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QUARTERLY STATEMENT

As of March 31, 2013

of the Condition and Affairs of the

PROGRESSIVE DIRECT INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) NAIC Company Code..... 16322 Employer's ID Number..... 34-1524319

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

Incorporated/Organized..... September 29, 1986 Commenced Business..... January 14, 1987

Statutory Home Office 6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US 44143-2182
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US 44143-2182 440-461-5000
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address P.O. BOX 89490….. CLEVELAND ..... OH ..... US 44101-6490
(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US 44143-2182 440-395-4460
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address PROGRESSIVE.COM

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

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

OFFICERS

Name	Title	Name	Title
SCOTT WESLEY ZIEGLER	PRESIDENT	MICHAEL ROBERT UTH	SECRETARY
DANIEL JOSEPH WITALEC	TREASURER		

OTHER

TOBY KRAMER ALFRED	(VICE PRESIDENT)	SCOTT EDWARD COLEMAN	(ASST. TREASURER)
JAMES RUSSELL HAAS	(VICE PRESIDENT)	KAREN ANN KOSUDA	(ASST. SECRETARY)
SIMON GREGER LINDSAY	(VICE PRESIDENT)	MARIANN WOJTKUN MARSHALL	(VICE PRESIDENT)

DIRECTORS OR TRUSTEES

STEVEN ANTHONY BROZ	BRIAN CHARLES DOMECK	CHARLES ELWOOD JARRETT	SANJAY MAHESH VYAS
SCOTT WESLEY ZIEGLER			

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

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

(Signature)	(Signature)	(Signature)
SCOTT WESLEY ZIEGLER	MICHAEL ROBERT UTH	SCOTT EDWARD COLEMAN
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	SECRETARY	ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 6TH day of MAY, 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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	2,894,660,446		2,894,660,446	2,830,820,023
2. Stocks:				
2.1 Preferred stocks	75,533,615		75,533,615	74,929,815
2.2 Common stocks	692,067,084		692,067,084	628,191,530
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	178,600,151		178,600,151	180,348,481
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....10,650,865), cash equivalents ($.....108,943,982) and short-term investments ($.....15,843,026)	135,437,872		135,437,872	124,539,733
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	6,372,029	6,372,029	0	
9. Receivables for securities	2,934,958		2,934,958	3,531
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	3,985,606,155	6,372,029	3,979,234,126	3,838,833,113
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	17,379,831		17,379,831	19,642,391
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	102,956,574	13,144,967	89,811,607	101,465,699
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	600,816,129		600,816,129	508,815,385
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,478,385		3,478,385	6,802,858
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	47,285,719		47,285,719	63,512,613
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	1,218,903	1,218,903	0	
21. Furniture and equipment, including health care delivery assets ($..........0)	17,049	17,049	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	10,335,784		10,335,784	
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	3,108,717	944,093	2,164,624	2,539,456
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	4,772,203,246	21,697,041	4,750,506,205	4,541,611,515
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	4,772,203,246	21,697,041	4,750,506,205	4,541,611,515

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. STATE UNEARNED SURCHARGE RECOVERABLE	1,427,120		1,427,120	1,315,513
2502. NET GOODS AND SERVICES TAX RECEIVABLE	378,803		378,803	407,158
2503. STATE TAX CREDITS	237,160		237,160	779,436
2598. Summary of remaining write-ins for Line 25 from overflow page	1,065,634	944,093	121,541	37,349
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	3,108,717	944,093	2,164,624	2,539,456

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....320,952,992)	1,397,320,182	1,397,026,110
2.	Reinsurance payable on paid losses and loss adjustment expenses	207,518,529	184,538,059
3.	Loss adjustment expenses	292,211,483	291,125,398
4.	Commissions payable, contingent commissions and other similar charges	12,575	39,455
5.	Other expenses (excluding taxes, licenses and fees)	16,914,537	12,656,896
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	37,419,263	38,991,657
7.1	Current federal and foreign income taxes (including $.....3,382,400 on realized capital gains (losses))	44,924,283	25,733,310
7.2	Net deferred tax liability		
8.	Borrowed money $.........0 and interest thereon $.........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....346,759,059 and including warranty reserves of $.........0 and accrued accident and health experience rating refunds including $.........0 for medical loss ratio rebate per the Public Health Service Act	1,194,392,313	1,106,120,248
10.	Advance premium	13,979,643	9,309,308
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	618,640	1,596,906
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		42
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $.........0 certified)		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	60,933,818	65,689,264
19.	Payable to parent, subsidiaries and affiliates		43,171,249
20.	Derivatives		
21.	Payable for securities		
22.	Payable for securities lending		
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $.........0 and interest thereon $.........0		
25.	Aggregate write-ins for liabilities	2,766,972	2,330,420
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	3,269,012,238	3,178,328,322
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	3,269,012,238	3,178,328,322
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,480	3,000,480
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	839,515,293	838,052,119
35.	Unassigned funds (surplus)	638,978,194	522,230,594
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $.........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $.........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	1,481,493,967	1,363,283,193
38.	Totals (Page 2, Line 28, Col. 3)	4,750,506,205	4,541,611,515

DETAILS OF WRITE-INS

2501.	MISCELLANEOUS OTHER LIABILITIES	1,940,931	2,062,678
2502.	ESCHEATABLE PROPERTY	667,093	140,926
2503.	STATE PLAN LIABILITY	158,948	126,816
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	2,766,972	2,330,420
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....522,902,594)	487,721,383	457,163,229	1,878,447,805
1.2 Assumed (written $.....968,351,633)	889,633,404	850,856,839	3,529,288,975
1.3 Ceded (written $.....335,532,200)	309,904,827	294,304,515	1,216,740,776
1.4 Net (written $.....1,155,722,027)	1,067,449,960	1,013,715,553	4,190,996,004
DEDUCTIONS:			
2. Losses incurred (current accident year $.....643,610,183):			
2.1 Direct	288,031,995	265,596,952	1,181,429,886
2.2 Assumed	539,458,904	521,746,841	2,245,803,158
2.3 Ceded	186,185,453	177,152,354	771,127,435
2.4 Net	641,305,446	610,191,439	2,656,105,609
3. Loss adjustment expenses incurred	114,717,382	115,239,356	454,510,061
4. Other underwriting expenses incurred	232,997,848	249,554,351	901,838,831
5. Aggregate write-ins for underwriting deductions	0	0	(9)
6. Total underwriting deductions (Lines 2 through 5)	989,020,676	974,985,146	4,012,454,492
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	78,429,284	38,730,407	178,541,512
INVESTMENT INCOME			
9. Net investment income earned	23,748,115	24,934,481	100,404,222
10. Net realized capital gains (losses) less capital gains tax of $.....3,382,400	6,238,024	9,034,413	34,573,296
11. Net investment gain (loss) (Lines 9 + 10)	29,986,139	33,968,894	134,977,518
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....522,376 amount charged off $.....9,409,312)	(8,886,936)	(8,749,004)	(38,877,822)
13. Finance and service charges not included in premiums	7,134,687	6,839,923	29,124,616
14. Aggregate write-ins for miscellaneous income	3,925,195	4,697,558	16,749,242
15. Total other income (Lines 12 through 14)	2,172,946	2,788,477	6,996,036
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	110,588,369	75,487,778	320,515,066
17. Dividends to policyholders			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	110,588,369	75,487,778	320,515,066
19. Federal and foreign income taxes incurred	41,545,334	29,422,266	97,803,531
20. Net income (Line 18 minus Line 19) (to Line 22)	69,043,035	46,065,512	222,711,535
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	1,363,283,193	1,272,391,248	1,272,391,248
22. Net income (from Line 20)	69,043,035	46,065,512	222,711,535
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....22,781,749	42,372,927	43,420,949	38,629,012
25. Change in net unrealized foreign exchange capital gain (loss)	(210,783)	567,461	428,312
26. Change in net deferred income tax	6,441,356	6,322,196	1,568,748
27. Change in nonadmitted assets	(898,936)	1,191,416	531,699
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in	1,463,174	2,547,242	12,022,639
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			(185,000,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	118,210,773	100,114,776	90,891,945
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	1,481,493,967	1,372,506,024	1,363,283,193

DETAILS OF WRITE-INS

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS)			(9)
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	(9)
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED	3,255,598	3,969,364	16,065,621
1402. MISCELLANEOUS OTHER INCOME	640,154	703,299	554,504
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	29,443	24,895	129,117
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	3,925,195	4,697,558	16,749,242
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	1,078,866,593	1,055,301,469	4,267,851,326
2.	Net investment income	37,437,067	41,425,868	148,980,632
3.	Miscellaneous income	116,400	1,560,006	8,423,966
4.	Total (Lines 1 through 3)	1,116,420,060	1,098,287,343	4,425,255,924
5.	Benefit and loss related payments	614,706,431	571,631,759	2,521,133,776
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	343,970,778	356,089,585	1,338,543,359
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....5,646,504 tax on capital gains (losses)	25,736,761	22,354,939	111,373,351
10.	Total (Lines 5 through 9)	984,413,970	950,076,283	3,971,050,486
11.	Net cash from operations (Line 4 minus Line 10)	132,006,090	148,211,060	454,205,438
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	474,127,152	341,785,701	1,301,858,084
	12.2 Stocks	2,249,046	6,000,823	137,025,876
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets		110,000	180,000
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	163		
	12.7 Miscellaneous proceeds		391,593	
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	476,376,361	348,288,117	1,439,063,960
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	536,971,931	497,179,477	1,542,028,446
	13.2 Stocks	2,044,937	6,154,763	160,407,173
	13.3 Mortgage loans			
	13.4 Real estate	646,196	135,731	3,016,847
	13.5 Other invested assets			
	13.6 Miscellaneous applications	2,931,427	9,108,845	619
	13.7 Total investments acquired (Lines 13.1 to 13.6)	542,594,491	512,578,816	1,705,453,085
14.	Net increase (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(66,218,130)	(164,290,699)	(266,389,125)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock	1,463,174	2,547,242	12,022,639
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			185,000,000
	16.6 Other cash provided (applied)	(56,352,995)	13,324,643	87,002,922
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(54,889,821)	15,871,885	(85,974,439)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	10,898,139	(207,755)	101,841,873
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	124,539,733	22,697,860	22,697,860
	19.2 End of period (Line 18 plus Line 19.1)	135,437,872	22,490,105	124,539,733

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

Description	State of Domicile	March 31, 2013	December 31, 2012
Net income			
(1) Net income, state basis	OH	$ 69,043,035	$ 222,711,535
(2) Effect of state prescribed practices		--	--
(3) Effect of state permitted practices		--	--
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	$ 69,043,035	$ 222,711,535
Surplus			
(5) Policyholders' surplus, state basis	OH	$ 1,481,493,967	$ 1,363,283,193
(6) Effect of state prescribed practices		--	--
(7) Effect of state permitted practices		--	--
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	$ 1,481,493,967	$ 1,363,283,193

2. Accounting Changes and Corrections of Errors

No significant change

3. Business Combinations and Goodwill

No significant change

4. Discontinued Operations

No significant change

5. Investments

D. Loan-Backed Securities

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

2. Intent to Sell or Inability to Hold Securities with a Recognized Other-Than-Temporary Impairment

Not applicable

3. The following table shows, as of March 31, 2013, the Company's other-than-temporary impairment for loan-backed and structured debt securities since the adoption of SSAP No. 43R.

CUSIP	Amortized cost before current period other-than-temporary impairment	Projected Cash Flows	Recognized other-than-temporary Impairment	Amortized Cost after other-than-temporary Impairment	Fair Value at time of other-than-temporary impairment	Financial Statement date when other-than-temporary impairment was reported
61748LAD4	$ 10,977,201	$ 10,016,108	$ 961,093	$ 10,016,108	$ 7,150,350	2009 - Q3
863579XC7	20,634,751	18,722,138	1,912,613	18,722,138	18,722,138	2009 - Q3
71085PAW3	14,226,110	13,588,558	637,552	13,588,558	8,969,609	2010 - Q1
45660LDG1	5,607,836	5,301,431	306,405	5,301,431	4,436,741	2010 - Q2
71085PAW3	13,588,558	9,081,782	4,506,776	9,081,782	9,081,782	2010 - Q2
855541AB4	4,492,027	4,118,702	373,325	4,118,702	3,952,372	2010 - Q2
32027NRX1	239,447	162,300	77,147	162,300	162,300	2010 - Q3
855541AB4	3,711,737	3,552,306	159,431	3,552,306	3,552,306	2011 - Q1
3622N6AG4	6,307,525	6,122,525	185,000	6,122,525	5,223,707	2011 - Q2
3622N6AG4	5,391,042	5,320,838	70,204	5,320,838	4,780,080	2012 - Q2
32027NRX1	114,572	81,261	33,311	81,261	81,261	2012 - Q2
32027NRX1	85,612	40,443	45,169	40,443	40,443	2012 - Q4
32027NRX1	44,409	34,743	9,666	34,743	34,743	2013 - Q1
Total	XXX	XXX	$ 9,277,692	XXX	XXX	XXX

As of March 31, 2013, the Company did not intend to sell the loan-backed or structured debt securities on which a credit loss was recognized, and determined that it is more likely than not that the Company will not be required to sell the securities prior to recovery (which could be maturity) of their respective cost basis.

4. As of March 31, 2013, the Company had $5,374,239 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

As of March 31, 2013, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position is as follows:

Description	Amount
a. Aggregate amount of unrealized losses	
1. Less than twelve months	$ 3,403,393
2. Twelve months or longer	1,970,846
Total	$ 5,374,239
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	$ 262,514,540
2. Twelve months or longer	17,509,420
Total	$ 280,023,960

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

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change

7. Investment Income

No significant change

8. Derivative Instruments

No significant change

9. Income Taxes

No significant change

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

No significant change

11. Debt

No significant change

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

No significant change

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

No significant change

14. Contingencies

D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits

The Company paid the following amounts in the reporting period to settle claims related extra contractual obligations (“ECO”) or bad faith claims stemming from lawsuits:

Description	**Direct**
Claims related ECO and bad faith losses paid	$ 110,000

The table below indicates the number of claims where amounts were paid to settle claims related ECO or bad faith claims resulting from lawsuits during the reporting period.

(a) 0-25 Claims	**(b) 26-50 Claims**	**(c) 51-100 Claims**	**(d) 101-500 Claims**	**(e) More than 500 Claims**
X				

(f) Per Claim [ ] (g) Per Claimant [x]

F. All Other Contingencies

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

The following is a discussion of potentially significant pending cases at March 31, 2013. Unless specifically noted, the Company does not consider a loss from these cases to be probable and is unable to estimate a range of loss, if any, at this time.

As of March 31, 2013, there was one certified class action lawsuit challenging the Company’s use of certain automated database vendors or software to assist in the adjustment of bodily injury claims. Plaintiffs allege that these databases or software systematically undervalue the claims. An Agreement to settle was reached in 2012 and a loss reserve was established accordingly. As of March 31, 2013, the settlement was still being administered.

As of March 31, 2013, the Company was defending three putative statewide class action lawsuits alleging that the Company improperly steers automobile repair work to certain auto body repair shops and challenging the labor rates the Company pays to auto body repair shops.
As of March 31, 2013, there was a statewide putative class action lawsuit challenging the Company's policy form with regard to rejecting uninsured motorist coverage.

As of March 31, 2013, there was a putative class action lawsuit alleging that the Company failed to reimburse legal fees incurred to recover medical damages for personal injury protection benefits. An agreement to settle was reached in 2013 and a loss reserve was established accordingly. As of March 31, 2013, the settlement was still being administered.

As of March 31, 2013, the Company was defending a putative class action lawsuit challenging the Company's sale of personal injury protection coverage in Massachusetts.

15. Leases

No significant change

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

No significant change

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

C. Wash Sales

The Company had no wash sales of securities with a NAIC rating of 3 or below during the reporting period.

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

No significant change

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

No significant change

20. Fair Value Measurements

A. Inputs Used for Assets and Liabilities Measured at Fair Value in the Company's Financial Statements

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

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

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

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

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

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

The valuations classified as either Level 1 or Level 2 in the table below are priced exclusively by external sources, including: pricing vendors, dealers/market makers, and exchange-quoted prices. The Company did not have any transfers between Level 1 and Level 2. At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3.

Fair Value Measurements at March 31, 2013:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	$ --	$ 50,484,884	$ --	$ 50,484,884
Common stock Industrial & Miscellaneous	692,067,092	--	--	692,067,092
Preferred stock Industrial & Miscellaneous	--	29,026,700	--	29,026,700
Total assets at fair value	$ 692,067,092	$ 79,511,584	$ --	$ 771,578,676
b. Liabilities on balance sheet at fair value				
Derivative liabilities	$ --	$ --	$ --	$ --
Total liabilities at fair value	$ --	$ --	$ --	$ --

This table excludes investment in Gadsden as this investment is reported on the equity basis as described in the *Purposes and Procedures Manual of the Securities Valuation Office* of the NAIC.

2. Roll forward of Level 3 Items

Not applicable

3. Policy on Transfers Into and Out of Level 3

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

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

See Note 20A above.

5. Derivative Fair Values

Not applicable

B. Other Fair Value Disclosures

Not applicable

C. Fair Values for all Financial Instruments by Levels 1, 2, and 3

The table below represents the fair value of all financial instruments however, not all financial instruments are reported at fair value in the Company's financial statements.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	$ 2,966,635,085	$ 2,894,660,446	$ 446,382,405	$ 2,502,272,123	$ 17,980,557	$ --
Cash equivalents	108,943,982	108,943,982	108,943,982	--	--	--
Short term investments	15,843,026	15,843,026	15,843,026	--	--	--
Common stock	692,067,092	692,067,092	692,067,092	--	--	--
Preferred stock	100,969,250	75,533,615	--	100,969,250	--	--
Total	$ 3,884,458,435	$ 3,787,048,161	$ 1,263,236,505	$ 2,603,241,373	$ 17,980,557	$ --

D. Financial Instruments for Which it is Not Practicable to Estimate Fair Values

Not applicable

21. Other Items

A. Extraordinary Items

On March 29, 2013, the Company entered into a reinsurance and assumption agreement with Progressive Choice Insurance Company ("Choice"), an insurance affiliate domiciled in Ohio. Under the terms of the agreement, the Company assumed responsibility, as direct obligations, for 100% of the policy liabilities with regard to all binders, riders, policies and contracts of insurance issued by Choice prior to the effective date of the agreement. The Company recorded $8,184,215 and $2,228,052 in loss and LAE reserves, respectively, and an immaterial amount of unearned premiums and premium receivables. The agreement was approved by both the Ohio and California DOIs.

C. Other Disclosures

1. Nonadmitted Other Invested Assets

In accordance with admissibility requirements of SSAP No. 48, Joint Ventures, Partnerships, and Limited Liability Companies, the Company non-admits its investment in Gadsden, AL, LLC ("Gadsden"), a non-insurance affiliate incorporated in Ohio that owns investment real estate. As a result of management's decision to not subject Gadsden to the annual GAAP audit, the Company is not permitted to admit its investment in Gadsden.

22. Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through May 10, 2013 for the statutory statement that was available for issuance by May 15, 2013.

23. Reinsurance

No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change

25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior accident years increased by $1,683,000 in 2013, which is less than 1% of the total prior year net unpaid losses and LAE of $1,688,151,508. Auto physical damage reserve development was unfavorable primarily due to late emerging losses for accident year 2012. Adjusting and other expense reserves also developed unfavorably. The unfavorable development was partially offset by favorable development for private passenger auto liability reserves due to originally anticipated severity for accident year 2012 decreasing 0.5%.

26. Intercompany Pooling Arrangements

No significant change

27. Structured Settlements

No significant change

28. Health Care Receivables

No significant change

29. Participating Accident and Health Policies

No significant change

NOTES TO FINANCIAL STATEMENTS

30. Premium Deficiency Reserves

    No significant change

31. High Deductibles

    No significant change

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

    No significant change

33. Asbestos and Environmental Reserves

    No significant change

34. Subscriber Savings Accounts

    No significant change

35. Multiple Peril Crop Insurance

    No significant change

36. Financial Guaranty Insurance

    No significant change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

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

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

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

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012......................

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

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

6.4 By what department or departments?
OHIO

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

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

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

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $..................................0

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 6,308,064	$ 6,372,029
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 6,308,064	$ 6,372,029
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

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

16. For the reporting entity's security lending program, state the amount of the following as current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $...................................0
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $...................................0
16.3 Total payable for securities lending reporting on the liability page: $...................................0

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

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

1 Name of Custodian(s)	2 Custodian Address
CITIBANK, N.A.	338 GREENWICH STREET NEW YORK, NY 10013
STATE STREET	801 PENNSYLVANIA AVE KANSAS CITY, MO 64105
CITIGROUP, PTY. LTD.	120 COLLINS STREET, MELBOURNE VIC, 3000 AU

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
30107	STATE STREET GLOBAL MARKETS, LLC	225 FRANKLIN ST BOSTON, MA 02110

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

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

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

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

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

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

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

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

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

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1. Alabama AL	L	18,529,299	16,675,189	10,537,109	9,652,852	15,339,386	15,596,127
2. Alaska AK	L	4,237,614	3,995,982	2,362,429	2,088,244	5,468,942	5,281,143
3. Arizona AZ	Q						
4. Arkansas AR	L	7,700,213	6,472,875	3,292,643	2,199,857	4,769,997	4,241,542
5. California CA	L	9,783,392	9,206,901	(76,232,648)	4,333,342	88,503,720	5,780,881
6. Colorado CO	L	44,700,399	40,652,043	26,098,542	23,777,372	55,442,223	51,223,005
7. Connecticut CT	L	19,288,361	18,454,946	11,431,974	10,437,847	33,479,459	30,036,783
8. Delaware DE	L	7,984,329	7,396,599	3,946,789	3,022,688	8,954,283	8,632,528
9. District of Columbia DC	L	5,095,781	4,993,835	2,653,960	2,550,855	5,273,896	4,476,059
10. Florida FL	Q						
11. Georgia GA	L	3,412,067	3,862,705	2,275,762	1,942,449	4,138,543	4,676,161
12. Hawaii HI	L	5,873,478	5,808,943	2,604,503	1,894,697	5,548,858	5,109,196
13. Idaho ID	L	5,468,690	5,034,151	2,785,099	2,194,980	5,157,269	5,409,838
14. Illinois IL	L	6,490,127	7,103,768	3,755,668	4,143,722	9,733,813	11,970,635
15. Indiana IN	L	(274)	(531)	(10,243)	(38,507)	254,333	259,403
16. Iowa IA	L		4	(153)	(1,422)	293	36,371
17. Kansas KS	L	15,724,454	15,000,267	7,807,099	6,168,541	10,022,957	9,883,564
18. Kentucky KY	L	21,373,057	22,287,542	11,646,623	11,832,058	21,879,649	22,078,229
19. Louisiana LA	L						
20. Maine ME	L	349,032	365,944	85,987	26,249	398,582	341,304
21. Maryland MD	L	5,372,679	6,297,915	3,139,442	3,743,207	7,875,187	10,003,182
22. Massachusetts MA	L	34,987,803	30,018,526	19,582,337	17,723,411	45,763,581	50,308,257
23. Michigan MI	Q						
24. Minnesota MN	L	41,992,504	39,190,865	25,661,936	21,716,379	49,475,613	45,794,257
25. Mississippi MS	L						
26. Missouri MO	L	5,873,711	7,642,618	3,807,021	4,951,765	9,965,870	12,128,116
27. Montana MT	L	6,249,574	5,262,178	2,854,879	2,853,862	4,246,762	3,909,873
28. Nebraska NE	L		2	(70)	(3,603)	485	13,894
29. Nevada NV	L	20,692,638	19,227,807	12,206,944	10,427,697	31,954,633	29,091,247
30. New Hampshire NH	L	19	(37)	28,721	351,932	1,047,592	2,152,945
31. New Jersey NJ	Q						
32. New Mexico NM	L	16,265,796	15,280,270	9,299,909	7,557,814	24,846,186	21,204,119
33. New York NY	L	10,647,156	13,398,996	7,833,525	10,322,201	26,668,242	36,289,140
34. North Carolina NC	L						
35. North Dakota ND	L	4,691,434	3,814,964	2,610,833	1,611,067	3,887,473	3,209,716
36. Ohio OH	L	69,102,067	64,201,070	41,557,219	37,067,679	63,932,034	60,571,736
37. Oklahoma OK	L	15,210,074	14,659,821	7,678,777	6,609,367	14,650,730	13,785,785
38. Oregon OR	L	117	(2,289)	102	5,043	31,262	30,475
39. Pennsylvania PA	L	10,747,175	12,190,212	8,154,562	7,932,526	19,623,247	21,359,346
40. Rhode Island RI	L	11,165,745	9,047,971	6,764,637	3,897,361	15,133,501	13,364,984
41. South Carolina SC	L	14,691,126	10,275,064	6,667,523	2,990,130	10,227,660	7,935,934
42. South Dakota SD	L	4,009,011	3,609,401	1,657,780	1,517,460	4,036,710	3,392,963
43. Tennessee TN	L			(25,000)	(60)	25,000	
44. Texas TX	N						
45. Utah UT	L	12,570,340	11,720,321	8,184,131	5,772,960	13,377,249	12,754,119
46. Vermont VT	L	3,838,077	3,449,281	1,978,448	2,216,639	3,001,295	3,032,012
47. Virginia VA	L	16,543,902	19,994,996	11,351,250	13,013,423	23,216,367	31,721,276
48. Washington WA	L	37,867,728	31,834,029	20,905,141	17,013,232	49,476,904	34,632,495
49. West Virginia WV	L		2			11,160	11,575
50. Wisconsin WI	L	74	(82)	(2,431)	(4,845)	660	9,967
51. Wyoming WY	L		2			60	329
52. American Samoa AS	N						
53. Guam GU	N						
54. Puerto Rico PR	N						
55. US Virgin Islands VI	N						
56. Northern Mariana Islands MP	N						
57. Canada CAN	N						
58. Aggregate Other Alien OT	XXX	4,373,825	2,502,971	1,423,667	910,390	1,231,459	1,182,940
59. Totals	(a) 46	522,902,594	490,928,037	218,362,426	266,422,861	698,073,125	602,923,451

DETAILS OF WRITE-INS

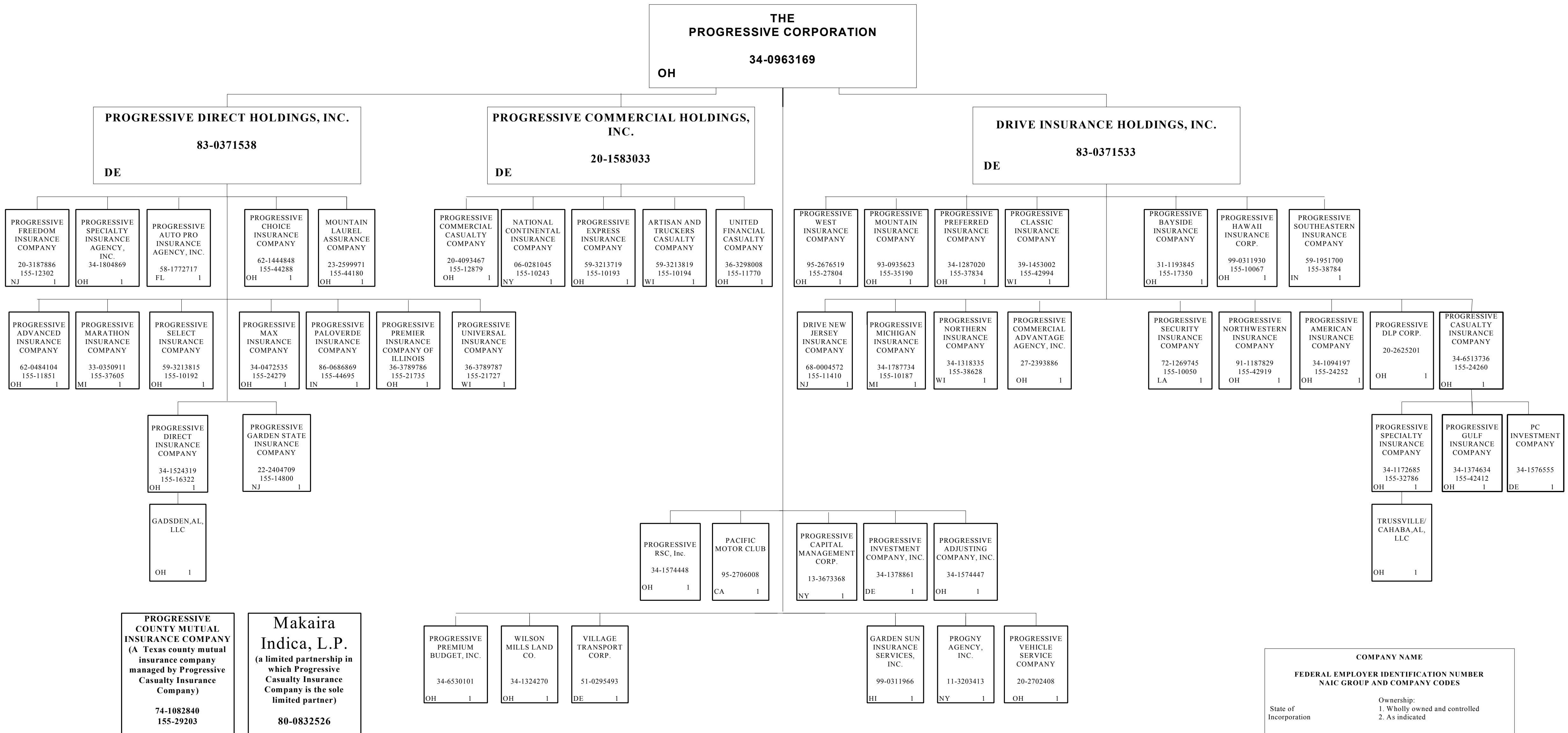
58001. AUSTRALIA	XXX	4,373,825	2,502,971	1,423,667	910,390	1,231,459	1,182,940
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	4,373,825	2,502,971	1,423,667	910,390	1,231,459	1,182,940

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

Statement for March 31, 2013 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

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

PART 1 – ORGANIZATIONAL CHART



AS OF 03/31/13

Statement for March 31, 2013 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155	The Progressive Insurance Group	12302	20-3187886				Progressive Freedom Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	14800	22-2404709				Progressive Garden State Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	37605	33-0350911				Progressive Marathon Insurance Company	MI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24279	34-0472535				Progressive Max Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44695	86-0686869				Progressive Paloverde Insurance Company	IN	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	21735	36-3789786				Progressive Premier Insurance Company of Illinois	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10192	59-3213815				Progressive Select Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1804869				Progressive Specialty Insurance Agency, Inc.	OH	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	21727	36-3789787				Progressive Universal Insurance Company	WI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	99-0311966				Garden Sun Insurance Services, ilc	HI	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	95-2706008				Pacific Motor Club	CA	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	11-3203413				PROGNY Agency, Inc.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1574447				Progressive Adjusting Company, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	13-3673368				Progressive Capital Management Corp	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1378861				Progressive Investment Company, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-6530101				Progressive Premium Budget, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1574448				Progressive RSC, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-2702408				Progressive Vehicle Service Company	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	51-0295493				Village Transport Corp	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1324270				Wilson Mills Land Co	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	80-0832526				Makaira Indica, LP	CA	NIA	Progressive Casualty Insurance Company	Other		The Progressive Corporation.	1, 3, 4

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

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire			0.0	
2. Allied lines			0.0	
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril			0.0	
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	4,825,161	2,769,568	57.4	28.7
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation			0.0	
17.1 Other liability-occurrence	2,219,728	557,536	25.1	5.2
17.2 Other liability-claims made			0.0	
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability	314,439,116	170,970,411	54.4	55.3
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	166,237,377	113,734,481	68.4	64.9
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety			0.0	
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	
35. Totals	487,721,382	288,031,995	59.1	58.1
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	3,382,287	3,382,287	2,994,325
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	1,549,692	1,549,692	1,449,987
17.2 Other liability-claims made			
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	341,516,713	341,516,713	320,216,052
19.3 19.4 Commercial auto liability			
21. Auto physical damage	176,453,902	176,453,902	166,267,676
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	522,902,594	522,902,594	490,928,040
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2010 + Prior	240,583	51,183	291,766	45,883	2,006	47,888	192,651	7,640	43,304	243,595	(2,049)	1,767	(282)
2. 2011	311,902	76,707	388,609	60,121	2,870	62,991	243,429	22,447	61,155	327,031	(8,352)	9,765	1,413
3. Subtotals 2011 + Prior	552,485	127,890	680,375	106,003	4,876	110,879	436,081	30,087	104,459	570,626	(10,401)	11,532	1,131
4. 2012	759,243	248,532	1,007,775	240,092	24,448	264,540	479,216	97,287	167,285	743,787	(39,935)	40,488	553
5. Subtotals 2012 + Prior	1,311,728	376,422	1,688,150	346,095	29,324	375,419	915,296	127,374	271,743	1,314,414	(50,337)	52,020	1,683
6. 2013	XXX	XXX	XXX	XXX	379,224	379,224	XXX	258,755	116,362	375,117	XXX	XXX	XXX
7. Totals	1,311,728	376,422	1,688,150	346,095	408,548	754,643	915,296	386,129	388,105	1,689,531	(50,337)	52,020	1,683
8. Prior Year-End's Surplus As Regards Policyholders	1,363,283												

Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
1. (3.8)%	2. 13.8 %	3. 0.1 %

Col. 13, Line 7 Line 8
4. 0.1 %

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:

16322201349000001

16322201345500001

16322201336500001

16322201350500001

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. MISCELLANEOUS OTHER ASSETS	196,928	75,387	121,541	37,349
2505. PREPAID EXPENSES	868,706	868,706	0	
2597. Summary of remaining write-ins for Line 25	1,065,634	944,093	121,541	37,349

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	180,348,481	187,529,846
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	646,196	3,016,847
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		264,445
8. Deduct current year's depreciation	2,394,526	9,933,769
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	178,600,151	180,348,481
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	178,600,151	180,348,481

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	6,308,064	6,612,203
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	63,965	(124,139)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		180,000
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	6,372,029	6,308,064
12. Deduct total nonadmitted amounts	6,372,029	6,308,064
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,533,941,368	3,194,644,644
2. Cost of bonds and stocks acquired	539,016,868	1,702,435,619
3. Accrual of discount	1,214,629	3,856,068
4. Unrealized valuation increase (decrease)	65,090,712	59,620,236
5. Total gain (loss) on disposals	9,701,110	52,851,684
6. Deduct consideration for bonds and stocks disposed of	476,376,198	1,438,883,960
7. Deduct amortization of premium	10,246,495	39,518,060
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	80,849	1,064,863
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,662,261,145	3,533,941,368
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	3,662,261,145	3,533,941,368

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	2,266,504,389	520,905,879	477,793,431	33,343,674	2,342,960,511			2,266,504,389
2. Class 2 (a)	631,037,890	72,358,508	79,393,954	(35,829,392)	588,173,052			631,037,890
3. Class 3 (a)	50,750,397	52,484,521	12,108,495	(6,185,927)	84,940,496			50,750,397
4. Class 4 (a)	5,167,540		5,001,222	(112,666)	53,652			5,167,540
5. Class 5 (a)		3,330,000		(45,000)	3,285,000			
6. Class 6 (a)	40,443			(5,700)	34,743			40,443
7. Total Bonds	2,953,500,659	649,078,908	574,297,102	(8,835,011)	3,019,447,454	0	0	2,953,500,659
PREFERRED STOCK								
8. Class 1								
9. Class 2	36,125,000			20,891,915	57,016,915			36,125,000
10. Class 3	38,804,815			(20,288,115)	18,516,700			38,804,815
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	74,929,815	0	0	603,800	75,533,615	0	0	74,929,815
15. Total Bonds and Preferred Stock	3,028,430,474	649,078,908	574,297,102	(8,231,211)	3,094,981,069	0	0	3,028,430,474

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	15,843,026	XXX	15,920,215	69	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	27,385,338	885,945
2. Cost of short-term investments acquired	3,172,504	51,282,772
3. Accrual of discount	120,514	218,505
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	163	
6. Deduct consideration received on disposals	14,437,374	25,199,189
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value	(398,119)	197,305
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	15,843,026	27,385,338
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	15,843,026	27,385,338

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	95,295,300	10,025,476
2. Cost of cash equivalents acquired	108,934,473	320,680,243
3. Accrual of discount	14,209	228,314
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	95,300,000	235,300,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/ adjusted carrying value		(338,733)
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	108,943,982	95,295,300
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	108,943,982	95,295,300

SCHEDULE A - PART 2

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

1	Location 2	3	4	5	6	7	8	9
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
CAMPUS I HOME OFFICE COMPLEX	Mayfield Village	OH	10/01/2007					27,391
DISCOVERY TRAINING CENTER	Mayfield Village	OH	10/01/2007					598,419
COLORADO SPRINGS DATA CENTER / PPA CENTER	Colorado Springs	CO	10/01/2007					20,386
0199999. Totals					0	0	0	646,196
0399999. Totals					0	0	0	646,196

QE01

SCHEDULE A - PART 3

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

1	Location 2	3	4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances 9	10	11	12	13	14	15	16	17	18	19	20
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B./A.C.V. (11 - 9 - 10)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred

NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 UF 5	US TREASURY NOTE 1.125% 12/31/19		01/10/2013	Barclays Capital		14,826,563	15,000,000	5,128	1
912828 UJ 7	US TREASURY NOTE 0.875% 01/31/18		02/20/2013	Goldman Sachs		30,016,406	30,000,000	15,228	1
0599999.	Total - Bonds - U.S. Government					44,842,969	45,000,000	20,356	XXX
Bonds - U.S. States, Territories and Possessions									
882721 RM 7	TEXAS ST 0.100% 04/01/36		03/25/2013	Goldman Sachs		25,000,000	25,000,000	1,966	1FE
882722 6L 0	TEXAS ST 0.110% 12/01/42		03/26/2013	Goldman Sachs		34,000,000	34,000,000	2,603	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					59,000,000	59,000,000	4,569	XXX
Bonds - Industrial and Miscellaneous									
03027X AB 6	AMERICAN TOWER CORP 3.500% 01/31/23		01/03/2013	JP Morgan Securities		14,877,750	15,000,000		2FE
03072S J8 9	AMSI 2005-R7 M1 0.684% 09/25/35		01/11/2013	Deutsche Bank		3,815,000	4,000,000	1,609	1FM
055381 AS 6	BE AEROSPACE INC 5.250% 04/01/22		03/07/2013	Various		15,612,500	15,000,000	320,104	3FE
05538U AA 1	BBUBS 2012-SHOW A 3.430% 11/05/36		03/01/2013	Various		6,185,781	6,100,000	2,906	1FM
05604F AA 3	BWAY 2013-1515 A1 2.809% 03/10/33		02/26/2013	Deutsche Bank		49,199,942	48,000,000	18,729	1FE
084664 BS 9	BERKSHIRE HATHAWAY INC 1.600% 05/15/17		01/22/2013	Goldman Sachs		17,255,650	17,000,000	49,778	1FE
126192 AC 7	COMM 2012-LC4 A3 3.069% 12/10/44		02/07/2013	Deutsche Bank		1,961,078	1,836,000	1,722	1FM
12622D AB 0	COMM 2010-C1 A2 3.830% 07/10/46		01/29/2013	Deutsche Bank		442,063	400,000		1FM
12622D AC 8	COMM 2010-C1 A3 4.205% 07/10/46		02/07/2013	CSFBdirect		11,767,882	10,378,000	24,642	1FM
12623E AD 3	CNH CAPITAL LLC 3.875% 11/01/15		02/15/2013	Various		8,573,271	8,279,000	97,232	3FE
17319W AA 7	CGCMT 2013-SMP A 2.110% 01/12/18		03/05/2013	Citicorp Securities Inc.		6,149,816	6,000,000	6,682	1FE
17776T AG 7	JPMCC 2011-CCHP B 3.500% 07/15/28		02/14/2013	Citicorp Securities Inc.		13,266,000	13,200,000	6,417	1FM
20046F BA 7	COMM 2001-J2A E 7.160% 07/16/34		01/23/2013	Citicorp Securities Inc.		3,549,375	3,000,000	15,241	1FM
233050 AB 9	DBUBS 2011-LC1A A2 4.528% 11/10/46		01/29/2013	Morgan Stanley		569,141	500,000		1FM
28108P AB 2	ESLFT 2012-A AT 3.250% 10/01/25		01/18/2013	BMO Capital Markets		12,186,933	12,126,302	24,084	1FE
30225A AJ 2	ESA 2013-ESFL BFL 1.304% 12/05/31		03/11/2013	JP Morgan Securities		9,001,875	9,000,000	652	1FE
30225A BA 0	ESA 2013-ESH5 B5 2.278% 12/05/31		01/25/2013	JP Morgan Securities		21,999,934	22,000,000	15,310	1FE
30225A BC 6	ESA 2013-ESH5 C5 2.675% 12/05/31		01/25/2013	JP Morgan Securities		9,000,000	9,000,000	7,355	1FE
36192H AA 2	GSMS 2012-ALOH A 3.551% 04/10/34		02/27/2013	Various		45,321,036	42,630,000	60,589	1FM
36192L AA 3	GSMS 2012-SHOP A 2.933% 06/05/31		01/31/2013	Various		15,604,492	15,000,000	1,629	1FM
36228C A8 6	GSMS 2007-EOP F 2.633% 03/06/20		02/15/2013	Union Bank of Switzerland		3,011,250	3,000,000	3,292	1FM
362341 KD 0	GSAMP 2005-HE4 M2 0.694% 07/25/45		01/16/2013	Various		15,856,250	17,500,000	8,163	1FM
46636D AE 6	JPMCC 2011-C4 A3 4.106% 07/15/46		01/22/2013	Various		2,065,247	1,845,000	5,051	1FM
46639G AU 0	JPMMT 2013-1 2A2 2.500% 03/01/43		03/25/2013	JP Morgan Securities		16,266,875	16,000,000	30,000	1FE
61761X AA 6	MSC 2013-WLSR A 2.695% 01/11/32		02/21/2013	Various		22,544,157	22,000,000	42,821	1FE
63946C AC 2	NBCUNIVERSAL ENTERPRISE 1.662% 04/15/18		03/22/2013	Goldman Sachs		12,789,908	12,750,000	4,709	2FE
64352V LK 5	NCHET 2005-3 M2 0.694% 07/25/35		01/16/2013	CSFBdirect		9,300,000	10,000,000	5,248	2AM
654740 AD 1	NISSAN MOTOR ACCEPTANCE 1.800% 03/15/18		03/11/2013	JP Morgan Securities		24,944,250	25,000,000		2FE
66987X GX 7	NHEL 2005-3 M1 0.654% 01/25/36		01/15/2013	CSFBdirect		12,486,315	14,238,000	6,001	1AM
75605E BU 3	REALOGY CORP 7.875% 02/15/19		01/28/2013	Morgan Stanley		3,330,000	3,000,000	108,938	5FE
760759 AP 5	REPUBLIC SERVICES INC 3.550% 06/01/22		01/18/2013	Deutsche Bank		10,446,600	10,000,000	52,264	2FE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
78446X AA 3	SLMA 2012-B A1 1.303% 12/15/21		03/12/2013	Bank of America Corp.		724,138	718,676		1FE
896818 AG 6	TRIUMPH GROUP INC 4.875% 04/01/21		03/01/2013	Various		23,142,500	23,000,000	4,875	3FE
91830C AA 6	VNDO 2012-6AVE A 2.996% 11/15/30		02/28/2013	JP Morgan Securities		4,725,703	4,700,000	1,564	1FM
780153 AU 6	ROYAL CARIBBEAN 5.250% 11/15/22	F	03/12/2013	Bank of America Corp.		5,156,250	5,000,000	93,333	3FE
3899999.	Total - Bonds - Industrial & Miscellaneous					433,128,962	427,200,978	1,020,940	XXX
8399997.	Total - Bonds - Part 3					536,971,931	531,200,978	1,045,865	XXX
8399999.	Total - Bonds					536,971,931	531,200,978	1,045,865	XXX
Common Stocks - Industrial and Miscellaneous									
00287Y 10 9	ABBVIE INC.		01/02/2013	Spin Off	56,100.000	1,760,696	XXX		L
22662X 10 0	CRIMSON WINE GROUP LTD.		02/26/2013	Spin Off	770.000	4,385	XXX		L
531229 10 2	LIBERTY MEDIA CORP		01/14/2013	Spin Off	5,327.000	279,856	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					2,044,937	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					2,044,937	XXX	0	XXX
9799999.	Total - Common Stocks					2,044,937	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					2,044,937	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					539,016,868	XXX	1,045,865	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
3620AN RT 9	GNMA PLC 2.990% 04/15/20		03/01/2013	Paydown		403,211	403,211	403,152	403,158		53		53		403,211			0	2,011	04/15/2020	1
912828 KJ 8	US TREASURY NOTE 1.750% 03/31/14		03/28/2013	Barclays Capital		609,492	600,000	605,032	601,284		(238)		(238)		601,046		8,446	8,446	5,163	03/31/2014	1
912828 UF 5	US TREASURY NOTE 1.125% 12/31/19		01/29/2013	Barclays Capital		14,756,250	15,000,000	14,826,563			1,226		1,226		14,827,789		(71,539)	(71,539)	13,985	12/31/2019	1
912828 UJ 7	US TREASURY NOTE 0.875% 01/31/18		02/27/2013	Various		30,158,984	30,000,000	30,016,406			(63)		(63)		30,016,344		142,641	142,641	19,700	01/31/2018	1
0599999.	Total - Bonds - U.S. Government					45,927,937	46,003,211	45,851,153	1,004,442	0	978	0	978	0	45,848,390	0	79,548	79,548	40,859	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
167486 FK 0	CHICAGO ILL 5.250% 01/01/13		01/01/2013	Maturity		1,655,000	1,655,000	1,750,271	1,655,000				0		1,655,000			0	43,444	01/01/2013	1FE
167486 FL 8	CHICAGO ILL 5.250% 01/01/13		01/01/2013	Maturity		345,000	345,000	364,860	345,000				0		345,000			0	9,056	01/01/2013	1FE
57582N 4H 5	MASSACHUSETTS ST 0.150% 03/01/26		01/09/2013	Goldman Sachs		19,250,000	19,250,000	19,250,000	19,250,000				0		19,250,000			0	2,073	03/01/2026	1FE
658256 HM 7	NORTH CAROLINA ST 0.130% 05/01/21		03/22/2013	Call 100.0000		86,800,000	86,800,000	86,800,000	86,800,000				0		86,800,000			0	28,274	05/01/2021	1FE
939745 DU 6	WASHINGTON ST 0.070% 06/01/20		02/06/2013	Call 100.0000		54,300,000	54,300,000	54,300,000	54,300,000				0		54,300,000			0	9,879	06/01/2020	1FE
93974C C4 0	WASHINGTON ST 5.000% 07/01/19		01/10/2013	Goldman Sachs		9,303,525	7,500,000	8,797,050	8,617,996		(6,250)		(6,250)		8,611,746		691,779	691,779	202,083	07/01/2019	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					171,653,525	169,850,000	171,262,181	170,967,996	0	(6,250)	0	(6,250)	0	170,961,746	0	691,779	691,779	294,809	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
041083 MM 5	ARKANSAS ST HSG 5.000% 07/01/35		01/01/2013	Call 100.0000		500,000	500,000	519,050	504,506		(4,506)		(4,506)		500,000			0	12,500	07/01/2015	1FE
041083 QM 1	ARKANSAS ST HSG 5.500% 07/01/37		01/01/2013	Call 100.0000		680,000	680,000	728,280	700,106		(20,106)		(20,106)		680,000			0	18,700	01/01/2017	1FE
246395 JE 8	DELAWARE ST HSG 5.750% 01/01/36		01/01/2013	Call 100.0000		410,000	410,000	444,440	421,155		(11,155)		(11,155)		410,000			0	11,788	07/01/2016	1FE
246395 NL 7	DELAWARE ST HSG 5.900% 07/01/38		01/01/2013	Call 100.0000		780,000	780,000	847,907	808,525		(28,525)		(28,525)		780,000			0	23,010	01/01/2017	1FE
246395 PD 3	DELAWARE ST HSG 5.600% 01/01/39		01/01/2013	Call 100.0000		520,000	520,000	557,076	534,984		(14,984)		(14,984)		520,000			0	14,560	07/01/2017	1FE
3137AJ MG 6	FHMS 2011-K016 X1 IO 1.737% 10/25/21		03/01/2013	Paydown				26,644	24,260		(24,260)		(24,260)					0	689	10/25/2021	1FE
3137AN MP 7	FHMS 2012-K707 X1 IO 1.694% 12/25/18		03/01/2013	Paydown				5,505	4,948		(4,948)		(4,948)					0	174	12/25/2018	1
313921 6F 0	FNGT 2001-W3 A 7.000% 09/01/41		03/01/2013	Paydown		4,485	4,485	4,692	4,763		(278)		(278)		4,485			0	57	09/01/2041	1
31392C MS 0	FNW 2002-W1 2A 6.898% 02/25/42		03/01/2013	Paydown		5,978	5,978	6,271	6,271		(293)		(293)		5,978			0	78	02/25/2042	1
49130N CB 3	KENTUCKY HIGHER ED STUD 0.799% 05/01/20		02/01/2013	Call 100.0000		660,000	660,000	660,000	659,088		912		912		660,000			0	1,371	08/01/2015	1FE
60636X T8 6	MISSOURI ST HSG SF 5.700% 09/01/38		03/01/2013	Call 100.0000		100,000	100,000	107,000	104,624		(4,624)		(4,624)		100,000			0	2,850	03/01/2017	1FE
60636X WJ 8	MISSOURI ST HSG SF 6.000% 03/01/37		03/01/2013	Call 100.0000		320,000	320,000	349,536	330,631		(10,631)		(10,631)		320,000			0	9,600	09/01/2016	1FE
60636X YQ 0	MISSOURI ST HSG SF 5.900% 09/01/37		03/01/2013	Call 100.0000		1,390,000	1,390,000	1,485,910	1,460,641		(70,641)		(70,641)		1,390,000			0	41,005	03/01/2017	1FE
613349 M6 3	MONTGOMERY CNTY MD HSG 5.500% 07/01/33		01/17/2013	Call 100.0000		545,000	545,000	577,553	551,929		(6,929)		(6,929)		545,000			0	16,320	01/01/2015	1FE
647110 FD 2	NEW MEXICO EDL ASSISTAN 1.011% 12/01/20		03/01/2013	Call 100.0000		250,000	250,000	250,000	249,815		185		185		250,000			0	618	12/01/2016	1FE
647200 JN 5	NEW MEXICO MTG FIN AGY 5.950% 07/01/37		01/01/2013	Call 100.0000		175,000	175,000	190,750	179,981		(4,981)		(4,981)		175,000			0	5,206	07/01/2016	1FE
647200 QK 3	NEW MEXICO MTG FIN AGY 5.300% 01/01/39		01/01/2013	Call 100.0000		400,000	400,000	424,200	409,805		(9,805)		(9,805)		400,000			0	10,600	01/01/2018	1FE
647200 TH 7	NEW MEXICO MTG FIN AGY 5.600% 01/01/38		01/01/2013	Call 100.0000		585,000	585,000	630,338	619,840		(34,840)		(34,840)		585,000			0	16,380	07/01/2022	1FE
647200 V3 5	NEW MEXICO MTG FIN AGY 3.750% 03/01/43		03/01/2013	Call 100.0000		60,000	60,000	63,527	63,331		(3,331)		(3,331)		60,000			0	1,019	06/01/2023	1FE
662826 EW 2	NORTH TEX HIGHER ED AUT 0.708% 07/01/19		01/01/2013	Call 100.0000		910,000	910,000	910,000	909,194		806		806		910,000			0	1,787	07/01/2015	1FE
676907 KV 9	OHIO HSG FIN AGY 5.500% 03/01/36		03/01/2013	Call 100.0000		360,000	360,000	384,224	366,830		(6,830)		(6,830)		360,000			0	9,900	09/01/2016	1FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
67886R KE 7	OKLAHOMA HSG FIN SF 6.000% 09/01/36		03/01/2013	Call 100.0000		245,000	245,000	268,067	253,780		(8,780)		(8,780)		245,000			0	6,375	09/01/2016	1FE
686087 LC 9	OREGON ST HSG & CMNTY 5.000% 07/01/30		01/01/2013	Call 100.0000		440,000	440,000	464,064	458,982		(18,982)		(18,982)		440,000			0	11,000	01/01/2022	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38		01/01/2013	Call 100.0000		5,000	5,000	5,421	5,265		(265)		(265)		5,000			0	150	01/01/2017	1FE
83755G 2J 5	SOUTH DAKOTA HSG 5.750% 05/01/31		02/20/2013	Call 100.0000		445,000	445,000	479,857	455,688		(10,688)		(10,688)		445,000			0	7,747	11/01/2015	1FE
88275F MU 0	TEXAS ST HSG & CMNTY 5.625% 03/01/39		03/01/2013	Call 100.0000		35,000	35,000	37,223	35,676		(676)		(676)		35,000			0	938	03/01/2016	1FE
97689P 4N 5	WISCONSIN HSG & ECON 5.750% 03/01/38		03/01/2013	Call 100.0000		460,000	460,000	498,277	472,912		(12,912)		(12,912)		460,000			0	13,225	03/01/2016	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					10,285,463	10,285,463	10,925,812	10,597,530	0	(312,067)	0	(312,067)	0	10,285,463	0	0	0	237,647	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00206R BL 5	AT&T CORP 0.800% 12/01/15		01/04/2013	Deutsche Bank		5,014,750	5,000,000	4,998,400	4,998,426		11		11		4,998,436		16,314	16,314	3,111	12/01/2015	1FE
00764M DX 2	AABST 2004-6 M1 0.744% 03/25/35		03/25/2013	Paydown		356,462	356,462	345,769	352,612		3,850		3,850		356,462			0	373	03/25/2035	1FM
02666Q K6 9	AMERICAN HONDA FINANCE 1.450% 02/27/15		02/12/2013	Deutsche Bank		6,895,064	6,800,000	6,796,396	6,797,353		173		173		6,797,526		97,538	97,538	46,013	02/27/2015	1FE
03027W AG 7	AMTT 2007-1A F 6.639% 04/15/37		03/15/2013	Paydown		5,000,000	5,000,000	5,337,500	5,112,500	23,439	(135,939)		(112,500)		5,000,000			0	183,675	04/15/2037	4AM
05532F AE 2	BCAP 2009-RR11 2A1 2.470% 10/26/35		03/01/2013	Paydown		546,889	546,889	535,267	536,698		10,191		10,191		546,889			0	1,836	10/26/2035	1FM
05532X EZ 2	BCAP 2010-RR4 12A1 4.000% 07/26/36		03/01/2013	Paydown		554,714	554,714	546,740	549,304		5,410		5,410		554,714			0	3,604	07/26/2036	1FM
05538U AA 1	BBUBS 2012-SHOW A 3.430% 11/05/36		01/10/2013	Cantor Fitzgerald		15,729,297	15,000,000	15,449,802	15,445,703		(996)		(996)		15,444,707		284,590	284,590	59,076	11/05/2036	1FM
05946X XP 3	BAFC 2005-E 3A1 3.120% 01/20/50		03/01/2013	Paydown		749,194	749,194	606,136	606,136		143,059		143,059		749,194			0	3,350	01/20/2050	1FM
05947U VC 9	BACM 2004-3 A5 5.742% 06/10/39		03/01/2013	Paydown		183,075	183,075	195,075	187,541		(4,466)		(4,466)		183,075			0	1,392	06/10/2039	1FM
126192 AA 1	COMM 2012-LC4 A1 1.156% 12/10/44		02/22/2013	Goldman Sachs		6,596,885	6,546,253	6,546,128	6,545,788		(66)		(66)		6,545,723		51,162	51,162	18,078	12/10/2044	1FM
126192 AA 1	COMM 2012-LC4 A1 1.156% 12/10/44		02/01/2013	Paydown		255,914	255,914	255,909	255,896		18		18		255,914			0	370	12/10/2044	1FM
12622X AC 4	CNH 2011-A A3 1.200% 05/16/16		03/15/2013	Paydown		4,030,250	4,030,250	4,029,717	4,030,094		156		156		4,030,250			0	7,322	05/16/2016	1FE
126408 GL 1	CSX CORPORATION 5.750% 03/15/13		03/15/2013	Maturity		6,650,000	6,650,000	7,278,221	6,696,857		(46,857)		(46,857)		6,650,000			0	191,188	03/15/2013	2FE
14986D AL 4	CD 2006-CD3 XP IO 0.687% 10/15/48		03/01/2013	Paydown				186,655	49,760		(49,760)		(49,760)					0	10,112	10/15/2048	1FE
15231A AC 0	CXHE 2006-A AV3 0.364% 06/25/36		03/25/2013	Paydown		903,792	903,792	838,267	851,300		52,492		52,492		903,792			0	551	06/25/2036	1FM
17307G 4V 7	CMLTI 2006-HE1 A4 0.474% 01/25/36		03/25/2013	Paydown		1,353,671	1,353,671	1,103,242	1,311,259		42,412		42,412		1,353,671			0	933	01/25/2036	1FM
17320A AD 6	CMLTI 2012-10 2A1A 1.932% 03/25/35		03/01/2013	Paydown		719,402	719,402	723,898	724,271		(4,868)		(4,868)		719,402			0	2,179	03/25/2035	1FM
20030N AB 7	COMCAST CORP 6.500% 01/15/15		03/22/2013	Goldman Sachs		13,314,500	12,061,000	13,641,617	12,780,634		(82,348)		(82,348)		12,698,286		616,213	616,213	548,776	01/15/2015	1FE
21036P AJ 7	CONSTELLATION BRANDS IN 4.625% 03/01/23		01/30/2013	Citicorp Securities Inc.		6,228,750	6,000,000	6,112,500	6,108,993		(498)		(498)		6,108,495		120,255	120,255	126,802	03/01/2023	3FE
21036P AJ 7	CONSTELLATION BRANDS IN 4.625% 03/01/23		02/20/2013	Call 100.0000		6,000,000	6,000,000	6,102,500	6,099,281		(99,281)		(99,281)		6,000,000			0	143,375	03/01/2023	3FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		03/01/2013	Paydown		1,222	1,222	1,239	1,269		(47)		(47)		1,222			0	13	03/25/2040	4FM
22541N S8 3	CSFB 2003-CK2 A4 4.801% 03/15/36		01/01/2013	Paydown		4,140,302	4,140,302	4,346,023	4,136,095		4,207		4,207		4,140,302			0	16,565	03/15/2036	1FM
260543 BW 2	DOW CHEMICAL COMPANY 7.600% 05/15/14		03/25/2013	Call 100.0000		7,483,000	7,483,000	8,610,523	7,903,064		(420,064)		(420,064)		7,483,000			0	791,669	05/15/2014	2FE
260543 CA 9	DOW CHEMICAL COMPANY 5.900% 02/15/15		01/31/2013	Mizuho Securities		18,166,364	16,495,000	18,049,332	17,254,480		(28,758)		(28,758)		17,225,723		940,642	940,642	449,736	02/15/2015	2FE
29372E AB 4	EFF 2011-2 A2 1.430% 10/20/16		03/20/2013	Paydown		2,126,364	2,126,364	2,126,271	2,126,330		33		33		2,126,364			0	5,048	10/20/2016	1FE
32027N RX 1	FFML 2005-FF5 M5 1.004% 09/25/35		03/25/2013	Paydown			218,296	1,124	1,124		(1,124)		(1,124)					0	268	09/25/2035	6FM
34528R AF 9	FORDO 2009-A A4 6.070% 05/15/14		02/15/2013	Paydown		7,417,880	7,417,880	8,121,420	7,444,208		(26,327)		(26,327)		7,417,880			0	68,660	05/15/2014	1FE
36161H AC 5	GEEMT 2010-1 A3 0.940% 07/14/14		03/14/2013	Paydown		1,506,617	1,506,617	1,506,553	1,506,126		491		491		1,506,617			0	1,898	07/14/2014	1FE

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value: 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
36192H AG 9	GSMS 2012-ALOH B 4.049% 04/10/34		02/25/2013	Various		22,880,727	20,800,000	21,349,444	21,325,054		(3,124)		(3,124)		21,321,930		1,558,797	1,558,797	110,740	04/10/2034	1FM
36192L AA 3	GSMS 2012-SHOP A 2.933% 06/05/31		01/03/2013	Barclays Capital		10,559,375	10,000,000	10,199,994	10,188,984		(534)		(534)		10,188,450		370,925	370,925	30,145	06/05/2031	1FM
3622N6 AG 4	GSR 2007-AR2 4A1 2.742% 02/25/51		03/01/2013	Paydown		141,889	141,889	138,111	138,111		3,778		3,778		141,889			0	697	02/25/2051	1FM
39153V AR 5	GALC 2009-1 A4 3.190% 12/15/13		03/15/2013	Paydown		4,143,397	4,143,397	4,259,283	4,154,638		(11,241)		(11,241)		4,143,397			0	21,895	12/15/2013	1FE
44923X AC 3	HALST 2011-A A3 1.020% 08/15/14		03/15/2013	Paydown		6,308,218	6,308,218	6,307,186	6,312,864		(4,646)		(4,646)		6,308,218			0	10,929	08/15/2014	1FE
45660L DG 1	INDX 2005-AR1 4A1 2.659% 03/25/35		03/01/2013	Paydown		262,439	262,439	200,272	201,237		61,202		61,202		262,439			0	1,104	03/25/2035	1FM
466247 QX 4	JPMMT 2005-A3 11A1 4.386% 06/25/35		03/01/2013	Paydown		391,280	391,280	403,214	393,255		(1,975)		(1,975)		391,280			0	2,896	06/25/2035	1FM
46628K AT 7	JPMMT 2006-A3 6A1 2.993% 08/25/34		03/01/2013	Paydown		488,838	488,838	474,421	482,180	25,850	(19,192)		6,658		488,838			0	2,701	08/25/2034	1FM
46637Y AG 4	JPMCC 2012-HSBC B 3.722% 07/05/32		01/10/2013	Nomura Securities Intern'l Inc.		4,330,156	4,000,000	4,240,000	4,234,309		(836)		(836)		4,233,473		96,683	96,683	18,197	07/05/2032	1FM
493268 CH 7	KSLT 2005-A 2A3 0.513% 09/28/26		03/27/2013	Paydown		860,169	860,169	718,241	802,764		57,405		57,405		860,169			0	1,161	09/28/2026	1FE
53217V AB 5	LIFE TECHNOLOGIES CORP 4.400% 03/01/15		03/21/2013	JP Morgan Securities		10,537,500	10,000,000	9,994,250	9,996,928		511		511		9,997,439		540,061	540,061	250,556	03/01/2015	2FE
55313U AD 1	MMAF 2009-AA A4 3.510% 01/15/30		03/15/2013	Paydown		1,897,337	1,897,337	1,989,016	1,929,691		(32,355)		(32,355)		1,897,337			0	8,652	01/15/2030	1FE
55609M AC 4	MEFT 2011-A A3 1.910% 04/20/17		03/20/2013	Paydown		1,131,838	1,131,838	1,131,684	1,131,604		234		234		1,131,838			0	5,465	04/20/2017	1FE
587681 AC 1	MBALT 2011-1A A3 1.180% 11/15/13		03/15/2013	Paydown		9,019,819	9,019,819	9,019,201	9,031,017		(11,198)		(11,198)		9,019,819			0	16,139	11/15/2013	1FE
61748L AD 4	MSAC 2006-NC4 A2C 0.354% 11/25/42		03/25/2013	Paydown		598,152	598,152	399,411	399,411		198,742		198,742		598,152			0	372	11/25/2042	1FM
658262 DV 9	NCSEA 2005-P A1 0.397% 06/01/20		03/01/2013	Paydown		404,567	404,567	393,583	393,840		10,727		10,727		404,567			0	416	06/01/2020	1FE
682134 AC 5	OMNICOM GROUP INC 4.450% 08/15/20		01/22/2013	Various		22,132,650	20,000,000	19,930,800	19,944,018		821		821		19,944,839		2,187,811	2,187,811	394,938	08/15/2020	2FE
760759 AH 3	REPUBLIC SERVICES INC 5.000% 03/01/20		01/18/2013	Deutsche Bank		11,528,900	10,000,000	10,119,600	10,093,482		(529)		(529)		10,092,953		1,435,947	1,435,947	198,611	03/01/2020	2FE
76112B HW 3	RAMP 2005-RS1 AI4 4.630% 01/25/35		03/01/2013	Paydown		273,874	273,874	255,388	260,294		13,580		13,580		273,874			0	2,432	01/25/2035	1FM
78445Q AA 9	SLMA 2010-C A1 1.853% 12/15/17		03/15/2013	Paydown		835,248	835,248	835,248	834,203		1,045		1,045		835,248			0	2,559	12/15/2017	1FE
78446X AA 3	SLMA 2012-B A1 1.303% 12/15/21		03/15/2013	Paydown		782,155	782,155	782,155	782,066		89		89		782,155			0	1,663	12/15/2021	1FE
78447B AA 0	SLMA 2012-C A1 1.303% 08/15/23		03/15/2013	Paydown		1,406,339	1,406,339	1,406,339	1,406,198		141		141		1,406,339			0	3,026	08/15/2023	1FE
855541 AB 4	STARM 2007-S1 2A1 2.983% 01/25/37		03/01/2013	Paydown		136,865	136,865	120,202	120,202		16,663		16,663		136,865			0	730	01/25/2037	1FM
863579 XC 7	SARM 2005-18 3A1 2.896% 10/25/50		03/01/2013	Paydown		321,203	321,203	245,167	245,167		76,037		76,037		321,203			0	1,714	10/25/2050	1FM
86360L AC 0	SASC 2006-WF2 A3 0.354% 07/25/36		03/25/2013	Paydown		1,092,846	1,092,846	1,051,864	1,068,320		24,526		24,526		1,092,846			0	667	07/25/2036	1FM
92867E AC 2	VWALT 2010-A A3 0.990% 11/20/13		02/20/2013	Paydown		1,467,875	1,467,875	1,467,735	1,470,441		(2,566)		(2,566)		1,467,875			0	1,419	11/20/2013	1FE
92976B EE 8	WBCMT 2006-C23 X IO 0.093% 01/15/45		03/01/2013	Paydown				10,739,760	234,067		(234,067)		(234,067)					0	351,218	01/15/2045	1FE
98158N AC 7	WOLS 2011-A A3 1.490% 10/15/14		03/15/2013	Paydown		1,923,053	1,923,053	1,922,918	1,922,992		61		61		1,923,053			0	7,163	10/15/2014	1FE
87938W AN 3	TELEFONICA EMISIONES SA 3.992% 02/16/16	F	02/15/2013	CSFBdirect		4,123,160	4,000,000	4,000,000	4,000,000				0		4,000,000		123,160	123,160	82,058	02/16/2016	2FE
87938W AP 8	TELEFONICA EMISIONES SA 5.462% 02/16/21	F	01/11/2013	Morgan Stanley		4,356,000	4,000,000	4,000,000	4,000,000				0		4,000,000		356,000	356,000	91,033	02/16/2021	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					246,260,227	234,786,698	252,486,711	237,910,439	49,289	(495,597)	0	(446,308)	0	237,464,129	0	8,796,098	8,796,098	4,307,269	XXX	XXX
8399997.	Total - Bonds - Part 4					474,127,152	460,925,372	480,525,857	420,480,407	49,289	(812,936)	0	(763,647)	0	464,559,728	0	9,567,425	9,567,425	4,880,584	XXX	XXX
8399999.	Total - Bonds					474,127,152	460,925,372	480,525,857	420,480,407	49,289	(812,936)	0	(763,647)	0	464,559,728	0	9,567,425	9,567,425	4,880,584	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
002824 10 0	ABBOTT LABORATORIES		01/02/2013	Spin Off		1,760,696	XXX	1,760,696	1,916,377	(155,681)			(155,681)		1,760,696			0		XXX	L
04930A 10 4	ATLAS ENERGY LP		03/22/2013	State Street Bank	4,422.000	193,231	XXX	64,402	153,620	(89,218)			(89,218)		64,402		128,828	128,828	1,327	XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
04941A 10 1	ATLAS RESOURCE LP		03/22/2013	State Street Bank	451.000	10,844	XXX	5,989	10,134	(4,145)			(4,145)		5,989		4,855	4,855	216	XXX	L
200525 10 3	COMMERCE BANCSHARES INC		01/16/2013	State Street Bank	1.000	34	XXX	32	33	(1)			(1)		32		2	2		XXX	L
527288 10 4	LEUCADIA NATIONAL CORP		02/26/2013	Spin Off		4,385	XXX	4,385	4,970	(585)			(585)		4,385			0		XXX	L
85571Q 10 2	STARZ - LIBERTY CAPITAL		01/14/2013	Spin Off		279,856	XXX	279,856	547,233	(267,377)			(267,377)		279,856			0		XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					2,249,046	XXX	2,115,360	2,632,367	(517,007)	0	0	(517,007)	0	2,115,360	0	133,685	133,685	1,543	XXX	XXX
9799997	Total - Common Stocks - Part 4					2,249,046	XXX	2,115,360	2,632,367	(517,007)	0	0	(517,007)	0	2,115,360	0	133,685	133,685	1,543	XXX	XXX
9799999.	Total - Common Stocks					2,249,046	XXX	2,115,360	2,632,367	(517,007)	0	0	(517,007)	0	2,115,360	0	133,685	133,685	1,543	XXX	XXX
9899999.	Total - Preferred and Common Stocks					2,249,046	XXX	2,115,360	2,632,367	(517,007)	0	0	(517,007)	0	2,115,360	0	133,685	133,685	1,543	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					476,376,198	XXX	482,641,217	423,112,774	(467,718)	(812,936)	0	(1,280,654)	0	466,675,088	0	9,701,110	9,701,110	4,882,127	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
			Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository		Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
CITIGROUP PTY LTD	SYDNEY, NEW SOUTH WALES, AUSTRALIA		0.050		1,109	1,891,033	8,553,006	9,834,934	XXX
NATIONAL AUSTRALIAN BANK	MELBOURNE, VICTORIA, AUSTRALIA					845,652	912,722	734,040	XXX
STATE STREET BANK	KANSAS CITY, MO							81,891	XXX
0199999. Total Open Depositories		XXX	XXX	0	1,109	2,736,685	9,465,728	10,650,865	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	1,109	2,736,685	9,465,728	10,650,865	XXX
0599999. Total Cash		XXX	XXX	0	1,109	2,736,685	9,465,728	10,650,865	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
All Other Government Bonds - Issuer Obligations							
AUSTRALIA GOVT TREASURY BILL		03/14/2013	2.890	06/07/2013	6,146,715		8,388
0699999. All Other Government Bonds - Issuer Obligations					6,146,715	0	8,388
1099999. Total - All Other Government Bonds					6,146,715	0	8,388
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
ARCHER DANIELS MIDLAND		03/27/2013	0.090	04/26/2013	28,998,187		362
GENERAL ELEC CAP CORP		03/27/2013	0.040	04/04/2013	37,799,875		210
CANADIAN IMPERIAL HOLDINGS		03/27/2013	0.110	04/03/2013	29,699,819		454
CARGILL GLOBAL FUND PLC		03/26/2013	0.090	05/10/2013	6,299,386		94
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					102,797,267	0	1,120
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					102,797,267	0	1,120
Total Bonds							
7799999. Subtotals - Issuer Obligations					108,943,982	0	9,508
8399999. Subtotals - Bonds					108,943,982	0	9,508
8699999. Total - Cash Equivalents					108,943,982	0	9,508