



ANNUAL STATEMENT

For the Year Ended December 31, 2003
of the Condition and Affairs of the

PROGRESSIVE HAWAII INSURANCE CORP.

NAIC Group Code..... 155, 155 NAIC Company Code..... 10067 Employer's ID Number..... 99-0311930
(Current Period) (Prior Period)

Organized under the Laws of OHIO State of Domicile or Port of Entry OHIO Country of Domicile US
Incorporated..... May 4, 1994 Commenced Business..... July 15, 1994

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 440-461-5000
(Street and Number) (City or Town, State and Zip Code) (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) (Area Code) (Telephone Number)

Internet Website Address PROGRESSIVE.COM

Statutory Statement Contact ROBERT WILLIAM HEIN 440-395-4460
(Name) (Area Code) (Telephone Number)

Financial_Reporting@Progressive.com 440-446-7168
(E-Mail Address) (Fax Number)

POLICYHOLDER RELATIONS AND 6300 WILSON MILLS ROAD, E61 MAYFIELD VILLAGE OH 44143-2182 1-800-776-4737
CLAIMS REPORTING CONTACT (Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

OFFICERS

President..... ROBERT THOMAS WILLIAMS, Jr. Treasurer..... THOMAS ALFRED KING # Secretary..... DANE ALLEN SHRALLOW

VICE PRESIDENTS

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

DIRECTORS OR TRUSTEES

WILLIAM THOMAS FORRESTER, II CHARLES ELWOOD JARRETT THOMAS ALFRED KING RICHARD HENRY WATTS
ROBERT THOMAS WILLIAMS, JR.

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)
ROBERT THOMAS WILLIAMS, Jr. KATHLEEN MARY CERNY JAMES LEE KUSMER
(Printed Name) (Printed Name) (Printed Name)
President Assistant Secretary VP/ Assistant Treasurer

Subscribed and sworn to before me this

.....day of February, 2004

.....

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

Sch. A-Pt. 1

NONE

Sch. A-Pt. 2

NONE

Sch. A-Pt. 3

NONE

Sch. B-Pt. 1

NONE

Sch. B-Pt. 2

NONE

Sch. BA-Pt. 1

NONE

Sch. BA-Pt. 2

NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	3	Interest		6	7	8	9	10	11	12	13	Interest		16	17	18	19	20	21
			4	5									14	15						
													Amount Due and Accrued December 31 of Current Year on Bonds not in Default	Gross Amount Received During Year			Amount of Interest Due and Accrued December 31, Current Year, on Bonds in Default as to Principal or Interest			
CUSIP Identification	Description	*	Rate of	How Paid	Maturity Date	Option Date	Option Call Price	Book/Adjusted Carrying Value	Par Value	Rate Used to Obtain Fair Value	Fair Value	Actual Cost			Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment		NAIC Designation	Date Acquired	Effective Rate of Interest
U.S. Government - Issuer Obligations																				
912827-6T-4...	US TREASURY NOTE		5.000	FA	02/15/2011			492,938	500,000	107.4060	537,030	491,660	9,443	25,000	796			1	05/17/2002	5.239
912828-AW-0...	US TREASURY NOTE		1.625	MS	03/31/2005			5,004,611	5,000,000	100.3440	5,017,200	5,007,422	20,645	40,625	(2,811)			1	03/28/2003	1.549
01999999.	U.S. Government - Issuer Obligations							5,497,549	5,500,000	XXX	5,554,230	5,499,082	30,088	65,625	(2,015)	0	0	XXX	XXX	XXX
03999999.	Total - U.S. Government							5,497,549	5,500,000	XXX	5,554,230	5,499,082	30,088	65,625	(2,015)	0	0	XXX	XXX	XXX
States, Territories & Possessions (Direct and Guaranteed) - Issuer Obligations																				
Massachusetts																				
57582N-DD-4.	MASSACHUSETTS ST		5.500	FA	02/01/2009			1,446,852	1,300,000		1,446,852	1,476,332	29,792	52,831	(26,352)			1PE	11/13/2002	3.082
	Massachusetts							1,446,852	1,300,000	XXX	1,446,852	1,476,332	29,792	52,831	(26,352)	0	0	XXX	XXX	XXX
Tennessee																				
499512-C6-6...	KNOX CNTY TENN.		5.250	MN	05/01/2010			1,254,172	1,205,000	113.7300	1,370,447	1,267,335	10,545	63,260	(6,584)			1PE	12/17/2001	4.501
499512-G7-0...	KNOX CNTY TENN.		5.500	AO	04/01/2013			2,146,440	2,000,000	115.7940	2,315,880	2,166,320	27,500	110,000	(12,514)			1PE	05/22/2002	4.522
586145-HX-5...	MEMPHIS TENN.		5.750	AO	04/01/2008			2,061,243	2,000,000	113.5470	2,270,940	2,105,180	28,750	115,000	(12,692)			1PE	04/05/2000	4.940
613664-E3-1...	MONTGOMERY CNTY TENN.		5.000	MN	05/01/2006			1,168,115	1,135,000	107.6820	1,222,191	1,194,588	9,458	56,750	(13,375)			1PE	12/11/2001	3.681
821686-KS-0...	SHELBY CNTY TENN.		4.500	MN	05/01/2004			499,913	500,000	101.0960	505,480	499,680	3,750	22,500	64			1PE	12/01/2000	4.519
880540-J6-7...	TENNESSEE ST		6.000	MN	05/01/2005			2,023,265	2,000,000		2,023,265	2,079,060	20,000	120,000	(16,574)			1PE	05/26/2000	5.080
880540-R5-0...	TENNESSEE ST		6.000	MN	05/01/2006			4,314,299	4,000,000		4,314,299	4,456,040	40,000	240,000	(129,266)			1PE	11/21/2002	2.510
	Tennessee							13,467,447	12,840,000	XXX	14,022,502	13,768,203	140,003	727,510	(190,941)	0	0	XXX	XXX	XXX
	Total States and US							14,914,299	14,140,000	XXX	15,469,354	15,244,535	169,795	780,341	(217,293)	0	0	XXX	XXX	XXX
11999999.	States, Territories & Possessions - Issuer Obligations							14,914,299	14,140,000	XXX	15,469,354	15,244,535	169,795	780,341	(217,293)	0	0	XXX	XXX	XXX
17999999.	Total - States, Territories & Possessions (Direct and Guaranteed)							14,914,299	14,140,000	XXX	15,469,354	15,244,535	169,795	780,341	(217,293)	0	0	XXX	XXX	XXX
Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations																				
Tennessee																				
586111-GS-9...	MEMPHIS-SHELBY CNTY TENN ARPT		5.500	MS	03/01/2011			1,267,603	1,210,000	111.4910	1,349,041	1,283,060	22,183	66,550	(6,626)			1PE	07/19/2001	4.708
592190-HQ-8...	METRO NASHVILLE AIRPORT		6.600	JJ	07/01/2010			1,407,756	1,250,000	119.8410	1,498,013	1,456,625	41,250	82,500	(20,588)			1PE	06/12/2001	4.350
880459-VF-6...	TENNESSEE HSG DEV AGY		4.150	JJ	01/01/2033	07/01/2009	100.000	1,256,595	1,240,000	100.9100	1,251,284	1,263,252	25,730	47,315	(6,410)			1PE	09/01/2002	3.635
	Tennessee							3,931,954	3,700,000	XXX	4,098,338	4,002,937	89,163	196,365	(33,624)	0	0	XXX	XXX	XXX
	Total States and US							3,931,954	3,700,000	XXX	4,098,338	4,002,937	89,163	196,365	(33,624)	0	0	XXX	XXX	XXX
25999999.	Special Revenue & Assessment Obligations - Issuer Obligations							3,931,954	3,700,000	XXX	4,098,338	4,002,937	89,163	196,365	(33,624)	0	0	XXX	XXX	XXX
31999999.	Total - Special Revenue & Special Assessment Obligations							3,931,954	3,700,000	XXX	4,098,338	4,002,937	89,163	196,365	(33,624)	0	0	XXX	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Defined Multi-Class Residential Mortgage-Backed Securities																				
United States																				
31394H-X3-0...	FHR 2672 HA		4.000	MTLY	09/15/2016	01/01/2013	100.000	1,918,186	1,958,964		1,918,186	1,916,723	6,530	19,590	1,462			1PE	08/21/2003	4.581
	United States							1,918,186	1,958,964	XXX	1,918,186	1,916,723	6,530	19,590	1,462	0	0	XXX	XXX	XXX
41999999.	Industrial & Miscellaneous - Defined Multi-Class Residential Mtg.-Backed Securities							1,918,186	1,958,964	XXX	1,918,186	1,916,723	6,530	19,590	1,462	0	0	XXX	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Defined Multi-Class Commercial Mortgage-Backed Securities																				
United States																				
05947U-HU-5.	BACM 2002-2 XP IO		1.803	MTLY	07/11/2043	01/01/2010	100.000	1,215,491			1,215,491	1,500,000	22,699	287,136	(220,287)			1	08/26/2002	5.026
929766-EG-4...	WBCMT 2003-C4 XP IO		1.075	MTLY	04/15/2035	04/01/2011	100.000	1,739,599			1,739,599	1,990,541	33,150	287,886	(250,942)			1	04/02/2003	3.999
	United States							2,955,090	0	XXX	2,955,090	3,490,541	55,849	575,022	(471,229)	0	0	XXX	XXX	XXX
43999999.	Industrial & Miscellaneous - Defined Multi-Class Commercial Mtg.-Backed Securities							2,955,090	0	XXX	2,955,090	3,490,541	55,849	575,022	(471,229)	0	0	XXX	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities																				
United States																				
00103R-AV-8.	AESOP 2003-3A A1		2.750	MTLY	07/20/2007	07/20/2006	100.000	1,498,593	1,500,000		1,498,593	1,499,819	1,260	25,667	(1,225)			1	04/29/2003	2.808
	United States							1,498,593	1,500,000	XXX	1,498,593	1,499,819	1,260	25,667	(1,225)	0	0	XXX	XXX	XXX
44999999.	Industrial & Miscellaneous - Other Multi-Class Commercial Mtg.-Backed/Asset Backed Securities							1,498,593	1,500,000	XXX	1,498,593	1,499,819	1,260	25,667	(1,225)	0	0	XXX	XXX	XXX
45999999.	Total - Industrial & Miscellaneous (Unaffiliated)							6,371,869	3,458,964	XXX	6,371,869	6,907,083	63,639	620,279	(470,992)	0	0	XXX	XXX	XXX
Totals																				
54999999.	Total - Issuer Obligations							24,343,802	23,340,000	XXX	25,121,922	24,746,554	289,046	1,042,331	(252,932)	0	0	XXX	XXX	XXX
56999999.	Total - Defined Multi-Class Residential Mortgage-Backed Securities							1,918,186	1,958,964	XXX	1,918,186	1,916,723	6,530	19,590	1,462	0	0	XXX	XXX	XXX
58999999.	Total - Defined Multi-Class Commercial Mortgage-Backed Securities							2,955,090	0	XXX	2,955,090	3,490,541	55,849	575,022	(471,229)	0	0	XXX	XXX	XXX
59999999.	Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities							1,498,593	1,500,000	XXX	1,498,593	1,499,819	1,260	25,667	(1,225)	0	0	XXX	XXX	XXX
60999999.	Grand Total - Bonds							30,715,671	26,798,964	XXX	31,493,791	31,653,637	352,685	1,662,610	(723,924)	0	0	XXX	XXX	XXX

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	3	Interest		6	7	8	9	10	11	12	13	Interest		16	17	18	19	20	21
			4	5									14	15						
CUSIP Identifi- cation	Description	*	Rate of	How Paid	Maturity Date	Option Date	Option Call Price	Book/Adjusted Carrying Value	Par Value	Rate Used to Obtain Fair Value	Fair Value	Actual Cost	Amount Due and Accrued December 31 of Current Year on Bonds not in Default	Gross Amount Received During Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Amount of Interest Due and Accrued December 31, Current Year, on Bonds in Default as to Principal or Interest	NAIC Desig- nation	Date Acquired	Effec- tive Rate of Interest

Sch. D-Pt. 2-Sn. 1

NONE

Sch. D-Pt. 2-Sn. 2

NONE

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8
CUSIP Identification	Description	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
Bonds - U.S. Government							
912828-AW-0.....	US TREASURY NOTE 1.625% 03/31/05.....	03/28/2003....	Barclays Capital.....		5,007,422	5,000,000	
0399999.	Total - Bonds - U.S. Government.....				5,007,422	5,000,000	0
Bonds - Industrial and Miscellaneous							
United States							
00103R-AV-8.....	AESOP 2003-3A A1 2.750% 07/20/07.....	04/29/2003....	Bank One.....		1,499,819	1,500,000	
31394H-X3-0.....	FHR 2672 HA 4.000% 09/15/16.....	08/21/2003....	First Tennessee.....		1,916,723	1,958,964	6,312
929766-EG-4.....	WBCMT 2003-C4 XP IO 1.075% 04/15/35.....	04/02/2003....	Wachovia Securities.....		1,990,541		9,947
	United States.....				5,407,083	3,458,964	16,259
4599999.	Total - Bonds - Industrial & Miscellaneous.....				5,407,083	3,458,964	16,259
6099997.	Total - Bonds - Part 3.....				10,414,505	8,458,964	16,259
6099998.	Total - Bonds - Summary Item from Part 5.....				9,020,304	8,836,036	5,788
6099999.	Total - Bonds.....				19,434,809	17,295,000	22,047
7299999.	Total - Bonds, Preferred and Common Stocks.....				19,434,809	XXX	22,047

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
CUSIP Identifi- cation	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year
Bonds - U.S. Government															
912827-6J-6.....	US TREASURY NOTE 5.750% 08/15/10.....	03/19/2003	HSBC Securities.....		4,462,937	3,924,000	4,132,463	4,099,060	(4,008)			367,884	367,884	133,383	
912827-7B-2.....	US TREASURY NOTE 5.000% 08/15/11.....	03/19/2003	HSBC Securities.....		4,340,625	4,000,000	4,020,000	4,018,317	(327)			322,634	322,634	118,232	
0399999.	Total - Bonds - U.S. Government.....				8,803,562	7,924,000	8,152,463	8,117,377	(4,335)	0	0	690,518	690,518	251,615	XXX.
Bonds - States, Territories and Possessions															
Nevada															
181054-5B-9.....	CLARK CNTY NEV SCH DIST 5.000% 06/15/11	12/01/2003	Casualty.....		3,344,370	3,000,000	3,315,570	3,306,134	(28,914)			67,149	67,149	144,167	
	Nevada.....				3,344,370	3,000,000	3,315,570	3,306,134	(28,914)	0	0	67,149	67,149	144,167	XXX.
Tennessee															
880540-J4-2.....	TENNESSEE ST 5.500% 05/01/03.....	05/01/2003	Maturity.....		775,000	775,000	804,760	780,037	(5,037)				0	21,313	
	Tennessee.....				775,000	775,000	804,760	780,037	(5,037)	0	0	0	0	21,313	XXX.
	Total States and US.....				4,119,370	3,775,000	4,120,330	4,086,171	(33,951)	0	0	67,149	67,149	165,480	XXX.
1799999.	Total - Bonds - States, Territories & Possessions.....				4,119,370	3,775,000	4,120,330	4,086,171	(33,951)	0	0	67,149	67,149	165,480	XXX.
Bonds - Special Revenue and Special Assessment															
Tennessee															
880459-VF-6.....	TENNESSEE HSG DEV AGY 4.150% 01/01/33..	11/03/2003	Call 100.0000.....		60,000	60,000	61,125	61,113	(1,113)				0	3,133	
	Tennessee.....				60,000	60,000	61,125	61,113	(1,113)	0	0	0	0	3,133	XXX.
	Total States and US.....				60,000	60,000	61,125	61,113	(1,113)	0	0	0	0	3,133	XXX.
3199999.	Total - Bonds - Special Revenue & Assessment.....				60,000	60,000	61,125	61,113	(1,113)	0	0	0	0	3,133	XXX.
Bonds - Industrial and Miscellaneous															
United States															
26882P-AL-6.....	ERAC USA FINANCE COMPAN 8.250% 05/01/0	12/01/2003	Casualty.....		544,196	500,000	513,245	507,578	(2,449)			39,069	39,069	39,875	
31339D-4B-1.....	FHR 2421 PB 6.000% 08/15/23.....	08/01/2003	Paydown.....		1,347,000	1,347,000	1,377,939	1,367,196	(20,196)				0	52,357	
	United States.....				1,891,196	1,847,000	1,891,184	1,874,774	(22,645)	0	0	39,069	39,069	92,232	XXX.
4599999.	Total - Bonds - Industrial & Miscellaneous.....				1,891,196	1,847,000	1,891,184	1,874,774	(22,645)	0	0	39,069	39,069	92,232	XXX.
6099997.	Total - Bonds - Part 4.....				14,874,128	13,606,000	14,225,102	14,139,435	(62,044)	0	0	796,736	796,736	512,460	XXX.
6099998.	Total - Bonds - Summary Item from Part 5.....				8,988,968	8,836,036	9,020,304	9,011,628	(8,676)			(22,659)	(22,659)	34,023	XXX.
6099999.	Total - Bonds.....				23,863,096	22,442,036	23,245,406	23,151,063	(70,720)	0	0	774,077	774,077	546,483	XXX.
7299999.	Total - Bonds, Preferred and Common Stocks.....				23,863,096	XXX.	23,245,406	23,151,063	(70,720)	0	0	774,077	774,077	546,483	0

SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identifi- cation	Description	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stocks)	Actual Cost	Consideration	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
Bonds - U.S. Government																
912828-AW-0.....	US TREASURY NOTE 1.625% 03/31/05.....	03/28/2003	Barclays Capital.....	04/01/2003	Lehman Brothers.....	4,100,000	4,106,086	4,107,047	4,106,070	(16)			977	977	364	
912828-AY-6.....	US TREASURY NOTE 2.000% 05/15/06.....	05/12/2003	Goldman Sachs.....	06/03/2003	Deutsche Bank.....	1,500,000	1,508,789	1,522,031	1,508,628	(162)			13,404	13,404	1,630	
912828-AZ-3.....	US TREASURY NOTE 2.625% 05/15/08.....	06/27/2003	Goldman Sachs.....	07/09/2003	HSBC - FED.....	695,000	699,887	696,900	699,860	(27)			(2,959)	(2,959)	2,776	2,280
912828-BF-6.....	US TREASURY NOTE 2.375% 08/15/06.....	09/29/2003	Goldman Sachs.....	10/30/2003	Lehman Brothers - FED.....	700,000	707,492	701,641	707,276	(216)			(5,636)	(5,636)	3,479	2,078
912828-BM-1.....	US TREASURY NOTE 3.125% 10/15/08.....	10/31/2003	Goldman Sachs.....	12/11/2003	Barclays Capital.....	800,000	795,188	793,563	795,271	83			(1,708)	(1,708)	3,962	1,298
0399999.	Total - Bonds - U.S. Government.....					7,795,000	7,817,442	7,821,182	7,817,105	(338)	0	0	4,078	4,078	12,211	5,656
Bonds - States, Territories and Possessions																
Utah																
917542-LV-2.....	UTAH ST 5.000% 07/01/10.....	06/11/2003	Merrill Lynch.....	12/01/2003	Casualty.....	1,000,000	1,162,710	1,126,750	1,153,487	(9,223)			(26,737)	(26,737)	21,528	
	Utah.....					1,000,000	1,162,710	1,126,750	1,153,487	(9,223)	0	0	(26,737)	(26,737)	21,528	0
	Total States and US.....					1,000,000	1,162,710	1,126,750	1,153,487	(9,223)	0	0	(26,737)	(26,737)	21,528	0
1799999.	Total - Bonds - States, Territories & Possessions.....					1,000,000	1,162,710	1,126,750	1,153,487	(9,223)	0	0	(26,737)	(26,737)	21,528	0
Bonds - Industrial and Miscellaneous																
United States																
31394H-X3-0.....	FHR 2672 HA 4.000% 09/15/16.....	08/21/2003	First Tennessee.....	12/01/2003	Paydown.....	41,036	40,152	41,036	41,036	885				0	284	132
	United States.....					41,036	40,152	41,036	41,036	885	0	0	0	0	284	132
4599999.	Total - Bonds - Industrial & Miscellaneous.....					41,036	40,152	41,036	41,036	885	0	0	0	0	284	132
6099998.	Total - Bonds.....					8,836,036	9,020,304	8,988,968	9,011,628	(8,676)	0	0	(22,659)	(22,659)	34,023	5,788
7299999.	Total - Bonds, Preferred and Common Stocks.....					XXX	9,020,304	8,988,968	9,011,628	(8,676)	0	0	(22,659)	(22,659)	34,023	5,788

Sch. D-Pt. 6-Sn. 1

NONE

Sch. D-Pt. 6-Sn. 2

NONE

Sch. DA-Pt. 1

NONE

Sch. DB-Pt. A-Sn. 1

NONE

Sch. DB-Pt. A-Sn. 2

NONE

Sch. DB-Pt. A-Sn. 3

NONE

Sch. DB-Pt. B-Sn. 1

NONE

Sch. DB-Pt. B-Sn. 2

NONE

Sch. DB-Pt. B-Sn. 3

NONE

Sch. DB-Pt. C-Sn. 1

NONE

Sch. DB-Pt. C-Sn. 2

NONE

Sch. DB-Pt. C-Sn. 3

NONE

Sch. DB-Pt. D-Sn. 1

NONE

Sch. DB-Pt. D-Sn. 2

NONE

Sch. DB-Pt. D-Sn. 3

NONE

Sch. DB-Pt. E-Sn. 1

NONE

SCHEDULE DM

For bonds and preferred stocks owned as of December 31, state the aggregate statement (admitted) value, the aggregate fair value, and the aggregate difference, if any, between them.

	1	2	3
	Statement (Admitted) Value	Fair Value (a)	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
1. Bonds.....	30,715,671	31,804,258	1,088,587
2. Preferred stocks.....			0
3. Totals.....	30,715,671	31,804,258	1,088,587

(a) Amortized or book values shall not be substituted for fair values. Describe the sources or methods utilized in determining the fair values.

Fair Market Value is computed using NAIC market rates, when available.

If a market rate is not provided for by the NAIC, broker quotations or market rates provided by Interactive Data Corp (IDC)

are used in the computation.

SCHEDULE E - PART 1 - CASH

1	2	3	4	5	6
Depository	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
Open Depositories					
CITIBANK..... NEW YORK, NY.....	.....	.....	.....	.....	XXX
0199999. Total - Open Depositories.....	XXX.....	0	0	0	XXX
0399999. Total Cash on Deposit.....	XXX.....	0	0	0	XXX
0599999. Total Cash.....	XXX.....	0	0	0	XXX

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January.....	.....	4. April.....	.....	7. July.....	.....	10. October.....	.....
2. February.....	.....	5. May.....	.....	8. August.....	.....	11. November.....	.....
3. March.....	.....	6. June.....	.....	9. September.....	.....	12. December.....	.....

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1	2	3	4	5	6	7	8
CUSIP Identification	Description	Date Acquired	Rate of Interest	Maturity	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Gross Investment Income

NONE

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

1 Line Number	2 Type	3 Description of Deposit	4 Where Deposited and Purpose of Deposit	5 Par or Book Value	6 Statement Value (a)	7 Fair Value
SPECIAL DEPOSITS WHICH ARE NOT FOR THE BENEFIT OF ALL POLICYHOLDERS						
Tennessee						
TN00001.	B.....	US TREASURY NOTE 5.000% 02/15/11.....	Tennessee, Suntrust Bank, Collateral for Ins Underwrtg.....	200,000	197,175	214,812
TN99999.	Tennessee.....			200,000	197,175	214,812
9999997	Total - All Special Deposits NOT Held for Benefit of all Policyholders, Claimants, & Creditors of the Company....			200,000	197,175	214,812
SPECIAL DEPOSITS WHICH ARE FOR THE BENEFIT OF ALL POLICYHOLDERS						
Ohio						
OH00001.	B.....	MEMPHIS TENN 5 3/4% Due 4/1/2008 AO1 5.750% 04/01/08.....	Ohio, Bank of New York, Collateral for Ins Underwrtg.....	1,600,000	1,648,995	1,816,752
OH99999.	Ohio.....			1,600,000	1,648,995	1,816,752
9999998.	Total - All Special Deposits Held for Benefit of all Policyholders, Claimants, & Creditors of the Company.....			1,600,000	1,648,995	1,816,752
9999999.	Totals.....			1,800,000	1,846,170	2,031,564

(a) Including \$.....0 cash and short-term investments as defined in SSAP No. 2 of the NAIC Accounting Practices and Procedures Manual.