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QUARTERLY STATEMENT

As of June 30, 2011

of the Condition and Affairs of the

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) NAIC Company Code..... 42919 Employer's ID Number..... 91-1187829

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

Incorporated/Organized..... September 24, 1982 Commenced Business..... September 26, 1983

Statutory Home Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	
Main Administrative Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	440-461-5000 (Area Code) (Telephone Number)
Mail Address	P.O. BOX 89490….. CLEVELAND ..... OH ..... 44101-6490 (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….. CLEVELAND ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	440-395-4460 (Area Code) (Telephone Number)
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO (Name)	440-395-4460 (Area Code) (Telephone Number) (Extension)
	FINANCIAL_REPORTING@PROGRESSIVE.COM (E-Mail Address)	440-446-7168 (Fax Number)

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

OFFICERS

Name	Title	Name	Title
MARK DONALD NIEHAUS	PRESIDENT	PETER JAMES ALBERT	SECRETARY
THOMAS ALFRED KING	TREASURER		

OTHER

PETER JAMES ALBERT	(VICE PRESIDENT)	MARY BETH ANDREANO	(VICE PRESIDENT)
KAREN MARIE BARONE	(VICE PRESIDENT)	KATHLEEN MARY CERNY	(ASST. SECRETARY)
JAMES LEE KUSMER	(ASST. TREASURER)		

DIRECTORS OR TRUSTEES

THOMAS HUDSON HOLLYER	KATHRYN MARGARET LEMIEUX	MARK DONALD NIEHAUS	DAVID LLOYD PRATT
DAVID JAMES SKOVE			

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. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
MARK DONALD NIEHAUS	PETER JAMES ALBERT	THOMAS ALFRED KING
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	SECRETARY	TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 5TH day of AUGUST, 2011

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

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	839,070,558		839,070,558	910,833,735
2. Stocks:				
2.1 Preferred stocks	5,923,610		5,923,610	8,321,510
2.2 Common stocks	120,753,157		120,753,157	84,153,129
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)			0	
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($..........0), cash equivalents ($.....73,496,986) and short-term investments ($.....145,693)	73,642,679		73,642,679	153,467
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	14,281
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,039,390,004	0	1,039,390,004	1,003,476,122
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	5,854,203		5,854,203	7,353,581
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	21,953,548	2,271,705	19,681,843	(6,177,454)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	68,383,248		68,383,248	62,727,590
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
161. Amounts recoverable from reinsurers	6,618,410		6,618,410	1,564,758
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	12,530,376		12,530,376	16,506,095
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	39,924,578		39,924,578	13,871,215
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	340,650	340,650	0	39,171
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	1,194,995,017	2,612,355	1,192,382,662	1,099,361,078
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	1,194,995,017	2,612,355	1,192,382,662	1,099,361,078

DETAILS OF WRITE-INS

	1	2	3	4
1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. PREPAID EXPENSES	337,892	337,892	0	
2502. MISCELLANEOUS OTHER ASSETS	2,758	2,758	0	
2503. STATE GUARANTY REFUNDS			0	39,171
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	340,650	340,650	0	39,171

Statement for June 30, 2011 of the **PROGRESSIVE NORTHWESTERN INSURANCE COMPANY**

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....123,031,450)	338,700,367	335,064,616
2.	Reinsurance payable on paid losses and loss adjustment expenses	10,312,713	5,991,975
3.	Loss adjustment expenses	72,259,325	73,097,612
4.	Commissions payable, contingent commissions and other similar charges	1,227,996	1,763,614
5.	Other expenses (excluding taxes, licenses and fees)	42,197,803	34,347,164
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	7,379,502	7,930,471
7.1	Current federal and foreign income taxes (including $.....(1,723,825) on realized capital gains (losses))	17,177,523	6,193,445
7.2	Net deferred tax liability		
8.	Borrowed money $..........0 and interest thereon $..........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....156,561,506 and including warranty reserves of $..........0)	312,365,352	290,043,424
10.	Advance premium	5,098,228	3,373,651
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	35,699	32,632
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		
15.	Remittances and items not allocated		
16.	Provision for reinsurance		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	21,341,280	18,310,835
19.	Payable to parent, subsidiaries and affiliates		
20.	Derivatives		
21.	Payable for securities		
22.	Payable for securities lending		
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $..........0 and interest thereon $..........0		
25.	Aggregate write-ins for liabilities	4,494,229	3,944,521
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	832,590,017	780,093,960
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	832,590,017	780,093,960
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,025	3,000,025
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	146,299,975	146,299,975
35.	Unassigned funds (surplus)	210,492,645	169,967,118
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $..........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $..........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	359,792,645	319,267,118
38.	Totals	1,192,382,662	1,099,361,078

DETAILS OF WRITE-INS

2501.	STATE PLAN LIABILITY	3,611,058	3,558,181
2502.	ESCHEATABLE PROPERTY	642,146	172,412
2503.	OTHER LIABILITIES	229,523	204,432
2598.	Summary of remaining write-ins for Line 25 from overflow page	11,502	9,496
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	4,494,229	3,944,521
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....248,099,415)	235,748,642	243,535,624	483,005,496
1.2 Assumed (written $.....520,229,019)	497,907,091	483,915,853	971,982,497
1.3 Ceded (written $.....248,099,415)	235,748,642	243,535,624	483,005,496
1.4 Net (written $.....520,229,019)	497,907,091	483,915,853	971,982,497
DEDUCTIONS:			
2. Losses incurred (current accident year $.....301,884,099):			
2.1 Direct	131,881,893	126,777,905	257,134,624
2.2 Assumed	299,557,970	284,074,574	578,736,284
2.3 Ceded	131,881,893	126,777,905	257,134,624
2.4 Net	299,557,970	284,074,574	578,736,284
3. Loss adjustment expenses incurred	51,647,456	52,425,118	104,996,280
4. Other underwriting expenses incurred	113,946,282	114,115,836	221,897,110
5. Aggregate write-ins for underwriting deductions	5	(167,489)	(185,085)
6. Total underwriting deductions (Lines 2 through 5)	465,151,713	450,448,039	905,444,589
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	32,755,378	33,467,814	66,537,908
INVESTMENT INCOME			
9. Net investment income earned	14,076,397	13,671,769	30,550,316
10. Net realized capital gains (losses) less capital gains tax of $.....(1,723,825)	7,499,396	1,584,514	12,153,712
11. Net investment gain (loss) (Lines 9 + 10)	21,575,793	15,256,283	42,704,028
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....175,947 amount charged off $.....2,272,688)	(2,096,741)	(2,268,997)	(4,567,041)
13. Finance and service charges not included in premiums	4,862,300	4,875,883	9,753,765
14. Aggregate write-ins for miscellaneous income	239,553	1,744,124	2,078,730
15. Total other income (Lines 12 through 14)	3,005,112	4,351,010	7,265,454
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	57,336,283	53,075,107	116,507,390
17. Dividends to policyholders			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	57,336,283	53,075,107	116,507,390
19. Federal and foreign income taxes incurred	18,901,348	19,318,485	34,307,028
20. Net income (Line 18 minus Line 19) (to Line 22)	38,434,935	33,756,622	82,200,362
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	319,267,118	326,317,119	326,317,119
22. Net income (from Line 20)	38,434,935	33,756,622	82,200,362
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....2,016,870	3,745,614	(2,765,380)	6,579,824
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(1,958,849)	1,658,978	(9,387,631)
27. Change in nonadmitted assets	303,827	(234,717)	157,444
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			(86,600,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	40,525,527	32,415,503	(7,050,001)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	359,792,645	358,732,622	319,267,118

DETAILS OF WRITE-INS

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS)	5	(167,489)	(185,085)
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)	5	(167,489)	(185,085)
1401. MISCELLANEOUS INCOME	160,030	1,685,824	1,878,838
1402. SERVICE BUSINESS REVENUE	64,419	32,834	146,063
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	15,104	25,466	53,829
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	239,553	1,744,124	2,078,730
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	490,856,720	493,877,879	998,879,015
2.	Net investment income	25,812,988	25,641,701	53,972,680
3.	Miscellaneous income	2,907,333	4,162,307	7,099,994
4.	Total (Lines 1 through 3)	519,577,041	523,681,887	1,059,951,689
5.	Benefit and loss related payments	296,655,133	280,572,806	574,112,530
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	159,667,978	155,705,637	323,293,538
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....(901,626) tax on capital gains (losses)	6,193,445	10,795,561	31,073,650
10.	Total (Lines 5 through 9)	462,516,556	447,074,004	928,479,718
11.	Net cash from operations (Line 4 minus Line 10)	57,060,485	76,607,883	131,471,971
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	522,928,180	200,551,312	363,971,183
	12.2 Stocks	2,996,396	2,800,561	3,900,607
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds	14,281		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	525,938,857	203,351,873	367,871,790
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	456,341,111	232,319,873	411,679,269
	13.2 Stocks	30,721,553	1,875,444	3,668,987
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications		13,616	14,281
	13.7 Total investments acquired (Lines 13.1 to 13.6)	487,062,664	234,208,933	415,362,537
14.	Net increase (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	38,876,193	(30,857,060)	(47,490,747)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			86,600,000
	16.6 Other cash provided (applied)	(22,447,466)	(21,918,560)	2,612,535
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(22,447,466)	(21,918,560)	(83,987,465)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	73,489,212	23,832,262	(6,241)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	153,467	159,708	159,708
	19.2 End of period (Line 18 plus Line 19.1)	73,642,679	23,991,970	153,467

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying statutory-basis financial statements of Progressive Northwestern Insurance Company (the “Company”) were prepared on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance (“DOI”).

The Ohio DOI requires insurance companies domiciled in the state of Ohio to prepare their statutory-basis financial statements in accordance with the National Association of Insurance Commissioners’ (“NAIC”) *Accounting Practices and Procedures Manual*, subject to any deviations prescribed or permitted by the Ohio DOI. No deviations from NAIC statutory accounting practices (“NAIC SAP”) were used in preparing these statutory-basis financial statements.

2. Accounting Changes and Corrections of Errors

No significant change

3. Business Combinations and Goodwill

No significant change

4. Discontinued Operations

No significant change

5. Investments

D. Loan-Backed Securities

Effective for the third quarter 2009 reporting period, the Company adopted *Statement of Statutory Accounting Principles (“SSAP”)* No. 43R, Loan-backed and Structured Securities. Pursuant to the new standard, the Company analyzes its structured debt securities to determine if the Company intends to sell, or if it is more likely than not that the Company will be required to sell, the security prior to recovery and, if so, the Company writes down the security to its current fair value with the entire amount of the write-down recorded as a realized loss. To the extent that it is more likely than not that the Company will hold the debt security until recovery (which could be maturity), the Company determines if any of the decline in value is due to a credit loss (i.e., where the present value of cash flows expected to be collected is lower than the amortized cost basis of the security) and, if so, the Company recognizes that portion of the impairment as a realized loss.

The sources used to determine prepayment assumptions are derived from updated cash flows from reputable pricing services. The Company’s portfolio managers review the available cash flow data and prepayment assumptions and make adjustments based on current performance indicators on the underlying assets (i.e., delinquency rates, foreclosure rates, and default rates), credit support (via current levels of subordination), and historical credit ratings.

As of June 30, 2011, the Company did not intend to sell the loan-backed or structured debt securities on which a credit loss was recognized, and determined that it is more likely than not that the Company will not be required to sell the securities prior to the recovery (which could be maturity) of their respective cost basis.

The following table shows, as of June 30, 2011, the Company’s other-than-temporary impairment for loan-backed and structured debt securities since the adoption of SSAP No. 43R.

CUSIP	Amortized cost before current period other-than-temporary impairment	Projected Cash Flows	Recognized other-than-temporary Impairment	Amortized Cost after other-than-temporary Impairment	Fair Value at time of other-than-temporary impairment	Financial Statement date when other-than-temporary impairment was reported
68389FKP8	$ 4,569,061	$ 4,487,142	$ 81,919	$ 4,487,142	$ 3,319,450	2009 - Q4
46625YGS6	1,564,092	1,447,265	116,827	1,447,265	1,409,227	2010 - Q2
46628KAV2	3,159,735	3,090,173	69,562	3,090,173	2,733,250	2011 - Q1
3622N6AG4	3,143,546	3,051,346	92,200	3,051,346	2,603,392	2011 - Q2
46628KAV2	2,942,765	2,873,424	69,341	2,873,424	2,522,134	2011 - Q2
Total	XXX	XXX	$ 429,849	XXX	XXX	XXX

As of June 30, 2011, the Company had $2,269,895 of gross unrealized losses in the Company’s loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company’s strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company’s stated policy.

The following table shows, as of June 30, 2011, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position:

Fair Value	Unrealized Loss	Losses less than 12 Months	Losses greater than 12 months	Market Value of losses less than 12 months	Market Value of losses greater than 12 months
$94,882,726	$ 2,269,895	$ 594,353	$ 1,675,542	$ 79,385,406	$ 15,497,320

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change

7. Investment Income

No significant change

8. Derivative Instruments

No significant change

9. Income Taxes

A. Components of the net deferred tax asset (liability) ("DTA"/"(DTL)")

1. The components of the DTA in accordance with SSAP 10R, Income Taxes, are as follows:

	June 30, 2011			December 31, 2010			Change		
Description	(1) Ordinary Income	(2) Capital gain (loss)	(3) (Col 1+2) Total	(4) Ordinary Income	(5) Capital gain (loss)	(6) (Col 4+5) Total	(7) (Col 1-4) Ordinary Income	(8) (Col 2-5) Capital gain (loss)	(9) (Col 7+8) Total
(a) Gross deferred tax assets	$ 40,922,730	$ 4,663,394	$ 45,586,124	$ 39,494,403	$ 8,602,369	$ 48,096,772	$ 1,428,327	$ (3,938,975)	$ (2,510,648)
(b) Statutory valuation allowance adjustment	-	-	-	-	-	-	-	-	-
(c) Adjusted gross deferred tax assets (1a-1b)	$ 40,922,730	$ 4,663,394	$ 45,586,124	$ 39,494,403	$ 8,602,369	$ 48,096,772	$ 1,428,327	$ (3,938,975)	$ (2,510,648)
(d) Deferred tax liabilities	7,230,554	25,825,194	33,055,748	7,734,555	23,856,122	31,590,677	(504,001)	1,969,072	1,465,071
(e) Subtotal (net deferred tax assets) (1c-1d)	$ 33,692,176	$ (21,161,800)	$ 12,530,376	$ 31,759,848	$ (15,253,753)	$ 16,506,095	$ 1,932,328	$ (5,908,047)	$ (3,975,719)
(f) Deferred tax assets nonadmitted	-	-	-	-	-	-	-	-	-
(g) Net admitted deferred tax assets (1e-1f)	$ 33,692,176	$ (21,161,800)	$ 12,530,376	$ 31,759,848	$ (15,253,753)	$ 16,506,095	$ 1,932,328	$ (5,908,047)	$ (3,975,719)

2. The Company has not elected to admit additional DTAs pursuant to SSAP No. 10R, paragraph 10.e. for the reporting period ended June 30, 2011. The current period election does not differ from the prior year-end.

3. Benefits of adopting SSAP No. 10R, paragraph 10.e.

Not applicable

C. Current income taxes consist of the following major components:

1. Current Income Tax:

Description	(1) June 30, 2011	(2) December 31, 2010
(a) Federal income tax expense (benefit)	$ 18,901,348	$ 35,744,439
(b) Foreign income tax expense (benefit)	-	-
(c) Prior year underaccrual (overaccrual)	-	(1,437,411)
(d) Subtotal	$ 18,901,348	$ 34,307,028
(e) Federal income tax (benefit) on net realized capital gains (losses)	(1,723,825)	(1,667,692)
(f) Utilization of capital loss carry-forwards	-	-
(g) Prior year underaccrual (overaccrual)	-	(6,167,802)
(h) Subtotal	$ (1,723,825)	$ (7,835,494)
(i) Federal and Foreign income taxes incurred	$ 17,177,523	$ 26,471,534

The change in net deferred income tax is comprised of the following (this analysis excludes nonadmitted assets; the change in nonadmitted assets is reported separately from the change in net deferred income tax in the Statement of Income, Surplus section):

Description	June 30, 2011	December 31, 2010	Change
Total deferred tax assets	$ 45,586,124	$ 48,096,772	$ (2,510,648)
Total deferred tax liabilities	33,055,748	31,590,677	1,465,071
Net deferred tax asset (liability)	$ 12,530,376	$ 16,506,095	$ (3,975,719)
Tax effect of unrealized gains (losses)			(2,016,870)
Change in net deferred income tax			$ (1,958,849)

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate

The provision for Federal income taxes is different than that which would be obtained by applying the statutory Federal income tax rate to pre-tax income. At June 30, 2011 the significant book to tax adjustments causing this difference are as follows:

Description	Tax Effect Amount	Effective Tax Rate
Provision computed at statutory rate	$ 19,464,360	35%
Exempt interest income	(366,187)	(1)
Dividends received deduction	(157,493)	--
Impact of nonadmitted assets	106,339	--
Other	89,353	--
Total	$ 19,136,372	34%
Federal and foreign income taxes incurred	$ 17,177,523	
Change in net deferred income tax	1,958,849	
Total statutory income taxes	$ 19,136,372	

10. Information Concerning Parent, Subsidiaries, Affiliates, and Other Related Parties

No significant change

11. Debt

No significant change

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

No significant change

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

No significant change

14. Contingencies

D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits

The Company paid the following amounts in the reporting period to settle claims related extra contractual obligations (“ECO”) or bad faith claims stemming from lawsuits.

	Direct
Claims related ECO and bad faith losses paid	$ 70,000

The table below indicates the number of claims where amounts were paid to settle claims related ECO or bad faith claims resulting from lawsuits during the reporting period. The claim count information is disclosed per claimant.

0-25 Claims	26-50 Claims	51-100 Claims	101-500 Claims	Over 500 Claims
X				

E. All Other Contingencies

The Company is named as defendant in various lawsuits arising out of its insurance operations. All legal actions relating to claims made under insurance policies are considered by the Company in establishing its loss and loss adjustment expense (“LAE”) reserves. The Company also has potential exposure relating to lawsuits due to its participation in a 100% pooling reinsurance agreement for which it is allocated litigation expenses.

Unless specifically noted, the Company does not consider a loss from these cases to be probable and is unable to estimate a range of loss, if any, at this time.

As of June 30, 2011, there were two putative class action lawsuits challenging the Company’s use of certain automated database vendors or software to assist in the adjustment of bodily injury claims. Plaintiffs allege that these databases or software systematically undervalue the claims.

As of June 30, 2011, there was a putative class action lawsuit alleging that the Company charged insureds for illusory underinsured and uninsured motorist coverage on multiple vehicle policies. A settlement agreement was reached in June 2011.

15. Leases

No significant change

16. Information about Financial Instruments with Off-Balance Sheet Risk and with Concentrations of Credit Risk

No significant change

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

C. Wash Sales

The Company had no wash sales of securities with a National Association of Insurance Commissioners’ rating of 3 or below during the year.

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

No significant change

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

No significant change

20. Fair Value Measurements

A. Inputs Used for Assets and Liabilities Measured at Fair Value

1. Fair Value Measurements by Levels 1, 2 and 3

The Company categorizes its financial instruments, based on the degree of subjectivity inherent in the method by which they are valued, into a fair value hierarchy of three levels, as follows:

Level 1 - Inputs are unadjusted, quoted prices in active markets for identical instruments at the measurement date (e.g., active exchange-traded equity securities).

Level 2 - Inputs (other than quoted prices included within Level 1) that are observable for the instrument either directly or indirectly. This includes: (i) quoted prices for similar instruments in active markets, (ii) quoted prices for identical or similar instruments in markets that are not active, (iii) inputs other than quoted prices that are observable for the instruments, and (iv) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are unobservable. Unobservable inputs reflect the Company’s subjective evaluation about the assumptions market participants would use in pricing the financial instrument.

The Company evaluated whether the market was distressed or inactive in determining the fair value for those securities reported and reviewed certain market level inputs to evaluate whether sufficient activity, volume, and new issuances existed to create an active market. Based on this evaluation, the Company concluded that there was sufficient activity in determining the fair value for those securities reported.

The valuations classified as either Level 1 or Level 2 in the table below are priced exclusively by external sources, including: pricing vendors, dealers/market makers, and exchange-quoted prices. The Company did not have any transfers between Level 1 and Level 2.

Certain securities are carried at fair value in the financial statements. Other securities are periodically measured at fair value, such as when impaired, or for certain bonds which are carried at the lower of amortized cost or fair value.

Fair value measurements at June 30, 2011 are as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Bonds – Industrial & Miscellaneous	$ --	$ 8,236,916	$ --	$ 8,236,916
Common Stock – Industrial & Miscellaneous	120,753,157	--	--	120,753,157
Preferred Stock – Industrial & Miscellaneous	--	5,923,610	--	5,923,610
Total	$ 120,753,157	$ 14,160,526	$ --	$ 134,913,683

2. Rollforward of Level 3 Items

Not applicable

3. Policy on Transfers Into and Out of Level 3

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3.

4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values

See narrative in Note 20A

5. Derivative Fair Values

Not applicable

C. Other Fair Value Disclosures

Not applicable

D. Reasons Not Practical to Estimate Fair Values

Not applicable

21. Other Items

No significant change

22. Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through August 8, 2011 for the statutory statement that was available for issuance by August 15, 2011.

23. Reinsurance

No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change

25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior years decreased $3,877,000 in 2011, which is less than 1% of the total prior year net unpaid losses and LAE of $408,162,228. The majority of the favorable development is primarily attributable to accident years 2008 and prior for Private Passenger Auto Liability and Commercial Auto Liability business. In addition, originally anticipated severity of loss and defense and cost containment reserves for accident year 2010 decreased by 0.3% for Private Passenger Auto Liability and 0.4% for Auto Physical Damage, partially offset by an increase of .9% in originally estimated severity for Commercial Auto Liability.

26. Intercompany Pooling Arrangements

No significant change

27. Structured Settlements

No significant change

28. Health Care Receivables

No significant change

29. Participating Accident and Health Policies

No significant change

NOTES TO FINANCIAL STATEMENTS

30. Premium Deficiency Reserves

    No significant change

31. High Deductibles

    No significant change

32. Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses

    No significant change

33. Asbestos and Environmental Reserves

    No significant change

34. Subscriber Savings Accounts

    No significant change

35. Multiple Peril Crop Insurance

    No significant change

36. Financial Guaranty Insurance

    No significant change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

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

2.2 If yes, date of change: ....

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007......................

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007......................

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 4/7/2009..........................

6.4 By what department or departments?
OHIO

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $....................................0

INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $....................................0

13. Amount of real estate and mortgages held in short-term investments: $....................................0

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

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

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III. Conducting Examinations, F-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

16.1 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
CITIBANK, N.A.	338 GREENWICH STREET NEW YORK, NY 10013
STATE STREET	801 PENNSYLVANIA AVE KANSAS CITY, MO 64105

16.2 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)
NONE		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
NONE			

16.5 Identify all investment advisors, broker/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 ST BOSTON, MA 02110

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

17.2 If no, list exceptions:

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 reporting 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

5. Operating Percentages:
   5.1 A&H loss percent 0.0 %
   5.2 A&H cost containment percent 0.0 %
   5.3 A&H expense percent excluding cost containment expenses 0.0 %

6.1 Do you act as a custodian for health savings accounts? Yes [ ] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0

6.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]

6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)
U.S. Insurers				
25364	13-1675535	Swiss Reins America Corp	NY	Yes

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	
		2	3	4	5	6	7
States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1. Alabama AL	N						
2. Alaska AK	L	2,868,691	3,219,407	1,015,832	1,394,469	1,076,554	1,252,267
3. Arizona AZ	L	1,982,744	2,502,231	1,448,992	1,213,899	911,898	1,162,156
4. Arkansas AR	L	32,019,090	31,829,283	16,265,535	15,497,234	13,097,356	12,183,689
5. California CA	L					(3)	(325)
6. Colorado CO	L						
7. Connecticut CT	L	12,414,785	10,963,251	6,359,964	6,131,081	16,176,319	15,527,001
8. Delaware DE	L			99,850	124,772	1	66,642
9. District of Columbia DC	L						
10. Florida FL	N						
11. Georgia GA	L			(1,654)	25,703	9,387	34,122
12. Hawaii HI	L	367,584	465,897	249,147	376,663	235,601	488,892
13. Idaho ID	L	18,776,809	18,337,519	8,839,131	8,007,247	9,169,816	8,982,324
14. Illinois IL	N						
15. Indiana IN	L	2,900,026	3,470,818	1,970,084	1,565,759	1,423,350	2,427,532
16. Iowa IA	L						
17. Kansas KS	L	43,837,172	42,016,309	28,657,339	22,258,824	17,642,365	15,561,459
18. Kentucky KY	L			318	84,000	194	2,335
19. Louisiana LA	L						
20. Maine ME	L	27,461,333	26,338,200	14,394,154	13,674,610	17,197,294	15,613,094
21. Maryland MD	L						
22. Massachusetts MA	N						
23. Michigan MI	Q						
24. Minnesota MN	L			168,319	406,322	534,443	1,081,289
25. Mississippi MS	L						
26. Missouri MO	L	16,046,376	17,888,254	7,500,064	8,526,646	7,191,713	8,190,151
27. Montana MT	L	15,843,962	14,229,030	7,382,860	7,121,789	8,054,520	8,598,049
28. Nebraska NE	L						
29. Nevada NV	L	706,335	870,146	253,932	487,923	428,089	423,256
30. New Hampshire NH	N						
31. New Jersey NJ	L						
32. New Mexico NM	L			231,473	407,642	1,585,055	3,158,267
33. New York NY	L	27,513,622	30,698,228	9,746,559	12,517,501	18,683,032	23,357,996
34. North Carolina NC	L						
35. North Dakota ND	L	18,032,645	16,725,197	10,538,772	8,899,756	8,430,820	9,705,289
36. Ohio OH	L						
37. Oklahoma OK	L			(543)		1,017	
38. Oregon OR	L	(13)	(2,497)	268,487	434,222	800,792	2,730,337
39. Pennsylvania PA	N						
40. Rhode Island RI	L	507,282	586,377	416,562	433,781	716,428	1,623,161
41. South Carolina SC	L						
42. South Dakota SD	L						
43. Tennessee TN	L			(945)	(2,345)		
44. Texas TX	L						
45. Utah UT	L		(1,878)	234,934	1,101,012	262,355	703,933
46. Vermont VT	N						
47. Virginia VA	L	4,144,794	5,229,796	2,261,401	4,226,053	5,060,666	7,976,408
48. Washington WA	L	22,676,178	31,730,308	17,386,795	22,167,464	27,891,401	37,237,865
49. West Virginia WV	L						
50. Wisconsin WI	L						
51. Wyoming WY	N						
52. American Samoa AS	N						
53. Guam GU	N						
54. Puerto Rico PR	N						
55. US Virgin Islands VI	N						
56. Northern Mariana Islands MP	N						
57. Canada CN	N						
58. Aggregate Other Alien OT	XXX	0	0	0	0	0	0
59. Totals	(a) 42	248,099,415	257,095,876	135,687,362	137,082,027	156,580,463	178,087,189
DETAILS OF WRITE-INS							
5801.	XXX						
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 thru 5803 + Line 5898) (Line 58 above)	XXX	0	0	0	0	0	0

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

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

PART 1 – ORGANIZATIONAL CHART

NONE

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire			0.0	
2. Allied lines			0.0	
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril			0.0	
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	5,200,429	2,723,458	52.4	42.5
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - 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			0.0	
17.1 Other liability-occurrence	3,434,281	248,094	7.2	25.1
17.2 Other liability-claims made	22,572	(82,755)	(366.6)	698.8
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability	127,607,380	69,638,797	54.6	52.9
19.3, 19.4 Commercial auto liability	10,993,145	6,747,306	61.4	37.0
21. Auto physical damage	88,490,835	52,606,993	59.4	54.0
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety			0.0	
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	
35. Totals	235,748,642	131,881,893	55.9	52.1
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	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			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	4,231,167	6,279,797	6,063,962
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - 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	2,194,024	3,999,373	3,802,249
17.2 Other liability-claims made		5,670	23,142
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	69,860,364	133,811,831	139,317,466
19.3 19.4 Commercial auto liability	6,102,114	11,514,799	11,548,803
21. Auto physical damage	48,780,997	92,487,945	96,340,252
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	131,168,666	248,099,415	257,095,874
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0

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 (Cols. 1 + 2)	4 2011 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2011 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2011 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 (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 Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2008 + Prior	70,475	15,015	85,489	23,805	385	24,190	45,468	2,150	10,211	57,829	(1,202)	(2,269)	(3,471)
2. 2009	74,723	18,342	93,065	25,156	1,669	26,826	48,885	6,085	12,194	67,164	(681)	1,606	925
3. Subtotals 2009 + Prior	145,198	33,356	178,554	48,961	2,054	51,016	94,353	8,235	22,405	124,993	(1,883)	(662)	(2,545)
4. 2010	175,493	54,115	229,608	77,367	10,491	87,858	94,297	18,023	28,099	140,419	(3,829)	2,498	(1,331)
5. Subtotals 2010 + Prior	320,691	87,471	408,162	126,329	12,545	138,873	188,651	26,258	50,503	265,412	(5,712)	1,835	(3,877)
6. 2011	XXX	XXX	XXX	XXX	209,535	209,535	XXX	108,264	37,283	145,547	XXX	XXX	XXX
7. Totals	320,691	87,471	408,162	126,329	222,079	348,408	188,651	134,522	87,786	410,959	(5,712)	1,835	(3,877)
8. Prior Year-End's Surplus As Regards Policyholders	319,267										Col. 11, Line 7 As % of Col. 1, Line 7 1. (1.8)%	Col. 12, Line 7 As % of Col. 2, Line 7 2. 2.1 %	Col. 13, Line 7 As % of Col. 3, Line 7 3. (0.9)%
													Col. 13, Line 7 Line 8 4. (1.2)%

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.
2.
3.
4.

Bar Code:

42919201149000002

42919201145500002

42919201136500002

42919201150500002

Overflow Page for Write-Ins

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
2504. UNEARNED FEE RESERVE	11,502	9,496
2597. Summary of remaining write-ins for Line 25	11,502	9,496

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,003,308,395	964,776,537
2. Cost of bonds and stocks acquired	487,062,662	415,348,256
3. Accrual of discount	1,131,128	2,313,442
4. Unrealized valuation increase (decrease)	5,762,485	10,122,806
5. Total gain (loss) on disposals	6,006,675	5,364,282
6. Deduct consideration for bonds and stocks disposed of	525,924,574	367,871,790
7. Deduct amortization of premium	11,368,341	25,699,077
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	231,104	1,046,061
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	965,747,326	1,003,308,395
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	965,747,326	1,003,308,395

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	773,294,750	175,803,701	184,147,620	(1,437,813)	773,294,750	763,513,018		754,616,463
2. Class 2 (a)	114,247,947	1,269,402	9,996,878	(3,555,828)	114,247,947	101,964,643		108,981,333
3. Class 3 (a)	17,510,684			(9,372)	17,510,684	17,501,312		17,520,024
4. Class 4 (a)	29,861,704			(127,440)	29,861,704	29,734,264		29,844,153
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	934,915,085	177,073,103	194,144,498	(5,130,453)	934,915,085	912,713,237	0	910,961,973
PREFERRED STOCK								
8. Class 1	5,634,580			289,030	5,634,580	5,923,610		8,321,510
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	5,634,580	0	0	289,030	5,634,580	5,923,610	0	8,321,510
15. Total Bonds and Preferred Stock	940,549,665	177,073,103	194,144,498	(4,841,423)	940,549,665	918,636,847	0	919,283,483

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	145,693	XXX	145,693	11	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	128,237	134,708
2. Cost of short-term investments acquired	816,959	1,547,486
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	799,503	1,553,957
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	145,693	128,237
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	145,693	128,237

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of cash equivalents acquired	248,491,643	67,798,729
3. Accrual of discount	5,343	1,271
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	175,000,000	67,800,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	73,496,986	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	73,496,986	0

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 QA 1	US TREASURY NOTE 2.250% 03/31/16		04/01/2011	Barclays Capital		9,975,000	10,000,000	2,459	1
912828 QE 3	US TREASURY NOTE 0.625% 04/30/13		05/12/2011	Barclays Capital		61,901,391	61,800,000	13,645	1
0599999.	Total - Bonds - U.S. Government					71,876,391	71,800,000	16,104	XXX
Bonds - Industrial and Miscellaneous									
149123 BU 4	CATERPILLAR INC 1.375% 05/27/14		05/24/2011	Royal Bank of Scotland		29,977,200	30,000,000		1FE
74834L AR 1	QUEST DIAGNOSTIC INC 3.200% 04/01/16		04/06/2011	Goldman Sachs		1,269,402	1,280,000	1,934	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					31,246,602	31,280,000	1,934	XXX
8399997.	Total - Bonds - Part 3					103,122,993	103,080,000	18,038	XXX
8399999.	Total - Bonds					103,122,993	103,080,000	18,038	XXX
Common Stocks - Industrial and Miscellaneous									
002824 10 0	ABBOTT LABORATORIES		06/08/2011	State Street Bank	37,300.000	1,918,466	XXX		L
025816 10 9	AMERICAN EXPRESS CO		06/08/2011	State Street Bank	26,700.000	1,295,300	XXX		L
09247X 10 1	BLACKROCK INC/NEW YORK		06/08/2011	State Street Bank	2,400.000	456,220	XXX		L
149123 10 1	CATERPILLAR INC		06/08/2011	State Street Bank	16,500.000	1,627,088	XXX		L
151020 10 4	CELGENE CORP		06/08/2011	State Street Bank	12,400.000	738,416	XXX		L
26875P 10 1	EOG RESOURCES INC		06/08/2011	State Street Bank	9,700.000	1,063,967	XXX		L
28336L 10 9	EL PASO CORP		06/08/2011	State Street Bank	43,800.000	875,676	XXX		L
29364G 10 3	ENTERGY CORP		06/08/2011	State Street Bank	16,400.000	1,104,112	XXX		L
302182 10 0	EXPRESS SCRIPTS INC		06/08/2011	State Street Bank	17,000.000	962,387	XXX		L
30249U 10 1	FMC TECHNOLOGIES INC		06/08/2011	State Street Bank	18,800.000	787,004	XXX		L
31428X 10 6	FEDEX CORPORATION		06/08/2011	State Street Bank	7,700.000	662,155	XXX		L
38141G 10 4	GOLDMAN SACHS GROUP		06/08/2011	State Street Bank	7,600.000	1,009,742	XXX		L
393122 10 6	GREEN MOUNTAIN COFFEE R		06/08/2011	State Street Bank	4,000.000	305,018	XXX		L
413086 10 9	HARMAN INTERNATIONAL		06/23/2011	State Street Bank	8,600.000	375,807	XXX		L
441060 10 0	HOSPIRA INC		06/08/2011	State Street Bank	16,500.000	885,176	XXX		L
50075N 10 4	KRAFT FOODS INC		06/08/2011	State Street Bank	44,500.000	1,515,096	XXX		L
532716 10 7	LIMITED BRANDS		06/08/2011	State Street Bank	23,700.000	851,100	XXX		L
580135 10 1	MCDONALD'S CORP		06/08/2011	State Street Bank	16,400.000	1,331,928	XXX		L
59156R 10 8	METLIFE INC		06/08/2011	State Street Bank	22,000.000	909,891	XXX		L
62944T 10 5	NVR INC		06/08/2011	State Street Bank	1,000.000	719,730	XXX		L
64110L 10 6	NETFLIX INC		06/23/2011	State Street Bank	1,700.000	431,973	XXX		L
65248E 10 4	NEWS CORP INC - CL A		06/08/2011	State Street Bank	65,000.000	1,086,963	XXX		L
704549 10 4	PEABODY ENERGY CORP		06/08/2011	State Street Bank	6,400.000	355,926	XXX		L
713448 10 8	PEPSICO INC		06/08/2011	State Street Bank	24,500.000	1,684,238	XXX		L
78442P 10 6	SLM CORP		06/08/2011	State Street Bank	19,000.000	305,290	XXX		L
845467 10 9	SOUTHWESTERN ENERGY CO		06/08/2011	State Street Bank	9,800.000	429,270	XXX		L
852061 10 0	SPRINT NEXTEL CORP		06/08/2011	State Street Bank	112,700.000	609,493	XXX		L
871829 10 7	SYSCO CORP		06/08/2011	State Street Bank	9,700.000	295,633	XXX		L
902973 30 4	US BANCORP		06/08/2011	State Street Bank	54,300.000	1,309,863	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
911312 10 6	UNITED PARCEL SERVICE I		06/08/2011	State Street Bank	18,400.000	1,276,176	XXX		L
913017 10 9	UNITED TECHNOLOGIES COR		06/08/2011	State Street Bank	25,500.000	2,116,847	XXX		L
966387 10 2	WHITING PETROLEUM CORP		06/08/2011	State Street Bank	13,300.000	819,263	XXX		L
966837 10 6	WHOLE FOODS MARKET INC		06/08/2011	State Street Bank	6,400.000	353,821	XXX		L
003883 83 2	WEATHERFORD INTL LTD	F	06/08/2011	State Street Bank	13,600.000	252,518	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					30,721,553	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					30,721,553	XXX	0	XXX
9799999.	Total - Common Stocks					30,721,553	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					30,721,553	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					133,844,546	XXX	18,038	XXX

(a) For all common stock bearing the NAIC market indicator "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 During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828 JR 2	US TREASURY NOTE 3.750% 11/15/18		05/12/2011	Barclays Capital		26,702,625	24,800,000	27,037,082	26,620,373		(75,561)		(75,561)		26,544,812		157,813	157,813	459,862	11/15/2018	1
912828 KD 1	US TREASURY NOTE 2.750% 02/15/19		05/12/2011	Barclays Capital		37,112,734	37,000,000	37,801,531	37,671,023		(27,385)		(27,385)		37,643,638		(530,903)	(530,903)	753,287	02/15/2019	1
0599999.	Total - Bonds - U.S. Government					63,815,359	61,800,000	64,838,613	64,291,396	0	(102,946)	0	(102,946)	0	64,188,450	0	(373,090)	(373,090)	1,213,149	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
31392C MS 0	FNW 2002-W1 2A 7.172% 02/25/42		06/01/2011	Paydown		15,127	15,127	15,897	16,205		(1,078)		(1,078)		15,127			0	470	01/01/2019	1FE
462467 AP 6	IOWA FIN AUTH SF MTG 5.750% 07/01/36		04/01/2011	Call 100.0000		440,000	440,000	463,998	454,045		(14,045)		(14,045)		440,000			0	18,975	07/01/2016	1FE
46246B JS 2	IOWA FIN AUTH HSG 5.000% 07/01/30		04/01/2011	Call 100.0000		325,000	325,000	339,502	329,625		(4,625)		(4,625)		325,000			0	12,188	07/01/2014	1FE
49130P FX 7	KENTUCKY HSG CORP 3.350% 01/01/27		04/01/2011	Call 100.0000		200,000	200,000	200,000	200,000				0		200,000			0	5,025	01/01/2027	1FE
49130P JG 0	KENTUCKY HSG CORP 3.415% 07/01/13		04/01/2011	Call 100.0000		80,000	80,000	80,000	80,000				0		80,000			0	2,049	07/01/2013	1FE
64468T D3 8	NEW HAMPSHIRE ST HSG 4.750% 07/01/33		05/31/2011	Call 100.0000		135,000	135,000	143,417	135,651		(651)		(651)		135,000			0	5,878	01/02/2012	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38		04/01/2011	Call 100.0000		185,000	185,000	200,584	198,702		(13,702)		(13,702)		185,000			0	8,325	01/01/2017	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					1,380,127	1,380,127	1,443,398	1,414,228	0	(34,101)	0	(34,101)	0	1,380,127	0	0	0	52,910	XXX	XXX
Bonds - Industrial and Miscellaneous																					
05533E AU 8	BCAP 2010-RR8 3A1 3.000% 05/26/35		06/01/2011	Paydown		1,065,483	1,065,483	1,074,140	1,072,866		(7,384)		(7,384)		1,065,483			0	12,938	09/01/2013	1Z*
05947U BH 0	BACM 2000-2 F 7.917% 09/15/32		06/01/2011	Paydown		6,355,641	6,355,641	6,966,627	6,341,752		13,889		13,889		6,355,641			0	211,776	06/01/2011	1Z*
05947U VC 9	BACM 2004-3 A5 5.536% 06/10/39		06/01/2011	Paydown		164,296	164,296	163,943	164,362		(67)		(67)		164,296			0	4,311	06/10/2039	1Z*
05950V AG 5	BACM 2006-6 XP IO 0.433% 10/10/45		05/01/2011	Paydown				1,041,619	790,430		(790,430)		(790,430)					0	152,376	11/01/2013	1FE
12557T AC 2	CITEC 2009-VT1 A3 3.070% 08/15/16		06/15/2011	Paydown		1,508,611	1,508,611	1,527,527	1,515,956		(7,345)		(7,345)		1,508,611			0	19,146	01/15/2012	1FE
17310M AM 2	CGCMT 2006-C5 XP IO 0.519% 10/15/49		05/01/2011	Paydown				1,655,767	877,869		(877,869)		(877,869)					0	150,423	11/01/2013	1FE
20046F AE 0	COMM 2001-J2A A2 6.096% 07/16/34		06/01/2011	Paydown		13,436,575	13,436,575	14,102,445	13,731,699		(295,124)		(295,124)		13,436,575			0	352,288	03/01/2013	1Z*
20046F AS 9	COMM 2001-J2A X IO 0.448% 07/01/34		06/01/2011	Paydown				397,985	26,280		(26,280)		(26,280)					0	23,068	08/01/2016	1FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/32		06/01/2011	Paydown		4,529	4,529	4,592	4,314	508	(293)		215		4,529			0	140	12/01/2031	1Z*
302182 AC 4	EXPRESS SCRIPTS INC 5.250% 06/15/12		05/24/2011	Wells Fargo Bank		10,448,700	10,000,000	9,992,200	9,995,865		1,013		1,013		9,996,878		451,822	451,822	236,250	06/15/2012	2FE
33736X AH 2	FUNBC 2000-C1 IO 1.011% 05/01/32		06/01/2011	Paydown				7,429	9,028		(9,028)		(9,028)					0	1,691	06/01/2016	1FE
33736X CR 8	FUNBC 2001-C2 IO 1.488% 01/01/43		06/01/2011	Paydown				236,276	4,085		(4,085)		(4,085)					0	18,406	07/01/2011	1FE
361849 M9 0	GMACC 2005-C1 X2 IO 0.554% 05/10/43		06/01/2011	Paydown				105,479	25,761		(25,761)		(25,761)					0	9,476	06/01/2012	1FE
36228C WC 3	GSMS 2005-GG4 XP IO 0.711% 07/10/39		06/01/2011	Paydown				245,877	178,461		(178,461)		(178,461)					0	68,662	06/01/2012	1FE
3622N6 AG 4	GSR 2007-AR2 4A1 2.899% 05/25/37		06/01/2011	Paydown		155,699	155,699	152,853	156,874		(1,175)		(1,175)		155,699			0	1,831	05/25/2037	1Z*
396789 GJ 2	GCCFC 2004-GG1 XP IO 0.387% 05/10/11		05/01/2011	Paydown				3,552,684	234,877		(234,877)		(234,877)					0	257,537	05/01/2011	1FE
46625Y NH 2	JPMCC 2005-LDP2 X2 IO 0.526% 07/15/42		06/01/2011	Paydown				851,837	281,220		(281,220)		(281,220)					0	116,342	06/01/2012	1FE
46628F AB 7	JPMCC 2006-LDP7 A2 5.866% 04/15/45		06/01/2011	Paydown		6,088,492	6,088,492	6,103,700	6,076,764		11,728		11,728		6,088,492			0	149,818	07/01/2011	1Z*
46628K AT 7	JPMMT 2006-A3 6A1 2.938% 08/25/34		06/01/2011	Paydown		391,850	391,850	380,293	365,196	31,764	(5,110)		26,654		391,850			0	4,785	08/25/2034	1Z*
46628K AV 2	JPMMT 2006-A3 7A1 2.794% 04/25/35		06/01/2011	Paydown		142,906	142,906	141,562	125,708	18,283	2,101	3,187	17,197		142,906			0	1,576	04/25/2035	1Z*
493268 AS 5	KSLT 1999-B A2 0.687% 08/25/27		05/25/2011	Paydown		1,295,625	1,295,625	1,267,659	1,270,804		24,821		24,821		1,295,625			0	4,715	08/25/2027	1FE
55312V AQ 1	MLCFC 2006-4 XP IO 0.620% 12/12/49		06/01/2011	Paydown				1,457,800	1,232,077		(1,232,077)		(1,232,077)					0	227,838	12/01/2014	1FE

Statement for June 30, 2011 of the **PROGRESSIVE NORTHWESTERN INSURANCE COMPANY**

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
55313U AB 5	MMAF 2009-AA A2 1.730% 04/16/12		04/15/2011	Paydown		533,507	533,507	533,456	533,494		13		13		533,507			0	3,077	04/16/2012	1FE
58155Q AC 7	MCKESSON HBOC INC 3.250% 03/01/16		04/06/2011	CSFBdirect		5,029,150	5,000,000	4,983,050			238		238		4,983,288		45,862	45,862	18,507	03/01/2016	1FE
65476A AD 7	NAROT 2009-A A3 3.200% 02/15/13		06/15/2011	Paydown		1,885,375	1,885,375	1,915,718	1,893,976		(8,601)		(8,601)		1,885,375			0	24,850	02/15/2012	1FE
65535V AA 6	NAA 2001-R1A A1 7.000% 02/01/30		06/01/2011	Paydown		9,229	9,229	9,353	9,155	164	(90)		74		9,229			0	262	05/01/2027	1Z*
68389F KP 8	OOMLT 2006-1 2A3 0.376% 01/25/36		06/25/2011	Paydown		254,042	254,042	228,814	228,814		25,228		25,228		254,042			0	456	01/25/2036	1Z*
74929Q AA 3	RBSCF 2010-MB1 A1 2.367% 02/15/15		06/01/2011	Paydown		386,990	386,990	386,982	386,930		60		60		386,990			0	3,819	02/15/2015	1Z*
78444V AA 9	SLCLT 2010-B A1 4.000% 07/15/42		06/15/2011	Paydown		284,364	284,364	284,364	285,314		(950)		(950)		284,364			0	4,919	07/15/2042	1FE
88522A AC 5	TMST 2006-4 A2B 0.314% 07/25/36		06/25/2011	Paydown		877,587	877,587	828,222	862,822		14,765		14,765		877,587			0	1,272	07/25/2036	1Z*
88522E AE 3	TMST 2007-1 A3A 0.286% 03/25/37		06/25/2011	Paydown		873,648	873,648	825,598	852,169		21,479		21,479		873,648			0	1,288	03/25/2037	1Z*
929766 EG 4	WBCMT 2003-C4 XP IO 1.197% 04/15/35		04/01/2011	Paydown				3,754,046	373,822		(373,822)		(373,822)					0	494,523	04/01/2011	1FE
949802 AA 0	WFMBS 2003-I A1 2.733% 09/25/33		06/01/2011	Paydown		27,566	27,566	27,206	27,152		415		415		27,566			0	321	09/25/2033	1Z*
98157V AC 0	WOLS 2009-A A3 1.650% 02/15/13		06/15/2011	Paydown		2,054,237	2,054,237	2,059,613	2,056,993		(2,756)		(2,756)		2,054,237			0	16,212	11/15/2011	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					53,274,102	52,796,252	67,266,716	51,992,889	50,719	(4,247,055)	3,187	(4,199,523)	0	52,776,418	0	497,684	497,684	2,594,899	XXX	XXX
8399997.	Total - Bonds - Part 4					118,469,588	115,976,379	133,548,727	117,698,513	50,719	(4,384,102)	3,187	(4,336,570)	0	118,344,995	0	124,594	124,594	3,860,958	XXX	XXX
8399999.	Total - Bonds					118,469,588	115,976,379	133,548,727	117,698,513	50,719	(4,384,102)	3,187	(4,336,570)	0	118,344,995	0	124,594	124,594	3,860,958	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
006848 10 5	ADELPHIA		06/01/2011	Class Action Litigation		11	XXX						0				11	11		XXX	L
04010L 10 3	ARES CAPITAL CORP		04/13/2011	State Street Bank	1.000	14	XXX	5	14	(9)			(9)		5		9	9		XXX	L
749121 10 9	QWEST		05/20/2011	Class Action Litigation		3,363	XXX						0				3,363	3,363		XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					3,388	XXX	5	14	(9)	0	0	(9)	0	5	0	3,383	3,383	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					3,388	XXX	5	14	(9)	0	0	(9)	0	5	0	3,383	3,383	0	XXX	XXX
9799999.	Total - Common Stocks					3,388	XXX	5	14	(9)	0	0	(9)	0	5	0	3,383	3,383	0	XXX	XXX
9899999.	Total - Preferred and Common Stocks					3,388	XXX	5	14	(9)	0	0	(9)	0	5	0	3,383	3,383	0	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					118,472,976	XXX	133,548,732	117,698,527	50,710	(4,384,102)	3,187	(4,336,579)	0	118,345,000	0	127,977	127,977	3,860,958	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt A-Sn 1-Footnote
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
		Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository	Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
CITIBANK NEW YORK, NY								XXX
0199999. Total Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	0	0	0	XXX
0599999. Total Cash	XXX	XXX	0	0	0	0	0	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
U.S. Government Issuer Obligations							
TREASURY BILL		05/23/2011	0.045	08/18/2011	49,997,000		2,375
0199999. U.S. Government Issuer Obligations					49,997,000	0	2,375
0599999. Total - U.S. Government Bonds					49,997,000	0	2,375
Industrial and Miscellaneous (Unaffiliated) Issuer Obligations							
AMERICAN EXPRESS CREDIT		06/28/2011	0.020	07/05/2011	5,999,986		10
BANK OF MONTREAL		06/24/2011	0.060	07/01/2011	12,500,000		146
BANK NOVA SCOTIA		06/24/2011	0.050	07/01/2011	5,000,000		49
3299999. Industrial and Miscellaneous (Unaffiliated) Issuer Obligations					23,499,986	0	205
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					23,499,986	0	205
Total							
7799999. Subtotals - Issuer Obligations					73,496,986	0	2,580
8399999. Subtotals - Bonds					73,496,986	0	2,580
8699999. Total - Cash Equivalents					73,496,986	0	2,580