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

QUARTERLY STATEMENT

As of September 30, 2012

of the Condition and Affairs of the

PROGRESSIVE CASUALTY INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) | NAIC Company Code..... 24260 | Employer's ID Number..... 34-6513736

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

Incorporated/Organized..... November 17, 1956 | Commenced Business..... December 11, 1956

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
DAVID JAMES SKOVE	PRESIDENT	DANE ALLEN SHRALLOW	SECRETARY
THOMAS ALFRED KING	TREASURER		

OTHER

PETER JAMES ALBERT	(VICE PRESIDENT)	MARY BETH ANDREANO	(VICE PRESIDENT)
KAREN MARIE BARONE	(VICE PRESIDENT)	WILLIAM THOMAS CASSELLA	(VICE PRESIDENT)
KATHLEEN MARY CERNY	(ASST. SECRETARY)	MICHAEL VINCENT ESPOSITO #	(VICE PRESIDENT)
SARAH ELIZABETH FRYE	(VICE PRESIDENT)	TIMOTHY RAYMOND GAUDING #	(VICE PRESIDENT)
JAMES EDWARD GLENN JR.	(VICE PRESIDENT)	JULIA KATHERINE HORNACK	(VICE PRESIDENT)
RICHARD ASHTON HUTCHINSON	(VICE PRESIDENT)	JOHN CHARLES JONES	(VICE PRESIDENT)
JAMES LEE KUSMER	(ASST. TREASURER)	RONALD PAUL MAROTTO	(VICE PRESIDENT)
ROBERT RICHARD NICOLAY, III	(VICE PRESIDENT)	CARRIE FISHER RADIVOYEVITCH	(VICE PRESIDENT)
DAVID LLOYD PRATT	(VICE PRESIDENT)	RAYMOND MARVIN VOELKER	(VICE PRESIDENT)
DANIEL JOSEPH WITALEC	(VICE PRESIDENT)		

DIRECTORS OR TRUSTEES

KAREN MARIE BARONE	THOMAS HUDSON HOLLYER	KATHRYN MARGARET LEMIEUX	DANIEL PETER MASCARO
MARK DONALD NIEHAUS	DAVID LLOYD PRATT	DAVID JAMES SKOVE	

State of........ OHIO
County of..... CUYAHOGA

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
DAVID JAMES SKOVE	KATHLEEN MARY CERNY	JAMES LEE KUSMER
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	ASSISTANT SECRETARY	ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 8TH day of NOVEMBER, 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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	1,537,032,030		1,537,032,030	1,313,033,532
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	1,990,023,043		1,990,023,043	1,842,926,991
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	485,859,956		485,859,956	475,017,834
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)	8,237,409		8,237,409	7,440,940
5. Cash ($.....132,185,372), cash equivalents ($.....622,878,903) and short-term investments ($.....75,789,988)	830,854,263		830,854,263	611,742,483
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	101,338,722	100,000	101,238,722	2,480
9. Receivables for securities	7,064,168		7,064,168	21,493,617
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	4,960,409,591	100,000	4,960,309,591	4,271,657,877
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	13,109,050		13,109,050	13,292,149
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	123,190,724	12,503,491	110,687,233	103,071,962
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	624,205,488		624,205,488	546,361,594
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	26,105,837		26,105,837	34,815,521
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	115,160,263		115,160,263	132,712,574
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	95,669,327	73,372,719	22,296,608	21,671,013
21. Furniture and equipment, including health care delivery assets ($..........0)	68,937,599	68,937,599	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates			0	
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	68,555,843	60,818,476	7,737,367	6,351,254
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	6,095,343,722	215,732,285	5,879,611,437	5,129,933,944
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	6,095,343,722	215,732,285	5,879,611,437	5,129,933,944

DETAILS OF WRITE-INS

	1	2	3	4
1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. EQUITIES AND DEPOSITS IN POOLS AND ASSOCIATIONS	4,786,689		4,786,689	3,840,159
2502. STATE UNEARNED SURCHARGE RECOVERABLE	1,354,074		1,354,074	1,239,569
2503. STATE TAX CREDITS	885,000		885,000	395,345
2598. Summary of remaining write-ins for Line 25 from overflow page	61,530,080	60,818,476	711,604	876,181
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	68,555,843	60,818,476	7,737,367	6,351,254

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....759,220,696)	1,507,999,057	1,399,143,962
2.	Reinsurance payable on paid losses and loss adjustment expenses	231,278,995	230,114,238
3.	Loss adjustment expenses	304,783,669	295,101,205
4.	Commissions payable, contingent commissions and other similar charges	5,651,164	6,342,113
5.	Other expenses (excluding taxes, licenses and fees)	217,026,352	146,442,527
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	30,481,499	32,133,393
7.1	Current federal and foreign income taxes (including $.....9,722,717 on realized capital gains (losses))	29,367,080	15,902,855
7.2	Net deferred tax liability		
8.	Borrowed money $..........0 and interest thereon $..........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....1,456,173,047 and including warranty reserves of $..........0 and accrued accident and health experience rating refunds including $..........0 for medical loss ratio rebate per the Public Health Service Act	1,392,995,933	1,240,175,199
10.	Advance premium	6,431,691	4,591,393
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	11,829,150	(36,669,873)
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others	1,596,938	3,738,429
15.	Remittances and items not allocated		
16.	Provision for reinsurance		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	59,371,502	47,448,946
19.	Payable to parent, subsidiaries and affiliates	486,629,411	310,366,662
20.	Derivatives		
21.	Payable for securities	85,647,040	63,861,545
22.	Payable for securities lending		
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $..........0 and interest thereon $..........0		
25.	Aggregate write-ins for liabilities	9,493,065	11,370,292
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	4,380,582,546	3,770,062,886
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	4,380,582,546	3,770,062,886
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,000	3,000,000
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	807,956,043	793,997,233
35.	Unassigned funds (surplus)	688,072,848	562,873,825
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $..........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $..........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	1,499,028,891	1,359,871,058
38.	Totals	5,879,611,437	5,129,933,944

DETAILS OF WRITE-INS

2501.	OTHER LIABILITIES	8,661,536	10,384,055
2502.	ESCHEATABLE PROPERTY	788,688	936,483
2503.	UNEARNED FEE RESERVE	42,841	49,754
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	9,493,065	11,370,292
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....662,461,485)	636,650,564	585,413,068	785,365,617
1.2 Assumed (written $.....6,282,205,540)	6,005,619,005	5,681,657,648	7,599,365,012
1.3 Ceded (written $.....3,542,274,823)	3,392,698,100	3,206,974,355	4,289,474,216
1.4 Net (written $.....3,402,392,202)	3,249,571,469	3,060,096,361	4,095,256,413
DEDUCTIONS:			
2. Losses incurred (current accident year $.....2,088,797,500):			
2.1 Direct	415,724,459	358,774,453	479,781,353
2.2 Assumed	3,888,659,107	3,483,565,326	4,691,708,825
2.3 Ceded	2,198,555,901	1,968,545,309	2,648,776,254
2.4 Net	2,105,827,665	1,873,794,470	2,522,713,924
3. Loss adjustment expenses incurred	343,194,986	316,199,604	423,953,385
4. Other underwriting expenses incurred	715,729,047	690,102,012	911,894,062
5. Aggregate write-ins for underwriting deductions	0	116	120
6. Total underwriting deductions (Lines 2 through 5)	3,164,751,698	2,880,096,202	3,858,561,491
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	84,819,771	180,000,159	236,694,922
INVESTMENT INCOME			
9. Net investment income earned	53,061,247	54,185,445	424,337,068
10. Net realized capital gains (losses) less capital gains tax of $.....13,229,578	14,087,065	75,471	(1,205,871)
11. Net investment gain (loss) (Lines 9 + 10)	67,148,312	54,260,916	423,131,197
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....483,835 amount charged off $.....26,149,527)	(25,665,692)	(23,219,766)	(31,056,701)
13. Finance and service charges not included in premiums	11,586,048	10,085,746	13,571,840
14. Aggregate write-ins for miscellaneous income	17,125,064	13,768,868	21,416,651
15. Total other income (Lines 12 through 14)	3,045,420	634,848	3,931,790
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	155,013,503	234,895,923	663,757,909
17. Dividends to policyholders			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	155,013,503	234,895,923	663,757,909
19. Federal and foreign income taxes incurred	60,533,278	89,469,550	106,953,866
20. Net income (Line 18 minus Line 19) (to Line 22)	94,480,225	145,426,373	556,804,043
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	1,359,871,058	1,333,461,680	1,333,461,680
22. Net income (from Line 20)	94,480,225	145,426,373	556,804,043
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....25,575,706	164,375,656	3,867,959	(260,341,386)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	8,905,864	8,240,928	1,732,624
27. Change in nonadmitted assets	30,798,405	30,391,398	21,119,386
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in	13,958,810	11,371,207	16,105,155
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders	(175,000,000)	(210,000,000)	(303,000,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	1,638,873	(163,667)	(6,010,444)
38. Change in surplus as regards policyholders (Lines 22 through 37)	139,157,833	(10,865,802)	26,409,378
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	1,499,028,891	1,322,595,878	1,359,871,058

DETAILS OF WRITE-INS

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS)		116	120
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	116	120
1401. FINANCE AND SERVICE CHARGE REVENUE ASSUMED	13,307,630	12,625,376	16,963,274
1402. MISCELLANEOUS INCOME	4,057,373	1,215,020	4,436,923
1403. SERVICE BUSINESS REVENUE	326,271	386,086	509,980
1498. Summary of remaining write-ins for Line 14 from overflow page	(566,210)	(457,614)	(493,526)
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	17,125,064	13,768,868	21,416,651
3701. CHANGE IN ELIMINATION IN DEFERRED UNREALIZED GAIN PER SSAP 25	1,638,873	(163,667)	(6,010,444)
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	1,638,873	(163,667)	(6,010,444)

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	3,365,423,804	3,178,899,619	4,108,382,948
2.	Net investment income	100,880,453	109,774,806	496,285,688
3.	Miscellaneous income	4,379,129	1,007,666	4,649,449
4.	Total (Lines 1 through 3)	3,470,683,386	3,289,682,091	4,609,318,085
5.	Benefit and loss related payments	1,987,098,129	1,823,170,210	2,456,427,576
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	981,000,587	960,638,211	1,344,622,718
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....1,931,848 tax on capital gains (losses)	60,298,631	62,712,546	110,441,370
10.	Total (Lines 5 through 9)	3,028,397,347	2,846,520,967	3,911,491,664
11.	Net cash from operations (Line 4 minus Line 10)	442,286,040	443,161,124	697,826,421
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	403,692,004	609,374,892	1,055,904,091
	12.2 Stocks	130,740,202	40,231,811	69,233,628
	12.3 Mortgage loans			
	12.4 Real estate	554,450		
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		321	321
	12.7 Miscellaneous proceeds	36,214,944	48,459,823	59,507,892
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	571,201,600	698,066,847	1,184,645,932
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	657,048,937	1,210,483,564	1,504,236,033
	13.2 Stocks	68,927,971	17,379,409	98,318,381
	13.3 Mortgage loans			
	13.4 Real estate	23,199,311	7,065,685	11,059,369
	13.5 Other invested assets	100,147,935		
	13.6 Miscellaneous applications			21,413,880
	13.7 Total investments acquired (Lines 13.1 to 13.6)	849,324,154	1,234,928,658	1,635,027,663
14.	Net increase (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(278,122,554)	(536,861,811)	(450,381,731)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock	13,958,810	11,371,207	16,105,155
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	175,000,000	210,000,000	303,000,000
	16.6 Other cash provided (applied)	215,989,484	121,385,852	103,735,183
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	54,948,294	(77,242,941)	(183,159,662)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	219,111,780	(170,943,628)	64,285,028
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	611,742,483	547,457,455	547,457,455
	19.2 End of period (Line 18 plus Line 19.1)	830,854,263	376,513,827	611,742,483

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

20.0001				

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

2. Accounting Changes and Corrections of Errors

No significant change

3. Business Combinations and Goodwill

No significant change

4. Discontinued Operations

No significant change

5. Investments

D. Loan-Backed Securities

Under SSAP No. 43R, the Company analyzes its structured debt securities to determine if the Company intends to sell, or if it is more likely than not that the Company will be required to sell, the security prior to recovery and, if so, the Company writes down the security to its current fair market value with the entire amount of the write-down recorded as a realized loss. To the extent that it is more likely than not that the Company will hold the debt security until recovery (which could be maturity), the Company determines if any of the decline in value is due to a credit loss (i.e., where the present value of cash flows expected to be collected is lower than the amortized cost basis of the security) and, if so, the Company recognizes that portion of the impairment as a realized loss.

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

As of September 30, 2012, the Company did not intend to sell the loan-backed or structured debt securities on which a credit loss was recognized, and determined that it is more likely than not that the Company will not be required to sell the securities prior to the recovery (which could be maturity) of their respective cost basis.

The following table shows, as of September 30, 2012, the Company's other-than-temporary impairment for loan-backed and structured debt securities since the adoption of SSAP No. 43R.

CUSIP	Amortized cost before current period other-than-temporary impairment	Projected Cash Flows	Recognized other-than-temporary Impairment	Amortized Cost after other-than-temporary Impairment	Fair Value at time of other-than-temporary impairment	Financial Statement date when other-than-temporary impairment was reported
362341YF0	$ 11,225,309	$ 10,559,918	$ 665,391	$ 10,559,918	$ 2,037,150	2009 - Q3
74436JGM3	630,998	602,254	28,744	602,254	511,510	2009 - Q4
33736XBN8	350,135	285,557	64,578	285,557	199,853	2010 - Q1
69348HCR7	471,474	446,486	24,988	446,486	359,475	2010 - Q1
74436JGM3	695,598	434,752	260,846	434,752	424,608	2010 - Q1
33736XBN8	174,522	101,351	73,171	101,351	95,031	2010 - Q2
362341YF0	10,980,737	8,368,064	2,612,673	8,368,064	6,873,600	2010 - Q2
743873BL4	4,410,578	4,224,959	185,619	4,224,959	4,224,959	2010 - Q2
74436JGM3	712,556	434,428	278,128	434,428	343,299	2010 - Q2
93934DAA5	598,338	582,428	15,910	582,428	464,522	2010 - Q2
161505GN6	115,037	59,481	55,556	59,481	59,481	2010 - Q3
20046PAG3	128,183	34,995	93,188	34,995	34,995	2010 - Q3
52108HCS1	52,569	44,203	8,366	44,203	32,167	2010 - Q3
69348HCR7	352,270	283,589	68,681	283,589	283,589	2010 - Q3
74436JGM3	402,096	183,178	218,918	183,178	183,178	2011 - Q1
93934DAA5	331,364	281,715	49,649	281,715	281,715	2011 - Q1
07387AGH2	2,469,912	2,412,088	57,824	2,412,088	2,412,088	2011 - Q2
94980QAA7	2,692,993	2,559,994	132,999	2,559,994	2,533,217	2011 - Q2
743873BL4	3,301,245	3,211,663	89,582	3,211,663	3,213,711	2011 - Q3
07387AGH2	2,408,295	2,263,061	145,234	2,263,061	2,128,357	2011 - Q4
045424FJ2	202,869	178,242	24,627	178,242	178,242	2012 - Q2
Total	XXX	XXX	$ 5,154,672	XXX	XXX	XXX

As of September 30, 2012, the Company had $621,296 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

The following table shows, as of September 30, 2012, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position:

Fair Market Value	Unrealized Loss	Losses less than 12 Months	Losses greater than 12 months	Fair Market Value of losses less than 12 months	Fair Market Value of losses greater than 12 months
$ 68,585,861	$ 621,296	$ 7,936	$ 613,360	$ 20,873,713	$ 47,712,148

F. Real Estate

At September 30, 2012, the Company has various property holdings classified as “Property Held for Sale” that are measured at the lower of their book value or fair market value. The properties are presently being marketed.

Effective August 15, 2012, the Company sold excess land located in Douglasville, Georgia, to a third party for a reported value of $361,098 (Schedule A, Part 3, Column 14). In accordance with SSAP 40 – Real Estate Investments, the asset was classified as “Property Held for Sale,” and therefore was measured at the lower of its book value or fair value less cost to sell. The Company recorded a realized net gain on the sale of $190,152 (Schedule A, Part 3, Column 17), which is included in realized capital gains (losses).

Effective August 1, 2012, the Company sold real estate assets located in Akron, Ohio, to a third party for a reported value of $3,417 (Schedule A, Part 3, Column 14). In accordance with SSAP 40 – Real Estate Investments, the asset was classified as “Property Held for Sale,” and therefore was measured at the lower of its book value or fair value less cost to sell. The Company recorded a realized net loss on the sale of $1,617 (Schedule A, Part 3, Column 17), which is included in realized capital gains (losses).

Effective July 18, 2012, the Company sold real estate assets located in Bridgeton, Missouri, to a third party for a reported value of $3,325 (Schedule A, Part 3, Column 14). In accordance with SSAP 40 – Real Estate Investments, the asset was classified as “Property Held for Sale,” and therefore was measured at the lower of its book value or fair value less cost to sell. The Company recorded a realized net loss on the sale of $1,925 (Schedule A, Part 3, Column 17), which is included in realized capital gains (losses).

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change

7. Investment Income

No significant change

8. Derivative Instruments

No significant change

9. Income Taxes

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

1. The components of the DTA in accordance with SSAP 101, Income Taxes, are as follows:

	September 30, 2012			December 31, 2011			Change		
Description	(1) Ordinary Income	(2) Capital gain (loss)	(3) (Col 1+2) Total	(4) Ordinary Income	(5) Capital gain (loss)	(6) (Col 4+5) Total	(7) (Col 1-4) Ordinary Income	(8) (Col 2-5) Capital gain (loss)	(9) (Col 7+8) Total
(a) Gross deferred tax assets	$ 250,561,575	$ 30,398,964	$ 280,960,539	$ 249,218,454	$ 35,967,482	$ 285,185,936	$ 1,343,121	$ (5,568,518)	$ (4,225,397)
(b) Statutory valuation allowance adjustment	-	-	-	-	-	-	-	-	-
(c) Adjusted gross deferred tax assets (1a-1b)	$ 250,561,575	$ 30,398,964	$ 280,960,539	$ 249,218,454	$ 35,967,482	$ 285,185,936	$ 1,343,121	$ (5,568,518)	$ (4,225,397)
(d) Deferred tax assets nonadmitted	-	-	-	-	-	-	-	-	-
(e) Subtotal (net deferred tax assets) (1c-1d)	$ 250,561,575	$ 30,398,964	$ 280,960,539	$ 249,218,454	$ 35,967,482	$ 285,185,936	$ 1,343,121	$ (5,568,518)	$ (4,225,397)
(f) Deferred tax liabilites	63,137,418	102,662,858	165,800,276	66,693,669	85,779,693	152,473,362	(3,556,251)	16,883,165	13,326,914
(g) Net admitted deferred tax assets (1e-1f)	$ 187,424,157	$ (72,263,894)	$ 115,160,263	$ 182,524,785	$ (49,812,211)	$ 132,712,574	$ 4,899,372	$ (22,451,683)	$ (17,552,311)

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

Description	(1) September 30, 2012	(2) December 31, 2011	(3) (Col 1-2) Change
(a) Federal income tax expense (benefit)	$ 61,707,082	$ 107,178,319	$ (45,471,237)
(b) Foreign income tax expense (benefit)	-	-	-
(c) Prior year underaccrual (overaccrual)	(1,173,804)	(224,453)	(949,351)
(d) Subtotal	$ 60,533,278	$ 106,953,866	$ (46,420,588)
(e) Federal income tax (benefit) on net realized capital gains (losses)	13,153,285	(8,274,446)	21,427,731
(f) Utilization of capital loss carry-forwards	-	-	-
(g) Prior year underaccrual (overaccrual)	76,293	12,894,805	(12,818,512)
(h) Subtotal	$ 13,229,578	$ 4,620,359	$ 8,609,219
(i) Federal and Foreign income taxes incurred	$ 73,762,856	$ 111,574,225	$ (37,811,368)

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

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

Description	Tax Effect Amount	Effective Tax Rate
Provision computed at statutory rate	$ 58,885,078	35%
Exempt interest income	(1,106,874)	-1%
Dividends received deduction	(2,262,241)	-1%
Prior year underaccrual (overaccrual)	(974,359)	-1%
Impact of nonadmitted assets	10,779,442	7%
Other	(464,054)	0%
Total	$ 64,856,992	39%
Federal and foreign income taxes incurred	$ 73,762,856	
Change in net deferred income tax	(8,905,864)	
Total statutory income taxes	$ 64,856,992	

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

See Note 13

11. Debt

No significant change

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

No significant change

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

C,D,E,F.Dividends

On September 24, 2012, the Company paid a $175,000,000 ordinary cash dividend to Drive Insurance Holdings, Inc., a holding company incorporated in Delaware.

14. Contingencies

E. All Other Contingencies

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

The following is a discussion of potentially significant pending cases at September 30, 2012. Unless specifically noted, the Company does not consider a loss from these cases to be probable and is unable to estimate a range of loss, if any, at this time.

As of September 30, 2012, there was one certified class action and one putative nationwide class action lawsuit challenging the Company's use of certain automated database vendors or software to assist in the adjustment of bodily injury claims. Plaintiffs allege that these databases or software systematically undervalue the claims.

As of September 30, 2012, the Company was defending two putative statewide class action lawsuits alleging that the Company improperly steers automobile repair work to certain auto body repair shops and challenging the labor rates the Company pays to auto body repair shops.

As of September 30, 2012, the Company was defending a putative class action lawsuit alleging that the Company charged insureds for illusory underinsured and uninsured motorist coverage on multiple vehicle policies.

As of September 30, 2012, the Company was defending a putative class action lawsuit alleging that the Company failed to properly reimburse sales tax on replacement vehicles.

As of September 30, 2012, there was a putative class action lawsuit alleging that the Company failed to reimburse legal fees incurred to recover medical damages for personal injury protection benefits.

15. Leases

No significant change

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

No significant change

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

B. The Company had no wash sales of securities with the National Association of Insurance Commissioners' rating of 3 or below during the reporting period.

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

No significant change

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

No significant change

20. Fair Value Measurements

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

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

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

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

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

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

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

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

With limited exceptions, the Company's Level 3 securities are also priced externally; however, due to several factors (e.g., nature of the securities, level of activity, lack of similar securities trading to obtain observable market level inputs), these valuations are more subjective in nature. Certain private equity investments and fixed-income investments included in the Level 3 category are valued using external pricing supplemented by internal review and analysis.

Fair Value Measurements at September 30, 2012:

Asset Description	Level 1	Level 2	Level 3	Total
Bonds – Industrial & Miscellaneous	$ --	$ 8,121,981	$ --	$ 8,121,981
Common Stock – Industrial & Miscellaneous	624,289,972	--	11,243,102	635,533,074
Other Invested Assets - Industrial & Miscellaneous	--	--	101,238,722	101,238,722
Total	$ 624,289,972	$ 8,121,981	$ 112,481,824	$ 744,893,777

2. Rollforward of Level 3 Items

Asset Description	Balance at Jan. 1, 2012	Transfers into level 3	Transfers out of level 3	Total Realized Gains (Losses) included in Net Income	Total Unrealized Gains (Losses) included in Surplus	Purchases, Issuances, Sales and Settlements	Balance at September 30, 2012
Common Stock – Industrial & Miscellaneous	$ 10,198,750	$ --	$ --	$ --	$ 1,044,352	$ --	$11,243,102
Other Invested Assets - Industrial & Miscellaneous	--	--	--	--	1,088,307	100,150,415	101,238,722
Total	$ 10,198,750	$ --	$ --	$ --	$ 2,132,659	$ 100,150,415	$112,481,824

As of September 30, 2012, the Company owned one privately held equity investment in The Plymouth Rock Company. The Company has valued its shares at the most recent open market trade price. Although an independent valuation is received each year at a significant premium to our current fair value, the Company considers this conservative fair value to be more representative, taking into account illiquidity and other factors.

The Company purchased the sole-majority-limited partner interest in the Makaira Indica limited partnership. The partnership invests in exchange-traded common stocks. The investment is reported on the statutory statement BA.

The Company has an immaterial investment in QCSA Group, LLC. The investment is reported on the statutory statement BA.

3. Policy on Transfers Into and Out of Level 3

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

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

See Note 20A above.

5. Derivative Fair Values

Not applicable

B. Other Fair Value Disclosures

Not applicable

C. Reasons Not Practical to Estimate Fair Values

Not applicable

21. Other Items

H. Agents' Balances Certification, Florida Statute 625.012 (5):

At September 30, 2012, the Company reported net admitted premiums and agents' balances in course of collection of $110,687,233. Of this amount, there were no premiums due from a controlled or controlling person as defined in Florida statute 625.012 (5).

22. Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through November 9, 2012 for the statutory statement that was available for issuance by November 15, 2012.

23. Reinsurance

No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change

25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior accident years increased by $17,610,000 in 2012, which is approximately 1.0% of the total prior year net unpaid losses and LAE of $1,694,245,167. The increase is primarily due to an increase in originally anticipated severity of 1.7% for private passenger auto liability reserves for accident year 2011, partially offset by favorable development for years 2009 and prior. This increase was partially offset by a decrease in originally anticipated severity of .4% for accident year 2011 for auto physical damage.

26. Intercompany Pooling Arrangements

No significant change

27. Structured Settlements

No significant change

28. Health Care Receivables

No significant change

29. Participating Accident and Health Policies

No significant change

30. Premium Deficiency Reserves

No significant change

31. High Deductibles

No significant change

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

No significant change

33. Asbestos and Environmental Reserves

No significant change

34. Subscriber Savings Accounts

Not applicable

35. Multiple Peril Crop Insurance

No significant change

36. Financial Guaranty Insurance

No significant change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

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

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

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

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

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

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

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

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

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

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

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

6.4 By what department or departments?
OHIO

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
THE COMPANY'S CODE OF ETHICS POLICIES WERE UPDATED WITH THE FOLLOWING:
- A NEW SECTION ON ETHICAL DECISION-MAKING.
- REVISED PROVISIONS ON 1)REPORTING CONCERNS ABOUT POTENTIAL MISCONDUCT, 2)DIVERSITY AND INCLUSION, 3) SOCIAL RESPONSIBILITY, 4)PERSONAL USE OF COMPANY PROVIDED MOBILE DEVICES 5)ALCOHOLIC BEVERAGES, 6)DISCLOSURE OF MINOR TRAFFIC VIOLATIONS, AND 7)CONFLICT OF INTEREST RULES FOR CLAIMS PERSONNEL.

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

11.2 If yes, give full and complete information relating thereto:
THE COMPANY ENTERED INTO A REVERSE REPURCHASE COMMITMENT TRANSACTION AT 09/30/1012, WHEREBY THE COMPANY LOANED CASH IN THE AMOUNT OF $355,000,000 TO AN ACCREDITED BANK (BARCLAYS) AND RECEIVED $355,000,000 FAIR VALUE OF U.S. TREASURY NOTES PLEDGED AS GENERAL COLLATERAL AGAINST THE CASH BORROWED. OUR EXPOSURE TO CREDIT RISK WAS LIMITED, AS THIS INTERNALLY MANAGED TRANSACTION WAS AN OVERNIGHT ARRANGEMENT. THE INCOME GENERATED ON THIS TRANSACTION WAS CALCULATED AT THE APPLICABLE GENERAL COLLATERAL RATE ON THE VALUE OF U.S. TREASURY SECURITIES RECEIVED. (SEE SCHEDULE E - PART 2 - CASH EQUIVALENTS)

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

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

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

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	$ 0	$ 0
14.23	Common Stock	$ 1,237,612,031	$ 1,354,489,969
14.24	Short-Term Investments	$ 0	$ 0
14.25	Mortgage Loans on Real Estate	$ 0	$ 0
14.26	All Other	$ 100,000	$ 101,336,242
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 1,237,712,031	$ 1,455,826,211
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

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

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
CITIBANK, N.A.	338 GREENWICH STREET, NEW YORK, NY 10013
STATE STREET	801 PENNSYLVANIA AVE, KANSAS CITY, MO 64105
RBC INVESTOR SERVICES TRUST	P.O. BOX 7500-STATION A, TORONTO, ON M5W 1P9

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
NONE		

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

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

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

PART 1 - INVESTMENT

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
30107	STATE STREET GLOBAL MARKETS, LLC	225 FRANKLIN ST BOSTON, MA 02110
105466	BECK, MACK & OLIVER LLC	360 MADISON AVE, NEW YORK, NY 10017
153729	MAKAIRA PARTNERS, LLC	4747 EXECUTIVE DRIVE, SAN DIEGO, CA 92121

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

17.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [ ] No [X] N/A [ ]
   If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [ ] No [X]
   If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [ ] No [X]

3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? Yes [ ] No [X]

4.2 If yes, complete the following schedule:

1	2	3	Total Discount				Discount Taken During Period			
			4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Disc. Rate	Unpaid Losses	Unpaid LAE	IBNR	Total	Unpaid Losses	Unpaid LAE	IBNR	Total
	....	....	....	....	....	0	....	....	....	0
Total.....................................	........XXX...	........XXX........	0	0	0	0	0	0	0	0

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

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

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

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

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
States, Etc.	Active Status	2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama AL	L	(1)	8,923	370,087	918,053	1,054,407	648,838
2. Alaska AK	L	123,715	160,539	66,622	380,896	280,798	290,337
3. Arizona AZ	L	16,942,912	17,464,035	9,958,362	8,955,726	6,192,622	5,843,980
4. Arkansas AR	L	1,947,166	2,206,294	1,638,044	1,138,602	759,243	1,461,797
5. California CA	L	24,725,358	27,474,352	23,996,855	20,516,550	10,232,920	22,418,435
6. Colorado CO	L	8,001,479	9,174,195	4,748,638	6,060,499	4,026,178	4,178,882
7. Connecticut CT	L	85,076,198	88,824,915	52,954,385	55,106,423	62,364,660	63,177,300
8. Delaware DE	L			27,923	95,963	190,133	301,748
9. District of Columbia DC	L	5,189,754	5,134,067	2,405,983	2,371,115	2,277,720	2,039,460
10. Florida FL	L		218,370	188,130	420,999	1,956,396	2,656,550
11. Georgia GA	L	(609)	25,986	2,866,163	16,625	978,471	3,068,899
12. Hawaii HI	L	14,317,831	15,929,084	6,524,291	7,931,148	4,625,427	5,220,602
13. Idaho ID	L		(5)	36,466	(500,312)	143,540	165,870
14. Illinois IL	L	1,011,767	1,244,239	869,977	1,291,495	2,416,304	1,934,656
15. Indiana IN	L	96,909	75,916	152,457	1,084,850	434,904	1,239,927
16. Iowa IA	L	18,062	39,583	619,700	475,564	932,933	1,545,613
17. Kansas KS	L	91,756	82,312	179,507	44,244	146,719	546,886
18. Kentucky KY	L	62,529,375	59,995,062	42,839,569	38,323,507	28,875,571	25,502,825
19. Louisiana LA	L	4,075	424,667	427,827	282,987	781,716	850,151
20. Maine ME	L	1,197,602	1,396,577	835,482	2,007,505	891,086	1,129,223
21. Maryland MD	L	18,642,848	17,162,130	9,645,645	8,518,780	13,325,949	13,643,397
22. Massachusetts MA	L	5,230,792	5,168,867	4,470,154	2,907,024	5,164,304	7,272,073
23. Michigan MI	L		36,627	294,905	353,928	2,810,708	3,032,864
24. Minnesota MN	L	4,035,281	4,132,045	2,395,769	2,336,684	1,763,939	1,680,682
25. Mississippi MS	L	3,139	5,347	247,091	1,030	819,557	1,280,762
26. Missouri MO	L	80,922,858	58,122,568	40,759,774	24,202,649	26,179,517	13,150,018
27. Montana MT	L	386,070	481,046	151,966	978,904	204,813	561,632
28. Nebraska NE	L	27,391	4,981	9,811	3,264	138,702	146,087
29. Nevada NV	L	1,391,356	1,614,545	2,006,395	3,820,115	3,619,027	4,215,498
30. New Hampshire NH	L	103,701	109,082	23,163	85,632	262,237	282,452
31. New Jersey NJ	L	1,742	18,000	1,161,783	907,228	1,576,804	2,085,237
32. New Mexico NM	L	388,252	424,776	241,150	506,987	784,996	649,330
33. New York NY	L	132,316,692	88,342,757	61,114,608	39,470,874	55,650,752	32,584,985
34. North Carolina NC	L		(9,220)	1,127,794	(6,197)	182,380	654,198
35. North Dakota ND	L		(1,371)			13,782	21,515
36. Ohio OH	L	29,952,506	34,852,193	25,438,552	22,650,600	13,524,820	14,838,276
37. Oklahoma OK	L		13,778	112,914	97,976	244,497	346,724
38. Oregon OR	L	137,205	1,532,306	3,607,913	1,658,754	502,699	2,443,219
39. Pennsylvania PA	L	12,658,735	15,992,305	9,802,868	11,965,177	9,360,361	12,040,739
40. Rhode Island RI	L	36,881,546	36,040,457	21,124,423	23,932,325	29,221,670	30,862,525
41. South Carolina SC	L		(2,552)	22,731	368,642	325,030	524,922
42. South Dakota SD	L			(1,053)	(347)	71,892	40,940
43. Tennessee TN	L		12,291	131,843	5,900	248,537	304,538
44. Texas TX	L	20,108,973	19,995,695	6,945,475	7,809,672	4,327,737	3,969,707
45. Utah UT	L	361,686	414,587	139,708	228,066	92,296	138,588
46. Vermont VT	L	1,728,456	2,060,844	1,446,659	1,443,613	1,837,850	2,355,906
47. Virginia VA	L	2,168,740	2,882,346	1,029,673	1,691,140	3,048,421	4,612,345
48. Washington WA	L	93,423,901	78,774,809	50,597,545	34,860,323	46,346,168	34,584,695
49. West Virginia WV	L	(2,924)		217,033	307,724	410,362	549,675
50. Wisconsin WI	L	320,600	408,346	105,560	240,641	355,137	396,183
51. Wyoming WY	L	(1,412)	6,560	20,266	480,176	175,759	308,301
52. American Samoa AS	N						
53. Guam GU	N					5,133	6,898
54. Puerto Rico PR	L					2,073	4,323
55. US Virgin Islands VI	E					17,714	17,641
56. Northern Mariana Islands MP	N						
57. Canada CN	L			132,640	567,574	2,590,441	2,790,766
58. Aggregate Other Alien OT	XXX	0	0	0	0	0	0
59. Totals	(a) 52	662,461,483	598,475,256	396,231,226	339,317,297	354,767,812	336,619,620

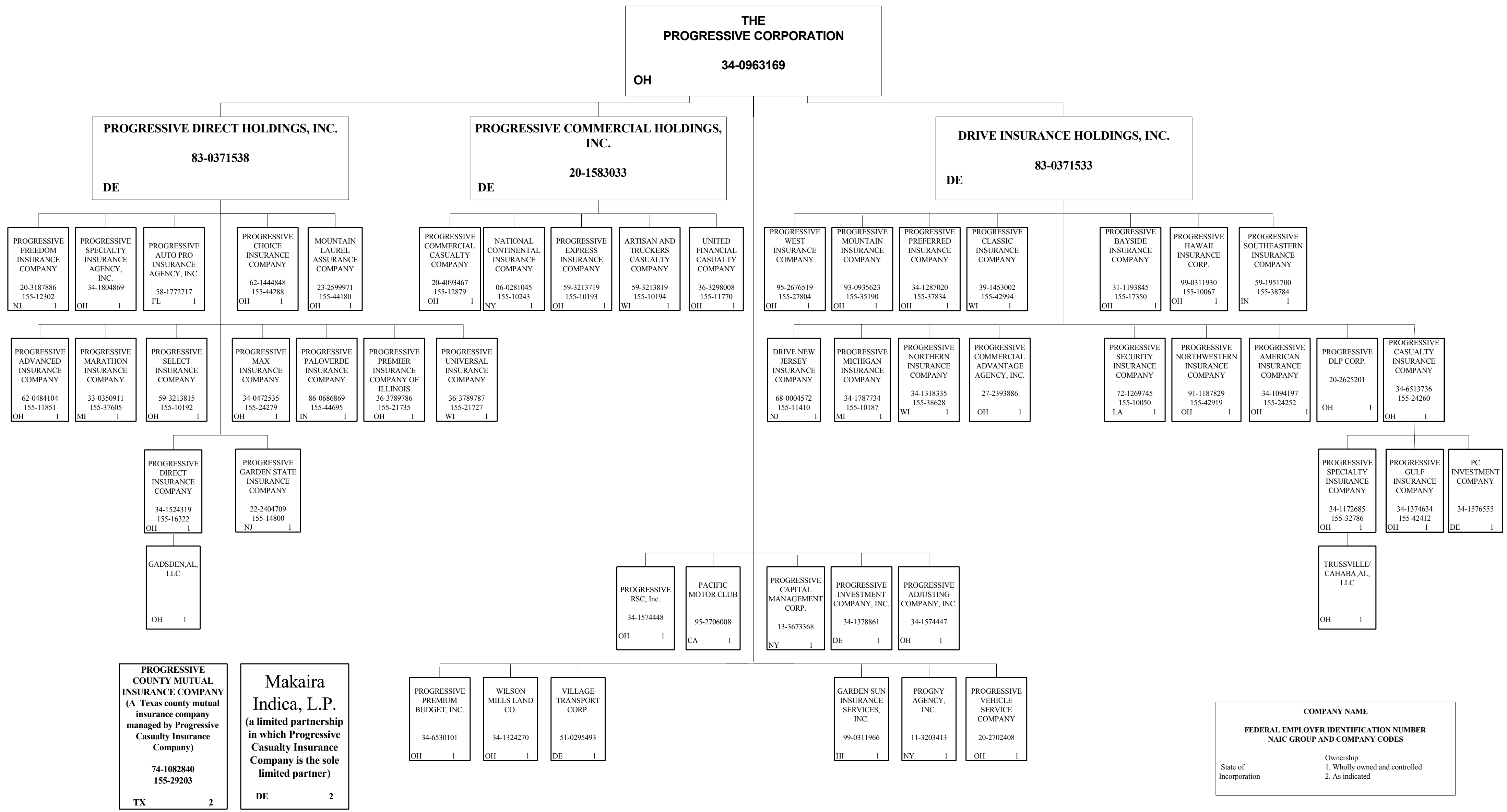
DETAILS OF WRITE-INS

5801.	XXX						
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 thru 5803 + Line 5898) (Line 58 above)	XXX	0	0	0	0	0	0

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

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

PART 1 – ORGANIZATIONAL CHART



AS OF 09/30/12

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
0155	The Progressive Insurance Group	00000	34-0963169		0000080661	New York Stock Exchange	The Progressive Corporation	OH	UIP	Board, Management	Board		The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	83-0371533				Drive Insurance Holdings, Inc.	DE	UDP	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11410	68-0004572				Drive New Jersey Insurance Company	NJ	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24252	34-1094197				Progressive American Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	17350	31-1193845				Progressive Bayside Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24260	34-6513736				Progressive Casualty Insurance Company	OH		Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1576555				PC Investment Company	DE	DS	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	29203	74-1082840				Progressive County Mutual Insurance Company	TX	IA	Progressive Casualty Insurance Company	Management		The Progressive Corporation.	2, 3
0155	The Progressive Insurance Group	42412	34-1374634				Progressive Gulf Insurance Company	OH	DS	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	32786	34-1172685				Progressive Specialty Insurance Company	OH	DS	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000					Trussville/Cahaba, AL , LLC	OH	NIA	Progressive Specialty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	42994	39-1453002				Progressive Classic Insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-2625201				Progressive DLP Corp.	OH	NIA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10067	99-0311930				Progressive Hawaii Insurance Corp.	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10187	34-1787734				Progressive Michigan Insurance Company	MI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	35190	93-0935623				Progressive Mountain Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	38628	34-1318335				Progressive Northern insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	42919	91-1187829				Progressive Northwestern Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	37834	34-1287020				Progressive Preferred Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10050	72-1269745				Progressive Security Insurance Company	LA	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	38784	59-1951700				Progressive Southeastern Insurance Company	IN	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	27804	95-2676519				Progressive West Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	27-2393886				Progressive Commercial Advantage Agency, Inc.	OH	NIA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-1583033				Progressive Commercial Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10194	59-3213819				Artisan and Truckers Casualty Company	WI	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10243	06-0281045				National Continental Insurance Company	NY	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	12879	20-4093467				Progressive Commercial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10193	59-3213719				Progressive Express Insurance Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11770	36-3298008				United Financial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	83-0371538				Progressive Direct Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44180	23-2599971				Mountain Laurel Assurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11851	62-0484104				Progressive Advanced Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	58-1772717				Progressive Auto Pro Insurance Agency, Inc.	FL	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44288	62-1444848				Progressive Choice Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	16322	34-1524319				Progressive Direct Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000					Gadsden, AL, LLC	OH	NIA	Progressive Direct Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0155	The Progressive Insurance Group	12302	20-3187886				Progressive Freedom Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	14800	22-2404709				Progressive Garden State Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	37605	33-0350911				Progressive Marathon Insurance Company	MI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24279	34-0472535				Progressive Max Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44695	86-0686869				Progressive Paloverde Insurance Company	IN	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	21735	36-3789786				Progressive Premier Insurance Company of Illinois	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10192	59-3213815				Progressive Select Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1804869				Progressive Specialty Insurance Agency, Inc.	OH	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	21727	36-3789787				Progressive Universal Insurance Company	WI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	99-0311966				Garden Sun Insurance Services, llc	HI	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	95-2706008				Pacific Motor Club	CA	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	11-3203413				PROGNY Agency, Inc.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1574447				Progressive Adjusting Company, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	13-3673368				Progressive Capital Management Corp.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1378861				Progressive Investment Company, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-6530101				Progressive Premium Budget, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1574448				Progressive RSC, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-2702408				Progressive Vehicle Service Company	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	51-0295493				Village Transport Corp.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1324270				Wilson Mills Land Co.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000					Makaira Indica, LP	CA	NIA	Progressive Casualty Insurance Company	Other		The Progressive Corporation.	1, 3, 4

Asterisk	Explanation
1	Schedule Y Part 1A is a common schedule for all companies in The Progressive Insurance Group, however column 10 requires specific relationship information relative to the reporting entity.
2	Progressive County Mutual Insurance Company is a Texas county mutual insurance company that is controlled, but not owned by Progressive Casualty Insurance Company.
3	None of the companies in The Progressive Insurance Group are Federally chartered or insured institutions and therefore, do not have Federal RSSD numbers.
4	Makaira Indica, LP is a limited partnership in which Progressive Casualty Insurance Company is the sole limited partner.

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire			0.0	
2. Allied lines			0.0	
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril	11,460,974	13,184,391	115.0	67.2
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	23,515,867	10,930,110	46.5	52.5
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made	22,384	(4)	(0.0)	(0.0)
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation		78,990	0.0	
17.1 Other liability-occurrence	11,800,446	4,720,664	40.0	32.2
17.2 Other liability-claims made	6,773,489	5,880,731	86.8	101.6
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability	366,575,577	240,506,876	65.6	59.7
19.3, 19.4 Commercial auto liability	28,052,557	14,275,608	50.9	63.5
21. Auto physical damage	185,896,984	123,382,242	66.4	62.1
22. Aircraft (all perils)			0.0	
23. Fidelity	2,353,989	2,821,366	119.9	87.6
24. Surety	198,299	(56,514)	(28.5)	(14.1)
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	
35. Totals	636,650,566	415,724,460	65.3	61.3
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril	4,154,139	11,552,945	11,822,689
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	9,919,147	28,619,607	27,408,046
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made		30,000	30,000
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	4,270,428	12,405,972	14,216,481
17.2 Other liability-claims made	45,689	(683,794)	4,467,583
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	130,774,950	383,345,504	338,112,233
19.3 19.4 Commercial auto liability	9,599,918	30,210,368	27,385,532
21. Auto physical damage	67,745,742	197,236,129	173,755,349
22. Aircraft (all perils)			
23. Fidelity	(2,442)	(271,431)	1,237,025
24. Surety	2,725	16,183	40,316
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	226,510,296	662,461,483	598,475,254
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2012 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2012 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2009 + Prior	282,203	61,329	343,532	135,713	7,100	142,813	142,250	9,719	33,691	185,659	(4,240)	(10,819)	(15,059)
2. 2010	328,597	74,864	403,461	155,483	13,970	169,452	170,794	30,113	38,626	239,532	(2,321)	7,844	5,524
3. Subtotals 2010 + Prior	610,800	136,193	746,993	291,196	21,070	312,266	313,044	39,831	72,317	425,192	(6,560)	(2,975)	(9,535)
4. 2011	722,471	224,781	947,251	411,401	69,024	480,424	324,342	76,282	93,348	493,972	13,272	13,873	27,145
5. Subtotals 2011 + Prior	1,333,271	360,973	1,694,244	702,597	90,093	792,690	637,386	116,113	165,665	919,164	6,712	10,898	17,610
6. 2012	XXX	XXX	XXX	XXX	1,537,795	1,537,795	XXX	665,660	227,958	893,618	XXX	XXX	XXX
7. Totals	1,333,271	360,973	1,694,244	702,597	1,627,888	2,330,485	637,386	781,773	393,623	1,812,782	6,712	10,898	17,610
8. Prior Year-End's Surplus As Regards Policyholders	1,359,871										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. 0.5 %	2. 3.0 %	3. 1.0 %
													Col. 13, Line 7 Line 8
													4. 1.3 %

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:

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

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

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31, Prior Year Net Admitted Assets
2504. AIPSO SUPPLEMENTAL CAIP SERVICING FEE RECEIVABLE	711,250		711,250	867,109
2505. PLIGA RECEIVABLE	354		354	9,072
2506. PREPAID EXPENSES	54,509,669	54,509,669	0	
2507. MISCELLANEOUS OTHER ASSETS	6,308,807	6,308,807	0	
2597. Summary of remaining write-ins for Line 25	61,530,080	60,818,476	711,604	876,181

Additional Write-ins for Statement of Income:

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1404. INTEREST EXPENSE ON INTERCOMPANY BALANCES	(566,210)	(457,614)	(493,526)
1497. Summary of remaining write-ins for Line 14	(566,210)	(457,614)	(493,526)

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	482,458,773	490,091,498
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	11,692,198	
2.2 Additional investment made after acquisition	11,507,113	11,059,369
3. Current year change in encumbrances		
4. Total gain (loss) on disposals	186,610	
5. Deduct amounts received on disposals	554,450	
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized	256,590	4,493,963
8. Deduct current year's depreciation	10,936,288	14,198,131
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	494,097,365	482,458,773
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	494,097,365	482,458,773

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	102,480	102,480
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	100,147,935	
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	1,088,307	
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	101,338,722	102,480
12. Deduct total nonadmitted amounts	100,000	100,000
13. Statement value at end of current period (Line 11 minus Line 12)	101,238,722	2,480

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,155,960,498	2,986,268,515
2. Cost of bonds and stocks acquired	725,976,904	1,602,554,414
3. Accrual of discount	3,631,263	5,566,590
4. Unrealized valuation increase (decrease)	188,863,075	(256,851,772)
5. Total gain (loss) on disposals	28,874,184	9,080,537
6. Deduct consideration for bonds and stocks disposed of	534,432,206	1,125,137,719
7. Deduct amortization of premium	40,331,082	64,347,660
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	1,487,562	1,172,407
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,527,055,074	3,155,960,498
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	3,527,055,074	3,155,960,498

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	2,046,523,616	37,836,392,527	37,988,750,344	(9,765,542)	2,051,738,415	2,046,523,616	1,884,400,257	1,478,859,162
2. Class 2 (a)	328,604,859	27,650,660	23,871,992	(2,309,118)	295,672,793	328,604,859	330,074,409	303,927,815
3. Class 3 (a)	20,765,665	4,882,500	5,692,834	(246,984)	20,635,054	20,765,665	19,708,347	14,668,028
4. Class 4 (a)	1,042,552		11,281	(18,911)	1,157,895	1,042,552	1,012,360	933,197
5. Class 5 (a)	472,048			33,500	427,699	472,048	505,548	
6. Class 6 (a)								
7. Total Bonds	2,397,408,740	37,868,925,687	38,018,326,451	(12,307,055)	2,369,631,856	2,397,408,740	2,235,700,921	1,798,388,202
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	2,397,408,740	37,868,925,687	38,018,326,451	(12,307,055)	2,369,631,856	2,397,408,740	2,235,700,921	1,798,388,202

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	75,789,988	XXX	75,789,988	20,627	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	177,004,559	5,881,644
2. Cost of short-term investments acquired	530,813,149	1,423,906,327
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	632,027,720	1,252,783,412
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	75,789,988	177,004,559
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	75,789,988	177,004,559

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	308,350,110	413,521,302
2. Cost of cash equivalents acquired	110,652,363,710	128,248,682,951
3. Accrual of discount	306,102	135,831
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		321
6. Deduct consideration received on disposals	110,338,141,019	128,353,836,265
7. Deduct amortization of premium		154,030
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	622,878,903	308,350,110
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	622,878,903	308,350,110

SCHEDULE A - PART 2

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

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
CAMPUS II HOME OFFICE COMPLEX	Mayfield Village	OH	03/27/1998					242,319
TAMPA CALL CENTER BLDGS A, B, & C	Riverview	FL	12/02/1997					9,624
PLYMOUTH MEETING OFFICE BUILDING	Plymouth Meeting	PA	08/27/1998					26,058
SOM DATA CENTER	Mayfield Village	OH	03/27/1998					6,750
TAMPA CALL CENTER BLDG D	Riverview	FL	12/02/1997					34,000
PHOENIX 1 SERVICE CENTER	Phoenix	AZ	07/27/2005					36,228
HARTFORD 2 SERVICE CENTER & CLAIMS OFFICE	Newington	CT	02/06/2006					12,335
WASHINGTON DC IN MD SERVICE CENTER	Silver Spring	MD	01/05/2006					631,423
CLEVELAND 4 SERVICE CENTER	Akron	OH	04/11/2006					293,529
PHILADELPHIA 2 (WEST) SERVICE CENTER	Malvern	PA	05/14/2007					16,370
PROVIDENCE 2 SERVICE CENTER	Johnston	RI	05/23/2006					(9,492)
NEW ORLEANS SERVICE CENTER	Metairie	LA	12/23/2005					(87)
NEW JERSEY NORTH SERVICE CENTER	Rutherford	NJ	11/21/2007					19,400
NEW JERSEY SOUTH SERVICE CENTER	South Plainfield	NJ	01/25/2010					248,272
ST. LOUIS 1 SERVICE CENTER	Bridgeton	MO	09/30/2005					62,267
SACRAMENTO SERVICE CENTER	Sacramento	CA	09/27/2012		910,697			278,733
WASHINGTON DC IN VA SERVICE CENTER	Springfield	VA	03/29/2007					669,340
COLUMBUS SERVICE CENTER	Columbus	OH	08/21/2007					112,372
BOSTON SOUTH SERVICE CENTER	Westwood	MA	09/13/2012		3,265,410			413,456
LOS ANGELES 6 SERVICE CENTER	Pasadena	CA	02/29/2012					207,778
BATON ROUGE SERVICE CENTER	East Baton Rouge Parish	LA	09/18/2012		745,025			185,548
OMAHA SERVICE CENTER	La Vista	NE	07/19/2012		757,630			259,054
0199999. Totals					5,678,762	0	0	3,755,277
0399999. Totals					5,678,762	0	0	3,755,277

SCHEDULE A - PART 3

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

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B./A.C.V. (11 - 9 - 10)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred
Property Disposed																			
ATLANTA 3 SERVICE CENTER LAND, TRACT B	Douglasville	GA	08/15/2012	Vi-Lo Properties, LLC	361,098		361,098				0		361,098	551,250		190,152	190,152		1,238

SCHEDULE A - PART 3

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

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B./A.C.V. (11 - 9 - 10)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred
CLEVELAND 4 SERVICE CENTER, PARTIAL	Akron	OH.	08/01/2012	Van DeVere, Inc.	4,000		3,484	67			(67)		3,417	1,800		(1,617)	(1,617)		
ST. LOUIS 1 SERVICE CENTER, PARTIAL	Bridgeton	MO.	07/18/2012	Northwest Auto Body Company	4,000		3,402	77			(77)		3,325	1,400		(1,925)	(1,925)		
0199999. Totals					369,098	0	367,984	144	0	0	(144)	0	367,840	554,450	0	186,610	186,610	0	1,238
0399999. Totals					369,098	0	367,984	144	0	0	(144)	0	367,840	554,450	0	186,610	186,610	0	1,238

SCHEDULE B - PART 2

Showing all Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Value of Land and Buildings

NONE

SCHEDULE B - PART 3

Showing all Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3					8	9	10	11	12	13					
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8+9-10+11)	Total Foreign Exchange Change in Book Value	Book Value/ Recorded Investment Excluding Accrued Interest on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal

NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location 3	4	5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig- nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated												
000000 00 0	MAKAIRA INDICA, LP	SAN DIEGO	CA	MAKAIRA PARTNERS, LLC		08/31/2012	1	100,147,935				100.0
2099999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Affiliated								100,147,935	0	0	0	XXX
4099999. Subtotal - Affiliated								100,147,935	0	0	0	XXX
4199999. Totals								100,147,935	0	0	0	XXX

QE03

SCHEDULE BA - PART 3

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

1	2	Location 3	4	5	6	7	8	Changes in Book/Adjusted Carrying Value 9	10	11	12	13	14	15	16	17	18	19	20
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

NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions									
605580 7S 2	MISSISSIPPI ST 3.000% 10/01/18		07/02/2012	Progressive Gulf Insurance Co.		1,536,164	1,400,000	10,617	1FE
658256 HM 7	NORTH CAROLINA ST 0.160% 05/01/21		09/11/2012	Goldman Sachs		7,500,000	7,500,000	240	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					9,036,164	8,900,000	10,857	XXX
Bonds - U.S. Special Revenue and Special Assessment									
658909 DC 7	NORTH DAKOTA ST HSG FIN 3.750% 07/01/42		09/19/2012	Royal Bank of Canada		3,488,875	3,250,000		1FE
677377 2G 7	OHIO HSG FIN AGY 4.500% 11/01/29		09/01/2012	Progressive Select Insurance Co.		5,195,479	4,730,000	70,950	1FE
882750 NA 6	TEXAS ST HSG & CMNTY 4.250% 01/01/34		09/01/2012	Progressive Select Insurance Co.		2,374,680	2,200,000	15,583	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					11,059,034	10,180,000	86,533	XXX
Bonds - Industrial and Miscellaneous									
058498 AQ 9	BALL CORP 5.750% 05/15/21		08/21/2012	Wells Fargo Bank		4,882,500	4,500,000	71,156	3FE
12624N AC 4	COMM 2012 -LTRT A2 3.400% 10/05/30		09/13/2012	Deutsche Bank		25,624,847	25,000,000	7,083	1FE
30249U AA 9	FMC TECHNOLOGIES INC 2.000% 10/01/17		09/26/2012	Wells Fargo Bank		5,041,600	5,000,000	2,778	2FE
44923Q AA 2	HYUNDAI CAPITAL AMERICA 3.750% 04/06/16		09/25/2012	Royal Bank of Canada		2,390,445	2,250,000	40,313	2FE
44923Q AD 6	HYUNDAI CAPITAL AMERICA 2.125% 10/02/17		09/24/2012	Citicorp Securities Inc.		6,990,410	7,000,000		2FE
553514 AC 4	MSBAM 2012-CKSV A2 3.277% 10/15/22		09/25/2012	Merrill Lynch		10,249,170	10,000,000	14,564	1FE
553514 AJ 9	MSBAM 2012-CKSV B 4.088% 10/15/22		09/25/2012	Merrill Lynch		20,498,440	20,000,000	36,338	1FE
90349D AA 0	UBSBB 2012-C3 A1 0.726% 08/10/49		09/14/2012	Union Bank of Switzerland		14,999,909	15,000,000	7,865	1FE
942683 AF 0	WATSON PHARMACEUTICALS 3.250% 10/01/22		09/27/2012	Various		6,260,335	6,300,000		2FE
942683 AG 8	WATSON PHARMACEUTICALS 1.875% 10/01/17		09/27/2012	JP Morgan Securities		6,967,870	7,000,000		2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					103,905,526	102,050,000	180,097	XXX
8399997.	Total - Bonds - Part 3					124,000,724	121,130,000	277,487	XXX
8399999.	Total - Bonds					124,000,724	121,130,000	277,487	XXX
Common Stocks - Industrial and Miscellaneous									
148887 10 2	CATAMARAN CORP		07/03/2012	State Street Bank	66,276.000	580,394	XXX		L
26441C 20 4	DUKE ENERGY CORP		07/03/2012	Tax Free Exchange	15,501.000	660,603	XXX		L
29285W 10 4	ENGILITY HOLDINGS INC		07/18/2012	Spin Off	1,317.000	22,639	XXX		L
53071M 88 0	LIBERTY MEDIA CORP		08/10/2012	Spin Off	1,700.000	41,918	XXX		L
110394 10 3	BRISTOW GROUP INC		09/28/2012	Beck Mack Oliver	4,000.000	202,979	XXX		L
548661 10 7	LOWE'S COMPANIES		07/16/2012	Beck Mack Oliver	23,200.000	602,332	XXX		L
693366 20 5	PICO HOLDINGS INC		09/04/2012	Beck Mack Oliver	13,250.000	288,765	XXX		L
726505 10 0	PLAINS EXPLORATION & PR		09/27/2012	Beck Mack Oliver	7,000.000	261,752	XXX		L
941848 10 3	WATERS CORP		07/24/2012	Beck Mack Oliver	12,550.000	949,143	XXX		L
G0692U 10 9	AXIS CAPITAL HOLDINGS L	F	08/01/2012	Beck Mack Oliver	14,100.000	463,432	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					4,073,957	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					4,073,957	XXX	0	XXX
9799999.	Total - Common Stocks					4,073,957	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					4,073,957	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					128,074,681	XXX	277,487	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828 SJ 0	US TREASURY NOTE 0.875% 02/28/17		07/02/2012	Progressive Gulf Insurance Co		1,543,265	1,530,000	1,521,991			469		469		1,522,460		20,805	20,805	4,511	02/28/2017	1
0599999.	Total - Bonds - U.S. Government					1,543,265	1,530,000	1,521,991	0	0	469	0	469	0	1,522,460	0	20,805	20,805	4,511	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
575827 KH 2	MASSACHUSETTS ST 0.190% 08/01/15		08/01/2012	Call 100.0000		17,800,000	17,800,000	17,800,000					0		17,800,000			0	16,910	08/01/2015	1FE
605580 7S 2	MISSISSIPPI ST 3.000% 10/01/18		07/02/2012	Mountain Laurel Assurance Co		1,536,164	1,400,000	1,536,164					0		1,536,164			0	10,617	10/01/2018	1FE
677517 7U 2	OHIO ST 0.000% 08/01/12		08/01/2012	Maturity		1,000,000	1,000,000	986,030	994,224		5,776		5,776		1,000,000			0		08/01/2012	1FE
745145 HJ 4	PUERTO RICO COMMONWEALT 5.250% 07/01/12		07/01/2012	Maturity		1,500,000	1,500,000	1,603,590	1,505,870		(5,870)		(5,870)		1,500,000			0	78,750	07/01/2012	2FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					21,836,164	21,700,000	21,925,784	2,500,094	0	(94)	0	(94)	0	21,836,164	0	0	0	106,277	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
041083 DA 1	ARKANSAS ST HSG 4.000% 01/01/34		07/01/2012	Call 100.0000		515,000	515,000	522,359	516,623		(1,623)		(1,623)		515,000			0	20,600	07/01/2012	1FE
041083 KX 3	ARKANSAS ST HSG 5.000% 01/01/35		07/01/2012	Call 100.0000		500,000	500,000	505,115	502,213		(2,213)		(2,213)		500,000			0	25,000	01/01/2015	1FE
3137AN LQ 6	FHMS 2012-K501 X1A IO 1.756% 08/25/16		09/01/2012	Paydown				12,114			(12,114)		(12,114)					0	1,255	08/25/2016	1
313921 6B 9	FNGT GT 2001-T10 A2 PT 7.500% 12/25/41		09/01/2012	Paydown		138,571	138,571	151,259	154,896		(16,326)		(16,326)		138,571			0	7,090	12/25/2041	1
313921 6F 0	FNGT 2001-W3 A 7.000% 09/01/41		09/01/2012	Paydown		3,946	3,946	4,058	4,074		(128)		(128)		3,946			0	184	09/01/2041	1
31392C MS 0	FNW 2002-W1 2A 7.014% 02/25/42		09/01/2012	Paydown		20,681	20,681	22,285	22,476		(1,795)		(1,795)		20,681			0	990	02/25/2042	1
34074M CH 2	FLORIDA HSG FIN CORP RE 5.000% 07/01/28		07/01/2012	Call 100.0000		480,000	480,000	510,600	500,157		(20,157)		(20,157)		480,000			0	24,000	01/01/2019	1FE
34074M GZ 8	FLORIDA HSG FIN CORP RE 4.500% 01/01/29		07/01/2012	Call 100.0000		50,000	50,000	54,009	53,639		(3,639)		(3,639)		50,000			0	2,213	01/01/2021	1FE
462467 MP 3	IOWA FIN AUTH SF MTG 4.500% 01/01/29		09/13/2012	Call 100.0000		50,000	50,000	53,932	53,598		(3,598)		(3,598)		50,000			0	2,429	07/01/2021	1FE
49130N CB 3	KENTUCKY HIGHER ED STUD 0.945% 05/01/20		08/01/2012	Call 100.0000		60,000	60,000	59,702			298		298		60,000			0	305	08/01/2015	1FE
49130P JG 0	KENTUCKY HSG CORP 3.415% 07/01/13		07/01/2012	Call 100.0000		175,000	175,000	172,165	174,593		407		407		175,000			0	5,976	01/01/2013	1FE
49130P TX 2	KENTUCKY HSG CORP 5.000% 07/01/30		09/01/2012	Call 100.0000		220,000	220,000	232,241	222,822		(2,822)		(2,822)		220,000			0	12,250	07/01/2014	1FE
60415N WS 7	MINNESOTA ST HSG 5.000% 01/01/36		07/01/2012	Call 100.0000		395,000	395,000	394,664	394,878		122		122		395,000			0	19,750	07/01/2014	1FE
60416Q AZ 7	MINNESOTA ST HSG FIN AG 4.250% 07/01/28		07/01/2012	Call 100.0000		105,000	105,000	112,187	110,564		(5,564)		(5,564)		105,000			0	4,463	01/01/2020	1FE
60416Q CD 4	MINNESOTA ST HSG FIN AG 4.500% 01/01/31		07/01/2012	Call 100.0000		110,000	110,000	116,447	115,586		(5,586)		(5,586)		110,000			0	4,950	07/01/2021	1FE
60416Q DL 5	MINNESOTA ST HSG FIN AG 4.500% 07/01/34		07/01/2012	Call 100.0000		80,000	80,000	86,364	85,819		(5,819)		(5,819)		80,000			0	3,410	07/01/2021	1FE
60636X 5N 9	MISSOURI ST HSG SF 4.800% 03/01/40		09/01/2012	Call 100.0000		275,000	275,000	286,275	282,578		(7,578)		(7,578)		275,000			0	13,200	03/01/2019	1FE
647200 M9 2	NEW MEXICO MTG FIN AGY 4.500% 09/01/28		09/01/2012	Call 100.0000		50,000	50,000	53,827	53,024		(3,024)		(3,024)		50,000			0	2,250	03/01/2020	1FE
647200 P9 9	NEW MEXICO MTG FIN AGY 4.375% 09/01/28		09/01/2012	Call 100.0000		95,000	95,000	103,117	102,769		(7,769)		(7,769)		95,000			0	3,694	09/01/2021	1FE
658886 DU 7	NORTH DAKOTA ST HSG 5.500% 01/01/37		07/01/2012	Call 100.0000		280,000	280,000	301,280	298,168		(18,168)		(18,168)		280,000			0	15,400	07/01/2018	1FE
65888M 6T 3	NORTH DAKOTA ST HSG 5.750% 01/01/38		07/01/2012	Call 100.0000		20,000	20,000	21,406	21,180		(1,180)		(1,180)		20,000			0	1,150	07/01/2017	1FE
67886M CF 4	OKLAHOMA HSG FIN SF 5.635% 03/01/37		09/01/2012	Call 100.0000		520,000	520,000	520,000	520,000				0		520,000			0	29,302	12/01/2012	1FE
67886M CL 1	OKLAHOMA HSG FIN SF 5.800% 09/01/37		09/01/2012	Call 100.0000		85,000	85,000	92,718	91,948		(6,948)		(6,948)		85,000			0	4,930	09/01/2018	1FE
67886M HH 5	OKLAHOMA HSG FIN SF 6.800% 09/01/38		09/01/2012	Call 100.0000		445,000	445,000	467,562	457,296		(12,296)		(12,296)		445,000			0	30,260	09/01/2016	1FE
679110 DY 9	OKLAHOMA STUDENT LOAN 1.171% 09/03/24		09/01/2012	Call 100.0000		1,305,000	1,305,000	1,305,000	1,305,426		(426)		(426)		1,305,000			0	12,530	03/01/2016	1FE
686087 BL 0	OREGON ST HSG & CMNTY 6.250% 07/01/31		07/01/2012	Call 100.0000		25,000	25,000	27,100	25,791		(791)		(791)		25,000			0	1,563	07/01/2015	1FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
708796 YR 2	PENNSYLVANIA HSG FIN 5.000% 04/01/28		07/10/2012	Call 100.0000		410,000	410,000	434,961	431,591		(21,591)		(21,591)		410,000			0	15,888	10/01/2021	1FE
745160 MP 3	PUERTO RICO COM SWR 6.250% 07/01/12		07/01/2012	Maturity		300,000	300,000	338,166	308,235		(8,235)		(8,235)		300,000			0	18,750	07/01/2012	2FE
83712T AX 9	SOUTH CAROLINA ST HSG F 5.000% 01/01/28		07/01/2012	Call 100.0000		65,000	65,000	69,687	68,577		(3,577)		(3,577)		65,000			0	3,250	07/01/2019	1FE
83712T BZ 3	SOUTH CAROLINA ST HSG F 5.000% 07/01/27		07/01/2012	Call 100.0000		65,000	65,000	70,239	69,240		(4,240)		(4,240)		65,000			0	3,250	01/01/2022	1FE
83755G 5A 1	SOUTH DAKOTA HSG 5.500% 11/01/37		08/15/2012	Call 100.0000		785,000	785,000	839,785	823,497		(38,497)		(38,497)		785,000			0	34,060	05/01/2016	1FE
917436 CM 7	UTAH HSG CORP SF 4.625% 01/01/19		07/01/2012	Call 100.0000		25,000	25,000	25,000	25,000				0		25,000			0	1,156	01/01/2016	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					7,653,198	7,653,198	7,965,624	7,796,258	0	(214,877)	0	(214,877)	0	7,653,198	0	0	0	325,498	XXX	XXX
Bonds - Industrial and Miscellaneous																					
02005F AC 1	ALLYA 2009-A A3 2.330% 06/17/13		08/15/2012	Paydown		1,353,984	1,353,984	1,361,959	1,360,921		(6,937)		(6,937)		1,353,984			0	19,507	06/17/2013	1FE
02640F AA 6	AGFMT 2010-1A A1 5.150% 03/25/40		09/01/2012	Paydown		990,357	990,357	990,119	989,342		1,016		1,016		990,357			0	34,116	03/25/2040	1FM
03072S S4 8	AMSI 2005-R10 A2B 0.437% 12/25/35		09/25/2012	Paydown		1,673,553	1,673,553	1,629,622	1,643,837		29,716		29,716		1,673,553			0	5,248	12/25/2035	1FM
045424 DU 9	ASC 1997-D4 PS1 IO 1.416% 04/11/27		09/11/2012	Paydown				10,392	3,545		(3,545)		(3,545)					0	1,371	04/11/2027	5FE
045424 FJ 2	ASC 1997-D5 PS1 IO 1.249% 02/11/43		09/11/2012	Paydown				87,546	54,752		(54,752)		(54,752)					0	40,580	02/11/2043	4FE
05532E AJ 4	BCAP 2009-RR10 5A1 2.873% 01/26/36		09/01/2012	Paydown		504,599	504,599	483,154	478,063		26,536		26,536		504,599			0	9,094	01/26/2036	1FM
05532F AE 2	BCAP 2009-RR11 2A1 2.470% 10/26/35		09/01/2012	Paydown		368,932	368,932	361,093	363,466		5,466		5,466		368,932			0	5,745	10/26/2035	1FM
05564U AF 7	BMWFT 2009-1A A 1.390% 09/15/14		09/15/2012	Paydown		8,000,000	8,000,000	8,051,930	7,039,061		(44,301)		(44,301)		8,000,000			0	82,694	09/15/2014	1FE
058498 AN 6	BALL CORP 7.375% 09/01/19		09/25/2012	Barclays Capital		5,893,125	5,250,000	5,880,000	5,748,750	9,918	(83,601)		(73,683)		5,675,067		218,058	218,058	416,227	09/01/2019	3FE
05949C FY 7	BOAMS 2005-H 2A3 3.117% 12/25/49		09/01/2012	Paydown		617,509	617,509	612,125	594,563	17,629	5,318		22,947		617,509			0	12,104	12/25/2049	1FM
05949C HS 8	BOAMS 2005-I 2A3 2.940% 01/25/50		09/01/2012	Paydown		339,954	339,954	339,776	321,083	13,520	5,351		18,871		339,954			0	5,756	01/25/2050	1FM
05950W AK 4	BACM 2006-4 XP IO 0.411% 07/10/46		08/01/2012	Paydown				475,584	241,780		(241,780)		(241,780)					0	120,687	07/10/2046	1FE
073879 R4 2	BSABS 2005-HE9 M1 0.655% 10/25/35		09/25/2012	Paydown		671,040	671,040	479,089	573,351		97,689		97,689		671,040			0	3,454	10/25/2035	1FM
07387A GH 2	BSARM 2005-12 25A1 3.821% 04/25/51		09/01/2012	Paydown		135,261	102,837	62,445	120,819		14,442		14,442		135,261			0	2,229	04/25/2051	1FM
12643C BD 2	CSMC 2010-1R 10A1 2.887% 06/27/47		09/01/2012	Paydown		210,362	210,362	215,337	210,362				0		210,362			0	5,591	06/27/2047	1FM
126802 BJ 5	CABMT 2010-IA A2 1.690% 01/16/18		07/24/2012	Citicorp Securities Inc.		23,531,513	22,860,000	22,860,000	22,867,701		(11,424)		(11,424)		22,856,277		675,236	675,236	243,442	01/16/2018	1FE
161505 GN 6	CCMSC 2000-3 X IO 0.000% 10/15/32		09/01/2012	Paydown				13					0					0	50	10/15/2032	6*
161505 GN 6	CCMSC 2000-3 X IO 0.000% 10/15/32		09/01/2012	Return of Capital		5,583							0				5,583	5,583		10/15/2032	6*
20046F AS 9	COMM 2001-J2A X IO 0.435% 07/01/34		09/01/2012	Paydown				7,414	623		(623)		(623)					0	467	07/01/2034	3FE
20046P AG 3	COMM 2000-C1 X IO 0.000% 08/15/33		09/01/2012	Paydown				3,539					0					0	9,795	08/15/2033	6*
20046P AG 3	COMM 2000-C1 X IO 0.000% 08/15/33		09/01/2012	Return of Capital		16,040							0				16,040	16,040		08/15/2033	6*
201736 AE 5	CMLBC 2001-CMLB X IO 0.541% 06/01/31		09/01/2012	Paydown				50,583	28,023		(28,023)		(28,023)					0	5,011	06/01/2031	3FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		09/01/2012	Paydown		347	347	317	318		28		28		347			0	16	03/25/2040	1FM
233050 AN 3	DBUBS 2011-LC1A A1 3.742% 11/10/46		09/01/2012	Paydown		179,427	179,427	181,596	181,237		(1,810)		(1,810)		179,427			0	4,454	11/10/2046	1FM
30224X AC 8	ESA 2010-ESHA XA1 3.128% 01/05/13		09/01/2012	Paydown				118,743	55,245		(55,245)		(55,245)					0	41,022	01/05/2013	1FE
337368 AH 7	FUBOA 2001-C1 G 6.936% 03/15/33		09/01/2012	Paydown		4,429,269	4,429,269	4,434,287	4,417,515		11,754		11,754		4,429,269			0	205,620	03/15/2033	1FM
33736X BN 8	FUNBC 2000-C2 IO 0.000% 10/15/32		09/01/2012	Paydown				1,738					0					0	13,620	10/15/2032	6*
33736X BN 8	FUNBC 2000-C2 IO 0.000% 10/15/32		09/01/2012	Return of Capital		14,632							0				14,632	14,632		10/15/2032	6*

Statement for September 30, 2012 of the **PROGRESSIVE CASUALTY INSURANCE COMPANY**

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value: 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
33736X CR 8	FUNBC 2001-C2 IO 1.573% 01/12/43		09/01/2012	Paydown				32,167					0					0	5,457	01/12/2043	5FE
361849 KL 5	GMACC 2000-C1 X IO 1.098% 03/15/33		09/01/2012	Paydown				500					0					0	173	03/15/2033	5FE
361849 MQ 2	GMACC 2000-C2 X IO 1.403% 08/16/33		09/01/2012	Paydown				11,640					0					0	2,527	08/16/2033	6*
372917 AQ 7	GENZYME CORP 3.625% 06/15/15		09/14/2012	Various		16,192,100	15,000,000	15,840,850	15,626,514		(121,475)		(121,475)		15,505,038		687,062	687,062	399,253	06/15/2015	1FE
393505 QX 3	GT 1996-9 A5 7.200% 01/15/28		09/15/2012	Paydown		6,490	6,490	6,523	6,461		29		29		6,490			0	316	01/15/2028	1FE
393505 ZE 5	GT 1998-1 A6 6.330% 11/01/29		09/01/2012	Paydown		77,296	77,296	77,284	77,293		3		3		77,296			0	3,263	11/01/2029	2AM
413875 AM 7	HARRIS CORP 4.400% 12/15/20		08/24/2012	Deutsche Bank		14,341,172	13,210,000	13,159,025	13,163,448		2,313		2,313		13,165,761		1,175,411	1,175,411	410,097	12/15/2020	2FE
466247 QC 0	JPMMT 2005-A3 4A1 2.612% 06/25/35		09/01/2012	Paydown		216,785	216,785	210,510	215,085		1,700		1,700		216,785			0	3,673	06/25/2035	1FM
46635T AD 4	JPMCC 2011-C3 A2 3.673% 02/15/46		08/27/2012	Merrill Lynch		2,164,375	2,000,000	2,040,156	2,035,890		(5,893)		(5,893)		2,029,997		134,378	134,378	54,886	02/15/2046	1FM
493268 AS 5	KSLT 1999-B A2 0.857% 08/25/27		08/25/2012	Paydown		696,901	696,901	685,140	690,147		6,754		6,754		696,901			0	4,893	08/25/2027	1FE
502413 AZ 0	L-3 COMMUNICATIONS CORP 4.750% 07/15/20		09/28/2012	Deutsche Bank		6,355,123	5,760,000	5,887,411	5,873,319		(8,663)		(8,663)		5,864,656		490,467	490,467	332,880	07/15/2020	2FE
52108H BZ 6	LBUBS 2000-C4 X IO 1.046% 07/11/32		09/11/2012	Paydown				14,057	14,871		(14,871)		(14,871)					0	3,683	07/11/2032	5FE
52108H CS 1	LBUBS 2000-C5 X IO 1.214% 12/15/32		09/11/2012	Paydown				1,932					0					0	11,613	12/15/2032	5FE
576433 UF 1	MARM 2004-13 3A1 2.624% 02/25/35		09/01/2012	Paydown		81,901	81,901	79,302	82,294		(393)		(393)		81,901			0	1,442	02/25/2035	1FM
587681 AC 1	MBALT 2011-1A A3 1.180% 11/15/13		09/15/2012	Paydown		3,213,656	3,213,656	3,224,678	3,223,094		(9,438)		(9,438)		3,213,656			0	25,500	11/15/2013	1FE
59022H CP 5	MLMT 2003-KEY1 A3 4.893% 11/12/35		09/01/2012	Paydown		1,791,526	1,791,526	1,830,384	1,827,565		(36,039)		(36,039)		1,791,526			0	98,682	11/12/2035	1FM
59549P AA 6	MDST 4 A PT 8.330% 04/01/30		07/01/2012	Paydown		17,767	17,767	18,733	17,813		(45)		(45)		17,767			0	1,110	04/01/2030	3AM
61744C TJ 5	MSAC 2005-HE4 A2C 0.587% 07/25/35		09/25/2012	Paydown		1,770,562	1,770,562	1,759,496	1,767,175		3,387		3,387		1,770,562			0	7,495	07/25/2035	1FM
61745M 5P 4	MSC 2005-T19 X2 IO 0.455% 06/12/47		07/01/2012	Paydown				639,374	199,177		(199,177)		(199,177)					0	86,047	06/12/2047	1FE
61750H AM 8	MSC 2006-HQ10 X2 IO 0.691% 11/12/41		09/01/2012	Paydown				2,160	410		(410)		(410)					0	333	11/12/2041	1FE
655356 JJ 3	NASC 1998-D6 PS1 IO 1.364% 03/11/30		09/11/2012	Paydown				407,157	94,567		(94,567)		(94,567)					0	50,147	03/11/2030	3FE
65535V AA 6	NAA 2001-R1A A1 7.000% 02/01/30		09/01/2012	Paydown		11,281	11,281	11,433	11,284	226	(229)		(3)		11,281			0	525	02/01/2030	4AM
65535V BZ 0	NAA 2003-A3 A1 5.500% 08/25/33		09/01/2012	Paydown		112,489	112,489	112,659	114,261		(1,772)		(1,772)		112,489			0	4,052	08/25/2033	1FM
65535V CT 3	NAA 2004-AP1 A4B 5.837% 03/25/34		09/01/2012	Paydown		40,028	40,028	39,976	39,935		93		93		40,028			0	1,522	03/25/2034	1FM
69348H CR 7	PNCMA 2000-C2 X IO 1.800% 10/01/33		09/01/2012	Paydown				6,672	5,872		(5,872)		(5,872)					0	4,962	10/01/2033	5FE
73328U AC 9	PFAST 2011-1 A3 0.840% 01/16/15		09/16/2012	Paydown		1,282,728	1,282,728	1,282,843	1,282,833		(105)		(105)		1,282,728			0	8,078	01/16/2015	1FE
743873 AX 9	PFMLT 2005-1 2A1 2.822% 05/25/35		09/01/2012	Paydown		18,254	18,254	17,820	18,369		(115)		(115)		18,254			0	337	05/25/2035	2FM
743873 BL 4	PFMLT 2005-2 2A1A 2.941% 12/25/47		09/01/2012	Paydown		232,133	232,133	214,692	214,692		17,441		17,441		232,133			0	4,424	12/25/2047	1FM
74436J GM 3	PSSF KEY 2000-C1 X IO 0.000% 05/17/32		09/01/2012	Paydown				1,936					0					0	1,511	05/17/2032	5FE
74436J GM 3	PSSF KEY 2000-C1 X IO 0.000% 05/17/32		09/01/2012	Return of Capital		29,078							0				29,078	29,078		05/17/2032	5FE
812293 AB 4	SEARIVER MARITIME INC. 0.000% 09/01/12		09/01/2012	Maturity		40,000,000	40,000,000	36,562,500	39,256,805		743,195		743,195		40,000,000			0		09/01/2012	1FE
871503 AG 3	SYMANTEC CORP 2.750% 09/15/15		08/13/2012	Wells Fargo Bank		3,091,560	3,000,000	2,922,390	2,935,708		10,317		10,317		2,946,025		145,535	145,535	75,854	09/15/2015	2FE
90269P AA 9	UBSBM 2012-WRM A 3.663% 06/10/30		07/16/2012	Union Bank of Switzerland		10,520,313	10,000,000	10,199,335			(653)		(653)		10,198,681		321,631	321,631	18,315	06/10/2030	1FE
90269P AG 6	UBSBM 2012-WRM B 4.163% 06/10/30		08/24/2012	JP Morgan Securities		15,915,234	15,000,000	15,299,305			(3,638)		(3,638)		15,295,667		619,568	619,568	95,113	06/10/2030	1FE
929227 4D 5	WAMU 2003-AR6 A1 2.444% 06/25/33		09/01/2012	Paydown		40,689	40,689	39,981	37,157		455		455		40,689			0	675	06/25/2033	1FM
92936Q AA 6	WFRBS 2012-C6 A1 1.081% 04/15/45		09/01/2012	Paydown		952,869	952,869	952,855			14		14		952,869			0	3,400	04/15/2045	1FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22
										Change in Book/Adjusted Carrying Value											
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	NAIC Designation or Market Indicator (a)
929766 EA 7	WBCMT 2003-C4 A2 4.566% 04/15/35		09/01/2012	Paydown		161,531	161,531	153,019	157,183		4,348		4,348		161,531			0	(4,265)	04/15/2035	1FM
92976B GC 0	WBCMT 2006-C24 XP 0.069% 03/15/45		09/01/2012	Paydown				175,922	71,309		(71,309)		(71,309)					0	62,986	03/15/2045	1FE
93934D AA 5	WMCMS 2003-C1A X IO 1.221% 01/25/35		09/01/2012	Paydown				52,240	30,682		(30,682)		(30,682)					0	21,496	01/25/2035	3FE
949802 AA 0	WFMBS 2003-I A1 2.490% 09/25/33		09/01/2012	Paydown		98,354	98,354	97,113	99,687		(1,333)		(1,333)		98,354			0	1,595	09/25/2033	1FM
94980Q AA 7	WFMBS 2004-W A1 2.610% 11/25/34		09/01/2012	Paydown		88,363	88,363	86,274	86,274		2,089		2,089		88,363			0	1,493	11/25/2034	1FM
3899999.	Total - Bonds - Industrial & Miscellaneous					168,456,045	162,433,773	162,855,845	136,571,531	41,293	(149,266)	0	(107,973)	0	163,923,366	0	4,532,679	4,532,679	3,093,443	XXX	XXX
8399997.	Total - Bonds - Part 4					199,488,672	193,316,971	194,269,244	146,867,883	41,293	(363,768)	0	(322,475)	0	194,935,188	0	4,553,484	4,553,484	3,529,729	XXX	XXX
8399999.	Total - Bonds					199,488,672	193,316,971	194,269,244	146,867,883	41,293	(363,768)	0	(322,475)	0	194,935,188	0	4,553,484	4,553,484	3,529,729	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
001055 10 2	AFLAC INC		08/27/2012	State Street Bank	16,300.000	753,845	XXX	670,271	705,138	(34,867)			(34,867)		670,271		83,574	83,574	16,137	XXX	L
001204 10 6	AGL RESOURCES INC		08/27/2012	State Street Bank	15,300.000	602,875	XXX	535,980	646,578	(110,598)			(110,598)		535,980		66,895	66,895	19,601	XXX	L
001547 10 8	AK STEEL HOLDING CORP		08/27/2012	State Street Bank	49,300.000	273,564	XXX	393,439	407,218	(13,779)			(13,779)		393,439		(119,874)	(119,874)	4,930	XXX	L
00206R 10 2	AT&T INC		08/27/2012	State Street Bank	91,693.000	3,380,361	XXX	3,024,227	2,772,796	251,431			251,431		3,024,227		356,134	356,134	121,035	XXX	L
002824 10 0	ABBOTT LABORATORIES		08/27/2012	State Street Bank	48,000.000	3,158,320	XXX	2,414,750	2,699,040	(284,290)			(284,290)		2,414,750		743,569	743,569	72,000	XXX	L
009363 10 2	AIRGAS INC		08/27/2012	State Street Bank	16,000.000	1,312,158	XXX	908,206	1,249,280	(341,074)			(341,074)		908,206		403,952	403,952	11,520	XXX	L
015271 10 9	ALEXANDRIA REAL ESTATE		08/28/2012	State Street Bank	4,700.000	344,584	XXX	253,509	324,159	(70,650)			(70,650)		253,509		91,076	91,076	7,003	XXX	L
01741R 10 2	ALLEGHENY TECHNOLOGIES		08/27/2012	State Street Bank	7,100.000	216,035	XXX	224,334	339,380	(115,046)			(115,046)		224,334		(8,299)	(8,299)	2,556	XXX	L
023135 10 6	AMAZON.COM INC		08/27/2012	State Street Bank	8,400.000	2,049,757	XXX	990,135	1,454,040	(463,905)			(463,905)		990,135		1,059,622	1,059,622		XXX	L
035710 40 9	ANNALY CAPITAL MGMT INC		08/27/2012	State Street Bank	26,900.000	462,280	XXX	461,669	429,324	32,345			32,345		461,669		611	611	44,923	XXX	L
03662Q 10 5	ANSYS INC		08/27/2012	State Street Bank	5,000.000	340,021	XXX	206,633	286,400	(79,767)			(79,767)		206,633		133,388	133,388		XXX	L
037411 10 5	APACHE CORP		08/27/2012	State Street Bank	8,900.000	781,092	XXX	862,517	806,162	56,355			56,355		862,517		(81,425)	(81,425)	4,361	XXX	L
052769 10 6	AUTODESK INC		08/27/2012	State Street Bank	11,900.000	360,044	XXX	298,613	360,927	(62,314)			(62,314)		298,613		61,432	61,432		XXX	L
064058 10 0	THE BANK OF NEW YORK ME		08/27/2012	State Street Bank	86,519.000	1,932,808	XXX	2,106,419	1,722,593	383,826			383,826		2,106,419		(173,611)	(173,611)	33,742	XXX	L
081437 10 5	BEMIS CO		08/27/2012	State Street Bank	8,600.000	261,087	XXX	228,805	258,688	(29,883)			(29,883)		228,805		32,282	32,282	6,450	XXX	L
110122 10 8	BRISTOL MYERS SQUIBB		07/03/2012	Class Action Litigation		74	XXX						0				74	74		XXX	L
12572Q 10 5	CME GROUP INC		08/27/2012	State Street Bank	2,000.000	107,372	XXX	130,487	97,468	33,019			33,019		130,487		(23,115)	(23,115)	2,984	XXX	L
12673P 10 5	CA INC		08/27/2012	State Street Bank	20,600.000	531,756	XXX	430,542	416,429	14,113			14,113		430,542		101,214	101,214	15,450	XXX	L
127097 10 3	CABOT OIL & GAS CORP		08/27/2012	State Street Bank	6,300.000	267,186	XXX	123,836	239,085	(115,249)			(115,249)		123,836		143,350	143,350	504	XXX	L
14057J 10 1	CAPITOL FEDERAL FINANCI		08/27/2012	State Street Bank	16,900.000	199,328	XXX	189,579	195,026	(5,447)			(5,447)		189,579		9,749	9,749	3,803	XXX	L
148887 10 2	CATAMARAN CORP		08/27/2012	State Street Bank	6,276.000	562,572	XXX	580,394					0		580,394		(17,822)	(17,822)		XXX	L
14888B 10 3	CATALYST HEALTH SOLUTIO		07/03/2012	State Street Bank	9,500.000	846,394	XXX	580,394	494,000	86,394			86,394		580,394		266,000	266,000		XXX	L
150870 10 3	CELANESE CORP-SERIES A		08/27/2012	State Street Bank	8,600.000	343,076	XXX	235,417	380,722	(145,305)			(145,305)		235,417		107,659	107,659	1,677	XXX	L
156782 10 4	CERNER CORP		08/27/2012	State Street Bank	6,400.000	456,165	XXX	244,145	392,000	(147,855)			(147,855)		244,145		212,020	212,020		XXX	L
165167 10 7	CHESAPEAKE ENERGY CORP		08/27/2012	State Street Bank	19,200.000	370,784	XXX	471,037	427,968	43,069			43,069		471,037		(100,253)	(100,253)	5,040	XXX	L
171798 10 1	CIMAREX ENERGY CO		08/27/2012	State Street Bank	8,900.000	514,253	XXX	368,082	550,910	(182,828)			(182,828)		368,082		146,171	146,171	3,026	XXX	L
17275R 10 2	CISCO SYSTEMS INC		08/27/2012	State Street Bank	116,000.000	2,236,070	XXX	2,651,702	2,097,280	554,422			554,422		2,651,702		(415,632)	(415,632)	25,520	XXX	L

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value: 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
191216 10 0	COCA-COLA		07/20/2012	Class Action Litigation		21	XXX						0				21	21		XXX	L
20030N 10 1	COMCAST CORP		08/27/2012	State Street Bank	107,800.000	3,664,633	XXX	2,111,220	2,555,938	(444,718)			(444,718)		2,111,220		1,553,413	1,553,413	47,163	XXX	L
201723 10 3	COMMERCIAL METALS CO		08/27/2012	State Street Bank	15,800.000	203,261	XXX	220,141	218,514	1,627			1,627		220,141		(16,881)	(16,881)	5,688	XXX	L
205887 10 2	CONAGRA FOODS INC		08/27/2012	State Street Bank	26,400.000	661,321	XXX	546,290	696,960	(150,670)			(150,670)		546,290		115,031	115,031	19,008	XXX	L
208464 10 7	CONESCO INC		08/09/2012	Class Action Litigation		17,650	XXX						0				17,650	17,650		XXX	L
219350 10 5	CORNING INC		08/27/2012	State Street Bank	23,000.000	266,097	XXX	333,951	298,540	35,411			35,411		333,951		(67,854)	(67,854)	3,450	XXX	L
222816 10 0	COVANCE INC		08/27/2012	State Street Bank	5,900.000	280,571	XXX	310,532	269,748	40,784			40,784		310,532		(29,961)	(29,961)		XXX	L
228368 10 6	CROWN HOLDINGS INC		08/27/2012	State Street Bank	11,900.000	430,864	XXX	315,797	399,602	(83,805)			(83,805)		315,797		115,067	115,067		XXX	L
233331 10 7	DTE ENERGY COMPANY		08/28/2012	State Street Bank	13,200.000	777,953	XXX	495,165	718,740	(223,575)			(223,575)		495,165		282,788	282,788	23,265	XXX	L
243537 10 7	DECKERS OUTDOOR CORP		08/27/2012	State Street Bank	10,400.000	507,935	XXX	874,369	785,928	88,441			88,441		874,369		(366,434)	(366,434)		XXX	L
24702R 10 1	DELL INC		08/27/2012	State Street Bank	100,100.000	1,116,460	XXX	1,464,747	1,464,463	284			284		1,464,747		(348,287)	(348,287)		XXX	L
247916 20 8	DENBURY RESOURCES INC		08/27/2012	State Street Bank	1,377.000	21,303	XXX	21,247	20,793	454			454		21,247		56	56		XXX	L
251893 10 3	DEVRY INC		08/27/2012	State Street Bank	2,500.000	47,525	XXX	90,794	96,150	(5,356)			(5,356)		90,794		(43,270)	(43,270)	375	XXX	L
25271C 10 2	DIAMOND OFFSHORE DRILLI		08/27/2012	State Street Bank	7,500.000	501,563	XXX	481,350	414,450	66,900			66,900		481,350		20,213	20,213	19,688	XXX	L
25470F 10 4	DISCOVERY COMMUNICATION		08/27/2012	State Street Bank	5,500.000	295,080	XXX	234,905	225,335	9,570			9,570		234,905		60,175	60,175		XXX	L
26441C 20 4	DUKE ENERGY CORP		07/31/2012	State Street Bank	1.000	95	XXX	68	95	(27)			(27)		68		27	27	1	XXX	L
26441C 20 4	DUKE ENERGY CORP		07/03/2012	State Street Bank	29,533.000		XXX						0					0	14,767	XXX	L
28140M 10 3	EDUCATION MANAGEMENT CO		08/27/2012	State Street Bank	4,800.000	15,303	XXX	70,215	134,352	(64,137)			(64,137)		70,215		(54,911)	(54,911)		XXX	L
285512 10 9	ELECTRONIC ARTS INC		08/27/2012	State Street Bank	19,600.000	254,696	XXX	326,434	403,760	(77,326)			(77,326)		326,434		(71,738)	(71,738)		XXX	L
29265N 10 8	ENERGEN CORP		08/27/2012	State Street Bank	5,600.000	289,274	XXX	243,029	280,000	(36,971)			(36,971)		243,029		46,244	46,244	2,352	XXX	L
29285W 10 4	ENGILITY HOLDINGS INC		08/09/2012	State Street Bank	1.000	10	XXX	12					0		12		(1)	(1)		XXX	L
293561 10 6	ENRON		07/01/2012	Class Action Litigation		77,010	XXX						0				77,010	77,010		XXX	L
29364G 10 3	ENTERGY CORP		08/27/2012	State Street Bank	5,300.000	363,145	XXX	406,082	387,165	18,917			18,917		406,082		(42,937)	(42,937)	13,197	XXX	L
29444U 50 2	EQUINIX INC		08/27/2012	State Street Bank	1,700.000	333,779	XXX	168,715	172,380	(3,665)			(3,665)		168,715		165,065	165,065		XXX	L
30219G 10 8	EXPRESS SCRIPTS INC		08/27/2012	State Street Bank	7,800.000	482,486	XXX	326,568	348,582	(22,014)			(22,014)		326,568		155,918	155,918		XXX	L
302445 10 1	FLIR SYSTEMS INC		08/27/2012	State Street Bank	8,800.000	173,458	XXX	243,046	220,616	22,430			22,430		243,046		(69,588)	(69,588)	1,848	XXX	L
31428X 10 6	FEDEX CORPORATION		08/27/2012	State Street Bank	28,300.000	2,496,129	XXX	2,222,969	2,363,333	(140,364)			(140,364)		2,222,969		273,159	273,159	11,320	XXX	L
345370 86 0	FORD MOTOR CO		08/27/2012	State Street Bank	106,400.000	1,001,712	XXX	800,458	1,144,864	(344,406)			(344,406)		800,458		201,254	201,254	15,960	XXX	L
346091 70 5	FOREST OIL CORP		08/27/2012	State Street Bank	10,800.000	78,739	XXX	154,402	146,340	8,062			8,062		154,402		(75,663)	(75,663)		XXX	L
36467W 10 9	GAMESTOP CORP-CLASS A		08/27/2012	State Street Bank	18,500.000	337,560	XXX	400,229	446,405	(46,176)			(46,176)		400,229		(62,669)	(62,669)	10,175	XXX	L
364760 10 8	GAP INC		08/27/2012	State Street Bank	22,700.000	797,524	XXX	494,865	421,085	73,780			73,780		494,865		302,659	302,659	8,229	XXX	L
369550 10 8	GENERAL DYNAMICS CORP		08/27/2012	State Street Bank	20,000.000	1,317,334	XXX	1,250,184	1,328,200	(78,016)			(78,016)		1,250,184		67,150	67,150	29,800	XXX	L
371901 10 9	GENTEX CORP		08/27/2012	State Street Bank	11,400.000	202,909	XXX	132,525	337,326	(204,801)			(204,801)		132,525		70,384	70,384	4,332	XXX	L
37940X 10 2	GLOBAL PAYMENTS INC		08/27/2012	State Street Bank	8,900.000	365,814	XXX	401,850	421,682	(19,832)			(19,832)		401,850		(36,036)	(36,036)	534	XXX	L
382388 10 6	GOODRICH CORP		07/27/2012	State Street Bank	8,000.000	1,020,000	XXX	438,474	989,600	(551,126)			(551,126)		438,474		581,526	581,526	6,960	XXX	L
395259 10 4	GREENHILL & CO INC		08/27/2012	State Street Bank	6,000.000	253,284	XXX	211,440	218,220	(6,780)			(6,780)		211,440		41,844	41,844	5,400	XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
413086 10 9	HARMAN INTERNATIONAL		08/27/2012	State Street Bank	2,400.000	109,789	XXX	104,876	91,296	13,580			13,580		104,876		4,912	4,912	720	XXX	L
421924 10 1	HEALTHSOUTH		07/06/2012	Class Action Litigation		3,751	XXX						0				3,751	3,751		XXX	L
42217K 10 6	HEALTH CARE REIT INC		08/27/2012	State Street Bank	5,800.000	338,168	XXX	260,346	316,274	(55,928)			(55,928)		260,346		77,822	77,822	12,876	XXX	L
42222G 10 8	HEALTH NET INC		08/27/2012	State Street Bank	2,100.000	47,585	XXX	32,655	63,882	(31,227)			(31,227)		32,655		14,930	14,930		XXX	L
423452 10 1	HELMERICH & PAYNE		08/27/2012	State Street Bank	7,600.000	353,460	XXX	294,222	443,536	(149,314)			(149,314)		294,222		59,238	59,238	1,596	XXX	L
42809H 10 7	HESS CORP		08/27/2012	State Street Bank	8,200.000	410,133	XXX	453,587	465,760	(12,173)			(12,173)		453,587		(43,454)	(43,454)	2,460	XXX	L
428236 10 3	HEWLETT-PACKARD CO		08/27/2012	State Street Bank	51,700.000	900,935	XXX	1,039,687	1,331,792	1,133,848		1,425,953	(292,105)		1,039,687		(138,752)	(138,752)	19,232	XXX	L
441060 10 0	HOSPIRA INC		08/27/2012	State Street Bank	4,000.000	135,486	XXX	150,613					0		150,613		(15,127)	(15,127)		XXX	L
445658 10 7	HUNT (JB) TRANSPRT SVCS		08/27/2012	State Street Bank	6,900.000	368,971	XXX	217,498	310,983	(93,485)			(93,485)		217,498		151,474	151,474	2,898	XXX	L
45068B 10 9	ITT EDUCATIONAL SERVICE		08/27/2012	State Street Bank	3,700.000	115,579	XXX	193,886	210,493	(16,607)			(16,607)		193,886		(78,307)	(78,307)		XXX	L
45666Q 10 2	INFORMATICA CORP		08/27/2012	State Street Bank	300.000	9,618	XXX	10,975	11,079	(104)			(104)		10,975		(1,357)	(1,357)		XXX	L
45822P 10 5	INTEGRYS ENERGY GROUP I		08/28/2012	State Street Bank	13,900.000	769,105	XXX	481,460	753,102	(271,642)			(271,642)		481,460		287,646	287,646	18,904	XXX	L
45841N 10 7	INTERACTIVE BROKERS GRO		08/28/2012	State Street Bank	23,800.000	328,624	XXX	420,858	355,572	65,286			65,286		420,858		(92,233)	(92,233)	4,760	XXX	L
459902 10 2	INTERNATIONAL GAME TECH		08/27/2012	State Street Bank	16,700.000	202,860	XXX	216,695	287,240	(70,545)			(70,545)		216,695		(13,834)	(13,834)	3,006	XXX	L
46625H 10 0	JP MORGAN CHASE & CO		08/27/2012	State Street Bank	87,100.000	3,245,056	XXX	3,681,130	2,896,075	785,055			785,055		3,681,130		(436,075)	(436,075)	74,035	XXX	L
469814 10 7	JACOBS ENGINEERING GROU		08/27/2012	State Street Bank	9,300.000	373,496	XXX	400,220	377,394	22,826			22,826		400,220		(26,724)	(26,724)		XXX	L
478160 10 4	JOHNSON & JOHNSON		08/27/2012	State Street Bank	50.000	3,383	XXX	2,953	3,279	(326)			(326)		2,953		430	430	90	XXX	L
48203R 10 4	JUNIPER NETWORKS INC		08/27/2012	State Street Bank	40,600.000	718,377	XXX	909,202	828,646	80,556			80,556		909,202		(190,825)	(190,825)		XXX	L
49456B 11 9	KINDER MORGAN INC WARRA		07/01/2012	State Street Bank	28,032.000		XXX						0					0		XXX	L
500255 10 4	KOHLS CORP		08/27/2012	State Street Bank	17,600.000	924,938	XXX	990,929	868,560	122,369			122,369		990,929		(65,991)	(65,991)	11,264	XXX	L
502424 10 4	L-3 COMMUNICATIONS HLDG		07/18/2012	Spin Off		22,639	XXX	22,639	21,550	1,089			1,089		22,639			0		XXX	L
529771 10 7	LEXMARK INTERNATIONAL I		08/27/2012	State Street Bank	9,700.000	185,494	XXX	246,878	320,779	(73,901)			(73,901)		246,878		(61,384)	(61,384)	5,335	XXX	L
53071M 10 4	LIBERTY MEDIA CORP INTE		08/10/2012	Spin Off		41,918	XXX	41,918	58,495	(16,577)			(16,577)		41,918			0		XXX	L
532457 10 8	ELI LILLY & CO		08/27/2012	State Street Bank	18,600.000	828,148	XXX	623,863	773,016	(149,153)			(149,153)		623,863		204,286	204,286	27,342	XXX	L
534187 10 9	LINCOLN NATIONAL CORP		08/27/2012	State Street Bank	19,300.000	454,175	XXX	458,390	374,806	83,584			83,584		458,390		(4,216)	(4,216)	4,632	XXX	L
539830 10 9	LOCKHEED MARTIN CORPORA		08/27/2012	State Street Bank	12,900.000	1,192,086	XXX	887,114	1,043,610	(156,496)			(156,496)		887,114		304,972	304,972	25,800	XXX	L
548661 10 7	LOWE'S COMPANIES		08/27/2012	State Street Bank	55,648.000	1,546,167	XXX	1,078,981	1,412,346	(333,365)			(333,365)		1,078,981		467,186	467,186	24,485	XXX	L
552690 10 9	MDU RESOURCES GROUP INC		08/27/2012	State Street Bank	22,300.000	489,367	XXX	468,490	478,558	(10,068)			(10,068)		468,490		20,877	20,877	11,206	XXX	L
55354G 10 0	MSCI INC-A		08/27/2012	State Street Bank	24,700.000	870,011	XXX	945,447	813,371	132,076			132,076		945,447		(75,436)	(75,436)		XXX	L
585055 10 6	MEDTRONIC INC		08/27/2012	State Street Bank	45,200.000	1,832,313	XXX	1,623,968	1,728,900	(104,932)			(104,932)		1,623,968		208,345	208,345	33,674	XXX	L
58933Y 10 5	MERCK & CO INC		08/27/2012	State Street Bank	59,904.000	2,580,816	XXX	1,759,697	2,258,381	(498,684)			(498,684)		1,759,697		821,119	821,119	75,479	XXX	L
589400 10 0	MERCURY GENERAL CORP		08/28/2012	State Street Bank	12,100.000	458,710	XXX	444,986	552,002	(107,016)			(107,016)		444,986		13,724	13,724	14,762	XXX	L
59156R 10 8	METLIFE INC		08/27/2012	State Street Bank	29,679.000	1,023,431	XXX	1,007,355	925,391	81,964			81,964		1,007,355		16,076	16,076		XXX	L
595017 10 4	MICROCHIP TECHNOLOGY IN		08/27/2012	State Street Bank	11,850.000	409,032	XXX	300,272	434,066	(133,793)			(133,793)		300,272		108,759	108,759	12,443	XXX	L
62944T 10 5	NVR INC		08/27/2012	State Street Bank	400.000	326,704	XXX	266,748	274,400	(7,652)			(7,652)		266,748		59,957	59,957		XXX	L

Statement for September 30, 2012 of the **PROGRESSIVE CASUALTY INSURANCE COMPANY**

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value: 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
665859 10 4	NORTHERN TRUST CORP		08/27/2012	State Street Bank	6,100.000	282,601	XXX	303,237	241,926	61,311			61,311		303,237		(20,637)	(20,637)	5,246	XXX	L
675232 10 2	OCEANEERING INTL INC		08/27/2012	State Street Bank	4,200.000	230,785	XXX	154,974	193,746	(38,772)			(38,772)		154,974		75,811	75,811	1,386	XXX	L
676220 10 6	OFFICE DEPOT INC		08/27/2012	State Street Bank	69,700.000	105,008	XXX	91,307	149,855	(58,548)			(58,548)		91,307		13,701	13,701		XXX	L
693506 10 7	PPG INDUSTRIES INC		08/27/2012	State Street Bank	5,400.000	591,103	XXX	311,950	450,846	(138,896)			(138,896)		311,950		279,153	279,153	9,450	XXX	L
704326 10 7	PAYCHEX INC		08/27/2012	State Street Bank	15,800.000	524,972	XXX	450,697	475,738	(25,041)			(25,041)		450,697		74,275	74,275	15,168	XXX	L
704549 10 4	PEABODY ENERGY CORP		08/27/2012	State Street Bank	17,500.000	399,472	XXX	451,581	579,425	(127,845)			(127,845)		451,581		(52,108)	(52,108)	4,463	XXX	L
708160 10 6	J.C. PENNEY CO INC		08/27/2012	State Street Bank	1,300.000	32,198	XXX	43,845	45,695	(1,850)			(1,850)		43,845		(11,648)	(11,648)	520	XXX	L
713448 10 8	PEPSICO INC		08/27/2012	State Street Bank	30,420.000	2,230,801	XXX	1,822,842	2,018,367	(195,525)			(195,525)		1,822,842		407,958	407,958	47,683	XXX	L
717081 10 3	PFIZER INC		08/27/2012	State Street Bank	186,000.000	4,447,421	XXX	3,182,984	4,025,040	(842,056)			(842,056)		3,182,984		1,264,437	1,264,437	122,760	XXX	L
718546 10 4	PHILLIPS 66		08/27/2012	State Street Bank	4,042.000	166,687	XXX	51,663					0		51,663		115,024	115,024	808	XXX	L
74251V 10 2	PRINCIPAL FINANCIAL GRO		08/27/2012	State Street Bank	13,500.000	366,509	XXX	335,694	332,100	3,594			3,594		335,694		30,815	30,815	4,860	XXX	L
742718 10 9	PROCTER & GAMBLE CO		08/27/2012	State Street Bank	22,370.000	1,501,937	XXX	1,308,562	1,492,303	(183,740)			(183,740)		1,308,562		193,375	193,375	36,888	XXX	L
743263 10 5	PROGRESS ENERGY INC		07/03/2012	Tax Free Exchange	17,800.000	660,603	XXX	660,603	997,156	(336,554)			(336,554)		660,603			0	26,682	XXX	L
74340W 10 3	PROLOGIS INC		08/27/2012	State Street Bank	24,884.000	837,656	XXX	608,450	711,434	(102,984)			(102,984)		608,450		229,207	229,207	13,935	XXX	L
744573 10 6	PUBLIC SERVICE ENTERPRI		08/27/2012	State Street Bank	14,700.000	471,470	XXX	431,708	485,247	(53,539)			(53,539)		431,708		39,762	39,762	10,437	XXX	L
74733V 10 0	QEP RESOURCES INC		08/27/2012	State Street Bank	10,400.000	299,132	XXX	283,936	304,720	(20,784)			(20,784)		283,936		15,195	15,195	624	XXX	L
759509 10 2	RELIANCE STEEL & ALUMIN		08/27/2012	State Street Bank	2,900.000	151,667	XXX	139,843	141,201	(1,358)			(1,358)		139,843		11,824	11,824	1,595	XXX	L
772739 20 7	ROCK-TENN CO		08/27/2012	State Street Bank	11,500.000	764,874	XXX	738,864	663,550	75,314			75,314		738,864		26,011	26,011	6,900	XXX	L
774341 10 1	ROCKWELL COLLINS INC		08/27/2012	State Street Bank	9,100.000	449,822	XXX	444,933	503,867	(58,934)			(58,934)		444,933		4,889	4,889	7,644	XXX	L
776696 10 6	ROPER INDUSTRIES INC		08/27/2012	State Street Bank	6,500.000	676,097	XXX	327,471	564,655	(237,184)			(237,184)		327,471		348,627	348,627	2,681	XXX	L
779376 10 2	ROVI CORP		08/27/2012	State Street Bank	20,200.000	296,871	XXX	511,910	496,516	15,394			15,394		511,910		(215,039)	(215,039)		XXX	L
786514 20 8	SAFEWAY INC		08/27/2012	State Street Bank	22,900.000	353,994	XXX	464,130	481,816	(17,686)			(17,686)		464,130		(110,136)	(110,136)	10,649	XXX	L
803111 10 3	SARA LEE CORP		07/01/2012	State Street Bank			XXX						0					0	10,488	XXX	L
806407 10 2	HENRY SCHEIN INC		08/27/2012	State Street Bank	5,600.000	426,813	XXX	302,964	360,808	(57,844)			(57,844)		302,964		123,849	123,849		XXX	L
806882 10 6	SCHNITZER STEEL INDS IN		08/27/2012	State Street Bank	14,000.000	407,846	XXX	591,770	591,920	(150)			(150)		591,770		(183,924)	(183,924)	5,488	XXX	L
811065 10 1	SCRIPPS NETWORKS INTERA		08/27/2012	State Street Bank	1,500.000	88,394	XXX	56,800	63,630	(6,830)			(6,830)		56,800		31,594	31,594	360	XXX	L
835495 10 2	SONOCO PRODUCTS CO		08/28/2012	State Street Bank	8,600.000	262,499	XXX	234,636	283,456	(48,820)			(48,820)		234,636		27,863	27,863	7,654	XXX	L
844741 10 8	SOUTHWEST AIRLINES		08/27/2012	State Street Bank	50,800.000	461,548	XXX	419,506	434,848	(15,342)			(15,342)		419,506		42,042	42,042	1,473	XXX	L
845467 10 9	SOUTHWESTERN ENERGY CO		08/27/2012	State Street Bank	12,400.000	397,751	XXX	559,012	396,056	162,956			162,956		559,012		(161,261)	(161,261)		XXX	L
857477 10 3	STATE STREET CORP		08/27/2012	State Street Bank	22,200.000	915,099	XXX	938,445	894,882	43,563			43,563		938,445		(23,346)	(23,346)	14,652	XXX	L
858119 10 0	STEEL DYNAMICS INC		08/27/2012	State Street Bank	15,500.000	191,038	XXX	213,390	203,825	9,565			9,565		213,390		(22,352)	(22,352)	4,650	XXX	L
871503 10 8	SYMANTEC CORP		08/27/2012	State Street Bank	21,100.000	373,143	XXX	362,639	330,215	32,424			32,424		362,639		10,504	10,504		XXX	L
871829 10 7	SYSCO CORP		08/27/2012	State Street Bank	28,600.000	870,256	XXX	750,390	838,838	(88,448)			(88,448)		750,390		119,866	119,866	23,166	XXX	L
87612E 10 6	TARGET CORPORATION		08/27/2012	State Street Bank	25,000.000	1,585,849	XXX	1,228,625	1,280,500	(51,875)			(51,875)		1,228,625		357,224	357,224	24,000	XXX	L
878237 10 6	TECH DATA CORP		08/27/2012	State Street Bank	1,000.000	49,202	XXX	43,684	49,410	(5,726)			(5,726)		43,684		5,518	5,518		XXX	L
879433 82 9	TELEPHONE & DATA SYSTEM		08/27/2012	State Street Bank	2,608.000	62,651	XXX	84,119					0		84,119		(21,468)	(21,468)	639	XXX	L

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value: 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
88162F 10 5	TETRA TECHNOLOGIES		07/27/2012	Class Action Litigation		183	XXX						0				183	183		XXX	L
883203 10 1	TEXTRON INC		08/27/2012	State Street Bank	13,100.000	347,374	XXX	240,944	242,219	(1,275)			(1,275)		240,944		106,430	106,430	786	XXX	L
88579Y 10 1	3M CO		08/27/2012	State Street Bank	31,800.000	2,945,921	XXX	2,418,863	2,599,014	(180,151)			(180,151)		2,418,863		527,058	527,058	56,286	XXX	L
891027 10 4	TORCHMARK CORP		08/27/2012	State Street Bank	6,750.000	344,841	XXX	182,291	292,883	(110,592)			(110,592)		182,291		162,550	162,550	2,835	XXX	L
896945 20 1	TRIPADVISOR INC		08/27/2012	State Street Bank	100.000	3,413	XXX	2,427	2,521	(94)			(94)		2,427		986	986		XXX	L
902973 30 4	US BANCORP		08/27/2012	State Street Bank	18,900.000	627,555	XXX	277,010	511,245	(234,235)			(234,235)		277,010		350,544	350,544	9,734	XXX	L
903236 10 7	URS CORP		08/27/2012	State Street Bank	7,800.000	290,544	XXX	306,979	273,936	33,043			33,043		306,979		(16,435)	(16,435)	3,120	XXX	L
911312 10 6	UNITED PARCEL SERVICE I		08/27/2012	State Street Bank	10,200.000	768,007	XXX	552,771	746,538	(193,767)			(193,767)		552,771		215,236	215,236	17,442	XXX	L
91324P 10 2	UNITEDHEALTH GRP INC		08/27/2012	State Street Bank	14,154.000	773,153	XXX	367,721	717,325	(349,604)			(349,604)		367,721		405,432	405,432	5,308	XXX	L
913903 10 0	UNIVERSAL HEALTH SERVIC		08/27/2012	State Street Bank	7,800.000	310,886	XXX	222,301	303,108	(80,807)			(80,807)		222,301		88,585	88,585	780	XXX	L
917047 10 2	URBAN OUTFITTERS INC		08/27/2012	State Street Bank	8,700.000	321,147	XXX	281,675	239,772	41,903			41,903		281,675		39,473	39,473		XXX	L
92343V 10 4	VERIZON COMMUNICATIONS		08/27/2012	State Street Bank	11,950.000	510,329	XXX	366,132	479,434	(113,302)			(113,302)		366,132		144,197	144,197	17,925	XXX	L
92532F 10 0	VERTEX PHARMACEUTICALS		08/27/2012	State Street Bank	2,300.000	123,956	XXX	84,433	76,383	8,050			8,050		84,433		39,523	39,523		XXX	L
929160 10 9	VULCAN MATERIALS CO		08/27/2012	State Street Bank	9,000.000	362,944	XXX	407,165	354,150	53,015			53,015		407,165		(44,221)	(44,221)	270	XXX	L
931142 10 3	WAL-MART STORES INC		08/27/2012	State Street Bank	14,400.000	1,045,490	XXX	716,780	860,544	(143,764)			(143,764)		716,780		328,710	328,710	22,428	XXX	L
931422 10 9	WALGREEN CO		08/27/2012	State Street Bank	33,400.000	1,190,613	XXX	1,283,635	1,104,204	179,431			179,431		1,283,635		(93,022)	(93,022)	24,215	XXX	L
939640 10 8	WASHINGTON POST CLASS B		08/27/2012	State Street Bank	600.000	209,621	XXX	196,182	226,086	(29,904)			(29,904)		196,182		13,439	13,439	4,410	XXX	L
94106L 10 9	WASTE MANAGEMENT INC		08/27/2012	State Street Bank	25,300.000	863,214	XXX	769,955	827,563	(57,608)			(57,608)		769,955		93,259	93,259	17,963	XXX	L
941848 10 3	WATERS CORP		08/27/2012	State Street Bank	6,300.000	491,609	XXX	363,576	466,515	(102,939)			(102,939)		363,576		128,033	128,033		XXX	L
94770V 10 2	WEBMD HEALTH CORP		08/27/2012	State Street Bank	4,444.000	65,490	XXX	113,678	166,872	(16,213)		36,982	(53,195)		113,678		(48,188)	(48,188)		XXX	L
959802 10 9	WESTERN UNION CO		08/27/2012	State Street Bank	48,400.000	844,111	XXX	818,889	883,784	(64,895)			(64,895)		818,889		25,222	25,222	9,680	XXX	L
962166 10 4	WEYERHAEUSER CO		08/27/2012	State Street Bank	22,648.000	556,619	XXX	307,777	422,838	(115,061)			(115,061)		307,777		248,842	248,842	6,794	XXX	L
966387 10 2	WHITING PETROLEUM CORP		08/27/2012	State Street Bank	9,400.000	421,402	XXX	273,986	438,886	(164,900)			(164,900)		273,986		147,416	147,416		XXX	L
984332 10 6	YAHOO! INC		08/27/2012	State Street Bank	23,800.000	352,829	XXX	374,464	383,894	(9,430)			(9,430)		374,464		(21,635)	(21,635)		XXX	L
98956P 10 2	ZIMMER HOLDINGS INC		08/27/2012	State Street Bank	15,500.000	947,466	XXX	812,087	828,010	(15,923)			(15,923)		812,087		135,379	135,379	5,580	XXX	L
000886 28 3	ROYAL CARIBBEAN CRUISES	F	08/27/2012	State Street Bank	8,800.000	229,429	XXX	324,143	217,976	106,167			106,167		324,143		(94,713)	(94,713)	2,640	XXX	L
003883 83 2	WEATHERFORD INTL LTD	F	08/27/2012	State Street Bank	41,300.000	525,366	XXX	592,316	604,632	(12,316)			(12,316)		592,316		(66,951)	(66,951)		XXX	L
00B40K 91 5	COOPER INDUSTRIED PLC	F	08/27/2012	State Street Bank	8,300.000	616,851	XXX	487,373	449,445	37,928			37,928		487,373		129,478	129,478	7,553	XXX	L
00B4VL R1 9	ENSCO PLC	F	08/27/2012	State Street Bank	9,300.000	530,123	XXX	392,181	436,356	(44,175)			(44,175)		392,181		137,941	137,941	6,975	XXX	L
05946K 10 1	BANCO BILBAO VIZCAYA AD	F	08/27/2012	State Street Bank	31,700.000	230,324	XXX	297,622	271,669	25,953			25,953		297,622		(67,298)	(67,298)	11,108	XXX	L
143658 30 0	CARNIVAL CORP	F	08/27/2012	State Street Bank	24,900.000	843,192	XXX	725,686	812,736	(87,050)			(87,050)		725,686		117,507	117,507	18,675	XXX	L
404280 40 6	HSBC HOLDINGS PLC	F	08/27/2012	State Street Bank	901.000	39,661	XXX	29,155	33,038	(3,883)			(3,883)		29,155		10,506	10,506		XXX	L
806857 10 8	SCHLUMBERGER LTD	F	08/27/2012	State Street Bank	60,500.000	4,542,807	XXX	3,876,344	4,132,755	(256,411)			(256,411)		3,876,344		666,463	666,463	48,400	XXX	L
G05384 10 5	ASPEN INSURANCE HLDGS	F	08/27/2012	State Street Bank	12,200.000	350,958	XXX	310,567	323,300	(12,733)			(12,733)		310,567		40,391	40,391	5,978	XXX	L
G16962 10 5	BUNGE LTD	F	08/27/2012	State Street Bank	7,900.000	508,689	XXX	456,704	451,880	4,824			4,824		456,704		51,986	51,986	6,083	XXX	L
G3223R 10 8	EVEREST RE GROUP LTD	F	08/27/2012	State Street Bank	2,600.000	268,767	XXX	225,044	218,634	6,410			6,410		225,044		43,723	43,723	3,744	XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig-nation or Market Indicator (a)
G491BT 10 8	INVESCO LTD	F	08/27/2012	State Street Bank	17,200.000	407,196	XXX	379,231	345,548	33,683			33,683		379,231		27,965	27,965	8,041	XXX	L
G54050 10 2	LAZARD LTD CL A	F	08/27/2012	State Street Bank	9,500.000	270,863	XXX	271,382	248,045	23,337			23,337		271,382		(519)	(519)	5,320	XXX	L
G6359F 10 3	NABORS INDUSTRIES LTD	F	08/27/2012	State Street Bank	18,900.000	288,200	XXX	404,133	327,726	76,407			76,407		404,133		(115,933)	(115,933)		XXX	L
071813 10 9	BAXTER INTERNATIONAL IN		07/30/2012	Beck Mack Oliver	8,100.000	477,965	XXX	397,337	400,788	(3,451)			(3,451)		397,337		80,629	80,629	8,141	XXX	L
364760 10 8	GAP INC		09/07/2012	Beck Mack Oliver	128,150.000	4,253,901	XXX	2,372,479	2,244,550	(2,510)			(2,510)		2,372,479		1,881,421	1,881,421	45,650	XXX	L
726505 10 0	PLAINS EXPLORATION & PR		07/30/2012	Beck Mack Oliver	7,750.000	319,433	XXX	243,610	284,580	(40,970)			(40,970)		243,610		75,823	75,823		XXX	L
003334 73 7	NOBLE CORP	F	08/17/2012	Beck Mack Oliver	79,750.000	2,964,196	XXX	2,653,557	2,410,045	243,512			243,512		2,653,557		310,639	310,639	27,389	XXX	L
03524A 10 8	ANHEUSER-BUSCH INBEV SP	F	08/03/2012	Beck Mack Oliver	24,450.000	1,981,865	XXX	1,464,455	1,491,206	(26,751)			(26,751)		1,464,455		517,410	517,410	37,171	XXX	L
806857 10 8	SCHLUMBERGER LTD	F	08/17/2012	Beck Mack Oliver	39,170.000	2,823,359	XXX	2,745,449	2,675,703	69,746			69,746		2,745,449		77,910	77,910	27,294	XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					122,062,315	XXX	104,713,386	111,678,338	(6,499,258)	0	1,462,935	(7,962,193)	0	104,713,386	0	17,348,933	17,348,933	1,931,440	XXX	XXX
9799997	Total - Common Stocks - Part 4					122,062,315	XXX	104,713,386	111,678,338	(6,499,258)	0	1,462,935	(7,962,193)	0	104,713,386	0	17,348,933	17,348,933	1,931,440	XXX	XXX
9799999.	Total - Common Stocks					122,062,315	XXX	104,713,386	111,678,338	(6,499,258)	0	1,462,935	(7,962,193)	0	104,713,386	0	17,348,933	17,348,933	1,931,440	XXX	XXX
9899999.	Total - Preferred and Common Stocks					122,062,315	XXX	104,713,386	111,678,338	(6,499,258)	0	1,462,935	(7,962,193)	0	104,713,386	0	17,348,933	17,348,933	1,931,440	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					321,550,987	XXX	298,982,630	258,546,221	(6,457,965)	(363,768)	1,462,935	(8,284,668)	0	299,648,574	0	21,902,417	21,902,417	5,461,169	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
			Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository		Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
CANADIAN IMPERIAL BANK	NORTH YORK, ONTARIO, CN					1,633,268	1,919,569	1,841,611	XXX
CITIBANK	NEW YORK, NY					9,359,340	8,717,816	9,199,674	XXX
HUNTINGTON NATIONAL BANK	CLEVELAND, OH					5,162,568	2,062,697	4,002,941	XXX
JP MORGAN CHASE	CLEVELAND, OH					3,466,039	4,504,162	1,907,331	XXX
WELLS FARGO	TAMPA, FL					170,489	238,252	87,965	XXX
PNC BANK	CLEVELAND, OH					125,000,000	125,000,000	125,000,000	XXX
PNC BANK	CLEVELAND, OH					(9,907,795)	(11,019,160)	(9,942,544)	XXX
0199998. Deposits in.....2 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories		XXX	XXX			90,671	88,394	88,394	XXX
0199999. Total Open Depositories		XXX	XXX	0	0	134,974,580	131,511,730	132,185,372	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	134,974,580	131,511,730	132,185,372	XXX
0599999. Total Cash		XXX	XXX	0	0	134,974,580	131,511,730	132,185,372	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
ABBOTT LABORATORIES		08/31/2012	0.100	10/02/2012	27,999,923		2,411
BANK NOVA SCOTIA		09/20/2012	0.100	10/22/2012	44,997,375		1,375
CHEVRON CORP		09/26/2012	0.100	11/13/2012	99,988,055		1,389
WALT DISNEY COMPANY		09/25/2012	0.100	10/24/2012	74,995,208		1,250
WAL-MART STORES INC		09/27/2012	0.100	10/31/2012	19,898,342		221
BARCLAYS CAPITAL	RR	09/28/2012	0.170	10/01/2012	355,000,000	5,029	
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					622,878,903	5,029	6,646
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					622,878,903	5,029	6,646
Total Bonds							
7799999. Subtotals - Issuer Obligations					622,878,903	5,029	6,646
8399999. Subtotals - Bonds					622,878,903	5,029	6,646
8699999. Total - Cash Equivalents					622,878,903	5,029	6,646

Supplement A to Sch. T
NONE

Supplement A to Sch. T
NONE

Supplement A to Sch. T
NONE

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

SUPPLEMENT "A" TO SCHEDULE T

EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Designate the type of health care providers reported on this page.

Other Health Care Facilities

		1	2	Direct Losses Paid		5	Direct Losses Unpaid		8
				3	4		6	7	Direct Losses Incurred But Not Reported
	States, Etc.	Direct Premiums Written	Direct Premiums Earned	Amount	Number of Claims	Direct Losses Incurred	Amount Reported	Number of Claims	
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	30,000	22,384			(4)			1,492
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 Other Alien...OT	0	0	0	0	0	0	0	0
59.	Totals...	30,000	22,384	0	0	(4)	0	0	1,492

DETAILS OF WRITE-INS

5801.									
5802.									
5803.									
5898.	Summary of remaining write-ins for Line 58 from overflow page...	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 thru 5803 + 5898) (Line 58 above)...	0	0	0	0	0	0	0	0

Overflow Page for Write-Ins

NONE

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

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended September 30, 2012

NAIC Group Code.....155 NAIC Company Code.....24260

Company Name: PROGRESSIVE CASUALTY INSURANCE COMPANY

If the reporting entity writes any director and officer (D&O) business, please provide the following:

	1 Direct Written Premiums	2 Direct Earned Premiums	3 Direct Losses Incurred
1. Monoline Policies	..................(584,616)	5,521,036	6,016,649

2. Commercial Multiple Peril (CMP) Packaged Policies

2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? .... Yes [ ] No [X]

2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? .... Yes [ ] No [X]

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies:

2.31 Amount quantified: ....

2.32 Amount estimated using reasonable assumptions: ....

2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverages provided in CMP packaged policies: ....