24260200220100103

QUARTERLY STATEMENT

As of September 30, 2002

of the Condition and Affairs of the

PROGRESSIVE CASUALTY INSURANCE COMPANY

NAIC Group Code..... 155, 155 (Current Period) (Prior Period)
NAIC Company Code..... 24260
Employer's ID Number..... 34-6513736

Organized under the Laws of OHIO
State of Domicile or Port of Entry OHIO
Country of Domicile US

Incorporated..... November 17, 1956
Commenced Business..... December 11, 1956

Statutory Home Office	6300 WILSON MILLS ROAD, W33 ….. MAYFIELD VILLAGE ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	
Main Administrative Office	6300 WILSON MILLS ROAD, W33 ….. MAYFIELD VILLAGE ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	440-461-5000 (Area Code) (Telephone Number)
Mail Address	6300 WILSON MILLS ROAD, W33 ….. MAYFIELD VILLAGE ..... OH ..... 44143-2182 (Street and Number or P. O. Box) (City or Town, State and Zip Code)	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33 ….. MAYFIELD VILLAGE ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	440-461-5000 (Area Code) (Telephone Number)
Internet Website Address	PROGRESSIVE.COM	
Statement Contact	ROBERT WILLIAM HEIN (Name)	440-395-4460 (Area Code) (Telephone Number) (Extension)
	Financial_Reporting@Progressive.com (E-Mail Address)	440-446-7168 (Fax Number)
Policyowner Relations Contact	6300 WILSON MILLS ROAD, E61 ….. MAYFIELD VILLAGE ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	(Area Code) (Telephone Number) (Extension)

POLICYHOLDER SERVICES AND CLAIMS REPORTING -- 1-800-PROGRESSIVE (1-800-776-4737)

OFFICERS

President ..... GLENN MORRIS RENWICK
Treasurer ..... STEPHEN DAVID PETERSON
Secretary ..... DANE ALLEN SHRALLOW

VICE PRESIDENTS

JEFFREY WAYNE BASCH (VP/ASST. TREASURER)
WILLIAM THOMAS FORRESTER, II (VICE PRESIDENT)
TIMOTHY FRANCIS KASELONIS (ASST.VICE PRESIDENT)
JAMES LEE KUSMER (VP/ASST. TREASURER)
KATHLEEN MARY CERNY (ASST. SECRETARY)
CHARLES ELWOOD JARRETT (VICE PRESIDENT)
THOMAS ALFRED KING (VICE PRESIDENT)
DANE ALLEN SHRALLOW(VICE PRESIDENT)

ECTORS OR TRUSTEES

State of........Ohio
County of.....Cuyahoga

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

(Signature)	(Signature)	(Signature)
GLENN MORRIS RENWICK	KATHLEEN MARY CERNY	JEFFREY WAYNE BASCH
(Printed Name)	(Printed Name)	(Printed Name)
President	Assistant Secretary	VP/Assistant Treasurer

Subscribed and sworn to before me this

.............day of November, 2002

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31, Prior Year Net Admitted Assets
1. Bonds	2,496,164,203	2,100,000	2,494,064,203	1,929,312,509
2. Stocks:				
2.1 Preferred stocks	101,067,684		101,067,684	182,757,085
2.2 Common stocks	1,255,411,713		1,255,411,713	1,294,333,523
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	343,997,611		343,997,611	350,845,351
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....414,965,383) and short-term investments ($.....14,634,317)	429,599,700		429,599,700	19,509,094
6. Other invested assets	249,500		249,500	249,500
7. Receivable for securities	4,419,135		4,419,135	5,505,122
8. Aggregate write-ins for invested assets	0	0	0	0
9. Subtotals, cash and invested assets (Lines 1 to 8)	4,630,909,546	2,100,000	4,628,809,546	3,782,512,184
10. Agents' balances or uncollected premiums:				
10.1 Premiums and agents' balances in course of collection	86,858,993	6,924,819	79,934,174	72,859,530
10.2 Premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	948,907,092		948,907,092	667,495,437
10.3 Accrued retrospective premiums	13,203	132	13,071	436,118
11. Funds held by or deposited with reinsured companies	128,861		128,861	39,076
12. Bills receivable, taken for premiums			0	
13. Amounts receivable under high deductible policies	3,087		3,087	2,546
14. Reinsurance recoverables on loss and loss adjustment expense payments	7,591,116		7,591,116	9,765,053
15. Federal and foreign income tax recoverable and interest thereon (including $.....234,171,567 net deferred tax asset)	326,689,461	92,517,894	234,171,567	185,119,051
16. Guaranty funds receivable or on deposit			0	
17. Electronic data processing equipment and software	24,564,726		24,564,726	22,066,270
18. Interest, dividends and real estate income due and accrued	29,245,881		29,245,881	21,497,035
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	
20. Receivable from parent, subsidiaries and affiliates			0	
21. Amounts due from/to protected cells			0	
22. Equities and deposits in pools and associations			0	
23. Amounts receivable relating to uninsured accident and health plans			0	
24. Other assets nonadmitted	79,687,594	79,687,594	0	
25. Aggregate write-ins for other than invested assets	29,170,459	29,001,699	168,760	921
26. Total assets excluding protected cell assets (Lines 9 through 25)	6,163,770,019	210,232,138	5,953,537,881	4,761,793,221
27. Protected cell assets			0	
28. TOTALS (Lines 26 and 27)	6,163,770,019	210,232,138	5,953,537,881	4,761,793,221

DETAILS OF WRITE-INS

0801.			0	
0802.			0	
0803.			0	
0898. Summary of remaining write-ins for Line 8 from overflow page	0	0	0	0
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)	0	0	0	0
2501. LEASEHOLD IMPROVEMENTS	13,149,616	13,149,616	0	
2502. PREPAID EXPENSES	12,840,509	12,840,509	0	
2503. MISCELLANEOUS OTHER ASSETS	2,826,749	2,657,989	168,760	921
2598. Summary of remaining write-ins for Line 25 from overflow page	353,585	353,585	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	29,170,459	29,001,699	168,760	921

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31, Prior Year
1.	Losses (current accident year $.....691,381,555)	1,383,355,187	1,233,060,501
2.	Reinsurance payable on paid losses and loss adjustment expenses	461,106,076	399,959,267
3.	Loss adjustment expenses	316,467,050	277,531,359
4.	Commissions payable, contingent commissions and other similar charges	7,480,448	6,401,166
5.	Other expenses (excluding taxes, licenses and fees)	159,476,455	89,465,444
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	24,362,050	26,189,287
7.	Federal and foreign income taxes (including $..........0 on realized capital gains (losses) (including $..........0 net deferred tax liability)		
8.	Borrowed money $..........0 and interest thereon $..........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....1,460,943,209 and including warranty reserves of $..........0)	1,605,904,133	1,306,935,582
10.	Advance premium	7,410,292	4,674,912
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	9,568,317	12,616,770
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others	1,754,783	2,463,721
15.	Remittances and items not allocated		
16.	Provision for reinsurance	2,302,905	2,132,000
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	63,374,956	47,628,726
19.	Payable to parent, subsidiaries and affiliates	384,885,373	92,127,558
20.	Payable for securities	188,102,789	2,841,901
21.	Liability for amounts held under uninsured accident and health plans		
22.	Capital notes $..... and interest thereon $		
23.	Aggregate write-ins for liabilities	8,050,661	6,934,946
24.	Total liabilities excluding protected cell liabilities (Lines 1 through 23)	4,623,601,475	3,510,963,140
25.	Protected cell liabilities		
26.	Total liabilities (Lines 24 and 25)	4,623,601,475	3,510,963,140
27.	Aggregate write-ins for special surplus funds	0	0
28.	Common capital stock	3,000,000	3,000,000
29.	Preferred capital stock		
30.	Aggregate write-ins for other than special surplus funds	0	0
31.	Surplus notes		
32.	Gross paid in and contributed surplus	373,988,394	373,988,394
33.	Unassigned funds (surplus)	952,948,012	873,841,687
34.	Less treasury stock, at cost:		
	34.1 ....0.000 shares common (value included in Line 28 $..........0)		
	34.2 ....0.000 shares preferred (value included in Line 29 $..........0)		
35.	Surplus as regards policyholders (Lines 27 to 33, less 34)	1,329,936,406	1,250,830,081
36.	TOTALS	5,953,537,881	4,761,793,221

DETAILS OF WRITE-INS

2301.	STATE PLAN LIABILITY	6,337,910	4,552,705
2302.	UNEARNED FEE RESERVE	1,243,060	1,134,904
2303.	ESCHEATABLE PROPERTY	235,046	429,864
2398.	Summary of remaining write-ins for Line 23 from overflow page	234,645	817,473
2399.	Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	8,050,661	6,934,946
2701.			
2702.			
2703.			
2798.	Summary of remaining write-ins for Line 27 from overflow page	0	0
2799.	Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	0	0
3001.			
3002.			
3003.			
3098.	Summary of remaining write-ins for Line 30 from overflow page	0	0
3099.	Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Previous Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....636,644,149)	559,319,067	400,873,441	557,542,068
1.2 Assumed (written $.....5,931,642,103)	5,443,464,049	4,529,746,064	6,146,161,730
1.3 Ceded (written $.....3,106,198,866)	2,839,664,283	2,331,821,419	3,171,007,844
1.4 Net (written $.....3,462,087,386)	3,163,118,833	2,598,798,086	3,532,695,954
DEDUCTIONS:			
2. Losses incurred (current accident year $.....1,805,021,106):			
2.1 Direct	323,232,573	226,891,474	308,774,064
2.2 Assumed	3,097,932,662	2,711,279,806	3,667,178,707
2.3 Ceded	1,617,142,526	1,388,182,845	1,878,422,106
2.4 Net	1,804,022,709	1,549,988,435	2,097,530,665
3. Loss expenses incurred	423,477,891	380,442,653	503,972,297
4. Other underwriting expenses incurred	734,302,687	590,333,225	806,799,960
5. Aggregate write-ins for underwriting deductions	179,356	0	0
6. Total underwriting deductions (Lines 2 through 5)	2,961,982,643	2,520,764,313	3,408,302,922
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	201,136,190	78,033,773	124,393,032
INVESTMENT INCOME			
9. Net investment income earned	107,560,751	108,042,796	225,995,337
10. Net realized capital gains (losses)	37,076,540	(33,631,786)	(35,386,935)
11. Net investment gain (loss) (Lines 9 + 10)	144,637,291	74,411,010	190,608,402
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....1,919,024 amount charged off $.....31,130,947)	(29,211,923)	(21,405,133)	(29,315,073)
13. Finance and service charges not included in premiums	11,437,290	9,596,897	12,942,306
14. Aggregate write-ins for miscellaneous income	45,051,505	38,345,587	51,587,292
15. Total other income (Lines 12 through 14)	27,276,872	26,537,351	35,214,525
16. Net income before dividends to policyholders and before federal and foreign income taxes (Lines 8 + 11 + 15)	373,050,353	178,982,134	350,215,959
17. Dividends to policyholders			
18. Net income after dividends to policyholders but before federal and foreign income taxes (Line 16 minus Line 17)	373,050,353	178,982,134	350,215,959
19. Federal and foreign income taxes incurred	166,062,025	64,268,547	90,053,343
20. Net income (Line 18 minus Line 19) (to Line 22)	206,988,328	114,713,587	260,162,616
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 previous year	1,250,830,081	987,419,427	987,419,427
GAINS AND (LOSSES) IN SURPLUS			
22. Net income (from Line 20)	206,988,328	114,713,587	260,162,616
23. Net unrealized capital gains or losses	(97,617,744)	11,129,667	8,837,306
24. Change in net unrealized foreign exchange capital gain (loss)			
25. Change in net deferred income taxes	51,700,184	35,442,781	1,392,895
26. Change in nonadmitted assets	(81,793,538)	(39,095,150)	50,010,508
27. Change in provision for reinsurance	(170,905)	(1,019,191)	(990,000)
28. Change in surplus notes			
29. Surplus (contributed to) withdrawn from protected cells			
30. Cumulative effect of changes in accounting principles		183,997,329	183,997,329
31. Capital changes:			
31.1 Paid in			
31.2 Transferred from surplus (Stock Dividend)			
31.3 Transferred to surplus			
32. Surplus adjustments:			
32.1 Paid in			
32.2 Transferred to capital (Stock Dividend)			
32.3 Transferred from capital			
33. Net remittances from or (to) Home Office			
34. Dividends to stockholders			(240,000,000)
35. Change in treasury stock			
36. Aggregate write-ins for gains and losses in surplus	0	0	0
37. Change in surplus as regards policyholders (Lines 22 through 36)	79,106,325	305,169,023	263,410,654
38. Surplus as regards policyholders, as of statement date (Lines 21 plus 37)	1,329,936,406	1,292,588,450	1,250,830,081

DETAILS OF WRITE-INS

0501. 2002 PRIVATE PASSENGER AUTO ESCROW	179,356		
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	179,356	0	0
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED	38,895,465	34,834,759	46,339,202
1402. SERVICE BUSINESS REVENUE	2,789,165	1,671,050	2,451,562
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	2,626,138	1,404,873	2,127,670
1498. Summary of remaining write-ins for Line 14 from overflow page	740,737	434,905	668,858
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	45,051,505	38,345,587	51,587,292
3601.			
3602.			
3603.			
3698. Summary of remaining write-ins for Line 36 from overflow page	0	0	0
3699. Totals (Lines 3601 thru 3603 plus 3698) (Line 36 above)	0	0	0

CASH FLOW

		1 Current Year to Date	2 Prior Year Ended December 31
	CASH FROM OPERATIONS		
1.	Premiums collected net of reinsurance	3,168,524,104	3,326,312,061
2.	Loss and loss adjustment expenses paid (net of salvage and subrogation)	1,959,203,788	2,310,386,588
3.	Underwriting expenses paid	665,039,631	781,423,300
4.	Other underwriting income (expenses)	(179,356)	
5.	Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	544,101,329	234,502,173
6.	Net investment income	117,214,003	245,744,562
7.	Other income (expenses):		
	7.1 Agents' balances charged off	(27,776,535)	(27,569,519)
	7.2 Net funds held under reinsurance treaties	(89,785)	19,569
	7.3 Net amount withheld or retained for account of others	(708,938)	2,463,721
	7.4 Aggregate write-ins for miscellaneous items	56,488,795	64,529,598
	7.5 Total other income (Lines 7.1 to 7.4)	27,913,537	39,443,369
8.	Dividends to policyholders on direct business, less $...............0 dividends on reinsurance assumed or ceded (net)		
9.	Federal and foreign income taxes (paid) recovered	(166,062,025)	(90,053,343)
10.	Net cash from operations (Line 5 plus Line 6 plus Line 7.5 minus Line 8 plus Line 9)	523,166,844	429,636,761
	CASH FROM INVESTMENTS		
11.	Proceeds from investments sold, matured or repaid:		
	11.1 Bonds	1,945,947,738	4,077,466,088
	11.2 Stocks	187,141,342	524,210,150
	11.3 Mortgage loans		
	11.4 Real estate		
	11.5 Other invested assets		
	11.6 Net gains or (losses) on cash and short-term investments		773
	11.7 Miscellaneous proceeds	186,346,875	1,334,179
	11.8 Total investment proceeds (Lines 11.1 to 11.7)	2,319,435,955	4,603,011,190
12.	Cost of investments acquired (long-term only):		
	12.1 Bonds	2,501,286,842	4,130,717,412
	12.2 Stocks	222,306,353	680,400,315
	12.3 Mortgage loans		
	12.4 Real estate	1,885,562	14,309,032
	12.5 Other invested assets		
	12.6 Miscellaneous applications		100,078,355
	12.7 Total investments acquired (Lines 12.1 to 12.6)	2,725,478,757	4,925,505,114
13.	Net cash from investments (Line 11.8 minus Line 12.7)	(406,042,802)	(322,493,924)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
14.	Cash provided:		
	14.1 Surplus notes, capital and surplus paid in		
	14.2 Capital notes $..........0 less amounts repaid $..........0		
	14.3 Net transfers from affiliates	292,757,815	
	14.4 Borrowed funds received		
	14.5 Other cash provided	3,851,095	10,202,627
	14.6 Total (Lines 14.1 to 14.5)	296,608,910	10,202,627
15.	Cash applied:		
	15.1 Dividends to stockholders paid		240,000,000
	15.2 Net transfers to affiliates		17,768,323
	15.3 Borrowed funds repaid		
	15.4 Other applications	3,642,346	1,628,508
	15.5 Total (Lines 15.1 to 15.4)	3,642,346	259,396,831
16.	Net cash from financing and miscellaneous sources (Line 14.6 minus Line 15.5)	292,966,564	(249,194,204)
	RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
17.	Net change in cash and short-term investments (Line 10, plus Line 13, plus Line 16)	410,090,606	(142,051,366)
18.	Cash and short-term investments:		
	18.1 Beginning of year	19,509,094	161,560,460
	18.2 End of period (Line 17 plus Line 18.1)	429,599,700	19,509,094

DETAILS OF WRITE-INS

07.401	FINANCE & SERVICE CHARGE REVENUE ASSUMED	38,895,465	46,339,202
07.402	FINANCE AND SERVICES CHARGES NOT INCLUDED IN PREMIUMS	11,437,290	12,942,306
07.403	SERVICE BUSINESS REVENUE	2,789,165	2,451,562
07.498	Summary of remaining write-ins for Line 7.4 from overflow page	3,366,875	2,796,528
07.499	Total (Lines 7.401 to 7.403 plus 7.498) (Line 7.4 above)	56,488,795	64,529,598

9. Income Taxes

A. Current Tax

The significant components of the provision for Federal income tax are as follows:

Description	2002	2001
Current income tax expense	$ 168,169,442	$ 96,628,143
Audit adjustment : 1997-98 IRS examination	--	(1,322,393)
Prior year underaccrual (overaccrual)	(2,107,417)	(5,252,407)
Current income taxes incurred	$ 166,062,025	$ 90,053,343

B. Operating Loss and Tax Credit Carryforwards

1) Progressive Casualty Insurance Company (the “Company”) has no operating loss or tax credit carryforwards available.

2) The amount of Federal income taxes incurred and available for recoupment by the Company in the event of future net losses is equal to approximately $168,169,442 for the current tax year and $97,840,841 for the first preceding year. The amounts that can be recouped may be subject to the alternative minimum tax rules, and therefore may be limited.

C. Consolidated Federal Income Tax Return

1) The Company’s Federal income tax return is consolidated with The Progressive Corporation (“TPC”), a publicly traded holding company incorporated in Ohio, and all of its wholly-owned United States subsidiaries as detailed in Schedule Y, Part 1.

2) The method of allocation between the companies is subject to written agreement and is jointly approved by an officer of TPC and the Company. The allocation is based upon separate tax return calculations with current credit for net losses or other items utilized in the consolidated tax return. Intercompany tax balances are settled monthly.

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

A. Transfers of Receivables Reported as Sales

Not applicable

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

The Company had no wash sales of securities with a NAIC rating of 3 or below during the year.

32. Agents’ Balances Certification, Florida Statute 625.012 (5):

The Company reported net admitted premiums and agents’ balances in course of collection of $79,934,174 at September 30, 2002. Of this amount there were no premiums due from a controlled or controlling person.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? Yes [ ] No [X]

1.2 If yes, explain:....................

2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

2.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

3.2 If yes, date of change: ....
If not previously filed, furnish herewith a certified copy of the instrument as amended.

4. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]
If yes, attach an organizational chart.

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

5.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that ceased to exist as a result of the merger or consolidation.

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

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]

If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. ....12/31/1997.....................

7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....12/31/1997.....................

7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....01/06/2000.....................

7.4 By what department or departments?................................. OHIO

8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [ ] No [X]

8.2 If yes, give full information:

GENERAL INTERROGATORIES (continued)

INVESTMENT

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

9.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [ ] No [X]

9.2 If yes, explain:....................

10.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

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

11. Amount of real estate and mortgages held in other invested assets in Schedule BA: $.................................249,500

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

13.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

13.2 If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
13.21 Bonds	$..............................0	$...0
13.22 Preferred Stock	$..............................0	$...0
13.23 Common Stock	$.............569,164,924	$..........................613,760,569
13.24 Short-Term Investments	$..............................0	$...0
13.25 Mortgages, Loans or Real Estate	$..............................0	$...0
13.26 All Other	$..............................0	$...0
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26)	$.............569,164,924	$..........................613,760,569
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above	$..............................0	$...0
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above	$..............................0	$...0

14.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [ ] No [X]

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

15. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General, Section IV.H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
STATE STREET	801 PENNSYLVANIA AVENUE KANSAS CITY, MO 64105

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

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

15.3 Have there been any changes, including name changes, in the custodian(s) identified in 15.1 during the current year? Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
30107	STATE STREET GLOBAL MARKETS, LLC	225 FRANKLIN STREET BOSTON, MA 02110

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [ ] No [X] N/A [ ]
   If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [ ] No [X]
   If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [ ] No [X]

3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation liabilities tabular reserves (see annual statement instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero? Yes [ ] No [X]

4.2 If yes, complete the following schedule:

1	2	3	Total Discount				Discount Taken During Period			
			4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Disc. Rate	Unpaid Losses	Unpaid LAE	IBNR	Total	Unpaid Losses	Unpaid LAE	IBNR	Total
						0				0
Total	XXX	XXX	0	0	0	0	0	0	0	0

SCHEDULE A - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period	350,845,351	348,850,977	345,450,627	347,184,201
2. Increase (decrease) by adjustment	(2,793,789)	(3,018,815)	(2,920,698)	(10,647,882)
3. Cost of acquired				3,649,664
4. Cost of additions to and permanent improvements	799,415	(381,535)	1,467,682	10,659,368
5. Total profit (loss) on sales				
6. Increase (decrease) by foreign exchange adjustment				
7. Amount received on sales				
8. Book/adjusted carrying value at end of current period	348,850,977	345,450,627	343,997,611	350,845,351
9. Total valuation allowance				
10. Subtotal (Lines 8 plus 9)	348,850,977	345,450,627	343,997,611	350,845,351
11. Total nonadmitted amounts				
12. Statement value, current period (Page 2, real estate lines, current period)	348,850,977	345,450,627	343,997,611	350,845,351

SCHEDULE B - VERIFICATION

NONE

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/recorded investment excluding accrued interest on mortgages owned, beginning of period	0	0	0	
2. Amount loaned during period:				
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount and mortgage interest points and commitment fees				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0	0	0
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)	0	0	0	0
12. Total nonadmitted amounts				
13. Statement value of mortgages owned at end of current period	0	0	0	0

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, beginning of period	249,500	249,500	249,500	249,500
2. Cost of acquisitions during period:				
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book/adjusted carrying value of long-term invested assets at end of current period	249,500	249,500	249,500	249,500
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)	249,500	249,500	249,500	249,500
12. Total nonadmitted amounts				
13. Statement value of long-term invested assets at end of current period	249,500	249,500	249,500	249,500

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Statement Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Statement Value End of First Quarter	6 Statement Value End of Second Quarter	7 Statement Value End of Third Quarter	8 Statement Value December 31 Prior Year
BONDS								
1. Class 1	2,061,704,538	1,017,759,523	928,082,054	(22,097,327)	1,899,798,092	2,061,704,538	2,129,284,680	1,666,867,009
2. Class 2	293,728,662	41,006,223	32,631,595	10,720,419	185,811,335	293,728,662	312,823,709	201,675,813
3. Class 3	49,346,118		1,196,792	(1,487,124)	40,399,452	49,346,118	46,662,202	41,191,166
4. Class 4	21,103,817		11,289,285	8,193,550	20,030,073	21,103,817	18,008,082	21,234,782
5. Class 5				598,000			598,000	
6. Class 6	3,422,801				3,422,801	3,422,801	3,422,801	3,422,801
7. Total Bonds	2,429,305,936	1,058,765,746	973,199,726	(4,072,482)	2,149,461,753	2,429,305,936	2,510,799,474	1,934,391,570
PREFERRED STOCK								
8. Class 1	6,655,851	44,848,472	65,457,865	69,480,880	67,474,219	6,655,851	55,527,338	69,382,727
9. Class 2	113,876,621			(68,336,274)	113,293,414	113,876,621	45,540,347	113,374,359
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	120,532,472	44,848,472	65,457,865	1,144,606	180,767,633	120,532,472	101,067,685	182,757,086
15. Total Bonds and Preferred Stock	2,549,838,408	1,103,614,218	1,038,657,591	(2,927,876)	2,330,229,386	2,549,838,408	2,611,867,159	2,117,148,656

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Amount of Interest Received Current Quarter	5 Paid for Accrued Interest
8099999. Totals	14,634,317	XXX	14,642,806	32,748	

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period	2,979,063	95,188,598	56,362,337	68,949,163
2. Cost of short-term investments acquired	664,456,570	813,662,212	462,047,991	4,109,452,925
3. Increase (decrease) by adjustment	(137)	(4,122)	(4,231)	(105,419)
4. Increase (decrease) by foreign exchange adjustment				
5. Total profit (loss) on disposal of short-term investments				773
6. Consideration received on disposal of short-term investments	572,246,898	852,484,351	503,771,780	4,175,318,379
7. Book/adjusted carrying value, current period	95,188,598	56,362,337	14,634,317	2,979,063
8. Total valuation allowance				
9. Subtotal (Lines 7 plus 8)	95,188,598	56,362,337	14,634,317	2,979,063
10. Total nonadmitted amounts				
11. Statement value (Lines 9 minus 10)	95,188,598	56,362,337	14,634,317	2,979,063
12. Income collected during period	36,245	121,841	90,575	1,683,295
13. Income earned during period	4,774	136,841	75,579	1,583,796

Sch. DB-Part F-Section 1
NONE

Sch. DB-Part F-Section 2
NONE

Sch. F
NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
States, Etc.	Is Insurer Licensed? (Yes or No)	2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama AL	YES	10,953,995	3,617,025	5,319,580	849,381	1,539,249	1,231,723
2. Alaska AK	YES	9,566,718	5,708,617	3,648,016	2,335,251	3,237,512	3,563,700
3. Arizona AZ	YES	44,192,119	30,894,117	17,477,964	12,948,458	14,339,758	10,732,879
4. Arkansas AR	YES	22,507,022	15,214,649	10,140,291	6,789,894	7,260,148	5,142,779
5. California CA	YES	128,216,653	82,632,273	39,318,215	29,002,750	65,390,313	39,883,740
6. Colorado CO	YES	39,695,523	34,491,450	22,772,066	20,088,196	23,628,087	19,115,159
7. Connecticut CT	YES	2,553,051	2,452,713	617,685	585,236	3,373,354	2,703,136
8. Delaware DE	YES	2,435,856	1,775,814	743,488	1,314,516	849,058	452,494
9. District of Columbia DC	YES	994,053	191,615	187,859	9,411	360,577	133,114
10. Florida FL	YES	1,657,631	2,799,476	1,040,284	1,123,667	5,146,653	5,901,979
11. Georgia GA	YES	8,058,042	10,604,077	7,740,311	6,713,598	4,004,397	5,335,094
12. Hawaii HI	YES	8,812,699	5,727,325	3,455,150	2,131,014	3,038,627	2,303,235
13. Idaho ID	YES	6,176,568	4,543,370	2,684,398	1,406,543	2,119,900	2,263,098
14. Illinois IL	YES	14,341,531	10,006,555	5,825,950	4,863,235	9,753,049	7,784,545
15. Indiana IN	YES	8,029,024	13,339,710	8,195,671	6,626,120	8,474,751	6,818,061
16. Iowa IA	YES	1,201,661	377,780	63,519	48,214	736,736	792,995
17. Kansas KS	YES	5,852,819	5,745,631	2,793,573	4,060,301	1,390,673	2,368,931
18. Kentucky KY	YES	38,783	148,018	38,986	87,018	454,322	505,476
19. Louisiana LA	YES	585,870	379,829	127,485	(102,271)	1,077,477	1,135,352
20. Maine ME	YES	18,854,832	16,923,721	8,455,573	7,745,940	13,911,515	11,258,841
21. Maryland MD	YES	8,609,777	8,996,665	5,879,051	10,124,648	5,275,168	6,093,712
22. Massachusetts MA	YES	1,611,513	1,515,397	103,405	109,470	3,050,380	4,008,723
23. Michigan MI	YES	1,398,124	1,729,165	747,302	198,515	4,294,272	4,416,948
24. Minnesota MN	YES	15,397,731	11,458,304	6,721,545	6,740,959	5,723,057	4,665,172
25. Mississippi MS	YES	1,002,079	1,021,180	1,916,312	104,057	(285,151)	1,748,935
26. Missouri MO	YES	14,300,500	10,165,379	6,127,145	5,882,072	4,111,827	3,370,488
27. Montana MT	YES	8,557,504	5,045,209	3,131,179	1,757,207	2,147,991	1,873,864
28. Nebraska NE	YES	1,776,029	1,337,301	1,391,355	617,587	1,409,967	1,810,929
29. Nevada NV	YES	19,066,877	16,751,874	10,295,483	10,103,919	9,496,165	9,486,934
30. New Hampshire NH	YES	5,283,122	6,199,848	3,158,148	3,976,107	4,401,015	3,847,557
31. New Jersey NJ	YES	1,687,811	1,440,990	680,230	1,872,321	4,024,460	6,145,805
32. New Mexico NM	YES	2,443,794	2,658,711	1,952,058	1,528,454	1,665,519	2,009,970
33. New York NY	YES	5,471,803	5,648,373	2,636,258	3,304,869	10,217,434	12,418,644
34. North Carolina NC	YES	10,108,107	10,026,478	3,696,051	4,199,377	7,831,746	6,779,089
35. North Dakota ND	YES	147,236	106,908	4,349	358	200,735	123,521
36. Ohio OH	YES	45,883,534	9,213,229	18,331,064	3,093,154	7,690,708	5,069,801
37. Oklahoma OK	YES	13,119,390	4,878,257	5,000,157	385,294	2,845,809	696,293
38. Oregon OR	YES	641,418	291,751	309,331	215,224	201,960	509,270
39. Pennsylvania PA	YES	9,786,453	1,719,986	470,592	958,106	4,380,802	4,642,463
40. Rhode Island RI	YES	4,160,252	2,874,927	2,633,603	1,559,047	7,106,890	3,091,489
41. South Carolina SC	YES	17,604,888	12,953,135	9,429,001	4,841,005	5,442,822	3,672,862
42. South Dakota SD	YES	1,722,946	792,208	370,629	132,615	703,480	426,285
43. Tennessee TN	YES	10,969,989	7,769,898	5,032,474	3,789,030	2,670,733	3,092,411
44. Texas TX	YES	12,166,839	11,033,635	5,574,541	3,593,389	6,967,407	6,779,133
45. Utah UT	YES	6,459,299	4,903,618	2,495,844	1,800,640	1,629,835	1,517,885
46. Vermont VT	YES	11,481,565	8,522,810	4,213,885	2,563,059	5,139,420	3,654,752
47. Virginia VA	YES	31,375,956	26,089,871	14,765,004	12,520,459	16,179,934	14,905,643
48. Washington WA	YES	19,074,207	14,021,855	9,116,978	6,812,703	10,008,958	6,612,274
49. West Virginia WV	YES	309,190	278,180	6,310	196,457	1,743,372	1,734,333
50. Wisconsin WI	YES	5,619,835	1,545,182	1,701,586	291,633	1,726,617	524,947
51. Wyoming WY	YES	14,510,865	10,260,536	6,630,639	5,012,040	5,116,231	3,611,764
52. American Samoa AS	NO						
53. Guam GU	YES	20,106	42,575	28,500	2,000	145,059	134,229
54. Puerto Rico PR	YES	183,365	338,421	5,636	200,000	382,764	294,250
55. US Virgin Islands VI	S/L		64,591			125,393	94,223
56. Canada CN	YES	(32,407)	(121,126)	4,763,961	8,105,200	26,580,625	36,419,870
57. Aggregate Other Alien OT	XXX	0	0	0	0	0	0
58. Totals	(a) 53	636,644,147	449,149,086	279,965,670	215,217,447	340,439,560	295,710,799

DETAILS OF WRITE-INS

5701.	XXX						
5702.	XXX						
5703.	XXX						
5798. Summary of remaining write-ins for Line 57 from overflow page	XXX	0	0	0	0	0	0
5799. Totals (Lines 5701 thru 5703 + Line 5798) (Line 57 above)	XXX	0	0	0	0	0	0

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

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

PETER B. LEWIS - 11.3%
THE PROGRESSIVE CORPORATION
(OH) 34-0963169

OWNERSHIP	COMPANY	STATE OF INCORPORATION	FEDERAL IDENTIFICATION NO.	NAIC GROUP AND COMPANY CODES
1	MOUNTAIN LAUREL ASSURANCE COMPANY	PA	23-2599971	155-44180
1	NATIONAL CONTINENTAL INSURANCE COMPANY	NY	06-0281045	155-10243
1	PROGRESSIVE AMERICAN INSURANCE COMPANY	FL	34-1094197	155-24252
1	BAYSIDE UNDERWRITERS INSURANCE AGENCY, INC.	FL	59-2179894	
1	PROGRESSIVE AMERICAN LIFE INSURANCE COMPANY	OH	34-1022982	155-71161
1	PROGRESSIVE LIFE INSURANCE, LTD.	CAICOS		
1	PROGRESSIVE AUTO PRO INSURANCE COMPANY	FL	59-3213815	155-10192
1	PROGRESSIVE CASUALTY INSURANCE COMPANY	OH	34-6513736	155-24260
1	PC INVESTMENT COMPANY	DE	34-1576555	
2	PROGRESSIVE COUNTY MUTUAL INSURANCE COMPANY	TX	74-1082840	155-29203
1	PROGRESSIVE GULF INSURANCE COMPANY	MS	34-1374634	155-42412
2	PROGRESSIVE HOME UNDERWRITERS INSURANCE COMPANY	TX	74-2991115	155-11085
1	PROGRESSIVE SPECIALTY INSURANCE COMPANY	OH	34-1172685	155-32786
1	PROGRESSIVE BAYSIDE INSURANCE COMPANY	FL	31-1193845	155-17350
1	PROGRESSIVE CLASSIC INSURANCE COMPANY	WI	39-1453002	155-42994
1	PROGRESSIVE CONSUMERS INSURANCE COMPANY	FL	59-3213819	155-10194
1	PROGRESSIVE EXPRESS INSURANCE COMPANY	FL	59-3213719	155-10193
1	PROGRESSIVE HALCYON INSURANCE COMPANY	OH	34-1524319	155-16322
1	PROGRESSIVE HAWAII INSURANCE CORP.	OH	99-0311930	155-10067
1	PROGRESSIVE MARATHON INSURANCE COMPANY	CA	33-0350911	155-37605
1	PROGRESSIVE MAX INSURANCE COMPANY	OH	34-0472535	155-24279
1	PROGRESSIVE MICHIGAN INSURANCE COMPANY	MI	34-1787734	155-10187
1	PROGRESSIVE MOUNTAIN INSURANCE COMPANY	CO	93-0935623	155-35190
1	PROGRESSIVE NORTHEASTERN INSURANCE COMPANY	NY	11-3096103	155-10042
1	PROGRESSIVE NORTHERN INSURANCE COMPANY	WI	34-1318335	155-38628
1	PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS	IL	36-3789786	155-21735
1	PROGRESSIVE UNIVERSAL INSURANCE COMPANY OF ILLINOIS	IL	36-3789787	155-21727
1	PROGRESSIVE NORTHWESTERN INSURANCE COMPANY	WA	91-1187829	155-42919
1	PROGRESSIVE PALOVERDE INSURANCE COMPANY	AZ	86-0686869	155-44695
1	PROGRESSIVE PREFERRED INSURANCE COMPANY	OH	34-1287020	155-37834
1	PROGRESSIVE SECURITY INSURANCE COMPANY	LA	72-1269745	155-10050
1	PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY	FL	59-1951700	155-38784
1	PROGRESSIVE WEST INSURANCE COMPANY	CA	95-2676519	155-27804
1	UNITED FINANCIAL CASUALTY COMPANY	MO	36-3298008	155-11770
1	PCIC CANADA HOLDINGS, LTD.	CAN		
1	3841189 CANADA, INC.	CAN		
1	1890 INSURANCE AGENCY, INC	WY	83-0322664	

Ownership: 1. Wholly owned and controlled 2. Affiliate - Controlled, not owned

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

OWNERSHIP	COMPANY	STATE OF INCORPORATION	FEDERAL IDENTIFICATION NO.	NAIC GROUP AND COMPANY CODES
1	MIDLAND FINANCIAL GROUP, INC.	TN	62-1104818	
2	AGENTS FINANCIAL SERVICES, INC.	FL	65-0121341	
1	MIDLAND RISK SERVICES, INC.	TN	62-1346765	
1	MIDLAND RISK SERVICES-ARIZONA, INC	AZ	86-0688693	
1	PROGRESSIVE HOME INSURANCE COMPANY	OH	62-0484104	155-11851
1	SPECIALTY RISK INSURANCE COMPANY	OH	62-1444848	155-44288
1	AIRY INSURANCE CENTER, INC.	PA	23-2523368	
1	EXPRESS QUOTE SERVICES, INC.	FL	65-0288746	
1	GARDEN SUN INSURANCE SERVICES, INC.	HI	99-0311966	
1	GREENBERG FINANCIAL INSURANCE SERVICES, INC.	CA	31-1119149	
1	HUSKY SUN INSURANCE SERVICES, INC.	WA	91-1700619	
1	INSURANCE CONFIRMATION SERVICES, INC.	DE	38-2788841	
1	LAKESIDE INSURANCE AGENCY, INC.	OH	34-6521173	
1	MARYLAND AUTO INSURANCE SOLUTIONS, INC.	MD	52-1519929	
1	MOUNTAINSIDE INSURANCE AGENCY, INC.	CO	84-1080317	
1	PACIFIC MOTOR CLUB	CA	95-2706008	
1	PROGNY AGENCY, INC.	NY	11-3203413	
1	PROGRESSIVE ADJUSTING COMPANY, INC.	OH	34-1574447	
1	PROGRESSIVE AGENCY HOLDINGS CORP.	OH	31-1559175	
1	PROGRESSIVE AUTO PRO INSURANCE AGENCY, INC.	FL	58-1772717	
1	PROGRESSIVE CAPITAL MANAGEMENT CORP.	NY	13-3673368	
1	PROGRESSIVE DIRECTRAC SERVICE CORP.	TX	74-2870646	
1	PROGRESSIVE INSURANCE AGENCY, INC.	OH	34-6513737	
1	PROGRESSIVE INVESTMENT COMPANY, INC.	DE	34-1378861	
1	RRM HOLDINGS, INC.	DE	52-2066127	
1	PROGRESSIVE PREMIUM BUDGET, INC.	OH	34-6530101	
1	PROGRESSIVE RESOURCE SERVICES COMPANY	OH	34-1574448	
1	PROGRESSIVE SPECIALTY INSURANCE AGENCY, INC.	OH	34-1804869	
1	SILVER KEY INSURANCE AGENCY, INC.	NV	88-0342601	
1	THE PROGRESSIVE AGENCY, INC.	VA	54-1394194	
1	THE PROGRESSIVE INSURANCE FOUNDATION	OH	30-0013138	
1	UNITED FINANCIAL INSURANCE AGENCY, INC.	WA	91-1709749	
1	VILLAGE TRANSPORT CORP.	DE	51-0295493	
1	WILSON MILLS LAND CO.	OH	34-1324270	

Ownership: 1. Wholly owned and controlled 2. Affiliate - Controlled, not owned

PART 1 - LOSS EXPERIENCE

	Current Year to Date			4
Lines of Business	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	Prior Year to Date Direct Loss Percentage
1. Fire			0.0	
2. Allied lines		(1,399)	0.0	
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril	8,733,757	4,362,720	50.0	56.9
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	14,126,907	8,657,366	61.3	64.2
10. Financial guaranty			0.0	
11.1. Medical malpractice-occurrence			0.0	
11.2. Medical malpractice-claims made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation		21,291	0.0	
17.1 Other liability-occurrence	6,907,809	3,279,562	47.5	41.9
17.2 Other liability-claims made	20,683,040	5,154,483	24.9	39.2
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability	208,163,722	119,647,145	57.5	59.5
19.3, 19.4 Commercial auto liability	118,812,161	78,439,687	66.0	60.4
21. Auto physical damage	171,278,969	99,182,565	57.9	58.7
22. Aircraft (all perils)			0.0	
23. Fidelity	10,033,730	5,325,550	53.1	(13.7)
24. Surety	390,613	(868,777)	(222.4)	47.4
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
31. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
33. Aggregate write-ins for other lines of business	188,360	32,381	17.2	26.3
34. Totals	559,319,068	323,232,574	57.8	56.6
DETAILS OF WRITE-INS				
3301. Gap addendum	188,360	32,381	17.2	26.3
3302.			0.0	
3303.			0.0	
3398. Sum. of remaining write-ins for Line 33 from overflow page	0	0	0.0	0.0
3399. Totals (Lines 3301 thru 3303 plus 3398) (Line 33)	188,360	32,381	17.2	26.3

PART 2 - DIRECT PREMIUMS WRITTEN

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril	3,596,315	9,613,809	8,462,918
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	7,036,863	19,402,321	15,015,737
10. Financial guaranty			
11.1. Medical malpractice-occurrence			
11.2. Medical malpractice-claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1. Other liability-occurrence	3,506,398	9,418,746	7,726,139
17.2. Other liability-claims made	7,350,455	21,475,694	19,626,666
18.1. Products liability-occurrence			
18.2. Products liability-claims made			
19.1, 19.2 Private passenger auto liability	83,538,877	231,445,567	158,439,648
19.3, 19.4 Commercial auto liability	49,622,935	142,776,754	93,090,472
21. Auto physical damage	68,955,958	193,550,815	135,816,838
22. Aircraft (all perils)			
23. Fidelity	2,817,579	8,378,592	10,387,831
24. Surety	133,405	370,895	371,149
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
31. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
33. Aggregate write-ins for other lines of business	70,673	210,957	211,687
34. Totals	226,629,458	636,644,150	449,149,085
DETAILS OF WRITE-INS			
3301. Gap Addendum	70,673	210,957	211,687
3302.			
3303.			
3398. Sum. of remaining write-ins for Line 33 from overflow page	0	0	0
3399. Totals (Lines 3301 thru 3303 plus 3398) (Line 33)	70,673	210,957	211,687

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (a) (Cols. 1 + 2)	4 2002 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2002 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2002 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (b) (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserves Developed (Savings)/Deficiency (c) (Cols. 11 + 12)
1. 1999 + Prior	213,574	48,465	262,039	97,972	9,353	107,325	112,123	21,155	26,000	159,278	(3,479)	8,043	4,564
2. 2000	294,157	69,472	363,629	139,498	7,437	146,935	158,502	31,029	39,727	229,258	3,843	8,721	12,564
3. Subtotals 2000 + Prior	507,731	117,937	625,668	237,470	16,790	254,260	270,625	52,184	65,727	388,536	364	16,764	17,128
4. 2001	668,321	216,602	884,923	333,251	67,262	400,513	289,610	72,390	101,614	463,614	(45,460)	24,664	(20,796)
5. Subtotals 2001 + Prior	1,176,052	334,539	1,510,591	570,721	84,052	654,773	560,235	124,574	167,341	852,150	(45,096)	41,428	(3,668)
6. 2002	XXX	XXX	XXX	XXX	1,383,498	1,383,498	XXX	629,953	217,721	847,674	XXX	XXX	XXX
7. Totals	1,176,052	334,539	1,510,591	570,721	1,467,550	2,038,271	560,235	754,527	385,062	1,699,824	(45,096)	41,428	(3,668)

8. Prior Year-End's Surplus As Regards Policyholders	1,250,830

Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
1. (3.8)%	2. 12.4 %	3. (0.2)%

Col. 13, Line 7 Line 8
4. (0.3)%

(a) Should equal prior year-end Annual Statement; Page 3, Col. 1, Lines 1 + 3.
(b) Should equal Q.S. Page 3, Col.1, Lines 1 and 3.
(c) Should also equal Cols. 6 + 10 less Col. 3 for Lines 1 through 5 only.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	RESPONSE
1. Will the SVO Compliance Certification be filed with this statement?	YES
2. Will the Trusteed Surplus Statement be filed with the State of Domicile and the NAIC with this statement?	NO
3. Will Supplement A to Schedule T (Medical Malpractice Supplement) be filed with this statement?	NO

EXPLANATIONS:

BAR CODE:

* 2 4 2 6 0 2 0 0 2 4 9 0 0 0 0 0 3 *

* 2 4 2 6 0 2 0 0 2 4 5 0 0 0 0 0 3 *

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31, Prior Year Net Admitted Assets
2504. RECEIVABLE FROM SECURITIES BROKER OVER 15 DAYS OLD	353,585	353,585	0	
2597. Summary of remaining write-ins for Line 25 from Assets	353,585	353,585	0	0

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
2304. OTHER LIABILITIES	234,645	817,473
2397. Summary of remaining write-ins for Line 23 from Liabilities	234,645	817,473

Additional Write-ins for Statement of Income:

	1 Current Year to Date	2 Previous Year to Date	3 Prior Year Ended December 31
1404. MISCELLANEOUS INCOME	740,737	434,905	668,858
1497. Summary of remaining write-ins for Line 14 from Statement of Income	740,737	434,905	668,858

Additional Write-ins for Cash Flow:

	1 Current Year to Date	2 Prior Year Ended December 31
07.404 INTEREST INCOME ON INTERCOMPANY BALANCES	2,626,138	2,127,670
07.405 MISCELLANEOUS INCOME	740,737	668,858
07.497 Summary of remaining write-ins for Line 7.4 from Cash Flow	3,366,875	2,796,528

Sch. A-Part 2
NONE

Sch. A-Part 3
NONE

Sch. B-Part 1
NONE

Sch. B-Part 2
NONE

Sch. BA-Part 1
NONE

Sch. BA-Part 2
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Date Acquired	4 Name of Vendor	5 Number of Shares of Stock	6 Actual Cost	7 Par Value	8 Paid for Accrued Interest and Dividends	9 NAIC Designation (a)
Bonds - U.S. Government								
31359M-NP-4	FANNIE MAE 4.250% 07/15/07	07/31/2002	Goldman Sachs		19,212,420	19,000,000	20,188	1
912827-6T-4	US TREASURY NOTE 5.000% 02/15/11	08/27/2002	Goldman Sachs		927,910	875,000	1,546	1
912827-7L-0	US TREASURY NOTE 4.875% 02/15/12	09/01/2002	PICI Investment		62,357,453	58,880,000	132,600	1
912828-AC-4	US TREASURY NOTE 4.375% 05/15/07	09/01/2002	PICI Investment		57,922,150	55,000,000	712,721	1
912828-AH-3	US TREASURY NOTE 3.250% 08/15/07	09/30/2002	Goldman Sachs		87,642,969	85,000,000	352,819	1PE
0399999.	Total - Bonds - U.S. Government				228,062,902	218,755,000	1,219,874	XXX
Bonds - States, Territories and Possessions								
Connecticut								
20772F-N9-7	CONNECTICUT ST 5.500% 11/15/12	08/22/2002	Merrill Lynch		28,745,250	25,000,000	76,389	1PE
	Connecticut				28,745,250	25,000,000	76,389	XXX
Illinois								
167484-K8-6	CHICAGO ILL 5.000% 01/01/11	09/30/2002	Bear Stearns		4,239,736	3,795,000	16,867	1PE
167484-K9-4	CHICAGO ILL 5.000% 01/01/12	09/30/2002	Bear Stearns		5,647,961	5,035,000	22,378	1PE
213183-Y7-5	COOK CNTY ILL 5.250% 11/15/12	09/30/2002	Union Bank of Switzerland		16,601,610	14,395,000	50,383	1PE
	Illinois				26,489,307	23,225,000	89,628	XXX
Missouri								
606301-EJ-4	MISSOURI ST 4.000% 10/01/07	09/30/2002	JP Morgan Securities		13,395,781	12,485,000		1PE
606301-FD-6	MISSOURI ST 4.000% 10/01/07	09/27/2002	Goldman Sachs		27,378,369	25,540,000		1PE
	Missouri				40,774,150	38,025,000	0	XXX
Tennessee								
592013-S8-0	MET GOVT NASHVILLE & 5.250% 10/15/09	09/27/2002	JP Morgan Securities		5,695,150	5,000,000	121,771	1PE
	Tennessee				5,695,150	5,000,000	121,771	XXX
	United States				101,703,857	91,250,000	287,788	XXX
1799999.	Total - Bonds - States, Territories & Possessions				101,703,857	91,250,000	287,788	XXX
Bonds - Special Revenue and Special Assessment								
Colorado								
196454-DZ-2	COLORADO DEPT TRANS REV 5.250% 06/15/12	08/09/2002	Stifel Nicolaus		6,648,960	6,000,000		1PE
	Colorado				6,648,960	6,000,000	0	XXX
Iowa								
46246L-PK-0	IOWA FIN AUTH SINGLE FA 3.500% 07/01/33	09/20/2002	Union Bank of Switzerland		4,965,000	4,965,000	13,999	1PE
	Iowa				4,965,000	4,965,000	13,999	XXX
Louisiana								
546475-CE-2	LOUISIANA ST GAS & FUEL 5.250% 06/01/13	08/15/2002	Salomon Smith Barney		1,655,295	1,500,000		1PE
	Louisiana				1,655,295	1,500,000	0	XXX
Michigan								
59455R-G6-7	MICHIGAN MUN BD AUTH RE 5.500% 10/01/13	08/15/2002	JP Morgan Securities		2,416,848	2,100,000	6,738	1PE
	Michigan				2,416,848	2,100,000	6,738	XXX
New York								
64983W-8N-9	NEW YORK ST DORM AUTH R 5.250% 11/15/23	09/12/2002	Lehman Brothers		15,413,300	14,000,000		1PE
	New York				15,413,300	14,000,000	0	XXX
Utah								
917436-CM-7	UTAH HSG CORP SINGLE FA 4.625% 01/01/19	09/20/2002	Lehman Brothers		2,500,000	2,500,000	7,387	1PE
	Utah				2,500,000	2,500,000	7,387	XXX
	United States				33,599,403	31,065,000	28,124	XXX
3199999.	Total - Bonds - Special Revenue & Special Assessments				33,599,403	31,065,000	28,124	XXX
Bonds - Industrial and Miscellaneous								
United States								
05947U-HU-5	BACM 2002-2 XP IO 1.804% 07/11/43	08/26/2002	Bank of America Corp.		6,500,000		29,525	1PE
060506-HD-7	BOAMS 1999-8 A11 6.750% 08/01/29	09/01/2002	Home		2,108,840	2,000,000		1PE
141781-AL-8	CARGILL INC 6.250% 05/01/06	09/01/2002	PICI Investment		4,322,560	4,000,000	83,333	1PE
16161A-BU-1	CHASE MANHATTAN CORP 6.000% 02/15/09	09/01/2002	PICI Investment		2,595,350	2,500,000	6,667	1PE
22541L-AD-5	CREDIT SUISSE FB USA IN 5.750% 04/15/07	08/20/2002	CSFBdirect		7,296,170	7,000,000	150,938	1PE
25468P-BU-9	WALT DISNEY COMPANY 5.500% 12/29/06	09/25/2002	Morgan Stanley		1,559,385	1,500,000	20,854	1PE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Date Acquired	4 Name of Vendor	5 Number of Shares of Stock	6 Actual Cost	7 Par Value	8 Paid for Accrued Interest and Dividends	9 NAIC Designation (a)
26882P-AL-6	ERAC USA FINANCE COMPAN 8.250% 05/01/05	09/01/2002	PICI Investment		2,208,180	2,000,000	55,000	2
31339L-RR-3	FHR 2390 PC 6.000% 01/01/25	09/01/2002	PICI Investment		24,472,811	23,544,000		1PE
313693-AF-0	FEDERAL PAPER BOARD CO 8.875% 07/01/12	09/26/2002	Morgan Stanley		16,753,094	13,440,000	298,200	2PE
339030-AB-4	FLEETBOSTON FINANCIAL C 7.250% 09/15/05	09/01/2002	PICI Investment		6,828,066	6,300,000	210,613	1PE
46625H-AN-0	JP MORGAN CHASE & CO 6.625% 03/15/12	08/06/2002	Key Capital Markets		5,243,750	5,000,000	134,340	1PE
580169-AM-2	MCDONNELL DOUGLAS CORP 9.750% 04/01/12	09/25/2002	Morgan Stanley		15,856,750	12,500,000	605,990	1PE
617446-HC-6	MORGAN STANLEY 6.600% 04/01/12	09/16/2002	Morgan Stanley		3,349,116	3,100,000	94,343	1PE
760985-NH-0	RAMP 2002-RS4 AI3 3.885% 09/25/27	08/16/2002	Various		19,999,723	20,000,000	60,433	1PE
84603W-AA-2	SOVEREIGN BANK A-1 10.200% 06/30/05	08/05/2002	Lehman Brothers		2,355,849	2,500,000	22,137	2
876945-AU-0	KOCH FINANCIAL TRUST 3.85 04/07/03	09/01/2002	BNY CAPITAL MARKETS		953	953		1PE
	United States				121,450,597	105,384,953	1,772,373	XXX
Canada								
102175-AB-2	BOWATER CANADA FINANCE 7.950% 11/15/11	09/20/2002	Morgan Stanley		19,689,100	20,000,000	463,750	2PE
	Canada				19,689,100	20,000,000	463,750	XXX
4599999.	Total - Bonds - Industrial & Miscellaneous				141,139,697	125,384,953	2,236,123	XXX
6099997.	Total - Bonds - Part 3				504,505,859	466,454,953	3,771,909	XXX
6099998.	Total - Bonds - Summary Item for Bonds Bought and Sold This Quarter				92,211,897	92,150,000	18,621	XXX
6099999.	Total - Bonds				596,717,756	558,604,953	3,790,530	XXX
Preferred Stocks - Banks, Trust and Insurance Companies								
United States								
36227R-20-0	GS GLOBAL FUNDING INC S	09/01/2002	Northern	63.000	6,542,550			P1L
	United States				6,542,550	0	0	XXX
6299999	Total - Preferred Stocks - Banks, Trust & Ins. Cos.				6,542,550	0	0	XXX
6599997.	Total - Preferred Stocks - Part 3				6,542,550	0	0	XXX
6599998.	Total - Preferred Stocks - Summary Item for Preferred Stocks Bought and Sold This Quarter				38,305,922			XXX
6599999.	Total - Preferred Stocks				44,848,472	0	0	XXX
Common Stocks - Public Utilities								
United States								
664397-10-6	NORTHEAST UTILITIES	09/10/2002	State Street Bank	47,600.000	777,341			L
69351T-10-6	PPL CORPORATION	09/10/2002	State Street Bank	23,900.000	788,956			L
713291-10-2	PEPCO HOLDINGS INC	09/10/2002	State Street Bank	37,600.000	775,289			L
713291-10-2	PEPCO HOLDINGS INC	08/02/2002	Tax Free Exchange	14,200.000	317,435			L
	United States				2,659,021	XXX	0	XXX
6699999.	Total - Common Stocks - Public Utilities				2,659,021	XXX	0	XXX
Common Stocks - Banks, Trust and Insurance Companies								
United States								
028591-10-5	AMERICAN NATIONAL INSUR	07/22/2002	State Street Bank	9,000.000	771,030			L
14057C-10-6	CAPITOL FEDERAL FINANCI	07/22/2002	State Street Bank	14,700.000	373,017			L
172967-10-1	CITIGROUP INC	09/10/2002	State Street Bank	15,800.000	488,687			L
55262L-10-0	MBNA CORP	07/16/2002	Stock Split	33,850.000				L
571748-10-2	MARSH & MCLENNAN COS IN	07/01/2002	Stock Split	25,000.000				L
744320-10-2	PRUDENTIAL FINANCIAL IN	09/10/2002	State Street Bank	88,700.000	2,686,075			L
89420G-10-9	TRAVELERS PROPERTY CASU	08/20/2002	Spin Off	15,872.000	324,583			L
89420G-40-6	TRAVELERS PROPERTY CASU	08/20/2002	Spin Off	32,610.000	720,581			L
902973-30-4	US BANCORP	09/10/2002	State Street Bank	8,200.000	172,474			L
947890-10-9	WEBSTER FINANCIAL CORP	09/10/2002	State Street Bank	9,000.000	329,580			L
949746-10-1	WELLS FARGO & CO	09/10/2002	State Street Bank	23,200.000	1,186,103			L
989701-10-7	ZIONS BANCORPORATION	09/10/2002	State Street Bank	15,200.000	803,762			L
	United States				7,855,892	XXX	0	XXX
6799999.	Total - Common Stocks - Banks, Trust & Ins. Cos.				7,855,892	XXX	0	XXX
Common Stocks - Industrial and Miscellaneous								
United States								

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Date Acquired	4 Name of Vendor	5 Number of Shares of Stock	6 Actual Cost	7 Par Value	8 Paid for Accrued Interest and Dividends	9 NAIC Designation (a)
001957-10-9	AT&T CORP	09/10/2002	State Street Bank	36,700.000	463,302			L
00763M-10-8	ADVANCED MEDICAL OPTICS	07/03/2002	Spin Off	3,022.000	33,922			L
00845V-10-0	AGERE SYSTEMS INC CLASS	06/06/2002	Spin Off	1,788.000	9,175			L
00845V-20-9	AGERE SYSTEMS INC CLASS	06/06/2002	Spin Off	43,891.000	217,915			L
013817-10-1	ALCOA INC	09/10/2002	State Street Bank	54,900.000	1,306,398			L
031162-10-0	AMGEN INC	07/16/2002	Tax Free Exchange	9,856.000	346,571			L
035229-10-3	ANHEUSER-BUSCH COMPANIE	09/10/2002	State Street Bank	20,700.000	1,098,613			L
038521-10-0	ARAMARK CORP-CL B	07/22/2002	State Street Bank	3,900.000	75,777			L
17275R-10-2	CISCO SYSTEMS INC	09/10/2002	State Street Bank	66,400.000	883,431			L
20825C-10-4	CONOCOPHILLIPS	09/03/2002	Tax Free Exchange	31,055.000	1,965,359			L
263534-10-9	DU PONT (E.I.) DE NEMOU	09/10/2002	State Street Bank	33,700.000	1,369,015			L
319963-10-4	FIRST DATA CORP	09/10/2002	State Street Bank	32,000.000	1,101,709			L
320960-10-7	FIRST HEALTH GROUP CORP	07/22/2002	State Street Bank	13,000.000	314,325			L
369604-10-3	GENERAL ELECTRIC CO	09/10/2002	State Street Bank	106,500.000	3,085,202			L
412822-10-8	HARLEY-DAVIDSON INC	09/10/2002	State Street Bank	33,000.000	1,621,425			L
458140-10-0	INTEL CORP	09/10/2002	State Street Bank	61,600.000	1,010,179			L
49337W-10-0	KEYSPAN CORPORATION	09/10/2002	State Street Bank	4,600.000	157,563			L
500255-10-4	KOHLS CORP	09/10/2002	State Street Bank	4,300.000	307,139			L
50075N-10-4	KRAFT FOODS INC-A	09/10/2002	State Street Bank	48,000.000	1,878,058			L
579489-10-5	MCCLATCHY CO-CL A	09/10/2002	State Street Bank	11,100.000	644,487			L
589331-10-7	MERCK & CO INC	09/10/2002	State Street Bank	37,700.000	1,862,249			L
594918-10-4	MICROSOFT CORP	09/10/2002	State Street Bank	43,400.000	2,145,528			L
61166W-10-1	MONSANTO CO	08/14/2002	Spin Off	14,158.000	200,686			L
620076-10-9	MOTOROLA INC	09/10/2002	State Street Bank	111,600.000	1,374,410			L
651229-10-6	NEWELL RUBBERMAID INC	09/10/2002	State Street Bank	24,700.000	873,714			L
68389X-10-5	ORACLE CORPORATION	09/10/2002	State Street Bank	155,100.000	1,527,485			L
717081-10-3	PFIZER INC	09/10/2002	State Street Bank	59,600.000	1,848,448			L
718154-10-7	PHILIP MORRIS COMPANIES	09/10/2002	State Street Bank	56,900.000	2,592,328			L
742718-10-9	PROCTER & GAMBLE CO	09/10/2002	State Street Bank	20,200.000	1,845,506			L
747525-10-3	QUALCOMM INC	09/10/2002	State Street Bank	9,000.000	265,643			L
775371-10-7	ROHM & HAAS CO	09/10/2002	State Street Bank	22,500.000	810,270			L
783549-10-8	RYDER SYSTEM INC	09/10/2002	State Street Bank	30,700.000	820,543			L
78387G-10-3	SBC COMMUNICATIONS INC	09/10/2002	State Street Bank	32,600.000	808,865			L
803111-10-3	SARA LEE CORP	09/10/2002	State Street Bank	87,400.000	1,585,270			L
808655-10-4	SCIENTIFIC-ATLANTA INC	09/10/2002	State Street Bank	15,100.000	223,799			L
812387-10-8	SEARS ROEBUCK AND CO	09/10/2002	State Street Bank	23,200.000	1,076,221			L
81760N-10-9	SERVICEMASTER COMPANY	09/10/2002	State Street Bank	74,100.000	818,153			L
832696-40-5	JM SMUCKER CO/THE-NEW C	06/03/2002	Spin Off	2,708.000	78,329			L
834182-10-7	SOLECTRON CORP	09/10/2002	State Street Bank	71,000.000	275,998			L
844741-10-8	SOUTHWEST AIRLINES	09/10/2002	State Street Bank	32,200.000	458,315			L
855030-10-2	STAPLES INC	09/10/2002	State Street Bank	56,900.000	842,166			L
863667-10-1	STRYKER CORP	09/10/2002	State Street Bank	13,900.000	807,309			L
86866R-10-2	SUREBEAM CORP -CL A	08/06/2002	Spin Off	1,536.000	12,984			L
871829-10-7	SYSCO CORP	09/10/2002	State Street Bank	54,300.000	1,650,438			L
88033G-10-0	TENET HEALTHCARE CORPOR	09/10/2002	State Street Bank	34,200.000	1,657,270			L
902984-10-3	USA INTERACTIVE	09/10/2002	State Street Bank	16,800.000	360,617			L
918204-10-8	VF CORPORATION	09/10/2002	State Street Bank	13,400.000	544,005			L
929160-10-9	VULCAN MATERIALS CO	09/10/2002	State Street Bank	20,100.000	810,094			L
931142-10-3	WAL-MART STORES INC	09/10/2002	State Street Bank	37,700.000	2,041,640			L
931422-10-9	WALGREEN CO	09/10/2002	State Street Bank	46,300.000	1,629,695			L
941848-10-3	WATERS CORP	09/10/2002	State Street Bank	21,600.000	570,251			L
94973H-10-8	WELLPOINT HEALTH NETWOR	07/22/2002	State Street Bank	10,600.000	751,116			L
961815-10-7	WESTWOOD ONE INC	09/10/2002	State Street Bank	22,100.000	801,894			L
988498-10-1	YUM! BRANDS INC	07/22/2002	State Street Bank	1,600.000	38,636			L

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Date Acquired	4 Name of Vendor	5 Number of Shares of Stock	6 Actual Cost	7 Par Value	8 Paid for Accrued Interest and Dividends	9 NAIC Designation (a)
	United States				51,899,440	XXX	0	XXX
6899999.	Total - Common Stocks - Industrial & Miscellaneous				51,899,440	XXX	0	XXX
7099997.	Total - Common Stocks - Part 3				62,414,353	XXX	0	XXX
7099998.	Total - Common Stocks - Summary Item for Common Stocks Bought and Sold This Quarter				19	XXX		XXX
7099999.	Total - Common Stocks				62,414,372	XXX	0	XXX
7199999.	Total - Preferred and Common Stocks				107,262,844	XXX	0	XXX
7299999.	Total - Bonds, Preferred and Common Stocks				703,980,600	XXX	3,790,530	XXX

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Book/Adjusted Carrying Value At Disposal Date	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Interest on Bonds Received During Year	16 Dividends on Stocks Received During Year	17 NAIC Designation (a)
Bonds - U.S. Government																
912827-7F-3	US TREASURY NOTE 3.500% 11/15/06	09/09/2002	Goldman Sachs		44,392,648	43,300,000	41,149,531	41,344,739	80,916			3,047,910	3,047,910	485,948		1
912827-7L-0	US TREASURY NOTE 4.875% 02/15/12	09/26/2002	Various		111,695,263	103,380,000	101,069,682	101,151,794	41,172			10,543,468	10,543,468	2,954,245		1
912828-AC-4	US TREASURY NOTE 4.375% 05/15/07	09/26/2002	Goldman Sachs		75,155,859	71,000,000	70,844,688	70,849,748	4,595			4,306,112	4,306,112	970,109		1
0399999.	Total - Bonds - U.S. Government				231,243,770	217,680,000	213,063,901	213,346,281	126,683	0	0	17,897,490	17,897,490	4,410,302	0	XXX
Bonds - All Other Government																
Canada																
135087-WE-0	CANADA-GOV'T NOTE 5.500% 09/01/02	09/01/2002	Maturity		12,437,700	12,437,700	12,406,727	12,437,700	5,925				0	342,037		1
	Canada				12,437,700	12,437,700	12,406,727	12,437,700	5,925	0	0	0	0	342,037	0	XXX
1099999.	Total - Bonds - All Other Government				12,437,700	12,437,700	12,406,727	12,437,700	5,925	0	0	0	0	342,037	0	XXX
Bonds - States, Territories and Possessions																
Louisiana																
546415-NB-2	LOUISIANA ST 5.500% 11/15/09	09/01/2002	Security		1,823,904	1,600,000	1,756,544	1,738,895	(2,782)			85,009	85,009	25,911		1PE
	Louisiana				1,823,904	1,600,000	1,756,544	1,738,895	(2,782)	0	0	85,009	85,009	25,911	0	XXX
Tennessee																
880459-VF-6	TENNESSEE HSG DEV AGY 4.150% 01/01/33	09/01/2002	Hawaii		2,292,191	2,250,000	2,250,000	2,250,000				42,191	42,191	8,041		1PE
880540-6M-6	TENNESSEE ST 5.000% 03/01/04	07/23/2002	Lehman Brothers		105,079	100,000	101,949	100,926	(37)			4,153	4,153	2,014		1PE
	Tennessee				2,397,270	2,350,000	2,351,949	2,350,926	(37)	0	0	46,344	46,344	10,055	0	XXX
Texas																
697441-CF-8	PALO DURO RIV AUTH TEX 6.000% 08/01/02	08/01/2002	Maturity		1,070,000	1,070,000	1,097,125	1,070,000	(461)				0	32,100		1PE
	Texas				1,070,000	1,070,000	1,097,125	1,070,000	(461)	0	0	0	0	32,100	0	XXX
	United States				5,291,174	5,020,000	5,205,618	5,159,821	(3,280)	0	0	131,353	131,353	68,066	0	XXX
1799999.	Total - Bonds - States, Territories & Possessions				5,291,174	5,020,000	5,205,618	5,159,821	(3,280)	0	0	131,353	131,353	68,066	0	XXX
Bonds - Political Subdivisions of States																
New York																
649785-A#-9	NEW YORK ST OFFICE OF T 5.150% 07/01/02	07/01/2002	Maturity		7,268,406	7,268,406	8,062,743	7,268,406					0	31,060		1
	New York				7,268,406	7,268,406	8,062,743	7,268,406	0	0	0	0	0	31,060	0	XXX
	United States				7,268,406	7,268,406	8,062,743	7,268,406	0	0	0	0	0	31,060	0	XXX
2499999.	Total - Bonds - Political Subdivisions				7,268,406	7,268,406	8,062,743	7,268,406	0	0	0	0	0	31,060	0	XXX
Bonds - Special Revenue and Special Assessment																
California																
13033E-GD-9	CALIFORNIA HSG FIN AGY 7.000% 08/01/24	08/01/2002	Call 100.0000		165,000	165,000	178,054	165,000	(1,957)				0	5,775		1PE
13033E-PA-5	CALIFORNIA HSG FIN AGY 5.600% 08/01/25	08/01/2002	Call 100.0000		155,000	155,000	158,829	155,000	(606)				0	4,340		1PE
13033E-T5-2	CALIFORNIA HSG FIN AGY 4.550% 02/01/27	08/01/2002	Call 100.0000		285,000	285,000	285,000	285,000					0	6,484		1PE
13033E-UG-6	CALIFORNIA HSG FIN AGY 5.550% 08/01/26	08/01/2002	Call 100.0000		240,000	240,000	228,725	240,000	4,085				0	6,660		1PE
13066V-BA-2	CALIFORNIA ST HSG FIN A 5.700% 08/01/25	08/01/2002	Call 100.0000		30,000	30,000	30,000	30,000					0	855		1PE
130679-CE-1	CALIFORNIA ST PUB WKS B 7.750% 08/01/06	08/01/2002	Call 100.0000		60,000	60,000	67,679	60,000	(2,562)				0	2,325		1PE
	California				935,000	935,000	948,287	935,000	(1,040)	0	0	0	0	26,439	0	XXX
Florida																
340736-JN-8	FLORIDA HSG FIN AGY 5.625% 07/01/20	07/01/2002	Call 100.0000		375,000	375,000	364,883	375,000	3,080				0	10,547		1PE
	Florida				375,000	375,000	364,883	375,000	3,080	0	0	0	0	10,547	0	XXX
Illinois																
452236-AD-4	ILLINOIS ST TOLL HWY AU 6.750% 01/01/10	07/01/2002	Call 100.0000		50,000	50,000	54,594	50,000	(1,035)				0	1,688		1
	Illinois				50,000	50,000	54,594	50,000	(1,035)	0	0	0	0	1,688	0	XXX
Kentucky																
491308-4R-0	KENTUCKY HSG CORP HSG R 4.850% 07/01/2	07/01/2002	Call 100.0000		115,000	115,000	115,000	115,000					0	2,789		1PE
	Kentucky				115,000	115,000	115,000	115,000	0	0	0	0	0	2,789	0	XXX
Louisiana																
546265-8C-6	LOUISIANA HSG FIN AGY M 7.550% 06/01/31	09/01/2002	Call 100.0000		95,000	95,000	102,534	95,000	(6,242)				0	912		1PE
	Louisiana				95,000	95,000	102,534	95,000	(6,242)	0	0	0	0	912	0	XXX
Mississippi																

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Book/Adjusted Carrying Value At Disposal Date	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Interest on Bonds Received During Year	16 Dividends on Stocks Received During Year	17 NAIC Designation (a)
60535M-TA-7	MISSISSIPPI HOME CORP 4.700% 06/01/24	09/01/2002	Call 100.0000		570,000	570,000	570,701	570,000	(514)				0	5,072		1PE
60535M-TA-7	MISSISSIPPI HOME CORP 4.700% 06/01/24	09/01/2002	Gulf		8,214,340	7,855,000	7,864,662	7,861,564	(516)			352,776	352,776	92,296		1PE
	Mississippi				8,784,340	8,425,000	8,435,363	8,431,564	(1,030)	0	0	352,776	352,776	97,368	0	XXX
Nebraska																
63967C-QT-2	NEBRASKA INVT FIN AUTH 5.000% 09/01/27	09/01/2002	Call 100.0000		305,000	305,000	309,700	305,000	(1,501)				0	7,625		1PE
	Nebraska				305,000	305,000	309,700	305,000	(1,501)	0	0	0	0	7,625	0	XXX
New Mexico																
647198-YA-2	NEW MEXICO MTG FIN AUTH 7.000% 01/01/26	07/01/2002	Call 100.0000		470,000	470,000	486,920	470,000	(5,245)				0	16,450		1PE
	New Mexico				470,000	470,000	486,920	470,000	(5,245)	0	0	0	0	16,450	0	XXX
Ohio																
676901-W3-1	OHIO HSG FIN AGY MTG RE 4.600% 09/01/28	09/01/2002	Call 100.0000		3,695,000	3,695,000	3,695,000	3,695,000					0	83,950		1PE
	Ohio				3,695,000	3,695,000	3,695,000	3,695,000	0	0	0	0	0	83,950	0	XXX
Wyoming																
98322P-VK-2	WYOMING CMNTY DEV AUTH 4.800% 06/01/1	09/01/2002	Call 100.0000		165,000	165,000	165,000	165,000					0	1,980		1PE
	Wyoming				165,000	165,000	165,000	165,000	0	0	0	0	0	1,980	0	XXX
	United States				14,989,340	14,630,000	14,677,281	14,636,564	(13,013)	0	0	352,776	352,776	249,748	0	XXX
3199999	Total - Bonds - Special Revenue & Assessment				14,989,340	14,630,000	14,677,281	14,636,564	(13,013)	0	0	352,776	352,776	249,748	0	XXX
Bonds - Industrial and Miscellaneous																
United States																
00755W-BT-2	AMLT 1995-3 A4 7.140% 02/01/22	09/01/2002	Paydown		1,308,473	1,308,473	1,290,631	1,308,473	6,871				0	15,455		1PE
045424-AQ-1	ASC 1995-MD4 ACS1 IO 1.188% 08/11/29	07/11/2002	Paydown				576,605		(11,760)				0	10,617		1PE
045424-DP-0	ASC 1997-D4 A1A 7.350% 04/11/27	09/11/2002	Paydown		666,902	666,902	694,105	666,902	(2,218)				0	7,474		1
045424-DQ-8	ASC 1997-D4 A1B 7.400% 04/11/27	09/11/2002	Paydown		154,027	154,027	156,241	154,027	(423)				0	2,849		1
045424-DU-9	ASC 1997-D4 PS1 IO 1.323% 04/11/27	09/11/2002	Paydown				72,240		(48,289)				0	1,868		1
045424-FJ-2	ASC 1997-D5 PS1 IO 1.684% 02/11/43	09/11/2002	Paydown				57,916		(42,423)				0	1,377		1
045424-FS-2	ASC 1997-D5 B1 6.930% 02/11/43	09/30/2002	Basis Adjustment			2,500,000	239,812	334,220	83,029			(334,220)	(334,220)			3
046003-JA-8	ASSOCIATES CORP NA 6.500% 08/15/02	08/15/2002	Maturity		6,500,000	6,500,000	6,714,955	6,500,000	(7,133)				0	211,250		1PE
09367M-AV-1	BLOCK 1998-2 A4 6.480% 02/01/25	09/01/2002	Paydown		1,176,407	1,176,407	1,176,028	1,176,407	3,992				0	13,228		1PE
20046F-AS-9	COMM 2001-J2A X IO 1.084% 07/01/34	09/01/2002	Paydown				19,444		(18,292)				0	574		1
201736-AE-5	CMLBC 2001-CMLB X IO 0.720% 06/01/31	09/01/2002	Paydown				13,592		(13,009)				0	375		1
21724P-AJ-4	COPEL 2000-A E 9.820% 04/18/08	09/18/2002	Paydown		862,572	862,572	862,523	862,572	34				0	14,738		3
22540V-G6-3	CSFB 2002-9 1A1 7.000% 03/25/32	09/01/2002	Paydown		949,729	949,729	962,937	949,729	(12,931)				0	11,535		1PE
233835-AB-3	DAIMLERCHRYSLER NA HLDG 6.900% 09/01/0	09/01/2002	Northern		30,030,444	28,400,000	29,782,796	29,638,522	(95,747)			391,922	391,922	979,800		2
3133T2-MJ-6	FHR 1610 PL 6.500% 04/01/22	09/01/2002	Paydown		155,456	155,456	156,750	155,456	(394)				0	2,526		1PE
3133T9-JN-6	FHR 1946 PD 6.750% 06/01/11	09/01/2002	Paydown		2,479,728	2,479,728	2,445,632	2,479,728	22,473				0	29,757		1PE
3133TG-VZ-9	FHR 2095 CA 6.250% 02/01/26	09/01/2002	Paydown		193,402	193,402	199,593	193,402	(5,603)				0	2,253		1PE
31359U-VZ-5	FNW 1998-W5 A6 6.500% 01/01/21	08/01/2002	Paydown		1,201,473	1,201,473	1,209,867	1,201,473	4,877				0	7,740		1PE
31359W-3A-7	FNR 1999-51 DA 7.250% 11/01/26	09/01/2002	Paydown		2,395,102	2,395,102	2,401,651	2,395,102	436				0	29,737		1PE
31392B-7G-5	FNR 2002-26 LA 6.000% 12/25/28	09/01/2002	Paydown		2,153,654	2,153,654	2,171,826	2,153,654	(17,588)				0	24,113		1
33641N-AS-4	FSR 1999-1 A4 5.730% 09/15/04	09/15/2002	Paydown		1,511,812	1,511,812	1,511,367	1,511,812	97				0	14,552		1PE
33735P-AE-7	FUCMT 1999-C1 A1 5.730% 10/01/35	09/01/2002	Paydown		95,541	95,541	96,003	95,541	(205)				0	895		1PE
33736X-CR-8	FUNBC 2001-C2 IO 1.224% 01/01/43	09/01/2002	Paydown				21,557		(20,063)				0	616		1
339083-AE-7	FCCGT 1997-A A 6.640% 09/01/12	09/01/2002	Paydown		134,206	134,206	134,339	134,206	97				0	1,583		1PE
361849-KL-5	GMACC 2000-C1 X IO 0.823% 03/01/33	09/01/2002	Paydown				17,436		(14,531)				0	485		1PE
361849-MQ-2	GMACC 2000-C2 X IO 1.037% 08/01/33	09/01/2002	Paydown				14,767		(12,685)				0	401		1
36185N-GF-1	GMACM 2000-HE3 A3 7.360% 03/01/23	09/01/2002	Paydown		10,315,779	10,315,779	10,312,129	10,315,779	36,474				0	128,607		1PE
36185N-JM-3	GMACM 2001-J2 A2 6.750% 06/01/31	09/01/2002	Paydown		665,551	665,551	676,782	665,551	(11,023)				0	8,255		1PE
393505-QC-9	GT HIL 1996-D HEA4 7.700% 09/15/27	09/15/2002	Paydown		476,641	476,641	494,515	476,641	(2,144)				0	5,740		1PE
393505-QX-3	GT 1996-9 A5 7.200% 01/15/28	09/15/2002	Paydown		749,437	749,437	753,184	749,437	(771)				0	8,889		1PE
393505-ZE-5	GT 1998-1 A6 6.330% 11/01/29	09/01/2002	Paydown		182,854	182,854	182,826	182,854	16				0	1,882		1PE

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Book/Adjusted Carrying Value At Disposal Date	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Interest on Bonds Received During Year	16 Dividends on Stocks Received During Year	17 NAIC Designation (a)
393533-CA-0	GTCT 1998-A A1H 6.710% 05/15/29	09/15/2002	Paydown		209,340	209,340	209,308	209,340	51				0	2,454		1PE
412906-BJ-7	HDEMT 2000-2 CTFS 7.740% 05/15/08	09/15/2002	Paydown		250,588	250,588	250,565	250,588	17				0	3,190		2PE
44216S-AA-4	MSC 2000-HG A 7.430% 12/01/05	09/01/2002	Paydown		63,526	63,526	63,569	63,526	(21)				0	746		1
449148-AA-3	HYPPCO 1996 A1 5.750% 03/15/08	09/15/2002	Paydown		722,964	722,964	730,194	722,964	(2,008)				0	20,785		1
449670-AJ-7	IMCHE 1995-3 A4 7.100% 09/01/19	09/01/2002	Paydown		98,822	98,822	98,158	98,822	499				0	1,149		1PE
45103W-AA-8	IELGT 1998-A A 6.190% 09/15/06	09/15/2002	Paydown		841,989	841,989	838,174	841,989	875				0	8,934		4
49306C-AD-3	KEY BANK NA 7.000% 02/01/11	08/06/2002	Key Capital Markets		5,453,150	5,000,000	5,158,250	5,154,310	(1,170)			298,840	298,840	182,778		1PE
501813-AA-7	LCI INTERNATIONAL INC 7.250% 06/15/07	07/31/2002	Basis Adjustment			4,600,000	1,656,000	1,656,000				(1,656,000)	(1,656,000)			4
52108H-CS-1	LBUBS 2000-C5 X IO 1.784% 12/11/32	09/11/2002	Paydown				30,933		(27,654)				0	870		1PE
525180-AP-0	LHELT 1995-7 A4 7.100% 03/01/12	09/01/2002	Paydown		213,912	213,912	212,408	213,912	1,040				0	2,370		1PE
571180-AA-6	MLR 1999-2 A 7.790% 06/15/04	09/15/2002	Paydown		505,763	505,763	505,724	505,763	(724)				0	6,520		1
59549P-AA-6	MDST 4 A PT 8.330% 04/01/30	07/01/2002	Paydown		35,369	35,369	37,292	35,369	(1,570)				0	737		1
617445-EC-1	MSC 1996-WF1 A2 7.328% 11/01/28	09/01/2002	Paydown		3,834,081	3,834,081	3,895,036	3,834,081	(15,409)				0	43,197		1
61745M-AF-0	MSC 1997-C1 A1B 7.460% 02/01/20	09/01/2002	Paydown		2,944,467	2,944,467	3,105,988	2,944,467	(17,199)				0	56,974		1PE
61746W-CW-8	MSDWC 2000-PRIN A1 7.070% 02/01/34	09/01/2002	Paydown		120,148	120,148	120,178	120,148	120				0	1,419		1
61746W-GM-6	MSDWC 2001-PGMA A1 6.269% 03/07/16	09/07/2002	Paydown		17,311	17,311	17,316	17,311	(3)				0	172		1
62625P-AD-1	KOCH FINANCIAL TRUST 4.350% 03/06/06	09/01/2002	Redemption 100.0000		2,364,408	2,364,408	2,364,408	2,364,408					0	27,289		1PE
62625P-AH-2	KOCH FINANCIAL TRUST 3.850% 04/07/03	09/01/2002	Redemption 100.0000		2,006,721	2,006,721	2,003,530	2,006,721	1,497				0	14,735		1PE
63859C-AB-9	NLFC 1996-1 A2 7.515% 07/01/05	07/01/2002	Paydown		871,220	871,220	873,390	871,220	3,267				0	9,001		1
65118N-AX-9	NETS 1999-1 D 7.960% 01/20/09	09/20/2002	Paydown		1,131,979	1,131,979	1,131,939	1,131,979	52				0	14,850		2
655356-JJ-3	NASC 1998-D6 PS1 IO 1.549% 03/11/30	09/11/2002	Paydown				26,948		(23,464)				0	777		1
65535V-AA-6	NAA 2001-R1A A1 7.000% 02/01/30	09/01/2002	Paydown		420,771	420,771	426,425	420,771	(5,645)				0	4,996		1PE
65535V-AH-1	NAA 2001-R1A IO 1.056% 02/01/30	09/01/2002	Paydown				143,611		(143,692)				0	8,586		1PE
66937R-KP-3	NSCOR 1999-3 A2 6.000% 01/01/29	09/01/2002	Paydown		255,806	255,806	255,487	255,806	730				0	2,550		1PE
74913G-AA-3	QWEST CORPORATION 7.625% 06/09/03	09/26/2002	Various		8,526,500	8,800,000	8,772,192	8,791,296	1,370			(264,796)	(264,796)	194,988		4
876945-AJ-5	KOCH FINANCIAL TRUST 5.200% 08/06/03	07/01/2002	Call 100.0000		291,223	291,223	297,845	291,223	(1,329)				0	562		1PE
876945-AU-0	KOCH FINANCIAL TRUST 4.330% 09/06/05	09/01/2002	Redemption 100.0000		2,950,345	2,950,345	2,950,345	2,950,345					0	18,469		1PE
878154-AE-3	TFFC 1997-1 A 7.350% 05/15/03	09/15/2002	Paydown		312,883	312,883	320,105	312,883	(1,714)				0	3,988		2
895787-AC-3	TRIAD 1997-2 A 7.180% 12/26/02	09/01/2002	Paydown		14,053	14,053	14,051	14,053	66				0	145		1
90263B-GQ-5	UCFC 1998-C A3 5.870% 12/01/18	09/01/2002	Paydown		3,729,001	3,729,001	3,635,977	3,729,001	13,786				0	36,598		1PE
90327Q-CH-0	USAA CAPITAL CORP 7.410% 06/30/03	08/21/2002	Lehman Brothers		941,526	900,000	916,371	905,711	(938)			35,815	35,815	27,047		1PE
915072-AU-6	USSI 1994-A B 6.500% 06/20/09	09/20/2002	Paydown		30,785	30,785	30,785	30,785					0	253		1
931142-BN-2	WAL-MART STORES INC 5.450% 08/01/06	09/01/2002	Northwestern		11,804,210	11,000,000	11,025,014	11,025,714	(1,025)			778,496	778,496	349,708		1
	United States				115,322,051	119,766,221	117,537,565	116,071,994	(399,031)	0	0	(749,943)	(749,943)	2,586,008	0	XXX
Foreign																
350259-AA-5	FOSTERS BREWING 6.875% 06/15/11	09/01/2002	Mountain		1,441,128	1,300,000	1,297,582	1,297,624	(93)			143,504	143,504	18,868		2
835699-AA-7	SONY CORPORATION 6.125% 03/04/03	08/21/2002	Bank of America Corp		7,151,760	7,000,000	6,985,160	6,998,092	1,111			153,668	153,668	204,847		1PE
	Foreign				8,592,888	8,300,000	8,282,742	8,295,716	1,018	0	0	297,172	297,172	223,715	0	XXX
4599999.	Total - Bonds - Industrial & Miscellaneous				123,914,939	128,066,221	125,820,307	124,367,710	(398,013)	0	0	(452,771)	(452,771)	2,809,723	0	XXX
6099997.	Total - Bonds - Part 4				395,145,329	385,102,327	379,236,577	377,216,482	(281,698)	0	0	17,928,848	17,928,848	7,910,936	0	XXX
6099998.	Total - Bonds - Summary Item for Bonds Bought and Sold This Quarter				92,250,995	92,150,000	92,211,897	92,211,464	(433)			39,531	39,531	25,405		XXX
6099999.	Total - Bonds				487,396,324	477,252,327	471,448,474	469,427,946	(282,131)	0	0	17,968,379	17,968,379	7,936,341	0	XXX
Preferred Stocks - Banks, Trust and Insurance Companies																
United States																
00371G-10-5	ABN AMRO N AMER CAP FND	09/01/2002	PC Investment	20,000.000	22,039,460		20,000,000	21,337,380	(1,337,380)			2,039,460	2,039,460		351,264	P1U
36227R-20-0	GS GLOBAL FUNDING INC S	09/01/2002	PC Investment	63.000	6,542,550		6,300,000	6,666,697	(366,697)			242,550	242,550		104,265	P1L
	United States				28,582,010	0	26,300,000	28,004,077	(1,704,077)	0	0	2,282,010	2,282,010	0	455,529	XXX
6299999.	Total - Preferred Stocks - Banks, Trust & Insurance Companies				28,582,010	0	26,300,000	28,004,077	(1,704,077)	0	0	2,282,010	2,282,010	0	455,529	XXX
6599997.	Total - Preferred Stocks - Part 4				28,582,010	0	26,300,000	28,004,077	(1,704,077)	0	0	2,282,010	2,282,010	0	455,529	XXX
6599998.	Total - Preferred Stocks - Summary Item for Preferred Stocks Bought and Sold This Quarter				38,305,922		38,305,922	37,453,788					0			XXX
6599999.	Total - Preferred Stocks				66,887,932	0	64,605,922	65,457,865	(1,704,077)	0	0	2,282,010	2,282,010	0	455,529	XXX

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Book/Adjusted Carrying Value At Disposal Date	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Interest on Bonds Received During Year	16 Dividends on Stocks Received During Year	17 NAIC Designation (a)
Common Stocks - Public Utilities																
United States																
737679-10-0	POTOMAC ELECTRIC POWER	08/02/2002	Tax Free Exchange	14,200.000	317,435		317,435	305,016	12,419				0		1,196	L
	United States				317,435	XXX	317,435	305,016	12,419	0	0	0	0	0	1,196	XXX
6699999.	Total - Common Stocks - Public Utilities				317,435	XXX	317,435	305,016	12,419	0	0	0	0	0	1,196	XXX
Common Stocks - Banks, Trust and Insurance Companies																
United States																
172967-10-1	CITIGROUP INC.	08/20/2002	Spin Off		1,045,169		1,045,169	957,828	101,030				0			L
H8920M-85-5	UBS AG-REGISTERED	07/08/2002	Return of Capital		3,897		3,897	144,881					0		(3,897)	L
	United States				1,049,066	XXX	1,049,066	1,102,709	101,030	0	0	0	0	0	(3,897)	XXX
6799999.	Total - Common Stocks - Banks, Trust & Insurance Companies				1,049,066	XXX	1,049,066	1,102,709	101,030	0	0	0	0	0	(3,897)	XXX
Common Stocks - Industrial and Miscellaneous																
United States																
00845V-10-0	AGERE SYSTEMS INC CLASS	08/01/2002	No Broker	597.000	8,805		8,805	8,805	7,969				0			L
00845V-20-9	AGERE SYSTEMS INC CLASS	08/01/2002	No Broker	14,632.000	216,459		216,459	216,459					0			L
018490-10-2	ALLERGAN INC.	07/03/2002	Spin Off		33,924		33,924	33,238	686				0			L
171779-10-1	CIENA CORPORATION	07/23/2002	State Street Bank	1.000	3		4	4	2			(1)	(1)			L
208251-50-4	CONOCO INC.	09/03/2002	Tax Free Exchange	66,400.000	1,965,359		1,965,359	1,845,920	119,439				0		12,616	L
20825C-10-4	CONOCOPHILLIPS	09/17/2002	State Street Bank		14		11	16	(6)			4	4			L
452528-10-2	IMMUNEX CORP	07/16/2002	Tax Free Exchange	22,400.000	447,371		346,571	500,416	(153,845)			100,800	100,800			L
549463-10-7	LUCENT TECHNOLOGIES INC.	08/01/2002	Various				(1,826)	(1,826)				1,826	1,826			L
549463-10-7	LUCENT TECHNOLOGIES INC.	08/01/2002	Spin Off		1,826		1,826	1,826					0			L
71713U-10-2	PHARMACIA CORPORATION	08/14/2002	Spin Off		200,689		200,689	186,696	13,993				0			L
742718-10-9	PROCTER & GAMBLE CO.	09/01/2002	Spin Off					14,833	(15,437)				0			L
83088M-10-2	SKYWORKS SOLUTIONS INC.	07/12/2002	State Street Bank	1.000	4		15	15	10			(11)	(11)			L
832696-40-5	JM SMUCKER CO/THE-NEW C	09/01/2002	No Broker	2,708.000	78,329		78,329	78,329	(14,095)				0			L
888266-10-3	TITAN CORP.	08/06/2002	Spin Off		12,992		12,992	7,916	5,077				0			L
98157D-10-6	WORLDCOM INC.	07/01/2002	State Street Bank	237,213.000	14,232		20,479	20,479	(176,408)			(6,247)	(6,247)			L
	United States				2,980,007	XXX	2,883,637	2,913,126	(212,615)	0	0	96,371	96,371	0	12,616	XXX
6899999.	Total - Common Stocks - Industrial & Miscellaneous				2,980,007	XXX	2,883,637	2,913,126	(212,615)	0	0	96,371	96,371	0	12,616	XXX
7099997.	Total - Common Stocks - Part 4				4,346,508	XXX	4,250,138	4,320,851	(99,166)	0	0	96,371	96,371	0	9,915	XXX
7099998.	Total - Common Stocks - Summary Item for Common Stocks Bought and Sold This Quarter				9	XXX	19	19				(11)	(11)			XXX
7099999.	Total - Common Stocks				4,346,517	XXX	4,250,157	4,320,870	(99,166)	0	0	96,360	96,360	0	9,915	XXX
7199999.	Total - Preferred and Common Stocks				71,234,449	XXX	68,856,079	69,778,735	(1,803,243)	0	0	2,378,370	2,378,370	0	465,444	XXX
7299999.	Total - Bonds, Preferred and Common Stocks				558,630,773	XXX	540,304,553	539,206,681	(2,085,374)	0	0	20,346,749	20,346,749	7,936,341	465,444	XXX

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

Sch. DB-Part A-Section 1
NONE

Sch. DB-Part B-Section 1
NONE

Sch. DB-Part C-Section 1
NONE

Sch. DB-Part D-Section 1
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2 Rate of Interest	3 Amount of Interest Received During Current Quarter	4 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 5 First Month	6 Second Month	7 Third Month	8 *
Open Depositories								
BANK ONE ARIZONA	PHOENIX, AZ				1,268,743	1,162,510	1,076,812	
BRANCH BANK & TRUST	WILSON, NC	1.780	400		124,000	124,000	124,000	
CANADIAN IMPERIAL BANK	NORTH YORK, ONTARIO, CANADA	1.870	(2,829)		5,524,323	5,113,448	6,009,934	
CITIBANK	NEW CASTLE, DE				8,625,230	6,226,163	8,442,675	
FIRST UNION NATIONAL BANK	RICHMOND, VA				1,194,357	1,620,186	1,632,063	
FLEET BANK	HARTFORD, CT				2,303,804	(66,962)	(85,204)	
HUNTINGTON NATIONAL BANK	CLEVELAND, OH				8,097,231	8,601,233	6,206,227	
KEY BANK	CLEVELAND, OH				64,145	1,215,179	519,328	
NATIONAL CITY BANK	CLEVELAND, OH				(4,972,201)	(11,444,907)	(11,224,398)	
CASH EQUIVALENTS:								
ABN AMRO BK CAN	CHICAGO, IL	VAR	176,849		100,000,000			
BANK OF AMERICA, CANADA	TORONTO, ONTARIO, CANADA	VAR	138,053		70,673,404	41,421,000		
BANQ NATIONAL PARIBAS	NEW YORK, NY	VAR	31,768			20,314,000		
BANK OF SCOTLAND	NEW YORK, NY	VAR	39,281		50,000,000	50,000,000		
CAISSE DES DEPOT	NEW YORK, NY	VAR	187,441		100,000,000	100,000,000		
CHASE MANHATTEN BANK	NEWARK, DE	VAR	234,711		100,000,000	100,000,000		
CREDIT SUISSE	NEW YORK, NY	VAR	12,348					
DANSKE BANK	NEW YORK, NY	VAR	66,038		50,000,000	50,000,000		
DEUTSCHE BANK	TORONTO, OTARIO, CANADA	VAR	47,691		100,000,000	100,000,000		
DREDSNER BANK	NEW YORK, NY	VAR	42,065					
FIFTH THIRD BANK	NEW YORK, NY	VAR	1,465					
HSBC BANK	NEW YORK, NY	VAR	50,817					
MELLON BANK	TORONTO, ONTARIO, CANADA	VAR	4,881					
RABOBANK	NEW YORK, NY	VAR	15,803					
ROYAL BANK OF CANADA	TORONTO, ONTARIO, CANADA	VAR	270,228		100,000,000	100,000,000		
SOCIETE GENERALE	NEW YORK, NY	VAR	186,707		100,000,000			
SUNTRUST BANK	ATLANTA, GA	VAR	75,152					
SVENSKA HANDELSBANKEN	NEW YORK, NY	VAR	71,017		33,024,050	50,000,000		
UBS FINANCE DE	DOVER, DE	VAR	96,124			100,000,000		
WELLS FARGO BANK	MINNEAPOLIS, MN	VAR	34,256					
NATIONAL CITY CREDIT CORP MATURITY 10/1.	CLEVELAND, OH	1.980		5,500			100,000,000	
GENERAL ELECTRIC CAP MATURITY 10/1	NEW YORK ,NY	1.730		2,403			50,000,000	
CITICORP MATURITY 10/1	NEW YORK, NY	1.850		2,459			47,850,000	
RABOBANK TD MATURITY 10/1	NEW YORK, NY	1.880		5,222			100,000,000	
UBS FINANCE DE MATURITY 10/1	DOVER, DE	1.900		4,653			86,850,000	
ROYAL BANK TIME DEPOSIT	TORONTO, ONTARIO, CANADA	VAR	65,765	7,459	7,986,000	7,986,000	17,123,700	
0199998. Deposits in.....21 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories		XXX	2,225		365,323	364,684	402,702	
0199999. Total Open Depositories		XXX	1,848,256	27,696	834,278,409	732,636,534	414,927,839	XXX
0399999. Total Cash on Deposit		XXX	1,848,256	27,696	834,278,409	732,636,534	414,927,839	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	38,494	37,597	37,544	XXX
0599999. Total Cash		XXX	1,848,256	27,696	834,316,903	732,674,131	414,965,383	XXX

Overflow Page for Write-Ins

Overflow Page for Write-Ins