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QUARTERLY STATEMENT

As of September 30, 2013

of the Condition and Affairs of the

PROGRESSIVE SPECIALTY INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) NAIC Company Code..... 32786 Employer's ID Number..... 34-1172685

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

Incorporated/Organized..... August 4, 1975 Commenced Business..... May 26, 1976

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

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

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

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

Internet Web Site Address PROGRESSIVE.COM

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

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

OFFICERS

Name	Title	Name	Title
DAVID JAMES SKOVE	PRESIDENT	PETER JAMES ALBERT	SECRETARY
THOMAS ALFRED KING	TREASURER		

OTHER

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

DIRECTORS OR TRUSTEES

KAREN BARONE BAILO	KATHRYN MARGARET LEMIEUX	MARK DONALD NIEHAUS	DAVID LLOYD PRATT
DAVID JAMES SKOVE			

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

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

(Signature)	(Signature)	(Signature)
DAVID JAMES SKOVE	KATHLEEN MARY CERNY	THOMAS ALFRED KING
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	ASSISTANT SECRETARY	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	680,474,248		680,474,248	544,653,787
2. Stocks:				
2.1 Preferred stocks	25,600,775		25,600,775	90,496,775
2.2 Common stocks	129,801,393		129,801,393	102,928,250
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)			0	
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($..........0), cash equivalents ($.....2,399,993) and short-term investments ($.....670,992)	3,070,985		3,070,985	10,915,260
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	8,900,965	8,900,965	0	
9. Receivables for securities			0	
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)	847,848,366	8,900,965	838,947,401	748,994,072
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	3,522,994		3,522,994	4,775,324
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	39,519,062	8,444,336	31,074,726	26,394,451
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	173,689,994		173,689,994	155,965,587
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	8,037,360		8,037,360	6,665,302
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	11,163,648		11,163,648	20,433,688
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	48,067,532		48,067,532	30,504,711
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	8,156,562	5,699,947	2,456,615	566,274
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	1,140,005,517	23,045,248	1,116,960,270	994,299,409
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	1,140,005,517	23,045,248	1,116,960,270	994,299,409

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	2,046,000		2,046,000	
2502. EQUITIES AND DEPOSITS IN POOLS AND ASSOCIATIONS	410,615		410,615	566,274
2503. MISCELLANEOUS OTHER ASSETS	5,334,389	5,334,389	0	
2598. Summary of remaining write-ins for Line 25 from overflow page	365,558	365,558	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	8,156,562	5,699,947	2,456,615	566,274

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....113,181,392)	228,313,740	217,147,501
2.	Reinsurance payable on paid losses and loss adjustment expenses	3,781,818	4,978,502
3.	Loss adjustment expenses	44,614,545	43,354,212
4.	Commissions payable, contingent commissions and other similar charges	702,636	1,036,140
5.	Other expenses (excluding taxes, licenses and fees)	31,321,002	19,944,840
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	4,023,608	5,108,680
7.1	Current federal and foreign income taxes (including $.....(478,689) on realized capital gains (losses))	4,723,178	7,229,334
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 $.....313,638,756 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	207,013,092	189,117,054
10.	Advance premium	6,824,316	4,873,125
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	9,185,838	42,208
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others	184,034	262,564
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	33,842,199	32,097,485
19.	Payable to parent, subsidiaries and affiliates		
20.	Derivatives		
21.	Payable for securities	2,525	
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	1,895,660	1,786,571
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	576,428,191	526,978,216
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	576,428,191	526,978,216
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,500,000	3,500,000
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	124,907,182	106,071,065
35.	Unassigned funds (surplus)	412,124,897	357,750,128
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)	540,532,079	467,321,193
38.	Totals (Page 2, Line 28, Col. 3)	1,116,960,270	994,299,409

DETAILS OF WRITE-INS

2501.	OTHER LIABILITIES	1,505,621	1,669,608
2502.	ESCHEATABLE PROPERTY	378,875	110,970
2503.	UNEARNED FEE RESERVE	11,164	5,993
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)	1,895,660	1,786,571
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 $.....783,137,895)	749,989,291	689,887,878	927,961,038
1.2 Assumed (written $.....510,072,220)	492,176,182	464,224,496	623,470,798
1.3 Ceded (written $.....783,137,895)	749,989,291	689,887,878	927,961,038
1.4 Net (written $.....510,072,220)	492,176,182	464,224,496	623,470,798
DEDUCTIONS:			
2. Losses incurred (current accident year $.....304,000,385):			
2.1 Direct	466,730,479	450,147,729	607,369,903
2.2 Assumed	307,581,356	300,832,524	403,903,130
2.3 Ceded	466,730,479	450,147,729	607,369,903
2.4 Net	307,581,356	300,832,524	403,903,130
3. Loss adjustment expenses incurred	50,111,619	49,027,855	64,457,556
4. Other underwriting expenses incurred	106,763,115	102,247,007	134,650,346
5. Aggregate write-ins for underwriting deductions	3,466	0	0
6. Total underwriting deductions (Lines 2 through 5)	464,459,556	452,107,386	603,011,032
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	27,716,626	12,117,110	20,459,766
INVESTMENT INCOME			
9. Net investment income earned	14,661,607	21,492,384	27,785,399
10. Net realized capital gains (losses) less capital gains tax of $.....164,770	42,193,359	11,601,397	21,363,892
11. Net investment gain (loss) (Lines 9 + 10)	56,854,966	33,093,781	49,149,291
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....516,488 amount charged off $.....12,916,788)	(12,400,300)	(10,673,291)	(14,354,119)
13. Finance and service charges not included in premiums	20,029,964	19,215,272	25,716,336
14. Aggregate write-ins for miscellaneous income	440,404	662,151	645,093
15. Total other income (Lines 12 through 14)	8,070,068	9,204,132	12,007,310
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	92,641,660	54,415,023	81,616,367
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)	92,641,660	54,415,023	81,616,367
19. Federal and foreign income taxes incurred	18,250,429	15,819,931	21,268,871
20. Net income (Line 18 minus Line 19) (to Line 22)	74,391,231	38,595,092	60,347,496
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	467,321,193	574,737,996	574,737,996
22. Net income (from Line 20)	74,391,231	38,595,092	60,347,496
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....(3,784,088)	(7,149,058)	12,063,008	10,382,633
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(13,054,128)	(827,801)	(3,049,019)
27. Change in nonadmitted assets	186,724	2,303,670	1,072,059
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	18,836,117	16,935,962	23,830,028
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			(200,000,000)
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)	73,210,886	69,069,931	(107,416,803)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	540,532,079	643,807,927	467,321,193

DETAILS OF WRITE-INS

0501. LOSS ON COMMUTATION	3,466		
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)	3,466	0	0
1401. MISCELLANEOUS INCOME	392,379	579,625	540,919
1402. SERVICE BUSINESS REVENUE	26,816	46,610	54,831
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	21,209	35,916	49,343
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)	440,404	662,151	645,093
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	498,286,237	468,762,319	612,453,224
2. Net investment income	26,714,702	37,256,076	47,288,899
3. Miscellaneous income	8,548,349	9,786,743	12,722,059
4. Total (Lines 1 through 3)	533,549,288	515,805,138	672,464,182
5. Benefit and loss related payments	298,983,859	281,600,306	384,284,184
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	145,660,281	139,974,163	196,750,123
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....2,424,102 tax on capital gains (losses)	20,921,355	16,022,029	20,151,646
10. Total (Lines 5 through 9)	465,565,495	437,596,498	601,185,953
11. Net cash from operations (Line 4 minus Line 10)	67,983,793	78,208,640	71,278,229
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	289,084,123	151,324,086	291,910,623
12.2 Stocks	68,379,645	35,842,669	48,401,810
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	188,000	140,000	140,000
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	2,525		13,533
12.8 Total investment proceeds (Lines 12.1 to 12.7)	357,654,293	187,306,755	340,465,966
13. Cost of investments acquired (long-term only):			
13.1 Bonds	431,086,056	186,073,784	234,729,735
13.2 Stocks	3,429,625	1,367,868	1,662,437
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		762,136	
13.7 Total investments acquired (Lines 13.1 to 13.6)	434,515,681	188,203,788	236,392,172
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)	(76,861,388)	(897,033)	104,073,794
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	18,836,117	16,935,964	23,830,028
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			200,000,000
16.6 Other cash provided (applied)	(17,802,797)	3,688,145	11,532,467
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	1,033,320	20,624,109	(164,637,505)
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)	(7,844,275)	97,935,716	10,714,518
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	10,915,260	200,742	200,742
19.2 End of period (Line 18 plus Line 19.1)	3,070,985	98,136,458	10,915,260

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 Specialty 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	$ 74,391,231	$ 60,347,496
(2) Effect of state prescribed practices		--	--
(3) Effect of state permitted practices		--	--
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	$ 74,391,231	$ 60,347,496
Surplus			
(5) Policyholders' surplus, state basis	OH	$ 540,532,079	$ 467,321,193
(6) Effect of state prescribed practices		--	--
(7) Effect of state permitted practices		--	--
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	$ 540,532,079	$ 467,321,193

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
33736XBN8	$ 289,419	$ 234,776	$ 54,643	$ 234,776	$ 169,107	2010 - Q1
33736XBN8	144,263	82,349	61,914	82,349	80,410	2010 - Q2
79548CAR7	87,994	55,617	32,377	55,617	23,757	2010 - Q2
07387AGH2	1,168,204	1,123,318	44,886	1,123,318	1,095,831	2011 - Q2
126673BL5	460,935	304,899	156,036	304,899	304,899	2011 - Q3
07387AGH2	1,121,043	1,055,062	65,981	1,055,062	966,930	2011 - Q4
Total	XXX	XXX	$ 415,837	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 $1,433,370 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	$ 1,321,498
2. Twelve months or longer	111,872
Total	$ 1,433,370
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	$ 91,235,662
2. Twelve months or longer	12,878,943
Total	$ 104,114,605

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

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change

7. Investment Income

No significant change

8. Derivative Instruments

No significant change

9. Income Taxes

No significant change

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

No significant change

11. Debt

No significant change

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

No significant change

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

No significant change

14. Contingencies

F. All Other Contingencies

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

The following is a discussion of potentially significant pending cases at 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 a putative statewide class action lawsuit 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 putative class action lawsuit challenging the manner in which the Company grants a discount for anti-theft devices.

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

NOTES TO FINANCIAL STATEMENTS

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	--	$ 2,891,448	$ --	$ 2,891,448
Common stock Industrial & Miscellaneous	129,801,394	--	--	129,801,394
Preferred stock Industrial & Miscellaneous	--	16,880,000	--	16,880,000
Total assets at fair value	$ 129,801,394	$ 19,771,448	$ --	$ 149,572,842
b. Liabilities on balance sheet at fair value				
Derivative liabilities	$ --	$ --	$ --	$ --
Total liabilities at fair value	$ --	$ --	$ --	$ --

This table excludes investment in Trussville/Cahaba 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	$ 682,152,814	$ 680,474,248	$ 193,506,435	$ 488,646,379	$ --	$ --
Cash equivalents	2,399,993	2,399,993	2,399,993	--	--	--
Short term investments	670,992	670,992	670,992	--	--	--
Common stock	129,801,393	129,801,393	129,801,393	--	--	--
Preferred stock	37,013,345	25,600,775	--	37,013,345	--	--
Total	$ 852,038,537	$ 838,947,401	$ 326,378,813	$ 525,659,724	$ --	$ --

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 Trussville/Cahaba, AL, LLC ("Trussville/Cahaba"), a non-insurance affiliate incorporated in Ohio that owns investment real estate. As a result of management's decision to not subject Trussville/Cahaba to the annual GAAP audit, the Company is not permitted to admit its investment in Trussville/Cahaba.

H. Agents' Balances Certification, Florida Statute 625.012 (5):

At September 30, 2013, the Company reported net admitted premiums and agents' balances in course of collection of $31,074,726. Of this amount there were no premiums due from a controlled or controlling person as defined in Florida statute 625.012 (5).

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 increased by $4,647,000 in 2013, which is 1.8% of the total prior year net unpaid losses and LAE of $260,501,713. Private passenger auto liability and auto physical damage reserve development was unfavorable due to late emerging losses for accident year 2012. Commercial auto liability reserves developed unfavorably due to originally anticipated severity for accident years 2012 and 2011 increasing by 3.5% and 0.8%, respectively. The LAE reserves developed unfavorably primarily due to unfavorable adjusting and other expense reserve development in private passenger auto liability.

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.
NEW JOINT SERVICING AGREEMENT WITH PROGRESSIVE CASUALTY INSURANCE COMPANY AN AFFILIATED COMPANY DOMICILED IN OHIO EFFECTIVE 05/15/2013 AND WAS APPROVED BY THE STATE OF OHIO DOI. THE NEW AGREEMENT REPLACED A PRIOR MANAGEMENT AGREEMENT WHICH WAS TERMINATED.

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: $..................48,067,532

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	$ 9,210,431	$ 8,900,965
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 9,210,431	$ 8,900,965
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

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

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

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

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

1 Name of Custodian(s)	2 Custodian Address
CITIBANK, N.A.	338 GREENWICH STREET, NEW YORK, NY 10013
STATE STREET	801 PENNSYLVANIA AVE, KANSAS CITY, MO 64105

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

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

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

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

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

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

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

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

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

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

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

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

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

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

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

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

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
	States, Etc.	Active Status	2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1.	Alabama AL	L	110,517,704	102,747,160	65,690,408	57,766,303	51,518,033	51,045,724
2.	Alaska AK	L	18,653,752	18,409,373	11,434,667	11,430,726	8,889,804	9,115,606
3.	Arizona AZ	L						
4.	Arkansas AR	L	206,066	236,353	44,278	160,489	176,975	63,748
5.	California CA	L			(1,349)	(1,305)		
6.	Colorado CO	L	1,295,322	1,297,596	944,246	1,062,785	534,577	807,518
7.	Connecticut CT	L						
8.	Delaware DE	L						
9.	District of Columbia DC	L						
10.	Florida FL	L			(4,722)	(3,948)		
11.	Georgia GA	L						
12.	Hawaii HI	L	1,171,991	1,345,323	1,073,485	916,873	403,487	956,972
13.	Idaho ID	L						
14.	Illinois IL	L			(1,579)	(5,133)		
15.	Indiana IN	L			(4,502)	(2,910)		
16.	Iowa IA	L				(1,498)		
17.	Kansas KS	L						
18.	Kentucky KY	L				(11,540)		2,648
19.	Louisiana LA	N						
20.	Maine ME	L						
21.	Maryland MD	L	36,692,778	32,016,142	18,970,963	18,296,555	16,685,029	15,499,933
22.	Massachusetts MA	N						
23.	Michigan MI	L						
24.	Minnesota MN	L	10,381,546	11,560,412	5,240,886	6,142,059	3,573,302	3,991,867
25.	Mississippi MS	L						
26.	Missouri MO	L			(696)	26,344	248	6,388
27.	Montana MT	L	195,344	204,894	221,808	115,490	113,996	84,426
28.	Nebraska NE	L						
29.	Nevada NV	L	1,322,730	1,531,623	796,801	938,080	418,371	576,155
30.	New Hampshire NH	N						
31.	New Jersey NJ	L						
32.	New Mexico NM	L				(15)		
33.	New York NY	L	127,799,258	107,157,586	68,335,346	50,774,783	55,058,105	44,717,449
34.	North Carolina NC	N						
35.	North Dakota ND	L						
36.	Ohio OH	L	287,676,341	271,824,379	174,177,328	161,504,775	108,212,344	107,167,023
37.	Oklahoma OK	L				285		
38.	Oregon OR	L	33,455	36,752	21,708	52,133	(598)	42,460
39.	Pennsylvania PA	L	182,722,193	167,900,381	106,658,962	99,908,641	79,283,036	75,176,548
40.	Rhode Island RI	L						
41.	South Carolina SC	L			(433)	(467)		
42.	South Dakota SD	L						
43.	Tennessee TN	L			(3,600)	(1,568)		
44.	Texas TX	L						
45.	Utah UT	L						
46.	Vermont VT	L	1,117,473	1,290,809	863,348	852,079	989,253	695,250
47.	Virginia VA	L	3,351,941	3,948,914	2,463,118	2,274,136	1,577,661	1,974,694
48.	Washington WA	L			(2,601)	(4,015)		
49.	West Virginia WV	L						
50.	Wisconsin WI	L						
51.	Wyoming WY	N						
52.	American Samoa AS	N						
53.	Guam GU	N						
54.	Puerto Rico PR	N						
55.	US Virgin Islands VI	N						
56.	Northern Mariana Islands MP	N						
57.	Canada CAN	N						
58.	Aggregate Other Alien OT	XXX	0	0	0	0	0	0
59.	Totals	(a) 46	783,137,894	721,507,697	456,917,870	412,190,137	327,433,622	311,924,409

DETAILS OF WRITE-INS

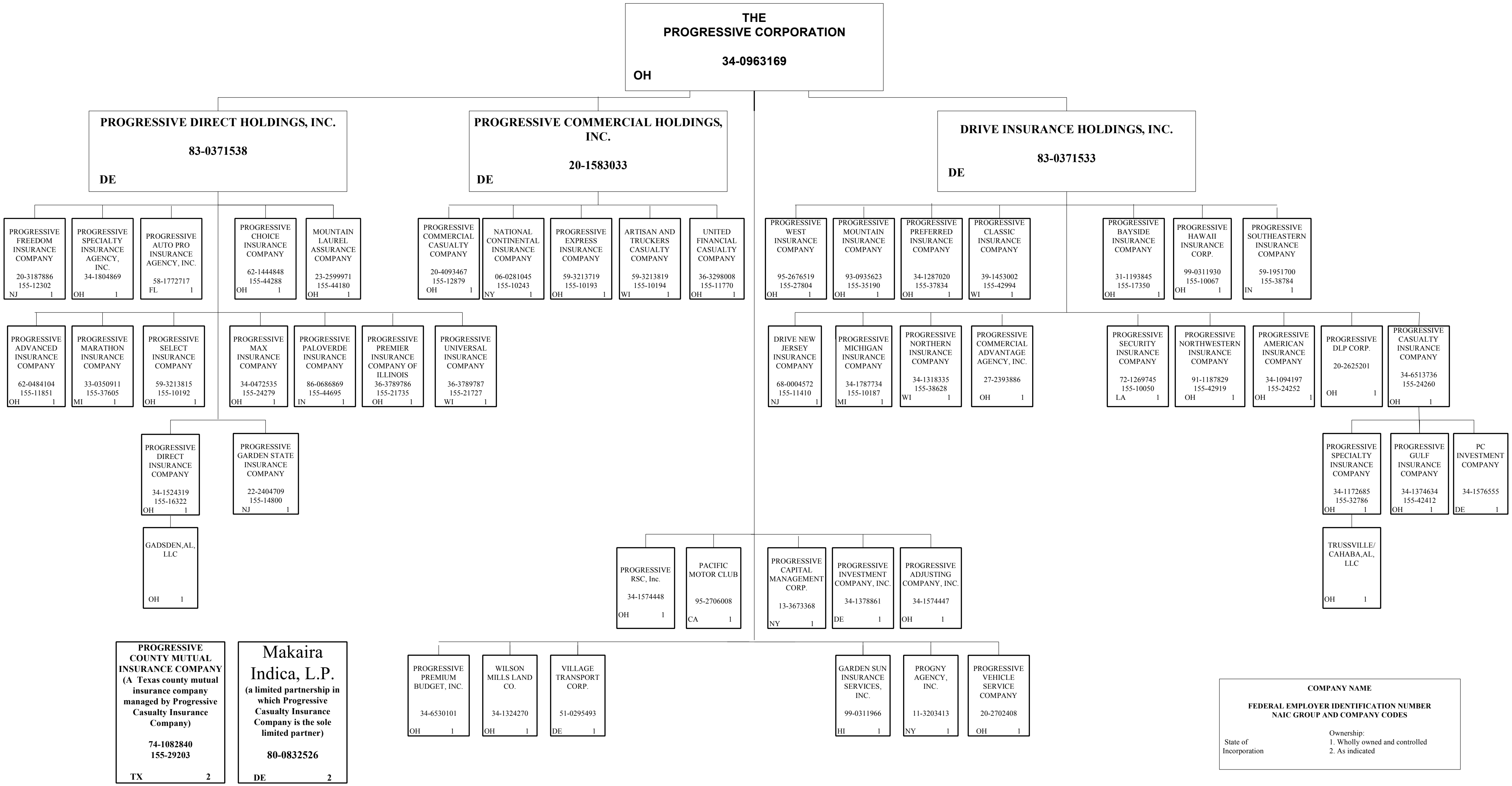
58001.		XXX						
58002.		XXX						
58003.		XXX						
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999.	Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or 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.

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	UIP	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	UDP	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		Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000					Trussville/Cahaba, AL , LLC	OH	DS	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	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44180	23-2599971				Mountain Laurel Assurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11851	62-0484104				Progressive Advanced Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	58-1772717				Progressive Auto Pro Insurance Agency, Inc.	FL	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44288	62-1444848				Progressive Choice Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	16322	34-1524319				Progressive Direct Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000					Gadsden, AL, LLC	OH	NIA	Progressive Direct Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0155	The Progressive Insurance Group	12302	20-3187886				Progressive Freedom Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	14800	22-2404709				Progressive Garden State Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	37605	33-0350911				Progressive Marathon Insurance Company	MI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24279	34-0472535				Progressive Max Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44695	86-0686869				Progressive Paloverde Insurance Company	IN	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	21735	36-3789786				Progressive Premier Insurance Company of Illinois	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10192	59-3213815				Progressive Select Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1804869				Progressive Specialty Insurance Agency, Inc.	OH	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	21727	36-3789787				Progressive Universal Insurance Company	WI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	99-0311966				Garden Sun Insurance Services, llc.	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	8,180,568	4,414,956	54.0	52.9
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation			0.0	
17.1 Other liability-occurrence	3,340,417	1,481,933	44.4	45.7
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	456,228,510	280,367,764	61.5	65.4
19.3, 19.4 Commercial auto liability	19,690,236	12,755,664	64.8	54.9
21. Auto physical damage	262,548,300	167,710,264	63.9	66.4
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety	1,260	(101)	(8.1)	
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	749,989,291	466,730,479	62.2	65.2
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	3,377,532	9,950,421	9,458,718
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	1,384,219	4,003,128	3,639,872
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	161,400,039	476,898,292	435,012,185
19.3 19.4 Commercial auto liability	5,717,193	19,323,338	19,547,719
21. Auto physical damage	91,211,768	272,962,714	253,846,857
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			2,346
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	263,090,750	783,137,894	721,507,697
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	40,768	8,417	49,185	20,765	1,213	21,978	22,030	1,357	5,560	28,947	2,027	(287)	1,740
2. 2011	47,798	10,475	58,274	22,716	2,142	24,859	24,781	4,302	5,434	34,517	(301)	1,403	1,102
3. Subtotals 2011 + Prior	88,566	18,893	107,459	43,482	3,355	46,837	46,810	5,659	10,994	63,464	1,726	1,116	2,842
4. 2012	114,452	38,591	153,043	64,394	13,260	77,653	50,926	11,748	14,521	77,195	868	937	1,805
5. Subtotals 2012 + Prior	203,018	57,484	260,502	107,876	16,615	124,490	97,736	17,407	25,515	140,658	2,594	2,053	4,647
6. 2013	XXX	XXX	XXX	XXX	220,776	220,776	XXX	96,997	35,273	132,270	XXX	XXX	XXX
7. Totals	203,018	57,484	260,502	107,876	237,391	345,266	97,736	114,404	60,788	272,928	2,594	2,053	4,647
8. Prior Year-End's Surplus As Regards Policyholders	467,321										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. 1.3 %	2. 3.6 %	3. 1.8 %
													Col. 13, Line 7 Line 8
													4. 1.0 %

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:

* 3 2 7 8 6 2 0 1 3 4 9 0 0 0 0 0 3 *

* 3 2 7 8 6 2 0 1 3 4 5 5 0 0 0 0 3 *

* 3 2 7 8 6 2 0 1 3 3 6 5 0 0 0 0 3 *

* 3 2 7 8 6 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. PREPAID EXPENSES	365,558	365,558	0	
2597. Summary of remaining write-ins for Line 25	365,558	365,558	0	0

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	9,210,431	9,229,720
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)	(121,466)	120,711
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	188,000	140,000
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)	8,900,965	9,210,431
12. Deduct total nonadmitted amounts	8,900,965	9,210,431
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	738,078,820	821,511,345
2. Cost of bonds and stocks acquired	434,515,681	236,392,172
3. Accrual of discount	523,684	1,210,214
4. Unrealized valuation increase (decrease)	(10,811,680)	15,787,574
5. Total gain (loss) on disposals	42,409,374	22,313,498
6. Deduct consideration for bonds and stocks disposed of	357,463,768	340,312,433
7. Deduct amortization of premium	11,324,449	18,823,550
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	51,245	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	835,876,417	738,078,820
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	835,876,417	738,078,820

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)	514,813,507	68,045,200	41,199,261	(2,490,204)	519,094,193	514,813,507	539,169,242	415,448,699
2. Class 2 (a)	137,473,658	13,513,050	6,737,619	(744,115)	87,405,312	137,473,658	143,504,974	118,332,587
3. Class 3 (a)	798,328		2,252	(796,076)	50,534	798,328		340,502
4. Class 4 (a)				820,716	846,691		820,716	21,366,781
5. Class 5 (a)	60,272			(9,971)	70,375	60,272	50,301	80,476
6. Class 6 (a)								
7. Total Bonds	653,145,765	81,558,250	47,939,132	(3,219,650)	607,467,105	653,145,765	683,545,233	555,569,045
PREFERRED STOCK								
8. Class 1								
9. Class 2	26,731,025		420,000	(710,250)	66,588,775	26,731,025	25,600,775	90,496,775
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	26,731,025	0	420,000	(710,250)	66,588,775	26,731,025	25,600,775	90,496,775
15. Total Bonds and Preferred Stock	679,876,790	81,558,250	48,359,132	(3,929,900)	674,055,880	679,876,790	709,146,008	646,065,820

(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	670,992	XXX	670,992	56	

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	4,415,369	199,149
2. Cost of short-term investments acquired	2,664,121	6,026,835
3. Accrual of discount	1,209	8
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	6,409,707	1,810,623
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	670,992	4,415,369
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	670,992	4,415,369

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	6,499,891	
2. Cost of cash equivalents acquired	18,998,555	119,389,197
3. Accrual of discount	1,547	10,694
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	23,100,000	112,900,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	2,399,993	6,499,891
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,399,993	6,499,891

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 VP 2	US TREASURY NOTE 2.000% 07/31/20		07/25/2013	Goldman Sachs		9,985,707	10,000,000		1
912828 VR 8	US TREASURY NOTE 0.625% 08/15/16		08/21/2013	Goldman Sachs		11,966,250	12,000,000	1,427	1
912828 VW 7	US TREASURY NOTE 0.875% 09/15/16		09/25/2013	Barclays Capital		1,912,543	1,900,000	505	1
0599999.	Total - Bonds - U.S. Government					23,864,500	23,900,000	1,932	XXX
Bonds - U.S. Special Revenue and Special Assessment									
63968M FP 9	NEBRASKA ST INVESTMENT 2.500% 03/01/35		08/02/2013	JP Morgan Securities		14,201,180	14,000,000		1FE
658909 EV 4	NORTH DAKOTA ST HSG FIN 3.500% 07/01/43		07/25/2013	Morgan Stanley		15,621,750	15,000,000		1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					29,822,930	29,000,000	0	XXX
Bonds - Industrial and Miscellaneous									
029912 BD 3	AMERICAN TOWER CORP 4.500% 01/15/18		07/18/2013	JP Morgan Securities		4,248,240	4,000,000	4,000	2FE
36161R AE 9	GFCM 2003-1 A5 5.743% 05/12/35		09/23/2013	Barclays Capital		11,450,000	10,000,000	39,879	1FM
92553P AS 1	VIACOM INC 2.500% 09/01/18		08/12/2013	Bank of America Corp		5,965,380	6,000,000		2FE
552081 AG 6	LYONDELLBASELL IND NV 5.000% 04/15/19	F	07/11/2013	JP Morgan Securities		3,299,430	3,000,000	37,917	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					24,963,050	23,000,000	81,796	XXX
8399997.	Total - Bonds - Part 3					78,650,480	75,900,000	83,728	XXX
8399999.	Total - Bonds					78,650,480	75,900,000	83,728	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					78,650,480	XXX	83,728	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 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)
Bonds - U.S. Special Revenue and Special Assessment																					
041083 JS 6	ARKANSAS ST HSG 5.000% 01/01/34		07/01/2013	Call 100.0000		280,000	280,000	289,682	283,146		(3,146)		(3,146)		280,000			0	14,000	01/01/2015	1FE
313921 6F 0	FNGT 2001-W3 A 7.000% 09/01/41		09/01/2013	Paydown		31,378	31,378	32,830	33,325		(1,947)		(1,947)		31,378			0	1,480	09/01/2041	1
31392C MS 0	FNW 2002-W1 2A 6.700% 02/25/42		09/01/2013	Paydown		7,808	7,808	8,206	8,227		(418)		(418)		7,808			0	364	02/25/2042	1
462467 CU 3	IOWA FIN AUTH SF MTG 5.750% 07/01/37		07/02/2013	Call 100.0000		355,000	355,000	384,912	371,629		(16,629)		(16,629)		355,000			0	20,469	07/01/2017	1FE
46246B JS 2	IOWA FIN AUTH HSG 5.000% 07/01/30		08/19/2013	Call 100.0000		385,000	385,000	402,179	386,808		(1,808)		(1,808)		385,000			0	20,694	07/01/2014	1FE
49130P JG 0	KENTUCKY HSG CORP 3.415% 07/01/13		07/01/2013	Maturity		355,000	355,000	355,000	355,000				0		355,000			0	12,123	07/01/2013	1FE
57419P JD 2	MARYLAND CMNTY HSG 5.500% 09/01/39		09/03/2013	Call 100.0000		510,000	510,000	542,110	520,006		(10,006)		(10,006)		510,000			0	28,206	03/01/2016	1FE
575930 YG 1	MASSACHUSETTS ST HSG 4.200% 06/01/19		09/01/2013	Call 100.0000		920,000	920,000	927,093	924,797		(4,797)		(4,797)		920,000			0	28,980	06/01/2019	1FE
60636X WJ 8	MISSOURI ST HSG SF 6.000% 03/01/37		09/01/2013	Call 100.0000		295,000	295,000	322,229	304,801		(9,801)		(9,801)		295,000			0	17,700	09/01/2016	1FE
65888M 6B 2	NORTH DAKOTA ST HSG 5.500% 01/01/37		07/01/2013	Call 100.0000		625,000	625,000	659,063	630,629		(5,629)		(5,629)		625,000			0	34,375	01/01/2015	1FE
658909 CL 8	NORTH DAKOTA ST HSG FIN 4.500% 01/01/35		07/01/2013	Call 100.0000		565,000	565,000	583,707	578,581		(13,581)		(13,581)		565,000			0	25,425	07/01/2020	1FE
676907 KV 9	OHIO HSG FIN AGY 5.500% 03/01/36		09/01/2013	Call 100.0000		170,000	170,000	181,439	173,225		(3,225)		(3,225)		170,000			0	9,350	09/01/2016	1FE
83712D SL 1	SOUTH CAROLINA HSG 4.000% 07/01/34		07/01/2013	Call 100.0000		45,000	45,000	47,729	47,531		(2,531)		(2,531)		45,000			0	1,375	07/01/2019	1FE
88045R WH 1	TENNESSEE HSG DEV 4.500% 07/01/31		08/01/2013	Call 100.0000		230,000	230,000	240,925	239,886		(9,886)		(9,886)		230,000			0	10,631	07/01/2022	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					4,774,186	4,774,186	4,977,104	4,857,591	0	(83,404)	0	(83,404)	0	4,774,186	0	0	0	225,172	XXX	XXX
Bonds - Industrial and Miscellaneous																					
02005B AB 2	ALLYA 2012-5 A2 0.450% 07/15/15		09/15/2013	Paydown		11,052,019	11,052,019	11,057,631			(5,612)		(5,612)		11,052,019			0	12,473	07/15/2015	1FE
02640C AE 5	AGFMT 2009-1 A5 5.750% 09/25/48		09/01/2013	Paydown		6,377,028	6,377,028	6,452,755	6,376,119		909		909		6,377,028			0	254,212	09/25/2048	1FM
073730 AE 3	BEAM INC 3.250% 05/15/22		09/19/2013	CSFBdirect		6,281,405	6,500,000	6,756,620	6,755,842		(18,223)		(18,223)		6,737,619		(456,214)	(456,214)	181,323	05/15/2022	2FE
073879 ZG 6	BSABS 2005-HE7 M1 0.704% 07/25/35		09/25/2013	Paydown		494,964	494,964	464,029	492,826		2,138		2,138		494,964			0	2,340	07/25/2035	1FM
07387A GH 2	BSARM 2005-12 25A1 1.774% 05/25/53		09/01/2013	Paydown		2,252	3,909	2,430	1,964	466	(177)		289		2,252			0	92	05/25/2053	3FM
07388L AK 6	BSCMS 2006-PW13 X2 IO 0.637% 09/11/41		09/01/2013	Paydown				8,685,644	2,346,346		(2,346,346)		(2,346,346)					0	2,633,561	09/11/2041	1FE
12643C BD 2	CSMC 2010-1R 10A1 0.122% 06/27/47		08/01/2013	Paydown		99,609	99,609	101,664	99,419		191		191		99,609			0	1,921	06/27/2047	1FM
126673 BL 5	CWL 2004-6 B 3.179% 08/25/34		07/25/2013	Paydown		273,485	273,485	18,715					0				273,485	273,485	5,131	08/25/2034	1FM
126673 QE 5	CWL 2004-AB2 A3 0.589% 05/25/36		09/25/2013	Paydown		1,006,853	1,006,853	980,424	987,568		19,285		19,285		1,006,853			0	7,021	05/25/2036	1FM
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		09/01/2013	Paydown		1,889	1,889	1,916	1,963		(73)		(73)		1,889			0	91	03/25/2040	1FM
22545M BA 4	CSMC 2006-C4 ASP IO 0.756% 09/15/39		09/01/2013	Paydown				16,467,933	4,227,653		(4,227,653)		(4,227,653)					0	4,768,094	09/15/2039	1FE
33736X BN 8	FUNBC 2000-C2 IO 0.000% 10/15/32		09/01/2013	Paydown				4					0					0	40	10/15/2032	6*
33736X BN 8	FUNBC 2000-C2 IO 0.000% 10/15/32		09/01/2013	Return of Capital		6,394							0				6,394	6,394		10/15/2032	6*
33736X CR 8	FUNBC 2001-C2 IO 0.000% 01/12/43		09/01/2013	Paydown				69					0					0	9	01/12/2043	5FE
36161H AD 3	GEEMT 2010-1 A4 1.470% 07/14/15		09/14/2013	Paydown		2,079,162	2,079,162	2,078,676	2,078,963		198		198		2,079,162			0	19,562	07/14/2015	1FE
393505 QX 3	GT 1996-9 A5 7.200% 01/15/28		09/15/2013	Paydown		5,740	5,740	5,882	5,715		25		25		5,740			0	276	01/15/2028	1FE
396789 ES 4	GCCFC 2003-C2 A4 4.915% 01/05/36		09/01/2013	Paydown		11,949,294	11,949,294	12,130,876	11,987,543		(38,249)		(38,249)		11,949,294			0	374,630	01/05/2036	1FM
466247 QC 0	JPMMT 2005-A3 4A1 2.700% 02/25/40		09/01/2013	Paydown		198,091	198,091	192,357	198,354		(264)		(264)		198,091			0	3,549	02/25/2040	1FM
52108H BZ 6	LBUBS 2000-C4 X IO 1.131% 07/11/32		09/11/2013	Paydown				2,371	747		(747)		(747)					0	283	07/11/2032	5FE

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 Desig-nation or Market Indicator (a)
55313U AD 1	MMAF 2009-AA A4 3.510% 01/15/30		09/15/2013	Paydown		1,027,063	1,027,063	1,069,430	1,043,600		(16,537)		(16,537)		1,027,063			0	23,464	01/15/2030	1FE
589929 MK 1	MLMI 1996-C2 IO 2.377% 11/21/28		09/01/2013	Paydown				668					0					0	116	11/21/2028	6*
658262 DV 9	NCSEA 2005-P A1 0.371% 06/01/20		09/01/2013	Paydown		311,533	311,533	307,785	309,531		2,003		2,003		311,533			0	949	06/01/2020	1FE
743873 AX 9	PFMLT 2005-1 2A1 2.743% 05/25/35		09/01/2013	Paydown		134,933	134,933	131,032	136,468		(1,535)		(1,535)		134,933			0	2,633	05/25/2035	1FM
76112B RM 4	RAMP 2005-EFC1 M2 0.634% 05/25/35		09/25/2013	Paydown		1,068,357	1,068,357	1,059,009			9,348		9,348		1,068,357			0	2,401	05/25/2035	1FM
79548C AR 7	SBM7 2000-C3 X IO 0.938% 12/18/33		09/01/2013	Paydown				248					0					0	835	12/18/2033	5FE
929227 4D 5	WAMU 2003-AR6 A1 2.440% 06/25/33		09/01/2013	Paydown		18,540	18,540	18,818	19,031		(491)		(491)		18,540			0	291	06/25/2033	1FM
3899999.	Total - Bonds - Industrial & Miscellaneous					42,388,611	42,602,469	67,986,986	37,069,652	466	(6,621,810)	0	(6,621,344)	0	42,564,946	0	(176,335)	(176,335)	8,295,297	XXX	XXX
8399997.	Total - Bonds - Part 4					47,162,797	47,376,655	72,964,090	41,927,243	466	(6,705,214)	0	(6,704,748)	0	47,339,132	0	(176,335)	(176,335)	8,520,469	XXX	XXX
8399999.	Total - Bonds					47,162,797	47,376,655	72,964,090	41,927,243	466	(6,705,214)	0	(6,704,748)	0	47,339,132	0	(176,335)	(176,335)	8,520,469	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																					
92978A AA 0	WACHOVIA CAPITAL		08/07/2013	Wells Fargo Bank	1,000,000.000	967,500		420,000	420,000				0		420,000		547,500	547,500	37,132	XXX	P2VFE
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					967,500	XXX	420,000	420,000	0	0	0	0	0	420,000	0	547,500	547,500	37,132	XXX	XXX
8999997.	Total - Preferred Stocks - Part 4					967,500	XXX	420,000	420,000	0	0	0	0	0	420,000	0	547,500	547,500	37,132	XXX	XXX
8999999.	Total - Preferred Stocks					967,500	XXX	420,000	420,000	0	0	0	0	0	420,000	0	547,500	547,500	37,132	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
635405 10 3	NATIONAL CITY CORPORATION		08/23/2013	Class Action Litigation		35,096	XXX						0				35,096	35,096		XXX	L
756577 10 2	RED HAT CORP		08/01/2013	Class Action Litigation		24	XXX						0				24	24		XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					35,120	XXX	0	0	0	0	0	0	0	0	0	35,120	35,120	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					35,120	XXX	0	0	0	0	0	0	0	0	0	35,120	35,120	0	XXX	XXX
9799999.	Total - Common Stocks					35,120	XXX	0	0	0	0	0	0	0	0	0	35,120	35,120	0	XXX	XXX
9899999.	Total - Preferred and Common Stocks					1,002,620	XXX	420,000	420,000	0	0	0	0	0	420,000	0	582,620	582,620	37,132	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					48,165,417	XXX	73,384,090	42,347,243	466	(6,705,214)	0	(6,704,748)	0	47,759,132	0	406,285	406,285	8,557,601	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								
CITIBANK NEW YORK, NY								XXX
0199999. Total Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	0	0	0	XXX
0599999. Total Cash	XXX	XXX	0	0	0	0	0	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
AMERICAN HONDA FINANCE		09/27/2013	0.030	10/04/2013	2,399,993		8
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					2,399,993	0	8
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					2,399,993	0	8
Total Bonds							
7799999. Subtotals - Issuer Obligations					2,399,993	0	8
8399999. Subtotals - Bonds					2,399,993	0	8
8699999. Total - Cash Equivalents					2,399,993	0	8