



ANNUAL STATEMENT

For the Year Ended December 31, 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) FINANCIAL_REPORTING@PROGRESSIVE.COM (E-Mail Address)	440-395-4460 (Area Code) (Telephone Number) (Extension) 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	SANJAY MAHESH VYAS #
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) SCOTT WESLEY ZIEGLER	(Signature) MICHAEL ROBERT UTH	(Signature) SCOTT EDWARD COLEMAN
1. (Printed Name) PRESIDENT	2. (Printed Name) SECRETARY	3. (Printed Name) ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This 16TH day of FEBRUARY, 2012	b. If no	1. State the amendment number
		2. Date filed
		3. Number of pages attached

PROGRESSIVE DIRECT INSURANCE COMPANY
SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1	2	3	4	5	6
	Amount	Percentage	Amount	Securities Lending Reinvested Collateral Amount	Total (Col. 3 + 4) Amount	Percentage
1. Bonds:						
1.1 U.S. treasury securities.....	507,359,751	14.9	507,359,751		507,359,751	14.9
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies.....	12,964,913	0.4	12,964,913		12,964,913	0.4
1.22 Issued by U.S. government sponsored agencies.....		0.0			0	0.0
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities).....		0.0			0	0.0
1.4 Securities issued by states, territories and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations.....	132,564,741	3.9	132,564,741		132,564,741	3.9
1.42 Political subdivisions of states, territories & possessions & political subdivisions general obligations.....	4,757,506	0.1	4,757,506		4,757,506	0.1
1.43 Revenue and assessment obligations.....	191,846,362	5.6	191,846,362		191,846,362	5.6
1.44 Industrial development and similar obligations.....		0.0			0	0.0
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA.....		0.0			0	0.0
1.512 Issued or guaranteed by FNMA and FHLMC.....	12,951,259	0.4	12,951,259		12,951,259	0.4
1.513 All other.....		0.0			0	0.0
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA.....	296,035	0.0	296,035		296,035	0.0
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage- backed securities issued or guaranteed by agencies shown in Line 1.521.....		0.0			0	0.0
1.523 All other.....	473,792,981	13.9	473,792,981		473,792,981	13.9
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities).....	1,141,784,640	33.5	1,141,784,640		1,141,784,640	33.5
2.2 Unaffiliated non-U.S. securities (including Canada).....	113,053,268	3.3	113,053,268		113,053,268	3.3
2.3 Affiliated securities.....		0.0			0	0.0
3. Equity interests:						
3.1 Investments in mutual funds.....		0.0			0	0.0
3.2 Preferred stocks:						
3.21 Affiliated.....		0.0			0	0.0
3.22 Unaffiliated.....	72,308,280	2.1	72,308,280		72,308,280	2.1
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated.....		0.0			0	0.0
3.32 Unaffiliated.....	530,964,905	15.6	530,964,905		530,964,905	15.6
3.4 Other equity securities:						
3.41 Affiliated.....		0.0			0	0.0
3.42 Unaffiliated.....		0.0			0	0.0
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated.....		0.0			0	0.0
3.52 Unaffiliated.....		0.0			0	0.0
4. Mortgage loans:						
4.1 Construction and land development.....		0.0			0	0.0
4.2 Agricultural.....		0.0			0	0.0
4.3 Single family residential properties.....		0.0			0	0.0
4.4 Multifamily residential properties.....		0.0			0	0.0
4.5 Commercial loans.....		0.0			0	0.0
4.6 Mezzanine real estate loans.....		0.0			0	0.0
5. Real estate investments:						
5.1 Property occupied by company.....	187,529,846	5.5	187,529,846		187,529,846	5.5
5.2 Property held for production of income (including \$.....0 of property acquired in satisfaction of debt).....		0.0			0	0.0
5.3 Property held for sale (including \$.....0 property acquired in satisfaction of debt).....		0.0			0	0.0
6. Contract loans.....		0.0			0	0.0
7. Derivatives.....		0.0			0	0.0
8. Receivables for securities.....	2,912	0.0	2,912		2,912	0.0
9. Securities lending (Line 10, Asset Page reinvested collateral).....		0.0		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments.....	22,697,860	0.7	22,697,860		22,697,860	0.7
11. Other invested assets.....	6,612,203	0.2			0	0.0
12. Total invested assets.....	3,411,487,462	100.0	3,404,875,259	0	3,404,875,259	100.0

PROGRESSIVE DIRECT INSURANCE COMPANY

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year.....		195,195,589
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 6).....		
2.2	Additional investment made after acquisition (Part 2, Column 9).....	3,003,969	3,003,969
3.	Current year change in encumbrances:		
3.1	Totals, Part 1, Column 13.....		
3.2	Totals, Part 3, Column 11.....		0
4.	Total gain (loss) on disposals, Part 3, Column 18.....		
5.	Deduct amounts received on disposals, Part 3, Column 15.....		
6.	Total foreign exchange change in book/adjusted carrying value:		
6.1	Totals, Part 1, Column 15.....		
6.2	Totals, Part 3, Column 13.....		0
7.	Deduct current year's other than temporary impairment recognized:		
7.1	Totals, Part 1, Column 12.....	414,121	
7.2	Totals, Part 3, Column 10.....		414,121
8.	Deduct current year's depreciation:		
8.1	Totals, Part 1, Column 11.....	10,255,591	
8.2	Totals, Part 3, Column 9.....		10,255,591
9.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....		187,529,846
10.	Deduct total nonadmitted amounts.....		
11.	Statement value at end of current period (Line 9 minus Line 10).....		187,529,846

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year.....		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 7).....		
2.2	Additional investment made after acquisition (Part 2, Column 8).....		0
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 12.....		
3.2	Totals, Part 3, Column 11.....		0
4.	Accrual of discount.....		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 9.....		
5.2	Totals, Part 3, Column 8.....		0
6.	Total gain (loss) on disposals, Part 3, Column 18.....		
7.	Deduct amounts received on disposals, Part 3, Column 15.....		
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:		
9.1	Totals, Part 1, Column 13.....		
9.2	Totals, Part 3, Column 13.....		0
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 11.....		
10.2	Totals, Part 3, Column 10.....		0
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
12.	Total valuation allowance.....		
13.	Subtotal (Line 11 plus Line 12).....		0
14.	Deduct total nonadmitted amounts.....		
15.	Statement value at end of current period (Line 13 minus Line 14).....		0

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year.....		6,656,341
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition (Part 2, Column 8).....		
2.2	Additional investment made after acquisition (Part 2, Column 9).....		0
3.	Capitalized deferred interest and other:		
3.1	Totals, Part 1, Column 16.....		
3.2	Totals, Part 3, Column 12.....		0
4.	Accrual of discount.....		
5.	Unrealized valuation increase (decrease):		
5.1	Totals, Part 1, Column 13.....	65,862	
5.2	Totals, Part 3, Column 9.....		65,862
6.	Total gain (loss) on disposals, Part 3, Column 19.....		
7.	Deduct amounts received on disposals, Part 3, Column 16.....		110,000
8.	Deduct amortization of premium and depreciation.....		
9.	Total foreign exchange change in book/adjusted carrying value:		
9.1	Totals, Part 1, Column 17.....		
9.2	Totals, Part 3, Column 14.....		0
10.	Deduct current year's other than temporary impairment recognized:		
10.1	Totals, Part 1, Column 15.....		
10.2	Totals, Part 3, Column 11.....		0
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....		6,612,203
12.	Deduct total nonadmitted amounts.....		6,612,203
13.	Statement value at end of current period (Line 11 minus Line 12).....		0

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year.....		2,950,012,245
2.	Cost of bonds and stocks acquired, Part 3, Column 7.....		1,137,067,665
3.	Accrual of discount.....		4,758,300
4.	Unrealized valuation increase (decrease):		
4.1	Part 1, Column 12.....	(1,015,711)	
4.2	Part 2, Section 1, Column 15.....	(1,614,150)	
4.3	Part 2, Section 2, Column 13.....	5,187,014	
4.4	Part 4, Column 11.....	(4,558,684)	(2,001,531)
5.	Total gain (loss) on disposals, Part 4, Column 19.....		6,043,579
6.	Deduct consideration for bonds and stocks disposed of, Part 4, Column 7.....		849,711,858
7.	Deduct amortization of premium.....		50,478,278
8.	Total foreign exchange change in book/adjusted carrying value:		
8.1	Part 1, Column 15.....		
8.2	Part 2, Section 1, Column 19.....		
8.3	Part 2, Section 2, Column 16.....		
8.4	Part 4, Column 15.....		0
9.	Deduct current year's other than temporary impairment recognized:		
9.1	Part 1, Column 14.....	313,068	
9.2	Part 2, Section 1, Column 17.....		
9.3	Part 2, Section 2, Column 14.....	14,487	
9.4	Part 4, Column 13.....	717,923	1,045,478
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....		3,194,644,644
11.	Deduct total nonadmitted amounts.....		
12.	Statement value at end of current period (Line 10 minus Line 11).....		3,194,644,644

PROGRESSIVE DIRECT INSURANCE COMPANY

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States.....	520,324,664	535,236,809	521,948,720	518,960,696
	2. Canada.....	.....	.....	.....	.....
	3. Other Countries.....	.....	.....	.....	.....
	4. Totals.....	520,324,664	535,236,809	521,948,720	518,960,696
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals.....	132,564,741	134,276,579	132,310,696	129,190,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals.....	4,757,506	4,956,090	4,078,860	5,000,000
U.S. Special Revenue and Special Assessment Obligations and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions	7. Totals.....	205,093,656	209,978,634	207,613,486	182,839,333
Industrial and Miscellaneous and Hybrid Securities (Unaffiliated)	8. United States.....	1,615,577,621	1,653,049,173	1,708,990,997	1,590,558,157
	9. Canada.....	.....	.....	.....	.....
	10. Other Countries.....	113,053,268	116,383,816	113,209,262	112,985,000
	11. Totals.....	1,728,630,889	1,769,432,989	1,822,200,259	1,703,543,157
Parent, Subsidiaries and Affiliates	12. Totals.....	.....	.....	.....	.....
	13. Total Bonds.....	2,591,371,456	2,653,881,101	2,688,152,021	2,539,533,186
PREFERRED STOCKS Industrial and Miscellaneous (Unaffiliated)	14. United States.....	72,308,280	97,039,600	58,728,305	
	15. Canada.....	.....	.....	.....	
	16. Other Countries.....	.....	.....	.....	
	17. Totals.....	72,308,280	97,039,600	58,728,305	
Parent, Subsidiaries and Affiliates	18. Totals.....	.....	.....	.....	
	19. Total Preferred Stocks.....	72,308,280	97,039,600	58,728,305	
COMMON STOCKS Industrial and Miscellaneous (Unaffiliated)	20. United States.....	500,991,606	500,991,606	419,157,190	
	21. Canada.....	1,363,120	1,363,120	363,562	
	22. Other Countries.....	28,610,179	28,610,179	25,744,465	
	23. Totals.....	530,964,905	530,964,905	445,265,217	
Parent, Subsidiaries and Affiliates	24. Totals.....	.....	.....	.....	
	25. Total Common Stocks.....	530,964,905	530,964,905	445,265,217	
	26. Total Stocks.....	603,273,185	628,004,505	503,993,522	
	27. Total Bonds and Stocks...	3,194,644,641	3,281,885,606	3,192,145,543	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

SIOIS	Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
	1. U.S. Governments											
	1.1 Class 1.....	1,549,486	514,193,484	4,581,694			520,324,664	20.0	595,637,591	23.2	520,324,664	
	1.2 Class 2.....						0	0.0		0.0		
	1.3 Class 3.....						0	0.0		0.0		
	1.4 Class 4.....						0	0.0		0.0		
	1.5 Class 5.....						0	0.0		0.0		
	1.6 Class 6.....						0	0.0		0.0		
	1.7 Totals.....	1,549,486	514,193,484	4,581,694	0	0	520,324,664	20.0	595,637,591	23.2	520,324,664	0
	2. All Other Governments											
	2.1 Class 1.....	10,025,476					10,025,476	0.4		0.0	10,025,476	
	2.2 Class 2.....						0	0.0		0.0		
	2.3 Class 3.....						0	0.0		0.0		
	2.4 Class 4.....						0	0.0		0.0		
	2.5 Class 5.....						0	0.0		0.0		
	2.6 Class 6.....						0	0.0		0.0		
	2.7 Totals.....	10,025,476	0	0	0	0	10,025,476	0.4	0	0.0	10,025,476	0
	3. U.S. States, Territories and Possessions, etc., Guaranteed											
	3.1 Class 1.....	7,548,227	27,800,775	81,582,607	11,085,213	3,265,561	131,282,383	5.0	68,199,780	2.7	131,282,383	
	3.2 Class 2.....		1,282,358				1,282,358	0.0	1,293,096	0.1	1,282,358	
	3.3 Class 3.....						0	0.0		0.0		
	3.4 Class 4.....						0	0.0		0.0		
	3.5 Class 5.....						0	0.0		0.0		
	3.6 Class 6.....						0	0.0		0.0		
	3.7 Totals.....	7,548,227	29,083,133	81,582,607	11,085,213	3,265,561	132,564,741	5.1	69,492,876	2.7	132,564,741	0
	4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
	4.1 Class 1.....	2,899,237	1,858,269				4,757,506	0.2	4,581,525	0.2	4,757,506	
	4.2 Class 2.....						0	0.0		0.0		
	4.3 Class 3.....						0	0.0		0.0		
	4.4 Class 4.....						0	0.0		0.0		
	4.5 Class 5.....						0	0.0		0.0		
	4.6 Class 6.....						0	0.0		0.0		
	4.7 Totals.....	2,899,237	1,858,269	0	0	0	4,757,506	0.2	4,581,525	0.2	4,757,506	0
	5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
	5.1 Class 1.....	38,672,423	111,113,969	54,401,120	906,144		205,093,656	7.9	262,430,521	10.2	205,093,656	
	5.2 Class 2.....						0	0.0		0.0		
	5.3 Class 3.....						0	0.0		0.0		
	5.4 Class 4.....						0	0.0		0.0		
	5.5 Class 5.....						0	0.0		0.0		
	5.6 Class 6.....						0	0.0		0.0		
	5.7 Totals.....	38,672,423	111,113,969	54,401,120	906,144	0	205,093,656	7.9	262,430,521	10.2	205,093,656	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

	Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Industrial and Miscellaneous (unaffiliated)											
6.1	Class 1.....	273,737,104	788,671,564	35,547,363	18,504,837	3,712,934	1,120,173,802	43.0	1,009,206,068	39.3	758,074,736	362,099,066
6.2	Class 2.....	16,241,649	493,549,642	74,945,175			584,736,466	22.5	608,343,693	23.7	504,194,743	80,541,723
6.3	Class 3.....		11,113,226	8,236,045			19,349,271	0.7		0.0	19,349,271	
6.4	Class 4.....		5,113,750				5,113,750	0.2	10,334,862	0.4		5,113,750
6.5	Class 5.....						0	0.0	5,494,333	0.2		
6.6	Class 6.....	49,970	93,575				143,545	0.0		0.0	143,545	
6.7	Totals.....	290,028,723	1,298,541,757	118,728,583	18,504,837	3,712,934	1,729,516,834	66.5	1,633,378,956	63.7	1,281,762,295	447,754,539
7.	Hybrid Securities											
7.1	Class 1.....						0	0.0		0.0		
7.2	Class 2.....						0	0.0		0.0		
7.3	Class 3.....						0	0.0		0.0		
7.4	Class 4.....						0	0.0		0.0		
7.5	Class 5.....						0	0.0		0.0		
7.6	Class 6.....						0	0.0		0.0		
7.7	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.	Parent, Subsidiaries and Affiliates											
8.1	Class 1.....						0	0.0		0.0		
8.2	Class 2.....						0	0.0		0.0		
8.3	Class 3.....						0	0.0		0.0		
8.4	Class 4.....						0	0.0		0.0		
8.5	Class 5.....						0	0.0		0.0		
8.6	Class 6.....						0	0.0		0.0		
8.7	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

SI07

	Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9.	Total Bonds Current Year											
9.1	Class 1.....	(d).....334,431,953	1,443,638,061	176,112,784	30,496,194	6,978,495	1,991,657,487	76.5	XXX.....	XXX.....	1,629,558,421	362,099,066
9.2	Class 2.....	(d).....16,241,649	494,832,000	74,945,175	0	0	586,018,824	22.5	XXX.....	XXX.....	505,477,101	80,541,723
9.3	Class 3.....	(d).....0	11,113,226	8,236,045	0	0	19,349,271	0.7	XXX.....	XXX.....	19,349,271	0
9.4	Class 4.....	(d).....0	5,113,750	0	0	0	5,113,750	0.2	XXX.....	XXX.....	0	5,113,750
9.5	Class 5.....	(d).....0	0	0	0	0	(c).....0	0.0	XXX.....	XXX.....	0	0
9.6	Class 6.....	(d).....49,970	93,575	0	0	0	(c).....143,545	0.0	XXX.....	XXX.....	143,545	0
9.7	Totals.....	350,723,572	1,954,790,612	259,294,004	30,496,194	6,978,495	(b)....2,602,282,877	100.0	XXX.....	XXX.....	2,154,528,338	447,754,539
9.8	Line 9.7 as a % of Col. 6.....	13.5	75.1	10.0	1.2	0.3	100.0	XXX.....	XXX.....	XXX.....	82.8	17.2
10.	Total Bonds Prior Year											
10.1	Class 1.....	372,941,015	1,384,121,422	165,380,592	14,732,189	2,880,267	XXX.....	XXX.....	1,940,055,485	75.6	1,746,826,860	193,228,625
10.2	Class 2.....	33,624,263	444,219,674	111,778,695	20,014,157		XXX.....	XXX.....	609,636,789	23.8	494,015,557	115,621,232
10.3	Class 3.....						XXX.....	XXX.....	0	0.0		
10.4	Class 4.....		10,334,862				XXX.....	XXX.....	10,334,862	0.4		10,334,862
10.5	Class 5.....		5,494,333				XXX.....	XXX.....	(c).....5,494,333	0.2	162,300	5,332,033
10.6	Class 6.....						XXX.....	XXX.....	(c).....0	0.0		
10.7	Totals.....	406,565,278	1,844,170,291	277,159,287	34,746,346	2,880,267	XXX.....	XXX.....	(b)...2,565,521,469	100.0	2,241,004,717	324,516,752
10.8	Line 10.7 as a % of Col. 8.....	15.8	71.9	10.8	1.4	0.1	XXX.....	XXX.....	100.0	XXX.....	87.4	12.6
11.	Total Publicly Traded Bonds											
11.1	Class 1.....	258,125,781	1,179,570,155	156,232,845	28,651,145	6,978,495	1,629,558,421	62.6	1,746,826,860	68.1	1,629,558,421	XXX.....
11.2	Class 2.....	16,241,649	414,290,277	74,945,175			505,477,101	19.4	494,015,557	19.3	505,477,101	XXX.....
11.3	Class 3.....		11,113,226	8,236,045			19,349,271	0.7	0	0.0	19,349,271	XXX.....
11.4	Class 4.....						0	0.0	0	0.0	0	XXX.....
11.5	Class 5.....						0	0.0	162,300	0.0	0	XXX.....
11.6	Class 6.....	49,970	93,575				143,545	0.0	0	0.0	143,545	XXX.....
11.7	Totals.....	274,417,400	1,605,067,233	239,414,065	28,651,145	6,978,495	2,154,528,338	82.8	2,241,004,717	87.4	2,154,528,338	XXX.....
11.8	Line 11.7 as a % of Col. 6.....	12.7	74.5	11.1	1.3	0.3	100.0	XXX.....	XXX.....	XXX.....	100.0	XXX.....
11.9	Line 11.7 as a % of Line 9.7, Col. 6, Section 9.....	10.5	61.7	9.2	1.1	0.3	82.8	XXX.....	XXX.....	XXX.....	82.8	XXX.....
12.	Total Privately Placed Bonds											
12.1	Class 1.....	76,306,172	264,067,906	19,879,939	1,845,049		362,099,066	13.9	193,228,625	7.5	XXX.....	362,099,066
12.2	Class 2.....		80,541,723				80,541,723	3.1	115,621,232	4.5	XXX.....	80,541,723
12.3	Class 3.....						0	0.0	0	0.0	XXX.....	0
12.4	Class 4.....		5,113,750				5,113,750	0.2	10,334,862	0.4	XXX.....	5,113,750
12.5	Class 5.....						0	0.0	5,332,033	0.2	XXX.....	0
12.6	Class 6.....						0	0.0	0	0.0	XXX.....	0
12.7	Totals.....	76,306,172	349,723,379	19,879,939	1,845,049	0	447,754,539	17.2	324,516,752	12.6	XXX.....	447,754,539
12.8	Line 12.7 as a % of Col. 6.....	17.0	78.1	4.4	0.4	0.0	100.0	XXX.....	XXX.....	XXX.....	XXX.....	100.0
12.9	Line 12.7 as a % of Line 9.7, Col. 6, Section 9.....	2.9	13.4	0.8	0.1	0.0	17.2	XXX.....	XXX.....	XXX.....	XXX.....	17.2

- (a) Includes \$.....447,754,539 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
- (b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.
- (c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
- (d) 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 D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments											
1.1	Issuer Obligations.....		507,359,751				507,359,751	19.5	581,143,917	22.7	507,359,751	
1.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
1.3	Commercial Mortgage-Backed Securities.....	1,549,486	6,833,733	4,581,694			12,964,913	0.5	14,493,674	0.6	12,964,913	
1.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
1.5	Totals.....	1,549,486	514,193,484	4,581,694	0	0	520,324,664	20.0	595,637,591	23.2	520,324,664	0
2.	All Other Governments											
2.1	Issuer Obligations.....	10,025,476					10,025,476	0.4		0.0	10,025,476	
2.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
2.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
2.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
2.5	Totals.....	10,025,476	0	0	0	0	10,025,476	0.4	0	0.0	10,025,476	0
3.	U.S. States, Territories and Possessions, Guaranteed											
3.1	Issuer Obligations.....	7,548,227	29,083,133	81,582,607	11,085,213	3,265,561	132,564,741	5.1	69,492,876	2.7	132,564,741	
3.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
3.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
3.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
3.5	Totals.....	7,548,227	29,083,133	81,582,607	11,085,213	3,265,561	132,564,741	5.1	69,492,876	2.7	132,564,741	0
4.	U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1	Issuer Obligations.....	2,899,237	1,858,269				4,757,506	0.2	4,581,525	0.2	4,757,506	
4.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
4.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
4.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
4.5	Totals.....	2,899,237	1,858,269	0	0	0	4,757,506	0.2	4,581,525	0.2	4,757,506	0
5.	U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1	Issuer Obligations.....	32,156,084	94,115,176	42,086,339	887,315		169,244,914	6.5	229,860,663	9.0	169,244,914	
5.2	Residential Mortgage-Backed Securities.....	35,005	113,258	128,943	18,829		296,035	0.0	328,732	0.0	296,035	
5.3	Commercial Mortgage-Backed Securities.....	84,131	681,290	12,185,838			12,951,259	0.5	1,757,883	0.1	12,951,259	
5.4	Other Loan-Backed and Structured Securities.....	6,397,203	16,204,245				22,601,448	0.9	30,483,243	1.2	22,601,448	
5.5	Totals.....	38,672,423	111,113,969	54,401,120	906,144	0	205,093,656	7.9	262,430,521	10.2	205,093,656	0
6.	Industrial and Miscellaneous (unaffiliated)											
6.1	Issuer Obligations.....	34,955,011	742,431,211	83,181,220			860,567,442	33.1	877,601,515	34.2	712,233,892	148,333,550
6.2	Residential Mortgage-Backed Securities.....	20,308,770	45,514,913	18,643,841	18,504,837	3,712,934	106,685,295	4.1	145,018,954	5.7	82,856,679	23,828,616
6.3	Commercial Mortgage-Backed Securities.....	76,959,164	303,433,724	16,090,566			396,483,454	15.2	365,696,517	14.3	276,521,984	119,961,470
6.4	Other Loan-Backed and Structured Securities.....	157,805,778	207,161,909	812,956			365,780,643	14.1	245,061,970	9.6	210,149,740	155,630,903
6.5	Totals.....	290,028,723	1,298,541,757	118,728,583	18,504,837	3,712,934	1,729,516,834	66.5	1,633,378,956	63.7	1,281,762,295	447,754,539
7.	Hybrid Securities											
7.1	Issuer Obligations.....						0	0.0		0.0		
7.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
7.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
7.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
7.5	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.	Parent, Subsidiaries and Affiliates											
8.1	Issuer Obligations.....						0	0.0		0.0		
8.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
8.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
8.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
8.5	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

	1	2	3	4	5	6	7	8	9	10	11
Distribution by Type	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Column 6 as a % of Line 9.5	Total from Column 6 Prior Year	% from Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations.....	87,584,035	1,374,847,540	206,850,166	11,972,528	3,265,561	1,684,519,830	64.7	XXX	XXX	1,536,186,280	148,333,550
9.2 Residential Mortgage-Backed Securities.....	20,343,775	45,628,171	18,772,784	18,523,666	3,712,934	106,981,330	4.1	XXX	XXX	83,152,714	23,828,616
9.3 Commercial Mortgage-Backed Securities.....	78,592,781	310,948,747	32,858,098	0	0	422,399,626	16.2	XXX	XXX	302,438,156	119,961,470
9.4 Other Loan-Backed and Structured Securities.....	164,202,981	223,366,154	812,956	0	0	388,382,091	14.9	XXX	XXX	232,751,188	155,630,903
9.5 Totals.....	350,723,572	1,954,790,612	259,294,004	30,496,194	6,978,495	2,602,282,877	100.0	XXX	XXX	2,154,528,338	447,754,539
9.6 Line 9.5 as a % of Col. 6.....	13.5	75.1	10.0	1.2	0.3	100.0	XXX	XXX	XXX	82.8	17.2
10. Total Bonds Prior Year											
10.1 Issuer Obligations.....	203,995,839	1,296,114,422	240,879,173	21,691,064		XXX	XXX	1,762,680,498	68.7	1,571,651,999	191,028,499
10.2 Residential Mortgage-Backed Securities.....	42,166,325	61,360,889	25,884,923	13,055,282	2,880,267	XXX	XXX	145,347,686	5.7	115,381,711	29,965,975
10.3 Commercial Mortgage-Backed Securities.....	88,895,560	283,645,235	9,407,277			XXX	XXX	381,948,072	14.9	340,646,064	41,302,008
10.4 Other Loan-Backed and Structured Securities.....	71,507,554	203,049,745	987,914			XXX	XXX	275,545,213	10.7	213,324,943	62,220,270
10.5 Totals.....	406,565,278	1,844,170,291	277,159,287	34,746,346	2,880,267	XXX	XXX	2,565,521,469	100.0	2,241,004,717	324,516,752
10.6 Line 10.5 as a % of Col. 8.....	15.8	71.9	10.8	1.4	0.1	XXX	XXX	100.0	XXX	87.4	12.6
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations.....	77,585,574	1,236,512,451	206,850,166	11,972,528	3,265,561	1,536,186,280	59.0	1,571,651,999	61.3	1,536,186,280	XXX
11.2 Residential Mortgage-Backed Securities.....	14,521,511	33,256,241	14,983,411	16,678,617	3,712,934	83,152,714	3.2	115,381,711	4.5	83,152,714	XXX
11.3 Commercial Mortgage-Backed Securities.....	75,609,544	210,061,080	16,767,532			302,438,156	11.6	340,646,064	13.3	302,438,156	XXX
11.4 Other Loan-Backed and Structured Securities.....	106,700,771	125,237,461	812,956			232,751,188	8.9	213,324,943	8.3	232,751,188	XXX
11.5 Totals.....	274,417,400	1,605,067,233	239,414,065	28,651,145	6,978,495	2,154,528,338	82.8	2,241,004,717	87.4	2,154,528,338	XXX
11.6 Line 11.5 as a % of Col. 6.....	12.7	74.5	11.1	1.3	0.3	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9.....	10.5	61.7	9.2	1.1	0.3	82.8	XXX	XXX	XXX	82.8	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations.....	9,998,461	138,335,089				148,333,550	5.7	191,028,499	7.4	XXX	148,333,550
12.2 Residential Mortgage-Backed Securities.....	5,822,264	12,371,930	3,789,373	1,845,049		23,828,616	0.9	29,965,975	1.2	XXX	23,828,616
12.3 Commercial Mortgage-Backed Securities.....	2,983,237	100,887,667	16,090,566			119,961,470	4.6	41,302,008	1.6	XXX	119,961,470
12.4 Other Loan-Backed and Structured Securities.....	57,502,210	98,128,693				155,630,903	6.0	62,220,270	2.4	XXX	155,630,903
12.5 Totals.....	76,306,172	349,723,379	19,879,939	1,845,049	0	447,754,539	17.2	324,516,752	12.6	XXX	447,754,539
12.6 Line 12.5 as a % of Col. 6.....	17.0	78.1	4.4	0.4	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9.....	2.9	13.4	0.8	0.1	0.0	17.2	XXX	XXX	XXX	XXX	17.2

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

\$10

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value December 31 of prior year.....	51,064,741	51,064,741			
2. Cost of short-term investments acquired.....	106,257,384	106,257,384			
3. Accrual of discount.....	151,525	151,525			
4. Unrealized valuation increase (decrease).....	0				
5. Total gain (loss) on disposals.....	0				
6. Deduct consideration received on disposals.....	156,641,667	156,641,667			
7. Deduct amortization of premium.....	542,017	542,017			
8. Total foreign exchange change in book/adjusted carrying value.....	595,979	595,979			
9. Deduct current year's other than temporary impairment recognized.....	0				
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	885,945	885,945	0	0	0
11. Deduct total nonadmitted amounts.....	0				
12. Statement value at end of current period (Line 10 minus Line 11).....	885,945	885,945	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:.....

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

PROGRESSIVE DIRECT INSURANCE COMPANY

SCHEDULE E- VERIFICATION BETWEEN YEARS

Cash Equivalents

	1 Total	2 Bonds	3 Other (a)
1. Book/adjusted carrying value, December 31 of prior year.....	3,599,990	3,599,990	.....
2. Cost of cash equivalents acquired.....	348,391,314	348,391,314	.....
3. Accrual of discount.....	133,835	133,835	.....
4. Unrealized valuation increase (decrease).....	0	.....	.....
5. Total gain (loss) on disposals.....	0	.....	.....
6. Deduct consideration received on disposals.....	341,799,581	341,799,581	.....
7. Deduct amortization of premium.....	0	.....	.....
8. Total foreign exchange change in book/adjusted carrying value.....	(300,082)	(300,082)	.....
9. Deduct current year's other than temporary impairment recognized.....	0	.....	.....
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	10,025,476	10,025,476	0
11. Deduct total nonadmitted amounts.....	0	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	10,025,476	10,025,476	0

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment:.

SCHEDULE A - PART 1

Showing all Real Estate OWNED December 31 of Current Year

1	2	Location		5	6	7	8	9	10	Change in Book/Adjusted Carrying Value Less Encumbrances					16	17
		3	4							11	12	13	14	15		
Description of Property	Code	City	State	Date Acquired	Date of Last Appraisal	Actual Cost	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Fair Value Less Encumbrances	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 (13 - 11 - 12)	Total Foreign Exchange Change in B./A.C.V	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred
Properties Occupied by the Reporting Entity - Administrative																
CAMPUS I HOME OFFICE COMPLEX.....		Mayfield Village.....	OH.....	10/01/2007	01/01/2008	72,111,496		54,452,256	86,000,000	4,198,035	389,601		(4,587,636)		14,126,822	7,737,554
6300 Wilson Mills Rd.....													.0			
Mayfield Village, Ohio 44143.....													.0			
40.79 acres, 626,018 sq. ft.....													.0			
													.0			
DISCOVERY TRAINING CENTER.....		Mayfield Village.....	OH.....	10/01/2007	01/01/2008	4,363,033		2,628,403	5,900,000	383,253	7,941		(391,194)		1,247,099	752,822
6671 Beta Dr.....													.0			
Mayfield Village, Ohio 44143.....													.0			
9.44 acres, 91,490 sq. ft.....													.0			
													.0			
EASTMARK OFFICE BUILDING.....		Mayfield Heights.....	OH.....	10/01/2007	08/01/2007	7,258,556		5,636,552	10,362,135	366,651			(366,651)		1,654,865	1,057,676
6055 Parkland Blvd.....													.0			
Mayfield Heights, Ohio 44124.....													.0			
6.0 acres, 98,687 sq. ft.....													.0			
													.0			
ALPHA NORTH OFFICE BUILDING.....		Highland Heights.....	OH.....	10/01/2007	08/01/2007	13,757,164		10,763,859	12,981,975	692,409	16,579		(708,988)		2,770,947	1,640,733
747 Alpha Dr.....													.0			
Highland Heights, Ohio 44143.....													.0			
18.0 acres, 173,093 sq. ft.....													.0			
													.0			
ALPHA SOUTH PPA CENTER.....		Highland Heights.....	OH.....	10/01/2007	08/01/2007	3,577,848		2,757,533	3,227,650	150,638			(150,638)		1,135,079	872,544
755 Alpha Dr.....													.0			
Highland Heights, Ohio 44143.....													.0			
4.8 acres, 64,553 sq. ft.....													.0			
													.0			
OMEGA WEST OFFICE BUILDING.....		Highland Heights.....	OH.....	10/01/2007	08/01/2007	4,301,930		3,392,210	2,025,000	142,328			(142,328)		718,292	440,966
624 Alpha Dr.....													.0			
Highland Heights, Ohio 44143.....													.0			
4.74 acres, 40,515 sq. ft.....													.0			
													.0			
OMEGA EAST OFFICE BUILDING.....		Highland Heights.....	OH.....	10/01/2007	08/01/2007	7,228,926		5,805,536	4,529,220	278,601			(278,601)		1,168,413	654,888
625 Alpha Dr.....													.0			
Highland Heights, Ohio 44143.....													.0			
7.65 acres, 75,487 sq. ft.....													.0			
													.0			
VOYAGER TRAINING CENTER.....		Wickliffe.....	OH.....	10/01/2007	08/01/2007	6,075,897		3,746,671	4,133,300	556,693			(556,693)		1,323,574	573,945
30440 Lakeland Blvd.....													.0			
Wickliffe, Ohio 44092.....													.0			
5.79 acres, 82,667 sq. ft.....													.0			
													.0			
													.0			
													.0			
													.0			
													.0			

E01

SCHEDULE A - PART 1

Showing all Real Estate OWNED December 31 of Current Year

1	2	Location		5	6	7	8	9	10	Change in Book/Adjusted Carrying Value Less Encumbrances					16	17
		3	4							11	12	13	14	15		
Description of Property	Code	City	State	Date Acquired	Date of Last Appraisal	Actual Cost	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Fair Value Less Encumbrances	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 (13 - 11 - 12)	Total Foreign Exchange Change in B./A.C.V	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred
COLORADO SPRINGS CALL CENTER.....		Colorado Springs.....	CO.....	10/01/2007	01/01/2007	43,720,484	.....	.....38,021,950	47,313,126	1,225,186	.....	.....	.....(1,225,186)	.....	.....5,243,233	2,490,141
12710 Voyager Pkwy.....													0	.....	.....	.....
Colorado Springs, Colorado 80921.....													0	.....	.....	.....
31.3 acres, 321,867 sq. ft.....													0	.....	.....	.....
.....													0	.....	.....	.....
COLORADO SPRINGS DATA CENTER / PPA CENTER.....		Colorado Springs.....	CO.....	10/01/2007	.....	.....66,522,828	.....	.....57,051,259	57,051,259	2,261,798	.....	.....	.....(2,261,798)	.....	.....6,997,972	2,441,936
650 Sybilla Lane.....													0	.....	.....	.....
Colorado Springs, Colorado 80921.....													0	.....	.....	.....
22.33 acres, 189,169 sq. ft.....													0	.....	.....	.....
.....													0	.....	.....	.....
COLORADO SPRINGS IT BUILDING LAND.....		Colorado Springs.....	CO.....	10/01/2007	01/01/2007	3,273,620	.....	.....3,273,620	3,285,841	.....	.....	.....	.....0	.....	.....	.....81,788
550 Sybilla Lane.....													0	.....	.....	.....
Colorado Springs, Colorado 80921.....													0	.....	.....	.....
14.96 acres (future IT building site).....													0	.....	.....	.....
0299999. Properties Occupied by the Reporting Entity - Administrative.....						232,191,781	0	187,529,846	236,809,506	10,255,591	414,121	0	(10,669,712)	0	36,386,296	18,744,992
0399999. Total - Properties Occupied by the Reporting Entity.....						232,191,781	0	187,529,846	236,809,506	10,255,591	414,121	0	(10,669,712)	0	36,386,296	18,744,992
0699999. Totals.....						232,191,781	0	187,529,846	236,809,506	10,255,591	414,121	0	(10,669,712)	0	36,386,296	18,744,992

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED and Additions Made During the Year

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 VILLAGE.....	OH.....	.....	.....	.....	.....	.....	.....2,682,283
DISCOVERY TRAINING CENTER.....	MAYFIELD VILLAGE.....	OH.....	.....	.....	.....	.....	.....	.....14,930
EASTMARK OFFICE BUILDING.....	MAYFIELD HEIGHTS.....	OH.....	.....	.....	.....	.....	.....	.....(31,230)
ALPHA NORTH OFFICE BUILDING.....	HIGHLAND HEIGHTS.....	OH.....	.....	.....	.....	.....	.....	.....59,461
OMEGA WEST OFFICE BUILDING.....	HIGHLAND HEIGHTS.....	OH.....	.....	.....	.....	.....	.....	.....117,461
OMEGA EAST OFFICE BUILDING.....	HIGHLAND HEIGHTS.....	OH.....	.....	.....	.....	.....	.....	.....(5,285)
COLORADO SPRINGS DATA CENTER / PPA CENTER.....	COLORADO SPRINGS.....	CO.....	.....	.....	.....	.....	.....	.....166,349
0199999. Total - Acquired by Purchase.....	.....	.....	.....	.....	.....0	0	0	3,003,969
0399999. Totals.....	.....	.....	.....	.....	.....0	0	0	3,003,969

Sch. A-Pt. 3
NONE

Sch. B-Pt. 1
NONE

Sch. B-Pt. 2
NONE

Sch. B-Pt. 3
NONE

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets OWNED December 31 of Current Year

1	2	3	Location		6	7	8	9	10	11	12	Change in Book/Adjusted Carrying Value					18	19	20
			4	5								13	14	15	16	17			
CUSIP Identification	Name or Description	Code	City	State	Name of Vendor or General Partner	NAIC Design- ation	Date Originally Acquired	Type and Strategy	Actual Cost	Fair Value	Book/Adjusted Carrying Value Less Encumbrances	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization) /Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Foreign Exchange Change in B./A.C.V.	Investment Income	Commitment for Additional Investment	Percentage of Ownership
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated																			
000000 00 0	GADSDEN, AL, LLC.....		GADSDEN.....	AL....	MEIGHAN BLVD., LLC.....		10/18/2006		6,439,400	6,612,203	6,612,203	65,862					190,000		100.0
2099999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated.....									6,439,400	6,612,203	6,612,203	65,862	0	0	0	0	190,000	0	XXX
4099999. Subtotal - Affiliated.....									6,439,400	6,612,203	6,612,203	65,862	0	0	0	0	190,000	0	XXX
4199999. Totals.....									6,439,400	6,612,203	6,612,203	65,862	0	0	0	0	190,000	0	XXX

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE December 31 of Current Year

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 Date Originally Acquired	7 Type and Strategy	8 Actual Cost at Time of Acquisition	9 Additional Investment Made After Acquisition	10 Amount of Encumbrances	11 Percentage of Ownership
		3 City	4 State							

NONE

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Year

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated																			
000000 00 0	GADSDEN, AL, LLC.....	GADSDEN.....	AL....	RETURN OF CAPITAL.....	10/18/2006	05/31/2011	110,000	.....	.....	.....	.....	.....0	.....	.....	.....110,000	.....	.....	.....0	.....
2099999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated.....							110,000	0	0	0	0	0	0	0	110,000	0	0	0	0
4099999. Subtotal - Affiliated.....							110,000	0	0	0	0	0	0	0	110,000	0	0	0	0
4199999. Totals.....							110,000	0	0	0	0	0	0	0	110,000	0	0	0	0

SCHEDULE D - PART 1

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

1	2			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates		
						8	9			12	13	14	15	16	17	18	19	20	21	22	
	CUSIP Identification	Description				Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Maturity	
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																					
E10.2	00206R	AV	4	AT&T CORP.....	..	..	..	1FE	34,892,900	103.547	36,241,450	35,000,000	34,921,341	.....	.....20,446	.....	.....	.....	.....	.....	
	032095	AA	9	AMPHENOL CORP.....	.....	..	.....	2FE	18,865,799	107.147	18,761,440	17,510,000	18,446,517	.....	.....(309,092)	.....	.....	.....	.....	.....	
	03523T	AM	0	ANHEUSER-BUSCH INBEV WORLDWIDE.....	.....	..	.....	2FE	5,725,404	107.816	5,822,064	5,400,000	5,660,347	.....	.....(65,057)	.....	.....	.....	.....	.....	
	03523T	AT	5	ANHEUSER-BUSCH INBEV WORLDWIDE.....	.....	..	.....	2FE	34,928,950	106.485	37,269,750	35,000,000	34,951,176	.....	.....13,329	.....	.....	.....	.....	.....	
	03674B	AC	8	WELLPOINT INC.....	.....	..	.....	1FE	8,334,172	103.404	7,962,108	7,700,000	7,828,958	.....	.....(215,066)	.....	.....	.....	.....	.....	
	126408	GL	1	CSX CORPORATION.....	.....	..	.....	2FE	7,278,221	105.266	7,000,189	6,650,000	6,923,597	.....	.....(221,582)	.....	.....	.....	.....	.....	
	126408	GN	7	CSX CORPORATION.....	.....	..	.....	2FE	58,031,565	114.261	59,372,301	51,962,000	56,106,264	.....	.....(1,164,942)	.....	.....	.....	.....	.....	
	20030N	AB	7	COMCAST CORP.....	.....	..	.....	2FE	13,641,617	113.364	13,672,832	12,061,000	13,115,871	.....	.....(324,028)	.....	.....	.....	.....	.....	
	25459H	AN	5	DIRECTV HOLDINGS.....	.....	..	.....	2FE	14,988,300	104.087	15,613,050	15,000,000	14,991,744	.....	.....2,225	.....	.....	.....	.....	.....	
	25470D	AB	5	DISCOVERY COMMUNICATIONS INC.....	.....	..	.....	2FE	24,962,750	105.174	26,293,500	25,000,000	24,973,158	.....	.....7,076	.....	.....	.....	.....	.....	
	260543	BW	2	DOW CHEMICAL COMPANY.....	.....	..	.....	2FE	20,049,746	113.082	19,742,986	17,459,000	19,035,449	.....	.....(618,088)	.....	.....	.....	.....	.....	
	260543	CA	9	DOW CHEMICAL COMPANY.....	.....	..	.....	2FE	18,049,332	111.272	18,354,316	16,495,000	17,593,557	.....	.....(297,950)	.....	.....	.....	.....	.....	
	26882P	AS	1	ERAC USA FINANCE COMPANY.....	.....	..	.....	2FE	4,924,405	109.366	5,393,931	4,932,000	4,928,619	.....	.....786	.....	.....	.....	.....	.....	
	26882P	AD	9	ERAC USA FINANCE COMPANY.....	.....	..	.....	2FE	5,756,691	110.740	5,612,303	5,068,000	5,680,313	.....	.....(76,377)	.....	.....	.....	.....	.....	
	285661	AT	6	ELECTRONIC DATA SYSTEMS.....	.....	..	.....	1FE	51,902,940	106.007	49,823,290	47,000,000	49,035,837	.....	.....(1,235,602)	.....	.....	.....	.....	.....	
	345397	VP	5	FORD MOTOR CREDIT CO.....	.....	..	.....	3FE	8,287,342	108.856	8,236,045	7,566,000	8,236,045	.....	.....(7,524)	.....	.....	.....	.....	.....	
	382388	AX	4	GOODRICH CORP.....	.....	..	.....	2FE	19,957,600	104.144	20,828,800	20,000,000	19,961,123	.....	.....3,263	.....	.....	.....	.....	.....	
	413875	AM	7	HARRIS CORP.....	.....	..	.....	2FE	4,939,700	102.053	5,102,650	5,000,000	4,944,869	.....	.....5,028	.....	.....	.....	.....	.....	
	437076	AP	7	HOME DEPOT INC.....	.....	..	.....	1FE	10,424,150	115.497	12,704,670	11,000,000	10,672,657	.....	.....66,688	.....	.....	.....	.....	.....	
	50075N	BB	9	KRAFT FOODS INC.....	.....	..	.....	2FE	15,267,500	108.573	16,285,950	15,000,000	15,241,616	.....	.....(30,124)	.....	.....	.....	.....	.....	
	53217V	AB	5	LIFE TECHNOLOGIES CORP.....	.....	..	.....	2FE	23,212,262	103.916	23,568,149	22,680,000	23,114,759	.....	.....(96,210)	.....	.....	.....	.....	.....	
	57629W	BH	2	MASSMUTUTAL GLOB FNDG II.....	.....	..	.....	1FE	9,992,200	101.500	10,150,000	10,000,000	9,998,459	.....	.....2,572	.....	.....	.....	.....	.....	
	57629W	BM	1	MASSMUTUTAL GLOB FNDG II.....	.....	..	.....	1FE	19,987,800	100.398	20,079,600	20,000,000	19,990,420	.....	.....2,347	.....	.....	.....	.....	.....	
	582839	AD	8	MEAD JOHNSON NUTRITION CO.....	.....	..	.....	2FE	27,814,452	104.429	28,811,961	27,590,000	27,772,865	.....	.....(54,528)	.....	.....	.....	.....	.....	
	58405U	AF	9	MEDCO HEALTH SOLUTIONS INC.....	.....	..	.....	2FE	18,751,718	100.566	19,006,974	18,900,000	18,775,892	.....	.....24,174	.....	.....	.....	.....	.....	
	608190	AH	7	MOHAWK INDUSTRIES INC.....	.....	..	.....	3FE	11,183,400	107.500	11,131,625	10,355,000	11,113,226	.....	.....(70,174)	.....	.....	.....	.....	.....	
	63946B	AB	6	NBCUNIVERSAL MEDIA LLC.....	.....	..	.....	2FE	26,895,509	105.547	28,339,370	26,850,000	26,880,468	.....	.....(8,779)	.....	.....	.....	.....	.....	
	681919	AS	5	OMNICOM GROUP.....	.....	..	.....	2FE	11,922,040	111.189	11,563,656	10,400,000	11,578,172	.....	.....(253,458)	.....	.....	.....	.....	.....	
	682134	AC	5	OMNICOM GROUP INC.....	.....	..	.....	2FE	19,930,800	103.079	20,615,800	20,000,000	19,938,081	.....	.....5,813	.....	.....	.....	.....	.....	
	690742	AA	9	OWENS CORNING INC.....	.....	..	.....	2FE	26,908,375	109.138	27,628,285	25,315,000	26,550,962	.....	.....(214,787)	.....	.....	.....	.....	.....	
	760759	AH	3	REPUBLIC SERVICES INC.....	.....	..	.....	2FE	10,119,600	112.273	11,227,300	10,000,000	10,104,235	.....	.....(10,251)	.....	.....	.....	.....	.....	
	760759	AL	4	REPUBLIC SERVICES INC.....	.....	..	.....	2FE	9,996,900	103.584	10,358,400	10,000,000	9,996,867	.....	.....(33)	.....	.....	.....	.....	.....	
	872312	AA	1	TCM SUB LLC SCRIPPS NETWORKS.....	.....	..	.....	2FE	34,969,900	103.674	36,285,900	35,000,000	34,981,615	.....	.....5,510	.....	.....	.....	.....	.....	
	87244E	AG	7	TIAA GLOBAL MARKETS.....	.....	..	.....	1FE	7,288,648	105.826	7,196,168	6,800,000	7,002,948	.....	.....(127,114)	.....	.....	.....	.....	.....	
	88166H	AA	5	TEVA PHARMA FIN IV LLC.....	.....	..	.....	1FE	14,980,350	100.773	15,115,950	15,000,000	14,981,143	.....	.....793	.....	.....	.....	.....	.....	
	887317	AJ	4	TIME WARNER INC.....	.....	..	.....	2FE	9,988,100	104.012	10,401,200	10,000,000	9,991,306	.....	.....2,264	.....	.....	.....	.....	.....	
	88732J	AV	0	TIME WARNER CABLE INC.....	.....	..	.....	2FE	14,902,950	104.793	15,718,950	15,000,000	14,939,811	.....	.....18,028	.....	.....	.....	.....	.....	
	89233P	5E	2	TOYOTA MOTOR CREDIT.....	.....	..	.....	1FE	19,896,200	100.995	20,199,000	20,000,000	19,901,761	.....	.....5,561	.....	.....	.....	.....	.....	
	90520G	AA	4	UNION BANK OF CALIFORNIA BKNT.....	.....	..	.....	1FE	36,112,964	108.220	37,714,670	34,850,000	35,525,710	.....	.....(134,431)	.....	.....	.....	.....	.....	
	94106L	AR	0	WASTE MANAGEMENT INC.....	.....	..	.....	2FE	27,009,971	107.170	26,385,254	24,620,000	26,240,482	.....	.....(682,960)	.....	.....	.....	.....	.....	
	29358Q	AB	5	ENSCO PLC.....	.....	F	.....	2FE	5,095,400	102.014	5,100,700	5,000,000	5,084,755	.....	.....(10,645)	.....	.....	.....	.....	.....	

SCHEDULE D - PART 1

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

1	2		Codes		6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																
			3	4			5	8			9	12	13	14	15	16	17	18	19	20	21	22																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														
			F o r e i g n	Bond CHAR			NAIC Design- ation																Rate Used to Obtain Fair Value	Fair Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Maturity																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
CUSIP Identification		Description	Code			Actual Cost			Par Value	Book/Adjusted Carrying Value																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																										
173067	AD	1	CGCMT 2004-C1 A4		..	2	1FM		20,874,219	107,400		21,480,000		20,000,000		20,468,028																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				

SCHEDULE D - PART 1

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

1		2		Codes		6	7		Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
				3	4		5	8	9	12			13	14	15	16	17	18	19	20	21	22	
CUSIP Identification	Description	Code	F o r e i g n	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value				Fair Value	Par Value											Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Maturity
44923X AC	3	HALST 2011-A A3	.....	..	.....2	..1FE	24,995,910	99.770	24,942,500	25,000,000	25,014,519	.....	.....18,609	.....	.....1.020	1.273	MON...	11,333	88,542	08/04/2011	11/15/2013		
493268 CG	9	KSLT 2005-A 2A2	.....	..	.....2	..1FE	1,470,621	99.079	1,511,882	1,525,936	1,492,407	.....	.....16,265	.....	.....0.704	3.533	MJSD.	149	6,720	04/21/2010	03/27/2013		
493268 CH	7	KSLT 2005-A 2A3	.....	..	.....2	..1FE	7,515,000	96.603	8,694,270	9,000,000	8,055,052	.....	.....367,623	.....	.....0.804	4.996	MJSD.	1,005	48,759	05/26/2010	03/27/2016		
55313U AD	1	MMAF 2009-AA A4	.....	..	.....2	..1FE	15,724,805	103.650	15,547,500	15,000,000	15,453,286	.....	.....(215,767)	.....	.....3.510	1.997	MON...	23,400	526,500	09/24/2010	10/15/2015		
55609M AC	4	MEFT 2011-A A3	.....	..	.....2	..1FE	19,997,280	101.063	20,212,600	20,000,000	19,994,326	.....	.....(2,954)	.....	.....1.910	1.932	MON...	11,672	309,844	02/18/2011	02/20/2015		
587681 AC	1	MBALT 2011-1A A3	.....	..	.....2	..1FE	27,998,082	100.254	28,071,120	28,000,000	27,999,042	.....	.....960	.....	.....1.180	1.187	MON...	14,684	268,909	02/16/2011	03/15/2013		
658262 DV	9	NCSEA 2005-P A1	.....	..	.....2	..1FE	8,390,877	96.848	8,353,172	8,625,033	8,362,313	.....	.....(28,564)	.....	.....0.637	1.383	MJSD.	4,731	9,499	11/23/2011	09/01/2017		
78445Q AA	9	SLMA 2010-C A1	.....	..	.....2	..1FE	5,932,182	100.300	5,949,979	5,932,182	5,932,924	.....	.....1,210	.....	.....1.928	1.909	MON...	5,402	113,061	06/30/2010	08/15/2013		
92867E AC	2	VWALT 2010-A A3	.....	..	.....2	..1FE	15,998,477	100.144	16,023,040	16,000,000	15,998,986	.....	.....1,199	.....	.....0.990	1.000	MON...	4,840	158,400	10/27/2010	04/20/2013		
92867F AD	7	VWALT 2011-A A4	.....	..	.....2	..1FE	19,998,156	100.094	20,018,800	20,000,000	19,998,235	.....	.....79	.....	.....1.390	1.398	MON...	8,494	21,622	11/16/2011	05/20/2014		
92936G AC	4	WFDB 2011-BXR XA	.....	..	2,4	..1FE	5,009,560	0.587	4,079,650	.....	.....4,082,963	.....	.....(926,597)	.....	.....0.380	2.854	MON...	220,083	880,333	08/01/2011	08/01/2013		
981464 CJ	7	WFNMT 2010-A A	.....	..	.....2	..1FE	26,991,414	106.708	28,811,160	27,000,000	26,993,809	.....	.....1,629	.....	.....3.960	4.000	MON...	47,520	1,069,200	07/02/2010	06/15/2015		
98157V AD	8	WOLS 2009-A A4	.....	..	.....2	..1FE	20,040,841	100.122	19,936,792	19,912,498	20,017,532	.....	.....24,145	.....	.....2.090	1.990	MON...	18,497	416,171	05/18/2010	03/15/2012		
98158N AC	7	WOLS 2011-A A3	.....	..	.....2	..1FE	15,998,878	100.579	16,092,640	16,000,000	15,999,027	.....	.....149	.....	.....1.490	1.496	MON...	10,596	145,689	04/27/2011	10/15/2013		
70659P AB	7	PENAR 2011-1A A1		..	F	2	..1FE	6,000,000	99.670	5,980,200	6,000,000	6,000,011		11		0.935	0.840	MON...	2,181	28,105	06/02/2011	05/18/2013	
3599999. Industrial & Miscellaneous - Other Loan-Backed and Structured Securities							368,539,617	XXX.....	369,322,016	361,641,157	365,780,643	0	(1,808,766)	0	...XXX.....	XXX.....	XXX...	528,285	7,152,420	XXX.....	XXX.....		
3899999. Total - Industrial & Miscellaneous (Unaffiliated)							1,822,200,259	XXX.....	1,769,432,989	1,703,543,157	1,728,630,889	(1,015,711)	(31,000,398)	313,068	0	...XXX.....	XXX.....	XXX...	15,822,314	86,685,315	XXX.....	XXX.....	
Totals																							
7799999. Total - Issuer Obligations							1,687,402,766	XXX.....	1,727,519,206	1,641,302,000	1,673,608,409	(7,524)	(7,823,836)	0	0	...XXX.....	XXX.....	XXX...	16,615,163	52,194,112	XXX.....	XXX.....	
7899999. Total - Residential Mortgage-Backed Securities							114,979,289	XXX.....	106,075,816	142,616,511	106,981,330	(1,859,369)	785,669	313,068	0	...XXX.....	XXX.....	XXX...	225,564	3,005,891	XXX.....	XXX.....	
7999999. Total - Commercial Mortgage-Backed Securities							494,640,349	XXX.....	428,421,948	371,383,518	422,399,626	851,182	(23,867,310)	0	0	...XXX.....	XXX.....	XXX...	4,003,202	41,217,928	XXX.....	XXX.....	
8099999. Total - Other Loan-Backed and Structured Securities							391,129,617	XXX.....	391,864,131	384,231,157	388,382,091	0	(1,781,752)	0	0	...XXX.....	XXX.....	XXX...	565,043	7,331,817	XXX.....	XXX.....	
8399999. Grand Total - Bonds							2,688,152,021	XXX.....	2,653,881,101	2,539,533,186	2,591,371,456	(1,015,711)	(32,687,229)	313,068	0	...XXX.....	XXX.....	XXX...	21,408,972	103,749,748	XXX.....	XXX.....	

SCHEDULE D - PART 2 - SECTION 1

Showing all PREFERRED STOCKS Owned December 31 of Current Year

1	2		Codes		5	6	7	8		11	Dividends			Change in Book/Adjusted Carrying Value					20	21	
			3	4 F o r e i g n				9	10		12	13	14	15	16	17 Current Year's Other Than Temporary Impairment Recognized	18 Total Change in B./A.C.V. (15+16-17)	19 Total Foreign Exchange Change in B./A.C.V.			
CUSIP Identification	Description		Code		Number of Shares	Par Value Per Share	Rate Per Share	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion				NAIC Design- ation	Date Acquired
Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)																					
247131	30	3			DELPHI FINANCIAL GROUP.....	1,000,000.000	25.00	12.200	12,200,000	24.120	24,120,000	12,200,000	.....	.....1,844,000	.....	.....	.....	.....0	.....	RP3LFE.	05/30/2007
25746U	AZ	2			DOMINION RESOURCES INC 06-B.....	...5,000,000.000	1.00	.....	.....4,575,000	0.850	4,250,000	4,575,000	800	348,728	.....	.....	.....	.....0	.....	RP2LFE.	06/10/2010
302570	AX	4			FPL GROUP CAPITAL INC.....	...10,000,000.000	1.00	.....	.....9,150,000	1.010	10,100,000	9,150,000	29,556	665,000	.....	.....	.....	.....0	.....	P2VFE...	06/10/2010
316781	AA	1			FIFTH THIRD CAP	...35,000,000.000	1.00	.....	.....22,113,680	0.980	34,300,000	22,112,405	480,278	2,275,000	.....	.....	.....	.....0	.....	RP2VFE	06/10/2010
69350J	AA	7			PNC PREFERRED	...15,000,000.000	1.00	.....	.....10,800,000	0.720	10,800,000	4,654,650	43,447	977,550	(900,000)	.....	.....	.....(900,000)	.....	P2VFE...	10/15/2007
86800X	AA	6			SUNTRUST PREFERRED CAP I.....	...7,345,000.000	1.00	0.250	4,994,600	0.680	4,994,600	1,836,250	13,058	429,903	(514,150)	.....	.....	.....(514,150)	.....	P3VFE...	08/01/2007
92978A	AA	0			WACHOVIA CAPITAL	...10,000,000.000	1.00	.....	.....8,475,000	0.848	8,475,000	4,200,000	26,302	715,467	(200,000)	.....	.....	.....(200,000)	.....	P2VFE...	09/13/2007
8499999.		Total - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated).....						72,308,280	...XXX....	97,039,600	58,728,305	593,441	7,255,648	0	(1,614,150)	0	0	(1,614,150)	0	...XXX....	...XXX.....
8999999.		Total - Preferred Stocks.....						72,308,280	...XXX....	97,039,600	58,728,305	593,441	7,255,648	0	(1,614,150)	0	0	(1,614,150)	0	...XXX....	...XXX.....

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1	2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description		Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																		
001055	10	2	AFLAC INC.....	.....	47,100.000	2,037,546	43.260	2,037,546	2,046,718	.....	51,993	.....	(508,100)	.....	(508,100)	.....	L.....	06/08/2011
001084	10	2	AGCO CORP.....	.....	3,000.000	128,910	42.970	128,910	85,128	.....	.....	.....	(23,070)	.....	(23,070)	.....	L.....	06/24/2010
001204	10	6	AGL RESOURCES INC.....	.....	4,900.000	207,074	42.260	207,074	178,959	.....	9,305	.....	31,409	.....	31,409	.....	L.....	06/24/2010
00130H	10	5	AES CORPORATION.....	.....	22,900.000	271,136	11.840	271,136	225,311	.....	.....	.....	(7,786)	.....	(7,786)	.....	L.....	06/24/2010
00164V	10	3	AMC NETWORKS INC A.....	.....	6,450.000	242,391	37.580	242,391	270,708	.....	.....	.....	(28,317)	.....	(28,317)	.....	L.....	07/01/2011
00206R	10	2	AT&T INC.....	.....	279,260.000	8,444,822	30.240	8,444,822	8,610,662	.....	360,185	.....	100,478	.....	100,478	.....	L.....	06/08/2011
002824	10	0	ABBOTT LABORATORIES.....	.....	48,901.000	2,749,703	56.230	2,749,703	2,351,372	.....	91,934	.....	406,856	.....	406,856	.....	L.....	06/24/2010
00507V	10	9	ACTIVISION BLIZZARD INC.....	.....	17,500.000	215,600	12.320	215,600	194,163	.....	2,888	.....	(2,100)	.....	(2,100)	.....	L.....	06/24/2010
00724F	10	1	ADOBE SYSTEMS INC.....	.....	25,700.000	726,539	28.270	726,539	835,638	.....	.....	.....	(64,507)	.....	(64,507)	.....	L.....	02/05/2010
00751Y	10	6	ADVANCE AUTO PARTS.....	.....	3,200.000	222,816	69.630	222,816	162,421	192	768	.....	11,136	.....	11,136	.....	L.....	06/24/2010
00817Y	10	8	AETNA INC.....	.....	17,500.000	738,325	42.190	738,325	419,825	.....	7,875	.....	204,400	.....	204,400	.....	L.....	09/28/2004
008252	10	8	AFFILIATED MANAGERS GROUP.....	.....	11,000.000	1,055,450	95.950	1,055,450	1,072,345	.....	.....	.....	(16,895)	.....	(16,895)	.....	L.....	06/23/2011
00846U	10	1	AGILENT TECHNOLOGIES INC.....	.....	4,500.000	157,185	34.930	157,185	90,524	.....	.....	.....	(29,250)	.....	(29,250)	.....	L.....	09/28/2004
009158	10	6	AIR PRODUCTS & CHEMICALS INC.....	.....	19,900.000	1,695,281	85.190	1,695,281	1,101,562	11,542	44,377	.....	(114,624)	.....	(114,624)	.....	L.....	06/24/2010
009363	10	2	AIRGAS INC.....	.....	9,100.000	710,528	78.080	710,528	562,275	.....	11,102	.....	142,142	.....	142,142	.....	L.....	03/23/2010
014482	10	3	ALEXANDER & BALDWIN INC.....	.....	13,300.000	542,906	40.820	542,906	543,848	.....	.....	.....	(942)	.....	(942)	.....	L.....	12/21/2011
01449J	10	5	ALERE INC.....	.....	7,700.000	177,793	23.090	177,793	211,500	.....	.....	.....	(104,027)	.....	(104,027)	.....	L.....	06/24/2010
015271	10	9	ALEXANDRIA REAL ESTATE EQUIT.....	.....	16,500.000	1,138,005	68.970	1,138,005	1,270,096	8,085	22,605	.....	(132,091)	.....	(132,091)	.....	L.....	03/15/2011
015351	10	9	ALEXION PHARMACEUTICALS INC.....	.....	2,800.000	200,200	71.500	200,200	74,363	.....	.....	.....	87,430	.....	87,430	.....	L.....	05/23/2011
017175	10	0	ALLEGHANY CORP.....	.....	1,003.000	286,146	285.290	286,146	261,561	.....	.....	.....	(15,118)	.....	(15,118)	.....	L.....	03/30/2011
01741R	10	2	ALLEGHENY TECHNOLOGIES INC.....	.....	3,500.000	167,300	47.800	167,300	172,669	.....	2,520	.....	(25,830)	.....	(25,830)	.....	L.....	06/24/2010
018490	10	2	ALLERGAN INC.....	.....	11,200.000	982,688	87.740	982,688	423,584	.....	2,240	.....	213,584	.....	213,584	.....	L.....	09/28/2004
018581	10	8	ALLIANCE DATA SYSTEMS CORP.....	.....	1,300.000	134,992	103.840	134,992	65,258	.....	.....	.....	42,653	.....	42,653	.....	L.....	03/26/2008
020002	10	1	ALLSTATE CORP.....	.....	24,500.000	671,545	27.410	671,545	726,455	5,145	20,335	.....	(109,515)	.....	(109,515)	.....	L.....	06/24/2010
021441	10	0	ALTERA CORP.....	.....	12,900.000	478,590	37.100	478,590	245,229	.....	3,612	.....	19,608	.....	19,608	.....	L.....	09/28/2004
02209S	10	3	ALTRIA GROUP INC.....	.....	130,700.000	3,875,255	29.650	3,875,255	3,092,991	53,587	148,701	.....	471,784	.....	471,784	.....	L.....	06/08/2011
023135	10	6	AMAZON.COM INC.....	.....	19,300.000	3,340,830	173.100	3,340,830	2,050,364	.....	.....	.....	(133,170)	.....	(133,170)	.....	L.....	06/24/2010
023608	10	2	AMEREN CORPORATION.....	.....	11,900.000	394,247	33.130	394,247	294,109	.....	18,505	.....	58,786	.....	58,786	.....	L.....	02/05/2010
025816	10	9	AMERICAN EXPRESS CO.....	.....	19,100.000	900,947	47.170	900,947	727,498	.....	13,752	.....	81,175	.....	81,175	.....	L.....	06/24/2010
025932	10	4	AMERICAN FINANCIAL GROUP INC.....	.....	72,700.000	2,681,903	36.890	2,681,903	2,447,795	.....	36,350	.....	234,108	.....	234,108	.....	L.....	03/17/2011
026874	78	4	AMERICAN INTERNATIONAL GROUP.....	.....	56,800.000	1,317,760	23.200	1,317,760	1,304,515	.....	.....	.....	(444,320)	.....	(444,320)	.....	L.....	12/21/2011
029912	20	1	AMERICAN TOWER CORP CLASS A.....	.....	12,700.000	762,127	60.010	762,127	183,642	.....	4,445	.....	106,299	.....	106,299	.....	L.....	09/28/2004
03076C	10	6	AMERIPRISE FINANCIAL INC.....	.....	3,500.000	173,740	49.640	173,740	132,982	.....	3,045	.....	(27,685)	.....	(27,685)	.....	L.....	06/24/2010
031100	10	0	AMETEK INC.....	.....	8,700.000	366,270	42.100	366,270	239,489	.....	2,088	.....	24,795	.....	24,795	.....	L.....	06/24/2010
031162	10	0	AMGEN INC.....	.....	52,000.000	3,338,920	64.210	3,338,920	2,878,151	.....	29,120	.....	525,042	.....	525,042	.....	L.....	03/15/2011
032095	10	1	AMPHENOL CORP CLASS A.....	.....	5,600.000	254,184	45.390	254,184	231,377	84	336	.....	(41,384)	.....	(41,384)	.....	L.....	06/24/2010
032511	10	7	ANADARKO PETROLEUM CORP.....	.....	41,900.000	3,198,227	76.330	3,198,227	1,867,871	.....	14,112	.....	14,746	.....	14,746	.....	L.....	03/15/2011
032654	10	5	ANALOG DEVICES INC.....	.....	28,500.000	1,019,730	35.780	1,019,730	1,105,344	.....	14,250	.....	(85,614)	.....	(85,614)	.....	L.....	06/08/2011
035710	40	9	ANNALY CAPITAL MGMT INC.....	.....	42,200.000	673,512	15.960	673,512	707,314	24,054	.....	.....	(33,802)	.....	(33,802)	.....	L.....	12/21/2011
03662Q	10	5	ANSYS INC.....	.....	5,100.000	292,128	57.280	292,128	219,300	.....	.....	.....	26,571	.....	26,571	.....	L.....	06/24/2010
037389	10	3	AON CORP.....	.....	32,597.000	1,525,540	46.800	1,525,540	1,089,450	.....	19,558	.....	25,752	.....	25,752	.....	L.....	10/04/2010

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1	2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification			Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
037411	10	5			APACHE CORP.....	18,438,000		1,670,114	1,335,470		11,063		(528,249)		(528,249)		L.....	06/24/2010
037833	10	0			APPLE COMPUTER INC.....	43,300,000		17,536,500	12,208,638				3,156,777		3,156,777		L.....	06/08/2011
039483	10	2			ARCHER-DANIELS-MIDLAND CO.....	66,165,000		1,892,319	1,403,085		35,437		(85,649)		(85,649)		L.....	12/21/2011
044209	10	4			ASHLAND INC.....	11,300,000		645,908	679,146		4,865		(29,238)		(29,238)		L.....	06/23/2011
045487	10	5			ASSOCIATED BANC-CORP.....	10,400,000		116,168	132,838		416		(41,392)		(41,392)		L.....	06/24/2010
04621X	10	8			ASSURANT INC.....	4,500,000		184,770	161,760		3,150		11,430		11,430		L.....	06/24/2010
04930A	10	4			ATLAS ENERGY LP.....	4,422,000		107,455	70,398		3,371		37,056		37,056		L.....	02/18/2011
049513	10	4			ATMEL CORP.....	62,100,000		503,010	421,994				(290,629)		(290,629)		L.....	06/08/2011
052769	10	6			AUTODESK INC.....	4,700,000		142,551	113,082				(36,989)		(36,989)		L.....	09/28/2004
053015	10	3			AUTOMATIC DATA PROCESSING.....	5,600,000		302,456	227,812	2,212	8,064		43,288		43,288		L.....	06/24/2010
054937	10	7			BB&T CORP.....	68,140,000		1,715,084	1,741,484		43,610		(76,317)		(76,317)		L.....	02/05/2010
055921	10	0			BMC SOFTWARE INC.....	25,900,000		849,002	581,050				(371,924)		(371,924)		L.....	06/24/2010
05615F	10	2			BABCOCK & WILCOX COMPANY.....	7,450,000		179,843	164,949				(10,803)		(10,803)		L.....	08/02/2010
060505	10	4			BANK OF AMERICA CORP.....	315,000,000		1,751,400	2,114,249		3,150		(362,849)		(362,849)		L.....	09/27/2011
062540	10	9			BANK OF HAWAII CORP.....	5,800,000		258,042	266,030		10,440		(15,776)		(15,776)		L.....	06/24/2010
063671	10	1			BANK OF MONTREAL.....	12,000		658	537		14		120		120		L.....	07/06/2011
064058	10	0			THE BANK OF NEW YORK MELLON.....	23,100,000		459,921	612,419		11,088		(237,699)		(237,699)		L.....	06/24/2010
071813	10	9			BAXTER INTERNATIONAL INC.....	63,900,000		3,161,772	2,845,689	21,407	68,076		(161,840)		(161,840)		L.....	06/08/2011
073730	10	3			BEAM INC.....	7,500,000		384,225	234,622		5,700		34,897		34,897		L.....	02/05/2010
075887	10	9			BECTON DICKINSON & CO.....	14,700,000		1,098,384	753,081		24,696		(144,060)		(144,060)		L.....	09/28/2004
075896	10	0			BED BATH & BEYOND INC.....	15,700,000		910,129	603,773				138,474		138,474		L.....	02/05/2010
081437	10	5			BEMIS CO.....	7,600,000		228,608	216,516		7,296		(19,608)		(19,608)		L.....	06/24/2010
084670	70	2			BERKSHIRE HATHAWAY INC.....	79,753,000		6,085,154	4,786,237				(303,859)		(303,859)		L.....	06/24/2010
09062X	10	3			BIOGEN IDEC INC.....	15,100,000		1,661,755	800,625				649,300		649,300		L.....	02/05/2010
09247X	10	1			BLACKROCK INC/NEW YORK.....	4,700,000		837,728	873,072		12,925		(35,344)		(35,344)		L.....	06/23/2011
093671	10	5			BLOCK H & R INC.....						1,575				0		L.....	06/24/2010
097023	10	5			BOEING CO.....	6,600,000		484,110	446,868		11,088		53,394		53,394		L.....	06/24/2010
101121	10	1			BOSTON PROPERTIES INC.....	16,100,000		1,603,560	1,582,386	8,855	18,200		(44,661)		(44,661)		L.....	06/08/2011
110122	10	8			BRISTOL-MYERS SQUIBB CO.....	59,600,000		2,100,304	1,615,021		52,470		463,475		463,475		L.....	06/08/2011
111320	10	7			BROADCOM CORP CLASS A.....	19,400,000		569,584	556,919		4,716		(153,119)		(153,119)		L.....	06/08/2011
11133T	10	3			BROADRIDGE FINANCIAL SOLUTIONS.....	12,000,000		270,600	233,450	1,920	7,320		7,440		7,440		L.....	06/24/2010
115236	10	1			BROWN & BROWN INC.....	5,000,000		113,150	90,607		1,625		(6,550)		(6,550)		L.....	03/26/2008
115637	20	9			BROWN FORMAN CORP CLASS B.....	9,000,000		724,590	442,798		11,790		98,010		98,010		L.....	06/24/2010
124830	10	0			CBL & ASSOCIATES PROPERTIES.....	1,985,000		31,165	13,576	417	1,648		(3,573)		(3,573)		L.....	12/23/2008
125269	10	0			CF INDUSTRIES HOLDINGS INC.....	3,500,000		507,430	227,619		3,500		34,405		34,405		L.....	06/24/2010
125581	80	1			CIT GROUP INC.....	19,900,000		693,913	804,437				(176,727)		(176,727)		L.....	06/23/2011
12572Q	10	5			CME GROUP INC.....	4,200,000		1,023,414	1,165,799		11,760		(142,385)		(142,385)		L.....	06/23/2011
126408	10	3			CSX CORPORATION.....	27,300,000		574,938	386,795		12,194		(13,013)		(13,013)		L.....	06/16/2011
126650	10	0			CVS/CAREMARK CORP.....	27,300,000		1,113,294	1,025,025		6,825		88,269		88,269		L.....	06/08/2011
12673P	10	5			CA INC.....	12,700,000		256,731	245,765		2,413		(53,658)		(53,658)		L.....	06/24/2010
127097	10	3			CABOT OIL & GAS CORP.....	13,800,000		1,047,420	769,754		837		253,996		253,996		L.....	09/27/2011
131347	30	4			CALPINE CORP.....	11,400,000		186,162	148,796				34,086		34,086		L.....	06/24/2010

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1			Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification				F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
14040H	10	5			38,400.000	1,623,936	42.290	1,623,936	1,586,863		5,880		(145,530)		(145,530)		L.....	06/23/2011
14170T	10	1			7,900.000	200,739	25.410	200,739	187,582				(2,291)		(2,291)		L.....	06/24/2010
143130	10	2			8,348.000	254,447	30.480	254,447	85,442				(11,687)		(11,687)		L.....	09/28/2004
149123	10	1			7,200.000	652,320	90.600	652,320	419,210		12,960		(22,032)		(22,032)		L.....	12/15/2009
150870	10	3			6,200.000	274,474	44.270	274,474	168,090		1,364		19,220		19,220		L.....	06/24/2010
156700	10	6			89,693.000	3,336,580	37.200	3,336,580	2,908,245		138,095		(230,227)		(230,227)		L.....	12/21/2011
156782	10	4			5,000.000	306,250	61.250	306,250	190,682				69,400		69,400		L.....	06/27/2011
166764	10	0			95,833.000	10,196,631	106.400	10,196,631	8,020,847		232,092		946,179		946,179		L.....	06/08/2011
169656	10	5			1,800.000	607,932	337.740	607,932	421,073				225,144		225,144		L.....	12/21/2010
171340	10	2			33,000.000	1,510,080	45.760	1,510,080	1,260,638		16,830		249,442		249,442		L.....	06/02/2011
171779	30	9			33,400.000	404,140	12.100	404,140	371,846				32,294		32,294		L.....	12/21/2011
171798	10	1			8,900.000	550,910	61.900	550,910	779,369		1,780		(228,459)		(228,459)		L.....	06/08/2011
17275R	10	2			375,200.000	6,783,616	18.080	6,783,616	6,657,173		62,340		272,308		272,308		L.....	06/08/2011
172967	42	4			71,960.000	1,893,268	26.310	1,893,268	2,494,987		2,159		(1,510,440)		(1,510,440)		L.....	06/24/2010
178566	10	5			16,700.000	737,806	44.180	737,806	889,906		6,680		(152,100)		(152,100)		L.....	06/08/2011
189054	10	9			7,500.000	499,200	66.560	499,200	395,250		17,250		24,600		24,600		L.....	09/28/2004
19075F	10	6			16,300.000	252,976	15.520	252,976	245,108				7,868		7,868		L.....	12/21/2011
191216	10	0			145,900.000	10,208,623	69.970	10,208,623	7,688,339		257,137		627,865		627,865		L.....	06/08/2011
19122T	10	9			16,400.000	422,792	25.780	422,792	329,476		8,364		12,300		12,300		L.....	02/05/2010
192446	10	2			7,300.000	469,463	64.310	469,463	533,758				(64,295)		(64,295)		L.....	06/08/2011
194162	10	3			29,900.000	2,762,461	92.390	2,762,461	2,438,671		52,777		307,809		307,809		L.....	06/08/2011
20030N	10	1			21,900.000	519,249	23.710	519,249	393,455	2,464	9,461		38,106		38,106		L.....	06/24/2010
200340	10	7			11,800.000	304,440	25.800	304,440	334,853	1,180	4,720		(193,992)		(193,992)		L.....	12/15/2009
200525	10	3			41,979.000	1,600,239	38.120	1,600,239	1,565,301		28,456		17,012		17,012		L.....	11/28/2011
203668	10	8			27,500.000	479,875	17.450	479,875	452,235				27,640		27,640		L.....	12/21/2011
205363	10	4								620					0		L.....	06/24/2010
205638	10	9			29,700.000	247,104	8.320	247,104	247,065				(99,495)		(99,495)		L.....	06/24/2010
205887	10	2			16,200.000	427,680	26.400	427,680	368,192		15,066		61,884		61,884		L.....	02/05/2010
205944	10	1			5,400.000	157,464	29.160	157,464	167,059		2,160		(40,014)		(40,014)		L.....	06/24/2010
20825C	10	4			33,116.000	2,413,163	72.870	2,413,163	1,793,909		71,058		114,292		114,292		L.....	06/08/2011
20854P	10	9			15,900.000	583,530	36.700	583,530	665,233		5,518		(192,942)		(192,942)		L.....	06/08/2011
210371	10	0			24,900.000	987,783	39.670	987,783	913,626	5,976	7,704		74,157		74,157		L.....	06/08/2011
217204	10	6			8,100.000	387,909	47.890	387,909	198,500				85,374		85,374		L.....	06/24/2010
219023	10	8			500.000	26,295	52.590	26,295	25,751	100			544		544		L.....	12/21/2011
219350	10	5			102,700.000	1,333,046	12.980	1,333,046	1,513,159		18,968		(623,579)		(623,579)		L.....	06/08/2011
22160K	10	5			29,600.000	2,466,272	83.320	2,466,272	1,411,698		27,380		328,856		328,856		L.....	06/24/2010
222816	10	0			3,400.000	155,448	45.720	155,448	180,551				(19,346)		(19,346)		L.....	06/24/2010
222862	10	4			9,400.000	285,478	30.370	285,478	179,642				37,318		37,318		L.....	06/24/2010
225447	10	1			25,300.000	557,612	22.040	557,612	526,207				31,405		31,405		L.....	12/21/2011
228227	10	4			8,900.000	398,720	44.800	398,720	310,677				8,633		8,633		L.....	02/05/2010
228368	10	6			10,000.000	335,800	33.580	335,800	384,796				(48,996)		(48,996)		L.....	06/08/2011
231021	10	6			23,500.000	2,068,470	88.020	2,068,470	2,001,305		27,988		(372,939)		(372,939)		L.....	03/15/2011

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Showing all COMMON STOCKS Owned December 31 of Current Year

1	2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification			Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
23317H	10	2			DDR CORP.....	38,945.000		473,961	12,170	473,961	148,298	3,116	6,231	(74,774)	(74,774)		L.....	12/23/2008
233326	10	7			DST SYSTEMS INC.....	29,700.000		1,351,944	45,520	1,351,944	1,393,576		16,835	(71,021)	(71,021)		L.....	03/17/2011
233331	10	7			DTE ENERGY COMPANY.....	7,900.000		430,155	54,450	430,155	328,608	4,641	18,131	72,127	72,127		L.....	02/05/2010
235851	10	2			DANAHER CORP.....	64,400.000		3,029,376	47,040	3,029,376	1,974,571	1,610	5,474	(8,372)	(8,372)		L.....	02/05/2010
23918K	10	8			DAVITA.....	2,900.000		219,849	75,810	219,849	182,566		18,328	18,328	18,328		L.....	06/24/2010
242370	10	4			DEAN FOODS CO.....	19,700.000		220,640	11,200	220,640	161,343		46,492	46,492	46,492		L.....	12/21/2010
244199	10	5			DEERE & CO.....	15,500.000		1,198,925	77,350	1,198,925	1,348,506	6,355	18,135	(149,581)	(149,581)		L.....	03/15/2011
24702R	10	1			DELL INC.....	16,500.000		241,395	14,630	241,395	215,921		17,820	17,820	17,820		L.....	06/24/2010
247361	70	2			DELTA AIR LINES INC.....	33,900.000		274,251	8,090	274,251	315,148		(40,897)	(40,897)	(40,897)		L.....	06/08/2011
247916	20	8			DENBURY RESOURCES INC.....	50,800.000		767,080	15,100	767,080	890,093		(224,687)	(224,687)	(224,687)		L.....	06/08/2011
25179M	10	3			DEVON ENERGY CORPORATION.....	16,360.000		1,014,320	62,000	1,014,320	1,046,462		10,961	(270,104)	(270,104)		L.....	06/24/2010
251893	10	3			DEVRY INC.....	7,100.000		273,066	38,460	273,066	184,220	1,065	1,524	(67,592)	(67,592)		L.....	12/21/2010
254687	10	6			DISNEY (WALT) CO.....	90,600.000		3,397,500	37,500	3,397,500	2,979,879	54,360	24,400	(56,557)	(56,557)		L.....	06/08/2011
254709	10	8			DISCOVER FINANCIAL.....	13,900.000		333,600	24,000	333,600	199,915	1,390	2,780	76,033	76,033		L.....	06/24/2010
25470F	30	2			DISCOVERY COMMUNICATIONS INC.....	14,500.000		594,065	40,970	594,065	543,158		(10,585)	(10,585)	(10,585)		L.....	06/24/2010
25470F	30	2			DISCOVERY COMMUNICATIONS C.....	6,262.000		236,077	37,700	236,077	78,318		6,325	6,325	6,325		L.....	09/18/2008
25470M	10	9			DISH NETWORK CORP.....	5,500.000		156,640	28,480	156,640	112,111		11,000	48,510	48,510		L.....	06/24/2010
25490A	10	1			DIRECTTV.....	24,459.000		1,045,867	42,760	1,045,867	319,265		69,219	69,219	69,219		L.....	11/20/2009
256746	10	8			DOLLAR TREE INC.....	4,350.000		361,529	83,110	361,529	181,423		117,581	117,581	117,581		L.....	06/24/2010
25746U	10	9			DOMINION RESOURCES INC.....	10,900.000		578,572	53,080	578,572	440,306		21,473	112,924	112,924		L.....	06/24/2010
257559	20	3			DOMTAR CORP.....	6,000		79,960	480	79,960	68	2	7	24	24		L.....	03/07/2007
260543	10	3			DOW CHEMICAL COMPANY.....	51,200.000		1,472,512	28,760	1,472,512	1,579,365	12,800	33,010	(297,117)	(297,117)		L.....	06/08/2011
26138E	10	9			DR PEPPER SNAPPLE GROUP INC.....	5,300.000		209,244	39,480	209,244	197,273	1,696	6,042	22,896	22,896		L.....	06/24/2010
26153C	10	3			DREAMWORKS ANIMATION SKG-A.....	9,900.000		164,291	16,595	164,291	166,033		(1,742)	(1,742)	(1,742)		L.....	12/21/2011
263534	10	9			DU PONT (E.I.) DE NEMOURS & CO.....	48,300.000		2,211,174	45,780	2,211,174	2,122,626		57,482	(196,448)	(196,448)		L.....	06/08/2011
26483E	10	0			DUN & BRADSTREET CORP.....	6,600.000		493,878	74,830	493,878	417,077		9,504	(47,916)	(47,916)		L.....	06/24/2010
268648	10	8			EMC CORP-MASS.....	191,700.000		4,129,218	21,540	4,129,218	3,253,673		(391,967)	(391,967)	(391,967)		L.....	03/15/2011
26969P	10	8			EAGLE MATLS INC CLASS A.....	2,127.000		54,579	25,660	54,579	49,772	213	851	(5,509)	(5,509)		L.....	09/28/2004
278265	10	3			EATON VANCE CORP.....	39,400.000		931,416	23,640	931,416	914,064		17,352	17,352	17,352		L.....	12/21/2011
278642	10	3			EBAY INC.....	70,800.000		2,147,364	30,330	2,147,364	1,611,032		97,242	97,242	97,242		L.....	06/08/2011
278865	10	0			ECOLAB INC.....	4,800.000		277,488	57,810	277,488	220,945	960	3,360	35,472	35,472		L.....	06/24/2010
281020	10	7			EDISON INTERNATIONAL.....	37,800.000		1,564,920	41,400	1,564,920	1,080,737	12,285	48,384	105,840	105,840		L.....	02/05/2010
28176E	10	8			EDWARDS LIFESCIENCES CORP.....	3,700.000		261,590	70,700	261,590	196,396		(37,518)	(37,518)	(37,518)		L.....	06/24/2010
28336L	10	9			EL PASO CORP.....	11,000.000		292,270	26,570	292,270	130,829	110	440	140,910	140,910		L.....	06/24/2010
291011	10	4			EMERSON ELECTRIC CO.....	41,800.000		1,947,462	46,590	1,947,462	1,282,006		59,983	(442,244)	(442,244)		L.....	09/28/2004
29264F	20	5			ENDO PHARMACEUT HLDGS INC.....	8,100.000		279,693	34,530	279,693	182,084		(9,558)	(9,558)	(9,558)		L.....	06/24/2010
29265N	10	8			ENERGEN CORP.....	3,800.000		190,000	50,000	190,000	176,429		2,052	6,612	6,612		L.....	06/24/2010
29266R	10	8			ENERGIZER HOLDINGS INC.....	17,800.000		1,379,144	77,480	1,379,144	1,035,223		98,137	98,137	98,137		L.....	06/08/2011
29364G	10	3			ENTERGY CORP.....	9,600.000		701,280	73,050	701,280	575,520		31,872	21,312	21,312		L.....	09/28/2004
294429	10	5			EQUIFAX INC.....	50,400.000		1,952,496	38,740	1,952,496	1,675,248		26,672	156,504	156,504		L.....	03/15/2011
297178	10	5			ESSEX PROPERTY TRUST INC.....	7,800.000		1,095,978	140,510	1,095,978	1,070,264	8,112	16,224	25,714	25,714		L.....	06/08/2011
30161N	10	1			EXELON CORP.....	71,400.000		3,096,618	43,370	3,096,618	2,944,536		112,455	152,082	137,595		L.....	03/15/2011

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1			Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description		Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
302130	10	9			19,700.000	806,912	40.960	806,912	498,509		9,850		(268,708)		(268,708)		L.....	09/28/2004
302182	10	0			25,310.000	1,131,104	44.690	1,131,104	201,974				(236,902)		(236,902)		L.....	09/28/2004
30231G	10	2			302,394.000	25,630,915	84.760	25,630,915	18,455,440		473,777		2,612,733		2,612,733		L.....	06/08/2011
302491	30	3			4,400.000	378,576	86.040	378,576	268,180	660	2,530		27,060		27,060		L.....	06/24/2010
30249U	10	1			11,600.000	605,868	52.230	605,868	312,773				90,190		90,190		L.....	04/01/2011
303726	10	3			25,500.000	307,020	12.040	307,020	119,218				(91,035)		(91,035)		L.....	12/23/2008
307000	10	9			4,300.000	247,938	57.660	247,938	168,535	774	2,989		34,185		34,185		L.....	06/24/2010
313747	20	6			20,800.000	1,887,600	90.750	1,887,600	1,677,146	14,352	28,288		210,454		210,454		L.....	03/15/2011
314211	10	3			42,300.000	640,845	15.150	640,845	615,008				25,837		25,837		L.....	12/21/2011
315616	10	2			8,200.000	870,184	106.120	870,184	499,948				(197,128)		(197,128)		L.....	06/24/2010
31620M	10	6			13,372.000	355,561	26.590	355,561	344,400		2,674		(10,698)		(10,698)		L.....	06/24/2010
31620R	10	5			12,900.000	205,497	15.930	205,497	171,104		6,192		29,025		29,025		L.....	06/24/2010
316773	10	0			37,400.000	475,728	12.720	475,728	459,918	2,992	21		14,634		14,634		L.....	12/21/2011
337738	10	8			3,000.000	176,220	58.740	176,220	141,394				540		540		L.....	06/24/2010
337932	10	7			6,900.000	305,670	44.300	305,670	250,479		15,180		50,232		50,232		L.....	06/24/2010
343412	10	2			13,100.000	658,275	50.250	658,275	290,493	1,638	6,550		(209,731)		(209,731)		L.....	09/28/2004
34354P	10	5			8,900.000	883,948	99.320	883,948	209,595	2,848	11,125		(177,110)		(177,110)		L.....	09/28/2004
345370	86	0			296,300.000	3,188,188	10.760	3,188,188	3,648,776				(688,711)		(688,711)		L.....	12/21/2011
345838	10	6			23,800.000	720,188	30.260	720,188	682,965				(40,936)		(40,936)		L.....	02/05/2010
346091	70	5			20,000.000	271,000	13.550	271,000	260,050				10,950		10,950		L.....	12/21/2011
34964C	10	6			7,500.000	127,725	17.030	127,725	68,875				58,850		58,850		L.....	10/04/2011
349882	10	0			4,900.000	388,864	79.360	388,864	483,264				(94,400)		(94,400)		L.....	09/27/2011
354613	10	1			11,100.000	1,066,266	96.060	1,066,266	597,624		36,297		(168,165)		(168,165)		L.....	09/28/2004
363576	10	9			16,900.000	565,136	33.440	565,136	388,881	5,577	22,139		73,684		73,684		L.....	02/05/2010
36467W	10	9			14,100.000	340,233	24.130	340,233	283,073				17,625		17,625		L.....	02/05/2010
364760	10	8			27,700.000	513,835	18.550	513,835	547,796	3,116	12,119		(99,443)		(99,443)		L.....	06/24/2010
36866T	10	3			2,500.000	147,800	59.120	147,800	116,783				1,925		1,925		L.....	06/24/2010
369300	10	8			10,200.000	255,102	25.010	255,102	299,656				(102,816)		(102,816)		L.....	06/24/2010
369604	10	3			194,400.000	3,481,704	17.910	3,481,704	3,501,211	33,048	54,478		(88,496)		(88,496)		L.....	12/21/2011
370334	10	4			25,200.000	1,018,332	40.410	1,018,332	565,614		29,484		121,464		121,464		L.....	09/28/2004
371901	10	9			24,200.000	716,078	29.590	716,078	633,912		5,808		82,166		82,166		L.....	06/08/2011
372460	10	5			4,000.000	244,800	61.200	244,800	161,100	1,800	7,040		39,440		39,440		L.....	06/24/2010
375558	10	3			8,200.000	335,626	40.930	335,626	295,367				38,458		38,458		L.....	06/24/2010
37940X	10	2			18,800.000	890,744	47.380	890,744	939,096		752		(48,352)		(48,352)		L.....	06/08/2011
38141G	10	4			7,500.000	678,225	90.430	678,225	993,987		5,250		(315,762)		(315,762)		L.....	06/23/2011
382388	10	6			2,900.000	358,730	123.700	358,730	200,267	841	2,523		103,327		103,327		L.....	06/24/2010
382550	10	1			11,500.000	162,955	14.170	162,955	134,727				26,680		26,680		L.....	06/24/2010
38259P	50	8			11,300.000	7,298,670	645.900	7,298,670	6,015,981				675,569		675,569		L.....	03/15/2011
384802	10	4			4,500.000	842,355	187.190	842,355	445,307		11,340		220,860		220,860		L.....	02/05/2010
393122	10	6			13,900.000	623,415	44.850	623,415	482,224				143,062		143,062		L.....	12/21/2011
404132	10	2			4,900.000	134,750	27.500	134,750	123,733	760	2,891		(7,056)		(7,056)		L.....	06/24/2010
410345	10	2			4,500.000	98,370	21.860	98,370	113,575				(15,930)		(15,930)		L.....	06/24/2010

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Showing all COMMON STOCKS Owned December 31 of Current Year

1			Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification				F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
411310	10	5			6,500.000	598,910	92.140	598,910	244,461				259,090		259,090		L.....	06/24/2010
412822	10	8			17,300.000	672,451	38.870	672,451	385,908		8,218		72,660		72,660		L.....	02/05/2010
413875	10	5			19,200.000	691,968	36.040	691,968	675,247				16,721		16,721		L.....	12/21/2011
416515	10	4			26,000.000	422,500	16.250	422,500	409,240	2,600	9,100		(266,240)		(266,240)		L.....	12/23/2008
42217K	10	6			6,500.000	354,445	54.530	354,445	272,956		18,428		44,785		44,785		L.....	06/24/2010
42222G	10	8			8,400.000	255,528	30.420	255,528	224,061				26,292		26,292		L.....	06/24/2010
423452	10	1			3,400.000	198,424	58.360	198,424	133,575		884		33,592		33,592		L.....	06/24/2010
427866	10	8			4,900.000	302,722	61.780	302,722	242,861		6,762		71,687		71,687		L.....	06/24/2010
42809H	10	7			25,600.000	1,454,080	56.800	1,454,080	1,437,542	2,560	8,160		(481,566)		(481,566)		L.....	06/08/2011
428236	10	3			104,478.000	2,691,353	25.760	2,691,353	2,305,053	12,537	33,433		(1,707,171)		(1,707,171)		L.....	06/24/2010
436106	10	8			15,300.000	358,020	23.400	358,020	439,297		7,650		(81,277)		(81,277)		L.....	09/27/2011
436440	10	1			8,100.000	141,831	17.510	141,831	116,074				(10,611)		(10,611)		L.....	06/24/2010
437076	10	2			71,300.000	2,997,452	42.040	2,997,452	2,074,894		68,752		472,469		472,469		L.....	03/15/2011
438516	10	6			9,600.000	521,760	54.350	521,760	396,005		13,152		11,424		11,424		L.....	06/24/2010
44107P	10	4			27,300.000	403,221	14.770	403,221	390,385	1,365	2,730		(84,630)		(84,630)		L.....	06/24/2010
443510	20	1			2,500.000	167,150	66.860	167,150	104,592	950	3,750		16,825		16,825		L.....	06/24/2010
444859	10	2			22,900.000	2,006,269	87.610	2,006,269	1,558,621	5,725	11,450		389,411		389,411		L.....	06/08/2011
445658	10	7			25,100.000	1,131,257	45.070	1,131,257	1,067,862		9,789		63,395		63,395		L.....	03/15/2011
447011	10	7			23,300.000	233,000	10.000	233,000	250,743		9,320		(130,713)		(130,713)		L.....	12/15/2009
45031U	10	1			67,300.000	356,017	5.290	356,017	197,371				(170,269)		(170,269)		L.....	12/23/2008
452308	10	9			5,600.000	261,576	46.710	261,576	244,712	2,016	7,728		(37,464)		(37,464)		L.....	06/24/2010
452327	10	9			7,000.000	213,360	30.480	213,360	245,819				(230,020)		(230,020)		L.....	02/05/2010
457153	10	4			9,000.000	163,710	18.190	163,710	144,456				(8,100)		(8,100)		L.....	06/24/2010
458118	10	6			100.000	546	5.460	546	561				(120)		(120)		L.....	03/26/2008
458140	10	0			229,400.000	5,562,950	24.250	5,562,950	4,785,470		137,136		725,022		725,022		L.....	06/08/2011
45822P	10	5			41,600.000	2,253,888	54.180	2,253,888	2,097,967		56,576		155,921		155,921		L.....	06/08/2011
45865V	10	0			1,800.000	216,990	120.550	216,990	143,311				2,520		2,520		L.....	12/23/2008
459200	10	1			10,100.000	1,857,188	183.880	1,857,188	1,300,957		29,290		374,912		374,912		L.....	06/24/2010
46120E	60	2			2,800.000	1,296,428	463.010	1,296,428	957,540				369,662		369,662		L.....	06/08/2011
462846	10	6			5,700.000	175,560	30.800	175,560	134,998	1,425	4,988		33,003		33,003		L.....	06/24/2010
46612J	50	7			39,500.000	412,380	10.440	412,380	135,880				(159,580)		(159,580)		L.....	12/23/2008
46625H	10	0			35,400.000	1,177,050	33.250	1,177,050	1,576,553		26,550		(399,503)		(399,503)		L.....	03/15/2011
471109	10	8			33,600.000	1,003,968	29.880	1,003,968	1,063,935	2,898	7,484		(47,688)		(47,688)		L.....	06/08/2011
478160	10	4			112,150.000	7,354,797	65.580	7,354,797	7,253,157		252,338		418,320		418,320		L.....	12/15/2009
478366	10	7			53,800.000	1,681,788	31.260	1,681,788	1,343,413	9,684	26,464		(338,945)		(338,945)		L.....	06/08/2011
481165	10	8			7,700.000	577,269	74.970	577,269	337,607		5,390		(90,706)		(90,706)		L.....	02/05/2010
48242W	10	6			6,200.000	172,794	27.870	172,794	137,529	310	1,240		(16,120)		(16,120)		L.....	06/24/2010
493267	10	8			29,900.000	229,931	7.690	229,931	224,848		2,990		(34,684)		(34,684)		L.....	12/23/2008
494368	10	3			9,200.000	676,752	73.560	676,752	585,189	6,440	25,392		96,784		96,784		L.....	09/28/2004
500255	10	4			25,500.000	1,258,425	49.350	1,258,425	1,291,133		14,800		(50,586)		(50,586)		L.....	06/08/2011
50075N	10	4			59,900.000	2,237,864	37.360	2,237,864	1,704,868	17,371	69,484		350,415		350,415		L.....	06/24/2010
501044	10	1			13,900.000	336,658	24.220	336,658	281,653		5,977		25,854		25,854		L.....	06/24/2010

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Showing all COMMON STOCKS Owned December 31 of Current Year

1	2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description		Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
50540R 40 9	LABORATORY CRP OF AMER HLDGS.....		.....	.....	1,500,000	128,955	85.970	128,955	65,055	.....	.....	.....	(2,925)	.....	(2,925)	.....	L.....	09/28/2004
512815 10 1	LAMAR ADVERTISING CO.....		.....	.....	17,800,000	489,500	27.500	489,500	451,728	.....	.....	.....	37,772	.....	37,772	.....	L.....	12/21/2011
518439 10 4	ESTEE LAUDER COMPANIES INC CLASS A.....		.....	.....	6,200,000	696,384	112.320	696,384	339,571	.....	6,510	.....	196,044	.....	196,044	.....	L.....	02/05/2010
521865 20 4	LEAR CORPORATION.....		.....	.....	14,400,000	573,120	39.800	573,120	542,359	.....	.....	.....	30,761	.....	30,761	.....	L.....	12/21/2011
524901 10 5	LEGG MASON INC.....		.....	.....	56,100,000	1,349,205	24.050	1,349,205	1,289,915	888	3,108	.....	(128,411)	.....	(128,411)	.....	L.....	12/21/2011
526057 10 4	LENNAR CORP A.....		.....	.....	21,500,000	422,475	19.650	422,475	426,369	.....	.....	.....	(3,894)	.....	(3,894)	.....	L.....	12/21/2011
527288 10 4	LEUCADIA NATIONAL CORP.....		.....	.....	7,700,000	175,098	22.740	175,098	161,624	.....	1,925	.....	(49,588)	.....	(49,588)	.....	L.....	06/24/2010
530322 10 6	LIBERTY MEDIA CORP A.....		.....	.....	5,327,000	415,772	78.050	415,772	316,039	.....	.....	.....	99,734	.....	99,734	.....	L.....	11/29/2011
530555 10 1	LIBERTY GLOBAL INC - A.....		.....	.....	31,101,000	1,276,074	41.030	1,276,074	1,211,664	.....	.....	.....	22,093	.....	22,093	.....	L.....	12/21/2011
530555 30 9	LIBERTY GLOBAL INC - C.....		.....	.....	5,898,000	233,089	39.520	233,089	93,211	.....	.....	.....	33,206	.....	33,206	.....	L.....	12/31/2008
53071M 10 4	LIBERTY MEDIA CORP INTERACTIVE A.....		.....	.....	46,600,000	755,619	16.215	755,619	691,343	.....	.....	.....	(19,758)	.....	(19,758)	.....	L.....	06/08/2011
531172 10 4	LIBERTY PROPERTY TRUST.....		.....	.....	7,300,000	225,424	30.880	225,424	222,653	3,468	13,870	.....	(7,592)	.....	(7,592)	.....	L.....	06/24/2010
532457 10 8	ELI LILLY & CO.....		.....	.....	85,200,000	3,540,912	41.560	3,540,912	2,934,590	.....	.....	.....	555,504	.....	555,504	.....	L.....	06/24/2010
532716 10 7	LIMITED BRANDS.....		.....	.....	9,400,000	379,290	40.350	379,290	215,524	.....	35,720	.....	90,428	.....	90,428	.....	L.....	06/24/2010
534187 10 9	LINCOLN NATIONAL CORP.....		.....	.....	37,800,000	734,076	19.420	734,076	703,020	.....	.....	.....	31,056	.....	31,056	.....	L.....	12/21/2011
535678 10 6	LINEAR TECHNOLOGY CORP.....		.....	.....	3,600,000	108,108	30.030	108,108	84,060	.....	3,456	.....	(16,416)	.....	(16,416)	.....	L.....	03/26/2008
539830 10 9	LOCKHEED MARTIN CORPORATION.....		.....	.....	24,700,000	1,998,230	80.900	1,998,230	1,958,157	.....	64,225	.....	69,538	.....	69,538	.....	L.....	03/15/2011
548661 10 7	LOWE'S COMPANIES.....		.....	.....	76,100,000	1,931,418	25.380	1,931,418	1,993,948	.....	31,868	.....	(56,839)	.....	(56,839)	.....	L.....	03/15/2011
55261F 10 4	M&T BANK CORPORATION.....		.....	.....	16,800,000	1,282,512	76.340	1,282,512	1,448,246	.....	23,520	.....	(165,734)	.....	(165,734)	.....	L.....	06/23/2011
552690 10 9	MDU RESOURCES GROUP INC.....		.....	.....	6,900,000	148,074	21.460	148,074	127,931	1,156	4,485	.....	8,211	.....	8,211	.....	L.....	06/24/2010
552715 10 4	MEMC ELECTRONIC MATERIALS.....		.....	.....	82,800,000	326,232	3.940	326,232	316,669	.....	.....	.....	9,563	.....	9,563	.....	L.....	12/21/2011
552953 10 1	MGM RESORTS INTERNATIONAL.....		.....	.....	34,800,000	362,964	10.430	362,964	366,848	.....	.....	.....	(153,816)	.....	(153,816)	.....	L.....	12/15/2009
554382 10 1	MACERICH CO/THE.....		.....	.....	26,350,000	1,333,310	50.600	1,333,310	1,174,316	.....	37,018	.....	(1,059)	.....	(1,059)	.....	L.....	06/08/2011
565849 10 6	MARATHON OIL CORP.....		.....	.....	26,600,000	778,582	29.270	778,582	687,120	.....	17,230	.....	66,550	.....	66,550	.....	L.....	03/15/2011
56585A 10 2	MARATHON PETROLEUM CORP.....		.....	.....	13,300,000	442,757	33.290	442,757	444,758	.....	5,985	.....	(2,001)	.....	(2,001)	.....	L.....	07/01/2011
574599 10 6	MASCO CORP.....		.....	.....	15,500,000	162,440	10.480	162,440	183,906	.....	4,650	.....	(33,790)	.....	(33,790)	.....	L.....	06/24/2010
57636Q 10 4	MASTERCARD INC-CLASS A.....		.....	.....	4,200,000	1,565,844	372.820	1,565,844	1,043,642	.....	1,740	.....	510,251	.....	510,251	.....	L.....	06/08/2011
577081 10 2	MATTEL INC.....		.....	.....	30,100,000	835,576	27.760	835,576	596,343	.....	27,692	.....	70,133	.....	70,133	.....	L.....	02/05/2010
57772K 10 1	MAXIM INTEGRATED PRODUCTS.....		.....	.....	13,300,000	346,332	26.040	346,332	231,163	.....	11,438	.....	32,186	.....	32,186	.....	L.....	06/24/2010
580135 10 1	MCDONALD'S CORP.....		.....	.....	94,600,000	9,491,218	100.330	9,491,218	5,272,043	.....	229,700	.....	2,256,841	.....	2,256,841	.....	L.....	03/15/2011
580645 10 9	MCGRAW-HILL COMPANIES INC.....		.....	.....	16,100,000	724,017	44.970	724,017	518,826	.....	16,100	.....	137,816	.....	137,816	.....	L.....	06/24/2010
582839 10 6	MEAD JOHNSON NUTRITION CO.....		.....	.....	7,400,000	508,602	68.730	508,602	485,313	1,924	3,848	.....	23,289	.....	23,289	.....	L.....	06/08/2011
58405U 10 2	MEDCO HEALTH SOLUTIONS INC.....		.....	.....	6,000,000	335,400	55.900	335,400	344,641	.....	.....	.....	(9,241)	.....	(9,241)	.....	L.....	06/08/2011
585055 10 6	MEDTRONIC INC.....		.....	.....	28,300,000	1,082,475	38.250	1,082,475	1,198,736	.....	26,461	.....	32,828	.....	32,828	.....	L.....	02/05/2010
58933Y 10 5	MERCK & CO INC.....		.....	.....	171,302,000	6,458,085	37.700	6,458,085	5,789,739	71,947	236,515	.....	417,278	.....	417,278	.....	L.....	03/15/2011
589400 10 0	MERCURY GENERAL CORP.....		.....	.....	13,600,000	620,432	45.620	620,432	528,066	.....	32,776	.....	35,496	.....	35,496	.....	L.....	02/05/2010
591708 10 2	METROPICS COMMUNICATIONS INC.....		.....	.....	44,800,000	388,864	8.680	388,864	331,489	.....	.....	.....	(176,960)	.....	(176,960)	.....	L.....	12/15/2009
594918 10 4	MICROSOFT CORP.....		.....	.....	258,500,000	6,710,660	25.960	6,710,660	5,358,608	.....	175,780	.....	(504,075)	.....	(504,075)	.....	L.....	09/27/2010
595017 10 4	MICROCHIP TECHNOLOGY INC.....		.....	.....	56,400,000	2,065,932	36.630	2,065,932	1,857,408	.....	58,712	.....	99,054	.....	99,054	.....	L.....	03/15/2011
595112 10 3	MICRON TECHNOLOGY INC.....		.....	.....	25,500,000	160,395	6.290	160,395	247,388	.....	.....	.....	(44,115)	.....	(44,115)	.....	L.....	06/24/2010
60871R 20 9	MOLSON COORS BREWING CO.....		.....	.....	3,000,000	130,620	43.540	130,620	132,053	.....	3,720	.....	(19,950)	.....	(19,950)	.....	L.....	06/24/2010
61166W 10 1	MONSANTO CO.....				19,400,000	1,359,358	70.070	1,359,358	1,164,978		22,116		8,342		8,342		L.....	12/21/2010

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Showing all COMMON STOCKS Owned December 31 of Current Year

1	2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
	CUSIP Identification	Description	Code	For eign	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
E12.7	611742 10 7	MONSTER WORLDWIDE INC.....	.....	.....	51,400.000	407,602	7.930	407,602	397,584	.....	.....	.....	10,018	.....	10,018	.....	L.....	12/21/2011
	615369 10 5	MOODY'S CORP.....	.....	.....	5,900.000	198,712	33.680	198,712	122,696	.....	3,157	.....	42,126	.....	42,126	.....	L.....	06/24/2010
	617446 44 8	MORGAN STANLEY.....	.....	.....	22,300.000	337,399	15.130	337,399	493,318	.....	2,230	.....	(155,919)	.....	(155,919)	.....	L.....	06/08/2011
	620076 30 7	MOTOROLA SOLUTIONS INC.....	.....	.....	7,800.000	361,062	46.290	361,062	349,554	1,716	1,716	.....	(88,603)	.....	(88,603)	.....	L.....	06/24/2010
	620097 10 5	MOTOROLA MOBILITY HOLDINGS.....	.....	.....	6,825.000	264,810	38.800	264,810	35,414	.....	.....	.....	229,396	.....	229,396	.....	L.....	01/04/2011
	628530 10 7	MYLAN LABORATORIES.....	.....	.....	21,100.000	452,806	21.460	452,806	375,194	.....	.....	.....	6,963	.....	6,963	.....	L.....	02/05/2010
	629377 50 8	NRG ENERGY INC.....	.....	.....	71,000.000	1,286,520	18.120	1,286,520	1,318,875	.....	.....	.....	(32,355)	.....	(32,355)	.....	L.....	12/21/2011
	62944T 10 5	NVR INC.....	.....	.....	300.000	205,800	686.000	205,800	195,710	.....	.....	.....	(1,506)	.....	(1,506)	.....	L.....	06/24/2010
	629491 10 1	NYSE Euronext.....	.....	.....	10,300.000	268,830	26.100	268,830	292,180	.....	12,360	.....	(39,964)	.....	(39,964)	.....	L.....	06/24/2010
	631103 10 8	NASDAQ OMX GROUP.....	.....	.....	7,300.000	178,923	24.510	178,923	134,659	.....	.....	.....	5,694	.....	5,694	.....	L.....	06/24/2010
	637071 10 1	NATIONAL-OILWELL VARCO INC.....	.....	.....	18,100.000	1,230,619	67.990	1,230,619	728,055	.....	8,145	.....	13,394	.....	13,394	.....	L.....	06/24/2010
	64110D 10 4	NETAPP INC.....	.....	.....	15,300.000	554,931	36.270	554,931	765,572	.....	.....	.....	(210,641)	.....	(210,641)	.....	L.....	06/08/2011
	651229 10 6	NEWELL RUBBERMAID INC.....	.....	.....	18,900.000	305,235	16.150	305,235	296,218	.....	2,581	.....	(12,336)	.....	(12,336)	.....	L.....	12/21/2011
	651639 10 6	NEWMONT MINING CORP HLDG CO.....	.....	.....	16,300.000	978,163	60.010	978,163	881,948	.....	14,515	.....	88,671	.....	88,671	.....	L.....	06/08/2011
	65248E 10 4	NEWS CORP INC - CL A.....	.....	.....	32,900.000	586,936	17.840	586,936	423,114	.....	5,593	.....	107,912	.....	107,912	.....	L.....	06/24/2010
	654106 10 3	NIKE INC CLASS B.....	.....	.....	29,400.000	2,833,278	96.370	2,833,278	1,905,211	10,584	21,638	.....	367,089	.....	367,089	.....	L.....	06/08/2011
	655044 10 5	NOBLE ENERGY INC.....	.....	.....	8,700.000	821,193	94.390	821,193	626,290	.....	6,960	.....	72,297	.....	72,297	.....	L.....	02/05/2010
	655664 10 0	NORDSTROM INC.....	.....	.....	5,500.000	273,405	49.710	273,405	195,625	.....	5,060	.....	40,315	.....	40,315	.....	L.....	06/24/2010
	655844 10 8	NORFOLK SOUTHERN CORP.....	.....	.....	16,000.000	1,165,760	72.860	1,165,760	922,822	.....	20,720	.....	103,318	.....	103,318	.....	L.....	06/08/2011
	665859 10 4	NORTHERN TRUST CORP.....	.....	.....	9,000.000	356,940	39.660	356,940	436,076	2,520	10,080	.....	(141,750)	.....	(141,750)	.....	L.....	12/15/2009
	67020Y 10 0	NUANCE COMMUNICATIONS INC.....	.....	.....	10,300.000	259,148	25.160	259,148	169,995	.....	.....	.....	71,894	.....	71,894	.....	L.....	06/24/2010
	670346 10 5	NUCOR CORP.....	.....	.....	20,800.000	823,056	39.570	823,056	450,060	7,592	30,160	.....	(88,400)	.....	(88,400)	.....	L.....	09/28/2004
	67066G 10 4	NVIDIA CORP.....	.....	.....	8,900.000	123,354	13.860	123,354	100,677	.....	.....	.....	(13,706)	.....	(13,706)	.....	L.....	06/24/2010
	670837 10 3	OGE ENERGY CORP.....	.....	.....	3,900.000	221,169	56.710	221,169	144,287	.....	5,850	.....	43,563	.....	43,563	.....	L.....	06/24/2010
	67103H 10 7	O'REILLY AUTOMOTIVE INC.....	.....	.....	7,800.000	623,610	79.950	623,610	298,961	.....	.....	.....	152,334	.....	152,334	.....	L.....	02/05/2010
	674599 10 5	OCCIDENTAL PETROLEUM CORP.....	.....	.....	30,500.000	2,857,850	93.700	2,857,850	2,378,351	14,030	53,680	.....	(134,200)	.....	(134,200)	.....	L.....	06/24/2010
	681904 10 8	OMNICARE INC.....	.....	.....	4,900.000	168,805	34.450	168,805	120,202	.....	747	.....	44,394	.....	44,394	.....	L.....	06/24/2010
	682680 10 3	ONEOK INC.....	.....	.....	2,600.000	225,394	86.690	225,394	116,342	.....	5,616	.....	81,172	.....	81,172	.....	L.....	06/24/2010
	68389X 10 5	ORACLE CORPORATION.....	.....	.....	175,000.000	4,488,750	25.650	4,488,750	3,690,393	.....	40,250	.....	(988,750)	.....	(988,750)	.....	L.....	06/24/2010
	690742 10 1	OWENS CORNING INC.....	.....	.....	6,500.000	186,680	28.720	186,680	205,423	.....	.....	.....	(15,795)	.....	(15,795)	.....	L.....	06/24/2010
	690768 40 3	OWENS-ILLINOIS INC.....	.....	.....	3,200.000	62,016	19.380	62,016	90,470	.....	.....	.....	(36,224)	.....	(36,224)	.....	L.....	06/24/2010
	69331C 10 8	PG&E CORP.....	.....	.....	14,600.000	601,812	41.220	601,812	607,461	6,643	26,572	.....	(96,652)	.....	(96,652)	.....	L.....	02/05/2010
	693475 10 5	PNC FINANCIAL SERVICES GROUP I.....	.....	.....	4,000.000	230,680	57.670	230,680	238,250	.....	4,600	.....	(12,200)	.....	(12,200)	.....	L.....	06/24/2010
	693506 10 7	PPG INDUSTRIES INC.....	.....	.....	24,100.000	2,012,109	83.490	2,012,109	2,086,605	.....	41,211	.....	(74,496)	.....	(74,496)	.....	L.....	03/15/2011
	69351T 10 6	PPL CORPORATION.....	.....	.....	35,800.000	1,053,236	29.420	1,053,236	951,562	12,530	23,765	.....	88,355	.....	88,355	.....	L.....	06/08/2011
	701094 10 4	PARKER HANNIFIN CORP.....	.....	.....	6,000.000	457,500	76.250	457,500	327,109	.....	8,580	.....	(60,300)	.....	(60,300)	.....	L.....	02/05/2010
	704549 10 4	PEABODY ENERGY CORP.....	.....	.....	12,400.000	410,564	33.110	410,564	513,871	.....	4,216	.....	(382,788)	.....	(382,788)	.....	L.....	06/24/2010
	709631 10 5	PENTAIR INC.....	.....	.....	54,200.000	1,804,318	33.290	1,804,318	1,903,263	.....	34,520	.....	(136,290)	.....	(136,290)	.....	L.....	03/16/2011
	712704 10 5	PEOPLE'S UNITED FINANCIAL INC.....	.....	.....	13,900.000	178,615	12.850	178,615	194,275	.....	8,722	.....	(16,124)	.....	(16,124)	.....	L.....	06/24/2010
	713448 10 8	PEPSICO INC.....	.....	.....	18,132.000	1,203,058	66.350	1,203,058	1,135,685	9,338	36,083	.....	18,495	.....	18,495	.....	L.....	06/24/2010
	716768 10 6	PETSMART INC.....	.....	.....	4,000.000	205,160	51.290	205,160	123,872	.....	2,120	.....	45,880	.....	45,880	.....	L.....	06/24/2010
	717081 10 3	PFIZER INC.....	.....	.....	506,800.000	10,967,152	21.640	10,967,152	9,945,673	.....	294,220	.....	1,000,316	.....	1,000,316	.....	L.....	06/08/2011

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1			Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification			Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
E12.8	718172	10	9		PHILIP MORRIS INTL.....	64,000.000		5,022,720	78,480	5,022,720	3,963,914	49,280	122,624	931,820	931,820		L.....	06/08/2011
	74005P	10	4		PRAXAIR INC.....	25,350.000		2,709,915	106,900	2,709,915	1,140,312		50,700	289,751	289,751		L.....	06/24/2010
	740189	10	5		PRECISION CASTPARTS CORP.....	12,700.000		2,092,833	164,790	2,092,833	1,671,540	381	1,008	304,965	304,965		L.....	03/15/2011
	74144T	10	8		T ROWE PRICE GROUP INC.....	3,100.000		176,545	56,950	176,545	143,863		3,844	(23,529)	(23,529)		L.....	06/24/2010
	741503	40	3		PRICELINE.COM INC.....	800.000		374,168	467,710	374,168	141,002			54,528	54,528		L.....	06/24/2010
	74251V	10	2		PRINCIPAL FINANCIAL GROUP.....	11,100.000		273,060	24,600	273,060	278,910		7,770	(88,356)	(88,356)		L.....	06/24/2010
	742718	10	9		PROCTER & GAMBLE CO.....	101,000.000		6,737,710	66,710	6,737,710	6,309,471		147,266	358,311	358,311		L.....	06/08/2011
	743263	10	5		PROGRESS ENERGY INC.....	21,100.000		1,182,022	56,020	1,182,022	813,183	5,465	52,328	264,594	264,594		L.....	02/05/2010
	74340W	10	3		PROLOGIS INC.....	50,931.000		1,456,117	28,590	1,456,117	1,611,423		28,521	(155,305)	(155,305)		L.....	06/08/2011
	744320	10	2		PRUDENTIAL FINANCIAL INC.....	20,900.000		1,047,508	50,120	1,047,508	756,264		30,305	(179,531)	(179,531)		L.....	06/24/2010
	744573	10	6		PUBLIC SERVICE ENTERPRISE GRP.....	31,100.000		1,026,611	33,010	1,026,611	973,616		42,607	37,320	37,320		L.....	06/24/2010
	74733V	10	0		QEP RESOURCES INC.....	27,300.000		799,890	29,300	799,890	1,042,752		1,352	(270,825)	(270,825)		L.....	06/08/2011
	747525	10	3		QUALCOMM INC.....	59,200.000		3,238,240	54,700	3,238,240	2,852,987		37,566	114,882	114,882		L.....	06/08/2011
	74762E	10	2		QUANTA SERVICES INC.....	12,300.000		264,942	21,540	264,942	257,124			7,818	7,818		L.....	12/21/2011
	748356	10	2		QUESTAR CORP.....	6,500.000		129,090	19,860	129,090	98,931		4,030	15,925	15,925		L.....	06/24/2010
	749685	10	3		RPM INTERNATIONAL INC.....	8,900.000		218,495	24,550	218,495	164,428		7,521	21,805	21,805		L.....	06/24/2010
	750438	10	3		RADIOSHACK CORPORATION.....	13,700.000		133,027	9,710	133,027	127,648			5,379	5,379		L.....	12/21/2011
	751212	10	1		RALPH LAUREN CORP.....	7,300.000		1,007,984	138,080	1,007,984	742,276	1,460	3,850	160,251	160,251		L.....	06/08/2011
	754730	10	9		RAYMOND JAMES FINANCIAL INC.....	6,400.000		198,144	30,960	198,144	171,265	832	3,328	(11,136)	(11,136)		L.....	06/24/2010
	754907	10	3		RAYONIER INC.....	6,900.000		307,947	44,630	307,947	209,794		10,488	66,355	66,355		L.....	08/25/2011
	755111	50	7		RAYTHEON COMPANY.....	15,200.000		735,376	48,380	735,376	802,577	6,536	25,308	31,008	31,008		L.....	02/05/2010
	756577	10	2		RED HAT INC.....	7,200.000		297,288	41,290	297,288	222,395			(31,392)	(31,392)		L.....	06/24/2010
	758849	10	3		REGENCY CENTERS CORP.....	3,900.000		146,718	37,620	146,718	141,308		7,215	(18,018)	(18,018)		L.....	06/24/2010
	7591EP	10	0		REGIONS FINANCIAL CORP.....							828			0		L.....	06/24/2010
	761152	10	7		RESMED INC.....	6,200.000		157,480	25,400	157,480	191,292			(57,288)	(57,288)		L.....	06/24/2010
	770323	10	3		ROBERT HALF INTERNATIONAL INC.....	6,800.000		193,528	28,460	193,528	170,268		3,808	(14,552)	(14,552)		L.....	06/24/2010
	773903	10	9		ROCKWELL INTERNATIONAL CORP.....	14,000.000		1,027,180	73,370	1,027,180	597,705		21,700	23,240	23,240		L.....	06/24/2010
	774341	10	1		ROCKWELL COLLINS INC.....	33,900.000		1,877,043	55,370	1,877,043	2,074,905		25,656	(204,792)	(204,792)		L.....	03/15/2011
	776696	10	6		ROPER INDUSTRIES INC.....	3,500.000		304,045	86,870	304,045	204,338		1,540	36,540	36,540		L.....	06/24/2010
	779376	10	2		ROVI CORP.....	5,300.000		130,274	24,580	130,274	196,943			(198,379)	(198,379)		L.....	06/24/2010
	780287	10	8		ROYAL GOLD INC.....	7,200.000		485,496	67,430	485,496	355,444		3,168	92,160	92,160		L.....	06/24/2010
	78388J	10	6		SBA COMMUNICATIONS CORP.....	4,000.000		171,840	42,960	171,840	138,531			8,080	8,080		L.....	06/24/2010
	78390X	10	1		SAIC INC.....	39,700.000		487,913	12,290	487,913	487,647			266	266		L.....	12/21/2011
	78440X	10	1		SL GREEN REALTY CORP.....	12,800.000		852,992	66,640	852,992	437,147	3,200	5,120	(11,136)	(11,136)		L.....	02/05/2010
	786514	20	8		SAFEWAY INC.....	3,200.000		67,328	21,040	67,328	70,560	464	1,312	(4,640)	(4,640)		L.....	12/21/2010
	80004C	10	1		SANDISK CORP.....	3,100.000		152,551	49,210	152,551	29,760			(2,015)	(2,015)		L.....	03/26/2008
	803111	10	3		SARA LEE CORP.....	15,200.000		287,584	18,920	287,584	225,220	1,748	5,244	21,432	21,432		L.....	06/24/2010
	80589M	10	2		SCANA CORP.....	5,400.000		243,324	45,060	243,324	197,299	2,619	10,422	24,084	24,084		L.....	06/24/2010
	806407	10	2		HENRY SCHEIN INC.....	360.808		64,430	360,808	64,430	313,040			17,024	17,024		L.....	06/24/2010
	808513	10	5		CHARLES SCHWAB CORP.....	8,000.000		90,080	11,260	90,080	117,772		1,920	(46,800)	(46,800)		L.....	06/24/2010
	811065	10	1		SCRIPPS NETWORKS INTERAC.....	2,500.000		106,050	42,420	106,050	106,869		938	(23,325)	(23,325)		L.....	06/24/2010
	812350	10	6		SEARS HOLDINGS CORP.....	11,500.000		365,470	31,780	365,470	513,406			(147,936)	(147,936)		L.....	12/21/2011

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Showing all COMMON STOCKS Owned December 31 of Current Year

1			2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
					3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification			Description		Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
816851	10	9	SEMPRA ENERGY.....				13,500.000	742,500	55.000	742,500	486,540	6,480	24,705		34,020		34,020		L.....	09/28/2004
824348	10	6	SHERWIN-WILLIAMS CO.....				9,800.000	874,846	89.270	874,846	412,090		14,308		54,096		54,096		L.....	09/28/2004
828806	10	9	SIMON PROPERTY GROUP INC.....				14,100.000	1,818,054	128.940	1,818,054	1,047,672		49,350		415,245		415,245		L.....	06/24/2010
82967N	10	8	SIRIUS XM RADIO INC.....				257,400.000	468,468	1.820	468,468	274,929				48,880		48,880		L.....	06/24/2010
832248	10	8	SMITHFIELD FOODS INC.....				6,500.000	157,820	24.280	157,820	98,040				23,725		23,725		L.....	06/24/2010
835495	10	2	SONOCO PRODUCTS CO.....				5,700.000	187,872	32.960	187,872	176,579		6,555		(4,047)		(4,047)		L.....	06/24/2010
842587	10	7	SOUTHERN CO.....				34,900.000	1,615,521	46.290	1,615,521	1,077,814		65,350		281,294		281,294		L.....	06/24/2010
84265V	10	5	SOUTHERN COPPER CORP.....				5,200.000	156,936	30.180	156,936	152,573		12,792		(96,512)		(96,512)		L.....	06/24/2010
844741	10	8	SOUTHWEST AIRLINES.....				36,600.000	313,296	8.560	313,296	472,674	165	659		(161,772)		(161,772)		L.....	03/23/2010
855244	10	9	STARBUCKS CORP.....				21,600.000	993,816	46.010	993,816	775,902		6,480		217,914		217,914		L.....	06/08/2011
85590A	40	1	STARWOOD HOTELS & RESORTS.....				18,700.000	897,039	47.970	897,039	1,056,705		9,350		(159,666)		(159,666)		L.....	06/08/2011
857477	10	3	STATE STREET CORP.....				32,000.000	1,289,920	40.310	1,289,920	1,218,657	5,760	17,600		(192,960)		(192,960)		L.....	06/24/2010
858119	10	0	STEEL DYNAMICS INC.....				7,600.000	99,940	13.150	99,940	105,960	760	2,850		(39,140)		(39,140)		L.....	06/24/2010
858912	10	8	STERICYCLE INC.....				13,600.000	1,059,712	77.920	1,059,712	1,096,201				(86,902)		(86,902)		L.....	06/08/2011
867914	10	3	SUNTRUST BANKS INC.....				31,700.000	561,090	17.700	561,090	665,973		3,804		(374,377)		(374,377)		L.....	12/15/2009
868536	10	3	SUPERVALU INC.....				23,000.000	186,760	8.120	186,760	203,550		8,050		(34,730)		(34,730)		L.....	12/21/2010
871503	10	8	SYMANTEC CORP.....				42,000.000	657,300	15.650	657,300	716,213				(45,780)		(45,780)		L.....	02/05/2010
871607	10	7	SYNOPSYS INC.....				12,200.000	331,840	27.200	331,840	265,986				3,538		3,538		L.....	06/24/2010
87161C	10	5	SYNOVUS FINANCIAL CORP.....				100.000	141	1.410	141	325	1	4		(123)		(123)		L.....	06/24/2008
871829	10	7	SYSCO CORP.....				26,300.000	771,379	29.330	771,379	788,991		27,352		(1,841)		(1,841)		L.....	06/24/2010
87311L	10	4	TW TELECOM INC.....				5,300.000	102,714	19.380	102,714	91,651				12,349		12,349		L.....	06/24/2010
879433	10	0	TELEPHONE & DATA SYSTEMS INC.....				32,300.000	836,247	25.890	836,247	836,708		1,504		(16,399)		(16,399)		L.....	12/21/2011
879664	10	0	TELLABS INC.....				15,500.000	62,620	4.040	62,620	75,640		1,240		(42,470)		(42,470)		L.....	06/24/2008
879868	10	7	TEMPLE-INLAND INC.....				16,700.000	529,557	31.710	529,557	499,933		4,342		29,624		29,624		L.....	06/23/2011
88076W	10	3	TERADATA CORP.....				6,800.000	329,868	48.510	329,868	225,660				49,980		49,980		L.....	06/24/2010
882508	10	4	TEXAS INSTRUMENTS INC.....				23,200.000	675,352	29.110	675,352	760,679		6,960		(85,327)		(85,327)		L.....	06/08/2011
883203	10	1	TEXTRON INC.....				39,400.000	728,506	18.490	728,506	724,938	264	1,056		(61,637)		(61,637)		L.....	12/21/2011
883556	10	2	THERMO FISHER SCIENTIFIC INC.....				2,400.000	107,928	44.970	107,928	63,768				(24,936)		(24,936)		L.....	09/28/2004
88579Y	10	1	3M CO.....				42,600.000	3,481,698	81.730	3,481,698	3,551,692		74,910		(272,466)		(272,466)		L.....	06/08/2011
886423	10	2	TIDEWATER INC.....				4,100.000	202,130	49.300	202,130	166,686		4,100		(18,614)		(18,614)		L.....	06/24/2010
887317	30	3	TIME WARNER INC.....				31,200.000	1,127,568	36.140	1,127,568	1,061,342		24,558		54,958		54,958		L.....	03/15/2011
88732J	20	7	TIME WARNER CABLE INC.....				2,500.000	158,925	63.570	158,925	135,346		4,800		(6,150)		(6,150)		L.....	06/24/2010
887389	10	4	TIMKEN CO.....				12,000.000	464,520	38.710	464,520	452,580				11,940		11,940		L.....	12/21/2011
891027	10	4	TORCHMARK CORP.....				4,650.000	201,764	43.390	201,764	156,972		2,062		16,570		16,570		L.....	07/05/2011
893521	10	4	TRANSATLANTIC HOLDINGS INC.....				2,600.000	142,298	54.730	142,298	126,540		2,236		8,086		8,086		L.....	06/24/2010
896239	10	0	TRIMBLE NAVIGATION LTD.....				26,300.000	1,141,420	43.400	1,141,420	1,062,857				78,563		78,563		L.....	06/08/2011
896522	10	9	TRINITY INDUSTRIES INC.....				11,000.000	330,660	30.060	330,660	324,790				5,870		5,870		L.....	12/21/2011
902681	10	5	UGI CORP.....				6,000.000	176,400	29.400	176,400	157,313	1,560	6,120		(13,080)		(13,080)		L.....	06/24/2010
902973	30	4	US BANCORP.....				93,900.000	2,539,995	27.050	2,539,995	1,721,493	11,738	39,908		7,512		7,512		L.....	06/24/2010
903236	10	7	URS CORP.....				4,600.000	161,552	35.120	161,552	189,271				(29,854)		(29,854)		L.....	06/24/2010
907818	10	8	UNION PACIFIC CORP.....				8,600.000	911,084	105.940	911,084	862,496	5,160	4,085		48,588		48,588		L.....	06/08/2011
910047	10	9	UNITED CONTINENTAL HOLDINGS.....				23,100.000	435,897	18.870	435,897	379,733				(114,345)		(114,345)		L.....	10/01/2010

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Showing all COMMON STOCKS Owned December 31 of Current Year

E12.10

1	2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification			Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
911312	10	6			31,600.000	2,312,804	73.190	2,312,804	1,810,227		65,728		19,276		19,276		L.....	06/24/2010
911684	10	8			23,400.000	1,020,942	43.630	1,020,942	1,112,892				(91,950)		(91,950)		L.....	03/16/2011
913017	10	9			38,100.000	2,784,729	73.090	2,784,729	2,537,250		71,057		(214,503)		(214,503)		L.....	06/24/2010
91324P	10	2			1,746.000	88,487	50.680	88,487	63,362		1,069		25,439		25,439		L.....	09/28/2004
913903	10	0			4,200.000	163,212	38.860	163,212	169,016		840		(19,152)		(19,152)		L.....	06/24/2010
918204	10	8			2,600.000	330,174	126.990	330,174	194,748		6,786		106,106		106,106		L.....	06/24/2010
92220P	10	5			13,200.000	886,116	67.130	886,116	554,930				(28,380)		(28,380)		L.....	06/24/2010
92276F	10	0			9,067.000	499,864	55.130	499,864	389,569		16,938		44,492		44,492		L.....	07/05/2011
92342Y	10	9			100.000	3,552	35.520	3,552	680				(304)		(304)		L.....	03/26/2008
92552R	40	6									2				0		L.....	09/28/2004
92553P	20	1			28,700.000	1,303,267	45.410	1,303,267	1,261,287	7,175	15,730		(8,324)		(8,324)		L.....	06/08/2011
92769L	10	1			20,400.000	436,152	21.380	436,152	655,281		2,448		(219,129)		(219,129)		L.....	06/08/2011
92826C	83	9			7,900.000	802,087	101.530	802,087	622,559		5,293		246,085		246,085		L.....	06/24/2010
929042	10	9			9,100.000	699,426	76.860	699,426	579,012		25,116		(58,877)		(58,877)		L.....	02/05/2010
931142	10	3			54,000.000	3,227,040	59.760	3,227,040	2,871,261	19,710	75,465		314,820		314,820		L.....	02/05/2010
931422	10	9			15,900.000	525,654	33.060	525,654	674,358		7,820		(152,751)		(152,751)		L.....	06/08/2011
94106L	10	9			28,700.000	938,777	32.710	938,777	921,125		39,032		(119,392)		(119,392)		L.....	06/24/2010
941848	10	3			4,000.000	296,200	74.050	296,200	246,285				(14,640)		(14,640)		L.....	06/24/2010
942683	10	3			9,500.000	573,230	60.340	573,230	374,308				82,555		82,555		L.....	06/24/2010
94973V	10	7			22,600.000	1,497,250	66.250	1,497,250	1,164,013		22,600		212,214		212,214		L.....	12/01/2004
949746	10	1			233,500.000	6,435,260	27.560	6,435,260	6,361,453		71,156		(259,013)		(259,013)		L.....	12/21/2011
95058W	10	0			50,695.000	271,725	5.360	271,725	183,817		4,056		37,514		37,514		L.....	09/30/2008
959802	10	9			14,800.000	270,248	18.260	270,248	231,300		4,588		(4,588)		(4,588)		L.....	06/24/2010
960413	10	2			3,000.000	120,720	40.240	120,720	39,834		824		(9,690)		(9,690)		L.....	03/26/2008
962166	10	4			5,789.000	108,081	18.670	108,081	80,766		3,473		(1,505)		(1,505)		L.....	06/24/2010
966387	10	2			2,000.000	93,380	46.690	93,380	85,005				(23,810)		(23,810)		L.....	02/23/2011
966837	10	6			6,400.000	445,312	69.580	445,312	245,650		2,560		121,536		121,536		L.....	06/24/2010
969457	10	0			21,900.000	723,138	33.020	723,138	437,400		16,973		181,770		181,770		L.....	02/05/2010
97381W	10	4			37,507.000	440,332	11.740	440,332	404,342	9,377	37,507		(82,515)		(82,515)		L.....	06/24/2010
976657	10	6			10,000.000	349,600	34.960	349,600	253,686		10,400		55,300		55,300		L.....	03/02/2011
98389B	10	0			10,100.000	279,164	27.640	279,164	210,911	2,626	10,353		41,309		41,309		L.....	06/24/2010
984121	10	3			56,632.000	450,791	7.960	450,791	487,712	2,407	9,627		(201,610)		(201,610)		L.....	06/24/2010
984332	10	6			124,300.000	2,004,959	16.130	2,004,959	1,860,699				(62,150)		(62,150)		L.....	06/24/2010
988498	10	1			25,800.000	1,522,458	59.010	1,522,458	518,064		26,703		256,968		256,968		L.....	09/28/2004
98956P	10	2			3,300.000	176,286	53.420	176,286	176,210				(858)		(858)		L.....	06/24/2010
989701	10	7			19,600.000	319,088	16.280	319,088	256,170		784		(155,820)		(155,820)		L.....	12/15/2009
88706M	10	3	A..		28,152.000	1,363,120	48.420	1,363,120	363,562		16,358		202,413		202,413		L.....	10/02/2006
000029	89	2	F..		8,100.000	291,519	35.990	291,519	211,947				(95,175)		(95,175)		L.....	06/24/2010
000886	28	3	F..		11,000.000	272,470	24.770	272,470	375,114	1,100	1,100		(102,644)		(102,644)		L.....	06/08/2011
000943	49	8	F..		42,200.000	1,371,078	32.490	1,371,078	1,591,944		177,557		(220,866)		(220,866)		L.....	06/23/2011
002256	90	7	F..		22,000.000	627,660	28.530	627,660	603,658				23,320		23,320		L.....	06/24/2010
004432	87	8	F..		33,700.000	2,363,044	70.120	2,363,044	1,961,416		37,252		209,001		209,001		L.....	06/08/2011

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1	2		Codes		5	6	Fair Value		9	Dividends			Change in Book/Adjusted Carrying Value				17	18
			3	4			7	8		10	11	12	13	14	15	16		
CUSIP Identification	Description		Code	F o r e i g n	Number of Shares	Book/ Adjusted Carrying Value	Rate Per Share Used to Obtain Fair Value	Fair Value	Actual Cost	Declared but Unpaid	Amount Received During Year	Nonadmitted Declared but Unpaid	Unrealized Valuation Increase/ (Decrease)	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (13-14)	Total Foreign Exchange Change in B./A.C.V.	NAIC Market Indicator (a)	Date Acquired
00B40K 91 5	COOPER INDUSTRIED PLC.....		.....	F..	23,900.000	1,294,185	54.150	1,294,185	1,454,936	6,931	13,862	.....	.....(160,751)	.....	.....(160,751)	.....	L.....	03/15/2011
00B4BN MY 0	ACCENTURE PLC.....		.....	F..	71,700.000	3,816,591	53.230	3,816,591	2,838,896	.....	.....80,663	.....	.....319,896	.....	.....319,896	.....	L.....	03/15/2011
00B58J VZ 7	SEAGATE TECHNOLOGY.....		.....	F..	68,700.000	1,126,680	16.400	1,126,680	298,845	.....	.....37,098	.....	.....94,119	.....	.....94,119	.....	L.....	12/23/2008
00B5LR LL 6	XL GROUP PLC.....		.....	F..	12,900.000	255,033	19.770	255,033	220,630	.....	.....5,676	.....	.....(26,445)	.....	.....(26,445)	.....	L.....	06/24/2010
00B633 03 0	INGERSOLL RAND PLC.....		.....	F..	55,500.000	1,691,085	30.470	1,691,085	2,266,912	.....	.....22,388	.....	.....(880,360)	.....	.....(880,360)	.....	L.....	06/08/2011
00B68S QD 0	COVIDIEN PLC.....		.....	F..	40,000.000	1,800,400	45.010	1,800,400	1,862,310	.....	.....26,880	.....	.....(157,724)	.....	.....(157,724)	.....	L.....	06/08/2011
010038 34 7	TYCO INTERNATIONAL LTD.....		.....	F..	36,600.000	1,709,586	46.710	1,709,586	1,351,184	.....	.....36,106	.....	.....192,882	.....	.....192,882	.....	L.....	06/24/2010
011440 53 4	GARMIN LTD.....		.....	F..	4,200.000	167,202	39.810	167,202	134,316	.....	.....6,720	.....	.....37,044	.....	.....37,044	.....	L.....	06/24/2010
052800 10 9	AUTOLIV INC.....		.....	F..	21,100.000	1,128,639	53.490	1,128,639	1,256,984	.....	.....27,124	.....	.....(459,569)	.....	.....(459,569)	.....	L.....	06/08/2011
143658 30 0	CARNIVAL CORP.....		.....	F..	16,900.000	551,616	32.640	551,616	605,393	.....	.....8,450	.....	.....(53,777)	.....	.....(53,777)	.....	L.....	06/08/2011
167250 10 9	CHICAGO BRIDGE & IRON-NY SHR.....		.....	F..	21,300.000	805,140	37.800	805,140	429,958	.....	.....3,621	.....	.....104,370	.....	.....104,370	.....	L.....	06/24/2010
29358Q 10 9	ENSCO PLC.....		.....	F..	4,100.000	192,372	46.920	192,372	133,742	.....	.....5,740	.....	.....(26,486)	.....	.....(26,486)	.....	L.....	09/28/2004
580037 10 9	MCDERMOTT INTL INC.....		.....	F..	14,900.000	171,499	11.510	171,499	175,970	.....	.....	.....	.....(136,782)	.....	.....(136,782)	.....	L.....	06/24/2010
66987V 10 9	NOVARTIS AG-ADR.....		.....	F..	19,290.000	1,102,809	57.170	1,102,809	978,968	.....	.....	.....	.....123,842	.....	.....123,842	.....	L.....	04/11/2011
806857 10 8	SCHLUMBERGER LTD.....		.....	F..	42,365.000	2,893,953	68.310	2,893,953	2,249,319	10,591	40,670	.....	.....(643,524)	.....	.....(643,524)	.....	L.....	08/30/2010
G16962 10 5	BUNGE LTD.....		.....	F..	21,000.000	1,201,200	57.200	1,201,200	1,339,232	.....	.....14,410	.....	.....(213,409)	.....	.....(213,409)	.....	L.....	06/08/2011
G3223R 10 8	EVEREST RE GROUP LTD.....		.....	F..	13,500.000	1,135,215	84.090	1,135,215	1,113,357	.....	.....15,648	.....	.....(14,995)	.....	.....(14,995)	.....	L.....	06/08/2011
G4412G 10 1	HERBALIFE LTD.....		.....	F..	4,200.000	217,014	51.670	217,014	99,486	.....	.....3,045	.....	.....73,437	.....	.....73,437	.....	L.....	05/18/2011
G491BT 10 8	INVESCO LTD.....		.....	F..	66,500.000	1,335,985	20.090	1,335,985	1,265,750	.....	.....11,890	.....	.....(76,422)	.....	.....(76,422)	.....	L.....	12/21/2011
G5876H 10 5	MARVELL TECHNOLOGY GROUP LTD.....		.....	F..	40,800.000	565,080	13.850	565,080	405,832	.....	.....	.....	.....(130,184)	.....	.....(130,184)	.....	L.....	06/08/2011
G81276 10 0	SIGNET JEWELERS LTD.....		.....	F..	11,900.000	523,124	43.960	523,124	518,366	.....	.....	.....	.....4,758	.....	.....4,758	.....	L.....	12/21/2011
9099999.	Total - Common Stocks - Industrial and Miscellaneous (Unaffiliated).....					530,964,905	XXX.....	530,964,905	445,265,217	699,796	8,797,056	0	5,187,014	14,487	5,172,527	0	XXX.....	XXX.....
9799999.	Total - Common Stock.....					530,964,905	XXX.....	530,964,905	445,265,217	699,796	8,797,056	0	5,187,014	14,487	5,172,527	0	XXX.....	XXX.....
9899998.	Total - Preferred Stock from Section 1.....					72,308,280	XXX.....	97,039,600	58,728,305	593,441	7,255,648	.....	.....(1,614,150)	.....	.....(1,614,150)	.....	XXX.....	XXX.....
9899999.	Total - Preferred and Common Stock.....					603,273,185	XXX.....	628,004,505	503,993,522	1,293,237	16,052,704	0	3,572,864	14,487	3,558,377	0	XXX.....	XXX.....

(a) For all common stocks bearing the NAIC market indicator "U" provide: the number of such issues.....0, the total \$ value (included in Column 8) of all such issues \$.....0.

SCHEDULE D - PART 3

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

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
Bonds - U.S. Government									
912828 PZ 7	US TREASURY NOTE	1.250%	03/15/14.....	03/30/2011	Goldman Sachs.....		1,599,125	1,600,000	870
912828 QA 1	US TREASURY NOTE	2.250%	03/31/16.....	04/01/2011	Barclays Capital.....		7,481,250	7,500,000	1,844
912828 QE 3	US TREASURY NOTE	0.625%	04/30/13.....	05/12/2011	Barclays Capital.....		42,669,891	42,600,000	9,406
912828 QJ 2	US TREASURY NOTE	2.125%	02/29/16.....	03/25/2011	Barclays Capital.....		14,569,922	14,600,000	23,606
0599999.	Total - Bonds - U.S. Government.....						66,320,188	66,300,000	35,726
Bonds - U.S. States, Territories and Possessions									
25476A 7R 4	DISTRICT COLUMBIA	5.000%	06/01/30.....	01/28/2011	Morgan Stanley.....		11,420,300	10,000,000	79,167
658256 HM 7	NORTH CAROLINA ST	0.130%	05/01/21.....	11/30/2011	Goldman Sachs.....		60,450,000	60,450,000	6,476
658256 J4 5	NORTH CAROLINA ST	5.000%	03/01/21.....	01/28/2011	Toronto Dominion.....		5,685,850	5,000,000	104,861
882721 BG 7	TEXAS ST	0.100%	06/01/35.....	11/30/2011	Goldman Sachs.....		28,540,000	28,540,000	19,923
93974C C4 0	WASHINGTON ST	5.000%	07/01/19.....	10/14/2011	JP Morgan Securities.....		8,797,050	7,500,000	
1799999.	Total - Bonds - U.S. States, Territories & Possessions.....						114,893,200	111,490,000	210,427
Bonds - U.S. Special Revenue and Special Assessment									
3137AJ MG 6	FHMS 2011-K016 X1 IO	1.743%	10/25/21.....	12/13/2011	Deutsche Bank.....		12,983,875		122,532
60636X YQ 0	MISSOURI ST HSG SF	5.900%	09/01/37.....	05/04/2011	Citicorp Securities Inc.....		13,437,330	12,570,000	140,086
64971M VT 6	NEW YORK N Y CITY TRANSITIONAL	5.000%	11/01/18.....	08/12/2011	Morgan Stanley.....		19,276,960	16,000,000	235,556
64971Q MR 1	NEW YORK N Y CITY TRANSITIONAL	5.000%	11/01/20.....	11/21/2011	Goldman Sachs.....		8,171,463	6,795,000	22,650
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments.....						53,869,628	35,365,000	520,824
Bonds - Industrial and Miscellaneous									
03523T AM 0	ANHEUSER-BUSCH INBEV WORLDWIDE	4.125%	01/15/15.....	03/09/2011	Morgan Keegan & Co. Inc.....		5,725,404	5,400,000	36,506
07383F 3Z 9	BSCMS 2005-PWR7 A3	5.116%	02/11/41.....	05/26/2011	Goldman Sachs.....		10,831,641	10,000,000	
12557Y AC 1	CITEC 2010-VT1A A3	2.410%	05/15/13.....	01/19/2011	Barclays Capital.....		9,476,329	9,344,916	5,630
12622D AH 7	COMM 2010-C1 B	5.240%	07/10/46.....	06/02/2011	Citicorp Securities Inc.....		5,232,227	5,000,000	4,367
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
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
12622X AC 4	CNH 2011-A A3	1.200%	05/16/16.....	05/04/2011	Bank of America Corp.....		11,998,414	12,000,000	
126408 GN 7	CSX CORPORATION	6.250%	04/01/15.....	01/18/2011	Deutsche Bank.....		12,671,205	11,100,000	211,979
233050 AF 0	DBUBS 2011-LC1A B	5.471%	01/10/21.....	02/08/2011	Deutsche Bank.....		4,544,696	4,500,000	16,413
260543 BW 2	DOW CHEMICAL COMPANY	7.600%	05/15/14.....	01/28/2011	Banque National Di Paris.....		2,437,113	2,100,000	34,137
260543 CA 9	DOW CHEMICAL COMPANY	5.900%	02/15/15.....	03/29/2011	Morgan Stanley.....		4,979,112	4,495,000	33,887
26882P AT 9	ERAC USA FINANCE COMPAN	5.900%	11/15/15.....	06/22/2011	Union Bank of Switzerland.....		5,756,691	5,068,000	34,885
29372E AB 4	EFF 2011-2 A2	1.430%	10/20/16.....	06/23/2011	JP Morgan Securities.....		14,999,346	15,000,000	
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
36228C B2 8	GSMS 2007-EOP G	3.018%	03/06/20.....	11/04/2011	Goldman Sachs.....		12,657,088	13,015,000	2,182
36248F AC 6	GSMS 2011-GC3 A2	3.645%	03/10/44.....	05/12/2011	Various.....		30,371,328	30,000,000	81,506
36828Q NZ 5	GECMC 2005-C3 AJ	5.065%	07/10/45.....	06/06/2011	Wells Fargo Bank.....		18,449,766	18,000,000	27,013
39153V AR 5	GALC 2009-1 A4	3.190%	12/15/13.....	02/15/2011	Wells Fargo Bank.....		12,335,625	12,000,000	3,190
43813T AD 5	HAROT 2011-1 A4	1.800%	04/15/17.....	02/17/2011	Bank of America Corp.....		14,996,006	15,000,000	
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	
46637E AA 1	JPMCC 2011-PLSD A1	2.190%	11/13/44.....	12/02/2011	JP Morgan Securities.....		4,999,995	5,000,000	3,650
46637E AL 7	JPMCC 2011-PLSD C	5.143%	11/13/44.....	12/06/2011	JP Morgan Securities.....		10,066,107	10,000,000	17,143
50075N BB 9	KRAFT FOODS INC	4.125%	02/09/16.....	05/25/2011	Morgan Stanley.....		5,301,700	5,000,000	64,167
53217V AB 5	LIFE TECHNOLOGIES CORP	4.400%	03/01/15.....	05/02/2011	Various.....		11,206,352	10,680,000	63,600
55609M AC 4	MEFT 2011-A A3	1.910%	04/20/17.....	02/18/2011	Barclays Capital.....		19,997,280	20,000,000	
582839 AD 8	MEAD JOHNSON NUTRITION	3.500%	11/01/14.....	03/28/2011	Various.....		5,694,233	5,500,000	63,462
58405U AF 9	MEDCO HEALTH SOLUTIONS	2.750%	09/15/15.....	03/24/2011	Various.....		18,751,718	18,900,000	213,251

SCHEDULE D - PART 3

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

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
587681 AC 1	MBALT 2011-1A A3 1.180% 11/15/13.....		02/16/2011	JP Morgan Securities.....		27,998,082	28,000,000	
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
658262 DV 9	NCSEA 2005-P A1 0.637% 06/01/20.....		11/23/2011	Wells Fargo Bank.....		8,390,877	8,625,033	9,287
760759 AL 4	REPUBLIC SERVICES INC 3.800% 05/15/18.....		05/02/2011	Bank of America Corp.....		9,996,900	10,000,000	
76112B HW 3	RAMP 2005-RS1 A14 4.630% 01/25/35.....		06/21/2011	Citicorp Securities Inc.....		4,082,996	4,378,548	12,952
88166H AA 5	TEVA PHARMA FIN IV LLC 1.700% 11/10/14.....		11/07/2011	Citicorp Securities Inc.....		14,980,350	15,000,000	
89233P 5E 2	TOYOTA MOTOR CREDIT 2.000% 09/15/16.....		09/08/2011	Bank of America Corp.....		19,896,200	20,000,000	
92867F AD 7	VWALT 2011-A A4 1.390% 10/20/16.....		11/16/2011	Barclays Capital.....		19,998,156	20,000,000	
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
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
92936G AC 4	WFDB 2011-BXR XA 0.380% 07/05/24.....		08/01/2011	Wells Fargo Bank.....		5,009,560		124,714
94106L AR 0	WASTE MANAGEMENT INC 5.000% 03/15/14.....		01/31/2011	Wells Fargo Bank.....		13,452,007	12,365,000	236,996
98158N AC 7	WOLS 2011-A A3 1.490% 10/15/14.....		04/27/2011	Bank of America Corp.....		15,998,878	16,000,000	
29358Q AB 5	ENSCO PLC 3.250% 03/15/16.....	F.....	06/03/2011	JP Morgan Securities.....		5,095,400	5,000,000	36,563
70659P AB 7	PENAR 2011-1A A1 0.935% 05/18/15.....	F.....	06/02/2011	Bank of America Corp.....		6,000,000	6,000,000	
87938W AN 3	TELEFONICA EMISIONES SA 3.992% 02/16/16.....	F.....	02/07/2011	Goldman Sachs.....		20,000,000	20,000,000	
87938W AP 8	TELEFONICA EMISIONES SA 5.462% 02/16/21.....	F.....	02/07/2011	HSBC Securities.....		10,000,000	10,000,000	
893830 BA 6	TRANSOCEAN INC 5.050% 12/15/16.....	F.....	11/30/2011	Barclays Capital.....		9,990,600	10,000,000	
92857W AW 0	VODAFONE GROUP PLC 2.875% 03/16/16.....	F.....	03/09/2011	Barclays Capital.....		14,925,900	15,000,000	
3899999.	Total - Bonds - Industrial and Miscellaneous.....					538,949,080	525,442,497	1,681,678
8399997.	Total - Bonds - Part 3.....					774,032,096	738,597,497	2,448,655
8399998.	Total - Bonds - Summary Item from Part 5.....					136,632,149	136,678,945	75,733
8399999.	Total - Bonds.....					910,664,245	875,276,442	2,524,388

Common Stocks - Industrial and Miscellaneous

001055 10 2	AFLAC INC.....		06/08/2011	State Street Bank.....	9,900,000	446,450	XXX	
00164V 10 3	AMC NETWORKS INC A.....		07/01/2011	Spin Off.....	6,450,000	270,708	XXX	
00206R 10 2	AT&T INC.....		06/08/2011	State Street Bank.....	139,700,000	4,244,072	XXX	
008252 10 8	AFFILIATED MANAGERS GRO.....		06/23/2011	State Street Bank.....	11,000,000	1,072,345	XXX	
014482 10 3	ALEXANDER & BALDWIN INC.....		12/21/2011	State Street Bank.....	13,300,000	543,848	XXX	
015271 10 9	ALEXANDRIA REAL ESTATE.....		03/15/2011	State Street Bank.....	16,500,000	1,270,096	XXX	
02209S 10 3	ALTRIA GROUP INC.....		06/08/2011	State Street Bank.....	70,900,000	1,931,195	XXX	
025932 10 4	AMERICAN FINANCIAL GROU.....		03/17/2011	State Street Bank.....	72,700,000	2,447,795	XXX	
026874 78 4	AMERICAN INTERNATIONAL.....		12/21/2011	State Street Bank.....	40,400,000	970,408	XXX	
031162 10 0	AMGEN INC.....		03/15/2011	State Street Bank.....	21,900,000	1,161,388	XXX	
032511 10 7	ANADARKO PETROLEUM CORP.....		03/15/2011	State Street Bank.....	10,800,000	814,905	XXX	
032654 10 5	ANALOG DEVICES INC.....		06/08/2011	State Street Bank.....	28,500,000	1,105,344	XXX	
035710 40 9	ANNALY CAPITAL MGMT INC.....		12/21/2011	State Street Bank.....	42,200,000	707,314	XXX	
037833 10 0	APPLE COMPUTER INC.....		06/08/2011	State Street Bank.....	25,300,000	8,573,643	XXX	
039483 10 2	ARCHER-DANIELS-MIDLAND.....		12/21/2011	State Street Bank.....	18,200,000	535,181	XXX	
044209 10 4	ASHLAND INC.....		06/23/2011	State Street Bank.....	8,500,000	532,738	XXX	
04930A 10 4	ATLAS ENERGY LP.....		02/18/2011	State Street Bank.....	4,422,000	70,398	XXX	
049513 10 4	ATMEL CORP.....		06/08/2011	State Street Bank.....	20,200,000	277,431	XXX	
060505 10 4	BANK OF AMERICA CORP.....		09/27/2011	State Street Bank.....	315,000,000	2,114,249	XXX	
063671 10 1	BANK OF MONTREAL.....		07/06/2011	Tax Free Exchange.....	12,000	537	XXX	
071813 10 9	BAXTER INTERNATIONAL IN.....		06/08/2011	State Street Bank.....	12,000,000	696,434	XXX	
09247X 10 1	BLACKROCK INC/NEW YORK.....		06/23/2011	State Street Bank.....	4,700,000	873,072	XXX	
101121 10 1	BOSTON PROPERTIES INC.....		06/08/2011	State Street Bank.....	14,000,000	1,467,411	XXX	

SCHEDULE D - PART 3

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

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
E13.2	110122	10 8	BRISTOL-MYERS SQUIBB CO.....	06/08/2011	State Street Bank.....	39,700.000	1,109,877	XXX	
	111320	10 7	BROADCOM CORP CLASS A.....	06/08/2011	State Street Bank.....	12,600.000	426,563	XXX	
	125581	80 1	CIT GROUP INC.....	06/23/2011	State Street Bank.....	13,900.000	588,040	XXX	
	12572Q	10 5	CME GROUP INC.....	06/23/2011	State Street Bank.....	4,200.000	1,165,799	XXX	
	126650	10 0	CVS/CAREMARK CORP.....	06/08/2011	State Street Bank.....	27,300.000	1,025,025	XXX	
	127097	10 3	CABOT OIL & GAS CORP.....	09/27/2011	State Street Bank.....	9,100.000	615,529	XXX	
	14040H	10 5	CAPITAL ONE FINANCIAL C.....	06/23/2011	State Street Bank.....	18,000.000	901,242	XXX	
	156700	10 6	CENTURYLINK INC.....	12/21/2011	State Street Bank.....	38,900.000	1,412,941	XXX	
	156700	10 6	CENTURYLINK INC.....	04/01/2011	Tax Free Exchange.....	12,696.000	394,941	XXX	
	166764	10 0	CHEVRON CORP.....	06/08/2011	State Street Bank.....	56,000.000	5,615,691	XXX	
	171340	10 2	CHURCH & DWIGHT INC.....	03/15/2011	State Street Bank.....	16,500.000	1,260,638	XXX	
	171779	30 9	CIENA CORPORATION.....	12/21/2011	State Street Bank.....	33,400.000	371,846	XXX	
	171798	10 1	CIMAREX ENERGY CO.....	06/08/2011	State Street Bank.....	8,900.000	779,369	XXX	
	17275R	10 2	CISCO SYSTEMS INC.....	06/08/2011	State Street Bank.....	316,400.000	5,321,784	XXX	
	178566	10 5	CITY NATIONAL CORP.....	06/08/2011	State Street Bank.....	16,700.000	889,906	XXX	
	19075F	10 6	COBALT INTERNATIONAL EN.....	12/21/2011	State Street Bank.....	16,300.000	245,108	XXX	
	191216	10 0	COCA-COLA CO.....	06/08/2011	State Street Bank.....	36,500.000	2,385,520	XXX	
	192446	10 2	COGNIZANT TECH SOLUTION.....	06/08/2011	State Street Bank.....	7,300.000	533,758	XXX	
	194162	10 3	COLGATE-PALMOLIVE CO.....	06/08/2011	State Street Bank.....	13,600.000	1,144,621	XXX	
	200525	10 3	COMMERCE BANCSHARES INC.....	03/17/2011	State Street Bank.....	36,200.000	1,433,048	XXX	
	203668	10 8	COMMUNITY HEALTH SYSTEM.....	12/21/2011	State Street Bank.....	27,500.000	452,235	XXX	
	20825C	10 4	CONOCOPHILLIPS.....	06/08/2011	State Street Bank.....	12,400.000	888,112	XXX	
	20854P	10 9	CONSOL ENERGY INC.....	06/08/2011	State Street Bank.....	6,200.000	303,694	XXX	
	210371	10 0	CONSTELLATION ENERGY CR.....	06/08/2011	State Street Bank.....	24,900.000	913,626	XXX	
	219023	10 8	CORN PRODUCTS INTL INC.....	12/21/2011	State Street Bank.....	500.000	25,751	XXX	
	219350	10 5	CORNING INC.....	06/08/2011	State Street Bank.....	41,400.000	772,309	XXX	
	225447	10 1	CREE INC.....	12/21/2011	State Street Bank.....	25,300.000	526,207	XXX	
	228368	10 6	CROWN HOLDINGS INC.....	06/08/2011	State Street Bank.....	10,000.000	384,796	XXX	
	231021	10 6	CUMMINS INC.....	03/15/2011	State Street Bank.....	12,000.000	1,176,294	XXX	
	233326	10 7	DST SYSTEMS INC.....	03/17/2011	State Street Bank.....	23,600.000	1,152,430	XXX	
	244199	10 5	DEERE & CO.....	03/15/2011	State Street Bank.....	15,500.000	1,348,506	XXX	
	247361	70 2	DELTA AIR LINES INC.....	06/08/2011	State Street Bank.....	33,900.000	315,148	XXX	
	247916	20 8	DENBURY RESOURCES INC.....	06/08/2011	State Street Bank.....	18,700.000	378,978	XXX	
	254687	10 6	DISNEY (WALT) CO.....	06/08/2011	State Street Bank.....	29,600.000	1,165,947	XXX	
	260543	10 3	DOW CHEMICAL COMPANY.....	06/08/2011	State Street Bank.....	26,500.000	926,371	XXX	
	26153C	10 3	DREAMWORKS ANIMATION SK.....	12/21/2011	State Street Bank.....	9,900.000	166,033	XXX	
	263534	10 9	DU PONT (E.I.) DE NEMOU.....	06/08/2011	State Street Bank.....	26,500.000	1,320,238	XXX	
	268648	10 2	EMC CORP-MASS.....	03/15/2011	State Street Bank.....	48,100.000	1,232,745	XXX	
	278265	10 3	EATON VANCE CORP.....	12/21/2011	State Street Bank.....	39,400.000	914,064	XXX	
	278642	10 3	EBAY INC.....	06/08/2011	State Street Bank.....	27,900.000	856,215	XXX	
	29266R	10 8	ENERGIZER HOLDINGS INC.....	06/08/2011	State Street Bank.....	9,000.000	639,487	XXX	
	294429	10 5	EQUIFAX INC.....	03/15/2011	State Street Bank.....	34,900.000	1,244,192	XXX	
	297178	10 5	ESSEX PROPERTY TRUST IN.....	06/08/2011	State Street Bank.....	7,800.000	1,070,264	XXX	
	30161N	10 1	EXELON CORP.....	03/15/2011	State Street Bank.....	71,400.000	2,959,023	XXX	
	30231G	10 2	EXXON MOBILE CORP.....	06/08/2011	State Street Bank.....	112,200.000	9,111,197	XXX	
	313747	20 6	FEDERAL REALTY INVS TRU.....	03/15/2011	State Street Bank.....	20,800.000	1,677,146	XXX	

SCHEDULE D - PART 3

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

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
314211 10 3	FEDERATED INVESTORS INC.....		12/21/2011	State Street Bank.....	42,300.000	615,008	XXX	
316773 10 0	FIFTH THIRD BANCORP.....		12/21/2011	State Street Bank.....	37,300.000	459,626	XXX	
345370 86 0	FORD MOTOR CO.....		12/21/2011	State Street Bank.....	258,200.000	3,237,200	XXX	
346091 70 5	FOREST OIL CORP.....		12/21/2011	State Street Bank.....	20,000.000	260,050	XXX	
34964C 10 6	FORTUNE BRANDS HOME & S.....		10/04/2011	Spin Off.....	7,500.000	68,875	XXX	
349882 10 0	FOSSIL INC.....		09/27/2011	State Street Bank.....	4,900.000	483,264	XXX	
369604 10 3	GENERAL ELECTRIC CO.....		12/21/2011	State Street Bank.....	171,800.000	3,156,846	XXX	
371901 10 9	GENTEX CORP.....		06/08/2011	State Street Bank.....	24,200.000	633,912	XXX	
37940X 10 2	GLOBAL PAYMENTS INC.....		06/08/2011	State Street Bank.....	18,800.000	939,096	XXX	
38141G 10 4	GOLDMAN SACHS GROUP.....		06/23/2011	State Street Bank.....	7,500.000	993,987	XXX	
38259P 50 8	GOOGLE INC-CL A.....		03/15/2011	State Street Bank.....	3,000.000	1,693,151	XXX	
393122 10 6	GREEN MOUNTAIN COFFEE R.....		12/21/2011	State Street Bank.....	1,900.000	86,033	XXX	
413875 10 5	HARRIS CORP.....		12/21/2011	State Street Bank.....	19,200.000	675,247	XXX	
42809H 10 7	HESS CORP.....		06/08/2011	State Street Bank.....	10,400.000	772,238	XXX	
436106 10 8	HOLLYFRONTIER CORP.....		09/27/2011	State Street Bank.....	15,300.000	439,297	XXX	
437076 10 2	HOME DEPOT INC.....		03/15/2011	State Street Bank.....	21,600.000	782,501	XXX	
444859 10 2	HUMANA INC.....		06/08/2011	State Street Bank.....	15,700.000	1,222,730	XXX	
445658 10 7	HUNT (JB) TRANSPRT SVCS.....		03/15/2011	State Street Bank.....	25,100.000	1,067,862	XXX	
458140 10 0	INTEL CORP.....		06/08/2011	State Street Bank.....	149,300.000	3,153,425	XXX	
45822P 10 5	INTEGRYS ENERGY GROUP I.....		06/08/2011	State Street Bank.....	41,600.000	2,097,967	XXX	
46120E 60 2	INTUITIVE SURGICAL INC.....		06/08/2011	State Street Bank.....	2,400.000	823,666	XXX	
46625H 10 0	JP MORGAN CHASE & CO.....		03/15/2011	State Street Bank.....	35,400.000	1,576,553	XXX	
471109 10 8	JARDEN CORP.....		06/08/2011	State Street Bank.....	23,600.000	742,956	XXX	
478366 10 7	JOHNSON CONTROLS INC.....		06/08/2011	State Street Bank.....	16,600.000	599,693	XXX	
500255 10 4	KOHL'S CORP.....		06/08/2011	State Street Bank.....	21,400.000	1,086,217	XXX	
512815 10 1	LAMAR ADVERTISING CO.....		12/21/2011	State Street Bank.....	17,800.000	451,728	XXX	
521865 20 4	LEAR CORPORATION.....		12/21/2011	State Street Bank.....	14,400.000	542,359	XXX	
524901 10 5	LEGG MASON INC.....		12/21/2011	State Street Bank.....	45,000.000	1,075,019	XXX	
526057 10 4	LENNAR CORP A.....		12/21/2011	State Street Bank.....	21,500.000	426,369	XXX	
530322 10 6	LIBERTY MEDIA CORP A.....		11/29/2011	Tax Free Exchange.....	5,327.000	316,039	XXX	
530555 10 1	LIBERTY GLOBAL INC - A.....		12/21/2011	State Street Bank.....	26,400.000	1,087,660	XXX	
53071M 10 4	LIBERTY MEDIA CORP INTE.....		06/08/2011	State Street Bank.....	25,700.000	445,784	XXX	
534187 10 9	LINCOLN NATIONAL CORP.....		12/21/2011	State Street Bank.....	37,800.000	703,020	XXX	
539830 10 9	LOCKHEED MARTIN CORPORA.....		03/15/2011	State Street Bank.....	21,400.000	1,697,989	XXX	
548661 10 7	LOWE'S COMPANIES.....		03/15/2011	State Street Bank.....	56,200.000	1,489,165	XXX	
55261F 10 4	M&T BANK CORPORATION.....		06/23/2011	State Street Bank.....	16,800.000	1,448,246	XXX	
552715 10 4	MEMC ELECTRONIC MATERIA.....		12/21/2011	State Street Bank.....	82,800.000	316,669	XXX	
554382 10 1	MACERICH CO/THE.....		06/08/2011	State Street Bank.....	17,000.000	891,460	XXX	
565849 10 6	MARATHON OIL CORP.....		03/15/2011	State Street Bank.....	16,200.000	478,245	XXX	
56585A 10 2	MARATHON PETROLEUM CORP.....		07/01/2011	Spin Off.....	13,300.000	444,758	XXX	
57636Q 10 4	MASTERCARD INC-CLASS A.....		06/08/2011	State Street Bank.....	2,600.000	697,017	XXX	
580135 10 1	MCDONALD'S CORP.....		03/15/2011	State Street Bank.....	15,800.000	1,185,689	XXX	
582839 10 6	MEAD JOHNSON NUTRITION.....		06/08/2011	State Street Bank.....	7,400.000	485,313	XXX	
58405U 10 2	MEDCO HEALTH SOLUTIONS.....		06/08/2011	State Street Bank.....	6,000.000	344,641	XXX	
58933Y 10 5	MERCK & CO INC.....		03/15/2011	State Street Bank.....	31,400.000	998,740	XXX	
595017 10 4	MICROCHIP TECHNOLOGY IN.....		03/15/2011	State Street Bank.....	41,200.000	1,446,886	XXX	
611742 10 7	MONSTER WORLDWIDE INC.....		12/21/2011	State Street Bank.....	51,400.000	397,584	XXX	

SCHEDULE D - PART 3

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

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
E13.4	617446	44 8	MORGAN STANLEY.....		06/08/2011	State Street Bank.....	22,300.000	493,318	XXX	
	620097	10 5	MOTOROLA MOBILITY HOLDI.....		01/04/2011	Spin Off.....	6,825.000	35,414	XXX	
	629377	50 8	NRG ENERGY INC.....		12/21/2011	State Street Bank.....	71,000.000	1,318,875	XXX	
	64110D	10 4	NETAPP INC.....		06/08/2011	State Street Bank.....	15,300.000	765,572	XXX	
	651229	10 6	NEWELL RUBBERMAID INC.....		12/21/2011	State Street Bank.....	10,000.000	155,769	XXX	
	651639	10 6	NEWMONT MINING CORP HLD.....		06/08/2011	State Street Bank.....	11,900.000	619,200	XXX	
	654106	10 3	NIKE INC CLASS B.....		06/08/2011	State Street Bank.....	9,200.000	740,705	XXX	
	655844	10 8	NORFOLK SOUTHERN CORP.....		06/08/2011	State Street Bank.....	7,300.000	515,908	XXX	
	693506	10 7	PPG INDUSTRIES INC.....		03/15/2011	State Street Bank.....	24,100.000	2,086,605	XXX	
	69351T	10 6	PPL CORPORATION.....		06/08/2011	State Street Bank.....	25,100.000	683,257	XXX	
	709631	10 5	PENTAIR INC.....		03/16/2011	State Street Bank.....	44,200.000	1,575,508	XXX	
	717081	10 3	PFIZER INC.....		06/08/2011	State Street Bank.....	433,800.000	8,688,606	XXX	
	718172	10 9	PHILIP MORRIS INTL.....		06/08/2011	State Street Bank.....	48,500.000	3,183,685	XXX	
	740189	10 5	PRECISION CASTPARTS COR.....		03/15/2011	State Street Bank.....	8,600.000	1,217,107	XXX	
	742718	10 9	PROCTER & GAMBLE CO.....		06/08/2011	State Street Bank.....	79,200.000	4,977,005	XXX	
	74340W	10 3	PROLOGIS INC.....		06/08/2011	State Street Bank.....	34,500.000	1,176,098	XXX	
	74340W	10 3	PROLOGIS INC.....		06/03/2011	Tax Free Exchange.....	16,431.000	435,325	XXX	
	74733V	10 0	QEP RESOURCES INC.....		06/08/2011	State Street Bank.....	20,800.000	834,700	XXX	
	747525	10 3	QUALCOMM INC.....		06/08/2011	State Street Bank.....	29,300.000	1,643,607	XXX	
	74762E	10 2	QUANTA SERVICES INC.....		12/21/2011	State Street Bank.....	12,300.000	257,124	XXX	
	750438	10 3	RADIOSHACK CORPORATION.....		12/21/2011	State Street Bank.....	13,700.000	127,648	XXX	
	751212	10 1	RALPH LAUREN CORP.....		06/08/2011	State Street Bank.....	4,200.000	503,881	XXX	
	774341	10 1	ROCKWELL COLLINS INC.....		03/15/2011	State Street Bank.....	28,700.000	1,778,883	XXX	
	78390X	10 1	SAIC INC.....		12/21/2011	State Street Bank.....	39,700.000	487,647	XXX	
	812350	10 6	SEARS HOLDINGS CORP.....		12/21/2011	State Street Bank.....	11,500.000	513,406	XXX	
	855244	10 9	STARBUCKS CORP.....		06/08/2011	State Street Bank.....	21,600.000	775,902	XXX	
	85590A	40 1	STARWOOD HOTELS & RESOR.....		06/08/2011	State Street Bank.....	18,700.000	1,056,705	XXX	
	858912	10 8	STERICYCLE INC.....		06/08/2011	State Street Bank.....	10,500.000	895,762	XXX	
	879433	10 0	TELEPHONE & DATA SYSTEM.....		12/21/2011	State Street Bank.....	29,100.000	735,686	XXX	
	879868	10 7	TEMPLE-INLAND INC.....		06/23/2011	State Street Bank.....	16,700.000	499,933	XXX	
	882508	10 4	TEXAS INSTRUMENTS INC.....		06/08/2011	State Street Bank.....	23,200.000	760,679	XXX	
	883203	10 1	TEXTRON INC.....		12/21/2011	State Street Bank.....	26,200.000	478,095	XXX	
	88579Y	10 1	3M CO.....		06/08/2011	State Street Bank.....	17,100.000	1,553,514	XXX	
	887317	30 3	TIME WARNER INC.....		03/15/2011	State Street Bank.....	20,300.000	721,957	XXX	
	887389	10 4	TIMKEN CO.....		12/21/2011	State Street Bank.....	12,000.000	452,580	XXX	
	896239	10 0	TRIMBLE NAVIGATION LTD.....		06/08/2011	State Street Bank.....	26,300.000	1,062,857	XXX	
	896522	10 9	TRINITY INDUSTRIES INC.....		12/21/2011	State Street Bank.....	11,000.000	324,790	XXX	
	907818	10 8	UNION PACIFIC CORP.....		06/08/2011	State Street Bank.....	8,600.000	862,496	XXX	
	911684	10 8	US CELLULAR CORP.....		03/16/2011	State Street Bank.....	23,400.000	1,112,892	XXX	
	92276F	10 0	VENTAS INC.....		07/05/2011	Tax Free Exchange.....	3,068.000	140,530	XXX	
	92553P	20 1	VIACOM INC CLASS B.....		06/08/2011	State Street Bank.....	19,500.000	947,179	XXX	
	92769L	10 1	VIRGIN MEDIA INC.....		06/08/2011	State Street Bank.....	20,400.000	655,281	XXX	
	931422	10 9	WALGREEN CO.....		06/08/2011	State Street Bank.....	14,000.000	604,381	XXX	
	949746	10 1	WELLS FARGO & CO.....		12/21/2011	State Street Bank.....	171,300.000	4,766,695	XXX	
	000886	28 3	ROYAL CARIBBEAN CRUISES.....	F.....	06/08/2011	State Street Bank.....	11,000.000	375,114	XXX	
	000943	49 8	LYONDELLBASELL IND A.....	F.....	06/23/2011	State Street Bank.....	42,200.000	1,591,944	XXX	

SCHEDULE D - PART 3

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

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
004432 87 8	ACE LTD.....		F.....	06/08/2011	State Street Bank.....	13,000.000	865,469	XXX.....	
00B40K 91 5	COOPER INDUSTRIED PLC.....		F.....	03/15/2011	State Street Bank.....	23,900.000	1,454,936	XXX.....	
00B4BN MY 0	ACCENTURE PLC.....		F.....	03/15/2011	State Street Bank.....	13,400.000	669,728	XXX.....	
00B633 03 0	INGERSOLL RAND PLC.....		F.....	06/08/2011	State Street Bank.....	21,100.000	951,549	XXX.....	
00B68S QD 0	COVIDIEN PLC.....		F.....	06/08/2011	State Street Bank.....	15,300.000	830,322	XXX.....	
052800 10 9	AUTOLIV INC.....		F.....	06/08/2011	State Street Bank.....	11,300.000	814,596	XXX.....	
143658 30 0	CARNIVAL CORP.....		F.....	06/08/2011	State Street Bank.....	16,900.000	605,393	XXX.....	
66987V 10 9	NOVARTIS AG-ADR.....		F.....	04/11/2011	State Street Bank.....	19,290.000	978,968	XXX.....	
G16962 10 5	BUNGE LTD.....		F.....	06/08/2011	State Street Bank.....	12,500.000	857,689	XXX.....	
G3223R 10 8	EVEREST RE GROUP LTD.....		F.....	06/08/2011	State Street Bank.....	10,700.000	912,714	XXX.....	
G491BT 10 8	INVESCO LTD.....		F.....	12/21/2011	State Street Bank.....	41,600.000	813,313	XXX.....	
G5876H 10 5	MARVELL TECHNOLOGY GROU.....		F.....	06/08/2011	State Street Bank.....	16,600.000	246,354	XXX.....	
G81276 10 0	SIGNET JEWELERS LTD.....		F.....	12/21/2011	State Street Bank.....	11,900.000	518,366	XXX.....	
9099999.	Total - Common Stocks - Industrial and Miscellaneous.....						202,416,218	XXX.....	0
9799997.	Total - Common Stocks - Part 3.....						202,416,218	XXX.....	0
9799998.	Total - Common Stocks - Summary Item from Part 5.....						23,987,202	XXX.....	
9799999.	Total - Common Stocks.....						226,403,420	XXX.....	0
9899999.	Total - Preferred and Common Stocks.....						226,403,420	XXX.....	0
9999999.	Total - Bonds, Preferred and Common Stocks.....						1,137,067,665	XXX.....	2,524,388

SCHEDULE D - PART 4

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

1	2			3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
												11	12	13	14	15						
CUSIP Identification	Description			F o r e i g n	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	Stated Contractual Maturity Date
Bonds - U.S. Government																						
3620AN RT 9	GNMA PLC	2.990%	04/15/20.....	...	12/01/2011.	Paydown.....		1,529,057	1,529,057	1,528,836	1,528,838		219		219		1,529,057			0	24,889	04/01/2020.
912827 6T 4	US TREASURY NOTE	5.000%	02/15/11.....	...	01/05/2011.	Various.....		5,282,507	5,255,000	5,313,816	5,255,820		(110)		(110)		5,255,711		26,796	26,796	102,815	02/15/2011.
912828 JR 2	US TREASURY NOTE	3.750%	11/15/18.....	...	03/15/2011.	Goldman Sachs.....		14,876,258	13,900,000	15,345,844	15,089,192		(28,047)		(28,047)		15,061,145		(184,888)	(184,888)	174,230	11/15/2018.
912828 KD 1	US TREASURY NOTE	2.750%	02/15/19.....	...	06/08/2011.	Barclays Capital.....		46,314,016	46,100,000	47,098,664	46,936,058		(34,647)		(34,647)		46,901,411		(587,396)	(587,396)	945,734	02/15/2019.
912828 KG 4	US TREASURY NOTE	1.375%	03/15/12.....	...	01/05/2011.	Barclays Capital.....		28,324,844	28,000,000	28,107,240	28,052,339		(595)		(595)		28,051,744		273,100	273,100	120,180	03/15/2012.
912828 KJ 8	US TREASURY NOTE	1.750%	03/31/14.....	...	12/28/2011.	Goldman Sachs.....		6,180,931	5,990,000	6,040,232	6,022,991		(9,909)		(9,909)		6,013,083		167,849	167,849	130,602	03/31/2014.
912828 KJ 8	US TREASURY NOTE	1.750%	03/31/14.....	...	12/19/2011.	PICl Investment.....		28,892,514	27,966,000	28,200,524	28,120,030		(44,972)		(44,972)		28,075,057		817,456	817,456	596,379	03/31/2014.
912828 MX 5	US TREASURY NOTE	1.750%	04/15/13.....	...	03/25/2011.	Barclays Capital.....		10,192,969	10,000,000	10,028,860	10,022,029		(2,192)		(2,192)		10,019,838		173,131	173,131	78,846	04/15/2013.
0599999.	Total - Bonds - U.S. Government.....								141,593,096	138,740,057	141,664,016	141,027,297	0	(120,253)	0	(120,253)	140,907,046	0	686,048	686,048	2,173,675	...XXX.....
Bonds - U.S. States, Territories and Possessions																						
977056 6G 0	WISCONSIN ST	3.500%	11/01/13.....	...	11/01/2011.	Call	100.0000.....	850,000	850,000	836,655	845,568		4,432		4,432		850,000			0	29,750	11/01/2013.
1799999.	Total - Bonds - U.S. States, Territories & Possessions.....								850,000	850,000	836,655	845,568	0	4,432	0	4,432	850,000	0	0	0	29,750	...XXX.....
Bonds - U.S. Special Revenue and Special Assessment																						
E1401030R GB 2	ALABAMA HSG FIN SF	5.500%	10/01/38.....	...	10/01/2011.	Call	100.0000.....	305,000	305,000	298,446	300,255		4,745		4,745		305,000			0	12,650	10/01/2015.
041083 MM 5	ARKANSAS ST HSG	5.000%	07/01/35.....	...	07/01/2011.	Call	100.0000.....	1,180,000	1,180,000	1,224,958	1,198,694		(18,694)		(18,694)		1,180,000			0	44,000	07/01/2015.
041083 QM 1	ARKANSAS ST HSG	5.500%	07/01/37.....	...	07/01/2011.	Call	100.0000.....	1,595,000	1,595,000	1,708,245	1,662,724		(67,724)		(67,724)		1,595,000			0	65,313	01/01/2017.
246395 JE 8	DELAWARE ST HSG	5.750%	01/01/36.....	...	07/01/2011.	Call	100.0000.....	940,000	940,000	1,018,960	978,468		(38,468)		(38,468)		940,000			0	40,250	07/01/2016.
246395 NL 7	DELAWARE ST HSG	5.900%	07/01/38.....	...	07/01/2011.	Call	100.0000.....	1,760,000	1,760,000	1,913,226	1,852,783		(92,783)		(92,783)		1,760,000			0	77,438	01/01/2017.
246395 PD 3	DELAWARE ST HSG	5.600%	01/01/39.....	...	07/01/2011.	Call	100.0000.....	1,170,000	1,170,000	1,253,421	1,216,798		(46,798)		(46,798)		1,170,000			0	48,860	07/01/2017.
313921 6F 0	FNGT 2001-W3 A	7.000%	09/01/41.....	...	12/01/2011.	Paydown.....		10,431	10,431	10,913	11,139		(708)		(708)		10,431			0	408	12/01/2024.
313921 M2 1	FNGT 2001-T11 IO	0.946%	09/25/11.....	...	09/01/2011.	Paydown.....				11,489,751	1,757,883		(1,757,883)		(1,757,883)					0	2,060,830	09/01/2011.
31392C MS 0	FNW 2002-W1 2A	7.108%	02/25/42.....	...	12/01/2011.	Paydown.....		18,679	18,679	19,595	19,889		(1,210)		(1,210)		18,679			0	768	07/01/2017.
491308 4R 0	KENTUCKY HSG CORP	4.850%	07/01/22.....	...	10/10/2011.	Call	100.0000.....	380,000	380,000	380,000	380,000		0		0		380,000			0	19,905	01/01/2014.
49130N CB 3	KENTUCKY HIGHER ED STUD	0.929%	05/01/20.....	...	11/01/2011.	Call	100.0000.....	2,760,000	2,760,000	2,760,000	2,756,975		3,025		3,025		2,760,000			0	13,540	08/01/2015.
586111 GS 9	MEMPHIS-SHELBY TENN ARP	5.500%	03/01/11.....	...	03/01/2011.	Maturity.....		4,650,000	4,650,000	4,997,727	4,661,697		(11,697)		(11,697)		4,650,000			0	127,875	03/01/2011.
60636X T8 6	MISSOURI ST HSG SF	5.700%	09/01/38.....	...	12/01/2011.	Call	100.0000.....	435,000	435,000	465,450	465,058		(30,058)		(30,058)		435,000			0	18,763	09/01/2018.
60636X WJ 8	MISSOURI ST HSG SF	6.000%	03/01/37.....	...	09/01/2011.	Call	100.0000.....	735,000	735,000	802,841	769,813		(34,813)		(34,813)		735,000			0	32,850	09/01/2016.
61212R TH 9	MONTANA ST BRD HSG	5.600%	12/01/35.....	...	12/01/2011.	Call	100.0000.....	1,440,000	1,440,000	1,502,064	1,470,406		(30,406)		(30,406)		1,440,000			0	60,060	12/01/2013.
613349 M6 3	MONTGOMERY CNTY MD HSG	5.500%	07/01/33.....	...	12/14/2011.	Call	100.0000.....	945,000	945,000	1,001,445	972,514		(27,514)		(27,514)		945,000			0	54,822	01/01/2015.
64468T 4M 6	NEW HAMPSHIRE ST HSG	5.650%	01/01/36.....	...	11/30/2011.	Call	100.0000.....	430,000	430,000	458,539	451,201		(21,201)		(21,201)		430,000			0	28,170	07/01/2017.
64469D FN 6	NEW HAMPSHIRE ST HSG	6.250%	01/01/39.....	...	11/30/2011.	Call	100.0000.....	2,690,000	2,690,000	2,896,592	2,807,751		(117,751)		(117,751)		2,690,000			0	193,426	07/01/2016.
647110 FD 2	NEW MEXICO EDL ASSIST	1.227%	12/01/20.....	...	12/01/2011.	Call	100.0000.....	1,335,000	1,335,000	1,335,000	1,334,999		1		1		1,335,000			0	8,048	12/01/2016.
647200 JN 5	NEW MEXICO MTG FIN AGY	5.950%	07/01/37.....	...	07/01/2011.	Call	100.0000.....	430,000	430,000	468,700	448,599		(18,599)		(18,599)		430,000			0	19,338	07/01/2016.
647200 QK 3	NEW MEXICO MTG FIN AGY	5.300%	01/01/39.....	...	07/01/2011.	Call	100.0000.....	775,000	775,000	821,888	801,196		(26,196)		(26,196)		775,000			0	30,608	01/01/2018.
647200 TH 7	NEW MEXICO MTG FIN AGY	5.600%	01/01/38.....	...	07/01/2011.	Call	100.0000.....	1,320,000	1,320,000	1,422,300	1,411,605		(91,605)		(91,605)		1,320,000			0	55,160	07/01/2022.
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.
649716 2W 6	NEW YORK NY CITY FIN	14.000%	11/01/26.....	...	11/01/2011.	Call	100.0000.....	21,500,000	21,500,000	23,655,590	21,773,171		(273,171)		(273,171)		21,500,000			0	1,182,500	11/01/2011.
649716 2Y 2	NEW YORK NY CITY FIN	14.000%	11/01/29.....	...	11/01/2011.	Various.....		41,000,000	41,000,000	35,417,480	40,018,151		981,849		981,849		41,000,000			0		11/01/2011.
662826 EU 2	NORTH TEX HIGHER ED	0.772%	07/01/19.....	...	10/03/2011.	Call	100.0000.....	3,820,000	3,820,000	3,820,000	3,816,836		3,164		3,164		3,820,000			0	17,273	07/01/2015.
676907 EW 8	OHIO HSG FIN AGY	5.000%	09/01/31.....	...	09/01/2011.	Call	100.0000.....	630,000	630,000	677,496	639,495		(9,495)		(9,495)		630,000			0	22,500	09/01/2012.
676907 KV 9	OHIO HSG FIN AGY	5.500%	03/01/36.....	...	09/01/2011.	Call	100.0000.....	950,000	950,000	1,013,926	975,050		(25,050)		(25,050)		950,000			0	39,050	09/01/2016.
677377 Q5 5	OHIO HSG FIN AGY	5.000%	11/01/28.....	...	11/01/2011.	Call	100.0000.....	975,000	975,000	1,068,503	1,064,838		(89,838)		(89,838)		975,000			0	41,792	11/01/2019.

SCHEDULE D - PART 4

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

1	2		3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
											11	12	13	14	15						
CUSIP Identification	Description		F o r e i g n	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	Stated Contractual Maturity Date
E14.2	36228C BG 7	GSMS 1998-GLII F 22.275% 04/13/31.....		06/01/2011.	Paydown.....										0				0	8,271	12/01/2010.
	3622N6 AG 4	GSR 2007-AR2 4A1 2.761% 05/25/37.....		12/01/2011.	Paydown.....		1,058,958	1,058,958	1,042,359	1,066,948		10,371	18,361	(7,990)		1,058,958			0	17,133	11/25/2027.
	362341 BQ 1	GS GSAMP 2005-HE3 M1 0.730% 06/25/35.....		01/25/2011.	Paydown.....		22,453	22,453	21,891	22,275		177		177		22,453			0	13	03/25/2011.
	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.
	36828Q KU 9	GECMC 2005-C1 XP IO 0.691% 06/10/48.....		08/01/2011.	Paydown.....				1,155,212	258,773		(258,773)		(258,773)					0	109,162	02/01/2012.
	396789 ER 6	GCCFC 2003-C2 A3 4.533% 01/05/36.....		12/01/2011.	Paydown.....		4,382,724	4,382,724	4,453,768	4,471,037		(88,313)		(88,313)		4,382,724			0	89,672	12/01/2012.
	40624@ AQ 3	HALLMARK 2003 - IV 5.510% 10/07/13.....		11/08/2011.	Citicorp Securities Inc.....		9,000,000	9,000,000	8,662,500	8,826,482		54,091		54,091		8,880,572		119,428	119,428	1,359,216	10/07/2013.
	43812W AC 1	HAROT 2009-3 A3 2.310% 05/15/13.....		12/15/2011.	Paydown.....		17,197,435	17,197,435	17,194,520	17,196,478		957		957		17,197,435			0	201,358	06/15/2012.
	45660L DG 1	INDX 2005-AR1 4A1 2.625% 03/25/35.....		12/01/2011.	Paydown.....		643,996	643,996	537,077	643,996				0		643,996			0	8,510	02/25/2035.
	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.
	466247 QX 4	JPMMT 2005-A3 11A1 4.459% 06/25/35.....		12/01/2011.	Paydown.....		4,640,658	4,640,658	4,782,198	4,747,207	27,158	(133,708)		(106,550)		4,640,658			0	93,799	10/01/2013.
	46625Y FA 6	JPMCC 2004-C3 X2 IO 0.000% 01/15/42.....		06/01/2011.	Paydown.....				2,012,880	427,142		(427,142)		(427,142)					0	237,664	01/01/2012.
	46628K AT 7	JPMMT 2006-A3 6A1 2.767% 08/25/34.....		12/01/2011.	Paydown.....		2,016,386	2,016,386	1,956,918	1,879,231	163,451	(26,297)		137,154		2,016,386			0	29,526	01/01/2033.
	493268 CG 9	KSLT 2005-A 2A2 0.704% 03/27/24.....		12/27/2011.	Paydown.....		3,472,886	3,472,886	3,346,994	3,359,560		113,326		113,326		3,472,886			0	9,387	03/27/2013.
	50075N AH 7	KRAFT FOODS INC 6.250% 06/01/12.....		05/25/2011.	Banque National Di Paris.....		5,641,391	5,348,000	5,816,506	5,611,825		(76,484)		(76,484)		5,535,341		106,050	106,050	167,125	06/01/2012.
	52108H X2 5	LBUBS 2004-C8 XCP IO 0.913% 12/15/39.....		11/11/2011.	Paydown.....				4,725,837	1,406,928		(1,406,928)		(1,406,928)					0	1,531,033	11/11/2011.
	53217V AA 7	LIFE TECHNOLOGIES CORP 3.375% 03/01/13.....		05/04/2011.	CSFBdirect.....		18,548,273	18,000,000	18,137,680	18,117,157		(18,967)		(18,967)		18,098,190		450,084	450,084	392,968	03/01/2013.
	55312V AQ 1	MLCFC 2006-4 XP IO 0.811% 12/12/49.....		12/01/2011.	Paydown.....				725,081	752,785		(752,785)		(752,785)					0	149,382	12/01/2014.
	55313U AB 5	MMAF 2009-AA A2 1.730% 04/16/12.....		04/15/2011.	Paydown.....		3,672,741	3,672,741	3,672,392	3,672,653		88		88		3,672,741			0	11,654	04/15/2011.
	57643L GJ 9	MABS 2005-NC1 M4 1.054% 12/25/34.....		10/25/2011.	Paydown.....		3,404,590	3,404,590	1,983,753	2,387,317				0		2,387,317		1,017,273	1,017,273	11,461	03/25/2028.
	59020U H2 4	MLMI 2005-AR1 A3A4 0.704% 06/25/36.....		12/25/2011.	Paydown.....		1,515,840	1,515,840	1,432,469	1,499,398		16,443		16,443		1,515,840			0	4,908	03/25/2012.
	61745M VJ 9	MSC 2004-T13 X2 IO 1.016% 09/13/45.....		08/01/2011.	Paydown.....				159,043	41,779		(41,779)		(41,779)					0	26,741	02/01/2012.
	61748L AD 4	MSAC 2006-NC4 A2C 0.444% 12/25/41.....		12/25/2011.	Paydown.....		2,410,706	2,410,706	1,609,726	2,410,706				0		2,410,706			0	5,015	10/25/2041.
	690742 AA 9	OWENS CORNING INC 6.500% 12/01/16.....		04/01/2011.	Various.....		15,591,825	14,290,000	15,040,225	14,967,881		(15,194)		(15,194)		14,952,687		639,138	639,138	216,511	12/01/2016.
	69121Q AC 5	OWNIT 2006-4 A2B 0.303% 05/25/37.....		04/25/2011.	Paydown.....		622,373	622,373	588,143	620,361		2,013		2,013		622,373			0	438	04/25/2011.
	776696 AB 2	ROPER INDUSTRIES INC 6.625% 08/15/13.....		04/05/2011.	Wells Fargo Bank.....		2,394,035	2,165,000	2,444,220	2,424,931		(26,130)		(26,130)		2,398,801		(4,766)	(4,766)	92,832	08/15/2013.
	784419 AD 5	SLCLT 2006-A A4 0.369% 01/19/19.....		04/27/2011.	Royal Bank of Scotland.....		14,257,944	14,438,424	13,481,878	13,631,152		98,333		98,333		13,729,485		528,458	528,458	33,064	07/15/2015.
	784419 AD 5	SLCLT 2006-A A4 0.369% 01/19/19.....		04/15/2011.	Paydown.....		561,576	561,576	524,372	530,177		31,398		31,398		561,576			0	1,180	07/15/2015.
	78445Q AA 9	SLMA 2010-C A1 1.928% 12/15/17.....		12/15/2011.	Paydown.....		2,608,034	2,608,034	2,608,034	2,607,829		206		206		2,608,034			0	27,076	08/15/2013.
	855541 AB 4	STARM 2007-S1 2A1 2.861% 01/25/37.....		12/01/2011.	Paydown.....		443,897	443,897	394,191	456,899			13,002	(13,002)		443,897			0	6,193	09/25/2035.
	863579 XC 7	SARM 2005-18 3A1 2.691% 10/25/50.....		12/01/2011.	Paydown.....		1,651,259	1,651,259	1,260,365	1,651,259				0		1,651,259			0	23,882	08/25/2049.
	88522R AA 2	TMST 2006-5 A1 5.403% 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.
	88522R AA 2	TMST 2006-5 A1 5.403% 07/25/22.....		08/25/2011.	Paydown.....		1,758,682	1,758,682	1,677,343	1,731,501		27,181		27,181		1,758,682			0	2,060	07/25/2022.
	887317 AJ 4	TIME WARNER INC 3.150% 07/15/15.....		03/29/2011.	HSBC Securities.....		10,126,100	10,000,000	9,988,100	9,989,042		347		347		9,989,389		136,711	136,711	224,875	07/15/2015.
	88732J AV 0	TIME WARNER CABLE INC 3.500% 02/01/15.....		05/03/2011.	Union Bank of Switzerland.....		5,181,700	5,000,000	4,967,650	4,973,928		1,975		1,975		4,975,903		205,797	205,797	133,681	02/01/2015.
	907818 CP 1	UNION PACIFIC CORP 6.500% 04/15/12.....		12/19/2011.	Call 102.0080.....		5,729,790	5,617,000	6,095,007	6,015,606		(285,816)		(285,816)		5,729,790			0	430,013	04/15/2012.
	92344S AT 7	CELLCO PART/VERI WIRELS 3.750% 05/20/11....		05/20/2011.	Maturity.....		7,585,000	7,585,000	7,841,601	7,651,221		(66,221)		(66,221)		7,585,000			0	142,219	05/20/2011.
	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.
	929766 Z7 1	WBCMT 2005-C19 XP 0.835% 05/15/44.....		12/01/2011.	Paydown.....				509,574	394,365		(394,365)		(394,365)					0	290,887	06/01/2012.
	92976B EE 8	WBCMT 2006-C23 X IO 0.257% 01/15/45.....		09/01/2011.	Paydown.....				926,572	390,238		(390,238)		(390,238)					0	92,135	03/01/2013.
	93933Y AA 0	WMMNT 2006 - A2A A 0.237% 06/15/15.....		06/15/2011.	Paydown.....		7,000,000	7,000,000	6,908,125	6,972,551		27,449		27,449		7,000,000			0	10,370	06/15/2011.
	94106L AP 4	WASTE MANAGEMENT INC 6.375% 11/15/12.....		05/06/2011.	Barclays Capital.....		1,079,510	1,000,000	1,101,140	1,092,591		(17,664)		(17,664)		1,074,927		4,583	4,583	31,167	11/15/2012.

SCHEDULE D - PART 4

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

1	2		3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
											11	12	13	14	15						
CUSIP Identification	Description		F o r e i g n	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	Stated Contractual Maturity Date
93317Q 10 5	WALTER INDUSTRIES INC.....		...	12/21/2011.	State Street Bank.....	1,300.000	81,029	XXX.....	89,566	166,192	(76,626)	.....	.....	.....(76,626)	.....	.....89,566	.....	.....(8,537)	(8,537)	650	XXX.....
884903 10 5	THOMSON REUTERS CORP.....		A.	12/21/2011.	State Street Bank.....	25,200.000	643,754	XXX.....	942,112	939,204	2,908	.....	.....	.....2,908	.....	.....942,112	.....	.....(298,358)	(298,358)	26,561	XXX.....
001382 64 7	ALCON INC.....		F.	04/11/2011.	State Street Bank.....	6,600.000	1,014,167	XXX.....	989,834	1,078,440	(88,606)	.....	.....	.....(88,606)	.....	.....989,834	.....	.....24,332	24,332	.....	.....XXX.....
733174 10 6	POPULAR INC.....		F.	12/21/2011.	State Street Bank.....	100.000	128	XXX.....	220	314	(94)	.....	.....	.....(94)	.....	.....220	.....	.....(92)	(92)	.....	.....XXX.....
9099999.	Total - Common Stocks - Industrial and Miscellaneous.....						19,866,232	XXX.....	24,071,192	29,188,218	(4,749,662)	0	367,365	(5,117,027)	0	24,071,192	0	(4,204,961)	(4,204,961)	223,212	XXX.....
9799997.	Total - Common Stocks - Part 4.....						19,866,232	XXX.....	24,071,192	29,188,218	(4,749,662)	0	367,365	(5,117,027)	0	24,071,192	0	(4,204,961)	(4,204,961)	223,212	XXX.....
9799998	Total - Common Stocks - Summary Item from Part 5.....						17,737,787	XXX.....	23,987,202				319,195	(319,195)	.....	.....23,668,007	.....	.....(5,930,219)	(5,930,219)	152,455	XXX.....
9799999.	Total - Common Stocks.....						37,604,019	XXX.....	48,058,394	29,188,218	(4,749,662)	0	686,560	(5,436,222)	0	47,739,199	0	(10,135,180)	(10,135,180)	375,667	XXX.....
9899999.	Total - Preferred and Common Stocks.....						60,179,019	XXX.....	60,725,594	41,856,877	(4,749,662)	0	686,560	(5,436,222)	0	60,407,858	0	(228,879)	(228,879)	1,637,468	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....						849,711,858	XXX.....	881,437,865	701,358,235	(4,558,684)	(13,032,751)	717,923	(18,309,358)	0	843,668,234	0	6,043,579	6,043,579	23,962,706	XXX.....

SCHEDULE D - PART 5

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

1	2		3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
												12	13	14	15	16					
CUSIP Identification	Description		F o r e i g n	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/ Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (12+13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
649445 10 3	NEW YORK COMMUNITY BANC.....		...	03/15/2011	State Street Bank.....	12/21/2011	State Street Bank.....	65,400.000	1,154,238	785,897	1,154,238	.....	.....	.....	......0	.....	.....	.....(368,341)	(368,341)	49,050	.....
651290 10 8	NEWFIELD EXPLORATION CO.....		...	06/08/2011	State Street Bank.....	12/21/2011	State Street Bank.....	12,200.000	838,350	451,485	838,350	.....	.....	.....	......0	.....	.....	.....(386,865)	(386,865)	.....	.....
716495 10 6	PETROHAWK ENERGY CORP.....		...	03/15/2011	State Street Bank.....	08/26/2011	State Street Bank.....	52,500.000	1,127,333	2,034,375	1,127,333	.....	.....	.....	......0	.....	.....	.....907,043	907,043	.....	.....
74153Q 10 2	PRIDE INTERNATIONAL INC.....		...	03/15/2011	State Street Bank.....	06/01/2011	State Street Bank.....	15,800.000	658,909	648,529	658,909	.....	.....	.....	......0	.....	.....	.....(10,380)	(10,380)	.....	.....
74340W 10 3	PROLOGIS INC.....		...	06/03/2011	Tax Free Exchange.....	06/29/2011	State Street Bank.....	1.000	14	17	14	.....	.....	.....	......0	.....	.....	.....3	3	.....	.....
83088M 10 2	SKYWORKS SOLUTIONS INC.....		...	06/08/2011	State Street Bank.....	12/21/2011	State Street Bank.....	25,000.000	611,533	381,923	611,533	.....	.....	.....	......0	.....	.....	.....(229,610)	(229,610)	.....	.....
880779 10 3	TEREX CORP.....		...	06/23/2011	State Street Bank.....	12/21/2011	State Street Bank.....	17,900.000	469,180	238,040	469,180	.....	.....	.....	......0	.....	.....	.....(231,140)	(231,140)	.....	.....
903914 10 9	ULTRA PETROLEUM CORP.....		...	03/15/2011	State Street Bank.....	12/21/2011	State Street Bank.....	16,300.000	747,531	479,563	747,531	.....	.....	.....	......0	.....	.....	.....(267,968)	(267,968)	.....	.....
92927K 10 2	WABCO HOLDINGS INC.....		...	06/08/2011	State Street Bank.....	12/21/2011	State Street Bank.....	7,100.000	458,196	290,427	458,196	.....	.....	.....	......0	.....	.....	.....(167,769)	(167,769)	.....	.....
93317Q 10 5	WALTER INDUSTRIES INC.....		...	06/08/2011	State Street Bank.....	12/21/2011	State Street Bank.....	3,800.000	451,174	236,853	451,174	.....	.....	.....	......0	.....	.....	.....(214,321)	(214,321)	950	.....
66987V 10 9	NOVARTIS AG-ADR.....		F.	04/11/2011	State Street Bank.....	04/20/2011	State Street Bank.....	.....	.....24	26	24	.....	.....	.....	......0	.....	.....	.....2	2	.....	.....
9099999.	Total - Common Stocks - Industrial and Miscellaneous.....								23,987,202	17,737,787	23,668,007	0	0	319,195	(319,195)	0	0	(5,930,219)	(5,930,219)	152,455	0
9799998.	Total - Common Stocks.....								23,987,202	17,737,787	23,668,007	0	0	319,195	(319,195)	0	0	(5,930,219)	(5,930,219)	152,455	0
9899999.	Total - Preferred and Common Stocks.....								23,987,202	17,737,787	23,668,007	0	0	319,195	(319,195)	0	0	(5,930,219)	(5,930,219)	152,455	0
9999999.	Total - Bonds, Preferred and Common Stocks.....								160,619,351	155,213,326	160,293,138	0	(7,019)	319,195	(326,214)	0	0	(5,079,813)	(5,079,813)	643,237	75,733

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identifi- cation	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures Manual)	6 Do Insurer's Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book/Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$.....0.
2. Total amount of intangible assets nonadmitted \$.....0.

NONE

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identifi- cation	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding

NONE

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest						21
		3	4					9	10	11	12			15	16	17	18	19	20	
CUSIP Identification	Description	Code	F o r e i g n	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued December 31 of Current Year on Bond Not in Default	Non- Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest

Class One Money Market Mutual Funds

861123	8A	8	SSGA MONEY MARKET FUND.....	.....	..	12/30/2011.	State Street Bank.....	XXX.....	885,945	.....	.....	.....	.....	.....885,945	.....	.....	.....0.005	0.005	MON..	128	.....
8999999. Total - Class One Money Market Mutual Funds.....									885,945	0	0	0	XXX.....	885,945	0	0	...XXX.....	...XXX.....	..XXX..	128	0
9199999. Total - Short-Term Investments.....									885,945	0	0	0	XXX.....	885,945	0	0	...XXX.....	...XXX.....	..XXX..	128	0

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

Sch. DB-Pt. A-Sn. 2
NONE

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

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

Sch. DB-Pt. B-Sn. 2
NONE

Sch. DB-Pt. B-Sn 2B-Broker List
NONE

Sch. DB-Pt. D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

PROGRESSIVE DIRECT INSURANCE COMPANY
SCHEDULE E - PART 1 - CASH

1	2	3	4	5	6	7
Depository	Code	Rate of Interest	Amount of Interest Received During Year	Amount of Interest Accrued December 31 of Current Year	Balance	*
Open Depositories						
CITIGROUP PTY LTD..... SYDNEY, AUSTRALIA.....	.....	.....3.750	.....	.....328,437	10,849,743	XXX
NATIONAL AUSTRALIA BANK..... MELBOURNE, VICTORIA.....	.....	.....	.....	.....	.....935,277	XXX
0199998. Deposits in.....1 depositories that do not exceed allowable limits in any one depository (see Instructions) - Open Depositories.....	.XXX...	XXX.....	.....	.....	.....1,419	XXX..
0199999. Total - Open Depositories.....	.XXX...	XXX.....	0	328,437	11,786,439	XXX..
0399999. Total Cash on Deposit.....	.XXX...	XXX.....	0	328,437	11,786,439	XXX..
0599999. Total Cash.....	.XXX...	XXX.....	0	328,437	11,786,439	XXX..

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR							
1. January.....	14,777,424	4. April.....	4,602,140	7. July.....	3,753,945	10. October.....	22,514,458
2. February.....	4,804,202	5. May.....	15,015,580	8. August.....	2,833,378	11. November.....	21,959,738
3. March.....	4,488,220	6. June.....	4,243,327	9. September.....	22,888,563	12. December.....	11,786,439

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
All Other Government Bonds - Issuer Obligations							
AUSTRALIA GOVT TREASURY BILL.....		12/15/2011	3.990	03/09/2012	10,025,476		17,375
0699999. All Other Government Bonds - Issuer Obligations.....					10,025,476	0	17,375
1099999. Total - All Other Government Bonds					10,025,476	0	17,375
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					10,025,476	0	17,375
8399999. Subtotals - Bonds.....					10,025,476	0	17,375
8699999. Total - Cash Equivalents.....					10,025,476	0	17,375

PROGRESSIVE DIRECT INSURANCE COMPANY
SCHEDULE E - PART 3 - SPECIAL DEPOSITS

		1	2	Deposits for the Benefit of All Policyholders		All Other Special Deposits	
		Type of Deposit	Purpose of Deposit	3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
States, Etc.							
1.	Alabama.....AL	.....	.....	.....	.....	.....	.....
2.	Alaska.....AK	.....	.....	.....	.....	.....	.....
3.	Arizona.....AZ	.....	.....	.....	.....	.....	.....
4.	Arkansas.....AR	B....	Collateral for Insurance Underwriting.....	219,436	234,575	.....	.....
5.	California.....CA	.....	.....	.....	.....	.....	.....
6.	Colorado.....CO	.....	.....	.....	.....	.....	.....
7.	Connecticut.....CT	.....	.....	.....	.....	.....	.....
8.	Delaware.....DE	.....	.....	.....	.....	.....	.....
9.	District of Columbia.....DC	.....	.....	.....	.....	.....	.....
10.	Florida.....FL	.....	.....	.....	.....	.....	.....
11.	Georgia.....GA	B....	Collateral for Insurance Underwriting.....	.....	.....	.....44,885	47,981
12.	Hawaii.....HI	.....	.....	.....	.....	.....	.....
13.	Idaho.....ID	.....	.....	.....	.....	.....	.....
14.	Illinois.....IL	.....	.....	.....	.....	.....	.....
15.	Indiana.....IN	.....	.....	.....	.....	.....	.....
16.	Iowa.....IA	.....	.....	.....	.....	.....	.....
17.	Kansas.....KS	.....	.....	.....	.....	.....	.....
18.	Kentucky.....KY	.....	.....	.....	.....	.....	.....
19.	Louisiana.....LA	.....	.....	.....	.....	.....	.....
20.	Maine.....ME	.....	.....	.....	.....	.....	.....
21.	Maryland.....MD	.....	.....	.....	.....	.....	.....
22.	Massachusetts.....MA	B....	Collateral for Insurance Underwriting.....	.....	.....	.....109,718	117,287
23.	Michigan.....MI	.....	.....	.....	.....	.....	.....
24.	Minnesota.....MN	.....	.....	.....	.....	.....	.....
25.	Mississippi.....MS	.....	.....	.....	.....	.....	.....
26.	Missouri.....MO	.....	.....	.....	.....	.....	.....
27.	Montana.....MT	.....	.....	.....	.....	.....	.....
28.	Nebraska.....NE	.....	.....	.....	.....	.....	.....
29.	Nevada.....NV	B....	Collateral for Insurance Underwriting.....	.....	.....	.....265,891	287,423
30.	New Hampshire.....NH	B....	Collateral for Insurance Underwriting.....	.....	.....	.....548,589	586,437
31.	New Jersey.....NJ	.....	.....	.....	.....	.....	.....
32.	New Mexico.....NM	B....	Collateral for Insurance Underwriting.....	.....	.....	.....648,332	693,063
33.	New York.....NY	.....	.....	.....	.....	.....	.....
34.	North Carolina.....NC	B....	Collateral for Insurance Underwriting.....	.....	.....	.....324,166	346,531
35.	North Dakota.....ND	.....	.....	.....	.....	.....	.....
36.	Ohio.....OH	B....	Collateral for Insurance Underwriting.....	2,727,982	2,916,194	.....	.....
37.	Oklahoma.....OK	B....	Collateral for Insurance Underwriting.....	314,192	335,869	.....	.....
38.	Oregon.....OR	B....	Collateral for Insurance Underwriting.....	279,281	298,550	.....	.....
39.	Pennsylvania.....PA	.....	.....	.....	.....	.....	.....
40.	Rhode Island.....RI	.....	.....	.....	.....	.....	.....
41.	South Carolina.....SC	B....	Collateral for Insurance Underwriting.....	.....	.....	.....139,641	149,275
42.	South Dakota.....SD	.....	.....	.....	.....	.....	.....
43.	Tennessee.....TN	.....	.....	.....	.....	.....	.....
44.	Texas.....TX	.....	.....	.....	.....	.....	.....
45.	Utah.....UT	.....	.....	.....	.....	.....	.....
46.	Vermont.....VT	.....	.....	.....	.....	.....	.....
47.	Virginia.....VA	B....	Collateral for Insurance Underwriting.....	.....	.....	.....129,666	138,613
48.	Washington.....WA	.....	.....	.....	.....	.....	.....
49.	West Virginia.....WV	.....	.....	.....	.....	.....	.....
50.	Wisconsin.....WI	.....	.....	.....	.....	.....	.....
51.	Wyoming.....WY	.....	.....	.....	.....	.....	.....
52.	American Samoa.....AS	.....	.....	.....	.....	.....	.....
53.	Guam.....GU	.....	.....	.....	.....	.....	.....
54.	Puerto Rico.....PR	.....	.....	.....	.....	.....	.....
55.	US Virgin Islands.....VI	.....	.....	.....	.....	.....	.....
56.	Northern Mariana Islands.....MP	.....	.....	.....	.....	.....	.....
57.	Canada.....CN	.....	.....	.....	.....	.....	.....
58.	Aggregate Alien and Other.....OT	...XXX..	XXX.....	0	0	0	0
59.	Total.....	...XXX..	XXX.....	3,540,891	3,785,188	2,210,888	2,366,610

DETAILS OF WRITE-INS						
5801.	.....	.....	.....	.....	.....	.....
5802.	.....	.....	.....	.....	.....	.....
5803.	.....	.....	.....	.....	.....	.....
5898.	Summary of remaining write-ins for line 58 from overflow page.....	...XXX..	XXX.....	0	0	0
5899.	Total (Lines 5801 thru 5803+5898) (Line 58 above).....	...XXX..	XXX.....	0	0	0

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