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QUARTERLY STATEMENT

As of September 30, 2011

of the Condition and Affairs of the

PROGRESSIVE DIRECT INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period)   NAIC Company Code..... 16322   Employer's ID Number..... 34-1524319

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

Incorporated/Organized..... September 29, 1986   Commenced Business..... January 14, 1987

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
SCOTT WESLEY ZIEGLER	PRESIDENT	MICHAEL ROBERT UTH	SECRETARY
CLARK HAROLD IBRAHIM KHAYAT #	TREASURER		

OTHER

TOBY KRAMER ALFRED	(VICE PRESIDENT)	SCOTT EDWARD COLEMAN	(ASST. TREASURER)
JAMES RUSSELL HAAS	(VICE PRESIDENT)	KAREN ANN KOSUDA	(ASST. SECRETARY)
SIMON GREGER LINDSAY	(VICE PRESIDENT)	MARIANN WOJTKUN MARSHALL	(VICE PRESIDENT)

DIRECTORS OR TRUSTEES

STEVEN ANTHONY BROZ	BRIAN CHARLES DOMECK	CHARLES ELWOOD JARRETT	CHRISTINE ANN JOHNSON
SCOTT WESLEY ZIEGLER			

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)
SCOTT WESLEY ZIEGLER	KAREN ANN KOSUDA	SCOTT EDWARD COLEMAN
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	ASSISTANT SECRETARY	ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 7TH day of NOVEMBER, 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	2,573,353,014		2,573,353,014	2,510,856,736
2. Stocks:				
2.1 Preferred stocks	80,795,200		80,795,200	86,591,129
2.2 Common stocks	477,102,156		477,102,156	352,564,380
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)	189,512,868		189,512,868	195,195,589
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....22,888,563), cash equivalents ($.....76,899,541) and short-term investments ($.....291,795)	100,079,899		100,079,899	69,253,217
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	6,548,237	6,548,237	0	
9. Receivables for securities			0	
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)	3,427,391,374	6,548,237	3,420,843,137	3,214,461,051
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	19,858,519		19,858,519	23,592,871
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	102,209,810	10,286,009	91,923,801	78,639,021
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	572,143,392		572,143,392	498,022,937
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
161. Amounts recoverable from reinsurers	5,261,509		5,261,509	6,993,573
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	114,548,939	14,167,186	100,381,753	81,667,684
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	3,656,708	3,656,708	0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	22,650,906		22,650,906	42,161,150
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	3,293,372	637,201	2,656,171	1,417,943
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	4,271,014,529	35,295,341	4,235,719,188	3,946,956,230
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	4,271,014,529	35,295,341	4,235,719,188	3,946,956,230

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. STATE UNEARNED SURCHARGE RECOVERABLE	1,429,035		1,429,035	1,236,965
2502. STATE TAX CREDITS	1,036,375		1,036,375	87,500
2503. NET GOODS AND SERVICES TAX RECEIVABLE	166,508		166,508	69,857
2598. Summary of remaining write-ins for Line 25 from overflow page	661,454	637,201	24,253	23,621
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	3,293,372	637,201	2,656,171	1,417,943

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....650,411,113)	1,272,139,976	1,205,568,191
2.	Reinsurance payable on paid losses and loss adjustment expenses	169,192,213	161,744,780
3.	Loss adjustment expenses	273,450,451	263,412,039
4.	Commissions payable, contingent commissions and other similar charges	602,125	206,567
5.	Other expenses (excluding taxes, licenses and fees)	18,646,611	13,477,288
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	29,409,028	35,759,032
7.1	Current federal and foreign income taxes (including $.....3,203,129 on realized capital gains (losses))	21,282,511	16,095,831
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 $.....324,842,389 and including warranty reserves of $..........0)	1,118,901,562	973,248,250
10.	Advance premium	10,486,160	10,539,812
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	1,279,326	
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		148
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	61,319,099	59,512,762
19.	Payable to parent, subsidiaries and affiliates		
20.	Derivatives		
21.	Payable for securities	3,500	
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	4,840,428	3,483,785
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	2,981,552,990	2,743,048,485
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	2,981,552,990	2,743,048,485
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,480	3,000,480
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	824,318,776	807,194,303
35.	Unassigned funds (surplus)	426,846,942	393,712,962
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)	1,254,166,198	1,203,907,745
38.	Totals	4,235,719,188	3,946,956,230

DETAILS OF WRITE-INS

2501.	MISCELLANEOUS OTHER LIABILITIES	3,310,248	2,961,888
2502.	ESCHEATABLE PROPERTY	1,389,201	318,955
2503.	STATE PLAN LIABILITY	140,979	202,942
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	4,840,428	3,483,785
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 $.....1,417,071,706)	1,367,425,099	1,369,201,188	1,822,169,099
1.2 Assumed (written $.....2,501,712,947)	2,363,419,796	2,058,868,579	2,796,636,852
1.3 Ceded (written $.....881,726,546)	839,440,101	771,315,698	1,039,231,339
1.4 Net (written $.....3,037,058,107)	2,891,404,794	2,656,754,069	3,579,574,612
DEDUCTIONS:			
2. Losses incurred (current accident year $.....1,802,938,873):			
2.1 Direct	830,958,497	824,496,557	1,113,122,846
2.2 Assumed	1,427,312,891	1,243,382,424	1,717,101,443
2.3 Ceded	508,111,063	465,272,771	636,800,466
2.4 Net	1,750,160,326	1,602,606,210	2,193,423,823
3. Loss adjustment expenses incurred	322,323,106	319,045,814	429,414,628
4. Other underwriting expenses incurred	688,278,387	622,463,850	808,115,059
5. Aggregate write-ins for underwriting deductions	27	(523,754)	(622,864)
6. Total underwriting deductions (Lines 2 through 5)	2,760,761,846	2,543,592,120	3,430,330,646
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	130,642,949	113,161,949	149,243,966
INVESTMENT INCOME			
9. Net investment income earned	74,384,730	73,894,611	99,192,889
10. Net realized capital gains (losses) less capital gains tax of $.....2,914,455	6,160,400	32,406,681	47,640,759
11. Net investment gain (loss) (Lines 9 + 10)	80,545,130	106,301,292	146,833,648
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....1,125,642 amount charged off $.....27,404,740)	(26,279,098)	(24,648,109)	(33,168,529)
13. Finance and service charges not included in premiums	20,785,312	20,272,797	27,018,332
14. Aggregate write-ins for miscellaneous income	11,122,146	10,114,322	14,115,961
15. Total other income (Lines 12 through 14)	5,628,360	5,739,010	7,965,764
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	216,816,439	225,202,251	304,043,378
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)	216,816,439	225,202,251	304,043,378
19. Federal and foreign income taxes incurred	82,281,343	81,210,294	96,054,800
20. Net income (Line 18 minus Line 19) (to Line 22)	134,535,096	143,991,957	207,988,578
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	1,203,907,745	1,121,686,146	1,121,686,146
22. Net income (from Line 20)	134,535,096	143,991,957	207,988,578
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....(22,233,614)	(41,289,101)	10,760,976	32,162,214
25. Change in net unrealized foreign exchange capital gain (loss)	342,305	(226,132)	314,140
26. Change in net deferred income tax	10,831,959	(7,100,597)	(17,915,199)
27. Change in nonadmitted assets	(11,286,278)	22,972,860	30,734,543
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	17,124,473	7,615,034	9,837,323
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders	(60,000,000)		(180,900,000)
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)	50,258,454	178,014,098	82,221,599
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	1,254,166,198	1,299,700,244	1,203,907,745

DETAILS OF WRITE-INS

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS)	27	(523,754)	(622,864)
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)	27	(523,754)	(622,864)
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED	10,727,794	9,528,089	12,791,183
1402. MISCELLANEOUS OTHER INCOME	313,330	426,469	1,117,192
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	81,022	159,764	207,586
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)	11,122,146	10,114,322	14,115,961
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	2,951,487,324	2,771,987,766	3,670,095,128
2.	Net investment income	120,354,437	110,891,705	148,929,092
3.	Miscellaneous income	6,391,105	5,763,663	8,060,488
4.	Total (Lines 1 through 3)	3,078,232,866	2,888,643,134	3,827,084,708
5.	Benefit and loss related payments	1,674,409,043	1,488,222,801	2,028,172,814
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,001,348,231	919,220,145	1,201,323,810
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....961,486 tax on capital gains (losses)	80,009,118	77,869,665	85,914,473
10.	Total (Lines 5 through 9)	2,755,766,392	2,485,312,611	3,315,411,097
11.	Net cash from operations (Line 4 minus Line 10)	322,466,474	403,330,523	511,673,611
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	610,690,019	1,043,569,483	1,177,660,925
	12.2 Stocks	27,346,630	19,563,382	64,491,866
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets	110,000	127,000	127,000
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds	3,500		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	638,150,149	1,063,259,865	1,242,279,791
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	704,301,050	1,200,720,707	1,329,651,837
	13.2 Stocks	203,584,210	213,177,608	218,951,020
	13.3 Mortgage loans			
	13.4 Real estate	2,391,905	623,237	869,519
	13.5 Other invested assets			
	13.6 Miscellaneous applications		940,026	897,227
	13.7 Total investments acquired (Lines 13.1 to 13.6)	910,277,165	1,415,461,578	1,550,369,603
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)	(272,127,016)	(352,201,713)	(308,089,812)
	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	17,124,473	7,615,034	9,837,323
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	60,000,000		180,900,000
	16.6 Other cash provided (applied)	23,362,751	(6,130,225)	21,752,466
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(19,512,776)	1,484,809	(149,310,211)
	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)	30,826,682	52,613,619	54,273,588
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	69,253,217	14,979,629	14,979,629
	19.2 End of period (Line 18 plus Line 19.1)	100,079,899	67,593,248	69,253,217

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 Direct 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 September 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 September 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
61748LAD4	$ 10,977,201	$ 10,016,108	$ 961,093	$ 10,016,108	$ 7,150,350	2009 - Q3
863579XC7	20,634,751	18,722,138	1,912,613	18,722,138	18,722,138	2009 - Q3
71085PAW3	14,226,110	13,588,558	637,552	13,588,558	8,969,609	2010 - Q1
45660LDG1	5,607,836	5,301,431	306,405	5,301,431	4,436,741	2010 - Q2
71085PAW3	13,588,558	9,081,782	4,506,776	9,081,782	9,081,782	2010 - Q2
855541AB4	4,492,027	4,118,702	373,325	4,118,702	3,952,372	2010 - Q2
32027NRX1	239,447	162,300	77,147	162,300	162,300	2010 - Q3
855541AB4	3,711,737	3,552,306	159,431	3,552,306	3,552,306	2011 - Q1
3622N6AG4	6,307,525	6,122,525	185,000	6,122,525	5,223,707	2011 - Q2
Total	XXX	XXX	$ 9,119,342	XXX	XXX	XXX

As of September 30, 2011, the Company had $12,051,375 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 September 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
$261,930,641	$ 12,051,375	$ 5,084,788	$ 6,966,588	$ 215,573,803	$ 46,356,838

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:

Description	September 30, 2011 (1) Ordinary Income	(2) Capital gain (loss)	(3) (Col 1+2) Total	December 31, 2010 (4) Ordinary Income	(5) Capital gain (loss)	(6) (Col 4+5) Total	Change (7) (Col 1-4) Ordinary Income	(8) (Col 2-5) Capital gain (loss)	(9) (Col 7+8) Total
(a) Gross deferred tax assets	$ 119,703,003	$ 57,586,044	$ 177,289,047	$ 109,211,699	$ 46,426,291	$ 155,637,990	$ 10,491,304	$ 11,159,753	$ 21,651,057
(b) Statutory valuation allowance adjustment	-	-	-	-	-	-	-	-	-
(c) Adjusted gross deferred tax assets (1a-1b)	$ 119,703,003	$ 57,586,044	$ 177,289,047	$ 109,211,699	$ 46,426,291	$ 155,637,990	$ 10,491,304	$ 11,159,753	$ 21,651,057
(d) Deferred tax liabilities	19,321,250	43,418,858	62,740,108	19,215,658	54,754,648	73,970,306	105,592	(11,335,790)	(11,230,198)
(e) Subtotal (net deferred tax assets) (1c-1d)	$ 100,381,753	$ 14,167,186	$ 114,548,939	$ 89,996,041	$ (8,328,357)	$ 81,667,684	$ 10,385,712	$ 22,495,543	$ 32,881,255
(f) Deferred tax assets nonadmitted	-	14,167,186	14,167,186	-	-	-	-	14,167,186	14,167,186
(g) Net admitted deferred tax assets (1e-1f)	$ 100,381,753	$ -	$ 100,381,753	$ 89,996,041	$ (8,328,357)	$ 81,667,684	$ 10,385,712	$ 8,328,357	$ 18,714,069

2. The Company has not elected to admit additional DTAs pursuant to SSAP No. 10R, paragraph 10.e. for the reporting period ended September 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) September 30, 2011	(2) December 31, 2010
(a) Federal income tax expense (benefit)	$ 82,354,211	$ 93,723,404
(b) Foreign income tax expense (benefit)	-	-
(c) Prior year underaccrual (overaccrual)	(72,868)	2,331,396
(d) Subtotal	$ 82,281,343	$ 96,054,800
(e) Federal income tax (benefit) on net realized capital gains (losses)	899,571	(2,006,682)
(f) Utilization of capital loss carry-forwards	-	-
(g) Prior year underaccrual (overaccrual)	2,014,884	(17,608,819)
(h) Subtotal	$ 2,914,455	$ (19,615,501)
(i) Federal and Foreign income taxes incurred	$ 85,195,798	$ 76,439,299

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	September 30, 2011	December 31, 2010	Change
Total deferred tax assets	$ 177,289,047	$ 155,637,990	$ 21,651,057
Total deferred tax liabilities	62,740,108	73,970,306	(11,230,198)
Net deferred tax asset (liability)	$ 114,548,939	$ 81,667,684	$ 32,881,255
Tax effect of unrealized gains (losses)			22,049,297
Change in net deferred income tax			$ 10,831,959

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 September 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	$ 76,905,813	35%
Exempt interest income	(2,167,035)	(1)
Dividends received deduction	(1,332,970)	--
Prior year underaccrual (overaccrual)	(17,306)	--
Impact of nonadmitted assets	970,481	--
Other	4,856	--
Total	$ 74,363,839	34%
Federal and foreign income taxes incurred	$ 85,195,798	
Change in net deferred income tax	(10,831,959)	
Total statutory income taxes	$ 74,363,839	

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

C,D,E,F.Dividends

On September 23, 2011, the Company paid a $27,000,000 ordinary and a $33,000,000 extraordinary cash dividend to Progressive Direct Holdings, Inc., a holding company incorporated in Delaware. The extraordinary dividend was approved by the Ohio DOI.

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	$ 27,500

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 various management agreements and the 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 September 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 September 30, 2011, there was a putative class action lawsuit challenging that the Company over-charged municipal tax to policyholders. An agreement to settle was reached in 2009. As of September 30, 2011, the settlement is still being administered.

As of September 30, 2011, the Company was defending two putative statewide class action lawsuits alleging that the Company improperly steers automobile repair work to certain auto body repair shops and challenging the labor rates the Company pays to auto body repair shops.

As of September 30, 2011, there was one statewide putative class action lawsuit challenging the Company’s policy form with regard to rejecting uninsured motorist coverage.

As of September 30, 2011, the Company was defending a putative class action lawsuit challenging the Company’s notice of cancellation form for nonpayment of premium and subsequent denial of automobile coverage. An agreement to settle was reached in November 2010 and a loss reserve was established accordingly.

As of September 30, 2011, the Company was defending a putative class action lawsuit challenging the Company’s evaluation of physical damage claims regarding diminution of value.

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 September 30, 2011 are as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Bonds – Industrial & Miscellaneous	$ --	$ 33,500,591	$ --	$ 33,500,591
Common Stock – Industrial & Miscellaneous	477,102,156	--	--	477,102,156
Preferred Stock – Industrial & Miscellaneous	--	25,270,475	--	25,270,475
Total	$ 477,102,156	$ 58,771,066	$ --	$ 535,873,222

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

A. Other Disclosures

1. Nonadmitted Other Invested Assets

In accordance with admissibility requirements of SSAP No. 48, Joint Ventures, Partnerships, and Limited Liability Companies, the Company non-admits its investment in Gadsden, AL, LLC ("Gadsden"), a non-insurance affiliate incorporated in Ohio that owns investment real estate. As a result of management's decision to not subject Gadsden to the annual GAAP audit, the Company is not permitted to admit its investment in Gadsden.

22. Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through November 7, 2011 for the statutory statement that was available for issuance by November 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 $71,113,000 in 2011, which is 4.8% of the total prior year net unpaid losses and LAE of $1,468,980,230. The favorable development is primarily due to favorable Private Passenger Auto Liability case loss reserve development with Auto Physical Damage development representing most of the remaining favorable development. Originally anticipated severity for accident year 2010 decreased 1.5% for both Private Passenger Auto Liability and Auto Physical Damage. Defense and cost containment reserves also experienced favorable development.

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

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 [X] No [ ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 6,656,341	$ 6,548,237
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 6,656,341	$ 6,548,237
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
CITIGROUP, PTY. LTD.	120 COLLINS STREET, MELBOURNE VIC, 3000 AU

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)

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
			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	L	48,155,814	46,525,456	28,173,624	21,847,327	15,909,052	15,704,126
2.	Alaska AK	L	13,137,153	12,488,364	5,313,758	4,335,511	4,883,560	3,496,539
3.	Arizona AZ	Q						
4.	Arkansas AR	L	17,219,450	15,419,386	8,085,509	5,961,347	4,038,619	4,018,748
5.	California CA	L	33,018,306	29,133,634	14,828,198	12,718,849	6,699,694	5,964,773
6.	Colorado CO	L	114,931,274	108,161,276	68,482,760	60,251,159	49,369,215	47,531,364
7.	Connecticut CT	L	51,730,335	46,908,002	28,523,480	24,933,554	29,283,899	24,601,946
8.	Delaware DE	L	19,537,278	17,479,699	9,946,582	9,548,049	7,590,361	8,166,810
9.	District of Columbia DC	L	13,573,163	12,868,521	6,653,715	6,683,005	4,828,172	4,394,217
10.	Florida FL	Q						
11.	Georgia GA	L	13,242,520	16,653,534	7,534,268	9,569,081	5,009,724	5,650,145
12.	Hawaii HI	L	16,006,536	16,818,787	6,037,930	6,094,435	5,067,772	5,117,473
13.	Idaho ID	L	15,084,245	13,846,652	6,768,286	6,482,675	5,581,748	4,604,067
14.	Illinois IL	L	26,476,543	34,814,465	16,612,112	18,768,972	13,878,059	16,017,325
15.	Indiana IN	L	(1,806)	(36,378)	120,946	1,292,859	328,015	765,886
16.	Iowa IA	L	(1,941)	(112)	(440)	90,652	39,305	55,174
17.	Kansas KS	L	42,366,403	40,130,168	26,330,346	19,771,030	10,174,099	9,358,577
18.	Kentucky KY	L	58,290,400	56,250,603	33,596,539	29,964,610	21,835,636	20,834,135
19.	Louisiana LA	L						
20.	Maine ME	L	1,790,868	1,485,285	867,554	622,100	685,387	557,733
21.	Maryland MD	L	21,364,286	25,120,601	13,440,749	17,978,813	11,605,500	12,319,116
22.	Massachusetts MA	L	90,646,527	97,692,194	62,695,335	73,705,554	57,671,161	61,325,266
23.	Michigan MI	Q						
24.	Minnesota MN	L	108,303,359	98,805,331	65,323,139	52,136,718	45,925,620	37,261,659
25.	Mississippi MS	L						
26.	Missouri MO	L	28,902,807	40,053,841	20,484,846	24,318,619	13,224,059	15,656,799
27.	Montana MT	L	15,270,324	13,637,278	6,839,098	6,929,189	4,176,679	4,354,988
28.	Nebraska NE	L	(249)	(739)	24,591	511,800	168,478	478,478
29.	Nevada NV	L	54,605,263	52,945,399	28,012,200	24,395,875	30,458,455	24,155,693
30.	New Hampshire NH	L	(30,232)	15,657,414	1,901,828	8,756,574	3,098,654	5,962,468
31.	New Jersey NJ	Q						
32.	New Mexico NM	L	44,424,185	44,692,920	23,039,067	22,846,862	20,054,837	18,812,308
33.	New York NY	L	51,400,650	62,594,295	36,514,890	43,813,578	42,566,642	54,507,554
34.	North Carolina NC	L						
35.	North Dakota ND	L	9,907,764	8,241,410	5,276,374	3,580,401	2,699,017	1,840,719
36.	Ohio OH	L	176,586,245	158,863,776	107,466,891	85,312,336	60,117,491	52,553,156
37.	Oklahoma OK	L	41,621,400	38,833,909	23,236,536	25,227,743	14,247,976	13,570,309
38.	Oregon OR	L	314,696	489,410	193,056	456,128	35,531	81,369
39.	Pennsylvania PA	L	42,102,196	49,949,478	30,062,120	33,529,743	23,846,117	29,954,979
40.	Rhode Island RI	L	22,280,007	18,342,681	12,032,927	8,626,010	12,461,051	8,662,679
41.	South Carolina SC	L	17,223,800	19,289,882	9,748,818	10,160,621	7,773,486	8,285,828
42.	South Dakota SD	L	10,417,745	10,077,644	6,684,569	4,667,842	3,398,543	2,737,502
43.	Tennessee TN	L			120			
44.	Texas TX	N						
45.	Utah UT	L	32,733,207	30,075,067	16,518,118	14,413,941	11,879,501	9,674,665
46.	Vermont VT	L	9,609,630	8,474,564	4,682,406	3,541,766	3,355,248	2,916,880
47.	Virginia VA	L	69,400,023	96,147,420	45,143,770	55,585,107	34,529,503	36,348,057
48.	Washington WA	L	81,838,790	67,729,698	40,706,977	28,227,643	31,779,660	26,351,344
49.	West Virginia WV	L	(22)	(5,922)	(5,438)	68,539	47,711	40,888
50.	Wisconsin WI	L	(2,258)	(2,277)	(18,785)	249,998	7,629	40,619
51.	Wyoming WY	L	(22)	(1,188)	147,435	91,895	825	63,407
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	3,595,046	833,296	1,871,487	83,180	551,928	122,608
59.	Totals	(a) 46	1,417,071,708	1,427,484,724	829,898,291	788,151,690	620,883,619	604,918,376

DETAILS OF WRITE-INS

5801.	Australia	XXX	3,595,046	833,296	1,871,487	83,180	551,928	122,608
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	3,595,046	833,296	1,871,487	83,180	551,928	122,608

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied 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	11,961,411	8,685,994	72.6	66.2
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	6,140,098	2,014,110	32.8	44.2
17.2 Other liability-claims made			0.0	
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	881,165,247	481,494,954	54.6	56.6
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	468,158,344	338,763,440	72.4	66.7
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	1,367,425,100	830,958,498	60.8	60.2
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	5,153,606	15,389,904	13,894,368
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	2,552,758	7,667,076	7,183,736
17.2 Other liability-claims made			
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	301,672,595	908,609,353	908,111,793
19.3 19.4 Commercial auto liability			
21. Auto physical damage	160,124,893	485,405,373	498,294,825
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	469,503,852	1,417,071,706	1,427,484,722
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	171,388	42,568	213,955	79,240	4,158	83,398	74,701	13,329	20,114	108,144	(17,447)	(4,967)	(22,414)
2. 2009	272,844	66,031	338,876	112,777	10,277	123,054	128,147	36,764	37,767	202,679	(31,920)	18,777	(13,142)
3. Subtotals 2009 + Prior	444,232	108,599	552,831	192,017	14,435	206,452	202,848	50,093	57,882	310,823	(49,367)	13,811	(35,556)
4. 2010	707,297	208,851	916,149	378,772	47,052	425,824	223,605	138,192	92,969	454,767	(104,920)	69,362	(35,557)
5. Subtotals 2010 + Prior	1,151,529	317,450	1,468,979	570,789	61,488	632,277	426,453	188,285	150,851	765,589	(154,287)	83,173	(71,113)
6. 2011	XXX	XXX	XXX	XXX	1,363,593	1,363,593	XXX	589,572	190,429	780,000	XXX	XXX	XXX
7. Totals	1,151,529	317,450	1,468,979	570,789	1,425,081	1,995,870	426,453	777,857	341,279	1,545,590	(154,287)	83,173	(71,113)
8. Prior Year-End's Surplus As Regards Policyholders	1,203,908										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. (13.4)%	2. 26.2 %	3. (4.8)%
													Col. 13, Line 7 Line 8
													4. (5.9)%

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:

* 1 6 3 2 2 2 0 1 1 4 9 0 0 0 0 0 3 *

* 1 6 3 2 2 2 0 1 1 4 5 5 0 0 0 0 3 *

* 1 6 3 2 2 2 0 1 1 3 6 5 0 0 0 0 3 *

* 1 6 3 2 2 2 0 1 1 5 0 5 0 0 0 0 3 *

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. MISCELLANEOUS OTHER ASSETS	82,804	58,551	24,253	23,621
2505. PREPAID EXPENSES	578,650	578,650	0	
2597. Summary of remaining write-ins for Line 25	661,454	637,201	24,253	23,621

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	195,195,589	204,777,062
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	2,391,905	869,519
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	386,855	170,161
8. Deduct current year's depreciation	7,687,771	10,280,831
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	189,512,868	195,195,589
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	189,512,868	195,195,589

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

	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

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	6,656,341	6,730,480
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)	1,896	52,861
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	110,000	127,000
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)	6,548,237	6,656,341
12. Deduct total nonadmitted amounts	6,548,237	6,656,341
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

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	2,950,012,245	2,607,755,855
2. Cost of bonds and stocks acquired	907,885,254	1,548,602,857
3. Accrual of discount	3,739,388	5,641,214
4. Unrealized valuation increase (decrease)	(63,524,611)	49,399,003
5. Total gain (loss) on disposals	10,507,189	34,134,787
6. Deduct consideration for bonds and stocks disposed of	638,036,645	1,242,152,791
7. Deduct amortization of premium	38,286,972	47,429,312
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	1,045,478	5,939,368
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,131,250,370	2,950,012,245
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	3,131,250,370	2,950,012,245

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)	2,097,060,565	259,840,676	290,938,565	(41,892,666)	2,007,134,789	2,097,060,565	2,024,070,010	1,940,055,485
2. Class 2 (a)	573,742,589			28,786,862	595,090,846	573,742,589	602,529,451	609,636,789
3. Class 3 (a)		19,470,742		(900,653)			18,570,089	
4. Class 4 (a)	15,458,409		10,000,000	(245,909)	15,583,484	15,458,409	5,212,500	10,334,862
5. Class 5 (a)	162,300				162,300	162,300	162,300	5,494,333
6. Class 6 (a)								
7. Total Bonds	2,686,423,863	279,311,418	300,938,565	(14,252,366)	2,617,971,419	2,686,423,863	2,650,544,350	2,565,521,469
PREFERRED STOCK								
8. Class 1	57,922,675			(3,052,475)	16,661,045	57,922,675	54,870,200	19,155,463
9. Class 2	13,725,000				48,588,680	13,725,000	13,725,000	49,726,917
10. Class 3	12,200,000				18,039,275	12,200,000	12,200,000	17,708,750
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	83,847,675	0	0	(3,052,475)	83,289,000	83,847,675	80,795,200	86,591,130
15. Total Bonds and Preferred Stock	2,770,271,538	279,311,418	300,938,565	(17,304,841)	2,701,260,419	2,770,271,538	2,731,339,550	2,652,112,599

(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	291,795	XXX	291,795	102	

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	51,064,741	500,407
2. Cost of short-term investments acquired	102,687,424	151,225,036
3. Accrual of discount	151,525	269,163
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	153,565,857	101,388,530
7. Deduct amortization of premium	542,017	284,983
8. Total foreign exchange change in book/adjusted carrying value	495,979	743,648
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)	291,795	51,064,741
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	291,795	51,064,741

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	3,599,990	897,412
2. Cost of cash equivalents acquired	338,383,213	168,895,668
3. Accrual of discount	116,001	6,940
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	264,899,581	166,200,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/ adjusted carrying value	(300,082)	(30)
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)	76,899,541	3,599,990
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	76,899,541	3,599,990

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
CAMPUS I HOME OFFICE COMPLEX	MAYFIELD HEIGHTS	OH						716,170
EASTMARK OFFICE BUILDING	MAYFIELD HEIGHTS	OH						(38,131)
ALPHA NORTH OFFICE BUILDING	HIGHLAND HEIGHTS	OH						(14,144)
OMEGA WEST OFFICE BUILDING	HIGHLAND HEIGHTS	OH						22,495
DISCOVERY TRAINING CENTER	MAYFIELD VILLAGE	OH						24,634
0199999. Totals					0	0	0	711,024
0399999. Totals					0	0	0	711,024

QE01

SCHEDULE A - PART 3

Showing all Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract "

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B./A.C.V. (11 - 9 - 10)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred

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. Special Revenue and Special Assessment									
64971M VT 6	NEW YORK N Y CITY 5.000% 11/01/18		08/12/2011	Morgan Stanley		19,276,960	16,000,000	235,556	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					19,276,960	16,000,000	235,556	XXX
Bonds - Industrial and Miscellaneous									
12622Q AB 1	COMM 2011-THL B 4.554% 06/09/28		07/14/2011	Deutsche Bank		5,969,774	6,000,000	20,495	1Z*
12622Q AC 9	COMM 2011-THL C 5.163% 06/09/28		07/14/2011	Deutsche Bank		11,999,854	12,000,000	46,467	1Z*
28140E AD 3	EFCT 2003-2 A4 1.747% 03/15/32		09/16/2011	Cantor Fitzgerald		17,662,656	17,750,000		1FE
345397 VP 5	FORD MOTOR CREDIT CO 6.625% 08/15/17		08/01/2011	Progressive Investment Co Inc.		8,287,342	7,566,000	231,131	3FE
44923X AC 3	HALST 2011-A A3 1.020% 08/15/14		08/04/2011	Royal Bank of Scotland		24,995,910	25,000,000		1FE
608190 AH 7	MOHAWK INDUSTRIES INC 6.875% 01/15/16		08/01/2011	Progressive Investment Co Inc.		11,183,400	10,355,000	31,640	3FE
89233P 5E 2	TOYOTA MOTOR CREDIT 2.000% 09/15/16		09/08/2011	Bank of America Corp.		24,870,250	25,000,000		1FE
92903P AG 4	VNO 2010-VNO B 4.741% 09/13/28		07/14/2011	Deutsche Bank		3,330,265	3,300,000	3,911	1Z*
92936C AC 3	WFRBS 2011-C4 A2 3.454% 06/15/44		07/21/2011	Wells Fargo Bank		13,887,253	13,750,000	10,554	1Z*
92936G AC 4	WFDB 2011-BXR XA 0.380% 07/05/24		08/01/2011	Wells Fargo Bank		5,009,560		124,714	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					127,196,264	120,721,000	468,912	XXX
8399997.	Total - Bonds - Part 3					146,473,224	136,721,000	704,468	XXX
8399999.	Total - Bonds					146,473,224	136,721,000	704,468	XXX
Common Stocks - Industrial and Miscellaneous									
00164V 10 3	AMC NETWORKS INC A		07/01/2011	Spin Off	6,450.000	270,708	XXX		L
060505 10 4	BANK OF AMERICA CORP		09/27/2011	State Street Bank	519,300.000	4,169,976	XXX		L
127097 10 3	CABOT OIL & GAS CORP		09/27/2011	State Street Bank	9,100.000	615,529	XXX		L
349882 10 0	FOSSIL INC		09/27/2011	State Street Bank	4,900.000	483,264	XXX		L
436106 10 8	HOLLYFRONTIER CORP		09/27/2011	State Street Bank	27,900.000	1,212,312	XXX		L
52729N 10 0	LEVEL 3 COMMUNICATIONS		09/27/2011	State Street Bank	313,400.000	503,571	XXX		L
56585A 10 2	MARATHON PETROLEUM CORP		07/01/2011	Spin Off	13,300.000	444,758	XXX		L
92276F 10 0	VENTAS INC		07/05/2011	Tax Free Exchange	3,068.000	140,530	XXX		L
063671 10 1	BANK OF MONTREAL	A	07/06/2011	Tax Free Exchange	13.000	563	XXX		L
29358Q 10 9	ENSCO PLC	F	07/01/2011	State Street Bank (Reversal of 2nd qtr acquisition)	(7,549.000)	(402,525)	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					7,438,686	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					7,438,686	XXX	0	XXX
9799999.	Total - Common Stocks					7,438,686	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					7,438,686	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					153,911,910	XXX	704,468	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					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 Designation or Market Indicator (a)
Bonds - U.S. Government																					
3620AN RT 9	GNMA PLC 2.990% 04/15/20		09/01/2011	Paydown		383,821	383,821	383,766	383,766		55		55		383,821			0	7,653	04/15/2020	1
0599999.	Total - Bonds - U.S. Government					383,821	383,821	383,766	383,766	0	55	0	55	0	383,821	0	0	0	7,653	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
041083 MM 5	ARKANSAS ST HSG 5.000% 07/01/35		07/01/2011	Call 100.0000		580,000	580,000	602,098	589,189		(9,189)		(9,189)		580,000			0	29,000	07/01/2015	1FE
041083 QM 1	ARKANSAS ST HSG 5.500% 07/01/37		07/01/2011	Call 100.0000		780,000	780,000	835,380	813,119		(33,119)		(33,119)		780,000			0	42,900	01/01/2017	1FE
246395 JE 8	DELAWARE ST HSG 5.750% 01/01/36		07/01/2011	Call 100.0000		460,000	460,000	498,640	478,825		(18,825)		(18,825)		460,000			0	26,450	07/01/2016	1FE
246395 NL 7	DELAWARE ST HSG 5.900% 07/01/38		07/01/2011	Call 100.0000		865,000	865,000	940,307	910,601		(45,601)		(45,601)		865,000			0	51,035	01/01/2017	1FE
246395 PD 3	DELAWARE ST HSG 5.600% 01/01/39		07/01/2011	Call 100.0000		575,000	575,000	615,998	597,999		(22,999)		(22,999)		575,000			0	32,200	07/01/2017	1FE
313921 6F 0	FNGT 2001-W3 A 7.000% 09/01/41		09/01/2011	Paydown		2,357	2,357	2,466	2,517		(160)		(160)		2,357			0	107	12/01/2025	1FE
313921 M2 1	FNGT 2001-T11 IO 0.946% 09/25/11		09/01/2011	Paydown				11,372,998	1,740,021		(1,740,021)		(1,740,021)					0	2,052,822	09/01/2011	1FE
31392C MS 0	FNW 2002-W1 2A 7.126% 02/25/42		09/01/2011	Paydown		4,897	4,897	5,137	5,215		(317)		(317)		4,897			0	246	01/01/2019	1FE
491308 4R 0	KENTUCKY HSG CORP 4.850% 07/01/22		09/01/2011	Call 100.0000		75,000	75,000	75,000	75,000				0		75,000			0	3,961	07/01/2022	1FE
49130N CB 3	KENTUCKY HIGHER ED STUD 0.754% 05/01/20		08/01/2011	Call 100.0000		780,000	780,000	780,000	779,145		855		855		780,000			0	4,661	05/01/2020	1FE
60636X T8 6	MISSOURI ST HSG SF 5.700% 09/01/38		09/01/2011	Call 100.0000		90,000	90,000	96,300	96,219		(6,219)		(6,219)		90,000			0	5,130	09/01/2018	1FE
60636X WJ 8	MISSOURI ST HSG SF 6.000% 03/01/37		09/01/2011	Call 100.0000		360,000	360,000	393,228	377,051		(17,051)		(17,051)		360,000			0	21,600	09/01/2016	1FE
60636X YQ 0	MISSOURI ST HSG SF 5.900% 09/01/37		09/01/2011	Call 100.0000		1,585,000	1,585,000	1,694,365			(109,365)		(109,365)		1,585,000			0	46,758	03/01/2017	1FE
613349 M6 3	MONTGOMERY CNTY MD HSG 5.500% 07/01/33		08/19/2011	Call 100.0000		280,000	280,000	296,724	288,152		(8,152)		(8,152)		280,000			0	17,453	01/01/2015	1FE
647110 FD 2	NEW MEXICO EDL ASSISTAN 0.954% 12/01/20		09/01/2011	Call 100.0000		445,000	445,000	445,000	445,000				0		445,000			0	3,165	12/01/2020	1FE
647200 JN 5	NEW MEXICO MTG FIN AGY 5.950% 07/01/37		07/01/2011	Call 100.0000		220,000	220,000	239,800	229,516		(9,516)		(9,516)		220,000			0	13,090	07/01/2016	1FE
647200 QK 3	NEW MEXICO MTG FIN AGY 5.300% 01/01/39		07/01/2011	Call 100.0000		380,000	380,000	402,990	392,844		(12,844)		(12,844)		380,000			0	20,140	01/01/2018	1FE
647200 TH 7	NEW MEXICO MTG FIN AGY 5.600% 01/01/38		07/01/2011	Call 100.0000		650,000	650,000	700,375	695,109		(45,109)		(45,109)		650,000			0	36,400	07/01/2022	1FE
64966W AF 4	NEW YORK NY CITY HSG 5.000% 07/01/11		07/01/2011	Maturity		2,830,000	2,830,000	2,983,528	2,852,557		(22,557)		(22,557)		2,830,000			0	141,500	07/01/2011	1FE
662826 EW 2	NORTH TEX HIGHER ED AUT 0.646% 07/01/19		07/01/2011	Call 100.0000		1,335,000	1,335,000	1,335,000	1,333,894		1,106		1,106		1,335,000			0	7,083	07/01/2019	1FE
676907 EU 8	OHIO HSG FIN AGY 5.000% 09/01/31		09/01/2011	Call 100.0000		270,000	270,000	290,355	274,069		(4,069)		(4,069)		270,000			0	13,500	09/01/2012	1FE
676907 KV 9	OHIO HSG FIN AGY 5.500% 03/01/36		09/01/2011	Call 100.0000		470,000	470,000	501,626	482,393		(12,393)		(12,393)		470,000			0	25,850	09/01/2016	1FE
67886R KE 7	OKLAHOMA HSG FIN SF 6.000% 09/01/36		09/01/2011	Call 100.0000		200,000	200,000	218,830	209,621		(9,621)		(9,621)		200,000			0	11,300	09/01/2016	1FE
686087 LC 9	OREGON ST HSG & CMNTY 5.000% 07/01/30		09/30/2011	Call 100.0000		600,000	600,000	632,814	630,579		(30,579)		(30,579)		600,000			0	33,000	01/01/2022	1FE
68608R 4E 0	OREGON ST HSG & CMNTY 5.625% 01/01/29		09/30/2011	Call 100.0000		130,000	130,000	139,754	131,234		(1,234)		(1,234)		130,000			0	9,120	07/01/2012	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38		07/01/2011	Call 100.0000		10,000	10,000	10,842	10,741		(741)		(741)		10,000			0	600	01/01/2017	1FE
83755G 2J 5	SOUTH DAKOTA HSG 5.750% 05/01/31		08/15/2011	Call 100.0000		490,000	490,000	528,382	509,837		(19,837)		(19,837)		490,000			0	22,227	11/01/2015	1FE
88275F MU 0	TEXAS ST HSG & CMNTY 5.625% 03/01/39		09/01/2011	Call 100.0000		85,000	85,000	90,398	87,513		(2,513)		(2,513)		85,000			0	4,359	03/01/2016	1FE
97689P 4N 5	WISCONSIN HSG & ECON 5.750% 03/01/38		09/01/2011	Call 100.0000		380,000	380,000	411,620	398,263		(18,263)		(18,263)		380,000			0	21,850	03/01/2016	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					14,932,254	14,932,254	27,139,955	15,436,223	0	(2,198,333)	0	(2,198,333)	0	14,932,254	0	0	0	2,697,507	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00764M DX 2	AABST 2004-6 M1 0.775% 03/25/35		09/25/2011	Paydown		293,207	293,207	284,411	286,992		6,215		6,215		293,207			0	1,546	03/25/2035	1Z*

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 Designation or Market Indicator (a)
05532F AE 2	BCAP 2009-RR11 2A1 2.400% 10/26/35		09/01/2011	Paydown		492,477	492,477	482,012	482,633		9,844		9,844		492,477			0	8,178	10/26/2035	1Z*
05532X EZ 2	BCAP 2010-RR4 12A1 4.000% 07/26/36		09/01/2011	Paydown		1,167,685	1,167,685	1,150,899	1,153,448		14,237		14,237		1,167,685			0	30,862	07/26/2036	1Z*
05946X XP 3	BAFC 2005-E 3A1 2.855% 05/20/35		09/01/2011	Paydown		96,751	96,751	78,277	78,277		18,475		18,475		96,751			0	1,843	05/20/2035	1Z*
05947U VC 9	BACM 2004-3 A5 5.544% 06/10/39		09/01/2011	Paydown		470,995	470,995	501,867	497,520		(26,525)		(26,525)		470,995			0	15,440	05/01/2014	1Z*
05947U XN 3	BACM 2004-5 A3 4.561% 11/10/41		09/01/2011	Paydown		4,469,611	4,469,611	4,227,100	4,429,821		39,790		39,790		4,469,611			0	150,111	11/10/2041	1Z*
06052J AC 6	BAAT 2010-1A A3 1.390% 03/17/14		09/15/2011	Paydown		2,059,960	2,059,960	2,059,881	2,059,920		40		40		2,059,960			0	19,063	03/17/2014	1FE
07387B DY 6	BSCMS 2005-PW10 A2 5.270% 12/11/40		09/01/2011	Paydown		193,930	193,930	194,989	193,654		276		276		193,930			0	9,099	11/01/2011	1Z*
12557Y AC 1	CITEC 2010-VT1A A3 2.410% 05/15/13		09/15/2011	Paydown		1,544,749	1,544,749	1,566,472			(21,723)		(21,723)		1,544,749			0	24,766	09/15/2012	1FE
17307G 4V 7	CMLTI 2006-HE1 A4 0.505% 01/25/36		09/25/2011	Paydown		1,331,123	1,331,123	1,084,865	1,235,097		96,026		96,026		1,331,123			0	4,461	01/25/2036	1Z*
20173M AB 6	GCCFC 2006-GG7 A2 6.032% 11/10/11		09/01/2011	Paydown		3,258,195	3,258,195	3,319,547	3,278,390		(20,195)		(20,195)		3,258,195			0	116,278	11/01/2011	1Z*
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		09/01/2011	Paydown		1,050	1,050	1,064	1,000	118	(68)		50		1,050			0	49	03/01/2040	1Z*
22540V GE 6	CSFB 2001-CKN5 A4 5.435% 09/01/34		08/01/2011	Paydown		5,092,735	5,092,735	5,023,903	5,074,852		17,883		17,883		5,092,735			0	166,353	09/01/2034	1Z*
22545M BA 4	CSMC 2006-C4 ASP IO 0.560% 09/15/39		09/01/2011	Paydown				599,187	545,795		(545,795)		(545,795)					0	176,815	09/01/2013	1FE
29372E AB 4	EFF 2011-2 A2 1.430% 10/20/16		09/20/2011	Paydown		814,354	814,354	814,319			36		36		814,354			0	2,588	10/20/2016	1FE
3622N6 AG 4	GSR 2007-AR2 4A1 2.836% 05/25/37		09/01/2011	Paydown		334,189	334,189	329,577	336,711		7,437	9,959	(2,522)		334,189			0	5,793	05/25/2037	1Z*
36246M AE 9	GTP 2007-1A D 5.930% 05/15/37		07/15/2011	Paydown		10,000,000	10,000,000	10,386,328	10,334,862		(334,862)		(334,862)		10,000,000			0	658,500	05/15/2012	4Z*
36828Q KU 9	GECMC 2005-C1 XP IO 0.468% 06/10/48		08/01/2011	Paydown				771,219	172,757		(172,757)		(172,757)					0	98,463	02/01/2012	1FE
396789 ER 6	GCCFC 2003-C2 A3 4.533% 01/05/36		09/01/2011	Paydown		1,445,945	1,445,945	1,469,384	1,475,081		(29,136)		(29,136)		1,445,945			0	48,555	12/01/2012	1Z*
43812W AC 1	HAROT 2009-3 A3 2.310% 05/15/13		09/15/2011	Paydown		4,147,527	4,147,527	4,146,824	4,147,296		231		231		4,147,527			0	63,712	05/15/2013	1FE
45660L DG 1	INDX 2005-AR1 4A1 2.625% 03/25/35		09/01/2011	Paydown		34,934	34,934	29,134	29,134		5,800		5,800		34,934			0	630	03/25/2035	1Z*
459200 GT 2	INTL BUSINESS MACHINES 1.000% 08/05/13		09/21/2011	CSFBdirect		5,035,300	5,000,000	4,979,550	4,982,263		4,973		4,973		4,987,236		48,064	48,064	57,083	08/05/2013	1FE
466247 QX 4	JPMMT 2005-A3 11A1 4.471% 06/25/35		09/01/2011	Paydown		834,704	834,704	860,162	853,868	4,885	(24,050)		(19,165)		834,704			0	26,219	06/01/2014	1Z*
46628K AT 7	JPMMT 2006-A3 6A1 2.785% 08/25/34		09/01/2011	Paydown		779,979	779,979	756,975	726,925	63,226	(10,172)		53,054		779,979			0	14,989	08/25/2034	1Z*
493268 CG 9	KSLT 2005-A 2A2 0.490% 03/27/24		09/27/2011	Paydown		860,463	860,463	829,271	832,385		28,078		28,078		860,463			0	2,723	03/27/2024	1FE
57643L GJ 9	MABS 2005-NC1 M4 0.995% 12/25/34		08/25/2011	Paydown		759,659	759,659	442,631	442,631		317,029		317,029				759,659	759,659	4,696	12/25/2034	1Z*
59020U H2 4	MLMI 2005-AR1 A3A4 0.645% 06/25/36		09/25/2011	Paydown		271,632	271,632	256,692	268,685		2,946		2,946		271,632			0	1,199	06/25/2036	1Z*
61745M VJ 9	MSC 2004-T13 X2 IO 0.840% 09/13/45		08/01/2011	Paydown				159,043	41,779		(41,779)		(41,779)					0	26,741	02/01/2012	1FE
61748L AD 4	MSAC 2006-NC4 A2C 0.385% 06/25/40		09/25/2011	Paydown		581,765	581,765	388,468	388,468		193,297		193,297		581,765			0	1,451	06/25/2040	1Z*
76112B HW 3	RAMP 2005-RS1 AI4 4.630% 01/25/35		09/01/2011	Paydown		469,176	469,176	437,507			31,669		31,669		469,176			0	3,283	01/25/2035	1Z*
78445Q AA 9	SLMA 2010-C A1 1.879% 12/15/17		09/15/2011	Paydown		671,074	671,074	671,074	671,021		53		53		671,074			0	8,527	12/15/2017	1FE
855541 AB 4	STARM 2007-S1 2A1 2.971% 01/25/37		09/01/2011	Paydown		143,093	143,093	125,671	131,261		17,422	5,590	11,832		143,093			0	2,963	01/25/2037	1Z*
863579 XC 7	SARM 2005-18 3A1 2.696% 09/25/35		09/01/2011	Paydown		364,803	364,803	278,445	278,445		86,358		86,358		364,803			0	6,829	09/25/2035	1Z*
88522R AA 2	TMST 2006-5 A1 0.307% 07/25/22		08/25/2011	Call 100.0000		7,735,063	7,735,063	7,377,316	7,615,513		119,549		119,549		7,735,063			0	17,916	07/25/2022	1Z*
88522R AA 2	TMST 2006-5 A1 0.307% 07/25/22		08/25/2011	Paydown		366,910	366,910	349,940	361,239		5,671		5,671		366,910			0	800	07/25/2022	1Z*
89233P 5E 2	TOYOTA MOTOR CREDIT 2.000% 09/15/16		09/09/2011	Morgan Stanley		4,972,400	5,000,000	4,974,050					0		4,974,050		(1,650)	(1,650)		09/15/2016	1FE
928664 AD 3	VWALT 2009-A A4 4.590% 03/17/14		08/15/2011	Paydown		7,200,000	7,200,000	7,543,406	7,326,267		(126,267)		(126,267)		7,200,000			0	220,320	08/15/2011	1FE

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)
92976B EE 8	WBCMT 2006-C23 X IO 0.086% 01/15/45		09/01/2011	Paydown				458,676	193,140		(193,140)		(193,140)					0	78,183	03/01/2013	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					68,295,438	68,287,738	69,410,136	60,927,130	68,229	(523,134)	15,549	(470,454)	0	67,489,365	0	806,073	806,073	2,077,027	XXX	XXX
8399997.	Total - Bonds - Part 4					83,611,513	83,603,813	96,933,857	76,747,119	68,229	(2,721,412)	15,549	(2,668,732)	0	82,805,440	0	806,073	806,073	4,782,187	XXX	XXX
8399999.	Total - Bonds					83,611,513	83,603,813	96,933,857	76,747,119	68,229	(2,721,412)	15,549	(2,668,732)	0	82,805,440	0	806,073	806,073	4,782,187	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
118759 10 9	BUCYRUS INTERNATIONAL I		07/11/2011	State Street Bank	5,200.000	478,400	XXX	258,118	464,880	(206,762)			(206,762)		258,118		220,282	220,282	260	XXX	L
12686C 10 9	CABLEVISION SYSTEMS NY		07/01/2011	Spin Off		270,708	XXX	270,708					0		270,708			0		XXX	L
549271 10 4	LUBRIZOL CORP		09/19/2011	State Street Bank	1,700.000	229,500	XXX	145,762	181,696	(35,934)			(35,934)		145,762		83,738	83,738	1,836	XXX	L
565849 10 6	MARATHON OIL CORP		07/01/2011	Spin Off		444,758	XXX	444,758	151,325	(16,125)			(16,125)		444,758			0		XXX	L
571837 10 3	MARSHALL & ILSLEY CORP		07/06/2011	Tax Free Exchange	100.000	563	XXX	563	692	(129)			(129)		563			0	2	XXX	L
637640 10 3	NATIONAL SEMICONDUCTOR		09/26/2011	State Street Bank	4,100.000	102,500	XXX	60,721	56,416	4,305			4,305		60,721		41,779	41,779	820	XXX	L
638620 10 4	NATIONWIDE HEALTH PPTYS		07/05/2011	Tax Free Exchange	3,900.000	140,530	XXX	140,530	141,882	(1,352)			(1,352)		140,530			0	4,587	XXX	L
716495 10 6	PETROHAWK ENERGY CORP		08/26/2011	State Street Bank	52,500.000	2,034,375	XXX	1,127,333					0		1,127,333		907,043	907,043		XXX	L
74153Q 10 2	PRIDE INTERNATIONAL INC		07/01/2011	State Street Bank		(477)	XXX						0				(477)	(477)		XXX	L
92276F 10 0	VENTAS INC		07/14/2011	State Street Bank	1.000	40	XXX	31	39	(8)			(8)		31		9	9	1	XXX	L
063671 10 1	BANK OF MONTREAL	A	07/19/2011	State Street Bank	1.000	36	XXX	26					0		26		10	10		XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					3,700,933	XXX	2,448,550	996,930	(256,005)	0	0	(256,005)	0	2,448,550	0	1,252,384	1,252,384	7,506	XXX	XXX
9799997	Total - Common Stocks - Part 4					3,700,933	XXX	2,448,550	996,930	(256,005)	0	0	(256,005)	0	2,448,550	0	1,252,384	1,252,384	7,506	XXX	XXX
9799999.	Total - Common Stocks					3,700,933	XXX	2,448,550	996,930	(256,005)	0	0	(256,005)	0	2,448,550	0	1,252,384	1,252,384	7,506	XXX	XXX
9899999.	Total - Preferred and Common Stocks					3,700,933	XXX	2,448,550	996,930	(256,005)	0	0	(256,005)	0	2,448,550	0	1,252,384	1,252,384	7,506	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					87,312,446	XXX	99,382,407	77,744,049	(187,776)	(2,721,412)	15,549	(2,924,737)	0	85,253,990	0	2,058,457	2,058,457	4,789,693	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
				Amount of	Amount of	6	7	8	
			Rate of	Interest Received During	Interest Accrued at Current				
Depository		Code	Interest	Current Quarter	Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
CITIBANK PTY LTD	SYDNEY, AUSTRALIA		2.000	47,862		3,436,554	2,250,926	22,359,858	XXX
NATIONAL AUSTRALIA BANK	MELBOURNE, VICTORIA					317,391	582,452	528,705	XXX
0199999. Total Open Depositories		XXX	XXX	47,862	0	3,753,945	2,833,378	22,888,563	XXX
0399999. Total Cash on Deposit		XXX	XXX	47,862	0	3,753,945	2,833,378	22,888,563	XXX
0599999. Total Cash		XXX	XXX	47,862	0	3,753,945	2,833,378	22,888,563	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
Industrial and Miscellaneous (Unaffiliated) Issuer Obligations							
BANK OF MONTREAL		09/23/2011	0.030	10/14/2011	29,499,680		197
BANK OF MONTREAL		09/26/2011	0.030	10/14/2011	4,899,947		20
CANADIAN IMPERIAL HOLDINGS		09/30/2011	0.010	10/03/2011	999,999		
CANADIAN IMPERIAL HOLDINGS		09/29/2011	0.030	10/03/2011	11,499,981		19
NOVARTIS FINANCE CORP		09/27/2011	0.020	10/05/2011	4,999,989		11
NOVARTIS FINANCE CORP		09/27/2011	0.020	10/05/2011	24,999,945		56
3299999. Industrial and Miscellaneous (Unaffiliated) Issuer Obligations					76,899,541	0	303
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					76,899,541	0	303
Total							
7799999. Subtotals - Issuer Obligations					76,899,541	0	303
8399999. Subtotals - Bonds					76,899,541	0	303
8699999. Total - Cash Equivalents					76,899,541	0	303