, late retirement benefits and early retirement benefits. Early retirement benefits commence at age 55, with a reduction in the normal retirement benefit. Participants may elect to receive their pension benefits in the form of a life annuity or a joint and survivor annuity with three available options. If the participant terminates employment before the normal retirement age or the early retirement age, the Company may require the participant to accept a lump-sum payment of their vested benefits for any amounts below $5,000. The Plan requires that lump-sum payments between $1,000 and $5,000 be directly rolled over to an individual retirement account designated by the plan administrator in the event the participant does not elect otherwise. Lump-sum payments under $1,000 will be paid out to the participant in the event the participant does not elect one of two options. Benefits are recorded when paid.

1. **Plan Description** - Continued

Death and Disability Benefits

If a married, vested participant dies prior to being eligible for early retirement, the participant's surviving spouse will be eligible to receive a monthly benefit beginning on the participant's early retirement date. The monthly benefit is equal to 50% of the vested accrued benefit reduced for early retirement and to reflect payment in the form of a joint and 50% survivor annuity. If a married participant, who is eligible for early retirement dies, the participant's spouse is entitled to an immediate monthly benefit. The benefit is equal to the monthly annuity the spouse would have received if the participant had retired the day before the participant's death and had elected the "joint and 50% survivor" option. Active employees who become totally disabled will remain active Plan participants. If the employee remains disabled until the normal retirement date, the employee will receive retirement benefits computed as though they had been employed to normal retirement age with their annual compensation remaining the same as the last complete year of employment prior to disability. Benefit payments are recorded when paid.

Vesting

Participants become 100% vested in their benefits after five years of service or attainment of age 55.

2. **Summary of Significant Accounting Policies**

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements is set forth below.

Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America.

2. **Summary of Significant Accounting Policies** - Continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of plan assets available for benefits and the actuarial present value of accumulated plan benefits as of the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated plan benefits reported in the accompanying financial statements.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an investment in an orderly transaction between market participants at the measurement date. See Note 6 for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risks and Uncertainties

Plan contributions and the actuarial present value of accumulated plan benefits are prepared based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Other

Administrative expenses and audit fees of the Plan are paid by the Company. Investment management fees are paid by the Plan.

Reclassifications

Certain reclassifications have been made to the 2008 financial statements to conform to the 2009 presentation.

Subsequent Events

Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before the financial statements are available to be issued and may require potential recognition or disclosure in the financial statements. Management has considered such events or transactions through October 4, 2010 noting no items requiring disclosure.

3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary, Milliman, Inc. (Milliman), and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in these valuations are (a) life expectancy of participants (the RP-2000 Mortality Table with generational mortality improvements was used), (b) 5% annual increase in current salary levels, (c) retirement age assumptions (the assumed retirement age was 65) and (d) investment return. The December 31, 2009 and 2008 valuations included assumed long-term rates of return of 7.0%. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

At December 31, 2009 and 2008, actuarial present value of accumulated plan benefits for the Plan are as follows:

	2009	2008
Vested Benefits		
Participants Currently Receiving Benefits	$1,426,976	$1,336,329
Other Participants	6,079,316	5,298,366
Nonvested Benefits	243,151	158,841
Total Actuarial Present Value of Accumulated Plan Benefits	$7,749,443	$6,793,536

The changes in accumulated plan benefits of the Plan for the years ended December 31, 2009 and 2008 are as follows:

	2009	2008
Actuarial Present Value of Accumulated Plan Benefits at Beginning of Year	$6,793,536	$6,115,374
Increase (Decrease) During the Year Attributable to:		
Increase Due to the Passage of Time	469,269	422,520
Benefits Accumulated	669,118	404,483
Benefits Paid Directly to Participants	(182,480)	(148,841)
Net Increase	955,907	678,162
Actuarial Present Value of Accumulated Plan Benefits at End of Year	$7,749,443	$6,793,536

4. Funding Policy

Contributions to provide benefits under the Plan are made solely by the Company. The Company's contributions to the Plan totaled $900,000 for 2009 and 2008. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Board of Directors with the direction of the Retirement Committee and Milliman. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2009 and 2008.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions set forth by ERISA.

5. Investments

The following presents investments at December 31, 2009 and 2008 that represent 5% or more of the Plan's net assets:

	2009	2008
Charles Schwab Value Advantage Money Fund Select, 4,245,913 and 2,674,138 Shares, Respectively	$4,245,913	$2,674,138
Charles Schwab Advisor Cash Premier Fund, 2,033,686 Shares	*	2,033,686
Other Investments Less than 5% of Net Assets	5,703,934	3,602,549
	$9,949,847	$8,310,373

*Investment not over 5% for applicable year

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $822,683 and $(1,234,718), respectively, as follows:

	2009	2008
Government and Municipal Bonds	$ 13,891	$ 5,628
Corporate Bonds	24,659	(55,824)
Common Stocks	766,349	(1,134,050)
Mutual Fund	17,784	(50,472)
	$822,683	$(1,234,718)

6. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Common Stocks, Mutual Fund, Corporate Bonds and Government and Municipal Bonds: Valued at the closing price reported on the active market on which the individual securities are traded.

Money Market Funds: Valued at the net asset value of the underlying investments.

6. **Fair Value Measurements** - Continued

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009.

	Level 1	Level 2	Level 3	Total
Common Stocks:				
Healthcare Stocks	$1,137,670	$	$	$1,137,670
Industrial Goods Stocks	776,145			776,145
Basic Material Stocks	647,949			647,949
Service Stocks	626,945			626,945
Technology Stocks	579,050			579,050
Conglomerate Stocks	440,022			440,022
Consumer Goods Stocks	269,800			269,800
Financial Stocks	202,806			202,806
Total Common Stocks	4,680,387			4,680,387
Government Bonds	663,308			663,308
"A" Rated Corporate Bonds	227,642			227,642
Growth Mutual Fund	121,392			121,392
Money Market Funds	4,257,118			4,257,118
Total Investments at Fair Value	$9,949,847	$	$	$9,949,847

6. **Fair Value Measurements** - Continued

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008.

	Level 1	Level 2	Level 3	Total
Common Stocks:				
Healthcare Stocks	$ 679,486	$	$	$ 679,486
Service Stocks	528,229			528,229
Basic Material Stocks	358,728			358,728
Industrial Goods Stocks	248,619			248,619
Conglomerate Stocks	222,195			222,195
Financial Stocks	215,031			215,031
Consumer Goods Stocks	195,108			195,108
Technology Stocks	95,256			95,256
Total Common Stocks	2,542,652			2,542,652
Government Bonds	642,361			642,361
"A" Rated Corporate Bonds	313,928			313,928
Growth Mutual Fund	103,608			103,608
Money Market Funds	4,707,824			4,707,824
Total Investments at Fair Value	$8,310,373	$	$	$8,310,373

7. **Tax Status**

The Plan is qualified as a defined benefit pension plan under Section 401(a) of the Internal Revenue Code and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code.

The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

8. Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations.

Generally, the Pension Benefit Guaranty Corporation (PBGC) guarantees most vested normal retirement age benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

9. Related Party Transaction

Certain Plan investments are shares of funds and accounts managed by Charles Schwab and Company, Inc. (Charles Schwab). Charles Schwab is the custodian of the Plan, and therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL INFORMATION

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) -- SCHEDULE H - ITEM 4i

FOR THE YEAR ENDED DECEMBER 31, 2009

Employer Identification Number 47-0591908
Plan Number 001

	Description of Investment	Shares	Cost	Current Value
Amgen, Inc.	Common Stock	4,050	$ 207,610	$ 229,109
Boeing Co.	Common Stock	5,600	329,997	303,128
BP PLC	Common Stock	5,850	227,483	339,124
Bristol-Meyers Squibb Company	Common Stock	8,850	202,774	223,463
CVS Caremark Corporation	Common Stock	5,500	102,891	177,155
Caterpillar, Inc.	Common Stock	8,300	255,220	473,017
Devon Energy Corporation	Common Stock	1,900	124,450	139,650
General Electric Company	Common Stock	7,500	238,547	113,475
Honda Motor Co., Ltd.	Common Stock	4,200	135,498	142,380
Johnson & Johnson	Common Stock	4,350	237,505	280,183
Kimberly-Clark Corporation	Common Stock	2,000	97,857	127,420
McDonald's Corporation	Common Stock	1,875	104,938	117,075
Microsoft Corporation	Common Stock	10,900	243,459	332,232
Pfizer Inc.	Common Stock	5,200	149,740	94,588
The Bank of New York Mellon Corporation	Common Stock	3,750	99,513	104,888
Tsakos Energy Navigation Ltd.	Common Stock	7,200	148,257	105,552
U.S. Bancorp	Common Stock	4,350	98,579	97,918
Valero Energy Corporation	Common Stock	10,100	359,587	169,175
Verizon Communications	Common Stock	7,450	243,392	246,818
Wal-Mart Stores, Inc.	Common Stock	4,250	195,360	227,163
Zimmer Holdings, Inc.	Common Stock	5,250	336,368	310,327
3M Company	Common Stock	3,950	252,711	326,547
Total Common Stocks			4,391,736	4,680,387
Federal Home Loan Bank 4.40%	Government and Municipal Bonds	125,000	122,583	127,334
Brownsville Texas Utility 4.964%	Government and Municipal Bonds	100,000	100,278	107,760
Gainsville Florida Utility System Revenue 4.190%	Government and Municipal Bonds	100,000	100,414	103,733
Indiana Bond Bank 5.30%	Government and Municipal Bonds	100,000	100,146	108,658
San Luis Obispo County California 4.20%	Government and Municipal Bonds	125,000	115,939	117,549
Tennessee Valley 0.00%	Government and Municipal Bonds	125,000	73,740	98,274
Total Government and Municipal Bonds			613,100	663,308
Goldman Sachs 4.75%	Corporate Bonds	125,000	119,945	130,755
Bank of America 5.49%	Corporate Bonds	100,000	96,005	96,887
Total Corporate Bonds			215,950	227,642
PowerShares Water Resources	Mutual Fund	7,200	126,695	121,392

Continued on Next Page

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) – SCHEDULE H - ITEM 4i - Continued

FOR THE YEAR ENDED DECEMBER 31, 2009

	Description of Investment	Shares	Cost	Current Value
*Charles Schwab Advisor Cash Premier Fund	Money Market Fund	11,205	$ 11,205	$ 11,205
*Charles Schwab Value Advantage Money Fund Select	Money Market Fund	4,245,913	4,245,913	4,245,913
Total Money Market Funds			4,257,118	4,257,118
Total Investment Assets			**$9,604,599**	**$9,949,847**

*Party-in-Interest

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS -- SCHEDULE H - ITEM 4j

FOR THE YEAR ENDED DECEMBER 31, 2009

Employer Identification Number 47-0591908
Plan Number 001

	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)	Number of Transactions
*Charles Schwab Advisor Cash Premier Fund	$1,433,071	$	$1,433,071	$	$	88
*Charles Schwab Value Advantage Money Fund Select	4,547,309		4,547,309			14
*Charles Schwab Advisor Cash Premier Fund		3,455,553		3,455,553		24
*Charles Schwab Value Advantage Money Fund Select		2,975,534		2,975,534		3

*Party-in-Interest

SCHEDULE SB (FORM 5500) - 2009

ADDENDUM TO
STATEMENT BY ENROLLED ACTUARY

NAME OF PLAN SPONSOR: Central States Indemnity Co. of Omaha
EMPLOYER IDENTIFICATION NUMBER: 47-0591908
NAME OF PLAN: Central States Indemnity Co. of Omaha Employees Pension Plan

In preparing this schedule, I have relied upon information as to participants, retired participants and vested former participants as supplied by the plan administrator for the plan. Further, I have relied upon financial reports provided by the plan trustee in arriving at the value of assets and the amounts and dates of contributions used in this schedule. As part of this statement I have attached the "*Actuarial Basis*" and a "*Summary of Basic Plan Provisions.*" The "*Actuarial Basis*" contains a statement as to the actuarial liabilities shown in Schedule SB (Form 5500) and the value of plan assets. The "*Summary of Basic Plan Provisions*" sets out the principal eligibility and benefit provisions upon which the valuation is based.

Patrice Beckham	9/20/2010
Signature of Actuary	Date
Patrice A. Beckham	08-03804
Print or Type Name of Actuary	Enrollment Number
1120 South 101st Street, Suite 400 Omaha, Nebraska 68124-1088	(402) 393-9400

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	2009 This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan	B Three-digit plan number (PN) ▶	001
Central States Indemnity Co. of Omaha Employees Pension Plan		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
Central States Indemnity Co. of Omaha	47-0591908	

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B **F** Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	8,308,394
	b Actuarial value		**2b**	9,139,233
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	30	1,229,064
	b For terminated vested participants	**3b**	82	1,207,065
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		76,958
	(2) Vested benefits	**3c(2)**		3,352,466
	(3) Total active	**3c(3)**	200	3,429,424
	d Total	**3d**	312	5,865,553
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.00 %
6	Target normal cost		**6**	385,996

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Patrice Beckham — Signature of actuary — 09/20/2010 Date

Patrice A. Beckham, F.S.A. — Type or print name of actuary — 08-03804 Most recent enrollment number

Milliman, Inc. — Firm name — (402)393-9400 Telephone number (including area code)

1120 South 101st Street

Omaha NE 68124-1088 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (item 13 from prior year)	1,075,055	0
8	Portion used to offset prior year's funding requirement (item 35 from prior year)	0	0
9	Amount remaining (item 7 minus item 8)	1,075,055	0
10	Interest on item 9 using prior year's actual return of (11.80)%	(126,856)	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (item 38 from prior year)		872,545
	b Interest on (a) using prior year's effective rate of 6.02 %		52,527
	c Total available at beginning of current plan year to add to prefunding balance		925,072
	d Portion of (c) to be added to prefunding balance		925,072
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	948,199	925,072

Part III Funding percentages

14	Funding target attainment percentage	14	123.88 %
15	Adjusted funding target attainment percentage	15	155.81 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	122.60 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/20/2009	450,000				
10/22/2009	450,000				
			Totals ▶ 18(b)	900,000	18(c) 0

19	Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	862,727

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used

b Applicable month (enter code)	21b	
22 Weighted average retirement age	22	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (Item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (Item 28 minus Item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31		0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (Item 31 + Item 32a + Item 32b - Item 33)	34		0

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (Item 34 minus Item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	862,727
38 Interest-adjusted excess contributions for current year (see instructions)	38	862,727
39 Unpaid minimum required contribution for current year (excess, if any, of Item 36 over Item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE SB (FORM 5500) - 2009

ADDENDUM TO
STATEMENT BY ENROLLED ACTUARY

NAME OF PLAN SPONSOR: Central States Indemnity Co. of Omaha
EMPLOYER IDENTIFICATION NUMBER: 47-0591908
NAME OF PLAN: Central States Indemnity Co. of Omaha Employees Pension Plan

In preparing this schedule, I have relied upon information as to participants, retired participants and vested former participants as supplied by the plan administrator for the plan. Further, I have relied upon financial reports provided by the plan trustee in arriving at the value of assets and the amounts and dates of contributions used in this schedule. As part of this statement I have attached the "*Actuarial Basis*" and a "*Summary of Basic Plan Provisions.*" The "*Actuarial Basis*" contains a statement as to the actuarial liabilities shown in Schedule SB (Form 5500) and the value of plan assets. The "*Summary of Basic Plan Provisions*" sets out the principal eligibility and benefit provisions upon which the valuation is based.

Patrice Beckham	9/20/2010
Signature of Actuary	Date
Patrice A. Beckham	08-03804
Print or Type Name of Actuary	Enrollment Number
1120 South 101st Street, Suite 400 Omaha, Nebraska 68124-1088	(402) 393-9400

Schedule SB, Line 22 – Calculation of Weighted Average Retirement Age
Plan Name: Central States Indemnity Co. of Omaha Employees Pension Plan
EIN: 47-0591908
Plan #: 001

We assume retirement at age 65 or current age if older.

Attachment to Schedule SB, Line 23,
Summary of Actuarial Methods/Assumptions
Central States Indemnity Co.of Omaha Employees Pension Plan
EIN/PN: 47-0591908/001

The actuarial cost method is a particular technique used by the actuary for establishing the amount and incidence of annual actuarial costs. The actuarial cost method determines the portion of the ultimate cost of a pension plan that should be allocated to each year (known as the normal cost). The cost method is thus a budgeting tool that helps to ensure that the pension plan will be adequately and systematically funded.

The annual cost for a pension plan is determined using the unit credit cost method. The ultimate cost for a pension plan will be determined not by the cost method but by the benefits and expenses which become payable and the earnings which are obtained on the investments of the Plan. In addition, the choice of actuarial assumptions will affect the current level of contributions and pattern of future contributions.

Under the unit credit cost method, the target normal cost for each participant is equal to the present value of the projected benefit (salary increases may be included) one year from the valuation date minus the present value of accrued benefits as of the valuation date. The target normal cost for the Plan is the total of the individually computed target normal costs for all participants including the costs for any death or disability benefits under the Plan.

The target liability at any point in time for an active participant is the present value of the participant's accrued benefit. For persons receiving benefits or entitled to a deferred vested retirement income, the target liability is equal to the present value of their future benefit payments. The total target liability for the Plan is the total of the individually computed target liability amounts for all participants.

Certain assumptions are made in the calculation of the target liability, such as: interest rates, mortality, turnover, etc. which are assumed to hold for many years into the future. Since actual experience may differ somewhat from the assumptions, the costs determined by the valuation must be regarded as estimates of the true costs of the Plan.

The actuarial value of assets equals the fair market value of assets.

Attachment to Schedule SB, Line 23,
Summary of Actuarial Methods/Assumptions
Central States Indemnity Co.of Omaha Employees Pension Plan
EIN/PN: 47-0591908/001

Interest rates
The valuation interest rates are the three segmented rates as of January 1, 2008, with phase-in.

Segment one	Segment two	Segment three
5.72%	5.92%	6.09%

The interest rate used to determine the present value of accumulated benefits for FAS 35 is 7.00%

Mortality rates - PPA funding
Post-retirement: Annuitant tables as prescribed on the valuation date
Pre-retirement: Non-annuitant tables as prescribed on the valuation date

Mortality rates - FAS 35
RP-2000 (generational) Mortality Table

Withdrawal Rates
A table of annual withdrawal rates illustrated below:

Service	Male	Female
1	20%	25%
2	20	25
3	20	25
4	6	25
5	6	15
6	6	15
7	6	15
8	0	15
9	0	15
10	0	15
11 - 19	0	5
20+	0	0

Retirement Age
Age 65 or attained age, if later.

Attachment to Schedule SB, Line 23,
Summary of Actuarial Methods/Assumptions
Central States Indemnity Co.of Omaha Employees Pension Plan
EIN/PN: 47-0591908/001

Salary Increases
5.0% per annum, as illustrated by the table below:

Age	Salary Increase Factor*
25	6.096
30	4.777
35	3.743
40	2.932
45	2.298
50	1.800
55	1.411

* Ratio of projected average salary to present salary.

Future Social Security Wage Base Increases
5% per annum, compounded annually.

Future Administrative Expenses
Assumed to be paid by the employer outside of the plan fund.

Asset Valuation Method
Market value.

SCHEDULE SB (Form 5500)	Single-Employer Defined Benefit Plan Actuarial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	2009 This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan	B Three-digit plan number (PN) ▶	001
Central States Indemnity Co. of Omaha Employees Pension Plan		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
Central States Indemnity Co. of Omaha	47-0591908	

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B **F** Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2009

2	Assets:			
	a Market value		**2a**	8,308,394
	b Actuarial value		**2b**	9,139,233
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	30	1,229,064
	b For terminated vested participants	**3b**	82	1,207,065
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		76,958
	(2) Vested benefits	**3c(2)**		3,352,466
	(3) Total active	**3c(3)**	200	3,429,424
	d Total	**3d**	312	5,865,553
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	8.00 %
6	Target normal cost		**6**	385,996

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE Patrice Beckham — Signature of actuary — 09/20/2010 Date

Patrice A. Beckham, F.S.A. — Type or print name of actuary — 08-03804 Most recent enrollment number

Milliman, Inc. — Firm name — (402)393-9400 Telephone number (including area code)

1120 South 101st Street

Omaha NE 68124-1088 — Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions [ ]

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (item 13 from prior year)	1,075,055	0
8	Portion used to offset prior year's funding requirement (item 35 from prior year)	0	0
9	Amount remaining (item 7 minus item 8)	1,075,055	0
10	Interest on item 9 using prior year's actual return of (11.80)%	(126,856)	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (item 38 from prior year)		872,545
	b Interest on (a) using prior year's effective rate of 6.02 %		52,527
	c Total available at beginning of current plan year to add to prefunding balance		925,072
	d Portion of (c) to be added to prefunding balance		925,072
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	948,199	925,072

Part III Funding percentages

14	Funding target attainment percentage	14	123.88 %
15	Adjusted funding target attainment percentage	15	155.81 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	122.60 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/20/2009	450,000				
10/22/2009	450,000				
			Totals ▶ 18(b)	900,000	18(c) 0

19	Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	862,727

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:

a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used

b Applicable month (enter code)	21b	
22 Weighted average retirement age	22	65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (Item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (Item 28 minus Item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31		0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (Item 31 + Item 32a + Item 32b - Item 33)	34		0

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0

36 Additional cash requirement (Item 34 minus Item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	862,727
38 Interest-adjusted excess contributions for current year (see instructions)	38	862,727
39 Unpaid minimum required contribution for current year (excess, if any, of Item 36 over Item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE SB (FORM 5500) - 2009

ADDENDUM TO
STATEMENT BY ENROLLED ACTUARY

NAME OF PLAN SPONSOR: Central States Indemnity Co. of Omaha
EMPLOYER IDENTIFICATION NUMBER: 47-0591908
NAME OF PLAN: Central States Indemnity Co. of Omaha Employees Pension Plan

In preparing this schedule, I have relied upon information as to participants, retired participants and vested former participants as supplied by the plan administrator for the plan. Further, I have relied upon financial reports provided by the plan trustee in arriving at the value of assets and the amounts and dates of contributions used in this schedule. As part of this statement I have attached the "*Actuarial Basis*" and a "*Summary of Basic Plan Provisions.*" The "*Actuarial Basis*" contains a statement as to the actuarial liabilities shown in Schedule SB (Form 5500) and the value of plan assets. The "*Summary of Basic Plan Provisions*" sets out the principal eligibility and benefit provisions upon which the valuation is based.

Patrice Beckham	9/20/2010
Signature of Actuary	Date
Patrice A. Beckham	08-03804
Print or Type Name of Actuary	Enrollment Number
1120 South 101st Street, Suite 400 Omaha, Nebraska 68124-1088	(402) 393-9400

Attachment to Schedule SB, Part V, Summary of Plan Provisions
Central States Indemnity Co.of Omaha Employees Pension Plan
EIN/PN: 47-0591908/001

Name of Plan:	Central States Indemnity Company of Omaha Employees' Pension Plan.
Effective Date:	January 1, 1995.
Plan Provisions	
Employees Covered:	All employees of the Employer hired before June 1, 2006.
Eligibility:	Employees will become participants on the first of the month coincident with or next following age 19 and completion of at least 1,000 hours of employment in the 12 month period beginning on date of employment or any subsequent 12 month period beginning on an Anniversary Date.
Credited Service:	A year of Service is accrued for each calendar year with 1,000 or more hours of employment. Credited service for periods prior to January 1, 1995 under the Central States Health & Life Co. of Omaha Employees Pension Plan shall be included as credited service under this plan.
Basic Compensation:	W-2 pay excluding overtime, commission and bonuses.
Final Average Compensation:	Average Base Compensation over the last five consecutive plan years preceding retirement or termination.
Retirement Dates	
Normal Retirement:	First of the month coincident with or next following 65th birthday and completion of five years of service.
Early Retirement:	Attained age 55.
Late Retirement:	Retirement subsequent to Normal Retirement Date.

Attachment to Schedule SB, Part V, Summary of Plan Provisions
Central States Indemnity Co.of Omaha Employees Pension Plan
EIN/PN: 47-0591908/001

Retirement Benefits

Normal Retirement:

a) 1.5% times years of Credited Service times Final Average Compensation less b) .62% times Years of Credited Service times Final Average Compensation up to Covered Compensation. Credited Service is limited to 25 years. For terminations after age 60, a minimum benefit is provided equal to $5 times years of service, not in excess of 25 years.

Early Retirement:

The Normal Retirement Benefit computed using Years of Credited Service to Early Retirement Date, reduced by 1/15 per year for the first 5 years and 1/30 per year for the next 5 years that Early Retirement precedes Normal Retirement.

Late Retirement:

Normal retirement benefit as of late retirement date, or normal retirement benefit with actuarial increase, if greater.

Vesting

Requirement:

Age 55 with no service requirement or 5 years of service without regard to age.

Benefit:

The Normal Retirement computed using Credited Service to date of termination, then multiplied by the appropriate percentage from the following table:

Service	Percent
less than 5	0%
5 or more	100%

Pre-Retirement Spouse's Benefit

Requirement:

Five years of vesting service.

Benefit:

The amount that the Spouse would receive if the Participant had terminated employment on his date of death, and then retired at the later of his earliest retirement date or his date of death and had elected the Joint and 50% Contingent Survivor form of income.

Attachment to Schedule SB, Part V, Summary of Plan Provisions
Central States Indemnity Co.of Omaha Employees Pension Plan
EIN/PN: 47-0591908/001

Normal Form of Benefit Life Annuity.

Attachment to Schedule SB Item 24,
Justification for Change in Actuarial Assumptions

Plan: Central States Indemnity Co. of Omaha Employees Pension Plan
EIN/Plan: 47-0591908/001

The interest rates used for funding were changed from the segment rates with phase-in the the yield curve.

Attachment to Schedule SB Item 25, Change in Method

Plan: Central States Indemnity Co. of Omaha Employees Pension Plan
EIN/Plan: 47-0591908/001

The actuarial value of assets was changed from the fair market value of assets to the average asset value described in Revenue Notice 2009-22. The average period is three years.

Attachment to Schedule SB, Line 26, Schedule of Active Participants
Central States Indemnity Co. of Omaha Employees Pension Plan
EIN/PN: 47-0591908/001

Number of Participants by Age and Service Groups

	Years of Service										
Age	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Up	Total
0-24	-	3	-	-	-	-	-	-	-	-	3
25-29	-	14	8	-	-	-	-	-	-	-	22
30-34	-	11	12	2	-	-	-	-	-	-	25
35-39	-	3	6	4	4	1	-	-	-	-	18
40-44	-	6	8	5	5	7	-	-	-	-	31
45-49	-	11	9	2	3	3	2	-	-	-	30
50-54	-	3	4	10	2	3	-	-	-	-	22
55-59	-	6	6	3	6	4	-	1	1	-	27
60-64	-	5	4	7	1	-	1	-	-	-	18
65-69	-	-	3	-	-	-	-	-	-	-	3
70&Up	-	-	-	-	-	-	-	-	-	1	1
Total	-	62	60	33	21	18	3	1	1	1	200

Average Compensation by Age and Service Groups

	Years of Service										
Age	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40&Up	Average
0-24	-	*	-	-	-	-	-	-	-	-	*
25-29	-	*	*	-	-	-	-	-	-	-	35,323
30-34	-	*	*	*	-	-	-	-	-	-	43,666
35-39	-	*	*	*	*	*	-	-	-	-	*
40-44	-	*	*	*	*	*	-	-	-	-	49,203
45-49	-	*	*	*	*	*	*	-	-	-	52,244
50-54	-	*	*	*	*	*	-	-	-	-	46,372
55-59	-	*	*	*	*	*	-	*	*	-	64,083
60-64	-	*	*	*	*	-	*	-	-	-	*
65-69	-	-	*	-	-	-	-	-	-	-	*
70&Up	-	-	-	-	-	-	-	-	-	*	*
Average	-	41,855	53,195	39,915	52,005	*	*	*	*	*	49,559

* If there are fewer than 20 participants in a cell, the average compensation is not reported.

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANTS' AUDIT REPORT

DECEMBER 31, 2009 AND 2008

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

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Note: Schedules required by the Employee Retirement Income Security Act of 1974 that have not been included herein are not applicable.

13616 California Street, Suite 300
Omaha, NE 68154-5336
p: 402.496.8800
f: 402.496.2711
www.lutzcpa.com

Lutz & Company, PC
Accountants & Consultants

SHAREHOLDERS

James D. Honz, Gary K.Witt, Ronald J. Nebbia, Mark F. Duren, W. Reed Samson, Jeffrey L. Snyder, Patrick C. Knowles, Sandra A. Lane, Shawn A. Wederquist, Steven P. Kenney, William W. Kenedy, Susan S. Krause, Michael B. Mowat, Thomas J. Helligso, David F. Horner, Kelly J. Martinson, Peter A. Froelicher, James J. Tichota, Stacy L. Watson, Scott A. Carrico

INDEPENDENT ACCOUNTANTS' AUDIT REPORT

Retirement Committee
Central States Indemnity Co. of Omaha Employees' Pension Plan
Omaha, Nebraska

We have audited the accompanying statements of net assets available for benefits of the Central States Indemnity Co. of Omaha Employees' Pension Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Central States Indemnity Co. of Omaha Employees' Pension Plan as of December 31, 2009 and 2008, and the changes in its financial status for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Lutz & Company, P.C.

October 4, 2010

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments at Fair Value (Notes 5 and 6)		
Common Stocks	$4,680,387	$2,542,652
Government and Municipal Bonds	663,308	642,361
Corporate Bonds	227,642	313,928
Mutual Fund	121,392	103,608
Money Market Funds	4,257,118	4,707,824
Total Investments	9,949,847	8,310,373
Receivable		
Accrued Investment Income	14,603	16,448
Cash	6,387	6,169
NET ASSETS AVAILABLE FOR BENEFITS	**$9,970,837**	**$8,332,990**

See Notes to Financial Statements.

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment Income		
Net Appreciation in Fair Value of Investments (Notes 5 and 6)	$ 822,683	$
Interest from Investments	51,865	161,783
Dividends from Investments	107,472	87,319
Total Investment Income	982,020	249,102
Employer Contributions (Note 4)	900,000	900,000
Total Additions	1,882,020	1,149,102
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Net Depreciation in Fair Value of Investments (Notes 5 and 6)		1,234,718
Benefits Paid Directly to Participants	182,480	148,841
Administrative Expenses and Other Fees	61,693	62,278
Total Deductions	244,173	1,445,837
NET INCREASE (DECREASE)	1,637,847	(296,735)
Net Assets Available for Benefits, Beginning of Year	8,332,990	8,629,725
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	**$9,970,837**	**$8,332,990**

See Notes to Financial Statements.

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

1. Plan Description

The following brief description of the Central States Indemnity Co. of Omaha Employees' Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit pension plan covering certain employees of Central States Indemnity Co. of Omaha (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective June 1, 2006, the Plan was amended to close participation in the Plan to employees who are first employed by the Company after May 31, 2006. Employees hired prior to June 1, 2006 were included in the Plan on the first day of the month after satisfying the eligibility requirements of attaining age 19 and completing one year of employment with 1,000 hours of service.

Pension Benefits

Eligible employees are entitled to pension benefits at the normal retirement of age 65 equal to 1.5% of final average compensation times years of credited service less .62% of the final average compensation, up to covered compensation, times years of credited service. Final average compensation is the average of base salary over the five consecutive years prior to the employees' normal retirement date or for the period of employment, if shorter, which would produce the highest average. Covered compensation is the average of the taxable wage bases for 35 years ending with a participant's social security retirement age. Credited service is limited to 25 years. The Plan also provides for pre-retirement death benefits, late retirement benefits and early retirement benefits. Early retirement benefits commence at age 55, with a reduction in the normal retirement benefit. Participants may elect to receive their pension benefits in the form of a life annuity or a joint and survivor annuity with three available options. If the participant terminates employment before the normal retirement age or the early retirement age, the Company may require the participant to accept a lump-sum payment of their vested benefits for any amounts below $5,000. The Plan requires that lump-sum payments between $1,000 and $5,000 be directly rolled over to an individual retirement account designated by the plan administrator in the event the participant does not elect otherwise. Lump-sum payments under $1,000 will be paid out to the participant in the event the participant does not elect one of two options. Benefits are recorded when paid.

1. **Plan Description** - Continued

Death and Disability Benefits

If a married, vested participant dies prior to being eligible for early retirement, the participant's surviving spouse will be eligible to receive a monthly benefit beginning on the participant's early retirement date. The monthly benefit is equal to 50% of the vested accrued benefit reduced for early retirement and to reflect payment in the form of a joint and 50% survivor annuity. If a married participant, who is eligible for early retirement dies, the participant's spouse is entitled to an immediate monthly benefit. The benefit is equal to the monthly annuity the spouse would have received if the participant had retired the day before the participant's death and had elected the "joint and 50% survivor" option. Active employees who become totally disabled will remain active Plan participants. If the employee remains disabled until the normal retirement date, the employee will receive retirement benefits computed as though they had been employed to normal retirement age with their annual compensation remaining the same as the last complete year of employment prior to disability. Benefit payments are recorded when paid.

Vesting

Participants become 100% vested in their benefits after five years of service or attainment of age 55.

2. **Summary of Significant Accounting Policies**

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements is set forth below.

Basis of Presentation

The accompanying financial statements are prepared on the accrual basis of accounting and in conformity with accounting principles generally accepted in the United States of America.

2. **Summary of Significant Accounting Policies** - Continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of plan assets available for benefits and the actuarial present value of accumulated plan benefits as of the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated plan benefits reported in the accompanying financial statements.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an investment in an orderly transaction between market participants at the measurement date. See Note 6 for further discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Risks and Uncertainties

Plan contributions and the actuarial present value of accumulated plan benefits are prepared based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Other

Administrative expenses and audit fees of the Plan are paid by the Company. Investment management fees are paid by the Plan.

Reclassifications

Certain reclassifications have been made to the 2008 financial statements to conform to the 2009 presentation.

Subsequent Events

Subsequent events are events or transactions that occur after the statement of net assets available for benefits date but before the financial statements are available to be issued and may require potential recognition or disclosure in the financial statements. Management has considered such events or transactions through October 4, 2010 noting no items requiring disclosure.

3. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary, Milliman, Inc. (Milliman), and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in these valuations are (a) life expectancy of participants (the RP-2000 Mortality Table with generational mortality improvements was used), (b) 5% annual increase in current salary levels, (c) retirement age assumptions (the assumed retirement age was 65) and (d) investment return. The December 31, 2009 and 2008 valuations included assumed long-term rates of return of 7.0%. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

At December 31, 2009 and 2008, actuarial present value of accumulated plan benefits for the Plan are as follows:

	2009	2008
Vested Benefits		
Participants Currently Receiving Benefits	$1,426,976	$1,336,329
Other Participants	6,079,316	5,298,366
Nonvested Benefits	243,151	158,841
Total Actuarial Present Value of Accumulated Plan Benefits	$7,749,443	$6,793,536

The changes in accumulated plan benefits of the Plan for the years ended December 31, 2009 and 2008 are as follows:

	2009	2008
Actuarial Present Value of Accumulated Plan Benefits at Beginning of Year	$6,793,536	$6,115,374
Increase (Decrease) During the Year Attributable to:		
Increase Due to the Passage of Time	469,269	422,520
Benefits Accumulated	669,118	404,483
Benefits Paid Directly to Participants	(182,480)	(148,841)
Net Increase	955,907	678,162
Actuarial Present Value of Accumulated Plan Benefits at End of Year	$7,749,443	$6,793,536

4. Funding Policy

Contributions to provide benefits under the Plan are made solely by the Company. The Company's contributions to the Plan totaled $900,000 for 2009 and 2008. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Board of Directors with the direction of the Retirement Committee and Milliman. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2009 and 2008.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions set forth by ERISA.

5. Investments

The following presents investments at December 31, 2009 and 2008 that represent 5% or more of the Plan's net assets:

	2009	2008
Charles Schwab Value Advantage Money Fund Select, 4,245,913 and 2,674,138 Shares, Respectively	$4,245,913	$2,674,138
Charles Schwab Advisor Cash Premier Fund, 2,033,686 Shares	*	2,033,686
Other Investments Less than 5% of Net Assets	5,703,934	3,602,549
	$9,949,847	$8,310,373

*Investment not over 5% for applicable year

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $822,683 and $(1,234,718), respectively, as follows:

	2009	2008
Government and Municipal Bonds	$ 13,891	$ 5,628
Corporate Bonds	24,659	(55,824)
Common Stocks	766,349	(1,134,050)
Mutual Fund	17,784	(50,472)
	$822,683	$(1,234,718)

6. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Common Stocks, Mutual Fund, Corporate Bonds and Government and Municipal Bonds: Valued at the closing price reported on the active market on which the individual securities are traded.

Money Market Funds: Valued at the net asset value of the underlying investments.

6. **Fair Value Measurements** - Continued

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2009.

	Level 1	Level 2	Level 3	Total
Common Stocks:				
Healthcare Stocks	$1,137,670	$	$	$1,137,670
Industrial Goods Stocks	776,145			776,145
Basic Material Stocks	647,949			647,949
Service Stocks	626,945			626,945
Technology Stocks	579,050			579,050
Conglomerate Stocks	440,022			440,022
Consumer Goods Stocks	269,800			269,800
Financial Stocks	202,806			202,806
Total Common Stocks	4,680,387			4,680,387
Government Bonds	663,308			663,308
"A" Rated Corporate Bonds	227,642			227,642
Growth Mutual Fund	121,392			121,392
Money Market Funds	4,257,118			4,257,118
Total Investments at Fair Value	$9,949,847	$	$	$9,949,847

6. **Fair Value Measurements** - Continued

The following table presents by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2008.

	Level 1	Level 2	Level 3	Total
Common Stocks:				
Healthcare Stocks	$ 679,486	$	$	$ 679,486
Service Stocks	528,229			528,229
Basic Material Stocks	358,728			358,728
Industrial Goods Stocks	248,619			248,619
Conglomerate Stocks	222,195			222,195
Financial Stocks	215,031			215,031
Consumer Goods Stocks	195,108			195,108
Technology Stocks	95,256			95,256
Total Common Stocks	2,542,652			2,542,652
Government Bonds	642,361			642,361
"A" Rated Corporate Bonds	313,928			313,928
Growth Mutual Fund	103,608			103,608
Money Market Funds	4,707,824			4,707,824
Total Investments at Fair Value	$8,310,373	$	$	$8,310,373

7. **Tax Status**

The Plan is qualified as a defined benefit pension plan under Section 401(a) of the Internal Revenue Code and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code.

The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the financial statements.

8. Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations.

Generally, the Pension Benefit Guaranty Corporation (PBGC) guarantees most vested normal retirement age benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

9. Related Party Transaction

Certain Plan investments are shares of funds and accounts managed by Charles Schwab and Company, Inc. (Charles Schwab). Charles Schwab is the custodian of the Plan, and therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL INFORMATION

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) -- SCHEDULE H - ITEM 4i

FOR THE YEAR ENDED DECEMBER 31, 2009

Employer Identification Number 47-0591908
Plan Number 001

	Description of Investment	Shares	Cost	Current Value
Amgen, Inc.	Common Stock	4,050	$ 207,610	$ 229,109
Boeing Co.	Common Stock	5,600	329,997	303,128
BP PLC	Common Stock	5,850	227,483	339,124
Bristol-Meyers Squibb Company	Common Stock	8,850	202,774	223,463
CVS Caremark Corporation	Common Stock	5,500	102,891	177,155
Caterpillar, Inc.	Common Stock	8,300	255,220	473,017
Devon Energy Corporation	Common Stock	1,900	124,450	139,650
General Electric Company	Common Stock	7,500	238,547	113,475
Honda Motor Co., Ltd.	Common Stock	4,200	135,498	142,380
Johnson & Johnson	Common Stock	4,350	237,505	280,183
Kimberly-Clark Corporation	Common Stock	2,000	97,857	127,420
McDonald's Corporation	Common Stock	1,875	104,938	117,075
Microsoft Corporation	Common Stock	10,900	243,459	332,232
Pfizer Inc.	Common Stock	5,200	149,740	94,588
The Bank of New York Mellon Corporation	Common Stock	3,750	99,513	104,888
Tsakos Energy Navigation Ltd.	Common Stock	7,200	148,257	105,552
U.S. Bancorp	Common Stock	4,350	98,579	97,918
Valero Energy Corporation	Common Stock	10,100	359,587	169,175
Verizon Communications	Common Stock	7,450	243,392	246,818
Wal-Mart Stores, Inc.	Common Stock	4,250	195,360	227,163
Zimmer Holdings, Inc.	Common Stock	5,250	336,368	310,327
3M Company	Common Stock	3,950	252,711	326,547
Total Common Stocks			4,391,736	4,680,387
Federal Home Loan Bank 4.40%	Government and Municipal Bonds	125,000	122,583	127,334
Brownsville Texas Utility 4.964%	Government and Municipal Bonds	100,000	100,278	107,760
Gainsville Florida Utility System Revenue 4.190%	Government and Municipal Bonds	100,000	100,414	103,733
Indiana Bond Bank 5.30%	Government and Municipal Bonds	100,000	100,146	108,658
San Luis Obispo County California 4.20%	Government and Municipal Bonds	125,000	115,939	117,549
Tennessee Valley 0.00%	Government and Municipal Bonds	125,000	73,740	98,274
Total Government and Municipal Bonds			613,100	663,308
Goldman Sachs 4.75%	Corporate Bonds	125,000	119,945	130,755
Bank of America 5.49%	Corporate Bonds	100,000	96,005	96,887
Total Corporate Bonds			215,950	227,642
PowerShares Water Resources	Mutual Fund	7,200	126,695	121,392

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CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) – SCHEDULE H - ITEM 4i - Continued

FOR THE YEAR ENDED DECEMBER 31, 2009

	Description of Investment	Shares	Cost	Current Value
*Charles Schwab Advisor Cash Premier Fund	Money Market Fund	11,205	$ 11,205	$ 11,205
*Charles Schwab Value Advantage Money Fund Select	Money Market Fund	4,245,913	4,245,913	4,245,913
Total Money Market Funds			4,257,118	4,257,118
Total Investment Assets			**$9,604,599**	**$9,949,847**

*Party-in-Interest

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS -- SCHEDULE H - ITEM 4j

FOR THE YEAR ENDED DECEMBER 31, 2009

Employer Identification Number 47-0591908
Plan Number 001

	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)	Number of Transactions
*Charles Schwab Advisor Cash Premier Fund	$1,433,071	$	$1,433,071	$	$	88
*Charles Schwab Value Advantage Money Fund Select	4,547,309		4,547,309			14
*Charles Schwab Advisor Cash Premier Fund		3,455,553		3,455,553		24
*Charles Schwab Value Advantage Money Fund Select		2,975,534		2,975,534		3

*Party-in-Interest

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) -- SCHEDULE H - ITEM 4i

FOR THE YEAR ENDED DECEMBER 31, 2009

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Plan Number 001

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Continued on Next Page

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR) – SCHEDULE H - ITEM 4i - Continued

FOR THE YEAR ENDED DECEMBER 31, 2009

	Description of Investment	Shares	Cost	Current Value
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Total Money Market Funds			4,257,118	4,257,118
Total Investment Assets			**$9,604,599**	**$9,949,847**

*Party-in-Interest

CENTRAL STATES INDEMNITY CO. OF OMAHA EMPLOYEES' PENSION PLAN

SCHEDULE OF REPORTABLE TRANSACTIONS -- SCHEDULE H - ITEM 4j

FOR THE YEAR ENDED DECEMBER 31, 2009

Employer Identification Number 47-0591908
Plan Number 001

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*Charles Schwab Advisor Cash Premier Fund		3,455,553		3,455,553		24
*Charles Schwab Value Advantage Money Fund Select		2,975,534		2,975,534		3

*Party-in-Interest