



ANNUAL STATEMENT

For the Year Ended December 31, 2012
of the Condition and Affairs of the

PROGRESSIVE BAYSIDE INSURANCE COMPANY

NAIC Group Code.....155, 155 <small>(Current Period) (Prior Period)</small>	NAIC Company Code..... 17350	Employer's ID Number..... 31-1193845
Organized under the Laws of OH	State of Domicile or Port of Entry OH	Country of Domicile US
Incorporated/Organized..... March 27, 1986	Commenced Business..... May 19, 1992	
Statutory Home Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH <small>(Street and Number) (City or Town, State, Country and Zip Code)</small>	44143-2182
Main Administrative Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH <small>(Street and Number) (City or Town, State, Country and Zip Code)</small>	44143-2182 440-461-5000 <small>(Area Code) (Telephone Number)</small>
Mail Address	P.O. BOX 89490..... CLEVELAND OH <small>(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)</small>	44101-6490
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH <small>(Street and Number) (City or Town, State, Country and Zip Code)</small>	44143-2182 440-395-4460 <small>(Area Code) (Telephone Number)</small>
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO <small>(Name)</small> FINANCIAL_REPORTING@PROGRESSIVE.COM <small>(E-Mail Address)</small>	440-395-4460 <small>(Area Code) (Telephone Number) (Extension)</small> 440-446-7168 <small>(Fax Number)</small>

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

OFFICERS

Name	Title	Name	Title
KAREN MARIE BAILO	PRESIDENT	DANE ALLEN SHRALLOW	SECRETARY
THOMAS ALFRED KING	TREASURER		

OTHER

MARY BETH ANDREANO	(VICE PRESIDENT)	KATHLEEN MARY CERNY	(ASST. SECRETARY)
JAMES LEE KUSMER	(ASST. TREASURER)		

DIRECTORS OR TRUSTEES

KAREN MARIE BAILO	THOMAS HUDSON HOLLYER	KATHRYN MARGARET LEMIEUX	DANIEL PETER MASCARO
DAVID LLOYD PRATT			

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) KAREN MARIE BAILO	_____ (Signature) KATHLEEN MARY CERNY	_____ (Signature) THOMAS ALFRED KING
1. (Printed Name) PRESIDENT	2. (Printed Name) ASSISTANT SECRETARY	3. (Printed Name) TREASURER
_____ (Title)	_____ (Title)	_____ (Title)

Subscribed and sworn to before me
This 14TH day of FEBRUARY, 2013

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 _____

PROGRESSIVE BAYSIDE INSURANCE COMPANY SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities.....	25,869,454	27.8	25,869,454		25,869,454	27.8
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies.....		0.0			0	0.0
1.22 Issued by U.S. government sponsored agencies.....		0.0			0	0.0
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities).....		0.0			0	0.0
1.4 Securities issued by states, territories and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations.....	60,283,536	64.8	60,283,536		60,283,536	64.8
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations.....	155,197	0.2	155,197		155,197	0.2
1.43 Revenue and assessment obligations.....	4,117,240	4.4	4,117,240		4,117,240	4.4
1.44 Industrial development and similar obligations.....		0.0			0	0.0
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA.....		0.0			0	0.0
1.512 Issued or guaranteed by FNMA and FHLMC.....		0.0			0	0.0
1.513 All other.....		0.0			0	0.0
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA.....		0.0			0	0.0
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-based securities issued or guaranteed by agencies shown in Line 1.521.....		0.0			0	0.0
1.523 All other.....		0.0			0	0.0
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities).....		0.0			0	0.0
2.2 Unaffiliated non-U.S. securities (including Canada).....		0.0			0	0.0
2.3 Affiliated securities.....		0.0			0	0.0
3. Equity interests:						
3.1 Investments in mutual funds.....		0.0			0	0.0
3.2 Preferred stocks:						
3.21 Affiliated.....		0.0			0	0.0
3.22 Unaffiliated.....		0.0			0	0.0
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated.....		0.0			0	0.0
3.32 Unaffiliated.....		0.0			0	0.0
3.4 Other equity securities:						
3.41 Affiliated.....		0.0			0	0.0
3.42 Unaffiliated.....		0.0			0	0.0
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated.....		0.0			0	0.0
3.52 Unaffiliated.....		0.0			0	0.0
4. Mortgage loans:						
4.1 Construction and land development.....		0.0			0	0.0
4.2 Agricultural.....		0.0			0	0.0
4.3 Single family residential properties.....		0.0			0	0.0
4.4 Multifamily residential properties.....		0.0			0	0.0
4.5 Commercial loans.....		0.0			0	0.0
4.6 Mezzanine real estate loans.....		0.0			0	0.0
5. Real estate investments:						
5.1 Property occupied by company.....		0.0			0	0.0
5.2 Property held for production of income (including \$.....0 of property acquired in satisfaction of debt).....		0.0			0	0.0
5.3 Property held for sale (including \$.....0 property acquired in satisfaction of debt).....		0.0			0	0.0
6. Contract loans.....		0.0			0	0.0
7. Derivatives.....		0.0			0	0.0
8. Receivables for securities.....		0.0			0	0.0
9. Securities lending (Line 10, Asset Page reinvested collateral).....		0.0		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments.....	2,636,924	2.8	2,636,924		2,636,924	2.8
11. Other invested assets.....		0.0			0	0.0
12. Total invested assets.....	93,062,351	100.0	93,062,351	0	93,062,351	100.0

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

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

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year.....	_____	84,071,043
2.	Cost of bonds and stocks acquired, Part 3, Column 7.....	_____	39,685,684
3.	Accrual of discount.....	_____	24,971
4.	Unrealized valuation increase (decrease):		
4.1	Part 1, Column 12.....	_____	
4.2	Part 2, Section 1, Column 15.....	_____	
4.3	Part 2, Section 2, Column 13.....	_____	
4.4	Part 4, Column 11.....	_____	0
5.	Total gain (loss) on disposals, Part 4, Column 19.....	_____	680,517
6.	Deduct consideration for bonds and stocks disposed of, Part 4, Column 7.....	_____	32,589,171
7.	Deduct amortization of premium.....	_____	1,447,617
8.	Total foreign exchange change in book/adjusted carrying value:		
8.1	Part 1, Column 15.....	_____	
8.2	Part 2, Section 1, Column 19.....	_____	
8.3	Part 2, Section 2, Column 16.....	_____	
8.4	Part 4, Column 15.....	_____	0
9.	Deduct current year's other than temporary impairment recognized:		
9.1	Part 1, Column 14.....	_____	
9.2	Part 2, Section 1, Column 17.....	_____	
9.3	Part 2, Section 2, Column 14.....	_____	
9.4	Part 4, Column 13.....	_____	0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	_____	90,425,427
11.	Deduct total nonadmitted amounts.....	_____	
12.	Statement value at end of current period (Line 10 minus Line 11).....	_____	90,425,427

SCHEDULE D - SUMMARY BY COUNTRY

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

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS	1. United States.....	25,869,454	26,894,354	25,874,740	25,945,000
Governments (Including all obligations guaranteed by governments)	2. Canada.....				
	3. Other Countries.....				
	4. Totals.....	25,869,454	26,894,354	25,874,740	25,945,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals.....	60,283,536	62,080,704	62,756,786	52,300,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals.....	155,197	155,623	172,630	155,000
U.S. Special Revenue and Special Assessment Obligations and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions	7. Totals.....	4,117,240	4,204,000	4,148,000	4,000,000
Industrial and Miscellaneous and Hybrid Securities (Unaffiliated)	8. United States.....				
	9. Canada.....				
	10. Other Countries.....				
	11. Totals.....	0	0	0	0
Parent, Subsidiaries and Affiliates	12. Totals.....				
	13. Total Bonds.....	90,425,427	93,334,681	92,952,156	82,400,000
PREFERRED STOCKS	14. United States.....				
Industrial and Miscellaneous (Unaffiliated)	15. Canada.....				
	16. Other Countries.....				
	17. Totals.....	0	0	0	0
Parent, Subsidiaries and Affiliates	18. Totals.....				
	19. Total Preferred Stocks.....	0	0	0	0
COMMON STOCKS	20. United States.....				
Industrial and Miscellaneous (Unaffiliated)	21. Canada.....				
	22. Other Countries.....				
	23. Totals.....	0	0	0	0
Parent, Subsidiaries and Affiliates	24. Totals.....				
	25. Total Common Stocks.....	0	0	0	0
	26. Total Stocks.....	0	0	0	0
	27. Total Bonds and Stocks....	90,425,427	93,334,681	92,952,156	

SCHEDULE D - PART 1A - SECTION 1

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

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1.....		25,869,454				25,869,454	27.8	16,563,721	19.7	25,869,454	
1.2 Class 2.....						0	0.0		0.0		
1.3 Class 3.....						0	0.0		0.0		
1.4 Class 4.....						0	0.0		0.0		
1.5 Class 5.....						0	0.0		0.0		
1.6 Class 6.....						0	0.0		0.0		
1.7 Totals.....	0	25,869,454	0	0	0	25,869,454	27.8	16,563,721	19.7	25,869,454	0
2. All Other Governments											
2.1 Class 1.....						0	0.0		0.0		
2.2 Class 2.....						0	0.0		0.0		
2.3 Class 3.....						0	0.0		0.0		
2.4 Class 4.....						0	0.0		0.0		
2.5 Class 5.....						0	0.0		0.0		
2.6 Class 6.....						0	0.0		0.0		
2.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions, etc., Guaranteed											
3.1 Class 1.....	2,636,925	33,237,335	27,046,200			62,920,460	67.6	57,860,438	68.8	62,920,460	
3.2 Class 2.....						0	0.0		0.0		
3.3 Class 3.....						0	0.0		0.0		
3.4 Class 4.....						0	0.0		0.0		
3.5 Class 5.....						0	0.0		0.0		
3.6 Class 6.....						0	0.0		0.0		
3.7 Totals.....	2,636,925	33,237,335	27,046,200	0	0	62,920,460	67.6	57,860,438	68.8	62,920,460	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1.....	155,197					155,197	0.2	157,611	0.2	155,197	
4.2 Class 2.....						0	0.0		0.0		
4.3 Class 3.....						0	0.0		0.0		
4.4 Class 4.....						0	0.0		0.0		
4.5 Class 5.....						0	0.0		0.0		
4.6 Class 6.....						0	0.0		0.0		
4.7 Totals.....	155,197	0	0	0	0	155,197	0.2	157,611	0.2	155,197	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1.....	403,771	2,489,921	1,223,548			4,117,240	4.4	9,489,273	11.3	4,117,240	
5.2 Class 2.....						0	0.0		0.0		
5.3 Class 3.....						0	0.0		0.0		
5.4 Class 4.....						0	0.0		0.0		
5.5 Class 5.....						0	0.0		0.0		
5.6 Class 6.....						0	0.0		0.0		
5.7 Totals.....	403,771	2,489,921	1,223,548	0	0	4,117,240	4.4	9,489,273	11.3	4,117,240	0

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

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

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 Class 1.....						0	0.0		0.0		
6.2 Class 2.....						0	0.0		0.0		
6.3 Class 3.....						0	0.0		0.0		
6.4 Class 4.....						0	0.0		0.0		
6.5 Class 5.....						0	0.0		0.0		
6.6 Class 6.....						0	0.0		0.0		
6.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7. Hybrid Securities				NONE							
7.1 Class 1.....						0	0.0		0.0		
7.2 Class 2.....						0	0.0		0.0		
7.3 Class 3.....						0	0.0		0.0		
7.4 Class 4.....						0	0.0		0.0		
7.5 Class 5.....						0	0.0		0.0		
7.6 Class 6.....						0	0.0		0.0		
7.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1.....						0	0.0		0.0		
8.2 Class 2.....						0	0.0		0.0		
8.3 Class 3.....						0	0.0		0.0		
8.4 Class 4.....						0	0.0		0.0		
8.5 Class 5.....						0	0.0		0.0		
8.6 Class 6.....						0	0.0		0.0		
8.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0

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

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

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1.....	(d).....3,195,893	.....61,596,710	.....28,269,748	.....0	.....0	.....93,062,351	.....100.0	.....XXX	.....XXX	.....93,062,351	.....0
9.2 Class 2.....	(d).....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.3 Class 3.....	(d).....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.4 Class 4.....	(d).....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.5 Class 5.....	(d).....0	.....0	.....0	.....0	.....0	(c).....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.6 Class 6.....	(d).....0	.....0	.....0	.....0	.....0	(c).....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.7 Totals.....	.....3,195,893	.....61,596,710	.....28,269,748	.....0	.....0	(b).....93,062,351	.....100.0	.....XXX	.....XXX	.....93,062,351	.....0
9.8 Line 9.7 as a % of Col. 6.....	.....3.4	.....66.2	.....30.4	.....0.0	.....0.0	.....100.0	.....XXX	.....XXX	.....XXX	.....100.0	.....0.0
10. Total Bonds Prior Year											
10.1 Class 1.....	.....14,741,201	.....48,189,195	.....21,140,647			.....XXX	.....XXX	.....84,071,043	.....100.0	.....84,071,043	
10.2 Class 2.....						.....XXX	.....XXX	.....0	.....0.0	.....0	
10.3 Class 3.....						.....XXX	.....XXX	.....0	.....0.0	.....0	
10.4 Class 4.....						.....XXX	.....XXX	.....0	.....0.0	.....0	
10.5 Class 5.....						.....XXX	.....XXX	(c).....0	.....0.0	.....0	
10.6 Class 6.....						.....XXX	.....XXX	(c).....0	.....0.0	.....0	
10.7 Totals.....	.....14,741,201	.....48,189,195	.....21,140,647	.....0	.....0	.....XXX	.....XXX	(b).....84,071,043	.....100.0	.....84,071,043	.....0
10.8 Line 10.7 as a % of Col. 8.....	.....17.5	.....57.3	.....25.1	.....0.0	.....0.0	.....XXX	.....XXX	.....100.0	.....XXX	.....100.0	.....0.0
11. Total Publicly Traded Bonds											
11.1 Class 1.....	.....3,195,893	.....61,596,710	.....28,269,748			.....93,062,351	.....100.0	.....84,071,043	.....100.0	.....93,062,351	.....XXX
11.2 Class 2.....						.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.3 Class 3.....						.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.4 Class 4.....						.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.5 Class 5.....						.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.6 Class 6.....						.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.7 Totals.....	.....3,195,893	.....61,596,710	.....28,269,748	.....0	.....0	.....93,062,351	.....100.0	.....84,071,043	.....100.0	.....93,062,351	.....XXX
11.8 Line 11.7 as a % of Col. 6.....	.....3.4	.....66.2	.....30.4	.....0.0	.....0.0	.....100.0	.....XXX	.....XXX	.....XXX	.....100.0	.....XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9.....	.....3.4	.....66.2	.....30.4	.....0.0	.....0.0	.....100.0	.....XXX	.....XXX	.....XXX	.....100.0	.....XXX
12. Total Privately Placed Bonds											
12.1 Class 1.....						.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.2 Class 2.....						.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.3 Class 3.....						.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.4 Class 4.....						.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.5 Class 5.....						.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.6 Class 6.....						.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.7 Totals.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.8 Line 12.7 as a % of Col. 6.....0.00.00.00.00.00.0XXXXXXXXXXXX0.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9.....0.00.00.00.00.00.0XXXXXXXXXXXX0.0

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- (a) Includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
- (b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.
- (c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
- (d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE D - PART 1A - SECTION 2

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

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments											
1.1	Issuer Obligations.....		25,869,454				25,869,454	27.8	16,563,721	19.7	25,869,454	
1.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
1.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
1.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
1.5	Totals.....	0	25,869,454	0	0	0	25,869,454	27.8	16,563,721	19.7	25,869,454	0
2.	All Other Governments											
2.1	Issuer Obligations.....						0	0.0		0.0		
2.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
2.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
2.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
2.5	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
3.	U.S. States, Territories and Possessions, Guaranteed											
3.1	Issuer Obligations.....	2,636,925	33,237,335	27,046,200			62,920,460	67.6	57,860,438	68.8	62,920,460	
3.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
3.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
3.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
3.5	Totals.....	2,636,925	33,237,335	27,046,200	0	0	62,920,460	67.6	57,860,438	68.8	62,920,460	0
4.	U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1	Issuer Obligations.....	155,197					155,197	0.2	157,611	0.2	155,197	
4.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
4.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
4.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
4.5	Totals.....	155,197	0	0	0	0	155,197	0.2	157,611	0.2	155,197	0
5.	U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1	Issuer Obligations.....	403,771	2,489,921	1,223,548			4,117,240	4.4	9,489,273	11.3	4,117,240	
5.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
5.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
5.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
5.5	Totals.....	403,771	2,489,921	1,223,548	0	0	4,117,240	4.4	9,489,273	11.3	4,117,240	0
6.	Industrial and Miscellaneous (unaffiliated)											
6.1	Issuer Obligations.....						0	0.0		0.0		
6.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
6.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
6.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
6.5	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
7.	Hybrid Securities											
7.1	Issuer Obligations.....						0	0.0		0.0		
7.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
7.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
7.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
7.5	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8.	Parent, Subsidiaries and Affiliates											
8.1	Issuer Obligations.....						0	0.0		0.0		
8.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
8.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
8.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
8.5	Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0

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

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations.....	3,195,893	61,596,710	28,269,748	0	0	93,062,351	100.0	XXX	XXX	93,062,351	0
9.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Totals.....	3,195,893	61,596,710	28,269,748	0	0	93,062,351	100.0	XXX	XXX	93,062,351	0
9.6 Line 9.5 as a % of Col. 6.....	3.4	66.2	30.4	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
10. Total Bonds Prior Year											
10.1 Issuer Obligations.....	14,741,201	48,189,195	21,140,647			XXX	XXX	84,071,043	100.0	84,071,043	
10.2 Residential Mortgage-Backed Securities.....						XXX	XXX	0	0.0		
10.3 Commercial Mortgage-Backed Securities.....						XXX	XXX	0	0.0		
10.4 Other Loan-Backed and Structured Securities.....						XXX	XXX	0	0.0		
10.5 Totals.....	14,741,201	48,189,195	21,140,647	0	0	XXX	XXX	84,071,043	100.0	84,071,043	0
10.6 Line 10.5 as a % of Col. 8.....	17.5	57.3	25.1	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations.....	3,195,893	61,596,710	28,269,748			93,062,351	100.0	84,071,043	100.0	93,062,351	XXX
11.2 Residential Mortgage-Backed Securities.....						0	0.0	0	0.0	0	XXX
11.3 Commercial Mortgage-Backed Securities.....						0	0.0	0	0.0	0	XXX
11.4 Other Loan-Backed and Structured Securities.....						0	0.0	0	0.0	0	XXX
11.5 Totals.....	3,195,893	61,596,710	28,269,748	0	0	93,062,351	100.0	84,071,043	100.0	93,062,351	XXX
11.6 Line 11.5 as a % of Col. 6.....	3.4	66.2	30.4	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9.....	3.4	66.2	30.4	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations.....						0	0.0	0	0.0	XXX	0
12.2 Residential Mortgage-Backed Securities.....						0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities.....						0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities.....						0	0.0	0	0.0	XXX	0
12.5 Totals.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.6 Line 12.5 as a % of Col. 6.....	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9.....	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

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SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year.....	0				
2. Cost of short-term investments acquired.....	2,656,959	2,656,959			
3. Accrual of discount.....	0				
4. Unrealized valuation increase (decrease).....	0				
5. Total gain (loss) on disposals.....	0				
6. Deduct consideration received on disposals.....	0				
7. Deduct amortization of premium.....	20,035	20,035			
8. Total foreign exchange change in book/adjusted carrying value.....	0				
9. Deduct current year's other than temporary impairment recognized.....	0				
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,636,924	2,636,924	0	0	0
11. Deduct total nonadmitted amounts.....	0				
12. Statement value at end of current period (Line 10 minus Line 11).....	2,636,924	2,636,924	0	0	0

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

Sch. DB-Pt. A-Verification
NONE

Sch. DB-Pt. B-Verification
NONE

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

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

Sch. DB-Verification
NONE

SCHEDULE E - VERIFICATION BETWEEN YEARS

Cash Equivalents

	1 Total	2 Bonds	3 Other (a)
1. Book/adjusted carrying value, December 31 of prior year.....	0		
2. Cost of cash equivalents acquired.....	26,598,036	26,598,036	
3. Accrual of discount.....	1,964	1,964	
4. Unrealized valuation increase (decrease).....	0		
5. Total gain (loss) on disposals.....	0		
6. Deduct consideration received on disposals.....	26,600,000	26,600,000	
7. Deduct amortization of premium.....	0		
8. Total foreign exchange change in book/adjusted carrying value.....	0		
9. Deduct current year's other than temporary impairment recognized.....	0		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0	0
11. Deduct total nonadmitted amounts.....	0		
12. Statement value at end of current period (Line 10 minus Line 11).....	0	0	0

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

**Sch. A-Pt. 1
NONE**

**Sch. A-Pt. 2
NONE**

**Sch. A-Pt. 3
NONE**

**Sch. B-Pt. 1
NONE**

**Sch. B-Pt. 2
NONE**

**Sch. B-Pt. 3
NONE**

**Sch. BA-Pt. 1
NONE**

**Sch. BA-Pt. 2
NONE**

**Sch. BA-Pt. 3
NONE**

SCHEDULE D - PART 1

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

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	For eign	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
U.S. Government - Issuer Obligations																					
912828	MW	7	..	.....	..1	2,688,115	104.969	2,750,188	2,620,000	2,656,222		(15,739)			2.500	1.867	MS	16,735	65,500	12/29/2010	03/31/2015
912828	PS	3	..	.....	..1	216,494	104.945	230,879	220,000	217,771		689			2.000	2.342	JJ	1,841	4,400	02/15/2011	01/31/2016
912828	QJ	2	..	.....	..1	12,179,031	105.445	12,864,290	12,200,000	12,186,195		4,139			2.125	2.162	FA	88,088	259,250	03/25/2011	02/29/2016
912828	RU	6	..	.....	..1	900,475	101.414	917,797	905,000	901,438		889			0.875	0.978	MN	696	7,919	11/30/2011	11/30/2016
912828	SJ	0	..	.....	..1	9,890,625	101.312	10,131,200	10,000,000	9,907,828		17,203			0.875	1.102	FA	29,731	43,750	03/14/2012	02/28/2017
0199999	U.S. Government - Issuer Obligations					25,874,740	XXX	26,894,354	25,945,000	25,869,454	0	7,181	0	0	XXX	XXX	XXX	137,091	380,819	XXX	XXX
0599999	Total - U.S. Government					25,874,740	XXX	26,894,354	25,945,000	25,869,454	0	7,181	0	0	XXX	XXX	XXX	137,091	380,819	XXX	XXX
U.S. States, Territories & Possessions (Direct and Guaranteed) - Issuer Obligations																					
373383	3A	4	..	.....	..1FE	13,225,893	116.290	13,111,698	11,275,000	12,467,037		(302,848)			5.000	2.055	AO	140,938	563,750	06/16/2010	10/01/2016
373383	3C	0	..	.....	..1FE	3,022,400	116.452	2,911,301	2,500,000	2,836,937		(87,121)			5.000	1.305	AO	31,250	125,000	11/04/2010	10/01/2018
373383	YW	2	..	.....	..1FE	3,500,893	107.643	3,256,201	3,025,000	3,184,365		(103,734)			5.500	1.920	JJ	83,188	166,375	11/16/2009	07/01/2015
373384	MG	8	..	.....	..1FE	2,701,950	107.029	2,675,725	2,500,000	2,677,665		(24,285)			5.000	0.250	JJ	62,500		10/12/2012	07/01/2014
373384	NX	0	..	.....	..1FE	5,850,350	116.606	5,830,300	5,000,000	5,486,587		(120,026)			5.000	2.331	MN	41,667	250,000	11/16/2009	11/01/2016
373384	PN	0	..	.....	..1FE	10,065,520	126.810	10,144,800	8,000,000	9,788,520		(220,819)			5.000	1.800	JJ	200,000	400,000	09/23/2011	07/01/2020
373384	RM	0	..	.....	..1FE	4,714,640	112.391	4,495,640	4,000,000	4,404,120		(143,579)			5.000	1.250	AO	50,000	200,000	10/06/2010	10/01/2015
373384	VX	1	..	.....	..1FE	2,200,200	108.942	2,178,840	2,000,000	2,180,625		(19,575)			5.000	0.272	JD	8,333	50,000	10/15/2012	12/01/2014
373384	YJ	9	..	.....	..1FE	17,474,940	124.830	17,476,200	14,000,000	17,257,680		(217,260)			5.000	1.260	JJ	316,944		07/06/2012	07/01/2019
1199999	U.S. States, Territories & Possessions - Issuer Obligations					62,756,786	XXX	62,080,704	52,300,000	60,283,536	0	(1,239,247)	0	0	XXX	XXX	XXX	934,820	1,755,125	XXX	XXX
1799999	Total - U.S. States, Territories & Possessions (Direct and Guaranteed)					62,756,786	XXX	62,080,704	52,300,000	60,283,536	0	(1,239,247)	0	0	XXX	XXX	XXX	934,820	1,755,125	XXX	XXX
U.S. Political Subdivisions of States, Territories & Possessions (Direct and Guaranteed) - Issuer Obligations																					
403755	UB	5	..	.....	..1FE	172,630	100.402	155,623	155,000	155,197		(2,414)			5.000	3.400	FA	3,229	7,750	11/09/2004	02/01/2013
1899999	U.S. Political Subdivisions of States, Territories & Possessions - Issuer Obligations					172,630	XXX	155,623	155,000	155,197	0	(2,414)	0	0	XXX	XXX	XXX	3,229	7,750	XXX	XXX
2499999	Total - U.S. Political Subdivisions of States, Territories & Possessions					172,630	XXX	155,623	155,000	155,197	0	(2,414)	0	0	XXX	XXX	XXX	3,229	7,750	XXX	XXX
U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivisions - Issuer Obligations																					
373539	D3	6	..	.....	..1FE	4,148,000	105.100	4,204,000	4,000,000	4,117,240		(28,347)			4.000	3.181	JD	13,333	160,000	11/17/2011	06/01/2030
2599999	U.S. Special Revenue & Assessment Obligations - Issuer Obligations					4,148,000	XXX	4,204,000	4,000,000	4,117,240	0	(28,347)	0	0	XXX	XXX	XXX	13,333	160,000	XXX	XXX
3199999	Total - U.S. Special Revenue & Special Assessment Obligations					4,148,000	XXX	4,204,000	4,000,000	4,117,240	0	(28,347)	0	0	XXX	XXX	XXX	13,333	160,000	XXX	XXX
Totals																					
7799999	Total - Issuer Obligations					92,952,156	XXX	93,334,681	82,400,000	90,425,427	0	(1,262,827)	0	0	XXX	XXX	XXX	1,088,473	2,303,694	XXX	XXX
8399999	Grand Total - Bonds					92,952,156	XXX	93,334,681	82,400,000	90,425,427	0	(1,262,827)	0	0	XXX	XXX	XXX	1,088,473	2,303,694	XXX	XXX

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

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
Bonds - U.S. Government								
912828 SJ 0	US TREASURY NOTE 0.875% 02/28/17		03/14/2012	CSFBdirect		9,890,625	10,000,000	3,567
0599999	Total - Bonds - U.S. Government					9,890,625	10,000,000	3,567
Bonds - U.S. States, Territories and Possessions								
373384 MG 8	GEORGIA ST 5.000% 07/01/14		10/12/2012	Morgan Stanley		2,701,950	2,500,000	36,806
373384 VX 1	GEORGIA ST 5.000% 12/01/14		10/15/2012	Morgan Stanley		2,200,200	2,000,000	37,500
373384 YJ 9	GEORGIA ST 5.000% 07/01/19		07/06/2012	JP Morgan Securities		17,474,940	14,000,000	
1799999	Total - Bonds - U.S. States, Territories & Possessions					22,377,090	18,500,000	74,306
8399997	Total - Bonds - Part 3					32,267,715	28,500,000	77,873
8399998	Total - Bonds - Summary Item from Part 5					7,417,969	7,500,000	2,675
8399999	Total - Bonds					39,685,684	36,000,000	80,548
9999999	Total - Bonds, Preferred and Common Stocks					39,685,684	XXX	80,548

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	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					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
										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.						
Bonds - U.S. Government																				
912828 RU 6	US TREASURY NOTE 0.875% 11/30/16		12/11/2012	Barclays Capital		604,483	595,000	592,025	592,073		553		553		592,626		11,857	11,857	5,378	11/30/2016
0599999	Total - Bonds - U.S. Government					604,483	595,000	592,025	592,073	0	553	0	553	0	592,626	0	11,857	11,857	5,378	XXX
Bonds - U.S. States, Territories and Possessions																				
373383 GC 6	GEORGIA ST 5.750% 08/01/12		08/01/2012	Maturity		770,000	770,000	881,388	777,950		(7,950)		(7,950)		770,000			0	44,275	08/01/2012
373383 RG 5	GEORGIA ST 5.000% 05/01/12		05/01/2012	Maturity		5,000,000	5,000,000	5,387,550	5,022,060		(22,060)		(22,060)		5,000,000			0	125,000	05/01/2012
373383 RM 2	GEORGIA ST 5.000% 05/01/17		05/01/2012	Call 100.0000		3,500,000	3,500,000	3,761,030	3,554,386		(54,386)		(54,386)		3,500,000			0	87,500	05/01/2017
373384 PJ 9	GEORGIA ST 5.000% 07/01/18		02/09/2012	Goldman Sachs		9,920,000	8,000,000	9,629,440	9,360,348		(23,505)		(23,505)		9,336,843		583,157	583,157	247,778	07/01/2018
1799999	Total - Bonds - U.S. States, Territories & Possessions					19,190,000	17,270,000	19,659,408	18,714,744	0	(107,901)	0	(107,901)	0	18,606,843	0	583,157	583,157	504,553	XXX
Bonds - U.S. Special Revenue and Special Assessment																				
74265L RL 4	PRIVATE COLL & UNIV GA 5.000% 09/01/12		09/01/2012	Maturity		5,290,000	5,290,000	5,804,188	5,343,686		(53,686)		(53,686)		5,290,000			0	264,500	09/01/2012
3199999	Total - Bonds - U.S. Special Revenue and Special Assessments					5,290,000	5,290,000	5,804,188	5,343,686	0	(53,686)	0	(53,686)	0	5,290,000	0		0	264,500	XXX
8399997	Total - Bonds - Part 4					25,084,483	23,155,000	26,055,621	24,650,503	0	(161,034)	0	(161,034)	0	24,489,469	0	595,014	595,014	774,431	XXX
8399998	Total - Bonds - Summary Item from Part 5					7,504,688	7,500,000	7,417,969			1,216		1,216		7,419,184		85,503	85,503	7,668	XXX
8399999	Total - Bonds					32,589,171	30,655,000	33,473,590	24,650,503	0	(159,818)	0	(159,818)	0	31,908,653	0	680,517	680,517	782,099	XXX
9999999	Total - Bonds, Preferred and Common Stocks					32,589,171	XXX	33,473,590	24,650,503	0	(159,818)	0	(159,818)	0	31,908,653	0	680,517	680,517	782,099	XXX

SCHEDULE D - PART 5

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) or Number of Shares (Stock)	9 Actual Cost	10 Consideration	11 Book/ Adjusted Carrying Value at Disposal	Change in Book/Adjusted Carrying Value					17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (12+13-14)	16 Total Foreign Exchange Change in B./A.C.V.					
Bonds - U.S. Government																				
912828 SJ 0	US TREASURY NOTE 0.875% 02/28/17		03/14/2012	CSFBdirect	04/11/2012	Goldman Sachs	7,500,000	7,417,969	7,504,688	7,419,184		1,216		1,216			85,503	85,503	7,668	2,675
0599999	Total - Bonds - U.S. Government						7,500,000	7,417,969	7,504,688	7,419,184	0	1,216	0	1,216	0	0	85,503	85,503	7,668	2,675
8399998	Total - Bonds						7,500,000	7,417,969	7,504,688	7,419,184	0	1,216	0	1,216	0	0	85,503	85,503	7,668	2,675
9999999	Total - Bonds, Preferred and Common Stocks							7,417,969	7,504,688	7,419,184	0	1,216	0	1,216	0	0	85,503	85,503	7,668	2,675

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

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

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

NONE

SCHEDULE D - PART 6 - SECTION 2

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

NONE

SCHEDULE DA - PART 1

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

1 CUSIP Identification	2 Description	Codes		5 Date Acquired	6 Name of Vendor	7 Maturity Date	8 Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				13 Par Value	14 Actual Cost	Interest						21 Paid for Accrued Interest	
		3 Code	4 F o r e i g n					9 Unrealized Valuation Increase/ (Decrease)	10 Current Year's (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Total Foreign Exchange Change in B./A.C.V.			15 Amount Due and Accrued December 31 of Current Year on Bond Not in Default	16 Non- Admitted Due and Accrued	17 Rate of	18 Effective Rate of	19 When Paid	20 Amount Received During Year		
Bonds - U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																					
	GEORGIA ST.....			11/01/2012.	Morgan Stanley.....	11/01/2013.	2,636,924		(20,035)			2,535,000	2,656,959	21,125		5.000	0.169	MN.....		352	
1199999.	U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations.....						2,636,924	0	(20,035)	0	0	2,535,000	2,656,959	21,125	0	XXX	XXX	XXX		0	352
1799999.	Total - U.S. States, Territories and Possessions (Direct and Guaranteed).....						2,636,924	0	(20,035)	0	0	2,535,000	2,656,959	21,125	0	XXX	XXX	XXX		0	352
Total Bonds																					
7799999.	Subtotals - Issuer Obligations.....						2,636,924	0	(20,035)	0	0	2,535,000	2,656,959	21,125	0	XXX	XXX	XXX		0	352
8399999.	Subtotals - Bonds.....						2,636,924	0	(20,035)	0	0	2,535,000	2,656,959	21,125	0	XXX	XXX	XXX		0	352
9199999.	Total - Short-Term Investments.....						2,636,924	0	(20,035)	0	0	XXX	2,656,959	21,125	0	XXX	XXX	XXX		0	352

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

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

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

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

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

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

**Sch. DB-Pt. D
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

Annual Statement for the year 2012 of the **PROGRESSIVE BAYSIDE INSURANCE COMPANY**
SCHEDULE E - PART 1 - CASH

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

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

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

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

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

NONE

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits for the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama.....AL						
2. Alaska.....AK						
3. Arizona.....AZ						
4. Arkansas.....AR						
5. California.....CA						
6. Colorado.....CO						
7. Connecticut.....CT						
8. Delaware.....DE						
9. District of Columbia.....DC						
10. Florida.....FL	B...	Collateral for Insurance Underwriting.....	329,493	341,149		
11. Georgia.....GA	B...	Collateral for Insurance Underwriting.....			45,622	47,236
12. Hawaii.....HI						
13. Idaho.....ID						
14. Illinois.....IL						
15. Indiana.....IN						
16. Iowa.....IA						
17. Kansas.....KS						
18. Kentucky.....KY						
19. Louisiana.....LA						
20. Maine.....ME						
21. Maryland.....MD						
22. Massachusetts.....MA						
23. Michigan.....MI						
24. Minnesota.....MN						
25. Mississippi.....MS						
26. Missouri.....MO						
27. Montana.....MT						
28. Nebraska.....NE						
29. Nevada.....NV						
30. New Hampshire.....NH						
31. New Jersey.....NJ						
32. New Mexico.....NM						
33. New York.....NY						
34. North Carolina.....NC						
35. North Dakota.....ND						
36. Ohio.....OH	B...	Collateral for Insurance Underwriting.....	202,765	209,938		
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.....CAN						
58. Aggregate Alien and Other.....OT	...XXX	...XXX	0	0	0	0
59. Total.....	...XXX	...XXX	532,258	551,087	45,622	47,236

DETAILS OF WRITE-INS

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

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