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ANNUAL STATEMENT

For the Year Ended December 31, 2013

of the Condition and Affairs of the

MOUNTAIN LAUREL ASSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) NAIC Company Code..... 44180 Employer's ID Number..... 23-2599971

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

Incorporated/Organized..... November 28, 1990 Commenced Business..... April 29, 1991

Statutory Home Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 *(Street and Number) (City or Town, State, Country and Zip Code)*
Main Administrative Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US..... 44143-2182 440-461-5000 *(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)*
Mail Address	P.O. BOX 89490….. CLEVELAND ..... OH ..... US ..... 44101-6490 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 440-395-4460 *(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)*
Internet Web Site Address	PROGRESSIVE.COM
Statutory Statement Contact	MARY BETH ANDREANO 440-395-4460 *(Name) (Area Code) (Telephone Number) (Extension)* FINANCIAL_REPORTING@PROGRESSIVE.COM 440-446-7168 *(E-Mail Address) (Fax Number)*

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

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

PATRICK KEVIN CALLAHAN	JAMES RUSSELL HAAS	SANJAY MAHESH VYAS	DANIEL JOSEPH WITALEC
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 13TH day of FEBRUARY, 2014

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

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings 1 Amount	2 Percentage	Admitted Assets as Reported in the Annual Statement 3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	529,459	0.6	529,459		529,459	0.6
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.0			0	0.0
1.22 Issued by U.S. government sponsored agencies		0.0			0	0.0
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)		0.0			0	0.0
1.4 Securities issued by states, territories and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations	49,862,883	59.5	49,862,883		49,862,883	59.5
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations		0.0			0	0.0
1.43 Revenue and assessment obligations	33,464,294	39.9	33,464,294		33,464,294	39.9
1.44 Industrial development and similar obligations		0.0			0	0.0
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA		0.0			0	0.0
1.512 Issued or guaranteed by FNMA and FHLMC		0.0			0	0.0
1.513 All other		0.0			0	0.0
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA		0.0			0	0.0
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-based securities issued or guaranteed by agencies shown in Line 1.521		0.0			0	0.0
1.523 All other		0.0			0	0.0
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)		0.0			0	0.0
2.2 Unaffiliated non-U.S. securities (including Canada)		0.0			0	0.0
2.3 Affiliated securities		0.0			0	0.0
3. Equity interests:						
3.1 Investments in mutual funds		0.0			0	0.0
3.2 Preferred stocks:						
3.21 Affiliated		0.0			0	0.0
3.22 Unaffiliated		0.0			0	0.0
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.0			0	0.0
3.32 Unaffiliated		0.0			0	0.0
3.4 Other equity securities:						
3.41 Affiliated		0.0			0	0.0
3.42 Unaffiliated		0.0			0	0.0
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.0			0	0.0
3.52 Unaffiliated		0.0			0	0.0
4. Mortgage loans:						
4.1 Construction and land development		0.0			0	0.0
4.2 Agricultural		0.0			0	0.0
4.3 Single family residential properties		0.0			0	0.0
4.4 Multifamily residential properties		0.0			0	0.0
4.5 Commercial loans		0.0			0	0.0
4.6 Mezzanine real estate loans		0.0			0	0.0
5. Real estate investments:						
5.1 Property occupied by company		0.0			0	0.0
5.2 Property held for production of income (including $..........0 of property acquired in satisfaction of debt)		0.0			0	0.0
5.3 Property held for sale (including $.........0 property acquired in satisfaction of debt)		0.0			0	0.0
6. Contract loans		0.0			0	0.0
7. Derivatives		0.0			0	0.0
8. Receivables for securities		0.0			0	0.0
9. Securities lending (Line 10, Asset Page reinvested collateral)		0.0		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments		0.0			0	0.0
11. Other invested assets		0.0			0	0.0
12. Total invested assets	83,856,636	100.0	83,856,636	0	83,856,636	100.0

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 6)		
	2.2 Additional investment made after acquisition (Part 2, Column 9)		0
3.	Current year change in encumbrances:		
	3.1 Totals, Part 1, Column 13		
	3.2 Totals, Part 3, Column 11		0
4.	Total gain (loss) on disposals, Part 3, Column 18		
5.	Deduct amounts received on disposals, Part 3, Column 15		
6.	Total foreign exchange change in book/adjusted carrying value:		
	6.1 Totals, Part 1, Column 15		
	6.2 Totals, Part 3, Column 13		0
7.	Deduct current year's other-than-temporary impairment recognized:		
	7.1 Totals, Part 1, Column 12		
	7.2 Totals, Part 3, Column 10		0
8.	Deduct current year's depreciation:		
	8.1 Totals, Part 1, Column 11		
	8.2 Totals, Part 3, Column 9		0
9.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)		0
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		0

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 7)		
	2.2 Additional investment made after acquisition (Part 2, Column 8)		0
3.	Capitalized deferred interest and other:		
	3.1 Totals, Part 1, Column 12		
	3.2 Totals, Part 3, Column 11		0
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
	5.1 Totals, Part 1, Column 9		
	5.2 Totals, Part 3, Column 8		0
6.	Total gain (loss) on disposals, Part 3, Column 18		
7.	Deduct amounts received on disposals, Part 3, Column 15		
8.	Deduct amortization of premium and mortgage interest points and commitment fees		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest:		
	9.1 Totals, Part 1, Column 13		
	9.2 Totals, Part 3, Column 13		0
10.	Deduct current year's other-than-temporary impairment recognized:		
	10.1 Totals, Part 1, Column 11		
	10.2 Totals, Part 3, Column 10		0
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		0
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		0
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		0

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

NONE

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 8)		
	2.2 Additional investment made after acquisition (Part 2, Column 9)		0
3.	Capitalized deferred interest and other:		
	3.1 Totals, Part 1, Column 16		
	3.2 Totals, Part 3, Column 12		0
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
	5.1 Totals, Part 1, Column 13		
	5.2 Totals, Part 3, Column 9		0
6.	Total gain (loss) on disposals, Part 3, Column 19		
7.	Deduct amounts received on disposals, Part 3, Column 16		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value:		
	9.1 Totals, Part 1, Column 17		
	9.2 Totals, Part 3, Column 14		0
10.	Deduct current year's other-than-temporary impairment recognized:		
	10.1 Totals, Part 1, Column 15		
	10.2 Totals, Part 3, Column 11		0
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		0
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		0

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year		71,557,912
2.	Cost of bonds and stocks acquired, Part 3, Column 7		30,838,111
3.	Accrual of discount		414
4.	Unrealized valuation increase (decrease):		
	4.1 Part 1, Column 12		
	4.2 Part 2, Section 1, Column 15		
	4.3 Part 2, Section 2, Column 13		
	4.4 Part 4, Column 11		0
5.	Total gain (loss) on disposals, Part 4, Column 19		14,771
6.	Deduct consideration for bonds and stocks disposed of, Part 4, Column 7		17,139,012
7.	Deduct amortization of premium		1,415,560
8.	Total foreign exchange change in book/adjusted carrying value:		
	8.1 Part 1, Column 15		
	8.2 Part 2, Section 1, Column 19		
	8.3 Part 2, Section 2, Column 16		
	8.4 Part 4, Column 15		0
9.	Deduct current year's other-than-temporary impairment recognized:		
	9.1 Part 1, Column 14		
	9.2 Part 2, Section 1, Column 17		
	9.3 Part 2, Section 2, Column 14		
	9.4 Part 4, Column 13		0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)		83,856,636
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		83,856,636

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS	1. United States	529,459	545,052	527,971	530,000
Governments (Including all obligations	2. Canada				
guaranteed by governments)	3. Other Countries				
	4. Totals	529,459	545,052	527,971	530,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	49,862,883	50,911,736	53,109,873	46,455,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals				
U.S. Special Revenue and Special Assessment Obligations and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions	7. Totals	33,464,294	33,378,159	33,785,773	31,647,000
Industrial and Miscellaneous and Hybrid	8. United States				
Securities (Unaffiliated)	9. Canada				
	10. Other Countries				
	11. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	83,856,636	84,834,947	87,423,617	78,632,000
PREFERRED STOCKS	14. United States				
Industrial and Miscellaneous (Unaffiliated)	15. Canada				
	16. Other Countries				
	17. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks	0	0	0	
COMMON STOCKS	20. United States				
Industrial and Miscellaneous (Unaffiliated)	21. Canada				
	22. Other Countries				
	23. Totals	0	0	0	
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	0	0	0	
	26. Total Stocks	0	0	0	
	27. Total Bonds and Stocks	83,856,636	84,834,947	87,423,617	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 NAIC 1		529,459				529,459	0.6	529,044	0.7	529,459	
1.2 NAIC 2						0	0.0		0.0		
1.3 NAIC 3						0	0.0		0.0		
1.4 NAIC 4						0	0.0		0.0		
1.5 NAIC 5						0	0.0		0.0		
1.6 NAIC 6						0	0.0		0.0		
1.7 Totals	0	529,459	0	0	0	529,459	0.6	529,044	0.7	529,459	0
2. All Other Governments											
2.1 NAIC 1						0	0.0		0.0		
2.2 NAIC 2						0	0.0		0.0		
2.3 NAIC 3						0	0.0		0.0		
2.4 NAIC 4						0	0.0		0.0		
2.5 NAIC 5						0	0.0		0.0		
2.6 NAIC 6						0	0.0		0.0		
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions, etc., Guaranteed											
3.1 NAIC 1	14,878,591	25,284,727	9,699,565			49,862,883	59.5	50,205,339	64.6	49,862,883	
3.2 NAIC 2						0	0.0		0.0		
3.3 NAIC 3						0	0.0		0.0		
3.4 NAIC 4						0	0.0		0.0		
3.5 NAIC 5						0	0.0		0.0		
3.6 NAIC 6						0	0.0		0.0		
3.7 Totals	14,878,591	25,284,727	9,699,565	0	0	49,862,883	59.5	50,205,339	64.6	49,862,883	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 NAIC 1						0	0.0		0.0		
4.2 NAIC 2						0	0.0		0.0		
4.3 NAIC 3						0	0.0		0.0		
4.4 NAIC 4						0	0.0		0.0		
4.5 NAIC 5						0	0.0		0.0		
4.6 NAIC 6						0	0.0		0.0		
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 NAIC 1	4,295,458	16,694,725	12,028,894	445,217		33,464,294	39.9	20,823,529	26.8	33,464,294	
5.2 NAIC 2						0	0.0		0.0		
5.3 NAIC 3						0	0.0		0.0		
5.4 NAIC 4						0	0.0		0.0		
5.5 NAIC 5						0	0.0		0.0		
5.6 NAIC 6						0	0.0		0.0		
5.7 Totals	4,295,458	16,694,725	12,028,894	445,217	0	33,464,294	39.9	20,823,529	26.8	33,464,294	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. **Industrial and Miscellaneous (unaffiliated)**											
6.1 NAIC 1						0	0.0	6,099,875	7.9		
6.2 NAIC 2						0	0.0		0.0		
6.3 NAIC 3						0	0.0		0.0		
6.4 NAIC 4						0	0.0		0.0		
6.5 NAIC 5						0	0.0		0.0		
6.6 NAIC 6						0	0.0		0.0		
6.7 Totals	0	0	0	0	0	0	0.0	6,099,875	7.9	0	0
7. **Hybrid Securities**											
7.1 NAIC 1						0	0.0		0.0		
7.2 NAIC 2						0	0.0		0.0		
7.3 NAIC 3						0	0.0		0.0		
7.4 NAIC 4						0	0.0		0.0		
7.5 NAIC 5						0	0.0		0.0		
7.6 NAIC 6						0	0.0		0.0		
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. **Parent, Subsidiaries and Affiliates**											
8.1 NAIC 1						0	0.0		0.0		
8.2 NAIC 2						0	0.0		0.0		
8.3 NAIC 3						0	0.0		0.0		
8.4 NAIC 4						0	0.0		0.0		
8.5 NAIC 5						0	0.0		0.0		
8.6 NAIC 6						0	0.0		0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. **Total Bonds Current Year**											
9.1 NAIC 1	(d) 19,174,049	42,508,911	21,728,459	445,217	0	83,856,636	100.0	XXX	XXX	83,856,636	0
9.2 NAIC 2	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 NAIC 3	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 NAIC 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 NAIC 5	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
9.6 NAIC 6	(d) 0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
9.7 Totals	19,174,049	42,508,911	21,728,459	445,217	0	(b) 83,856,636	100.0	XXX	XXX	83,856,636	0
9.8 Line 9.7 as a % of Col. 6	22.9	50.7	25.9	0.5	0.0	100.0	XXX	XXX	XXX	100.0	0.0
10. **Total Bonds Prior Year**											
10.1 NAIC 1	19,317,855	48,802,787	9,537,145			XXX	XXX	77,657,787	100.0	77,657,787	
10.2 NAIC 2						XXX	XXX	0	0.0		
10.3 NAIC 3						XXX	XXX	0	0.0		
10.4 NAIC 4						XXX	XXX	0	0.0		
10.5 NAIC 5						XXX	XXX	(c) 0	0.0		
10.6 NAIC 6						XXX	XXX	(c) 0	0.0		
10.7 Totals	19,317,855	48,802,787	9,537,145	0	0	XXX	XXX	(b) 77,657,787	100.0	77,657,787	0
10.8 Line 10.7 as a % of Col. 8	24.9	62.8	12.3	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. **Total Publicly Traded Bonds**											
11.1 NAIC 1	19,174,049	42,508,911	21,728,459	445,217		83,856,636	100.0	77,657,787	100.0	83,856,636	XXX
11.2 NAIC 2						0	0.0	0	0.0	0	XXX
11.3 NAIC 3						0	0.0	0	0.0	0	XXX
11.4 NAIC 4						0	0.0	0	0.0	0	XXX
11.5 NAIC 5						0	0.0	0	0.0	0	XXX
11.6 NAIC 6						0	0.0	0	0.0	0	XXX
11.7 Totals	19,174,049	42,508,911	21,728,459	445,217	0	83,856,636	100.0	77,657,787	100.0	83,856,636	XXX
11.8 Line 11.7 as a % of Col. 6	22.9	50.7	25.9	0.5	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	22.9	50.7	25.9	0.5	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12. **Total Privately Placed Bonds**											
12.1 NAIC 1						0	0.0	0	0.0	XXX	0
12.2 NAIC 2						0	0.0	0	0.0	XXX	0
12.3 NAIC 3						0	0.0	0	0.0	XXX	0
12.4 NAIC 4						0	0.0	0	0.0	XXX	0
12.5 NAIC 5						0	0.0	0	0.0	XXX	0
12.6 NAIC 6						0	0.0	0	0.0	XXX	0
12.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.8 Line 12.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes $..........0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes $..........0 current year, $..........0 prior year of bonds with Z designations and $..........0 current year, $..........0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes $..........0 current year, $..........0 prior year of bonds with 5* designations and $..........0 current year, $..........0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $..........0; NAIC 2 $..........0; NAIC 3 $..........0; NAIC 4 $..........0; NAIC 5 $..........0; NAIC 6 $..........0.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. **U.S. Governments**											
1.1 Issuer Obligations		529,459				529,459	0.6	529,044	0.7	529,459	
1.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
1.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
1.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
1.5 Totals	0	529,459	0	0	0	529,459	0.6	529,044	0.7	529,459	0
2. **All Other Governments**											
2.1 Issuer Obligations						0	0.0		0.0		
2.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
2.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
2.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
2.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. **U.S. States, Territories and Possessions, Guaranteed**											
3.1 Issuer Obligations	14,878,591	25,284,727	9,699,565			49,862,883	59.5	50,205,339	64.6	49,862,883	
3.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
3.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
3.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
3.5 Totals	14,878,591	25,284,727	9,699,565	0	0	49,862,883	59.5	50,205,339	64.6	49,862,883	0
4. **U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed**											
4.1 Issuer Obligations						0	0.0		0.0		
4.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
4.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
4.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
4.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. **U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed**											
5.1 Issuer Obligations	4,295,458	16,694,725	12,028,894	445,217		33,464,294	39.9	20,823,529	26.8	33,464,294	
5.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
5.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
5.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
5.5 Totals	4,295,458	16,694,725	12,028,894	445,217	0	33,464,294	39.9	20,823,529	26.8	33,464,294	0
6. **Industrial and Miscellaneous (unaffiliated)**											
6.1 Issuer Obligations						0	0.0	6,099,875	7.9		
6.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
6.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
6.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
6.5 Totals	0	0	0	0	0	0	0.0	6,099,875	7.9	0	0
7. **Hybrid Securities**											
7.1 Issuer Obligations						0	0.0		0.0		
7.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
7.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
7.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
7.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. **Parent, Subsidiaries and Affiliates**											
8.1 Issuer Obligations						0	0.0		0.0		
8.2 Residential Mortgage-Backed Securities						0	0.0		0.0		
8.3 Commercial Mortgage-Backed Securities						0	0.0		0.0		
8.4 Other Loan-Backed and Structured Securities						0	0.0		0.0		
8.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values By Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. **Total Bonds Current Year**											
9.1 Issuer Obligations	19,174,049	42,508,911	21,728,459	445,217	0	83,856,636	100.0	XXX	XXX	83,856,636	0
9.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Totals	19,174,049	42,508,911	21,728,459	445,217	0	83,856,636	100.0	XXX	XXX	83,856,636	0
9.6 Line 9.5 as a % of Col. 6	22.9	50.7	25.9	0.5	0.0	100.0	XXX	XXX	XXX	100.0	0.0
10. **Total Bonds Prior Year**											
10.1 Issuer Obligations	19,317,855	48,802,787	9,537,145			XXX	XXX	77,657,787	100.0	77,657,787	
10.2 Residential Mortgage-Backed Securities						XXX	XXX	0	0.0		
10.3 Commercial Mortgage-Backed Securities						XXX	XXX	0	0.0		
10.4 Other Loan-Backed and Structured Securities						XXX	XXX	0	0.0		
10.5 Totals	19,317,855	48,802,787	9,537,145	0	0	XXX	XXX	77,657,787	100.0	77,657,787	0
10.6 Line 10.5 as a % of Col. 8	24.9	62.8	12.3	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. **Total Publicly Traded Bonds**											
11.1 Issuer Obligations	19,174,049	42,508,911	21,728,459	445,217		83,856,636	100.0	77,657,787	100.0	83,856,636	XXX
11.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0	0	XXX
11.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0	0	XXX
11.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0	0	XXX
11.5 Totals	19,174,049	42,508,911	21,728,459	445,217	0	83,856,636	100.0	77,657,787	100.0	83,856,636	XXX
11.6 Line 11.5 as a % of Col. 6	22.9	50.7	25.9	0.5	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	22.9	50.7	25.9	0.5	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12. **Total Privately Placed Bonds**											
12.1 Issuer Obligations						0	0.0	0	0.0	XXX	0
12.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0	XXX	0
12.5 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.6 Line 12.5 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

Sch. DA-Verification
NONE

Sch. DB-Pt. A-Verification
NONE

Sch. DB-Pt. B-Verification
NONE

Sch. DB-Pt. C-Sn. 1
NONE

Sch. DB-Pt. C-Sn. 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E - VERIFICATION BETWEEN YEARS

Cash Equivalents

	1 Total	2 Bonds	3 Other (a)
1. Book/adjusted carrying value, December 31 of prior year	6,099,875	6,099,875	
2. Cost of cash equivalents acquired	19,698,923	19,698,923	
3. Accrual of discount	1,202	1,202	
4. Unrealized valuation increase (decrease)	0		
5. Total gain (loss) on disposals	0		
6. Deduct consideration received on disposals	25,800,000	25,800,000	
7. Deduct amortization of premium	0		
8. Total foreign exchange change in book/adjusted carrying value	0		
9. Deduct current year's other-than-temporary impairment recognized	0		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0	0
11. Deduct total nonadmitted amounts	0		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0	0

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment:.....

Sch. A-Pt. 1
NONE

Sch. A-Pt. 2
NONE

Sch. A-Pt. 3
NONE

Sch. B-Pt. 1
NONE

Sch. B-Pt. 2
NONE

Sch. B-Pt. 3
NONE

Sch. BA-Pt. 1
NONE

Sch. BA-Pt. 2
NONE

Sch. BA-Pt. 3
NONE

SCHEDULE D - PART 1

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

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	Foreign	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
U.S. Government - Issuer Obligations																					
912828 MW 7	US TREASURY NOTE	SD			1	527,971	102.840	545,052	530,000	529,459		414			2.500	2.582	MS	3,385	13,250	04/01/2010	03/31/2015
0199999. U.S. Government - Issuer Obligations						527,971	XXX	545,052	530,000	529,459	0	414	0	0	XXX	XXX	XXX	3,385	13,250	XXX	XXX
0599999. Total - U.S. Government						527,971	XXX	545,052	530,000	529,459	0	414	0	0	XXX	XXX	XXX	3,385	13,250	XXX	XXX
U.S. States, Territories & Possessions (Direct and Guaranteed) - Issuer Obligations																					
605579 4K 4	MISSISSIPPI ST				1FE	4,678,696	104.838	4,371,745	4,170,000	4,237,047		(70,774)			5.500	3.696	JD	19,113	229,350	03/01/2007	12/01/2014
605579 4L 2	MISSISSIPPI ST				1FE	3,569,760	109.757	3,292,710	3,000,000	3,185,908		(94,003)			5.500	2.180	JD	13,750	165,000	10/06/2009	12/01/2015
605579 4N 8	MISSISSIPPI ST				1FE	1,188,890	117.570	1,175,700	1,000,000	1,104,161		(24,905)			5.500	2.680	JD	4,583	55,000	06/22/2010	12/01/2017
605579 7G 0	MISSISSIPPI ST				1FE	2,285,400	102.658	2,053,160	2,000,000	2,018,664		(36,344)			5.500	3.600	JJ	55,000	110,000	08/26/2005	07/01/2014
605580 7S 2	MISSISSIPPI ST				1FE	1,536,164	107.827	1,509,578	1,400,000	1,504,577		(21,169)			3.000	1.370	AO	10,500	42,000	07/02/2012	10/01/2018
605580 7T 0	MISSISSIPPI ST				1FE	2,819,347	117.699	2,742,387	2,330,000	2,776,189		(43,158)			5.000	1.510	AO	29,125	58,250	06/01/2013	10/01/2019
605580 DD 8	MISSISSIPPI ST				1FE	7,915,056	116.419	7,514,846	6,455,000	7,527,345		(274,161)			5.250	0.837	MN	56,481	338,888	08/01/2012	11/01/2017
605580 NW 5	MISSISSIPPI ST				1FE	5,688,771	108.844	5,687,099	5,225,000	5,330,342		(52,031)			5.000	3.896	JD	21,771	261,250	03/01/2006	12/01/2015
605581 BL 0	MISSISSIPPI ST				1FE	6,957,240	117.368	7,042,080	6,000,000	6,923,376		(33,864)			5.000	2.798	MN	50,000	150,000	08/30/2013	11/01/2021
821686 C3 4	SHELBY CNTY TENN				1FE	9,201,309	101.215	8,583,032	8,480,000	8,502,560		(92,038)			5.000	3.877	AO	106,000	424,000	02/16/2005	04/01/2014
821686 ZW 5	SHELBY CNTY TENN				1FE	130,207	101.213	121,456	120,000	120,319		(1,302)			5.000	3.877	AO	1,500	6,000	02/16/2005	04/01/2014
880541 FN 2	TENNESSEE ST				1FE	3,494,580	106.688	3,200,640	3,000,000	3,136,077		(100,014)			5.250	1.790	MN	26,250	157,500	04/27/2010	05/01/2015
880541 NZ 6	TENNESSEE ST			1	1FE	3,644,453	110.452	3,617,303	3,275,000	3,496,318		(47,988)			4.000	2.350	MN	21,833	131,000	10/28/2010	05/01/2019
1199999. U.S. States, Territories & Possessions - Issuer Obligations						53,109,873	XXX	50,911,736	46,455,000	49,862,883	0	(891,751)	0	0	XXX	XXX	XXX	415,906	2,128,238	XXX	XXX
1799999. Total - U.S. States, Territories & Possessions (Direct and Guaranteed)						53,109,873	XXX	50,911,736	46,455,000	49,862,883	0	(891,751)	0	0	XXX	XXX	XXX	415,906	2,128,238	XXX	XXX
U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivisions - Issuer Obligations																					
60535G AX 0	MISSISSIPPI HOME CORP			1	1FE	2,290,091	106.292	2,258,705	2,125,000	2,231,586		(12,015)			4.500	2.781	JD	7,969	95,625	11/05/2010	12/01/2031
60535M A4 1	MISSISSIPPI HOME CORP			1	1FE	279,565	100.740	261,924	260,000	261,684		(2,384)			5.500	3.771	JD	1,192	14,300	09/01/2005	06/01/2036
60535M YY 9	MISSISSIPPI HOME CORP			1	1FE	381,433	101.226	384,659	380,000	380,169		(213)			4.750	4.630	JD	1,504	18,050	06/01/2007	12/01/2034
880459 3L 4	TENNESSEE HSG DEV			1	1FE	2,003,301	100.552	1,925,571	1,915,000	1,964,274		(26,042)			5.000	2.166	JJ	47,875	95,750	09/28/2011	01/01/2036
880459 X2 3	TENNESSEE HSG DEV			1	1FE	837,160	99.992	804,936	805,000	807,692		(21,493)			5.125	1.838	JJ	20,628	41,256	09/28/2011	07/01/2034
88045R WH 1	TENNESSEE HSG DEV			1	1FE	3,130,199	107.235	3,211,688	2,995,000	3,109,885		(12,972)			4.500	3.189	JJ	67,388	108,788	03/01/2013	07/01/2031
88045R YE 6	TENNESSEE HSG DEV			1	1FE	1,225,551	109.824	1,219,046	1,110,000	1,204,523		(15,316)			4.500	2.019	JJ	24,975	47,453	10/01/2012	07/01/2037
88045R ZG 0	TENNESSEE HSG DEV			1	1FE	4,157,698	107.980	4,081,644	3,780,000	4,088,001		(60,304)			4.000	1.758	JJ	75,600	94,920	10/17/2012	07/01/2038
880461 BD 9	TENNESSEE HSG DEV			1	1FE	10,233,335	103.764	10,018,414	9,655,000	10,181,827		(51,507)			3.000	1.649	JJ	144,825	24,942	04/19/2013	07/01/2038
880461 CE 6	TENNESSEE HSG DEV			1	1FE	9,247,440	106.838	9,211,572	8,622,000	9,234,653		(12,787)			4.000	2.557	JJ	40,236		10/24/2013	07/01/2043
2599999. U.S. Special Revenue & Assessment Obligations - Issuer Obligations						33,785,773	XXX	33,378,159	31,647,000	33,464,294	0	(215,033)	0	0	XXX	XXX	XXX	432,192	541,084	XXX	XXX
3199999. Total - U.S. Special Revenue & Special Assessment Obligations						33,785,773	XXX	33,378,159	31,647,000	33,464,294	0	(215,033)	0	0	XXX	XXX	XXX	432,192	541,084	XXX	XXX
Totals																					
7799999. Total - Issuer Obligations						87,423,617	XXX	84,834,947	78,632,000	83,856,636	0	(1,106,370)	0	0	XXX	XXX	XXX	851,483	2,682,572	XXX	XXX
8399999. Grand Total - Bonds						87,423,617	XXX	84,834,947	78,632,000	83,856,636	0	(1,106,370)	0	0	XXX	XXX	XXX	851,483	2,682,572	XXX	XXX

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

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends
Bonds - U.S. States, Territories and Possessions								
605580 7T 0	MISSISSIPPI ST 5.000% 10/01/19		06/01/2013	Progressive Casualty Ins Co.		2,819,347	2,330,000	19,417
605581 BL 0	MISSISSIPPI ST 5.000% 11/01/21		08/30/2013	Bank of America Corp.		6,957,240	6,000,000	103,333
1799999.	Total - Bonds - U.S. States, Territories & Possessions					9,776,587	8,330,000	122,750
Bonds - U.S. Special Revenue and Special Assessment								
88045R WH 1	TENNESSEE HSG DEV 4.500% 07/01/31		03/01/2013	Progressive Casualty Ins Co.		1,215,083	1,155,000	8,663
880461 BD 9	TENNESSEE HSG DEV 3.000% 07/01/38		04/19/2013	Royal Bank of Canada		10,233,335	9,655,000	
880461 CE 6	TENNESSEE HSG DEV 4.000% 07/01/43		10/24/2013	Citicorp Securities Inc.		9,247,440	8,622,000	
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments					20,695,858	19,432,000	8,663
8399997.	Total - Bonds - Part 3					30,472,445	27,762,000	131,413
8399998.	Total - Bonds - Summary Item from Part 5					365,666	345,000	
8399999.	Total - Bonds					30,838,111	28,107,000	131,413
9999999.	Total - Bonds, Preferred and Common Stocks					30,838,111	XXX	131,413

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										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
Bonds - U.S. States, Territories and Possessions																				
499512 G7 0	KNOX CNTY TENN 5.500% 04/01/13		04/01/2013.	Maturity		5,305,000	5,305,000	5,790,326	5,327,009		(22,009)		(22,009)		5,305,000			0	145,888	04/01/2013.
605579 7E 5	MISSISSIPPI ST 5.375% 07/01/13		07/01/2013.	Maturity		1,100,000	1,100,000	1,219,944	1,113,212		(13,212)		(13,212)		1,100,000			0	59,125	07/01/2013.
605580 NU 9	MISSISSIPPI ST 5.000% 12/01/13		12/01/2013.	Maturity		1,355,000	1,355,000	1,439,213	1,368,152		(13,152)		(13,152)		1,355,000			0	67,750	12/01/2013.
821686 C3 4	SHELBY CNTY TENN 5.000% 04/01/14		12/16/2013.	Goldman Sachs		1,419,012	1,400,000	1,519,084	1,418,920		(14,678)		(14,678)		1,404,241		14,771	14,771	85,167	04/01/2014.
1799999.	Total - Bonds - U.S. States, Territories & Possessions					9,179,012	9,160,000	9,968,567	9,227,293	0	(63,051)	0	(63,051)	0	9,164,241	0	14,771	14,771	357,930	XXX
Bonds - U.S. Special Revenue and Special Assessment																				
60534P 6X 6	MISSISSIPPI DEV BK OBLIG		01/01/2013.	Maturity		1,370,000	1,370,000	1,464,818	1,370,000				0		1,370,000			0	34,250	01/01/2013.
60535G AX 0	MISSISSIPPI HOME CORP 4.500% 12/01/31		12/01/2013.	Call 100.0000		430,000	430,000	463,407	453,999		(23,999)		(23,999)		430,000			0	11,213	12/01/2031.
60535M A4 1	MISSISSIPPI HOME CORP 5.500% 06/01/36		12/01/2013.	Call 100.0000		205,000	205,000	220,426	208,207		(3,207)		(3,207)		205,000			0	6,027	06/01/2036.
60535M YY 9	MISSISSIPPI HOME CORP 4.750% 12/01/34		12/01/2013.	Call 100.0000		380,000	380,000	381,433	380,381		(381)		(381)		380,000			0	9,480	12/01/2034.
880459 3L 4	TENNESSEE HSG DEV 5.000% 01/01/36		10/01/2013.	Call 100.0000		1,580,000	1,580,000	1,652,854	1,642,140		(62,140)		(62,140)		1,580,000			0	76,125	01/01/2036.
880459 V6 6	TENNESSEE HSG DEV 5.250% 07/01/34		10/01/2013.	Call 100.0000		1,415,000	1,415,000	1,496,093	1,461,597		(46,597)		(46,597)		1,415,000			0	67,725	07/01/2034.
880459 X2 3	TENNESSEE HSG DEV 5.125% 07/01/34		12/01/2013.	Call 100.0000		1,345,000	1,345,000	1,398,019	1,382,827		(37,827)		(37,827)		1,345,000			0	69,465	07/01/2034.
88045R WH 1	TENNESSEE HSG DEV 4.500% 07/01/31		12/01/2013.	Call 100.0000		555,000	555,000	575,108	573,094		(18,094)		(18,094)		555,000			0	25,556	07/01/2031.
88045R YE 6	TENNESSEE HSG DEV 4.500% 07/01/37		10/01/2013.	Call 100.0000		115,000	115,000	126,972	126,380		(11,380)		(11,380)		115,000			0	4,410	07/01/2037.
88045R ZG 0	TENNESSEE HSG DEV 4.000% 07/01/38		10/01/2013.	Call 100.0000		220,000	220,000	241,982	241,436		(21,436)		(21,436)		220,000			0	6,391	07/01/2038.
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments					7,615,000	7,615,000	8,021,112	7,840,061	0	(225,061)	0	(225,061)	0	7,615,000	0	0	0	310,642	XXX
8399997.	Total - Bonds - Part 4					16,794,012	16,775,000	17,989,679	17,067,354	0	(288,112)	0	(288,112)	0	16,779,241	0	14,771	14,771	668,572	XXX
8399998.	Total - Bonds - Summary Item from Part 5					345,000	345,000	365,666			(20,666)		(20,666)		345,000				3,479	XXX
8399999.	Total - Bonds					17,139,012	17,120,000	18,355,345	17,067,354	0	(308,778)	0	(308,778)	0	17,124,241	0	14,771	14,771	672,051	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					17,139,012	XXX	18,355,345	17,067,354	0	(308,778)	0	(308,778)	0	17,124,241	0	14,771	14,771	672,051	XXX

SCHEDULE D - PART 5

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

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
											12	13	14	15	16					
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/ Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (12+13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
Bonds - U.S. Special Revenue and Special Assessment																				
880461 BD 9	TENNESSEE HSG DEV 3.000% 07/01/38	...	04/19/2013	Royal Bank of Canada	10/01/2013	Call 100.0000	345,000	365,666	345,000	345,000		(20,666)		(20,666)				0	3,479	
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments						345,000	365,666	345,000	345,000	0	(20,666)	0	(20,666)	0	0	0	0	3,479	0
8399998.	Total - Bonds						345,000	365,666	345,000	345,000	0	(20,666)	0	(20,666)	0	0	0	0	3,479	0
9999999.	Total - Bonds, Preferred and Common Stocks							365,666	345,000	345,000	0	(20,666)	0	(20,666)	0	0	0	0	3,479	0

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

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

Sch. DA-Pt. 1
NONE

Sch. DB-Pt. A-Sn. 1
NONE

Sch. DB-Pt. A-Sn. 2
NONE

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

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

Sch. DB-Pt. B-Sn. 2
NONE

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

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

Sch. DL-Pt. 1
NONE

SCHEDULE DL - PART 2

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned December 31 Current Year

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation /Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates

General Interrogatories:

1. The activity for the year: Fair Value $..........0 Book/Adjusted Carrying Value $..........0
2. Average balance for the year: Fair Value $..........0 Book/Adjusted Carrying Value $..........0

NONE

SCHEDULE E - PART 1 - CASH

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Year	5 Amount of Interest Accrued December 31 of Current Year	6 Balance	7 *
Open Depositories						
CITIBANK.................... NEW YORK, NY....................	....	....	....	....	....	XXX
0199999. Total - Open Depositories....................	.XXX...	..........XXX.........	0	0	0	XXX..
0399999. Total Cash on Deposit....................	.XXX...	..........XXX.........	0	0	0	XXX..
0599999. Total Cash....................	.XXX...	..........XXX.........	0	0	0	XXX..

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January....................	....	4. April....................	....	7. July....................	....	10. October....................	....
2. February....................	....	5. May....................	....	8. August....................	....	11. November....................	....
3. March....................	....	6. June....................	....	9. September....................	....	12. December....................	....

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

		1	2	Deposits for the Benefit of All Policyholders		All Other Special Deposits	
				3	4	5	6
	States, Etc.	Type of Deposit	Purpose of Deposit	Book/Adjusted Carrying Value	Fair Value	Book/Adjusted Carrying Value	Fair Value
1.	Alabama AL						
2.	Alaska AK						
3.	Arizona AZ						
4.	Arkansas AR						
5.	California CA						
6.	Colorado CO						
7.	Connecticut CT						
8.	Delaware DE						
9.	District of Columbia DC						
10.	Florida FL						
11.	Georgia GA						
12.	Hawaii HI						
13.	Idaho ID						
14.	Illinois IL						
15.	Indiana IN						
16.	Iowa IA						
17.	Kansas KS						
18.	Kentucky KY						
19.	Louisiana LA						
20.	Maine ME						
21.	Maryland MD						
22.	Massachusetts MA						
23.	Michigan MI						
24.	Minnesota MN						
25.	Mississippi MS						
26.	Missouri MO						
27.	Montana MT						
28.	Nebraska NE						
29.	Nevada NV						
30.	New Hampshire NH						
31.	New Jersey NJ						
32.	New Mexico NM						
33.	New York NY						
34.	North Carolina NC						
35.	North Dakota ND						
36.	Ohio OH	B	Collateral for Insurance Underwriting	529,459	545,052		
37.	Oklahoma OK						
38.	Oregon OR						
39.	Pennsylvania PA						
40.	Rhode Island RI						
41.	South Carolina SC						
42.	South Dakota SD						
43.	Tennessee TN						
44.	Texas TX						
45.	Utah UT						
46.	Vermont VT						
47.	Virginia VA						
48.	Washington WA						
49.	West Virginia WV						
50.	Wisconsin WI						
51.	Wyoming WY						
52.	American Samoa AS						
53.	Guam GU						
54.	Puerto Rico PR						
55.	US Virgin Islands VI						
56.	Northern Mariana Islands MP						
57.	Canada CAN						
58.	Aggregate Alien and Other OT	XXX	XXX	0	0	0	0
59.	Total	XXX	XXX	529,459	545,052	0	0

DETAILS OF WRITE-INS

5801.							
5802.							
5803.							
5898.	Summary of remaining write-ins for line 58 from overflow page	XXX	XXX	0	0	0	0
5899.	Total (Lines 5801 thru 5803+5898) (Line 58 above)	XXX	XXX	0	0	0	0

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