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QUARTERLY STATEMENT

As of September 30, 2013

of the Condition and Affairs of the

PROGRESSIVE DIRECT INSURANCE COMPANY

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

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

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

Statutory Home Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 *(Street and Number) (City or Town, State, Country and Zip Code)*	440-461-5000 *(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 *(Street and Number) (City or Town, State, Country and Zip Code)*	440-395-4460 *(Area Code) (Telephone Number)*
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO *(Name)*	440-395-4460 *(Area Code) (Telephone Number) (Extension)*
	FINANCIAL_REPORTING@PROGRESSIVE.COM *(E-Mail Address)*	440-446-7168 *(Fax Number)*

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

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

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

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

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

(Signature)	(Signature)	(Signature)
SCOTT WESLEY ZIEGLER	KAREN ANN KOSUDA	SCOTT EDWARD COLEMAN
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	ASSISTANT SECRETARY	ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 7TH day of NOVEMBER, 2013

a. Is this an original filing? Yes [X] No [ ]
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	3,092,465,314		3,092,465,314	2,830,820,023
2. Stocks:				
2.1 Preferred stocks	69,924,446		69,924,446	74,929,815
2.2 Common stocks	751,476,083		751,476,083	628,191,530
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	175,320,921		175,320,921	180,348,481
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....2,533,586), cash equivalents ($.....6,964,285) and short-term investments ($.....23,273,549)	32,771,420		32,771,420	124,539,733
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	6,299,959	6,299,959	0	
9. Receivables for securities			0	3,531
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	4,128,258,143	6,299,959	4,121,958,184	3,838,833,113
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	16,936,219		16,936,219	19,642,391
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	117,138,885	10,930,677	106,208,208	101,465,699
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	611,432,553		611,432,553	508,815,385
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	6,141,372		6,141,372	6,802,858
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	30,498,796		30,498,796	63,512,613
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	406,301	406,301	0	
21. Furniture and equipment, including health care delivery assets ($..........0)	11,546	11,546	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	63,426,654		63,426,654	
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	6,764,472	761,835	6,002,637	2,539,456
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	4,981,014,941	18,410,318	4,962,604,623	4,541,611,515
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	4,981,014,941	18,410,318	4,962,604,623	4,541,611,515

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. STATE TAX CREDITS	4,024,559		4,024,559	779,436
2502. STATE UNEARNED SURCHARGE RECOVERABLE	1,422,836		1,422,836	1,315,513
2503. NET GOODS AND SERVICES TAX RECEIVABLE	481,209		481,209	407,158
2598. Summary of remaining write-ins for Line 25 from overflow page	835,868	761,835	74,033	37,349
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	6,764,472	761,835	6,002,637	2,539,456

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....720,739,248)	1,428,226,282	1,397,026,110
2.	Reinsurance payable on paid losses and loss adjustment expenses	220,799,734	184,538,059
3.	Loss adjustment expenses	299,999,346	291,125,398
4.	Commissions payable, contingent commissions and other similar charges	180,484	39,455
5.	Other expenses (excluding taxes, licenses and fees)	18,814,097	12,656,896
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	34,615,661	38,991,657
7.1	Current federal and foreign income taxes (including $.....997,269 on realized capital gains (losses))	30,101,971	25,733,310
7.2	Net deferred tax liability		
8.	Borrowed money $..........0 and interest thereon $..........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....365,470,811 and including warranty reserves of $..........0 and accrued accident and health experience rating refunds including $..........0 for medical loss ratio rebate per the Public Health Service Act	1,258,733,009	1,106,120,248
10.	Advance premium	11,308,344	9,309,308
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	626,842	1,596,906
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		42
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $..........0 certified)		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	69,759,195	65,689,264
19.	Payable to parent, subsidiaries and affiliates		43,171,249
20.	Derivatives		
21.	Payable for securities	7,800,368	
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	3,630,053	2,330,420
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	3,384,595,386	3,178,328,322
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	3,384,595,386	3,178,328,322
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,480	3,000,480
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	847,951,481	838,052,119
35.	Unassigned funds (surplus)	727,057,276	522,230,594
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $..........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $..........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	1,578,009,237	1,363,283,193
38.	Totals (Page 2, Line 28, Col. 3)	4,962,604,623	4,541,611,515

DETAILS OF WRITE-INS

2501.	MISCELLANEOUS OTHER LIABILITIES	2,082,302	2,062,678
2502.	ESCHEATABLE PROPERTY	1,305,765	140,926
2503.	STATE PLAN LIABILITY	241,986	126,816
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	3,630,053	2,330,420
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....1,550,562,358)	1,485,648,468	1,399,883,366	1,878,447,805
1.2 Assumed (written $.....2,846,532,124)	2,714,500,040	2,635,401,583	3,529,288,975
1.3 Ceded (written $.....989,368,990)	945,035,777	907,939,113	1,216,740,776
1.4 Net (written $.....3,407,725,492)	3,255,112,731	3,127,345,836	4,190,996,004
DEDUCTIONS:			
2. Losses incurred (current accident year $.....1,997,251,041):			
2.1 Direct	917,291,796	874,087,234	1,181,429,886
2.2 Assumed	1,646,692,891	1,652,770,992	2,245,803,158
2.3 Ceded	576,898,121	568,543,101	771,127,435
2.4 Net	1,987,086,566	1,958,315,125	2,656,105,609
3. Loss adjustment expenses incurred	351,228,430	343,809,248	454,510,061
4. Other underwriting expenses incurred	696,605,435	714,008,323	901,838,831
5. Aggregate write-ins for underwriting deductions	0	(9)	(9)
6. Total underwriting deductions (Lines 2 through 5)	3,034,920,431	3,016,132,687	4,012,454,492
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	220,192,300	111,213,149	178,541,512
INVESTMENT INCOME			
9. Net investment income earned	73,734,592	74,817,587	100,404,222
10. Net realized capital gains (losses) less capital gains tax of $.....6,455,119	17,485,079	28,869,636	34,573,296
11. Net investment gain (loss) (Lines 9 + 10)	91,219,671	103,687,223	134,977,518
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....1,217,044 amount charged off $.....33,255,143)	(32,038,099)	(29,249,268)	(38,877,822)
13. Finance and service charges not included in premiums	21,994,647	21,934,293	29,124,616
14. Aggregate write-ins for miscellaneous income	10,425,731	12,942,250	16,749,242
15. Total other income (Lines 12 through 14)	382,279	5,627,275	6,996,036
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	311,794,250	220,527,647	320,515,066
17. Dividends to policyholders			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	311,794,250	220,527,647	320,515,066
19. Federal and foreign income taxes incurred	105,381,795	77,706,967	97,803,531
20. Net income (Line 18 minus Line 19) (to Line 22)	206,412,455	142,820,680	222,711,535
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	1,363,283,193	1,272,391,248	1,272,391,248
22. Net income (from Line 20)	206,412,455	142,820,680	222,711,535
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....37,061,571	68,886,528	40,070,446	38,629,012
25. Change in net unrealized foreign exchange capital gain (loss)	(1,240,097)	321,591	428,312
26. Change in net deferred income tax	3,380,009	11,219,214	1,568,748
27. Change in nonadmitted assets	2,387,787	1,103,722	531,699
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in	9,899,362	10,807,495	12,022,639
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders	(75,000,000)	(75,000,000)	(185,000,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	214,726,044	131,343,148	90,891,945
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	1,578,009,237	1,403,734,396	1,363,283,193

DETAILS OF WRITE-INS

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO REFUNDS		(9)	(9)
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	(9)	(9)
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED	9,782,245	12,330,111	16,065,621
1402. MISCELLANEOUS OTHER INCOME	583,024	516,656	554,504
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	60,462	95,483	129,117
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	10,425,731	12,942,250	16,749,242
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	3,301,394,546	3,184,642,403	4,267,851,326
2.	Net investment income	106,209,736	115,631,218	148,980,632
3.	Miscellaneous income	354,046	7,672,228	8,423,966
4.	Total (Lines 1 through 3)	3,407,958,328	3,307,945,849	4,425,255,924
5.	Benefit and loss related payments	1,918,963,233	1,817,657,832	2,521,133,776
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,037,037,683	1,047,690,794	1,338,543,359
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....11,104,354 tax on capital gains (losses)	107,468,253	73,421,264	111,373,351
10.	Total (Lines 5 through 9)	3,063,469,169	2,938,769,890	3,971,050,486
11.	Net cash from operations (Line 4 minus Line 10)	344,489,159	369,175,959	454,205,438
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	1,200,238,086	754,594,031	1,301,858,084
	12.2 Stocks	21,042,762	134,749,552	137,025,876
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets	66,000	110,000	180,000
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	163		
	12.7 Miscellaneous proceeds	7,803,899		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,229,150,910	889,453,583	1,439,063,960
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	1,469,743,904	1,028,395,437	1,542,028,446
	13.2 Stocks	24,069,152	8,220,772	160,407,173
	13.3 Mortgage loans			
	13.4 Real estate	2,303,450	661,105	3,016,847
	13.5 Other invested assets			
	13.6 Miscellaneous applications		4,233,167	619
	13.7 Total investments acquired (Lines 13.1 to 13.6)	1,496,116,506	1,041,510,481	1,705,453,085
14.	Net increase (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(266,965,596)	(152,056,898)	(266,389,125)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock	9,899,362	10,807,495	12,022,639
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	75,000,000	75,000,000	185,000,000
	16.6 Other cash provided (applied)	(104,191,239)	(17,657,521)	87,002,922
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(169,291,877)	(81,850,026)	(85,974,439)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(91,768,313)	135,269,035	101,841,873
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	124,539,733	22,697,860	22,697,860
	19.2 End of period (Line 18 plus Line 19.1)	32,771,420	157,966,895	124,539,733

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

20.0001				

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

Description	State of Domicile	September 30, 2013	December 31, 2012
Net income			
(1) Net income, state basis	OH	$ 206,412,455	$ 222,711,535
(2) Effect of state prescribed practices		--	--
(3) Effect of state permitted practices		--	--
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	$ 206,412,455	$ 222,711,535
Surplus			
(5) Policyholders' surplus, state basis	OH	$ 1,578,009,237	$ 1,363,283,193
(6) Effect of state prescribed practices		--	--
(7) Effect of state permitted practices		--	--
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	$ 1,578,009,237	$ 1,363,283,193

2. Accounting Changes and Corrections of Errors

No significant change

3. Business Combinations and Goodwill

No significant change

4. Discontinued Operations

No significant change

5. Investments

D. Loan-Backed Securities

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

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

Not applicable

3. The following table shows, as of September 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
61748LAD4	$ 10,977,201	$ 10,016,108	$ 961,093	$ 10,016,108	$ 7,150,350	2009 - Q3
863579XC7	20,634,751	18,722,138	1,912,613	18,722,138	18,722,138	2009 - Q3
71085PAW3	14,226,110	13,588,558	637,552	13,588,558	8,969,609	2010 - Q1
45660LDG1	5,607,836	5,301,431	306,405	5,301,431	4,436,741	2010 - Q2
71085PAW3	13,588,558	9,081,782	4,506,776	9,081,782	9,081,782	2010 - Q2
855541AB4	4,492,027	4,118,702	373,325	4,118,702	3,952,372	2010 - Q2
32027NRX1	239,447	162,300	77,147	162,300	162,300	2010 - Q3
855541AB4	3,711,737	3,552,306	159,431	3,552,306	3,552,306	2011 - Q1
3622N6AG4	6,307,525	6,122,525	185,000	6,122,525	5,223,707	2011 - Q2
3622N6AG4	5,391,042	5,320,838	70,204	5,320,838	4,780,080	2012 - Q2
32027NRX1	85,612	40,443	45,169	40,443	40,443	2012 - Q4
32027NRX1	114,572	81,261	33,311	81,261	81,261	2012 - Q2
32027NRX1	44,409	34,743	9,666	34,743	34,743	2013 - Q1
32027NRX1	52,765	27,900	24,865	27,900	27,900	2013 - Q2
Total	XXX	XXX	$ 9,302,557	XXX	XXX	XXX

As of September 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 September 30, 2013, the Company had $21,803,057 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 September 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	$ 19,864,380
2. Twelve months or longer	1,938,677
Total	$ 21,803,057
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	$ 680,302,111
2. Twelve months or longer	23,197,375
Total	$ 703,499,486

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.

F. Real Estate

1. Impairment Losses

The Company recognized expense for the early retirement of real property assets on several projects at various owned properties. The amount of expense recognized year-to-date of $44,900 (Schedule A -Verification, Column 1, Line 7) is reflected in realized capital gains (losses) in the Company's Statement of Income.

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

See Note 13.

11. Debt

No significant change

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

No significant change

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

3,4,5,6. Dividends

The Company paid a $75,000,000 ordinary cash dividend to Progressive Direct Holdings, Inc., a holding company incorporated in Delaware on September 24, 2013.

14. Contingencies

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

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

Description	**Direct**
Claims related ECO and bad faith losses paid	$ 2,489,326

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

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

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

F. All Other Contingencies

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

The following is a discussion of potentially significant pending cases at September 30, 2013. Unless specifically noted, the Company does not consider a loss from these cases to be probable and is unable to estimate a range of loss, if any, at this time.

As of September 30, 2013, the Company was defending three putative statewide class action lawsuits alleging that the Company improperly steers automobile repair work to certain auto body repair shops and challenging the labor rates the Company pays to auto body repair shops.

As of September 30, 2013, there was a statewide putative class action lawsuit challenging the Company's policy form with regard to rejecting uninsured motorist coverage. The Company does consider a loss from this case to be probable but is unable to estimate a range of loss at this time.

As of September 30, 2013, there was a putative class action lawsuit alleging the Company improperly applies a preferred provider reduction to medical payment claims.

As of September 30, 2013, the Company was defending two putative class action lawsuits challenging the Company's sale of personal injury protection coverage in Massachusetts.

15. Leases

No significant change

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

No significant change

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

C. Wash Sales

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

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

No significant change

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

No significant change

20. Fair Value Measurements

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

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

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

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

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

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

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

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

Fair Value Measurements at September 30, 2013:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	$ --	$ 74,482,133	$ --	$ 74,482,133
Common stock Industrial & Miscellaneous	751,476,095	--	--	751,476,095
Preferred stock Industrial & Miscellaneous	--	18,479,100	--	18,479,100
Total assets at fair value	$ 751,476,095	$ 92,961,233	$ --	$ 844,437,328
b. Liabilities on balance sheet at fair value				
Derivative liabilities	$ --	$ --	$ --	$ --
Total liabilities at fair value	$ --	$ --	$ --	$ --

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

2. Roll forward of Level 3 Items

Not applicable

3. Policy on Transfers Into and Out of Level 3

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

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

See Note 20A above.

5. Derivative Fair Values

Not applicable

B. Other Fair Value Disclosures

Not applicable

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

The table below represents the fair value of all financial instruments at September 30, 2013, 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	$ 3,114,990,717	$ 3,092,465,314	$ 505,246,839	$ 2,609,743,878	$ --	$ --
Cash equivalents	6,964,285	6,964,285	6,964,285	--	--	--
Short term investments	23,279,510	23,273,549	23,279,510	--	--	--
Common stock	751,476,083	751,476,083	751,476,083	--	--	--
Preferred stock	94,517,950	69,924,446	--	94,517,950	--	--
Total	$ 3,991,228,545	$ 3,944,103,677	$ 1,286,966,717	$ 2,704,261,828	$ --	$ --

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

Not applicable

21. Other Items

C. Other Disclosures

1. Nonadmitted Other Invested Assets

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

22. Events Subsequent

Subsequent events have been considered through November 8, 2013 for the statutory statement that was available for issuance by November 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 decreased by $7,633,000 in 2013 which is less than 1% of the total prior year net unpaid losses and LAE of $1,688,151,508. The favorable development is primarily due to passenger auto liability originally anticipated severity for accident year 2012 decreasing by 1.1%. The LAE reserves developed favorably primarily due to private passenger auto liability defense cost and containment favorable development partially offset by unfavorable adjusting and other expense reserves 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 [X] No [ ] N/A [ ]
If yes, attach an explanation.
MANAGEMENT/COST ALLOCATION AGREEMENT BETWEEN PROGESSIVE DIRECT INSURANCE COMPANY AND PROGRESSIVE CHOICE INSURANCE COMPANY WAS CHANGED EFFECTIVE ON 12/27/2013 AND WAS APPROVED DURING THE CURRENT QUARTER. THIS AGREEMENT REPLACES THE PREVIOUS VERSION THAT WAS EFFECTIVE ON 12/27/2008 AND NO LONGER HAS THE 5 YEAR RENEWAL PROVISION THAT WAS PREVIOUSLY REQUIRED BY THE CALIFORNIA DOI FOR PROGRESSIVE CHOICE WHICH WAS PREVIOUSLY COMMERCIALLY DOMICILED IN CALIFORNIA. PROGRESSIVE CHOICE INSURANCE COMPANY'S CERTIFICATE OF AUTHORITY WAS WITHDRAWN EFFECTIVE 03/31/2013.

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. 12/31/2012......................

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). 8/6/2013..........................

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 [ ] No [ ] N/A [X]

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

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

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

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 6,308,064	$ 6,299,959
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 6,308,064	$ 6,299,959
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
CITIGROUP, PTY. LTD.	120 COLLINS STREET, MELBOURNE VIC, 3000 AU
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	L	53,949,415	48,575,010	31,692,928	30,246,143	15,536,113	14,663,050
2.	Alaska AK	L	14,252,712	13,482,218	6,507,370	6,689,808	5,275,503	5,037,021
3.	Arizona AZ	Q						
4.	Arkansas AR	L	22,949,279	19,625,257	11,383,854	8,809,094	5,075,835	5,056,863
5.	California CA	L	38,739,379	35,579,084	(28,526,786)	16,903,016	62,283,457	6,590,375
6.	Colorado CO	L	131,515,619	123,187,621	84,763,900	78,395,977	59,894,070	56,078,922
7.	Connecticut CT	L	57,897,805	55,048,254	34,256,137	30,880,288	35,503,853	32,435,564
8.	Delaware DE	L	23,784,669	21,421,684	13,074,422	10,861,942	9,228,438	9,651,854
9.	District of Columbia DC	L	14,241,399	13,732,136	7,966,084	7,345,544	5,133,306	5,079,588
10.	Florida FL	Q						
11.	Georgia GA	L	9,229,155	10,730,358	5,411,426	6,352,932	3,344,035	4,314,928
12.	Hawaii HI	L	16,532,326	16,207,795	7,573,532	6,387,306	4,772,029	5,571,544
13.	Idaho ID	L	16,439,507	15,221,057	8,117,572	7,872,559	5,714,149	5,052,998
14.	Illinois IL	L	18,934,503	21,365,311	11,301,673	14,638,547	8,294,186	11,091,156
15.	Indiana IN	L	(274)	1,493	(24,004)	(34,260)	177,819	282,598
16.	Iowa IA	L		(207)	(340)	(848)	1	20,512
17.	Kansas KS	L	46,164,954	43,313,572	28,125,847	25,735,060	10,358,685	10,831,519
18.	Kentucky KY	L	60,453,405	62,249,443	31,763,905	39,058,337	23,597,397	23,702,733
19.	Louisiana LA	L						
20.	Maine ME	L	2,270,318	2,027,540	1,000,732	737,129	402,243	358,742
21.	Maryland MD	L	15,213,213	17,795,674	9,317,233	11,074,626	7,488,027	9,452,135
22.	Massachusetts MA	L	106,159,657	94,733,536	58,925,815	53,063,705	43,213,459	47,127,361
23.	Michigan MI	Q						
24.	Minnesota MN	L	125,426,945	118,929,492	75,893,187	66,649,617	51,624,250	48,107,321
25.	Mississippi MS	L						
26.	Missouri MO	L	15,851,378	21,057,389	9,893,066	15,801,385	8,744,657	11,126,134
27.	Montana MT	L	18,988,557	16,058,111	9,046,939	8,313,351	4,879,798	4,128,826
28.	Nebraska NE	L		50	(1,641)	(9,171)	114	1,187
29.	Nevada NV	L	60,721,427	56,598,877	40,371,657	34,351,098	30,192,740	30,387,459
30.	New Hampshire NH	L	(340)	7,890	341,978	1,130,011	358,069	1,395,755
31.	New Jersey NJ	Q						
32.	New Mexico NM	L	47,432,956	44,452,786	28,705,217	26,103,991	28,699,117	22,820,871
33.	New York NY	L	28,527,080	41,449,370	22,813,560	29,014,299	24,194,302	33,062,287
34.	North Carolina NC	L						
35.	North Dakota ND	L	14,932,566	12,229,432	8,161,393	6,119,344	4,512,398	3,633,410
36.	Ohio OH	L	204,449,866	190,264,844	120,104,297	111,350,538	65,759,864	64,373,031
37.	Oklahoma OK	L	44,653,831	42,569,113	29,903,848	24,675,583	15,163,380	14,672,615
38.	Oregon OR	L	117	(2,410)	(1,099)	11,103	32,708	27,225
39.	Pennsylvania PA	L	31,200,186	35,439,752	20,720,897	22,183,703	18,103,291	21,402,428
40.	Rhode Island RI	L	32,146,703	26,521,428	18,331,843	14,419,377	16,439,804	14,671,670
41.	South Carolina SC	L	44,775,932	32,426,795	21,051,147	13,540,511	12,705,603	10,127,117
42.	South Dakota SD	L	12,119,601	11,054,701	9,048,590	5,578,939	3,255,658	3,988,902
43.	Tennessee TN	L			(34,790)	(320)	25,000	
44.	Texas TX	N						
45.	Utah UT	L	37,569,003	35,425,531	21,385,887	19,251,051	13,837,473	13,790,396
46.	Vermont VT	L	11,918,169	10,766,051	5,775,374	5,664,035	3,360,893	3,334,066
47.	Virginia VA	L	45,427,895	54,709,562	29,984,344	38,442,802	20,750,392	28,495,302
48.	Washington WA	L	114,246,412	97,962,745	65,173,187	51,668,610	51,458,360	41,659,879
49.	West Virginia WV	L		50			11,395	11,264
50.	Wisconsin WI	L	74	250	(7,880)	(13,464)	180	1,914
51.	Wyoming WY	L		50	30,879	(2,684)	22	155
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	11,446,959	7,270,087	6,151,191	4,041,584	818,707	915,718
59.	Totals	(a) 46	1,550,562,358	1,469,488,782	865,474,370	853,302,198	680,220,779	624,534,395

DETAILS OF WRITE-INS

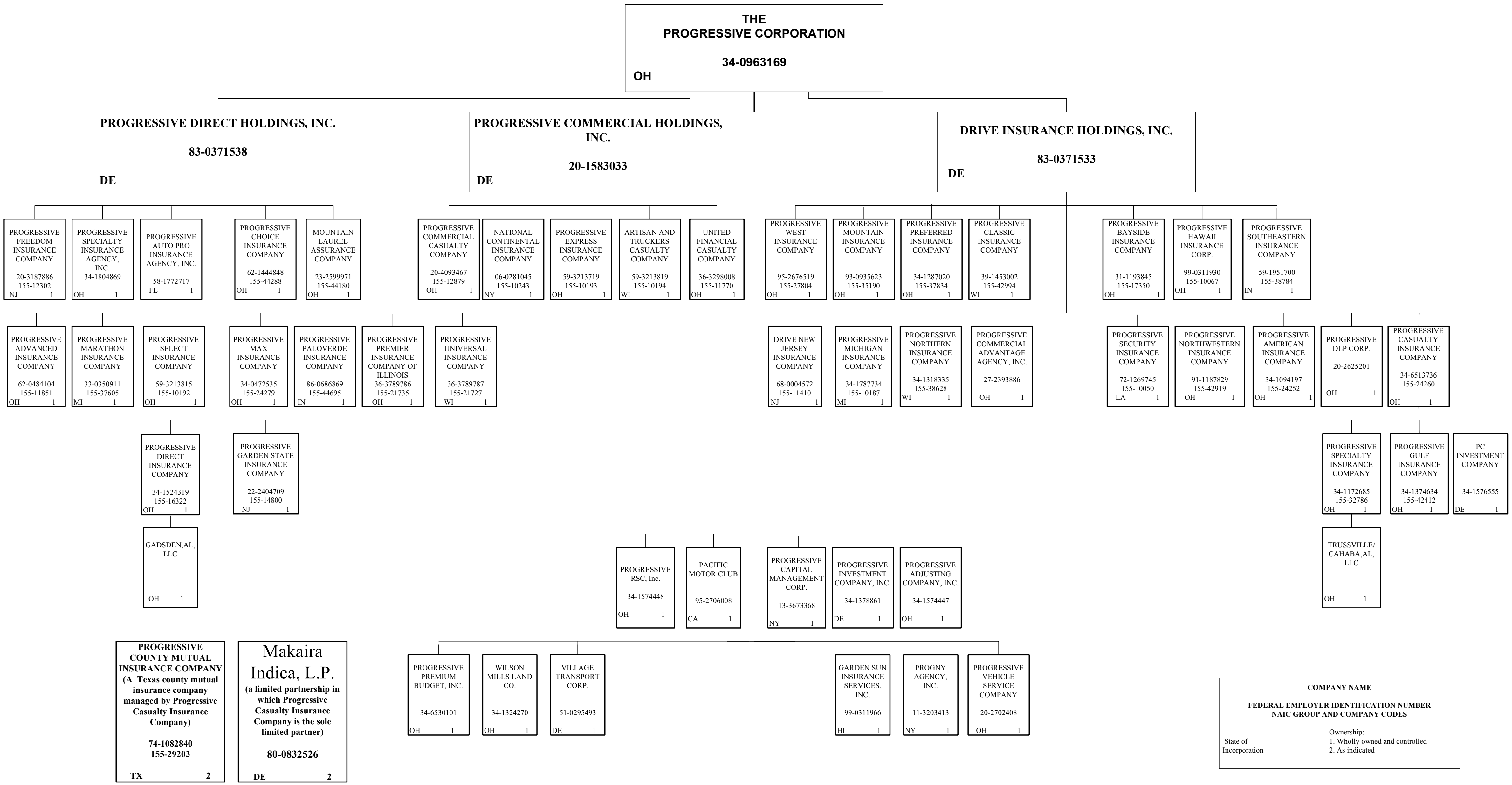
58001. AUSTRALIA	XXX	11,446,959	7,270,087	6,151,191	4,041,584	818,707	915,718
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	11,446,959	7,270,087	6,151,191	4,041,584	818,707	915,718

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

Statement for September 30, 2013 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

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

PART 1 – ORGANIZATIONAL CHART



AS OF 09/30/13

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	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11410	68-0004572				Drive New Jersey Insurance Company	NJ	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24252	34-1094197				Progressive American Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	17350	31-1193845				Progressive Bayside Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24260	34-6513736				Progressive Casualty Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1576555				PC Investment Company	DE	NIA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	29203	74-1082840				Progressive County Mutual Insurance Company	TX	IA	Progressive Casualty Insurance Company	Management		The Progressive Corporation.	2, 3
0155	The Progressive Insurance Group	42412	34-1374634				Progressive Gulf Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	32786	34-1172685				Progressive Specialty Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000					Trussville/Cahaba, AL , LLC	OH	NIA	Progressive Specialty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	42994	39-1453002				Progressive Classic Insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-2625201				Progressive DLP Corp.	OH	NIA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10067	99-0311930				Progressive Hawaii Insurance Corp.	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10187	34-1787734				Progressive Michigan Insurance Company	MI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	35190	93-0935623				Progressive Mountain Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	38628	34-1318335				Progressive Northern insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	42919	91-1187829				Progressive Northwestern Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	37834	34-1287020				Progressive Preferred Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10050	72-1269745				Progressive Security Insurance Company	LA	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	38784	59-1951700				Progressive Southeastern Insurance Company	IN	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	27804	95-2676519				Progressive West Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	27-2393886				Progressive Commercial Advantage Agency, Inc.	OH	NIA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-1583033				Progressive Commercial Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10194	59-3213819				Artisan and Truckers Casualty Company	WI	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10243	06-0281045				National Continental Insurance Company	NY	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	12879	20-4093467				Progressive Commercial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10193	59-3213719				Progressive Express Insurance Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11770	36-3298008				United Financial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	83-0371538				Progressive Direct Holdings, Inc.	DE	UDP	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44180	23-2599971				Mountain Laurel Assurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11851	62-0484104				Progressive Advanced Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	58-1772717				Progressive Auto Pro Insurance Agency, Inc.	FL	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44288	62-1444848				Progressive Choice Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	16322	34-1524319				Progressive Direct Insurance Company	OH		Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000					Gadsden, AL, LLC	OH	DS	Progressive Direct Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 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	15,241,968	9,932,516	65.2	56.6
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	6,778,076	2,601,144	38.4	22.9
17.2 Other liability-claims made			0.0	
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability	958,184,936	534,386,077	55.8	57.7
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	505,443,488	370,372,058	73.3	72.2
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	1,485,648,468	917,291,796	61.7	62.4

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	6,867,247	19,397,280	17,375,871
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	2,979,766	8,341,677	7,946,921
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	332,945,321	992,144,466	940,504,554
19.3 19.4 Commercial auto liability			
21. Auto physical damage	178,550,747	530,678,935	503,661,436
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	521,343,081	1,550,562,358	1,469,488,782

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	241,655	50,111	291,766	126,056	2,904	128,960	118,928	9,277	30,846	159,051	3,329	(7,084)	(3,755)
2. 2011	311,903	76,707	388,610	160,802	9,276	170,078	152,448	34,343	37,309	224,099	1,348	4,220	5,568
3. Subtotals 2011 + Prior	553,558	126,818	680,376	286,859	12,180	299,038	271,376	43,619	68,154	383,150	4,677	(2,864)	1,813
4. 2012	759,243	248,532	1,007,775	450,459	57,471	507,930	325,570	63,620	101,210	490,399	16,787	(26,232)	(9,446)
5. Subtotals 2012 + Prior	1,312,800	375,350	1,688,151	737,318	69,651	806,969	596,946	107,239	169,364	873,549	21,464	(29,097)	(7,633)
6. 2013	XXX	XXX	XXX	XXX	1,491,270	1,491,270	XXX	633,975	220,701	854,676	XXX	XXX	XXX
7. Totals	1,312,800	375,350	1,688,151	737,318	1,560,921	2,298,238	596,946	741,214	390,065	1,728,225	21,464	(29,097)	(7,633)
8. Prior Year-End's Surplus As Regards Policyholders	1,363,283										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. 1.6 %	2. (7.8)%	3. (0.5)%
													Col. 13, Line 7 Line 8
													4. (0.6)%

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:

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

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

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

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

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31, Prior Year Net Admitted Assets
2504. MISCELLANEOUS OTHER ASSETS	161,581	98,012	63,569	37,349
2505. PREPAID EXPENSES	674,287	663,823	10,464	
2597. Summary of remaining write-ins for Line 25	835,868	761,835	74,033	37,349

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	180,348,480	187,529,846
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	2,303,450	3,016,847
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized	44,900	264,445
8. Deduct current year's depreciation	7,286,108	9,933,769
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	175,320,921	180,348,480
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	175,320,921	180,348,480

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	6,308,064	6,612,203
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	57,895	(124,139)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	66,000	180,000
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	6,299,959	6,308,064
12. Deduct total nonadmitted amounts	6,299,959	6,308,064
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,533,941,368	3,194,644,644
2. Cost of bonds and stocks acquired	1,493,813,051	1,702,435,619
3. Accrual of discount	4,424,733	3,856,068
4. Unrealized valuation increase (decrease)	105,890,203	59,620,236
5. Total gain (loss) on disposals	24,911,694	52,851,684
6. Deduct consideration for bonds and stocks disposed of	1,221,280,850	1,438,883,960
7. Deduct amortization of premium	26,907,597	39,518,060
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	926,759	1,064,863
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,913,865,843	3,533,941,368
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	3,913,865,843	3,533,941,368

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	2,492,316,722	797,401,890	760,762,769	3,723,525	2,342,960,511	2,492,316,722	2,532,679,368	2,266,504,389
2. Class 2 (a)	582,164,052	24,061,986	77,068,005	(10,096,019)	588,173,052	582,164,052	519,062,014	631,037,890
3. Class 3 (a)	65,190,395			(885,138)	84,940,496	65,190,395	64,305,257	50,750,397
4. Class 4 (a)					53,652			5,167,540
5. Class 5 (a)	6,641,475			(14,400)	3,285,000	6,641,475	6,627,075	
6. Class 6 (a)				29,434	34,743		29,434	40,443
7. Total Bonds	3,146,312,644	821,463,876	837,830,774	(7,242,598)	3,019,447,454	3,146,312,644	3,122,703,148	2,953,500,659
PREFERRED STOCK								
8. Class 1								
9. Class 2	59,696,951	1,960,000	4,200,000	6,738,395	57,016,915	59,696,951	64,195,346	36,125,000
10. Class 3	18,553,425			(12,824,325)	18,516,700	18,553,425	5,729,100	38,804,815
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	78,250,376	1,960,000	4,200,000	(6,085,930)	75,533,615	78,250,376	69,924,446	74,929,815
15. Total Bonds and Preferred Stock	3,224,563,020	823,423,876	842,030,774	(13,328,528)	3,094,981,069	3,224,563,020	3,192,627,594	3,028,430,474

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	23,273,549	XXX	23,391,853	258	30,830

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	27,385,338	885,945
2. Cost of short-term investments acquired	38,837,596	51,282,772
3. Accrual of discount	210,536	218,505
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	163	
6. Deduct consideration received on disposals	41,123,759	25,199,189
7. Deduct amortization of premium	117,138	
8. Total foreign exchange change in book/adjusted carrying value	(1,919,187)	197,305
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	23,273,549	27,385,338
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	23,273,549	27,385,338

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	95,295,300	10,025,476
2. Cost of cash equivalents acquired	816,044,318	320,680,243
3. Accrual of discount	75,900	228,314
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	904,121,403	235,300,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/ adjusted carrying value	(329,830)	(338,733)
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	6,964,285	95,295,300
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	6,964,285	95,295,300

SCHEDULE A - PART 2

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

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
Campus I Home Office Complex - 6300 Wilson Mills Rd	Mayfield Village	OH	10/01/2007					510,303
Discovery Training Center - 6671 Beta Dr	Mayfield Village	OH	10/01/2007					44,081
Alpha North Office Building - 747 Alpha Dr	Highland Heights	OH	10/01/2007					13,437
Omega East Office Building - 625 Alpha Dr	Highland Heights	OH	10/01/2007					16,622
Colorado Springs Call Center - 12710 Voyager Pkwy	Colorado Springs	CO	10/01/2007					877,421
0199999. Totals					0	0	0	1,461,864
0399999. Totals					0	0	0	1,461,864

SCHEDULE A - PART 3

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

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

NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 VP 2	US TREASURY NOTE 2.000% 07/31/20		08/21/2013	CSFBdirect		49,265,625	50,000,000	59,783	1
912828 VR 8	US TREASURY NOTE 0.625% 08/15/16		08/21/2013	Goldman Sachs		154,564,063	155,000,000	18,427	1
912828 VW 7	US TREASURY NOTE 0.875% 09/15/16		09/25/2013	Barclays Capital		3,623,766	3,600,000	957	1
0599999.	Total - Bonds - U.S. Government					207,453,454	208,600,000	79,167	XXX
Bonds - U.S. States, Territories and Possessions									
575827 KH 2	MASSACHUSETTS ST 0.040% 08/01/15		08/12/2013	Goldman Sachs		4,010,000	4,010,000	64	1FE
575827 R4 4	MASSACHUSETTS ST 0.060% 12/01/30		08/12/2013	Goldman Sachs		5,325,000	5,325,000	66	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					9,335,000	9,335,000	130	XXX
Bonds - U.S. Special Revenue and Special Assessment									
3137AJ MG 6	FHMS 2011-K016 X1 IO 1.577% 10/25/21		08/20/2013	CSFBdirect		308,403		3,329	1FE
3137B1 BT 8	FHMS 2013-K026 X1 IO 1.053% 11/25/22		07/01/2013	Morgan Stanley				(8,039)	1
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					308,403	0	(4,710)	XXX
Bonds - Industrial and Miscellaneous									
004421 ME 0	ACE 2005-HE2 M3 0.899% 04/25/35		08/27/2013	Bank of America Corp		3,922,500	4,000,000	402	1FE
004421 PR 8	ACE 2005-HE4 M2 0.699% 07/25/35		08/28/2013	Wells Fargo Bank		5,013,869	5,250,000	821	1FE
05524V AE 7	BAMLL 2011-FSHN B 4.769% 07/11/33		07/01/2013	Merrill Lynch		747,688	700,000	371	1FE
05533Q AA 5	BCAP 2010-RR5 5A1 0.510% 11/26/35		09/05/2013	Morgan Stanley		232,560	238,523	51	1FE
05533Q AA 5	BCAP 2010-RR5 5A1 0.510% 11/26/35		09/05/2013	Morgan Stanley		10,181,304	10,442,363	2,237	1FE
073879 3N 6	BSABS 2005-HE11 M1 0.609% 11/25/35		08/21/2013	Jefferies & Co		7,704,681	8,540,000		1FM
12622D AC 8	COMM 2010-C1 A3 4.205% 07/10/46		08/20/2013	Deutsche Bank		5,243,359	5,000,000	12,849	1FM
12647Q AA 4	CSMC 2013-11R 1A1 2.750% 06/27/34		08/21/2013	CSFBdirect		701,039	701,478	1,554	1FE
12647Q AA 4	CSMC 2013-11R 1A1 2.750% 06/27/34		08/21/2013	CSFBdirect		27,389,393	27,406,522	60,713	1FM
17320Q AG 4	CGCMT 2013-375P B 3.518% 05/10/35		07/01/2013	Deutsche Bank		938,438	1,000,000	404	1FE
36192L AA 3	GSMS 2012-SHOP A 2.933% 06/05/31		08/21/2013	JP Morgan Securities		396,000	400,000	815	1FM
44890P AD 7	HALST 2013-B A4 1.170% 08/15/17		08/07/2013	Bank of America Corp		24,998,685	25,000,000		1FE
46626L AF 7	JPMAC 2005-OPT1 M2 0.649% 06/25/35		08/23/2013	Bank of America Corp		3,064,688	3,500,000	128	1FM
46634G AB 7	JPMCC 2009-IWST A2 5.633% 12/05/27		08/21/2013	CSFBdirect		5,625,000	5,000,000	19,559	1FM
46634G AD 3	JPMCC 2009-IWST B 7.151% 12/05/27		07/01/2013	Merrill Lynch		1,914,000	1,600,000	1,271	1FE
46636D AE 6	JPMCC 2011-C4 A3 4.106% 07/15/46		07/02/2013	Morgan Stanley		425,500	400,000	319	1FM
46637E AA 1	JPMCC 2011-PLSD A1 2.190% 11/13/44		08/09/2013	CSFBdirect		266,849	262,906	80	1FM
60689L AC 9	MMAF 2013-AA A3 1.030% 12/11/17		08/07/2013	JP Morgan Securities		21,497,648	21,500,000		1FE
61745M VL 4	MSC 2004-T13 G 5.736% 09/13/45		09/25/2013	Citicorp Securities Inc		7,980,548	7,596,000	36,016	1FE
61761X AA 6	MSC 2013-WLSR A 2.695% 01/11/32		09/13/2013	CSFBdirect		288,938	300,000	382	1FE
64352V KU 4	NCHET 2005-2 M2 0.634% 06/25/35		08/27/2013	Barclays Capital		4,337,500	5,000,000	352	1FM
66987X GX 7	NHEL 2005-3 M1 0.629% 01/25/36		08/07/2013	Wells Fargo Bank		4,057,813	5,000,000	1,600	1AM
776696 AF 3	ROPER INDUSTRIES INC 2.050% 10/01/18		09/20/2013	JP Morgan Securities		7,962,629	8,140,000	50,525	2FE
78444V AB 7	SLCLT 2010-B A2 3.682% 07/15/42		08/27/2013	Bank of America Corp		14,460,517	13,879,321	21,305	1FE
92343V BR 4	VERIZON COMMUNICATIONS 5.150% 09/15/23		09/11/2013	JP Morgan Securities		14,951,400	15,000,000		1FE
423012 AB 9	HEINEKEN NV 1.400% 10/01/17	F	07/02/2013	Banque National Di Paris		12,932,505	13,284,000	50,110	2FE

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)
714264 AF 5	PERNOD-RICARD SA 2.950% 01/15/17	F	07/09/2013	Goldman Sachs		3,166,852	3,105,000	45,035	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					190,401,903	192,246,113	306,899	XXX
8399997.	Total - Bonds - Part 3					407,498,760	410,181,113	381,486	XXX
8399999.	Total - Bonds					407,498,760	410,181,113	381,486	XXX
Preferred Stocks - Industrial and Miscellaneous									
744320 AL 6	PRUDENTIAL FINANCIAL INC		08/29/2013	Deutsche Bank	2,000,000.000	1,960,000		55,160	P2VFE
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					1,960,000	XXX	55,160	XXX
8999997.	Total - Preferred Stocks - Part 3					1,960,000	XXX	55,160	XXX
8999999.	Total - Preferred Stocks					1,960,000	XXX	55,160	XXX
Common Stocks - Industrial and Miscellaneous									
65249B 10 9	NEWS CORP A		07/01/2013	Spin Off	8,225.000	49,513	XXX		L
808625 10 7	SCIENCE APPLICATIONS IN		09/30/2013	Spin Off	14.000	383	XXX		L
85207U 10 5	SPRINT CORP		07/11/2013	State Street Bank	79,178.000	463,189	XXX		L
966244 10 5	WHITEWAVE FOODS CO A		09/25/2013	Tax Free Exchange	7,166.000	50,177	XXX		L
98978V 10 3	ZOETIS INC		08/01/2013	Tax Free Exchange	(44,519.000)	(774,526)	XXX		L
001054 56 8	CNH INDUSTRIAL NV	F	09/30/2013	Tax Free Exchange	31,007.000	211,947	XXX		L
00BBGT 37 6	MALLINCKRODT PLC	F	07/01/2013	Spin Off	5,000.000	168,293	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					168,976	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					168,976	XXX	0	XXX
9799999.	Total - Common Stocks					168,976	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					2,128,976	XXX	55,160	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					409,627,736	XXX	436,646	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 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
3620AN RT 9	GNMA PLC 2.990% 04/15/20		09/01/2013	Paydown		409,889	409,889	409,830	409,835		54		54		409,889			0	8,172	04/15/2020	1
912828 KJ 8	US TREASURY NOTE 1.750% 03/31/14		08/21/2013	Goldman Sachs		206,133,027	204,100,000	205,672,333	204,501,307		(205,055)		(205,055)		204,296,252		1,836,775	1,836,775	3,191,154	03/31/2014	1
0599999.	Total - Bonds - U.S. Government					206,542,916	204,509,889	206,082,163	204,911,142	0	(205,001)	0	(205,001)	0	204,706,141	0	1,836,775	1,836,775	3,199,326	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
575827 KH 2	MASSACHUSETTS ST 0.040% 08/01/15		08/21/2013	Goldman Sachs		29,610,000	29,610,000	29,610,000					0		29,610,000			0	5,463	08/01/2015	1FE
575827 KH 2	MASSACHUSETTS ST 0.040% 08/01/15		08/01/2013	Call 100.0000		14,400,000	14,400,000	14,400,000					0		14,400,000			0	2,754	08/01/2015	1FE
575827 R4 4	MASSACHUSETTS ST 0.060% 12/01/30		08/21/2013	Goldman Sachs		38,695,000	38,695,000	38,695,000					0		38,695,000			0	4,746	12/01/2030	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					82,705,000	82,705,000	82,705,000	0	0	0	0	0	0	82,705,000	0	0	0	12,963	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
041083 MM 5	ARKANSAS ST HSG 5.000% 07/01/35		07/01/2013	Call 100.0000		475,000	475,000	493,098	479,281		(4,281)		(4,281)		475,000			0	23,750	07/01/2015	1FE
041083 QM 1	ARKANSAS ST HSG 5.500% 07/01/37		07/01/2013	Call 100.0000		645,000	645,000	690,795	664,071		(19,071)		(19,071)		645,000			0	35,475	01/01/2017	1FE
246395 JE 8	DELAWARE ST HSG 5.750% 01/01/36		07/01/2013	Call 100.0000		395,000	395,000	428,180	405,747		(10,747)		(10,747)		395,000			0	22,713	07/01/2016	1FE
246395 NL 7	DELAWARE ST HSG 5.900% 07/01/38		07/01/2013	Call 100.0000		760,000	760,000	826,166	787,794		(27,794)		(27,794)		760,000			0	44,840	01/01/2017	1FE
246395 PD 3	DELAWARE ST HSG 5.600% 01/01/39		07/01/2013	Call 100.0000		500,000	500,000	535,650	514,408		(14,408)		(14,408)		500,000			0	28,000	07/01/2017	1FE
3137AJ MG 6	FHMS 2011-K016 X1 IO 1.577% 10/25/21		09/01/2013	Paydown				27,963	25,248		(25,482)		(25,482)					0	2,822	10/25/2021	1FE
3137AN MP 7	FHMS 2012-K707 X1 IO 1.557% 12/25/18		09/01/2013	Paydown				5,335	4,795		(4,795)		(4,795)					0	668	12/25/2018	1
3137B1 BT 8	FHMS 2013-K026 X1 IO 1.053% 11/25/22		09/01/2013	Paydown				8,612			(8,612)		(8,612)					0	206	11/25/2022	1
313921 6F 0	FNGT 2001-W3 A 7.000% 09/01/41		09/01/2013	Paydown		3,138	3,138	3,283	3,333		(195)		(195)		3,138			0	148	09/01/2041	1
31392C MS 0	FNW 2002-W1 2A 6.700% 02/25/42		09/01/2013	Paydown		5,577	5,577	5,851	5,851		(273)		(273)		5,577			0	260	02/25/2042	1
49130N CB 3	KENTUCKY HIGHER ED STUD 0.765% 05/01/20		08/01/2013	Call 100.0000		500,000	500,000	500,000	499,309		691		691		500,000			0	3,015	08/01/2015	1FE
49130T PR 1	KENTUCKY HSG CORP HSG R 4.250% 07/01/33		09/10/2013	Call 100.0000		1,305,000	1,305,000	1,353,442	1,350,874		(45,874)		(45,874)		1,305,000			0	65,227	01/01/2023	1FE
60636X T8 6	MISSOURI ST HSG SF 5.700% 09/01/38		09/01/2013	Call 100.0000		255,000	255,000	272,850	266,792		(11,792)		(11,792)		255,000			0	13,585	03/01/2017	1FE
60636X WJ 8	MISSOURI ST HSG SF 6.000% 03/01/37		09/01/2013	Call 100.0000		310,000	310,000	338,613	320,299		(10,299)		(10,299)		310,000			0	18,600	09/01/2016	1FE
60636X YQ 0	MISSOURI ST HSG SF 5.900% 09/01/37		09/01/2013	Call 100.0000		2,715,000	2,715,000	2,902,335	2,852,979		(137,979)		(137,979)		2,715,000			0	160,185	09/01/2016	1FE
647110 FD 2	NEW MEXICO EDL ASSISTAN 0.961% 12/01/20		09/01/2013	Call 100.0000		195,000	195,000	195,000	194,856		144		144		195,000			0	1,470	12/01/2016	1FE
647200 JN 5	NEW MEXICO MTG FIN AGY 5.950% 07/01/37		07/01/2013	Call 100.0000		170,000	170,000	185,300	174,838		(4,838)		(4,838)		170,000			0	10,115	07/01/2016	1FE
647200 QK 3	NEW MEXICO MTG FIN AGY 5.300% 01/01/39		07/01/2013	Call 100.0000		365,000	365,000	387,083	373,947		(8,947)		(8,947)		365,000			0	19,345	01/01/2018	1FE
647200 TH 7	NEW MEXICO MTG FIN AGY 5.600% 01/01/38		07/01/2013	Call 100.0000		565,000	565,000	608,788	598,649		(33,649)		(33,649)		565,000			0	31,640	07/01/2022	1FE
647200 V3 5	NEW MEXICO MTG FIN AGY 3.750% 03/01/43		09/01/2013	Call 100.0000		70,000	70,000	74,115	73,887		(3,887)		(3,887)		70,000			0	2,501	06/01/2023	1FE
662826 EW 2	NORTH TEX HIGHER ED AUT 0.674% 07/01/19		07/01/2013	Call 100.0000		790,000	790,000	790,000	789,300		700		700		790,000			0	4,299	07/01/2015	1FE
676907 KV 9	OHIO HSG FIN AGY 5.500% 03/01/36		09/01/2013	Call 100.0000		180,000	180,000	192,112	183,415		(3,415)		(3,415)		180,000			0	9,900	09/01/2016	1FE
67886R KE 7	OKLAHOMA HSG FIN SF 6.000% 09/01/36		09/01/2013	Call 100.0000		160,000	160,000	175,064	165,734		(5,734)		(5,734)		160,000			0	9,075	09/01/2016	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38		07/01/2013	Call 100.0000		5,000	5,000	5,421	5,265		(265)		(265)		5,000			0	300	01/01/2017	1FE
83755G 2J 5	SOUTH DAKOTA HSG 5.750% 05/01/31		09/15/2013	Call 100.0000		425,000	425,000	458,290	435,208		(10,208)		(10,208)		425,000			0	21,315	11/01/2015	1FE
88275F MU 0	TEXAS ST HSG & CMNTY 5.625% 03/01/39		09/01/2013	Call 100.0000		25,000	25,000	26,588	25,483		(483)		(483)		25,000			0	1,406	03/01/2016	1FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
97689P 4N 5	WISCONSIN HSG & ECON 5.750% 03/01/38		09/01/2013	Call 100.0000		525,000	525,000	568,685	539,737		(14,737)		(14,737)		525,000			0	30,188	03/01/2016	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					11,343,715	11,343,715	12,058,619	11,741,100	0	(406,230)	0	(406,230)	0	11,343,715	0	0	0	561,048	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00287Y AG 4	ABBVIE INC 1.200% 11/06/15		08/30/2013	Various		15,067,550	15,000,000	14,989,950	14,990,379		(126)		(126)		14,990,253		77,297	77,297	146,167	11/06/2015	2FE
00432C AU 5	ACCSS 2003-A A2 1.684% 07/01/38		09/25/2013	Paydown		1,003,333	1,003,333	978,876			24,456		24,456		1,003,333			0	7,330	07/01/2038	1FE
00764M DX 2	AABST 2004-6 M1 0.719% 03/25/35		09/25/2013	Paydown		258,610	258,610	250,852	255,817		2,793		2,793		258,610			0	1,301	03/25/2035	1FM
05532F AE 2	BCAP 2009-RR11 2A1 2.430% 10/26/35		09/01/2013	Paydown		746,687	746,687	730,819	732,772		13,914		13,914		746,687			0	12,358	10/26/2035	1FM
05532X EZ 2	BCAP 2010-RR4 12A1 4.000% 07/26/36		09/01/2013	Paydown		1,052,536	1,052,536	1,037,406	1,042,270		10,266		10,266		1,052,536			0	28,804	07/26/2036	1FM
05533Q AA 5	BCAP 2010-RR5 5A1 0.510% 11/26/35		09/25/2013	Paydown		238,523	238,523	232,560			5,963		5,963		238,523			0	107	11/26/2035	1FE
05946X XP 3	BAFC 2005-E 3A1 2.784% 01/20/50		09/01/2013	Paydown		932,371	932,371	754,335	754,335		178,036		178,036		932,371			0	19,185	01/20/2050	1FM
05947U VC 9	BACM 2004-3 A5 5.555% 06/10/39		09/01/2013	Paydown		82,877	82,877	88,309	84,899		(2,022)		(2,022)		82,877			0	3,156	06/10/2039	1FM
05955R AA 2	BALL 2009-FDG A 5.204% 01/25/42		09/01/2013	Paydown		246,176	246,176	271,095			(24,919)		(24,919)		246,176			0	2,314	01/25/2042	1FM
073730 AE 3	BEAM INC 3.250% 05/15/22		09/19/2013	Various		6,830,693	7,000,000	6,937,560	6,940,607		3,357		3,357		6,943,964		(113,271)	(113,271)	171,096	05/15/2022	2FE
12622X AC 4	CNH 2011-A A3 1.200% 05/16/16		09/15/2013	Paydown		633,447	633,447	633,364	633,423		25		25		633,447			0	5,097	05/16/2016	1FE
12624T AA 5	COMM 2012-FL2 A 2.308% 09/17/29		07/17/2013	Paydown		1,325,581	1,325,581	1,352,093	1,350,346		(24,765)		(24,765)		1,325,581			0	20,554	09/17/2029	1FM
12647Q AA 4	CSMC 2013-11R 1A1 2.750% 06/27/34		09/01/2013	Paydown		701,478	701,478	701,039			438		438		701,478			0	1,608	06/27/2034	1FE
14986D AL 4	CD 2006-CD3 XP IO 0.485% 10/15/48		09/01/2013	Paydown				8,029	2,140		(2,140)		(2,140)					0	2,137	10/15/2048	1FE
15231A AC 0	CXHE 2006-A AV3 0.339% 06/25/36		09/25/2013	Paydown		617,513	617,513	572,743	581,648		35,865		35,865		617,513			0	1,485	06/25/2036	1FM
173067 AD 1	CGCMT 2004-C1 A4 5.432% 04/15/40		09/01/2013	Paydown		1,518,267	1,518,267	1,584,632	1,536,391		(18,124)		(18,124)		1,518,267			0	55,516	04/15/2040	1FM
17307G 4V 7	CMLTI 2006-HE1 A4 0.449% 01/25/36		09/25/2013	Paydown		647,766	647,766	527,929	627,471		20,295		20,295		647,766			0	2,069	01/25/2036	1FM
17319W AA 7	CGCMT 2013-SMP A 2.110% 01/12/18		09/01/2013	Paydown		46,983	46,983	48,173			(1,191)		(1,191)		46,983			0	408	01/12/2018	1FE
17320A AD 6	CMLTI 2012-10 2A1A 1.930% 03/25/35		09/01/2013	Paydown		862,579	862,579	867,970	868,416		(5,837)		(5,837)		862,579			0	10,986	03/25/2035	1FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		09/01/2013	Paydown		945	945	958	981		(37)		(37)		945			0	46	03/25/2040	1FM
225458 DM 7	CSFB 2005-C1 A4 5.014% 02/15/38		09/01/2013	Paydown		713,667	713,667	751,206	730,382		(16,714)		(16,714)		713,667			0	22,534	02/15/2038	1FM
22545M BA 4	CSMC 2006-C4 ASP IO 0.756% 09/15/39		09/01/2013	Paydown				7,297,023	1,884,305		(1,884,305)		(1,884,305)					0	2,121,435	09/15/2039	1FE
28108P AB 2	ESLFT 2012-A AT 3.196% 10/01/25		07/01/2013	Paydown		629,245	629,245	632,392			(3,146)		(3,146)		629,245			0	10,246	10/01/2025	1FE
285661 AD 6	ELECTRONIC DATA SYSTEMS 6.000% 08/01/13		08/01/2013	Maturity		47,000,000	47,000,000	51,902,940	47,760,867		(760,867)		(760,867)		47,000,000			0	2,820,000	08/01/2013	2FE
29372E AB 4	EFF 2011-2 A2 1.430% 10/20/16		09/20/2013	Paydown		2,118,085	2,118,085	2,117,992	2,118,051		33		33		2,118,085			0	20,171	10/20/2016	1FE
32027N RX 1	FFML 2005-FF5 M5 1.384% 09/25/35		07/25/2013	Paydown			47,793	60	246		(60)	24,865	(24,925)					0	280	09/25/2035	5FM
3622N6 AG 4	GSR 2007-AR2 4A1 2.749% 02/25/51		09/01/2013	Paydown		391,651	391,651	381,223	381,223		10,428		10,428		391,651			0	7,120	02/25/2051	1FM
39153V BC 7	GALC 2012-1 A3 1.250% 04/15/15		09/15/2013	Paydown		14,806	14,806	14,806	14,805		1		1		14,806			0	139	04/15/2015	1FE
44923X AC 3	HALST 2011-A A3 1.020% 08/15/14		09/15/2013	Paydown		7,923,738	7,923,738	7,922,442	7,929,574		(5,836)		(5,836)		7,923,738			0	54,057	08/15/2014	1FE
45660L DG 1	INDX 2005-AR1 4A1 2.572% 03/25/35		09/01/2013	Paydown		227,677	227,677	173,745	174,582		53,095		53,095		227,677			0	4,007	03/25/2035	1FM
46628K AT 7	JPMMT 2006-A3 6A1 2.744% 08/25/34		09/01/2013	Paydown		252,735	252,735	245,282	249,293	13,365	(9,922)		3,443		252,735			0	4,452	08/25/2034	1FM
46637E AA 1	JPMCC 2011-PLSD A1 2.190% 11/13/44		09/09/2013	Paydown		511,635	511,635	523,727			(12,091)		(12,091)		511,635			0	3,654	11/13/2044	1FM
46639G AU 0	JPMMT 2013-1 2A2 2.500% 03/01/43		09/01/2013	Paydown		954,061	954,061	969,974			(19,443)		(19,443)		954,061			0	(17,587)	03/01/2043	1FE

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value: 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
493268 CH 7	KSLT 2005-A 2A3 0.478% 09/28/26		09/27/2013	Paydown		761,750	761,750	636,061	710,913		50,837		50,837		761,750			0	3,012	09/28/2026	1FE
55313U AD 1	MMAF 2009-AA A4 3.510% 01/15/30		09/15/2013	Paydown		1,027,063	1,027,063	1,076,691	1,044,577		(17,514)		(17,514)		1,027,063			0	23,464	01/15/2030	1FE
55609M AC 4	MEFT 2011-A A3 1.910% 04/20/17		09/20/2013	Paydown		2,974,475	2,974,475	2,974,070	2,973,861		614		614		2,974,475			0	38,340	04/20/2017	1FE
61748L AD 4	MSAC 2006-NC4 A2C 0.334% 11/25/42		09/25/2013	Paydown		370,806	370,806	247,602	247,602		123,204		123,204		370,806			0	900	11/25/2042	1FM
658262 DV 9	NCSEA 2005-P A1 0.371% 06/01/20		09/01/2013	Paydown		311,533	311,533	303,076	303,273		8,260		8,260		311,533			0	949	06/01/2020	1FE
74931X AG 1	RBSSP 2013-1 4A1 0.354% 01/26/37		09/25/2013	Paydown		4,724	4,724	4,110			614		614		4,724			0	7	01/26/2037	1FE
76112B HW 3	RAMP 2005-RS1 AI4 4.630% 01/25/35		09/01/2013	Paydown		309,673	309,673	288,770	294,318		15,355		15,355		309,673			0	9,465	01/25/2035	1FM
776696 AD 8	ROPER INDUSTRIES INC 1.850% 11/15/17		09/20/2013	JP Morgan Securities		8,074,066	8,140,000	8,132,674	8,132,770		1,019		1,019		8,133,788		(59,722)	(59,722)	127,165	11/15/2017	2FE
78444V AB 7	SLCLT 2010-B A2 3.682% 07/15/42		09/15/2013	Paydown		253,881	253,881	264,513			(10,631)		(10,631)		253,881			0	831	07/15/2042	1FE
78445Q AA 9	SLMA 2010-C A1 1.832% 12/15/17		09/15/2013	Paydown		540,622	540,622	540,622	539,945		676		676		540,622			0	6,723	12/15/2017	1FE
78446X AA 3	SLMA 2012-B A1 1.282% 12/15/21		09/15/2013	Paydown		888,415	888,415	888,935	819,982		(426)		(426)		888,415			0	7,547	12/15/2021	1FE
78447B AA 0	SLMA 2012-C A1 1.282% 08/15/23		09/15/2013	Paydown		1,366,939	1,366,939	1,366,939	1,366,802		137		137		1,366,939			0	11,950	08/15/2023	1FE
85172C AA 4	SLFMT 2013-1A A 1.270% 06/25/58		09/01/2013	Paydown		1,462,584	1,462,584	1,462,468			116		116		1,462,584			0	6,188	06/25/2058	1FE
855541 AB 4	STARM 2007-S1 2A1 2.907% 01/25/37		09/01/2013	Paydown		261,700	261,700	229,838	229,838		31,862		31,862		261,700			0	5,422	01/25/2037	1FM
863579 XC 7	SARM 2005-18 3A1 2.621% 10/25/50		09/01/2013	Paydown		368,098	368,098	280,960	280,960		87,138		87,138		368,098			0	6,918	10/25/2050	1FM
86360L AC 0	SASC 2006-WF2 A3 0.329% 07/25/36		09/25/2013	Paydown		983,430	983,430	946,552	961,360		22,071		22,071		983,430			0	2,337	07/25/2036	1FM
87244E AG 7	TIAA GLOBAL MARKETS 4.950% 07/15/13		07/15/2013	Maturity		6,800,000	6,800,000	7,288,648	6,872,055		(72,055)		(72,055)		6,800,000			0	336,600	07/15/2013	1FE
92936G AA 8	WFDB 2011-BXR A 3.662% 07/05/24		09/01/2013	Paydown		5,350,000	5,350,000	5,373,406			(23,406)		(23,406)		5,350,000			0	65,277	07/05/2024	1FM
92936G AC 4	WFDB 2011-BXR XA IO 0.380% 07/05/24		09/01/2013	Paydown				5,009,560	1,525,564		(1,525,564)		(1,525,564)					0	1,980,362	07/05/2024	1FE
98158N AC 7	WOLS 2011-A A3 1.490% 10/15/14		09/15/2013	Paydown		6,097,845	6,097,845	6,097,417	6,097,650		194		194		6,097,845			0	59,986	10/15/2014	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					131,758,819	131,974,303	148,914,416	124,046,693	13,365	(3,740,079)	24,865	(3,751,579)	0	131,854,515	0	(95,696)	(95,696)	8,235,675	XXX	XXX
8399997.	Total - Bonds - Part 4					432,350,450	430,532,907	449,760,198	340,698,935	13,365	(4,351,310)	24,865	(4,362,810)	0	430,609,371	0	1,741,079	1,741,079	12,009,012	XXX	XXX
8399999.	Total - Bonds					432,350,450	430,532,907	449,760,198	340,698,935	13,365	(4,351,310)	24,865	(4,362,810)	0	430,609,371	0	1,741,079	1,741,079	12,009,012	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																					
92978A AA 0	WACHOVIA CAPITAL		08/07/2013	Various	10,000,000.000	9,749,890		4,200,000	4,200,000				0		4,200,000		5,549,890	5,549,890	343,468	XXX	P2VFE.
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					9,749,890	XXX	4,200,000	4,200,000	0	0	0	0	0	4,200,000	0	5,549,890	5,549,890	343,468	XXX	XXX
8999997.	Total - Preferred Stocks - Part 4					9,749,890	XXX	4,200,000	4,200,000	0	0	0	0	0	4,200,000	0	5,549,890	5,549,890	343,468	XXX	XXX
8999999.	Total - Preferred Stocks					9,749,890	XXX	4,200,000	4,200,000	0	0	0	0	0	4,200,000	0	5,549,890	5,549,890	343,468	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
055921 10 0	BMC SOFTWARE INC		09/11/2013	Various	25,900.000	1,197,875	XXX	581,050	1,026,158	(445,108)			(445,108)		581,050		616,825	616,825		XXX	L
525327 10 2	LEIDOS HOLDINGS INC		09/30/2013	Spin Off	75.000	383	XXX	383	353	30			30		383			0	102	XXX	L
717081 10 3	PFIZER INC		07/01/2013	Tax Free Exchange	(44,978.000)	(774,526)	XXX	(774,526)	(1,308,228)	533,702			533,702		(774,526)			0	6,875	XXX	L
733174 10 6	POPULAR INC		08/01/2013	Class ActionLitigation		17,206	XXX						0				17,206	17,206		XXX	L
832248 10 8	SMITHFIELD FOODS INC		09/27/2013	State Street Bank	6,500.000	221,000	XXX	98,040	140,205	(42,165)			(42,165)		98,040		122,960	122,960		XXX	L
852061 10 0	SPRINT NEXTEL CORP		07/11/2013	State Street Bank	302,500.000	2,171,605	XXX	1,677,635	1,715,175	(37,540)			(37,540)		1,677,635		493,971	493,971		XXX	L
85207U 10 5	SPRINT CORP		07/26/2013	State Street Bank	1.000	3	XXX	3					0		3			0		XXX	L

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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)
90130A 10 1	TWENTY-FIRST CENTURY FO		07/01/2013	Spin Off		49,513	XXX	49,513	98,212	(48,700)			(48,700)		49,513			0		XXX	L
966244 20 4	WHITEWAVE FOODS CO B		09/25/2013	Tax Free Exchange	7,166.000	50,177	XXX	50,177					0		50,177			0		XXX	L
98978V 10 3	ZOETIS INC		07/18/2013	Various	0.920	29	XXX	16					0		16		13	13		XXX	L
000029 89 2	CNH GLOBAL N.V.	F	09/30/2013	Tax Free Exchange	8,100.000	211,947	XXX	211,947	326,349	(114,402)			(114,402)		211,947			0		XXX	L
00B68S QD 0	COVIDIEN PLC	F	07/01/2013	Spin Off		168,293	XXX	168,293	208,714	(40,421)			(40,421)		168,293			0		XXX	L
00B8W6 76 3	LIBERTY GLOBAL PLC A	F	07/12/2013	State Street Bank		7	XXX	8					0		8			0		XXX	L
00B8W6 7B 2	LIBERTY GLOBAL PLC C	F	07/10/2013	State Street Bank		27	XXX	29					0		29		(1)	(1)		XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					3,313,539	XXX	2,062,568	2,206,938	(194,604)	0	0	(194,604)	0	2,062,568	0	1,250,974	1,250,974	6,977	XXX	XXX
9799997	Total - Common Stocks - Part 4					3,313,539	XXX	2,062,568	2,206,938	(194,604)	0	0	(194,604)	0	2,062,568	0	1,250,974	1,250,974	6,977	XXX	XXX
9799999.	Total - Common Stocks					3,313,539	XXX	2,062,568	2,206,938	(194,604)	0	0	(194,604)	0	2,062,568	0	1,250,974	1,250,974	6,977	XXX	XXX
9899999.	Total - Preferred and Common Stocks					13,063,429	XXX	6,262,568	6,406,938	(194,604)	0	0	(194,604)	0	6,262,568	0	6,800,864	6,800,864	350,445	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					445,413,879	XXX	456,022,766	347,105,873	(181,239)	(4,351,310)	24,865	(4,557,414)	0	436,871,939	0	8,541,943	8,541,943	12,359,457	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
		Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository	Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
CITIGROUP PTY LTD... SYDNEY, NEW SOUTH WALES, AUSTRALIA	....	...........0.050	723	....	8,433,902	1,843,568	1,722,493	XXX..
NATIONAL AUSTRALIAN BANK.............................. MELBOURNE, VICTORIA, AUSTRALIA..........	....	....	....	....	999,749	819,612	811,093	XXX..
0199999. Total Open Depositories..	....XXX........	......XXX........	723	0	9,433,651	2,663,180	2,533,586	XXX..
0399999. Total Cash on Deposit...	....XXX........	......XXX........	723	0	9,433,651	2,663,180	2,533,586	XXX..
0599999. Total Cash...	....XXX........	......XXX........	723	0	9,433,651	2,663,180	2,533,586	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
All Other Government Bonds - Issuer Obligations							
AUSTRALIA GOVT TREASURY BILL		08/01/2013	2.296	10/25/2013	6,964,285		26,359
0699999. All Other Government Bonds - Issuer Obligations					6,964,285	0	26,359
1099999. Total - All Other Government Bonds					6,964,285	0	26,359
Total Bonds							
7799999. Subtotals - Issuer Obligations					6,964,285	0	26,359
8399999. Subtotals - Bonds					6,964,285	0	26,359
8699999. Total - Cash Equivalents					6,964,285	0	26,359