PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

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ANNUAL STATEMENT

For the Year Ended December 31, 2011

of the Condition and Affairs of the

MOUNTAIN LAUREL ASSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) NAIC Company Code..... 44180 Employer's ID Number..... 23-2599971

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

Incorporated/Organized..... November 28, 1990 Commenced Business..... April 29, 1991

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 440-461-5000
(Street and Number) (City or Town, State and Zip Code) (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 440-395-4460
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address PROGRESSIVE.COM

Statutory Statement Contact MARY BETH ANDREANO 440-395-4460
(Name) (Area Code) (Telephone Number) (Extension)
FINANCIAL_REPORTING@PROGRESSIVE.COM 440-446-7168
(E-Mail Address) (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

SCOTT EDWARD COLEMAN	(ASST. TREASURER)	JAMES RUSSELL HAAS	(VICE PRESIDENT)
KAREN ANN KOSUDA	(ASST. SECRETARY)	MARIANN WOJTKUN MARSHALL	(VICE PRESIDENT)

DIRECTORS OR TRUSTEES

PATRICK KEVIN CALLAHAN
JAMES RUSSELL HAAS
CLARK HAROLD IBRAHIM KHAYAT #
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)	(Signature)	(Signature)
SCOTT WESLEY ZIEGLER	MICHAEL ROBERT UTH	SCOTT EDWARD COLEMAN
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	SECRETARY	ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 16TH day of FEBRUARY, 2012

a. Is this an original filing? Yes [X] No [ ]

b. If no 1. State the amendment number

2. Date filed

3. Number of pages attached

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings 1 Amount	Gross Investment Holdings 2 Percentage	Admitted Assets as Reported in the Annual Statement 3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	528,640	0.7	528,640		528,640	0.7
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.0			0	0.0
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	43,389,493	57.2	43,389,493		43,389,493	57.2
1.42 Political subdivisions of states, territories & possessions & political subdivisions general obligations		0.0			0	0.0
1.43 Revenue and assessment obligations	29,164,358	38.5	29,164,358		29,164,358	38.5
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		0.0			0	0.0
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		0.0			0	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		0.0			0	0.0
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)		0.0			0	0.0
2.2 Unaffiliated non-U.S. securities (including Canada)		0.0			0	0.0
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		0.0			0	0.0
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.0			0	0.0
3.32 Unaffiliated		0.0			0	0.0
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		0.0			0	0.0
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		0.0			0	0.0
9. Securities lending (Line 10, Asset Page reinvested collateral)		0.0		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	2,720,000	3.6	2,720,000		2,720,000	3.6
11. Other invested assets		0.0			0	0.0
12. Total invested assets	75,802,491	100.0	75,802,491	0	75,802,491	100.0

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year		
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)		0
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		
	7.2 Totals, Part 3, Column 10		0
8.	Deduct current year's depreciation:		
	8.1 Totals, Part 1, Column 11		
	8.2 Totals, Part 3, Column 9		0
9.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)		0
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		0

NONE

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		
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		
	5.2 Totals, Part 3, Column 9		0
6.	Total gain (loss) on disposals, Part 3, Column 19		
7.	Deduct amounts received on disposals, Part 3, Column 16		
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)		0
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		0

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year		73,200,644
2.	Cost of bonds and stocks acquired, Part 3, Column 7		34,385,414
3.	Accrual of discount		35,074
4.	Unrealized valuation increase (decrease):		
	4.1 Part 1, Column 12		
	4.2 Part 2, Section 1, Column 15		
	4.3 Part 2, Section 2, Column 13		
	4.4 Part 4, Column 11		0
5.	Total gain (loss) on disposals, Part 4, Column 19		24,390
6.	Deduct consideration for bonds and stocks disposed of, Part 4, Column 7		33,535,200
7.	Deduct amortization of premium		1,027,830
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		
	9.2 Part 2, Section 1, Column 17		
	9.3 Part 2, Section 2, Column 14		
	9.4 Part 4, Column 13		0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)		73,082,492
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		73,082,492

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	1. United States	528,640	565,113	527,971	530,000
Governments (Including all obligations	2. Canada				
guaranteed by governments)	3. Other Countries				
	4. Totals	528,640	565,113	527,971	530,000
U.S. States, Territories and Possessions					
(Direct and guaranteed)	5. Totals	43,389,493	46,368,320	45,801,144	41,280,000
U.S. Political Subdivisions of States, Territories					
and Possessions (Direct and guaranteed)	6. Totals				
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	29,164,358	29,320,361	29,805,259	28,365,000
Industrial and Miscellaneous and Hybrid	8. United States				
Securities (Unaffiliated)	9. Canada				
	10. Other Countries				
	11. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	73,082,491	76,253,794	76,134,374	70,175,000
PREFERRED STOCKS	14. United States				
Industrial and Miscellaneous (Unaffiliated)	15. Canada				
	16. Other Countries				
	17. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks	0	0	0	
COMMON STOCKS	20. United States				
Industrial and Miscellaneous (Unaffiliated)	21. Canada				
	22. Other Countries				
	23. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	0	0	0	
	26. Total Stocks	0	0	0	
	27. Total Bonds and Stocks	73,082,491	76,253,794	76,134,374	

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

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		528,640				528,640	0.7	5,475,359	7.5	528,640	
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	0	528,640	0	0	0	528,640	0.7	5,475,359	7.5	528,640	0
2. **All Other Governments**											
2.1 Class 1						0	0.0		0.0		
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	0	0	0	0	0	0	0.0	0	0.0	0	0
3. **U.S. States, Territories and Possessions, etc., Guaranteed**											
3.1 Class 1	1,864,460	36,780,531	4,744,502			43,389,493	57.2	47,040,271	64.3	43,389,493	
3.2 Class 2						0	0.0		0.0		
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	1,864,460	36,780,531	4,744,502	0	0	43,389,493	57.2	47,040,271	64.3	43,389,493	0
4. **U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed**											
4.1 Class 1						0	0.0		0.0		
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	0	0	0	0	0	0	0.0	0	0.0	0	0
5. **U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed**											
5.1 Class 1	13,708,765	15,936,085	2,087,963	151,545		31,884,358	42.1	20,685,012	28.3	31,884,358	
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	13,708,765	15,936,085	2,087,963	151,545	0	31,884,358	42.1	20,685,012	28.3	31,884,358	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						0	0.0		0.0		
6.2 Class 2						0	0.0		0.0		
6.3 Class 3						0	0.0		0.0		
6.4 Class 4						0	0.0		0.0		
6.5 Class 5						0	0.0		0.0		
6.6 Class 6						0	0.0		0.0		
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
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

NONE

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)
9. **Total Bonds Current Year**											
9.1 Class 1	(d) 15,573,225	53,245,256	6,832,465	151,545	0	75,802,491	100.0	XXX	XXX	75,802,491	0
9.2 Class 2	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Class 3	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Class 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Class 5	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
9.6 Class 6	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
9.7 Totals	15,573,225	53,245,256	6,832,465	151,545	0	(b) 75,802,491	100.0	XXX	XXX	75,802,491	0
9.8 Line 9.7 as a % of Col. 6	20.5	70.2	9.0	0.2	0.0	100.0	XXX	XXX	XXX	100.0	0.0
10. **Total Bonds Prior Year**											
10.1 Class 1	5,722,634	56,305,473	11,172,535			XXX	XXX	73,200,642	100.0	73,200,642	
10.2 Class 2						XXX	XXX	0	0.0		
10.3 Class 3						XXX	XXX	0	0.0		
10.4 Class 4						XXX	XXX	0	0.0		
10.5 Class 5						XXX	XXX	(c) 0	0.0		
10.6 Class 6						XXX	XXX	(c) 0	0.0		
10.7 Totals	5,722,634	56,305,473	11,172,535	0	0	XXX	XXX	(b) 73,200,642	100.0	73,200,642	0
10.8 Line 10.7 as a % of Col. 8	7.8	76.9	15.3	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. **Total Publicly Traded Bonds**											
11.1 Class 1	15,573,225	53,245,256	6,832,465	151,545		75,802,491	100.0	73,200,642	100.0	75,802,491	XXX
11.2 Class 2						0	0.0	0	0.0	0	XXX
11.3 Class 3						0	0.0	0	0.0	0	XXX
11.4 Class 4						0	0.0	0	0.0	0	XXX
11.5 Class 5						0	0.0	0	0.0	0	XXX
11.6 Class 6						0	0.0	0	0.0	0	XXX
11.7 Totals	15,573,225	53,245,256	6,832,465	151,545	0	75,802,491	100.0	73,200,642	100.0	75,802,491	XXX
11.8 Line 11.7 as a % of Col. 6	20.5	70.2	9.0	0.2	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	20.5	70.2	9.0	0.2	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12. **Total Privately Placed Bonds**											
12.1 Class 1						0	0.0	0	0.0	XXX	0
12.2 Class 2						0	0.0	0	0.0	XXX	0
12.3 Class 3						0	0.0	0	0.0	XXX	0
12.4 Class 4						0	0.0	0	0.0	XXX	0
12.5 Class 5						0	0.0	0	0.0	XXX	0
12.6 Class 6						0	0.0	0	0.0	XXX	0
12.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.8 Line 12.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes $.....0 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		528,640				528,640	0.7	5,475,359	7.5	528,640	
1.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
1.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
1.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
1.5 Totals	0	528,640	0	0	0	528,640	0.7	5,475,359	7.5	528,640	0
2. **All Other Governments**											
2.1 Issuer Obligations						0	0.0		0.0		
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	0	0	0	0	0	0	0.0	0	0.0	0	0
3. **U.S. States, Territories and Possessions, Guaranteed**											
3.1 Issuer Obligations	1,864,460	36,780,531	4,744,502			43,389,493	57.2	47,040,271	64.3	43,389,493	
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	1,864,460	36,780,531	4,744,502	0	0	43,389,493	57.2	47,040,271	64.3	43,389,493	0
4. **U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed**											
4.1 Issuer Obligations						0	0.0		0.0		
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	0	0	0	0	0	0	0.0	0	0.0	0	0
5. **U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed**											
5.1 Issuer Obligations	13,708,765	15,936,085	2,087,963	151,545		31,884,358	42.1	20,685,012	28.3	31,884,358	
5.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
5.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
5.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
5.5 Totals	13,708,765	15,936,085	2,087,963	151,545	0	31,884,358	42.1	20,685,012	28.3	31,884,358	0
6. **Industrial and Miscellaneous (unaffiliated)**											
6.1 Issuer Obligations						0	0.0		0.0		
6.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
6.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
6.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
6.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
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

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
9. **Total Bonds Current Year**											
9.1 Issuer Obligations	15,573,225	53,245,256	6,832,465	151,545	0	75,802,491	100.0	XXX	XXX	75,802,491	0
9.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Totals	15,573,225	53,245,256	6,832,465	151,545	0	75,802,491	100.0	XXX	XXX	75,802,491	0
9.6 Line 9.5 as a % of Col. 6	20.5	70.2	9.0	0.2	0.0	100.0	XXX	XXX	XXX	100.0	0.0
10. **Total Bonds Prior Year**											
10.1 Issuer Obligations	5,722,634	56,305,473	11,172,535			XXX	XXX	73,200,642	100.0	73,200,642	
10.2 Residential Mortgage-Backed Securities						XXX	XXX	0	0.0		
10.3 Commercial Mortgage-Backed Securities						XXX	XXX	0	0.0		
10.4 Other Loan-Backed and Structured Securities						XXX	XXX	0	0.0		
10.5 Totals	5,722,634	56,305,473	11,172,535	0	0	XXX	XXX	73,200,642	100.0	73,200,642	0
10.6 Line 10.5 as a % of Col. 8	7.8	76.9	15.3	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. **Total Publicly Traded Bonds**											
11.1 Issuer Obligations	15,573,225	53,245,256	6,832,465	151,545		75,802,491	100.0	73,200,642	100.0	75,802,491	XXX
11.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0	0	XXX
11.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0	0	XXX
11.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0	0	XXX
11.5 Totals	15,573,225	53,245,256	6,832,465	151,545	0	75,802,491	100.0	73,200,642	100.0	75,802,491	XXX
11.6 Line 11.5 as a % of Col. 6	20.5	70.2	9.0	0.2	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	20.5	70.2	9.0	0.2	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12. **Total Privately Placed Bonds**											
12.1 Issuer Obligations						0	0.0	0	0.0	XXX	0
12.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0	XXX	0
12.5 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.6 Line 12.5 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value December 31 of prior year	0				
2. Cost of short-term investments acquired	2,799,696	2,799,696			
3. Accrual of discount	0				
4. Unrealized valuation increase (decrease)	0				
5. Total gain (loss) on disposals	0				
6. Deduct consideration received on disposals	0				
7. Deduct amortization of premium	79,696	79,696			
8. Total foreign exchange change in book/adjusted carrying value	0				
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)	2,720,000	2,720,000	0	0	0
11. Deduct total nonadmitted amounts	0				
12. Statement value at end of current period (Line 10 minus Line 11)	2,720,000	2,720,000	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

SCHEDULE E- VERIFICATION BETWEEN YEARS

Cash Equivalents

	1 Total	2 Bonds	3 Other (a)
1. Book/adjusted carrying value, December 31 of prior year	0		
2. Cost of cash equivalents acquired	39,699,425	39,699,425	
3. Accrual of discount	494	494	
4. Unrealized valuation increase (decrease)	0		
5. Total gain (loss) on disposals	0		
6. Deduct consideration received on disposals	39,699,919	39,699,919	
7. Deduct amortization of premium	0		
8. Total foreign exchange change in book/adjusted carrying value	0		
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)	0	0	0
11. Deduct total nonadmitted amounts	0		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0	0

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

Sch. A-Pt. 1
NONE

Sch. A-Pt. 2
NONE

Sch. A-Pt. 3
NONE

Sch. B-Pt. 1
NONE

Sch. B-Pt. 2
NONE

Sch. B-Pt. 3
NONE

Sch. BA-Pt. 1
NONE

Sch. BA-Pt. 2
NONE

Sch. BA-Pt. 3
NONE

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	Foreign	Bond CHAR	NAIC Desig-nation	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
U.S. Government - Issuer Obligations																					
912828 MW 7	US TREASURY NOTE	SD..	..		1	527,971	.....106.625	565,113	530,000	528,640	.....	393	.....	.....	.....2.500	.....2.582	MS.....	3,367	13,250	04/01/2010	03/31/2015
0199999. U.S. Government - Issuer Obligations						527,971	....XXX.....	565,113	530,000	528,640	0	393	0	0	....XXX.....	....XXX.....	.XXX...	3,367	13,250	.....XXX.....	.....XXX.....
0599999. Total - U.S. Government						527,971	....XXX.....	565,113	530,000	528,640	0	393	0	0	....XXX.....	....XXX.....	.XXX...	3,367	13,250	.....XXX.....	.....XXX.....
U.S. States, Territories & Possessions (Direct and Guaranteed) - Issuer Obligations																					
499512 G7 0	KNOX CNTY TENN	.....	..		..1FE	5,790,326	.....106.405	5,644,785	5,305,000	5,415,508	.....	.....(85,031)	.....	.....	.....5.500	.....3.773	AO.....	72,944	291,775	06/01/2007	04/01/2013
605579 4K 4	MISSISSIPPI ST	.....	..		..1FE	4,678,696	.....114.222	4,763,057	4,170,000	4,376,051	.....	.....(65,777)	.....	.....	.....5.500	.....3.696	JD.....	19,113	229,350	03/01/2007	12/01/2014
605579 4L 2	MISSISSIPPI ST	.....	..		..1FE	3,569,760	.....117.849	3,535,470	3,000,000	3,371,897	.....	.....(90,013)	.....	.....	.....5.500	.....2.180	JD.....	13,750	165,000	10/06/2009	12/01/2015
605579 4N 8	MISSISSIPPI ST	.....	..		..1FE	1,188,890	.....124.395	1,243,950	1,000,000	1,153,316	.....	.....(23,613)	.....	.....	.....5.500	.....2.680	JD.....	4,583	55,000	06/22/2010	12/01/2017
605579 7E 5	MISSISSIPPI ST	.....	..		..1FE	1,219,944	.....107.572	1,183,292	1,100,000	1,139,064	.....	.....(25,110)	.....	.....	.....5.375	.....2.938	JJ.....	29,563	59,125	09/01/2008	07/01/2013
605579 7G 0	MISSISSIPPI ST	.....	..		..1FE	2,285,400	.....112.340	2,246,800	2,000,000	2,090,078	.....	.....(33,841)	.....	.....	.....5.500	.....3.600	JJ.....	55,000	110,000	08/26/2005	07/01/2014
605580 JN 0	MISSISSIPPI ST	.....	..		..1FE	1,950,511	.....104.008	1,924,148	1,850,000	1,864,459	.....	.....(16,847)	.....	.....	.....5.000	.....4.030	MN.....	15,417	92,500	06/01/2006	11/01/2012
605580 NU 9	MISSISSIPPI ST	.....	..		..1FE	1,439,213	.....108.881	1,475,338	1,355,000	1,382,025	.....	.....(13,346)	.....	.....	.....5.000	.....3.908	JD.....	5,646	67,750	06/01/2007	12/01/2013
605580 NW 5	MISSISSIPPI ST	.....	..		..1FE	5,688,771	.....116.052	6,063,717	5,225,000	5,432,434	.....	.....(48,166)	.....	.....	.....5.000	.....3.896	JD.....	21,771	261,250	03/01/2006	12/01/2015
821686 C3 4	SHELBY CNTY TENN	.....	..		..1FE	10,720,393	.....110.151	10,882,919	9,880,000	10,116,267	.....	.....(45,626)	.....	.....	.....5.000	.....3.877	AO.....	123,500	.....	02/16/2005	04/01/2014
821686 ZW 5	SHELBY CNTY TENN	.....	..		..1FE	130,207	.....110.139	132,167	120,000	122,870	.....	.....(554)	.....	.....	.....5.000	.....3.877	AO.....	1,500	.....	02/16/2005	04/01/2014
880541 FN 2	TENNESSEE ST	.....	..		..1FE	3,494,580	.....115.191	3,455,730	3,000,000	3,334,338	.....	.....(96,512)	.....	.....	.....5.250	.....1.790	MN.....	26,250	157,500	04/27/2010	05/01/2015
880541 NZ 6	TENNESSEE ST	.....	..	1	..1FE	3,644,453	.....116.548	3,816,947	3,275,000	3,591,186	.....	.....(45,786)	.....	.....	.....4.000	.....2.350	MN.....	21,833	132,456	10/28/2010	05/01/2018
1199999. U.S. States, Territories & Possessions - Issuer Obligations						45,801,144	....XXX.....	46,368,320	41,280,000	43,389,493	0	.....(590,222)	0	0	....XXX.....	....XXX.....	.XXX...	410,870	1,621,706	.....XXX.....	.....XXX.....
1799999. Total - U.S. States, Territories & Possessions (Direct and Guaranteed)						45,801,144	....XXX.....	46,368,320	41,280,000	43,389,493	0	.....(590,222)	0	0	....XXX.....	....XXX.....	.XXX...	410,870	1,621,706	.....XXX.....	.....XXX.....
U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivisions - Issuer Obligations																					
592098 VM 6	MET GOVT CNTY TN WTR & SWR REV	.....	..	2	..1FE	2,008,829	.....100.019	1,870,355	1,870,000	1,870,000	.....	.....(62,856)	.....	.....	.....7.700	.....2.923	JJ.....	71,995	143,990	10/01/2009	01/01/2012
60534P 6C 2	MISSISSIPPI DEV BK OBLIG	.....	..		..1FE	2,665,175	.....100.013	2,500,325	2,500,000	2,500,000	.....	.....(29,887)	.....	.....	.....5.000	.....3.771	JJ.....	62,500	125,000	12/09/2005	01/01/2012
60534P 6W 8	MISSISSIPPI DEV BK OBLIG	.....	..		..1FE	1,391,221	.....100.013	1,305,170	1,305,000	1,305,000	.....	.....(15,601)	.....	.....	.....5.000	.....3.771	JJ.....	32,625	65,250	12/09/2005	01/01/2012
60534P 6X 6	MISSISSIPPI DEV BK OBLIG	.....	..		..1FE	1,464,818	.....104.351	1,429,609	1,370,000	1,385,035	.....	.....(14,470)	.....	.....	.....5.000	.....3.871	JJ.....	34,250	68,500	12/09/2005	01/01/2013
60535G AX 0	MISSISSIPPI HOME CORP	.....	..	1	..1FE	3,103,747	.....107.044	3,082,867	2,880,000	3,064,396	.....	.....(36,685)	.....	.....	.....4.500	.....2.757	JD.....	10,800	126,720	11/05/2010	12/01/2020
60535M A4 1	MISSISSIPPI HOME CORP	.....	..	1	..1FE	774,180	.....102.741	739,735	720,000	737,657	.....	.....(4,868)	.....	.....	.....5.500	.....3.766	JD.....	3,300	39,600	09/01/2005	08/01/2014
60535M YY 9	MISSISSIPPI HOME CORP	.....	..	1	..1FE	1,345,346	.....104.025	1,393,935	1,340,000	1,342,147	.....	.....(675)	.....	.....	.....4.750	.....4.627	JD.....	5,304	63,650	06/01/2007	08/01/2014
880459 3L 4	TENNESSEE HSG DEV	.....	..	1	..1FE	5,804,848	.....103.910	5,777,396	5,560,000	5,746,870	.....	.....(14,565)	.....	.....	.....5.000	.....2.936	JJ.....	139,000	97,000	09/28/2011	07/01/2015
880459 B3 5	TENNESSEE HSG DEV	.....	..	1	..1FE	1,158,752	.....100.537	1,156,176	1,150,000	1,156,824	.....	.....(1,927)	.....	.....	.....4.250	.....3.106	JJ.....	24,438	.....	09/28/2011	07/01/2013
880459 H6 2	TENNESSEE HSG DEV	.....	..	1	..1FE	206,880	.....99.960	199,920	200,000	240,593	.....	33,713	.....	.....	.....5.000	.....3.290	JJ.....	5,000	.....	09/28/2011	07/01/2012
880459 V6 6	TENNESSEE HSG DEV	.....	..	1	..1FE	2,840,580	.....103.886	2,799,728	2,695,000	2,792,694	.....	.....(5,350)	.....	.....	.....5.250	.....2.064	JJ.....	70,744	70,088	09/28/2011	01/01/2014
880459 X2 3	TENNESSEE HSG DEV	.....	..	1	..1FE	4,182,798	.....103.500	4,165,875	4,025,000	4,166,753	.....	.....(16,045)	.....	.....	.....5.125	.....2.861	JJ.....	103,141	63,038	09/28/2011	07/01/2014
88045R WH 1	TENNESSEE HSG DEV	.....	..	1	..1FE	2,858,085	.....105.428	2,899,270	2,750,000	2,856,389	.....	.....(1,696)	.....	.....	.....4.500	.....3.546	JJ.....	10,313	.....	12/07/2011	07/01/2022
2599999. U.S. Special Revenue & Assessment Obligations - Issuer Obligations						29,805,259	....XXX.....	29,320,361	28,365,000	29,164,358	0	.....(170,912)	0	0	....XXX.....	....XXX.....	.XXX...	573,410	862,836	.....XXX.....	.....XXX.....
3199999. Total - U.S. Special Revenue & Special Assessment Obligations						29,805,259	....XXX.....	29,320,361	28,365,000	29,164,358	0	.....(170,912)	0	0	....XXX.....	....XXX.....	.XXX...	573,410	862,836	.....XXX.....	.....XXX.....
Totals																					
7799999. Total - Issuer Obligations						76,134,374	....XXX.....	76,253,794	70,175,000	73,082,491	0	.....(760,741)	0	0	....XXX.....	....XXX.....	.XXX...	987,647	2,497,792	.....XXX.....	.....XXX.....
8399999. Grand Total - Bonds						76,134,374	....XXX.....	76,253,794	70,175,000	73,082,491	0	.....(760,741)	0	0	....XXX.....	....XXX.....	.XXX...	987,647	2,497,792	.....XXX.....	.....XXX.....

Sch. D-Pt. 2-Sn. 1
NONE

Sch. D-Pt. 2-Sn. 2
NONE

SCHEDULE D - PART 3

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

1 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. States, Territories and Possessions								
821686 C3 4	SHELBY CNTY TENN 5.000% 04/01/14		10/18/2011	Unrefunded from #821686UY6 (see Schedule D - Part 4)		10,161,893	9,880,000	
821686 ZW 5	SHELBY CNTY TENN 5.000% 04/01/14		10/18/2011	Prerefunded from #821686UY6 (see Schedule D - Part 4)		123,424	120,000	
1799999.	Total - Bonds - U.S. States, Territories & Possessions					10,285,317	10,000,000	0
Bonds - U.S. Special Revenue and Special Assessment								
880459 3L 4	TENNESSEE HSG DEV 5.000% 01/01/36		09/28/2011	Progressive Casualty Ins Co		3,786,918	3,620,000	43,742
880459 B3 5	TENNESSEE HSG DEV 4.250% 01/01/34		09/28/2011	Progressive Casualty Ins Co		1,158,752	1,150,000	11,811
880459 H6 2	TENNESSEE HSG DEV 5.000% 07/01/34		09/28/2011	Progressive Casualty Ins Co		206,880	200,000	2,417
880459 V6 6	TENNESSEE HSG DEV 5.250% 07/01/34		09/28/2011	Progressive Casualty Ins Co		1,438,322	1,360,000	17,255
880459 X2 3	TENNESSEE HSG DEV 5.125% 07/01/34		09/28/2011	Progressive Casualty Ins Co		4,182,798	4,025,000	71,914
88045R WH 1	TENNESSEE HSG DEV 4.500% 07/01/31		12/07/2011	Various		2,858,085	2,750,000	1,031
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments					13,631,755	13,105,000	148,170
8399997.	Total - Bonds - Part 3					23,917,072	23,105,000	148,170
8399998.	Total - Bonds - Summary Item from Part 5					10,468,342	10,440,000	12,539
8399999.	Total - Bonds					34,385,414	33,545,000	160,709
9999999.	Total - Bonds, Preferred and Common Stocks					34,385,414	XXX	160,709

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	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date
Bonds - U.S. Government																				
912828 JR 2	US TREASURY NOTE 3.750% 11/15/18	...	03/15/2011.	Goldman Sachs		4,741,138	4,430,000	5,066,813	4,947,112		(12,384)		(12,384)		4,934,728		(193,589)	(193,589)	55,528	11/15/2018.
0599999.	Total - Bonds - U.S. Government					4,741,138	4,430,000	5,066,813	4,947,112	0	(12,384)	0	(12,384)	0	4,934,728	0	(193,589)	(193,589)	55,528	XXX
Bonds - U.S. States, Territories and Possessions																				
605580 JM 2	MISSISSIPPI ST 5.000% 11/01/11	...	11/01/2011.	Maturity		1,415,000	1,415,000	1,487,972	1,427,184		(12,184)		(12,184)		1,415,000			0	70,750	11/01/2011.
605580 JM 2	MISSISSIPPI ST 5.000% 11/01/11	...	08/01/2011.	Progressive Investment Co Inc		440,407	435,000	457,433	438,746		(2,649)		(2,649)		436,096		4,311	4,311	16,313	11/01/2011.
821686 UX 8	SHELBY CNTY TENN 5.000% 04/01/14	...	10/19/2011.	Refunded #821686-C34 and ZW5..		10,285,317	10,000,000	10,850,600	10,372,660		(87,343)		(87,343)		10,285,317			0	500,000	04/01/2014.
821686 UY 6	SHELBY CNTY TENN 5.000% 04/01/15	...	01/27/2011.	Citicorp Securities Inc		1,071,477	950,000	1,119,347	1,107,286		(3,018)		(3,018)		1,104,267		(32,791)	(32,791)	15,833	04/01/2015.
1799999.	Total - Bonds - U.S. States, Territories & Possessions					13,212,201	12,800,000	13,915,352	13,345,876	0	(105,194)	0	(105,194)	0	13,240,680	0	(28,480)	(28,480)	602,896	XXX
Bonds - U.S. Special Revenue and Special Assessment																				
586111 GU 4	MEMPHIS-SHELBY TENN ARP 5.500% 03/01/12.	...	03/14/2011.	Call 100.0000		820,000	820,000	875,309	822,261		(2,261)		(2,261)		820,000			0	24,179	03/01/2011.
592098 VM 6	MET GOVT CNTY TN W&S 7.700% 01/01/12	...	01/01/2011.	Call 100.0000		1,720,000	1,720,000	1,847,693	1,777,814		(57,814)		(57,814)		1,720,000			0	66,220	01/01/2012.
60535G AX 0	MISSISSIPPI HOME CORP 4.500% 12/01/31	...	12/01/2011.	Call 100.6474		120,777	120,000	129,323	129,212		(8,435)		(8,435)		120,777			0	4,380	12/01/2020.
60535M A4 1	MISSISSIPPI HOME CORP 5.500% 06/01/36	...	12/01/2011.	Call 100.0000		235,000	235,000	252,684	242,352		(7,352)		(7,352)		235,000			0	6,669	08/01/2014.
60535M YY 9	MISSISSIPPI HOME CORP 4.750% 12/01/34	...	12/01/2011.	Call 100.0000		395,000	395,000	397,086	396,017		(1,017)		(1,017)		395,000			0	9,698	08/01/2014.
880459 3L 4	TENNESSEE HSG DEV 5.000% 01/01/36	...	10/01/2011.	Call 100.0000		705,000	705,000	733,320	717,543		(12,543)		(12,543)		705,000			0	29,661	07/01/2015.
880459 V6 6	TENNESSEE HSG DEV 5.250% 07/01/34	...	10/01/2011.	Call 100.0000		880,000	880,000	924,334	896,296		(16,296)		(16,296)		880,000			0	41,784	01/01/2014.
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments					4,875,777	4,875,000	5,159,749	4,981,495	0	(105,718)	0	(105,718)	0	4,875,777	0	0	0	182,591	XXX
8399997.	Total - Bonds - Part 4					22,829,116	22,105,000	24,141,914	23,274,483	0	(223,296)	0	(223,296)	0	23,051,185	0	(222,069)	(222,069)	841,015	XXX
8399998.	Total - Bonds - Summary Item from Part 5					10,706,084	10,440,000	10,468,342			(8,717)		(8,717)		10,459,625		246,459	246,459	55,406	XXX
8399999.	Total - Bonds					33,535,200	32,545,000	34,610,256	23,274,483	0	(232,013)	0	(232,013)	0	33,510,810	0	24,390	24,390	896,421	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					33,535,200	XXX	34,610,256	23,274,483	0	(232,013)	0	(232,013)	0	33,510,810	0	24,390	24,390	896,421	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	Foreign	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
Bonds - U.S. Government																				
912828 QA 1	US TREASURY NOTE 2.250% 03/31/16		04/01/2011	Various	08/01/2011	Various	5,000,000	4,987,500	5,188,498	4,987,989		489		489			200,509	200,509	27,495	1,230
912828 QJ 2	US TREASURY NOTE 2.125% 02/29/16		03/25/2011	Various	07/20/2011	Various	5,200,000	5,231,547	5,277,586	5,231,636		89		89			45,950	45,950	18,686	6,184
0599999.	Total - Bonds - U.S. Government						10,200,000	10,219,047	10,466,084	10,219,625	0	578	0	578	0	0	246,459	246,459	46,181	7,414
Bonds - U.S. Special Revenue and Special Assessment																				
880459 X2 3	TENNESSEE HSG DEV 5.125% 07/01/34		06/01/2011	Progressive Casualty Ins Co	10/01/2011	Call 100.0000	240,000	249,295	240,000	240,000		(9,295)		(9,295)				0	9,225	5,125
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments						240,000	249,295	240,000	240,000	0	(9,295)	0	(9,295)	0	0	0	0	9,225	5,125
8399998.	Total - Bonds						10,440,000	10,468,342	10,706,084	10,459,625	0	(8,717)	0	(8,717)	0	0	246,459	246,459	55,406	12,539
9999999.	Total - Bonds, Preferred and Common Stocks							10,468,342	10,706,084	10,459,625	0	(8,717)	0	(8,717)	0	0	246,459	246,459	55,406	12,539

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1	2	3	4	5	6	7	8	Stock of Such Company Owned by Insurer on Statement Date	
								9	10
CUSIP Identifi-cation	Description Name of Subsidiary, Controlled or Affiliated Company	Foreign	NAIC Company Code or Alien Insurer Identification Number	NAIC Valuation Method (See SVO Purposes and Procedures Manual)	Do Insurer's Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	Total Amount of Such Intangible Assets	Book/Adjusted Carrying Value	Number of Shares	% 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	2	3	4	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5	6
CUSIP Identifi-cation	Name of Lower-Tier Company	Name of Company Listed in Section 1 Which Controls Lower-Tier Company	Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Number of Shares	% 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	Foreign	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
Bonds - U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivision - Issuer Obligations																				
	MET GOVT CNTY TN WTR & SWR REV		..	08/01/2011.	Progressive Investment Co Inc	01/01/2012.	2,720,000		(79,696)			2,720,000	2,799,696	104,720		7.700	0.645	JJ		17,453
2599999. U.S. Special Revenue & Special Assessment Obligations - Issuer Obligations							2,720,000	0	(79,696)	0	0	2,720,000	2,799,696	104,720	0	XXX	XXX	XXX	0	17,453
3199999. Total - U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations							2,720,000	0	(79,696)	0	0	2,720,000	2,799,696	104,720	0	XXX	XXX	XXX	0	17,453
Total Bonds																				
7799999. Subtotals - Issuer Obligations							2,720,000	0	(79,696)	0	0	2,720,000	2,799,696	104,720	0	XXX	XXX	XXX	0	17,453
8399999. Subtotals - Bonds							2,720,000	0	(79,696)	0	0	2,720,000	2,799,696	104,720	0	XXX	XXX	XXX	0	17,453
9199999. Total - Short-Term Investments							2,720,000	0	(79,696)	0	0	XXX	2,799,696	104,720	0	XXX	XXX	XXX	0	17,453

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

SCHEDULE E - PART 1 - CASH

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Year	5 Amount of Interest Accrued December 31 of Current Year	6 Balance	7 *
Open Depositories						
CITIBANK..... NEW YORK, NY.....	.....	.....	.....	.....	.....	XXX
0199999. Total - Open Depositories.....	.XXX...	.....XXX.....	0	0	0	XXX..
0399999. Total Cash on Deposit.....	.XXX...	.....XXX.....	0	0	0	XXX..
0599999. Total Cash.....	.XXX...	.....XXX.....	0	0	0	XXX..

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

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

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits for the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama AL						
2. Alaska AK						
3. Arizona AZ						
4. Arkansas AR						
5. California CA						
6. Colorado CO						
7. Connecticut CT						
8. Delaware DE						
9. District of Columbia DC						
10. Florida FL						
11. Georgia GA						
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						
23. Michigan MI						
24. Minnesota MN						
25. Mississippi MS						
26. Missouri MO						
27. Montana MT						
28. Nebraska NE						
29. Nevada NV						
30. New Hampshire NH						
31. New Jersey NJ						
32. New Mexico NM						
33. New York NY						
34. North Carolina NC						
35. North Dakota ND						
36. Ohio OH	B	Collateral for Insurance Underwriting	528,640	565,113		
37. Oklahoma OK						
38. Oregon OR						
39. Pennsylvania PA						
40. Rhode Island RI						
41. South Carolina SC						
42. South Dakota SD						
43. Tennessee TN						
44. Texas TX						
45. Utah UT						
46. Vermont VT						
47. Virginia VA						
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	528,640	565,113	0	0
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for line 58 from overflow page	XXX	XXX	0	0	0	0
5899. Total (Lines 5801 thru 5803+5898) (Line 58 above)	XXX	XXX	0	0	0	0

2011 ALPHABETICAL INDEX -- PROPERTY & CASUALTY ANNUAL STATEMENT BLANK

Assets	2	Schedule P–Part 2H–Section 1–Other Liability–Occurrence	56
Cash Flow	5	Schedule P–Part 2H–Section 2–Other Liability–Claims–Made	56
Exhibit of Capital Gains (Losses)	12	Schedule P–Part 2I–Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary, Theft)	57
Exhibit of Net Investment Income	12	Schedule P–Part 2J–Auto Physical Damage	57
Exhibit of Nonadmitted Assets	13	Schedule P–Part 2K–Fidelity, Surety	57
Exhibit of Premiums and Losses (State Page)	19	Schedule P–Part 2L–Other (Including Credit, Accident and Health)	57
Five-Year Historical Data	17	Schedule P–Part 2M–International	57
General Interrogatories	15	Schedule P–Part 2N–Reinsurance – Nonproportional Assumed Property	58
Jurat Page	1	Schedule P–Part 2O–Reinsurance – Nonproportional Assumed Liability	58
Liabilities, Surplus and Other Funds	3	Schedule P–Part 2P–Reinsurance – Nonproportional Assumed Financial Lines	58
Notes To Financial Statements	14	Schedule P–Part 2R–Section 1–Products Liability–Occurrence	59
Overflow Page For Write-ins	98	Schedule P–Part 2R–Section 2–Products Liability–Claims-Made	59
Schedule A–Part 1	E01	Schedule P–Part 2S–Financial Guaranty/Mortgage Guaranty	59
Schedule A–Part 2	E02	Schedule P–Part 2T–Warranty	59
Schedule A–Part 3	E03	Schedule P–Part 3A–Homeowners/Farmowners	60
Schedule A–Verification Between Years	SI02	Schedule P–Part 3B–Private Passenger Auto Liability/Medical	60
Schedule B–Part 1	E04	Schedule P–Part 3C–Commercial Auto/Truck Liability/Medical	60
Schedule B–Part 2	E05	Schedule P–Part 3D–Workers' Compensation	60
Schedule B–Part 3	E06	Schedule P–Part 3E–Commercial Multiple Peril	60
Schedule B–Verification Between Years	SI02	Schedule P–Part 3F–Section 1 –Medical Professional Liability–Occurrence	61
Schedule BA–Part 1	E07	Schedule P–Part 3F–Section 2–Medical Professional Liability–Claims-Made	61
Schedule BA–Part 2	E08	Schedule P–Part 3G–Special Liability (Ocean Marine, Aircraft (All Perils), Boiler & Machinery)	61
Schedule BA–Part 3	E09	Schedule P–Part 3H–Section 1–Other Liability–Occurrence	61
Schedule BA–Verification Between Years	SI03	Schedule P–Part 3H–Section 2–Other Liability–Claims-Made	61
Schedule D–Part 1	E10	Schedule P–Part 3I–Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary, Theft)	62
Schedule D–Part 1A–Section 1	SI05	Schedule P–Part 3J–Auto Physical Damage	62
Schedule D–Part 1A–Section 2	SI08	Schedule P–Part 3K–Fidelity/Surety	62
Schedule D–Part 2–Section 1	E11	Schedule P–Part 3L–Other (Including Credit, Accident and Health)	62
Schedule D–Part 2–Section 2	E12	Schedule P–Part 3M–International	62
Schedule D–Part 3	E13	Schedule P–Part 3N–Reinsurance – Nonproportional Assumed Property	63
Schedule D–Part 4	E14	Schedule P–Part 3O–Reinsurance – Nonproportional Assumed Liability	63
Schedule D–Part 5	E15	Schedule P–Part 3P–Reinsurance – Nonproportional Assumed Financial Lines	63
Schedule D–Part 6–Section 1	E16	Schedule P–Part 3R–Section 1–Products Liability–Occurrence	64
Schedule D–Part 6–Section 2	E16	Schedule P–Part 3R–Section 2–Products Liability–Claims-Made	64
Schedule D–Summary By Country	SI04	Schedule P–Part 3S–Financial Guaranty/Mortgage Guaranty	64
Schedule D–Verification Between Years	SI03	Schedule P–Part 3T–Warranty	64
Schedule DA–Part 1	E17	Schedule P–Part 4A–Homeowners/Farmowners	65
Schedule DA–Verification Between Years	SI10	Schedule P–Part 4B–Private Passenger Auto Liability/Medical	65
Schedule DB–Part A–Section 1	E18	Schedule P–Part 4C–Commercial Auto/Truck Liability/Medical	65
Schedule DB–Part A–Section 2	E19	Schedule P–Part 4D–Workers' Compensation	65
Schedule DB–Part A–Verification Between Years	SI11	Schedule P–Part 4E–Commercial Multiple Peril	65
Schedule DB–Part B–Section 1	E20	Schedule P–Part 4F–Section 1–Medical Professional Liability–Occurrence	66
Schedule DB–Part B–Section 2	E21	Schedule P–Part 4F–Section 2–Medical Professional Liability–Claims-Made	66
Schedule DB–Part B–Verification Between Years	SI11	Schedule P–Part 4G–Special Liability (Ocean Marine, Aircraft (All Perils), Boiler & Machinery)	66
Schedule DB–Part C–Section 1	SI12	Schedule P–Part 4H–Section 1–Other Liability–Occurrence	66
Schedule DB–Part C–Section 2	SI13	Schedule P–Part 4H–Section 2–Other Liability–Claims-Made	66
Schedule DB–Part D	E22	Schedule P–Part 4I–Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary & Theft)	67
Schedule DB–Verification	SI14	Schedule P–Part 4J–Auto Physical Damage	67
Schedule DL–Part 1	E23	Schedule P–Part 4K–Fidelity/Surety	67
Schedule DL–Part 2	E24	Schedule P–Part 4L–Other (Including Credit, Accident and Health)	67
Schedule E–Part 1–Cash	E25	Schedule P–Part 4M–International	67
Schedule E–Part 2–Cash Equivalents	E26	Schedule P–Part 4N–Reinsurance – Nonproportional Assumed Property	68
Schedule E–Part 3–Special Deposits	E27	Schedule P–Part 4O–Reinsurance – Nonproportional Assumed Liability	68
Schedule E–Verification Between Years	SI15	Schedule P–Part 4P–Reinsurance – Nonproportional Assumed Financial Lines	68
Schedule F–Part 1	20	Schedule P–Part 4R–Section 1–Products Liability–Occurrence	69
Schedule F–Part 2	21	Schedule P–Part 4R–Section 2–Products Liability–Claims-Made	69
Schedule F–Part 3	22	Schedule P–Part 4S–Financial Guaranty/Mortgage Guaranty	69
Schedule F–Part 4	23	Schedule P–Part 4T–Warranty	69
Schedule F–Part 5	24	Schedule P–Part 5A–Homeowners/Farmowners	70
Schedule F–Part 6	25	Schedule P–Part 5B–Private Passenger Auto Liability/Medical	71
Schedule F–Part 7	26	Schedule P–Part 5C–Commercial Auto/Truck Liability/Medical	72
Schedule F–Part 8	27	Schedule P–Part 5D–Workers' Compensation	73
Schedule H–Accident and Health Exhibit–Part 1	28	Schedule P–Part 5E–Commercial Multiple Peril	74
Schedule H–Accident and Health Exhibit–Part 2, Part 3 and Part 4	29	Schedule P–Part 5F–Medical Professional Liability–Claims-Made	76
Schedule H–Accident and Health Exhibit–Part 5–Health Claims	30	Schedule P–Part 5F–Medical Professional Liability–Occurrence	75
Schedule P–Part 1–Summary	31	Schedule P–Part 5H–Other Liability–Claims-Made	78
Schedule P–Part 1A–Homeowners/Farmowners	33	Schedule P–Part 5H–Other Liability–Occurrence	77
Schedule P–Part 1B–Private Passenger Auto Liability/Medical	34	Schedule P–Part 5R–Products Liability–Claims-Made	80
Schedule P–Part 1C–Commercial Auto/Truck Liability/Medical	35	Schedule P–Part 5R–Products Liability–Occurrence	79
Schedule P–Part 1D–Workers' Compensation	36	Schedule P–Part 5T–Warranty	81
Schedule P–Part 1E–Commercial Multiple Peril	37	Schedule P–Part 6C–Commercial Auto/Truck Liability/Medical	82
Schedule P–Part 1F–Section 1–Medical Professional Liability–Occurrence	38	Schedule P–Part 6D–Workers' Compensation	82
Schedule P–Part 1F–Section 2–Medical Professional Liability–Claims-Made	39	Schedule P–Part 6E–Commercial Multiple Peril	83
Schedule P–Part 1G-Special Liability (Ocean, Marine, Aircraft (All Perils), Boiler & Machinery)	40	Schedule P–Part 6H–Other Liability–Claims-Made	84
Schedule P–Part 1H–Section 1–Other Liability–Occurrence	41	Schedule P–Part 6H–Other Liability–Occurrence	83
Schedule P–Part 1H–Section 2–Other Liability–Claims-Made	42	Schedule P–Part 6M–International	84
Schedule P–Part 1I–Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary & Theft)	43	Schedule P–Part 6N–Reinsurance – Nonproportional Assumed Property	85
Schedule P–Part 1J–Auto Physical Damage	44	Schedule P–Part 6O–Reinsurance – Nonproportional Assumed Liability	85
Schedule P–Part 1K–Fidelity/Surety	45	Schedule P–Part 6R–Products Liability–Claims-Made	86
Schedule P–Part 1L–Other (Including Credit, Accident and Health)	46	Schedule P–Part 6R–Products Liability–Occurrence	86
Schedule P-Part 1M-International	47	Schedule P–Part 7A–Primary Loss Sensitive Contracts	87
Schedule P–Part 1N–Reinsurance – Nonproportional Assumed Property	48	Schedule P–Part 7B–Reinsurance Loss Sensitive Contracts	89
Schedule P–Part 1O–Reinsurance – Nonproportional Assumed Liability	49	Schedule P Interrogatories	91
Schedule P–Part 1P–Reinsurance – Nonproportional Assumed Financial Lines	50	Schedule T–Exhibit of Premiums Written	92
Schedule P–Part 1R–Section 1–Products Liability–Occurrence	51	Schedule T–Part 2–Interstate Compact	93
Schedule P–Part 1R–Section 2–Products Liability–Claims–Made	52	Schedule Y–Information Concerning Activities of Insurer Members of a Holding Company Group	94
Schedule P–Part 1S–Financial Guaranty/Mortgage Guaranty	53	Schedule Y–Detail of Insurance Holding Company System	95
Schedule P–Part 1T–Warranty	54	Schedule Y–Part 2–Summary of Insurer's Transactions With Any Affiliates	96
Schedule P–Part 2, Part 3 and Part 4 - Summary	32	Statement of Income	4
Schedule P–Part 2A–Homeowners/Farmowners	55	Summary Investment Schedule	SI01
Schedule P–Part 2B–Private Passenger Auto Liability/Medical	55	Supplemental Exhibits and Schedules Interrogatories	97
Schedule P–Part 2C–Commercial Auto/Truck Liability/Medical	55	Underwriting and Investment Exhibit Part 1	6
Schedule P–Part 2D–Workers' Compensation	55	Underwriting and Investment Exhibit Part 1A	7
Schedule P–Part 2E–Commercial Multiple Peril	55	Underwriting and Investment Exhibit Part 1B	8
Schedule P–Part 2F–Section 1–Medical Professional Liability–Occurrence	56	Underwriting and Investment Exhibit Part 2	9
Schedule P–Part 2F–Section 2–Medical Professional Liability–Claims–Made	56	Underwriting and Investment Exhibit Part 2A	10
Schedule P–Part 2G–Special Liability (Ocean Marine, Aircraft (All Perils), Boiler & Machinery)	56	Underwriting and Investment Exhibit Part 3	11