PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

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QUARTERLY STATEMENT

As of June 30, 2013

of the Condition and Affairs of the

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) NAIC Company Code..... 42919 Employer's ID Number..... 91-1187829

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

Incorporated/Organized..... September 24, 1982 Commenced Business..... September 26, 1983

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
MARK DONALD NIEHAUS	PRESIDENT	PETER JAMES ALBERT	SECRETARY
THOMAS ALFRED KING	TREASURER		

OTHER

PETER JAMES ALBERT	(VICE PRESIDENT)	MARY BETH ANDREANO	(VICE PRESIDENT)
KAREN BARONE BAILO	(VICE PRESIDENT)	KATHLEEN MARY CERNY	(ASST. SECRETARY)
JAMES LEE KUSMER	(ASST. TREASURER)		

DIRECTORS OR TRUSTEES

THOMAS HUDSON HOLLYER, KATHRYN MARGARET LEMIEUX, MARK DONALD NIEHAUS, DAVID LLOYD PRATT, DAVID JAMES SKOVE

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

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

(Signature)	(Signature)	(Signature)
MARK DONALD NIEHAUS	PETER JAMES ALBERT	THOMAS ALFRED KING
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	SECRETARY	TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 6TH day of AUGUST, 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			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds	983,091,177		983,091,177	870,066,007
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	166,779,002		166,779,002	148,425,892
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)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....0), cash equivalents ($.....599,963) and short-term investments ($.....220,024)	819,987		819,987	79,522,082
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities	891,138		891,138	
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)	1,151,581,304	0	1,151,581,304	1,098,013,981
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	6,091,215		6,091,215	5,549,887
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	21,022,028	1,990,194	19,031,834	(62,425)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)	68,542,697		68,542,697	62,315,381
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	5,893,012		5,893,012	5,481,364
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	16,165,969		16,165,969	19,376,575
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	39,714,336		39,714,336	15,313,406
24. Health care ($.....0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	457,930	373,154	84,776	1,227,684
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	1,309,468,491	2,363,348	1,307,105,143	1,207,215,853
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	1,309,468,491	2,363,348	1,307,105,143	1,207,215,853

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 TAX CREDITS	84,776		84,776	1,227,684
2502. PREPAID EXPENSES	367,642	367,642	0	
2503. MISCELLANEOUS OTHER ASSETS	5,512	5,512	0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	457,930	373,154	84,776	1,227,684

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....144,692,507)	383,582,672	372,252,858
2.	Reinsurance payable on paid losses and loss adjustment expenses	9,009,427	8,534,570
3.	Loss adjustment expenses	74,817,879	74,321,507
4.	Commissions payable, contingent commissions and other similar charges	965,140	1,776,240
5.	Other expenses (excluding taxes, licenses and fees)	44,472,610	34,178,772
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	7,434,782	8,757,738
7.1	Current federal and foreign income taxes (including $.....871,202 on realized capital gains (losses))	19,702,548	8,885,881
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 $.....159,454,385 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	347,031,758	324,200,664
10.	Advance premium	5,606,702	3,201,558
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	50,494	39,334
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		
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	18,985,549	19,977,627
19.	Payable to parent, subsidiaries and affiliates		
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	4,020,637	3,758,880
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	915,680,198	859,885,629
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	915,680,198	859,885,629
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,025	3,000,025
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	146,299,975	146,299,975
35.	Unassigned funds (surplus)	242,124,945	198,030,224
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)	391,424,945	347,330,224
38.	Totals (Page 2, Line 28, Col. 3)	1,307,105,143	1,207,215,853

DETAILS OF WRITE-INS

2501.	STATE PLAN LIABILITY	3,515,320	3,516,328
2502.	OTHER LIABILITIES	302,892	185,471
2503.	ESCHEATABLE PROPERTY	181,860	46,806
2598.	Summary of remaining write-ins for Line 25 from overflow page	20,565	10,275
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	4,020,637	3,758,880
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 $.....252,698,284)	237,789,574	233,263,668	468,419,286
1.2 Assumed (written $.....582,573,760)	559,742,666	525,609,901	1,068,807,082
1.3 Ceded (written $.....252,698,284)	237,789,574	233,263,668	468,419,286
1.4 Net (written $.....582,573,760)	559,742,666	525,609,901	1,068,807,082
DEDUCTIONS:			
2. Losses incurred (current accident year $.....342,511,203):			
2.1 Direct	138,942,904	131,732,991	283,585,750
2.2 Assumed	348,059,558	336,159,563	692,405,366
2.3 Ceded	138,942,904	131,732,991	283,585,750
2.4 Net	348,059,558	336,159,563	692,405,366
3. Loss adjustment expenses incurred	56,489,156	55,969,793	110,498,667
4. Other underwriting expenses incurred	122,398,810	118,451,882	230,829,165
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	526,947,524	510,581,238	1,033,733,198
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	32,795,142	15,028,663	35,073,884
INVESTMENT INCOME			
9. Net investment income earned	13,430,094	14,076,433	27,588,471
10. Net realized capital gains (losses) less capital gains tax of $.....871,202	1,376,543	2,823,567	14,371,099
11. Net investment gain (loss) (Lines 9 + 10)	14,806,637	16,900,000	41,959,570
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....153,640 amount charged off $.....2,305,010)	(2,151,370)	(2,065,246)	(3,948,990)
13. Finance and service charges not included in premiums	4,814,716	4,977,028	9,948,141
14. Aggregate write-ins for miscellaneous income	218,833	159,594	1,054,897
15. Total other income (Lines 12 through 14)	2,882,179	3,071,376	7,054,048
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	50,483,958	35,000,039	84,087,502
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)	50,483,958	35,000,039	84,087,502
19. Federal and foreign income taxes incurred	18,831,346	13,185,563	27,105,269
20. Net income (Line 18 minus Line 19) (to Line 22)	31,652,612	21,814,476	56,982,233
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	347,330,224	328,475,262	328,475,262
22. Net income (from Line 20)	31,652,612	21,814,476	56,982,233
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....5,370,246	9,973,314	6,718,847	2,327,329
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	2,159,640	1,525,056	2,643,479
27. Change in nonadmitted assets	309,155	131,321	(98,079)
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			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			(43,000,000)
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)	44,094,721	30,189,700	18,854,962
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	391,424,945	358,664,962	347,330,224
DETAILS OF WRITE-INS			
0501.			
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	0
1401. MISCELLANEOUS INCOME	180,940	90,460	927,293
1402. SERVICE BUSINESS REVENUE	27,709	54,805	93,996
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	10,184	14,329	33,608
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)	218,833	159,594	1,054,897
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	559,981,085	531,431,377	1,089,356,908
2.	Net investment income	19,197,650	22,341,784	43,673,241
3.	Miscellaneous income	2,914,231	3,060,178	7,079,949
4.	Total (Lines 1 through 3)	582,092,966	556,833,339	1,140,110,098
5.	Benefit and loss related payments	336,666,535	319,113,987	666,725,896
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	170,231,812	163,930,152	337,285,925
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....1,312,198 tax on capital gains (losses)	8,885,881	5,001,223	29,275,085
10.	Total (Lines 5 through 9)	515,784,228	488,045,362	1,033,286,906
11.	Net cash from operations (Line 4 minus Line 10)	66,308,738	68,787,977	106,823,192
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	285,461,273	180,998,068	499,128,892
	12.2 Stocks	1,706,037	7,347,677	41,983,721
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds		7,004,940	502,250
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	287,167,310	195,350,685	541,614,863
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	403,101,256	233,452,907	514,418,351
	13.2 Stocks	4,161,917	2,079,480	52,754,106
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	891,138	7,457,725	
	13.7 Total investments acquired (Lines 13.1 to 13.6)	408,154,311	242,990,112	567,172,457
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)	(120,987,001)	(47,639,427)	(25,557,594)
	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			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			43,000,000
	16.6 Other cash provided (applied)	(24,023,832)	(22,534,606)	(1,524,361)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(24,023,832)	(22,534,606)	(44,524,361)
	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)	(78,702,095)	(1,386,056)	36,741,237
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	79,522,082	42,780,845	42,780,845
	19.2 End of period (Line 18 plus Line 19.1)	819,987	41,394,789	79,522,082

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 Northwestern 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	June 30, 2013	December 31, 2012
Net income			
(1) Net income, state basis	OH	$ 31,652,612	$ 56,982,233
(2) Effect of state prescribed practices		--	--
(3) Effect of state permitted practices		--	--
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	$ 31,652,612	$ 56,982,233
Surplus			
(5) Policyholders' surplus, state basis	OH	$ 391,424,945	$ 347,330,224
(6) Effect of state prescribed practices		--	--
(7) Effect of state permitted practices		--	--
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	$ 391,424,945	$ 347,330,224

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 June 30, 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
68389FKP8	$ 4,569,061	$ 4,487,142	$ 81,919	$ 4,487,142	$ 3,319,450	2009 - Q4
46628KAV2	3,159,735	3,090,173	69,562	3,090,173	2,733,250	2011 - Q1
3622N6AG4	3,143,546	3,051,346	92,200	3,051,346	2,603,392	2011 - Q2
46628KAV2	2,942,765	2,873,424	69,341	2,873,424	2,522,134	2011 - Q2
3622N6AG4	2,686,788	2,651,800	34,988	2,651,800	2,382,297	2012 - Q2
949802AA0	2,039,904	1,980,633	59,271	1,980,633	1,980,618	2013 - Q2
Total	XXX	XXX	$ 407,281	XXX	XXX	XXX

As of June 30, 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 June 30, 2013, the Company had $4,697,016 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 June 30, 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	$ 4,494,846
2. Twelve months or longer	202,170
Total	$ 4,697,016
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	$ 170,730,959
2. Twelve months or longer	5,116,257
Total	$ 175,847,216

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

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 a 100% pooling reinsurance agreement for which it is allocated litigation expenses.

The following is a discussion of potentially significant pending cases at June 30, 2013:

As of June 30, 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 June 30, 2013, the settlement was still being administered.

As of June 30, 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 June 30, 2013, the settlement was still being administered.

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.

NOTES TO FINANCIAL STATEMENTS

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 June 30, 2013:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	$ --	$ 56,006,925	$ --	$ 56,006,925
Common stock Industrial & Miscellaneous	166,779,004	--	--	166,779,004
Total assets at fair value	$ 166,779,004	$ 56,006,925	$ --	$ 222,785,929
b. Liabilities on balance sheet at fair value				
Derivative liabilities	$ --	$ --	$ --	$ --
Total liabilities at fair value	$ --	$ --	$ --	$ --

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	$ 989,502,540	$ 983,091,176	$ 143,543,181	$ 845,959,359	$ --	$ --
Cash equivalents	599,963	599,963	599,963	--	--	--
Short term investments	220,023	220,023	220,023	--	--	--
Common stock	166,779,004	166,779,004	166,779,004	--	--	--
Preferred stock	--	--	--	--	--	--
Total	$ 1,157,101,530	$ 1,150,690,166	$ 311,142,171	$ 845,959,359	$ --	$ --

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

Not applicable

21. Other Items

No significant change

22. Events Subsequent

Subsequent events have been considered through August 9, 2013 for the statutory statement that was available for issuance by August 15, 2013. There were no subsequent events to report.

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 $7,355,000 in 2013, which is 1.6% of the total prior year net unpaid losses and LAE of $446,574,365. Private passenger auto liability and auto physical damage reserve development was unfavorable due to late emerging losses for accident year 2012. Commercial auto liability reserves developed unfavorably due to originally anticipated severity for accident year's 2012 and 2011 increasing by 3.5% and 1.3%, respectively. The LAE reserves developed unfavorably primarily due to unfavorable adjusting and other expense reserve development.

26. Intercompany Pooling Arrangements

No significant change

27. Structured Settlements

No significant change

28. Health Care Receivables

No significant change

29. Participating Accident and Health Policies

No significant change

30. Premium Deficiency Reserves

No significant change

31. High Deductibles

No significant change

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

No significant change

33. Asbestos and Environmental Reserves

No significant change

34. Subscriber Savings Accounts

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 [ ] No [X]

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	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
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

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

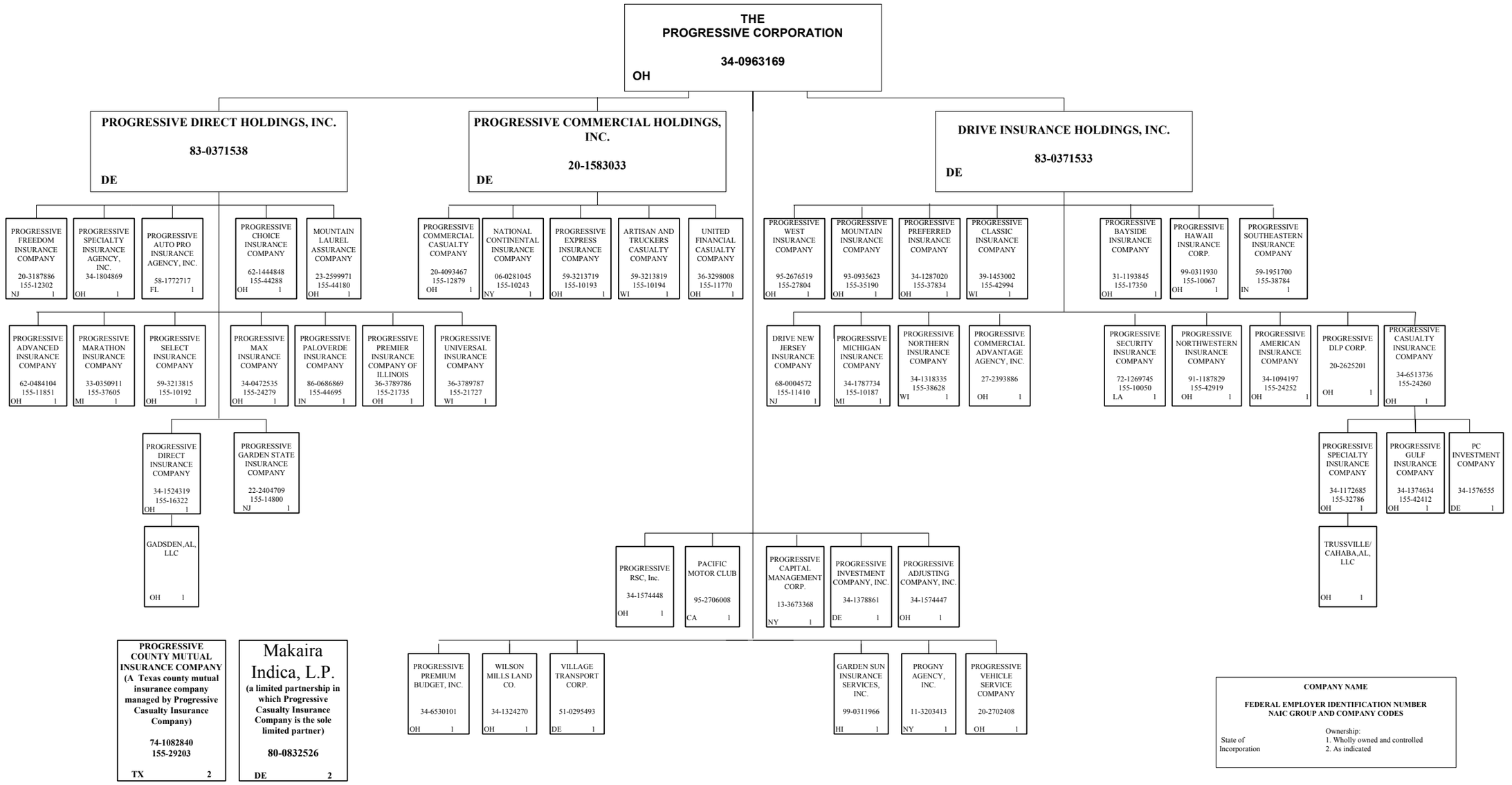
States, Etc.	1 Active Status	Direct Premiums Written 2 Current Year to Date	3 Prior Year to Date	Direct Losses Paid (Deducting Salvage) 4 Current Year to Date	5 Prior Year to Date	Direct Losses Unpaid 6 Current Year to Date	7 Prior Year to Date
1. Alabama AL	N						
2. Alaska AK	L	2,477,965	2,652,458	992,351	903,788	1,069,657	789,025
3. Arizona AZ	L	1,327,141	1,562,691	555,259	733,614	614,377	628,557
4. Arkansas AR	L	33,603,516	32,366,720	17,068,597	16,966,748	13,669,180	13,052,114
5. California CA	L						
6. Colorado CO	L						
7. Connecticut CT	L	17,945,641	15,317,603	7,964,855	6,845,169	19,225,951	15,960,500
8. Delaware DE	L			(775)	(725)		1
9. District of Columbia DC	L						
10. Florida FL	N						
11. Georgia GA	L			(3,075)	(8,159)		
12. Hawaii HI	L	209,644	261,802	230,937	137,666	165,748	182,076
13. Idaho ID	L	20,552,259	19,727,925	11,018,369	10,942,057	12,579,451	11,373,851
14. Illinois IL	N						
15. Indiana IN	L	2,051,767	2,418,842	1,171,507	1,649,238	1,119,315	1,658,283
16. Iowa IA	L						
17. Kansas KS	L	47,592,094	45,334,217	30,258,765	28,363,696	20,276,556	19,091,793
18. Kentucky KY	L						
19. Louisiana LA	L						
20. Maine ME	L	29,612,258	28,343,427	16,949,768	15,363,792	18,487,012	18,146,269
21. Maryland MD	L						
22. Massachusetts MA	N						
23. Michigan MI	Q						
24. Minnesota MN	L			12,112	131,872		242,761
25. Mississippi MS	L						
26. Missouri MO	L	13,959,183	14,802,797	5,394,180	7,835,581	6,639,293	6,777,146
27. Montana MT	L	20,375,457	17,908,211	10,316,563	8,608,576	8,444,401	9,003,637
28. Nebraska NE	L						
29. Nevada NV	L	520,241	588,238	268,903	199,036	216,056	184,580
30. New Hampshire NH	N						
31. New Jersey NJ	L						
32. New Mexico NM	L			557,116	113,173	743,299	768,632
33. New York NY	L	24,640,980	25,902,610	9,962,274	9,672,483	15,232,799	15,798,626
34. North Carolina NC	L						
35. North Dakota ND	L	21,583,993	19,801,872	11,231,614	9,758,695	12,623,057	9,521,832
36. Ohio OH	L						
37. Oklahoma OK	L						
38. Oregon OR	L			85,305	277,965	41,384	102,693
39. Pennsylvania PA	N						
40. Rhode Island RI	L	384,056	415,132	354,551	279,499	629,687	634,932
41. South Carolina SC	L						
42. South Dakota SD	L						
43. Tennessee TN	L			(84)	(4,803)		
44. Texas TX	L						
45. Utah UT	L			(544)	(891)	2	13
46. Vermont VT	N						
47. Virginia VA	L	2,653,342	3,185,484	1,913,049	1,682,159	3,310,387	4,301,193
48. Washington WA	L	13,208,747	16,553,860	10,563,113	15,410,425	17,700,440	20,005,683
49. West Virginia WV	L						
50. Wisconsin WI	L						
51. Wyoming WY	N						
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	0	0	0	0	0	0
59. Totals	(a) 42	252,698,284	247,143,889	136,864,710	135,860,654	152,788,052	148,224,197
DETAILS OF WRITE-INS							
58001.	XXX						
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	0	0	0	0	0	0

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

(a) Insert the number of L responses except for Canada and Other Alien.

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

PART 1 – ORGANIZATIONAL CHART



AS OF 06/30/13

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0155.....	The Progressive Insurance Group...	12302.....	20-3187886	.....	.....	.....	Progressive Freedom Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	14800.....	22-2404709	.....	.....	.....	Progressive Garden State Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	37605.....	33-0350911	.....	.....	.....	Progressive Marathon Insurance Company.....	MI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24279.....	34-0472535	.....	.....	.....	Progressive Max Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44695.....	86-0686869	.....	.....	.....	Progressive Paloverde Insurance Company.....	IN.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21735.....	36-3789786	.....	.....	.....	Progressive Premier Insurance Company of Illinois.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10192.....	59-3213815	.....	.....	.....	Progressive Select Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1804869	.....	.....	.....	Progressive Specialty Insurance Agency, Inc.....	OH.....	NIA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21727.....	36-3789787	.....	.....	.....	Progressive Universal Insurance Company.....	WI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	99-0311966	.....	.....	.....	Garden Sun Insurance Services, 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	5,859,838	2,880,890	49.2	39.9
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	3,530,198	1,997,810	56.6	11.4
17.2 Other liability-claims made		(2,910)	0.0	173.4
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	126,064,522	71,476,681	56.7	57.6
19.3, 19.4 Commercial auto liability	13,650,283	8,491,396	62.2	33.8
21. Auto physical damage	88,684,733	54,099,037	61.0	60.8
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	237,789,574	138,942,904	58.4	56.5
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	4,723,803	7,029,424	6,585,737
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	2,141,432	4,029,622	3,815,929
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	68,634,262	131,489,983	131,916,188
19.3 19.4 Commercial auto liability	8,384,636	15,656,254	13,587,576
21. Auto physical damage	50,820,975	94,493,001	91,238,461
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	134,705,107	252,698,284	247,143,891
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	69,887	14,430	84,317	26,459	1,082	27,541	45,080	2,126	10,917	58,123	1,652	(304)	1,347
2. 2011	81,940	17,958	99,898	28,622	2,204	30,827	53,492	6,060	11,321	70,872	174	1,627	1,801
3. Subtotals 2011 + Prior	151,828	32,388	184,215	55,081	3,287	58,368	98,572	8,187	22,237	128,995	1,825	1,323	3,148
4. 2012	196,203	66,156	262,359	88,561	16,488	105,049	108,842	20,584	32,090	161,517	1,200	3,006	4,206
5. Subtotals 2012 + Prior	348,031	98,544	446,575	143,643	19,774	163,417	207,414	28,771	54,328	290,512	3,026	4,329	7,355
6. 2013	XXX	XXX	XXX	XXX	229,305	229,305	XXX	119,674	48,214	167,888	XXX	XXX	XXX
7. Totals	348,031	98,544	446,575	143,643	249,080	392,722	207,414	148,445	102,542	458,401	3,026	4,329	7,355

8. Prior Year-End's Surplus As Regards Policyholders	347,330

Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
1. 0.9 %	2. 4.4 %	3. 1.6 %

Col. 13, Line 7 Line 8
4. 2.1 %

Q14

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:

Overflow Page for Write-Ins

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
2504. UNEARNED FEE RESERVE	20,565	10,275
2597. Summary of remaining write-ins for Line 25	20,565	10,275

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	0	
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
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		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)	0	0

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

		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

NONE

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	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 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)	0	0
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

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	1,018,491,894	983,581,046
2.	Cost of bonds and stocks acquired	407,263,172	567,172,457
3.	Accrual of discount	1,045,491	1,703,054
4.	Unrealized valuation increase (decrease)	15,343,560	3,580,509
5.	Total gain (loss) on disposals	2,534,171	20,536,067
6.	Deduct consideration for bonds and stocks disposed of	287,167,309	541,112,613
7.	Deduct amortization of premium	7,354,375	16,858,131
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized	286,425	110,495
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,149,870,179	1,018,491,894
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	1,149,870,179	1,018,491,894

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)	679,244,501	110,549,606	120,978,691	19,950,467	679,244,501	688,765,883		664,422,330
2. Class 2 (a)	262,330,281	27,456,778	6,272,002	(21,220,619)	262,330,281	262,294,438		234,982,227
3. Class 3 (a)	6,195,738		4,152,123	(2,027,591)	6,195,738	16,024		23,767,111
4. Class 4 (a)	598,997		22,732	(210,980)	598,997	365,285		25,882,698
5. Class 5 (a)	20,732,985	21,375,000	10,000,000	(29,122)	20,732,985	32,078,863		
6. Class 6 (a)	461,586			(70,915)	461,586	390,671		533,725
7. Total Bonds	969,564,088	159,381,384	141,425,548	(3,608,760)	969,564,088	983,911,164	0	949,588,091
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	969,564,088	159,381,384	141,425,548	(3,608,760)	969,564,088	983,911,164	0	949,588,091

(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	220,024	XXX	220,024	36	

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	1,023,585	30,680,858
2. Cost of short-term investments acquired	1,602,236	3,297,834
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	2,405,797	32,510,007
7. Deduct amortization of premium		445,100
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	220,024	1,023,585
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	220,024	1,023,585

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	78,498,497	12,099,987
2. Cost of cash equivalents acquired	1,799,927	871,970,500
3. Accrual of discount	1,539	26,010
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	79,700,000	805,598,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	599,963	78,498,497
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	599,963	78,498,497

Sch. A-Pt 2
NONE

Sch. A-Pt 3
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. States, Territories and Possessions									
575827 KH 2	MASSACHUSETTS ST 0.040% 08/01/15		04/12/2013	Goldman Sachs		6,685,000	6,685,000	213	1FE
57582N 4G 7	MASSACHUSETTS ST 0.040% 03/01/26		06/03/2013	Goldman Sachs		25,495,000	25,495,000	1,799	1FE
882721 MZ 3	TEXAS ST 0.080% 12/01/36		05/29/2013	Goldman Sachs		600,000	600,000	425	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					32,780,000	32,780,000	2,437	XXX
Bonds - U.S. Special Revenue and Special Assessment									
167593 GW 6	CHICAGO IL O'HARE 3.000% 01/01/19		06/12/2013	Royal Bank of Canada		3,615,640	3,500,000	48,417	1FE
442348 6B 9	HOUSTON TX ARPT SYS REV 5.000% 07/01/23		06/21/2013	JP Morgan Securities		2,197,720	2,000,000	48,611	1FE
452227 GU 9	ILLINOIS ST SALES TAX 5.000% 06/15/20		06/12/2013	Barclays Capital		8,287,650	7,000,000		1FE
59333P B4 9	MIAMI-DADE CNTY FL 5.000% 10/01/21		06/12/2013	JP Morgan Securities		2,888,225	2,500,000	26,389	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					16,989,235	15,000,000	123,417	XXX
Bonds - Industrial and Miscellaneous									
125354 AA 8	CGRBS 2013-VN05 A 3.369% 03/13/35		06/12/2013	CSFBdirect		3,728,025	3,780,000	5,660	1FE
12622Q AB 1	COMM 2011-THL B 4.554% 06/09/28		04/24/2013	Royal Bank of Scotland		29,167,656	29,000,000	91,721	1FE
17318U AB 0	CGCMT 2012-GC8 A2 1.813% 09/10/45		05/31/2013	Various		1,528,242	1,500,000	428	1FM
46626L AF 7	JPMAC 2005-OPT1 M2 0.663% 06/25/35		05/17/2013	Bank of America Corp		9,284,375	10,000,000	5,027	1FM
46637Y AL 3	JPMCC 2012-HSBC D 4.524% 07/05/32		06/12/2013	JP Morgan Securities		6,045,000	6,000,000	12,467	1FM
502413 AZ 0	L-3 COMMUNICATIONS CORP 4.750% 07/15/20		04/30/2013	Deutsche Bank		12,459,545	11,143,000	158,788	2FE
582839 AD 8	MEAD JOHNSON NUTRITION 3.500% 11/01/14		06/25/2013	BB&T Capital Markets		1,419,592	1,380,000	7,648	2FE
61761X AL 2	MSC 2013-WLSR D 3.512% 01/11/32		06/13/2013	Morgan Stanley		603,225	630,000	1,080	1AM
666807 BF 8	NORTHROP GRUMMAN CORP 1.750% 06/01/18		05/28/2013	JP Morgan Securities		9,972,400	10,000,000		2FE
75605E CA 6	REALOGY CORP 9.000% 01/15/20		06/11/2013	JP Morgan Securities		11,375,000	10,000,000	370,000	5FE
75606B AA 3	REALOGY GRP / SUN GRP F 3.375% 05/01/16		04/23/2013	JP Morgan Securities		10,000,000	10,000,000		5FE
83611M GH 5	SVHE 2005-OPT2 M1 0.703% 08/25/35		06/12/2013	Citicorp Securities Inc		8,750,000	10,000,000	3,907	1FM
92903P AJ 8	VNO 2010-VNO C 5.280% 09/13/28		04/18/2013	Royal Bank of Scotland		180,091	155,000	296	1FM
485161 AN 3	KANSAS CITY SOUTHERN ME 2.350% 05/15/20	F	06/13/2013	JP Morgan Securities		3,605,241	3,725,000	10,942	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					108,118,392	107,313,000	667,964	XXX
8399997.	Total - Bonds - Part 3					157,887,627	155,093,000	793,818	XXX
8399999.	Total - Bonds					157,887,627	155,093,000	793,818	XXX
Common Stocks - Industrial and Miscellaneous									
026874 78 4	AMERICAN INTERNATIONAL		06/25/2013	State Street Bank	15,000.000	651,069	XXX		L
30303M 10 2	FACEBOOK INC A		06/25/2013	State Street Bank	18,500.000	447,920	XXX		L
G60754 10 1	MICHAEL KORS HOLDING LT	F	06/25/2013	State Street Bank	23,500.000	1,382,247	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					2,481,236	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					2,481,236	XXX	0	XXX
9799999.	Total - Common Stocks					2,481,236	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					2,481,236	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					160,368,863	XXX	793,818	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 Desig-nation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions																					
575827 KH 2	MASSACHUSETTS ST 0.040% 08/01/15		05/03/2013	Call 100.0000		39,945,000	39,945,000	39,945,000	32,200,000				0		39,945,000			0	18,243	08/01/2015	1FE
882721 MZ 3	TEXAS ST 0.080% 12/01/36		06/03/2013	Call 100.0000		710,000	710,000	710,000	710,000				0		710,000			0	521	06/01/2036	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					40,655,000	40,655,000	40,655,000	32,910,000	0	0	0	0	0	40,655,000	0	0	0	18,764	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3137AH 6D 5	FHMS 2011-K015 X1 IO 1.670% 07/25/21		06/01/2013	Paydown				43,400	38,935		(38,935)		(38,935)					0	2,773	07/25/2021	1
31392C MS 0	FNW 2002-W1 2A 6.767% 02/25/42		06/01/2013	Paydown		7,497	7,497	7,879	7,898		(402)		(402)		7,497			0	216	02/25/2042	1
462467 NS 6	IOWA FIN AUTH SF MTG 4.500% 07/01/28		04/18/2013	Call 100.0000		55,000	55,000	59,186	58,269		(3,269)		(3,269)		55,000			0	1,973	01/01/2021	1FE
49130P JG 0	KENTUCKY HSG CORP 3.415% 07/01/13		05/01/2013	Call 100.0000		225,000	225,000	225,000	225,000				0		225,000			0	6,090	07/01/2013	1FE
67886M NN 5	OKLAHOMA HSG FIN SF 4.500% 09/01/27		05/01/2013	Call 100.0000		50,000	50,000	53,837	53,039		(3,039)		(3,039)		50,000			0	1,406	09/01/2021	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38		04/01/2013	Call 100.0000		160,000	160,000	173,478	168,486		(8,486)		(8,486)		160,000			0	7,200	01/01/2017	1FE
83755G 5A 1	SOUTH DAKOTA HSG 5.500% 11/01/37		05/31/2013	Call 100.0000		15,000	15,000	14,847	14,921		79		79		15,000			0	481	05/01/2016	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					512,497	512,497	577,627	566,548	0	(54,052)	0	(54,052)	0	512,497	0	0	0	20,139	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00764M FB 8	AABST 2005-2 M1 0.613% 06/25/35		06/25/2013	Paydown		614,080	614,080	524,271	568,110		45,970		45,970		614,080			0	1,645	06/25/2035	1FM
05533E AU 8	BCAP 2010-RR8 3A1 3.000% 05/26/35		04/01/2013	Paydown		55,218	55,218	55,667	55,206		12		12		55,218			0	552	05/26/2035	1FM
05947U VC 9	BACM 2004-3 A5 5.556% 06/10/39		06/01/2013	Paydown		37,106	37,106	37,027	37,092		14		14		37,106			0	892	06/10/2039	1FM
05950V AG 5	BACM 2006-6 XP IO 0.440% 10/10/45		05/01/2013	Paydown				1,017,859	281,561		(281,561)		(281,561)					0	152,908	10/10/2045	1FE
07383F YH 5	BSCMS 2004-PWR3 A4 4.715% 02/11/41		06/01/2013	Paydown		641,574	641,574	614,131	636,517		5,056		5,056		641,574			0	14,716	02/11/2041	1FM
12621U AD 9	CNH 2010-B A4 1.740% 01/17/17		06/15/2013	Paydown		4,272,697	4,272,697	4,327,274	4,294,741		(22,044)		(22,044)		4,272,697			0	31,579	01/17/2017	1FE
12622Q AB 1	COMM 2011-THL B 4.554% 06/09/28		06/01/2013	Paydown		29,000,000	29,000,000	29,167,656			(167,656)		(167,656)		29,000,000			0	318,906	06/09/2028	1FE
17310M AM 2	CGCMT 2006-C5 XP IO 0.538% 10/15/49		05/01/2013	Paydown				540,093	104,825		(104,825)		(104,825)					0	50,679	10/15/2049	1FE
20046F AS 9	COMM 2001-J2A X IO 0.363% 07/01/34		06/01/2013	Paydown				785	66		(66)		(66)					0	25	07/01/2034	3FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		06/01/2013	Paydown		5,188	5,188	5,260	5,390		(202)		(202)		5,188			0	148	03/25/2040	4FM
297599 AC 6	ETHAN ALLEN GLOBAL 5.375% 10/01/15		06/19/2013	Morgan Stanley		4,300,000	4,000,000	3,967,920	3,989,044		1,742		1,742		3,990,786		309,214	309,214	157,069	10/01/2015	3FE
33736X AH 2	FUNBC 2000-C1 IO 1.542% 05/01/32		06/01/2013	Paydown				6,966	7,626		(7,626)		(7,626)					0	2,429	05/01/2032	6*
33736X CR 8	FUNBC 2001-C2 IO 1.629% 01/12/43		06/01/2013	Paydown				5,753					0					0	642	01/12/2043	5FE
36161H AD 3	GEEMT 2010-1 A4 1.470% 07/14/15		06/14/2013	Paydown		1,465,669	1,465,669	1,465,326	1,465,529		140		140		1,465,669			0	8,771	07/14/2015	1FE
3622N6 AG 4	GSR 2007-AR2 4A1 2.742% 02/25/51		06/01/2013	Paydown		125,449	125,449	122,109	122,109		3,340		3,340		125,449			0	1,323	02/25/2051	1FM
396789 ES 4	GCCFC 2003-C2 A4 4.915% 01/05/36		06/01/2013	Paydown		4,716,291	4,716,291	4,814,160	4,735,549		(19,258)		(19,258)		4,716,291			0	114,548	01/05/2036	1FM
46628K AT 7	JPMMT 2006-A3 6A1 2.868% 08/25/34		06/01/2013	Paydown		74,744	74,744	72,540	73,726	3,952	(2,934)		1,018		74,744			0	904	08/25/2034	1FM
46628K AV 2	JPMMT 2006-A3 7A1 2.897% 12/25/48		06/01/2013	Paydown		139,820	139,820	135,248	135,248		4,572		4,572		139,820			0	1,676	12/25/2048	1FM
493268 AS 5	KSLT 1999-B A2 0.703% 08/25/27		05/25/2013	Paydown		1,015,761	1,015,761	993,835	1,008,786		6,975		6,975		1,015,761			0	3,768	08/25/2027	1FE
55312V AQ 1	MLCFC 2006-4 XP IO 0.617% 12/12/49		06/01/2013	Paydown				271,191	143,911		(143,911)		(143,911)					0	41,925	12/12/2049	1FE
55313U AD 1	MMAF 2009-AA A4 3.510% 01/15/30		06/15/2013	Paydown		808,638	808,638	841,994	821,658		(13,020)		(13,020)		808,638			0	11,208	01/15/2030	1FE
65475H AD 3	NALT 2011-A A3 1.040% 08/15/14		06/15/2013	Paydown		8,016,826	8,016,826	8,016,080	8,016,598		227		227		8,016,826			0	33,747	08/15/2014	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)
65535V AA 6	NAA 2001-R1A A1 7.000% 02/01/30		06/01/2013	Paydown		17,544	17,544	17,779	17,541	333	(331)		2		17,544			0	504	02/01/2030	4FM
68389F KP 8	OOMLT 2006-1 2A3 0.383% 01/25/36		06/25/2013	Paydown		134,149	134,149	113,966	117,092		17,057		17,057		134,149			0	215	01/25/2036	1FM
74834L AR 1	QUEST DIAGNOSTIC INC 3.200% 04/01/16		05/03/2013	Various		6,594,408	6,280,000	6,266,852	6,271,013		989		989		6,272,002		322,405	322,405	117,470	04/01/2016	2FE
75606B AA 3	REALOGY GRP / SUN GRP F 3.375% 05/01/16		06/11/2013	JP Morgan Securities		9,837,500	10,000,000	10,000,000					0		10,000,000		(162,500)	(162,500)	44,063	05/01/2016	5FE
78444V AA 9	SLCLT 2010-B A1 4.000% 07/15/42		06/15/2013	Paydown		213,929	213,929	216,329	174,417		(2,891)		(2,891)		213,929			0	3,314	07/15/2042	1FE
86358E QG 4	SAIL 2005-1 A8 0.793% 02/25/35		06/25/2013	Paydown		1,063,645	1,063,645	907,023	1,034,410		29,235		29,235		1,063,645			0	3,568	02/25/2035	1FM
92936C AC 3	WFRBS 2011-C4 A2 3.454% 06/15/44		04/11/2013	JP Morgan Securities		14,789,844	13,750,000	13,887,253	13,844,532		(9,162)		(9,162)		13,835,371		954,473	954,473	178,097	06/15/2044	1FM
949802 AA 0	WFMBS 2003-I A1 2.493% 09/25/33		06/01/2013	Paydown		161,337	161,337	159,226	164,193	1,317	(4,173)		(2,856)		161,337			0	1,819	09/25/2033	3FM
928670 AM 0	VOLKSWAGEN INTL FIN NV 1.150% 11/20/15	F	04/30/2013	Imperial Capital		10,090,300	10,000,000	9,994,700	9,994,868		605		605		9,995,474		94,826	94,826	52,069	11/20/2015	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					98,191,717	96,609,665	98,566,273	58,121,358	5,602	(663,726)	0	(658,124)	0	96,673,298	0	1,518,418	1,518,418	1,351,179	XXX	XXX
8399997.	Total - Bonds - Part 4					139,359,214	137,777,162	139,798,900	91,597,906	5,602	(717,778)	0	(712,176)	0	137,840,795	0	1,518,418	1,518,418	1,390,082	XXX	XXX
8399999.	Total - Bonds					139,359,214	137,777,162	139,798,900	91,597,906	5,602	(717,778)	0	(712,176)	0	137,840,795	0	1,518,418	1,518,418	1,390,082	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
006848 10 5	ADELPHIA CORP		04/29/2013	Class Action Litigation		369	XXX						0				369	369		XXX	L
04010L 10 3	ARES CAPITAL CORP		04/18/2013	State Street Bank		3	XXX	1	3	(2)			(2)		1		2	2		XXX	L
05964H 10 5	BANCO SANTANDER SA-SPON	F	05/23/2013	State Street Bank	1.000	5	XXX	4	6	(1)			(1)		4		1	1		XXX	L
14149Y 10 8	CARDINAL HEALTH INC		04/23/2013	Class Action Litigation		159	XXX						0				159	159		XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					536	XXX	5	9	(3)	0	0	(3)	0	5	0	531	531	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					536	XXX	5	9	(3)	0	0	(3)	0	5	0	531	531	0	XXX	XXX
9799999.	Total - Common Stocks					536	XXX	5	9	(3)	0	0	(3)	0	5	0	531	531	0	XXX	XXX
9899999.	Total - Preferred and Common Stocks					536	XXX	5	9	(3)	0	0	(3)	0	5	0	531	531	0	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					139,359,750	XXX	139,798,905	91,597,915	5,599	(717,778)	0	(712,179)	0	137,840,800	0	1,518,949	1,518,949	1,390,082	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
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
CITIBANK..... NEW YORK, NY.....	.....	.....	.....	.....	.....	.....	.....	XXX..
0199999. Total Open Depositories.....	....XXX.....	.....XXX.....	0	0	0	0	0	XXX..
0399999. Total Cash on Deposit.....	....XXX.....	.....XXX.....	0	0	0	0	0	XXX..
0599999. Total Cash.....	....XXX.....	.....XXX.....	0	0	0	0	0	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
CPPIB CAPITAL INC		06/27/2013	0.100	07/23/2013	599,963		7
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					599,963	0	7
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					599,963	0	7
Total Bonds							
7799999. Subtotals - Issuer Obligations					599,963	0	7
8399999. Subtotals - Bonds					599,963	0	7
8699999. Total - Cash Equivalents					599,963	0	7