



ANNUAL STATEMENT

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

PROGRESSIVE CHOICE INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period)	NAIC Company Code..... 44288	Employer's ID Number..... 62-1444848
Organized under the Laws of OH	State of Domicile or Port of Entry OH	Country of Domicile US
Incorporated/Organized..... September 17, 1990	Commenced Business..... November 30, 1990	
Statutory Home Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US 44143-2182 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	
Main Administrative Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US..... 44143-2182 440-461-5000 <i>(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)</i>	
Mail Address	P.O. BOX 89490..... CLEVELAND OH US 44101-6490 <i>(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)</i>	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US 44143-2182 440-395-4460 <i>(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)</i>	
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO <i>(Name)</i> FINANCIAL_REPORTING@PROGRESSIVE.COM <i>(E-Mail Address)</i>	440-395-4460 <i>(Area Code) (Telephone Number) (Extension)</i> 440-446-7168 <i>(Fax Number)</i>

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

OFFICERS

Name	Title	Name	Title
STEVEN ANTHONY BROZ	PRESIDENT	MICHAEL ROBERT UTH	SECRETARY
DANIEL JOSEPH WITALEC #	TREASURER		

OTHER

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

DIRECTORS OR TRUSTEES

TOBY KRAMER ALFRED	STEVEN ANTHONY BROZ	JAMES RUSSELL HAAS	CAROLINE MAE KORAN
DANIEL JOSEPH WITALEC #			

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) STEVEN ANTHONY BROZ	_____ (Signature) KAREN ANN KOSUDA	_____ (Signature) SCOTT EDWARD COLEMAN
1. (Printed Name) PRESIDENT	2. (Printed Name) ASSISTANT SECRETARY	3. (Printed Name) ASSISTANT 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 CHOICE 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.....	31,220,709	40.8	31,220,709		31,220,709	40.8
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.....		0.0			0	0.0
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations.....	2,328,417	3.0	2,328,417		2,328,417	3.0
1.43 Revenue and assessment obligations.....	10,018,587	13.1	10,018,587		10,018,587	13.1
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.....	9,212,865	12.0	9,212,865		9,212,865	12.0
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities).....	23,814,434	31.1	23,814,434		23,814,434	31.1
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.....		0.0			0	0.0
11. Other invested assets.....		0.0			0	0.0
12. Total invested assets.....	76,595,012	100.0	76,595,012	0	76,595,012	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.....	NONE	
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

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.....	NONE	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

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.....	NONE	
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

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year.....		92,398,960
2.	Cost of bonds and stocks acquired, Part 3, Column 7.....		20,387,900
3.	Accrual of discount.....		260,494
4.	Unrealized valuation increase (decrease):		
4.1	Part 1, Column 12.....	(50,435)	
4.2	Part 2, Section 1, Column 15.....		
4.3	Part 2, Section 2, Column 13.....		
4.4	Part 4, Column 11.....		(50,435)
5.	Total gain (loss) on disposals, Part 4, Column 19.....		1,233,761
6.	Deduct consideration for bonds and stocks disposed of, Part 4, Column 7.....		36,526,763
7.	Deduct amortization of premium.....		1,108,908
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).....		76,595,009
11.	Deduct total nonadmitted amounts.....		
12.	Statement value at end of current period (Line 10 minus Line 11).....		76,595,009

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.....	31,220,709	32,301,683	31,235,941	31,175,000
Governments (Including all obligations guaranteed by governments)	2. Canada.....				
	3. Other Countries.....				
	4. Totals.....	31,220,709	32,301,683	31,235,941	31,175,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals.....				
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals.....	2,328,417	2,339,181	1,728,745	2,340,000
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.....	10,018,587	10,282,446	10,143,726	9,775,000
Industrial and Miscellaneous and Hybrid Securities (Unaffiliated)	8. United States.....	33,027,299	35,196,556	33,942,612	32,976,021
	9. Canada.....				
	10. Other Countries.....				
	11. Totals.....	33,027,299	35,196,556	33,942,612	32,976,021
Parent, Subsidiaries and Affiliates	12. Totals.....				
	13. Total Bonds.....	76,595,012	80,119,866	77,051,024	76,266,021
PREFERRED STOCKS	14. United States.....				
Industrial and Miscellaneous (Unaffiliated)	15. Canada.....				
	16. Other Countries.....				
	17. Totals.....	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals.....				
	19. Total Preferred Stocks.....	0	0	0	
COMMON STOCKS	20. United States.....				
Industrial and Miscellaneous (Unaffiliated)	21. Canada.....				
	22. Other Countries.....				
	23. Totals.....	0	0	0	
Parent, Subsidiaries and Affiliates	24. Totals.....				
	25. Total Common Stocks.....	0	0	0	
	26. Total Stocks.....	0	0	0	
	27. Total Bonds and Stocks....	76,595,012	80,119,866	77,051,024	

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.....		31,220,709				31,220,709	40.8	45,609,353	49.4	31,220,709	
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	31,220,709	0	0	0	31,220,709	40.8	45,609,353	49.4	31,220,709	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.....						0	0.0		0.0		
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.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1.....	2,328,417					2,328,417	3.0	2,236,548	2.4	2,328,417	
4.2 Class 2.....						0	0.0		0.0		
4.3 Class 3.....						0	0.0		0.0		
4.4 Class 4.....						0	0.0		0.0		
4.5 Class 5.....						0	0.0		0.0		
4.6 Class 6.....						0	0.0		0.0		
4.7 Totals.....	2,328,417	0	0	0	0	2,328,417	3.0	2,236,548	2.4	2,328,417	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1.....	1,627,451	3,729,071	4,650,273	11,792		10,018,587	13.1	8,518,448	9.2	10,018,587	
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.....	1,627,451	3,729,071	4,650,273	11,792	0	10,018,587	13.1	8,518,448	9.2	10,018,587	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.....	11,947,312	4,754,335	310,521	159,096	37,488	17,208,752	22.5	25,905,150	28.0	13,709,666	3,499,086
6.2 Class 2.....		10,693,940	5,124,607			15,818,547	20.7	10,129,467	11.0	15,818,547	
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.....	11,947,312	15,448,275	5,435,128	159,096	37,488	33,027,299	43.1	36,034,617	39.0	29,528,213	3,499,086
7. Hybrid Securities											
7.1 Class 1.....						0	0.0		0.0		
7.2 Class 2.....						0	0.0		0.0		
7.3 Class 3.....						0	0.0		0.0		
7.4 Class 4.....						0	0.0		0.0		
7.5 Class 5.....						0	0.0		0.0		
7.6 Class 6.....						0	0.0		0.0		
7.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1.....						0	0.0		0.0		
8.2 Class 2.....						0	0.0		0.0		
8.3 Class 3.....						0	0.0		0.0		
8.4 Class 4.....						0	0.0		0.0		
8.5 Class 5.....						0	0.0		0.0		
8.6 Class 6.....						0	0.0		0.0		
8.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0

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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).....15,903,180	.....39,704,115	.....4,960,794	.....170,888	.....37,488	.....60,776,465	.....79.3	.....XXX	.....XXX	.....57,277,379	.....3,499,086
9.2 Class 2.....	(d).....0	.....10,693,940	.....5,124,607	.....0	.....0	.....15,818,547	.....20.7	.....XXX	.....XXX	.....15,818,547	.....0
9.3 Class 3.....	(d).....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.4 Class 4.....	(d).....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.5 Class 5.....	(d).....0	.....0	.....0	.....0	.....0	(c).....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.6 Class 6.....	(d).....0	.....0	.....0	.....0	.....0	(c).....0	.....0.0	.....XXX	.....XXX	.....0	.....0
9.7 Totals.....	.....15,903,180	.....50,398,055	.....10,085,401	.....170,888	.....37,488	(b).....76,595,012	.....100.0	.....XXX	.....XXX	.....73,095,926	.....3,499,086
9.8 Line 9.7 as a % of Col. 6.....	.....20.8	.....65.8	.....13.2	.....0.2	.....0.0	.....100.0	.....XXX	.....XXX	.....XXX	.....95.4	.....4.6
10. Total Bonds Prior Year											
10.1 Class 1.....	.....8,913,809	.....67,903,455	.....4,973,333	.....410,795	.....68,107	.....XXX	.....XXX	.....82,269,499	.....89.0	.....78,769,430	.....3,500,069
10.2 Class 2.....	.....0	.....10,693,940	.....5,124,607	.....0	.....0	.....XXX	.....XXX	.....10,129,467	.....11.0	.....10,129,467	.....0
10.3 Class 3.....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	.....0	.....0.0	.....0	.....0
10.4 Class 4.....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	.....0	.....0.0	.....0	.....0
10.5 Class 5.....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	(c).....0	.....0.0	.....0	.....0
10.6 Class 6.....	.....0	.....0	.....0	.....0	.....0	.....XXX	.....XXX	(c).....0	.....0.0	.....0	.....0
10.7 Totals.....	.....8,913,809	.....67,903,455	.....15,102,800	.....410,795	.....68,107	.....XXX	.....XXX	(b).....92,398,966	.....100.0	.....88,898,897	.....3,500,069
10.8 Line 10.7 as a % of Col. 8.....	.....9.6	.....73.5	.....16.3	.....0.4	.....0.1	.....XXX	.....XXX	.....100.0	.....XXX	.....96.2	.....3.8
11. Total Publicly Traded Bonds											
11.1 Class 1.....	.....12,404,094	.....39,704,115	.....4,960,794	.....170,888	.....37,488	.....57,277,379	.....74.8	.....78,769,430	.....85.2	.....57,277,379	.....XXX
11.2 Class 2.....	.....0	.....10,693,940	.....5,124,607	.....0	.....0	.....15,818,547	.....20.7	.....10,129,467	.....11.0	.....15,818,547	.....XXX
11.3 Class 3.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.4 Class 4.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.5 Class 5.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.6 Class 6.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....0	.....XXX
11.7 Totals.....	.....12,404,094	.....50,398,055	.....10,085,401	.....170,888	.....37,488	.....73,095,926	.....95.4	.....88,898,897	.....96.2	.....73,095,926	.....XXX
11.8 Line 11.7 as a % of Col. 6.....	.....17.0	.....68.9	.....13.8	.....0.2	.....0.1	.....100.0	.....XXX	.....XXX	.....XXX	.....100.0	.....XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9.....	.....16.2	.....65.8	.....13.2	.....0.2	.....0.0	.....95.4	.....XXX	.....XXX	.....XXX	.....95.4	.....XXX
12. Total Privately Placed Bonds											
12.1 Class 1.....	.....3,499,086	.....0	.....0	.....0	.....0	.....3,499,086	.....4.6	.....3,500,069	.....3.8	.....XXX	.....3,499,086
12.2 Class 2.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.3 Class 3.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.4 Class 4.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.5 Class 5.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.6 Class 6.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0.0	.....0	.....0.0	.....XXX	.....0
12.7 Totals.....	.....3,499,086	.....0	.....0	.....0	.....0	.....3,499,086	.....4.6	.....3,500,069	.....3.8	.....XXX	.....3,499,086
12.8 Line 12.7 as a % of Col. 6.....	.....100.0	.....0.0	.....0.0	.....0.0	.....0.0	.....100.0	.....XXX	.....XXX	.....XXX	.....XXX	.....100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9.....	.....4.6	.....0.0	.....0.0	.....0.0	.....0.0	.....4.6	.....XXX	.....XXX	.....XXX	.....XXX	.....4.6

S107

- (a) Includes \$.....3,499,086 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.....		31,220,709				31,220,709	40.8	45,609,353	49.4	31,220,709	
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	31,220,709	0	0	0	31,220,709	40.8	45,609,353	49.4	31,220,709	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.....						0	0.0		0.0		
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.....	0	0	0	0	0	0	0.0	0	0.0	0	0
4.	U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1	Issuer Obligations.....	2,328,417					2,328,417	3.0	2,236,548	2.4	2,328,417	
4.2	Residential Mortgage-Backed Securities.....						0	0.0		0.0		
4.3	Commercial Mortgage-Backed Securities.....						0	0.0		0.0		
4.4	Other Loan-Backed and Structured Securities.....						0	0.0		0.0		
4.5	Totals.....	2,328,417	0	0	0	0	2,328,417	3.0	2,236,548	2.4	2,328,417	0
5.	U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1	Issuer Obligations.....	1,627,451	3,729,071	4,650,273	11,792		10,018,587	13.1	8,518,448	9.2	10,018,587	
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.....	1,627,451	3,729,071	4,650,273	11,792	0	10,018,587	13.1	8,518,448	9.2	10,018,587	0
6.	Industrial and Miscellaneous (unaffiliated)											
6.1	Issuer Obligations.....		13,190,193	5,124,607			18,314,800	23.9	15,623,475	16.9	18,314,800	
6.2	Residential Mortgage-Backed Securities.....	188,797	541,245	310,521	159,096	37,488	1,237,147	1.6	1,550,512	1.7	1,237,147	
6.3	Commercial Mortgage-Backed Securities.....	7,975,717					7,975,717	10.4	13,361,362	14.5	4,476,631	3,499,086
6.4	Other Loan-Backed and Structured Securities.....	3,782,798	1,716,837				5,499,635	7.2	5,499,268	6.0	5,499,635	
6.5	Totals.....	11,947,312	15,448,275	5,435,128	159,096	37,488	33,027,299	43.1	36,034,617	39.0	29,528,213	3,499,086
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.....	3,955,868	48,139,973	9,774,880	11,792	0	61,882,513	80.8	XXX	XXX	61,882,513	0
9.2 Residential Mortgage-Backed Securities.....	188,797	541,245	310,521	159,096	37,488	1,237,147	1.6	XXX	XXX	1,237,147	0
9.3 Commercial Mortgage-Backed Securities.....	7,975,717	0	0	0	0	7,975,717	10.4	XXX	XXX	4,476,631	3,499,086
9.4 Other Loan-Backed and Structured Securities.....	3,782,798	1,716,837	0	0	0	5,499,635	7.2	XXX	XXX	5,499,635	0
9.5 Totals.....	15,903,180	50,398,055	10,085,401	170,888	37,488	76,595,012	100.0	XXX	XXX	73,095,926	3,499,086
9.6 Line 9.5 as a % of Col. 6.....	20.8	65.8	13.2	0.2	0.0	100.0	XXX	XXX	XXX	95.4	4.6
10. Total Bonds Prior Year											
10.1 Issuer Obligations.....	1,882,576	55,279,388	14,692,702	133,158	68,107	XXX	XXX	71,987,824	77.9	71,987,824	0
10.2 Residential Mortgage-Backed Securities.....	207,316	587,354	410,098	277,637	68,107	XXX	XXX	1,550,512	1.7	1,550,512	0
10.3 Commercial Mortgage-Backed Securities.....	6,823,917	6,537,445	0	0	0	XXX	XXX	13,361,362	14.5	9,861,293	3,500,069
10.4 Other Loan-Backed and Structured Securities.....	5,499,268	5,499,268	0	0	0	XXX	XXX	5,499,268	6.0	5,499,268	0
10.5 Totals.....	8,913,809	67,903,455	15,102,800	410,795	68,107	XXX	XXX	92,398,966	100.0	88,898,897	3,500,069
10.6 Line 10.5 as a % of Col. 8.....	9.6	73.5	16.3	0.4	0.1	XXX	XXX	100.0	XXX	96.2	3.8
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations.....	3,955,868	48,139,973	9,774,880	11,792	0	61,882,513	80.8	71,987,824	77.9	61,882,513	XXX
11.2 Residential Mortgage-Backed Securities.....	188,797	541,245	310,521	159,096	37,488	1,237,147	1.6	1,550,512	1.7	1,237,147	XXX
11.3 Commercial Mortgage-Backed Securities.....	4,476,631	0	0	0	0	4,476,631	5.8	9,861,293	10.7	4,476,631	XXX
11.4 Other Loan-Backed and Structured Securities.....	3,782,798	1,716,837	0	0	0	5,499,635	7.2	5,499,268	6.0	5,499,635	XXX
11.5 Totals.....	12,404,094	50,398,055	10,085,401	170,888	37,488	73,095,926	95.4	88,898,897	96.2	73,095,926	XXX
11.6 Line 11.5 as a % of Col. 6.....	17.0	68.9	13.8	0.2	0.1	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9.....	16.2	65.8	13.2	0.2	0.0	95.4	XXX	XXX	XXX	95.4	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities.....	3,499,086	0	0	0	0	3,499,086	4.6	3,500,069	3.8	XXX	3,499,086
12.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 Totals.....	3,499,086	0	0	0	0	3,499,086	4.6	3,500,069	3.8	XXX	3,499,086
12.6 Line 12.5 as a % of Col. 6.....	100.0	0.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9.....	4.6	0.0	0.0	0.0	0.0	4.6	XXX	XXX	XXX	XXX	4.6

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**Sch. DA-Verification
NONE**

**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.....	299,976	299,976	
3. Accrual of discount.....	24	24	
4. Unrealized valuation increase (decrease).....	0		
5. Total gain (loss) on disposals.....	0		
6. Deduct consideration received on disposals.....	300,000	300,000	
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	KJ 8	US TREASURY NOTE			1	10,141,979	101.902	10,317,578	10,125,000	10,129,313		(3,479)			1.750	1.715	MS	45,270	177,188	04/15/2009	03/31/2014
912828	MD 9	US TREASURY NOTE			1	3,579,480	110.750	3,987,000	3,600,000	3,587,700		2,830			3.250	3.342	JD	323	117,000	12/30/2009	12/31/2016
912828	MW 7	US TREASURY NOTE	SD		1	2,649,817	104.969	2,792,175	2,660,000	2,655,204		2,029		2.500	2.582	MS	16,990	66,500	04/01/2010	03/31/2015	
912828	PE 4	US TREASURY NOTE			1	3,074,766	102.539	3,076,170	3,000,000	3,056,262		(18,504)		1.250	0.581	AO	6,423	37,500	01/20/2012	10/31/2015	
912828	QA 1	US TREASURY NOTE			1	4,488,750	105.961	4,768,245	4,500,000	4,492,470		2,192		2.250	2.303	MS	25,869	101,250	04/01/2011	03/31/2016	
912828	SC 5	US TREASURY NOTE			1	4,897,259	101.328	4,954,939	4,890,000	4,895,976		(1,283)		0.875	0.844	JJ	17,906	21,394	02/09/2012	01/31/2017	
912828	TW 0	US TREASURY NOTE			1	1,005,859	100.328	1,003,280	1,000,000	1,005,752		(107)		0.750	0.629	AO	1,285		11/28/2012	10/31/2017	
912828	UE 8	US TREASURY NOTE			1	1,398,031	100.164	1,402,296	1,400,000	1,398,032		1		0.750	0.779	JD	29		12/19/2012	12/31/2017	
0199999	U.S. Government - Issuer Obligations					31,235,941	XXX	32,301,683	31,175,000	31,220,709	0	(16,321)	0	0	XXX	XXX	XXX	114,095	520,832	XXX	XXX
0599999	Total - U.S. Government					31,235,941	XXX	32,301,683	31,175,000	31,220,709	0	(16,321)	0	0	XXX	XXX	XXX	114,095	520,832	XXX	XXX
U.S. Political Subdivisions of States, Territories & Possessions (Direct and Guaranteed) - Issuer Obligations																					
579100	QY 7	MC ALLEN TEX INDPT SCH DIST	@		1FE	1,728,745	99.965	2,339,181	2,340,000	2,328,417		91,869			0.000	4.070	MAT			07/20/2005	02/15/2013
1899999	U.S. Political Subdivisions of States, Territories & Possessions - Issuer Obligations					1,728,745	XXX	2,339,181	2,340,000	2,328,417	0	91,869	0	0	XXX	XXX	XXX	0	0	XXX	XXX
2499999	Total - U.S. Political Subdivisions of States, Territories & Possessions					1,728,745	XXX	2,339,181	2,340,000	2,328,417	0	91,869	0	0	XXX	XXX	XXX	0	0	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																					
20775B	RB 4	CONN ST HSG FIN AUTH HSG MTG			1FE	808,031	105.867	809,883	765,000	795,822		(2,512)			5.000	3.541	MN	4,888	38,250	11/05/2010	05/15/2031
20775B	WD 4	CONN ST HSG FIN AUTH HSG MTG			1FE	3,245,000	102.971	3,341,409	3,245,000	3,245,000				1.800	1.800	MN	7,464	29,205	05/04/2012	05/15/2018	
49130P	JG 0	KENTUCKY HSG CORP			2FE	260,000	100.953	262,478	260,000	260,000				3.415	3.415	JJ	4,440	8,879	10/30/2003	07/01/2013	
83712T	BZ 3	SOUTH CAROLINA ST HSG FIN			1FE	383,613	108.443	384,973	355,000	374,848		(3,307)		5.000	3.255	JJ	8,875	17,750	12/02/2010	07/01/2027	
83755G	4F 1	SOUTH DAKOTA HSG			1FE	1,329,000	104.791	1,309,888	1,250,000	1,279,061		(8,219)		5.750	4.278	MN	11,979	71,875	07/26/2007	11/01/2036	
882750	LZ 3	TEXAS ST HSG & CMNTY			1FE	2,261,574	108.521	2,306,071	2,125,000	2,219,968		(22,277)		5.000	3.552	JJ	53,125	106,250	02/10/2011	07/01/2029	
93978T	MA 4	WASHINGTON ST HSG			1FE	1,856,508	105.225	1,867,744	1,775,000	1,843,888		(4,690)		4.500	3.383	JD	6,656	79,875	10/21/2010	06/01/2032	
2599999	U.S. Special Revenue & Assessment Obligations - Issuer Obligations					10,143,726	XXX	10,282,446	9,775,000	10,018,587	0	(41,005)	0	0	XXX	XXX	XXX	97,427	352,084	XXX	XXX
3199999	Total - U.S. Special Revenue & Special Assessment Obligations					10,143,726	XXX	10,282,446	9,775,000	10,018,587	0	(41,005)	0	0	XXX	XXX	XXX	97,427	352,084	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																					
025816	AX 7	AMERICAN EXPRESS CO			1FE	2,493,550	120.497	3,012,425	2,500,000	2,496,253		629		6.150	6.185	FA	52,531	153,750	08/22/2007	08/28/2017	
278865	AL 4	ECOLAB INC			2FE	5,136,800	111.618	5,580,900	5,000,000	5,124,607		(11,397)		4.350	4.015	JD	13,896	217,500	12/06/2011	12/08/2021	
428236	BT 9	HEWLETT-PACKARD CO			2FE	2,998,380	101.177	3,035,310	3,000,000	2,998,911		527		2.625	2.644	JD	4,813	78,750	12/06/2011	12/09/2014	
577081	AV 4	MATTEL INC			2FE	2,709,452	104.024	2,735,831	2,630,000	2,700,632		(8,820)		2.500	1.772	MN	10,958	32,875	06/27/2012	11/01/2016	
855244	AC 3	STARBUCKS CORP			2FE	4,990,550	120.286	6,014,300	5,000,000	4,994,397		935		6.250	6.276	FA	118,056	312,500	08/20/2007	08/15/2017	
3299999	Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations					18,328,732	XXX	20,378,766	18,130,000	18,314,800	0	(18,126)	0	0	XXX	XXX	XXX	200,254	795,375	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities																					
07387A	GH 2	BSARM 2005-12 25A1			1FM	505,246	50.230	408,309	812,878	408,309		(48,314)		3.823	6.560	MON	2,590	47,070	08/23/2007	04/25/2051	
576433	UF 1	MARM 2004-13 3A1			1FM	690,891	102.464	727,144	709,658	741,900		8,551		2.630	2.545	MON	1,555	18,912	08/20/2007	02/21/2051	
65535V	BZ 0	NAA 2003-A3 A1			1FM	87,858	99.204	86,938	87,636	86,938		(2,121)		5.500	4.913	MON	402	4,820	09/15/2003	08/25/2033	
3399999	Industrial & Miscellaneous (Unaffiliated) - Residential Mortgage-Backed Securities					1,283,995	XXX	1,222,391	1,610,172	1,237,147	(50,435)	8,484	0	0	XXX	XXX	XXX	4,547	70,802	XXX	XXX
Industrial & Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities																					
20047E	AG 7	COMM 2006-C8 XP IO		2.4	1FE	1,454,520	0.472	264,866		261,202		(261,242)		0.467	5.283	MON	21,853	315,541	03/23/2007	12/10/2046	
22541Q	DJ 8	CSFB 2003-C3 A5			1FM	3,876,252	100.375	4,251,733	4,235,849	4,215,429		67,087		3.936	5.826	MON	13,894	169,049	08/22/2007	05/15/2038	
36228C	B8 5	GSMS 2007-EOP K			1FM	3,500,000	101.109	3,538,815	3,500,000	3,499,086		(984)		4.805	5.028	MON	12,145	210,607	06/01/2007	03/06/2020	
3499999	Industrial & Miscellaneous - Commercial Mortgage-Backed Securities					8,830,772	XXX	8,055,414	7,735,849	7,975,717	0	(195,139)	0	0	XXX	XXX	XXX	47,892	695,197	XXX	XXX

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SCHEDULE D - PART 1

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

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Par Value	11 Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3 Code	4 F o r e i g n	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of	18 When Paid	19 Admitted Amount Due and Accrued	20 Amount Received During Year	21 Acquired	22 Stated Contractual Maturity Date
Industrial & Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities																					
65475H AE 1	NALT 2011-A A4			2	..1FE	5,499,113	100.727	5,539,985	5,500,000	5,499,635		367			1.240	1.250	MON	3,031	68,200	07/14/2011	04/17/2017
3599999	Industrial & Miscellaneous - Other Loan-Backed and Structured Securities					5,499,113	XXX	5,539,985	5,500,000	5,499,635	0	367	0	0	XXX	XXX	XXX	3,031	68,200	XXX	XXX
3899999	Total - Industrial & Miscellaneous (Unaffiliated)					33,942,612	XXX	35,196,556	32,976,021	33,027,299	(50,435)	(204,414)	0	0	XXX	XXX	XXX	255,724	1,629,574	XXX	XXX
Totals																					
7799999	Total - Issuer Obligations					61,437,144	XXX	65,302,076	61,420,000	61,882,513	0	16,417	0	0	XXX	XXX	XXX	411,776	1,668,291	XXX	XXX
7899999	Total - Residential Mortgage-Backed Securities					1,283,995	XXX	1,222,391	1,610,172	1,237,147	(50,435)	8,484	0	0	XXX	XXX	XXX	4,547	70,802	XXX	XXX
7999999	Total - Commercial Mortgage-Backed Securities					8,830,772	XXX	8,055,414	7,735,849	7,975,717	0	(195,139)	0	0	XXX	XXX	XXX	47,892	695,197	XXX	XXX
8099999	Total - Other Loan-Backed and Structured Securities					5,499,113	XXX	5,539,985	5,500,000	5,499,635	0	367	0	0	XXX	XXX	XXX	3,031	68,200	XXX	XXX
8399999	Grand Total - Bonds					77,051,024	XXX	80,119,866	76,266,021	76,595,012	(50,435)	(169,871)	0	0	XXX	XXX	XXX	467,246	2,502,490	XXX	XXX

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

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
Bonds - U.S. Government								
912828 PE 4	US TREASURY NOTE 1.250% 10/31/15.....		01/20/2012	Goldman Sachs.....		3,074,766	3,000,000	8,654
912828 SC 5	US TREASURY NOTE 0.875% 01/31/17.....		02/09/2012	Goldman Sachs.....		4,897,259	4,890,000	1,175
912828 TW 0	US TREASURY NOTE 0.750% 10/31/17.....		11/28/2012	Barclays Capital.....		1,005,859	1,000,000	601
912828 UE 8	US TREASURY NOTE 0.750% 12/31/17.....		12/19/2012	Goldman Sachs.....		1,398,031	1,400,000	
0599999	Total - Bonds - U.S. Government.....					10,375,915	10,290,000	10,430
Bonds - U.S. Special Revenue and Special Assessment								
20775B WD 4	CONN ST HSG FIN AUTH HSG MTG 1.800% 05/15/18.....		05/04/2012	JP Morgan Securities.....		3,245,000	3,245,000	
3199999	Total - Bonds - U.S. Special Revenue and Special Assessments.....					3,245,000	3,245,000	0
Bonds - Industrial and Miscellaneous								
577081 AV 4	MATTEL INC 2.500% 11/01/16.....		06/27/2012	CSFBdirect.....		2,709,452	2,630,000	11,141
3899999	Total - Bonds - Industrial and Miscellaneous.....					2,709,452	2,630,000	11,141
8399997	Total - Bonds - Part 3.....					16,330,367	16,165,000	21,571
8399998	Total - Bonds - Summary Item from Part 5.....					4,057,533	4,060,000	147
8399999	Total - Bonds.....					20,387,900	20,225,000	21,718
9999999	Total - Bonds, Preferred and Common Stocks.....					20,387,900	XXX	21,718

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 Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	10 Change in Book/Adjusted Carrying Value					11 Book/ Adjusted Carrying Value at Disposal Date	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Bond Interest/ Stock Dividends Received During Year	16 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 KJ 8	US TREASURY NOTE 1.750% 03/31/14.....	03/29/2012	Barclays Capital.....		3,983,379	3,875,000	3,881,498	3,877,982		(286)		(286)		3,877,696		105,683	105,683	33,721	03/31/2014
912828 QE 3	US TREASURY NOTE 0.625% 04/30/13.....	01/20/2012	Goldman Sachs.....		4,022,813	4,000,000	4,006,563	4,004,446		(202)		(202)		4,004,244		18,568	18,568	5,769	04/30/2013
912828 QJ 2	US TREASURY NOTE 2.125% 02/29/16.....	11/19/2012	Progressive Investment Co Inc.....		17,288,931	16,350,000	16,368,813	16,365,675		(3,307)		(3,307)		16,362,368		926,563	926,563	424,219	02/29/2016
912828 RF 9	US TREASURY NOTE 1.000% 08/31/16.....	11/19/2012	Progressive Investment Co Inc.....		510,585	500,000	500,146	500,135		(26)		(26)		500,109		10,476	10,476	6,105	08/31/2016
0599999	Total - Bonds - U.S. Government.....				25,805,708	24,725,000	24,757,020	24,748,238	0	(3,821)	0	(3,821)	0	24,744,417	0	1,061,290	1,061,290	469,814	XXX
Bonds - U.S. Special Revenue and Special Assessment																			
20775B RB 4	CONN ST HSG FIN AUTH HSG MTG 5.000% 05/15/31...	07/12/2012	Call 100.0000.....		205,000	205,000	216,531	213,932		(8,932)		(8,932)		205,000				5,637	05/15/2031
49130P JG 0	KENTUCKY HSG CORP 3.415% 07/01/13.....	07/01/2012	Call 100.0000.....		420,000	420,000	420,000	420,000				0		420,000				9,590	07/01/2013
83712T BZ 3	SOUTH CAROLINA ST HSG F 5.000% 07/01/27.....	10/01/2012	Call 100.0000.....		40,000	40,000	43,224	42,609		(2,609)		(2,609)		40,000				2,250	07/01/2027
83755G 4F 1	SOUTH DAKOTA HSG 5.750% 11/01/36.....	08/15/2012	Call 100.0000.....		450,000	450,000	478,440	463,420		(13,420)		(13,420)		450,000				13,984	11/01/2036
882750 LZ 3	TEXAS ST HSG & CMNTY 5.000% 07/01/29.....	12/01/2012	Call 100.0000.....		110,000	110,000	117,070	116,069		(6,069)		(6,069)		110,000				6,229	07/01/2029
93978T MA 4	WASHINGTON ST HSG 4.500% 06/01/32.....	12/01/2012	Call 100.0000.....		430,000	430,000	449,746	447,825		(17,825)		(17,825)		430,000				15,863	06/01/2032
3199999	Total - Bonds - U.S. Special Revenue and Special Assessments.....				1,655,000	1,655,000	1,725,011	1,703,855	0	(48,855)	0	(48,855)	0	1,655,000	0	0	0	53,553	XXX
Bonds - Industrial and Miscellaneous																			
05947U BU 1	BACM 2001-1 G 7.324% 04/15/36.....	05/01/2012	Paydown.....		1,460,137	1,460,137	1,477,134	1,456,245		3,892		3,892		1,460,137				43,687	04/15/2036
07387A GH 2	BSARM 2005-12 25A1 3.823% 04/25/51.....	12/01/2012	Paydown.....		70,437	132,532	(73,939)	(73,939)		(3,502)		(3,502)		70,437				5,872	04/25/2051
20047E AG 7	COMM 2006-C8 XP IO 0.467% 12/10/46.....	12/01/2012	Paydown.....				104,866	37,667		(37,667)		(37,667)						16,990	12/10/2046
22541Q DJ 8	CSFB 2003-C3 A5 3.936% 05/15/38.....	12/01/2012	Paydown.....		3,114,151	3,114,151	2,849,780	3,049,817		64,334		64,334		3,114,151				97,163	05/15/2038
46625Y NH 2	JPMCC 2005-LDP2 X2 IO 0.740% 07/15/42.....	06/01/2012	Paydown.....				2,094,323	182,950		(182,950)		(182,950)						230,078	07/15/2042
46625Y QW 6	JPMCC 2005-CB12 X2 IO 0.326% 09/12/37.....	07/01/2012	Paydown.....				3,458,297	463,828		(463,828)		(463,828)						583,230	09/12/2037
576433 UF 1	MARM 2004-13 3A1 2.630% 02/21/51.....	12/01/2012	Paydown.....		166,631	166,631	162,224	172,194		(5,563)		(5,563)		166,631				2,486	02/21/2051
65535V BZ 0	NAA 2003-A3 A1 5.500% 08/25/33.....	12/01/2012	Paydown.....		24,856	24,856	24,919	25,279		(423)		(423)		24,856				657	08/25/2033
3899999	Total - Bonds - Industrial and Miscellaneous.....				4,836,212	4,898,307	10,097,604	5,314,041	0	(625,707)	0	(625,707)	0	4,836,212	0	0	0	980,163	XXX
8399997	Total - Bonds - Part 4.....				32,296,920	31,278,307	36,579,635	31,766,134	0	(678,383)	0	(678,383)	0	31,235,629	0	1,061,290	1,061,290	1,503,530	XXX
8399998	Total - Bonds - Summary Item from Part 5.....				4,229,843	4,060,000	4,057,533			(162)		(162)		4,057,372		172,471	172,471	17,318	XXX
8399999	Total - Bonds.....				36,526,763	35,338,307	40,637,168	31,766,134	0	(678,545)	0	(678,545)	0	35,293,001	0	1,233,761	1,233,761	1,520,848	XXX
9999999	Total - Bonds, Preferred and Common Stocks.....				36,526,763	XXX	40,637,168	31,766,134	0	(678,545)	0	(678,545)	0	35,293,001	0	1,233,761	1,233,761	1,520,848	XXX

E14

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 SC 5	US TREASURY NOTE 0.875% 01/31/17		02/09/2012	Goldman Sachs	11/19/2012	Progressive Investment Co Inc	610,000	610,905	619,577	610,766			(140)		(140)			8,811	8,811	4,279	147
0599999	Total - Bonds - U.S. Government						610,000	610,905	619,577	610,766			(140)		(140)			8,811	8,811	4,279	147
Bonds - Industrial and Miscellaneous																					
00101J AB 2	ADT CORP 3.500% 07/15/22		06/27/2012	Goldman Sachs	10/25/2012	Wells Fargo Bank	450,000	448,938	462,006	448,950			12		12			13,056	13,056	5,031	
913017 BV 0	UNITED TECHNOLOGIES CORP 3.100% 06/01/22		05/24/2012	Bank of America Corp	06/27/2012	CSFBdirect	3,000,000	2,997,690	3,148,260	2,997,656			(34)		(34)			150,604	150,604	8,008	
3899999	Total - Bonds - Industrial and Miscellaneous						3,450,000	3,446,628	3,610,266	3,446,606			0		(22)			163,660	163,660	13,039	0
8399998	Total - Bonds						4,060,000	4,057,533	4,229,843	4,057,372			0		(162)			172,471	172,471	17,318	147
9999999	Total - Bonds, Preferred and Common Stocks						4,057,533	4,229,843	4,057,372				0		(162)			172,471	172,471	17,318	147

**Sch. D-Pt. 6-Sn. 1
NONE**

**Sch. D-Pt. 6-Sn. 2
NONE**

**Sch. DA-Pt. 1
NONE**

**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 CHOICE 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						
11. Georgia.....GA	B...	Collateral for Insurance Underwriting.....			29,946	31,491
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.....	2,625,258	2,760,685		
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	2,625,258	2,760,685	29,946	31,491

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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