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QUARTERLY STATEMENT

As of June 30, 2014

of the Condition and Affairs of the

PROGRESSIVE DIRECT INSURANCE COMPANY

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

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

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

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

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

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

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

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

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

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

Subscribed and sworn to before me
This 11TH day of AUGUST, 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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	2,912,444,997		2,912,444,997	2,924,359,561
2. Stocks:				
2.1 Preferred stocks	46,351,000		46,351,000	49,845,587
2.2 Common stocks	766,005,866		766,005,866	833,963,310
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)	169,678,329		169,678,329	173,277,025
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....25,214,180), cash equivalents ($.....446,039,045) and short-term investments ($.....339,883)	471,593,108		471,593,108	53,483,012
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	6,291,855	6,291,855	0	
9. Receivables for securities	16,049,568		16,049,568	4,989,144
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	4,388,414,723	6,291,855	4,382,122,868	4,039,917,639
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	13,759,557		13,759,557	15,816,940
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	129,649,052	11,095,237	118,553,815	98,945,081
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	626,083,020		626,083,020	529,906,789
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	13,198,684		13,198,684	7,207,904
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset			0	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)	5,835	5,835	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	10,628,557		10,628,557	29,468,542
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	4,631,612	1,268,221	3,363,391	2,902,560
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	5,186,371,040	18,661,148	5,167,709,892	4,724,165,455
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	5,186,371,040	18,661,148	5,167,709,892	4,724,165,455

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. STATE UNEARNED SURCHARGE RECOVERABLE	1,408,241		1,408,241	1,309,219
2502. STATE TAX CREDITS	1,132,117		1,132,117	1,051,265
2503. NET GOODS AND SERVICES TAX RECEIVABLE	631,612		631,612	469,354
2598. Summary of remaining write-ins for Line 25 from overflow page	1,459,642	1,268,221	191,421	72,722
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	4,631,612	1,268,221	3,363,391	2,902,560

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....586,854,399)	1,467,398,852	1,445,313,868
2.	Reinsurance payable on paid losses and loss adjustment expenses	277,539,237	189,885,755
3.	Loss adjustment expenses	315,512,333	305,091,509
4.	Commissions payable, contingent commissions and other similar charges	389,064	260,647
5.	Other expenses (excluding taxes, licenses and fees)	16,275,770	13,737,438
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	38,870,747	40,364,535
7.1	Current federal and foreign income taxes (including $.....7,812,758 on realized capital gains (losses))	65,408,117	27,840,226
7.2	Net deferred tax liability	9,146,545	3,694,156
8.	Borrowed money $.........0 and interest thereon $.........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....377,762,524 and including warranty reserves of $.........0 and accrued accident and health experience rating refunds including $.........0 for medical loss ratio rebate per the Public Health Service Act	1,300,752,262	1,186,188,659
10.	Advance premium	13,965,232	9,173,840
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	1,100,170	1,362,834
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $.........0 certified)		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	76,873,151	65,812,272
19.	Payable to parent, subsidiaries and affiliates		
20.	Derivatives		
21.	Payable for securities	9,483,843	
22.	Payable for securities lending		
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $.........0 and interest thereon $.........0		
25.	Aggregate write-ins for liabilities	2,465,473	2,154,874
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	3,595,180,796	3,290,880,613
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	3,595,180,796	3,290,880,613
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,480	3,000,480
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	851,283,024	849,378,513
35.	Unassigned funds (surplus)	718,245,592	580,905,849
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $.........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $.........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	1,572,529,096	1,433,284,842
38.	Totals (Page 2, Line 28, Col. 3)	5,167,709,892	4,724,165,455

DETAILS OF WRITE-INS

2501.	MISCELLANEOUS OTHER LIABILITIES	1,792,920	1,792,142
2502.	STATE PLAN LIABILITY	401,304	278,462
2503.	ESCHEATABLE PROPERTY	271,249	84,270
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	2,465,473	2,154,874
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....1,083,866,247)	1,031,609,115	986,973,572	1,985,090,228
1.2 Assumed (written $.....2,065,721,816)	1,970,105,911	1,797,794,725	3,653,817,245
1.3 Ceded (written $.....708,740,711)	675,431,276	626,572,867	1,268,766,249
1.4 Net (written $.....2,440,847,352)	2,326,283,750	2,158,195,430	4,370,141,224
DEDUCTIONS:			
2. Losses incurred (current accident year $.....1,461,889,412):			
2.1 Direct	661,669,782	597,441,753	1,232,742,989
2.2 Assumed	1,235,449,032	1,095,918,393	2,234,921,616
2.3 Ceded	426,881,396	381,006,033	780,232,971
2.4 Net	1,470,237,418	1,312,354,113	2,687,431,634
3. Loss adjustment expenses incurred	254,795,279	230,699,792	474,617,924
4. Other underwriting expenses incurred	495,291,493	458,328,766	920,374,856
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	2,220,324,190	2,001,382,671	4,082,424,414
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	105,959,560	156,812,759	287,716,810
INVESTMENT INCOME			
9. Net investment income earned	48,087,422	48,417,994	111,045,313
10. Net realized capital gains (losses) less capital gains tax of $.....7,812,758	20,639,194	10,236,450	20,566,811
11. Net investment gain (loss) (Lines 9 + 10)	68,726,616	58,654,444	131,612,124
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....1,018,760 amount charged off $.....22,271,395)	(21,252,635)	(21,413,034)	(41,335,405)
13. Finance and service charges not included in premiums	15,961,554	14,543,253	29,642,372
14. Aggregate write-ins for miscellaneous income	8,635,824	7,188,687	14,445,951
15. Total other income (Lines 12 through 14)	3,344,743	318,906	2,752,918
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	178,030,919	215,786,109	422,081,852
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)	178,030,919	215,786,109	422,081,852
19. Federal and foreign income taxes incurred	57,597,040	76,276,221	135,777,137
20. Net income (Line 18 minus Line 19) (to Line 22)	120,433,879	139,509,888	286,304,715
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	1,433,284,842	1,363,283,193	1,363,283,193
22. Net income (from Line 20)	120,433,879	139,509,888	286,304,715
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....7,416,254	13,900,974	49,720,855	117,142,253
25. Change in net unrealized foreign exchange capital gain (loss)	470,748	(994,655)	(1,602,255)
26. Change in net deferred income tax	2,217,345	6,106,605	(4,989,619)
27. Change in nonadmitted assets	316,797	2,277,929	1,820,161
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in	1,904,511	8,566,522	11,326,394
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			(340,000,000)
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)	139,244,254	205,187,144	70,001,649
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	1,572,529,096	1,568,470,337	1,433,284,842

DETAILS OF WRITE-INS

0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED	7,446,563	6,627,388	13,299,382
1402. MISCELLANEOUS OTHER INCOME	1,163,779	512,090	1,069,804
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	25,482	49,209	76,765
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)	8,635,824	7,188,687	14,445,951
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	2,330,038,347	2,180,039,606	4,435,932,876
2.	Net investment income	59,706,698	71,334,767	139,262,616
3.	Miscellaneous income	3,530,467	(469,574)	2,999,331
4.	Total (Lines 1 through 3)	2,393,275,512	2,250,904,799	4,578,194,823
5.	Benefit and loss related payments	1,366,489,732	1,257,473,549	2,634,201,226
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	738,492,987	683,208,562	1,378,468,013
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....(2,537,866) tax on capital gains (losses)	27,841,907	25,740,773	137,587,474
10.	Total (Lines 5 through 9)	2,132,824,626	1,966,422,884	4,150,256,713
11.	Net cash from operations (Line 4 minus Line 10)	260,450,886	284,481,915	427,938,110
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	1,095,301,935	767,887,636	1,542,580,472
	12.2 Stocks	128,410,441	7,979,333	57,477,819
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets		66,000	138,000
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		163	163
	12.7 Miscellaneous proceeds	9,483,843		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,233,196,219	775,933,132	1,600,196,454
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	1,081,995,479	1,062,245,144	1,644,219,000
	13.2 Stocks	13,824,938	21,940,176	39,820,138
	13.3 Mortgage loans			
	13.4 Real estate	847,309	841,586	2,738,477
	13.5 Other invested assets			
	13.6 Miscellaneous applications	11,060,424	105,030	4,985,613
	13.7 Total investments acquired (Lines 13.1 to 13.6)	1,107,728,150	1,085,131,936	1,691,763,228
14.	Net increase or (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	125,468,069	(309,198,804)	(91,566,774)
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock	1,904,511	8,566,522	11,326,394
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			340,000,000
	16.6 Other cash provided (applied)	30,286,630	(81,643,169)	(78,754,451)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	32,191,141	(73,076,647)	(407,428,057)
	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)	418,110,096	(97,793,536)	(71,056,721)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	53,483,012	124,539,733	124,539,733
	19.2 End of period (Line 18 plus Line 19.1)	471,593,108	26,746,197	53,483,012

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

Description	State of Domicile	June 30, 2014	December 31, 2013
Net income			
(1) Net income, state basis	OH	$ 120,433,879	$ 286,304,715
(2) Effect of state prescribed practices		--	--
(3) Effect of state permitted practices		--	--
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	$ 120,433,879	$ 286,304,715
Surplus			
(5) Policyholders' surplus, state basis	OH	$ 1,572,529,096	$ 1,433,284,842
(6) Effect of state prescribed practices		--	--
(7) Effect of state permitted practices		--	--
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	$ 1,572,529,096	$ 1,433,284,842

2. Accounting Changes and Corrections of Errors

The statements of assets, liabilities and surplus, and cash flow for the year ended December 31, 2013 were revised to correctly classify $7,214,905 of premium and agents' balances receivable for an over settlement of the intercompany 90% quota-share reinsurance agreement with Progressive Freedom Insurance Company and Progressive Garden State Insurance Company, both insurance affiliates domiciled in New Jersey. Previously, these items were presented as a receivable from affiliates, thereby understating premium and agents' balances receivable and overstating the receivable from affiliates and understating other cash (applied) provided and overstating premiums collected net of reinsurance on the statements of cash flow. These revisions were not considered to be material, individually or in the aggregate, to previously issued financial statements. The revisions above resulted in differences between the December 31, 2013 audited statutory-basis financial statements and amounts reported in the statutory annual statement. These revisions had no effect on net income, surplus, or total cash flow in any period presented.

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. As of June 30, 2014, the Company has not recorded an other-than-temporary impairment for loan-backed and structured debt securities during the current year.

4. As of June 30, 2014, the Company had $4,998,245 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

   As of June 30, 2014, 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	$ 691,451
2. Twelve months or longer	4,306,794
Total	$ 4,998,245
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	$ 116,470,527
2. Twelve months or longer	216,278,523
Total	$ 332,749,050

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.

E. Repurchase Agreements and/or Securities Lending Transactions

Not applicable

I. Working Capital Finance Investments

Not applicable

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

B. Federal Home Loan Bank Agreements

Not applicable

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

A. Defined Benefit Plan

Not applicable

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

No significant change

14. Contingencies

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

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

Description	Direct
Claims related ECO and bad faith losses paid	$ 242,396

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

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

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

F. All Other Contingencies

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

The following is a discussion of potentially significant pending cases at June 30, 2014. 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 June 30, 2014, the Company was defending four putative statewide class action lawsuits and one putative nationwide 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 June 30, 2014, there was a putative class action lawsuit alleging that the Company refused to pay policy benefits based upon payment by a third party.

As of June 30, 2014, there was a statewide putative class action lawsuit challenging the Company's policy form with regard to rejecting uninsured motorist coverage. The Company does consider a loss from this case to be probable and a loss reserve was established accordingly.

As of June 30, 2014, there was a putative class action lawsuit alleging the Company improperly applies a preferred provider reduction to medical payment claims.

As of June 30, 2014, the Company was defending a putative class action lawsuit challenging the Company's sale of personal injury protection coverage in Massachusetts.

15. Leases

No significant change

NOTES TO FINANCIAL STATEMENTS

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

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

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

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

No significant change

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

No significant change

20. Fair Value Measurements

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

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

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

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

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

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

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

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

Fair Value Measurements at June 30, 2014:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	$ --	$ 29,760,392	$ --	$ 29,760,392
Common stock Industrial & Miscellaneous	766,005,866	--	--	766,005,866
Preferred stock Industrial & Miscellaneous	--	20,426,000	--	20,426,000
Total assets at fair value	$ 766,005,866	$ 50,186,392	$ --	$ 816,192,258
b. Liabilities on balance sheet at fair value				
Derivative liabilities	$ --	$ --	$ --	$ --
Total liabilities at fair value	$ --	$ --	$ --	$ --

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

2. Roll forward of Level 3 Items

Not applicable

3. Policy on Transfers Into and Out of Level 3

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

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

See Note 20A above.

5. Derivative Fair Values

Not applicable

B. Other Fair Value Disclosures

Not applicable

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

The table below represents the fair value of all financial instruments at June 30, 2014, however, not all financial instruments are reported at fair value in the Company's financial statements.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	$ 2,953,933,759	$ 2,912,444,997	$ 491,485,953	$ 2,462,447,806	$ --	$ --
Cash equivalents	446,039,045	446,039,045	446,039,045	--	--	--
Short-term investments	339,883	339,883	339,883	--	--	--
Common stock	766,005,866	766,005,866	766,005,866	--	--	--
Preferred stock	59,727,750	46,351,000	--	59,727,750	--	--
Total	$ 4,226,046,303	$ 4,171,180,791	$ 1,703,870,747	$ 2,522,175,556	$ --	$ --

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 reporting and admissibility requirements of SSAP No. 48, Joint Ventures, Partnerships, and Limited Liability Companies and SSAP No. 97, Investments in Subsidiary, Controlled, and Affiliated Entities, the Company nonadmits its investment in Gadsden.

G. Offsetting and Netting of Assets and Liabilities

Not applicable

I. Risk Sharing Provisions of the Affordable Care Act

Not applicable

22. Events Subsequent

Subsequent events have been considered through August 8, 2014 for the statutory statement that was available for issuance by August 15, 2014. 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 $16,099,075 in 2014 which is less than 1% of the total prior year net unpaid losses and LAE of $1,750,405,377. The unfavorable development is primarily due to passenger auto liability originally anticipated severity increasing by 0.9% for accident year 2013. The LAE reserves developed unfavorably primarily due to unfavorable adjusting and other expense reserve development.

26. Intercompany Pooling Arrangements

No significant change

27. Structured Settlements

No significant change

28. Health Care Receivables

No significant change

29. Participating Accident and Health Policies

No significant change

30. Premium Deficiency Reserves

No significant change

31. High Deductibles

No significant change

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

No significant change

33. Asbestos and Environmental Reserves

No significant change

NOTES TO FINANCIAL STATEMENTS

34. Subscriber Savings Accounts

    No significant change

35. Multiple Peril Crop Insurance

    No significant change

36. Financial Guaranty Insurance

    B. Schedule of Insured Financial Obligations at the End of the Period

       Not applicable

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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

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

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

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

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

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

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

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

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....12/31/2012............

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 [X] No [ ] N/A [ ]

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

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

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 6,163,925	$ 6,291,855
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 6,163,925	$ 6,291,855
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 of 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 reported on the liability page: $................................0

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

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

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

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

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

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

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

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

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

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

PART 1 - INVESTMENT

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 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
			2	3	4	5	6	7
	States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1.	Alabama AL	L	37,394,491	35,550,266	22,932,739	21,309,734	15,943,806	15,218,856
2.	Alaska AK	L	10,572,145	9,621,698	4,758,322	4,480,075	5,090,550	4,872,490
3.	Arizona AZ	Q						
4.	Arkansas AR	L	17,082,601	15,049,228	8,461,850	6,822,896	5,368,409	5,236,025
5.	California CA	L	25,285,558	24,561,123	29,831,469	(51,584,266)	30,888,468	73,522,006
6.	Colorado CO	L	93,773,410	86,587,444	65,214,195	53,932,360	66,796,498	56,903,280
7.	Connecticut CT	L	40,628,253	38,756,301	24,561,583	21,881,347	35,372,883	34,539,166
8.	Delaware DE	L	17,365,334	15,532,618	8,453,856	8,562,501	10,656,903	9,134,748
9.	District of Columbia DC	L	10,084,473	9,334,519	5,800,333	5,155,381	5,771,856	5,565,824
10.	Florida FL	Q						
11.	Georgia GA	L	5,224,522	6,277,614	2,814,851	4,031,460	3,284,594	3,685,106
12.	Hawaii HI	L	12,184,517	11,082,908	5,133,543	5,183,461	5,179,638	5,077,913
13.	Idaho ID	L	11,674,639	10,839,708	5,738,082	5,236,587	5,144,509	5,542,195
14.	Illinois IL	L	10,589,146	12,800,759	7,114,042	7,224,564	6,364,908	9,595,250
15.	Indiana IN	L		(274)	3,943	(14,316)	44,091	204,018
16.	Iowa IA	L			6,712	(187)	2	51
17.	Kansas KS	L	32,758,739	30,463,168	18,121,570	18,869,111	10,859,160	10,817,013
18.	Kentucky KY	L	41,400,442	40,519,745	22,589,564	21,272,913	24,028,211	23,161,627
19.	Louisiana LA	L						
20.	Maine ME	L	1,813,268	1,581,455	462,855	543,955	327,981	498,799
21.	Maryland MD	L	9,065,147	10,484,413	5,426,487	5,937,918	6,561,118	8,406,494
22.	Massachusetts MA	L	73,873,538	69,625,870	42,975,214	38,858,536	43,365,297	43,333,329
23.	Michigan MI	Q						
24.	Minnesota MN	L	90,418,017	83,787,700	58,688,701	46,960,731	50,743,376	51,920,929
25.	Mississippi MS	L						
26.	Missouri MO	L	8,425,136	10,929,063	10,913,881	6,827,005	6,926,857	9,581,268
27.	Montana MT	L	13,796,435	12,326,885	9,579,798	5,519,705	5,625,515	4,182,660
28.	Nebraska NE	L				(820)		231
29.	Nevada NV	L	42,612,689	40,182,411	25,196,605	24,124,623	31,717,640	34,066,592
30.	New Hampshire NH	L		(340)	137,452	290,033	61,030	488,625
31.	New Jersey NJ	Q						
32.	New Mexico NM	L	32,712,496	31,147,742	21,495,320	17,872,345	27,732,235	27,511,636
33.	New York NY	L	9,834,126	24,047,905	8,775,701	15,563,520	16,473,650	25,436,280
34.	North Carolina NC	L						
35.	North Dakota ND	L	11,683,917	9,752,370	6,523,206	4,926,166	4,190,251	4,303,693
36.	Ohio OH	L	150,318,703	134,724,189	95,065,400	80,883,262	67,687,442	65,369,276
37.	Oklahoma OK	L	32,114,158	29,685,350	16,065,521	20,612,615	14,696,776	15,024,718
38.	Oregon OR	L	17	117	(2,131)	(765)	1,479	33,142
39.	Pennsylvania PA	L	18,630,563	20,962,844	13,467,550	14,750,492	16,013,160	18,884,600
40.	Rhode Island RI	L	24,249,842	20,917,223	14,559,258	11,953,261	18,743,074	16,843,184
41.	South Carolina SC	L	36,587,779	28,986,179	19,744,731	13,378,331	17,111,847	11,782,333
42.	South Dakota SD	L	8,536,609	8,038,078	6,597,542	3,701,257	4,511,066	4,207,835
43.	Tennessee TN	L			(5,204)	(30,475)	25,000	25,000
44.	Texas TX	N						
45.	Utah UT	L	25,694,818	24,755,762	13,739,379	14,251,398	13,444,499	13,674,399
46.	Vermont VT	L	8,987,366	7,902,250	5,881,846	3,789,197	3,487,761	3,145,639
47.	Virginia VA	L	25,573,093	30,566,975	17,299,946	21,146,771	17,672,763	21,952,143
48.	Washington WA	L	83,053,344	74,574,774	46,499,621	43,697,218	56,348,652	49,291,011
49.	West Virginia WV	L					2	11,548
50.	Wisconsin WI	L		74	(5,351)	(5,503)	(9)	274
51.	Wyoming WY	L						31
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	9,866,917	7,590,281	5,108,578	3,955,174	1,197,719	924,502
59.	Totals	(a) 46	1,083,866,247	1,029,546,397	675,728,562	531,869,571	655,460,663	693,975,737

DETAILS OF WRITE-INS

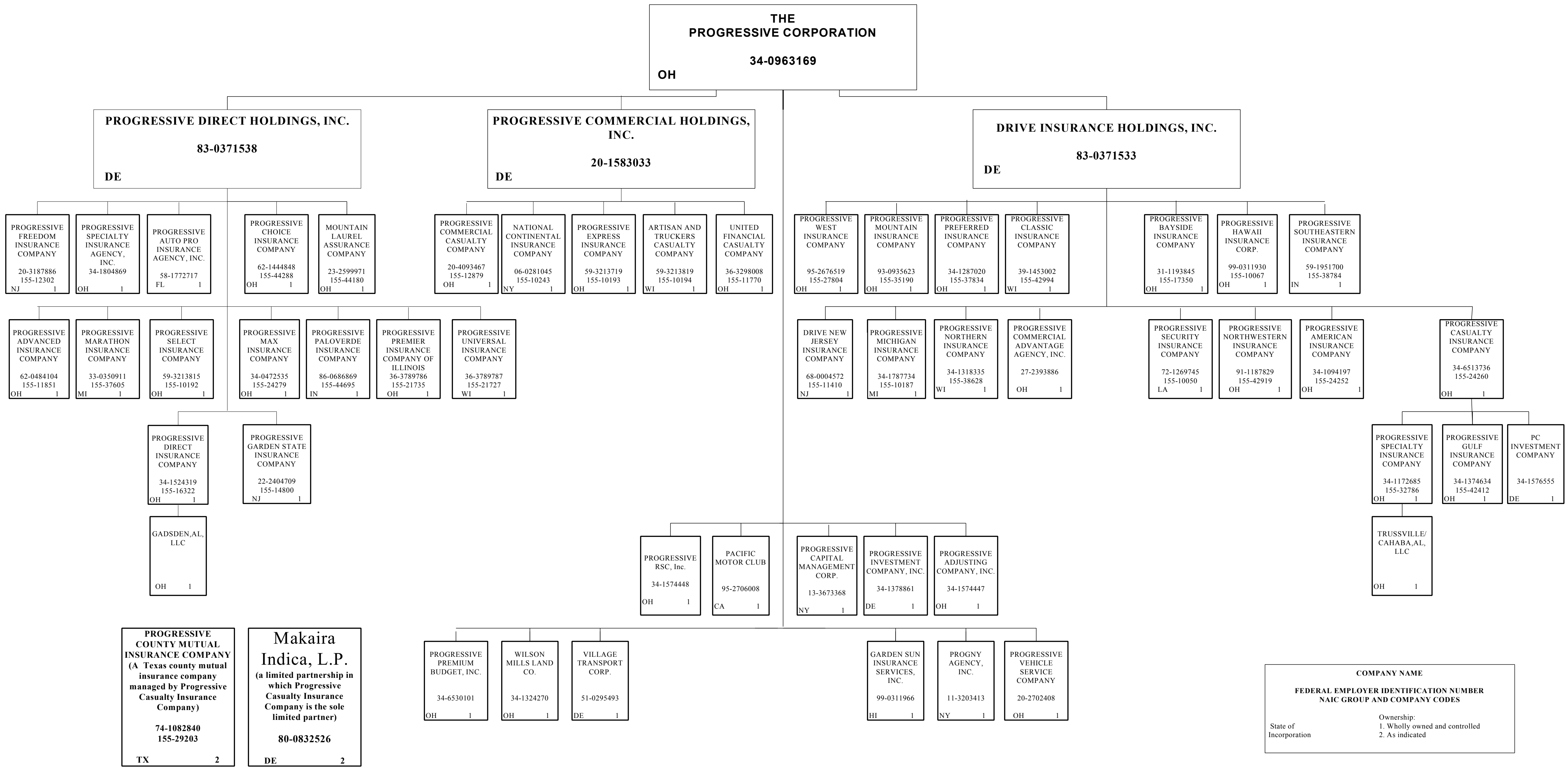
58001. AUS AUSTRALIA	XXX	9,866,917	7,590,281	5,108,578	3,955,174	1,197,719	924,502
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	9,866,917	7,590,281	5,108,578	3,955,174	1,197,719	924,502

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

Statement for June 30, 2014 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

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

PART 1 – ORGANIZATIONAL CHART



AS OF 06/30/14

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
0155	The Progressive Insurance Group	00000	34-0963169		0000080661	New York Stock Exchange	The Progressive Corporation	OH	UIP	Board, Management	Board		The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	83-0371533				Drive Insurance Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11410	68-0004572				Drive New Jersey Insurance Company	NJ	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24252	34-1094197				Progressive American Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	17350	31-1193845				Progressive Bayside Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	24260	34-6513736				Progressive Casualty Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1576555				PC Investment Company	DE	NIA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	29203	74-1082840				Progressive County Mutual Insurance Company	TX	IA	Progressive Casualty Insurance Company	Management		The Progressive Corporation.	2, 3
0155	The Progressive Insurance Group	42412	34-1374634				Progressive Gulf Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	32786	34-1172685				Progressive Specialty Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-5716113				Trussville/Cahaba, AL , LLC	OH	NIA	Progressive Specialty Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	42994	39-1453002				Progressive Classic Insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10067	99-0311930				Progressive Hawaii Insurance Corp.	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10187	34-1787734				Progressive Michigan Insurance Company	MI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	35190	93-0935623				Progressive Mountain Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	38628	34-1318335				Progressive Northern insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	42919	91-1187829				Progressive Northwestern Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	37834	34-1287020				Progressive Preferred Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10050	72-1269745				Progressive Security Insurance Company	LA	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	38784	59-1951700				Progressive Southeastern Insurance Company	IN	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	27804	95-2676519				Progressive West Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	27-2393886				Progressive Commercial Advantage Agency, Inc.	OH	NIA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-1583033				Progressive Commercial Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10194	59-3213819				Artisan and Truckers Casualty Company	WI	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10243	06-0281045				National Continental Insurance Company	NY	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	12879	20-4093467				Progressive Commercial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	10193	59-3213719				Progressive Express Insurance Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11770	36-3298008				United Financial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	83-0371538				Progressive Direct Holdings, Inc.	DE	UDP	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44180	23-2599971				Mountain Laurel Assurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	11851	62-0484104				Progressive Advanced Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	58-1772717				Progressive Auto Pro Insurance Agency, Inc.	FL	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	44288	62-1444848				Progressive Choice Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	16322	34-1524319				Progressive Direct Insurance Company	OH	RE	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-5716047				Gadsden, AL, LLC	OH	DS	Progressive Direct Insurance Company	Ownership	100.000	The Progressive Corporation.	1, 3
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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155	The Progressive Insurance Group	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 managed, 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	11,028,781	5,844,022	53.0	61.6
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation			0.0	
17.1 Other liability-occurrence	4,824,690	1,203,192	24.9	24.3
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	664,063,136	386,829,835	58.3	55.4
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	351,692,508	267,792,734	76.1	70.7
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety			0.0	
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	
35. Totals	1,031,609,115	661,669,783	64.1	60.5
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	10,082,969	13,860,096	12,530,033
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	4,182,563	5,981,364	5,361,911
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	333,105,138	690,070,558	659,312,826
19.3 19.4 Commercial auto liability			
21. Auto physical damage	188,723,225	373,954,229	352,341,627
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	536,093,895	1,083,866,247	1,029,546,397
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 2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2014 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. 2011 + Prior	256,069	53,002	309,071	101,909	2,535	104,443	154,190	14,638	36,340	205,167	29	510	539
2. 2012	323,327	73,810	397,137	126,070	6,565	132,635	188,424	35,826	43,117	267,367	(8,833)	11,698	2,865
3. Subtotals 2012 + Prior	579,396	126,812	706,208	227,979	9,100	237,078	342,614	50,463	79,457	472,534	(8,804)	12,208	3,405
4. 2013	795,248	248,947	1,044,195	390,794	47,378	438,172	398,671	95,153	124,894	618,718	(5,783)	18,478	12,695
5. Subtotals 2013 + Prior	1,374,644	375,759	1,750,403	618,773	56,478	675,250	741,285	145,617	204,351	1,091,252	(14,587)	30,686	16,099
6. 2014	XXX	XXX	XXX	XXX	1,017,277	1,017,277	XXX	528,235	163,423	691,659	XXX	XXX	XXX
7. Totals	1,374,644	375,759	1,750,403	618,773	1,073,755	1,692,528	741,285	673,852	367,774	1,782,911	(14,587)	30,686	16,099
8. Prior Year-End's Surplus As Regards Policyholders	1,433,285										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. (1.1)%	2. 8.2 %	3. 0.9 %
													Col. 13, Line 7 Line 8
													4. 1.1 %

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:

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

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

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

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

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. NEW YORK STATE ASSESSMENT RECOVERABLE	103,031		103,031	24,650
2505. MISCELLANEOUS OTHER ASSETS	602,293	513,903	88,390	48,072
2506. PREPAID EXPENSES	754,318	754,318	0	
2597. Summary of remaining write-ins for Line 25	1,459,642	1,268,221	191,421	72,722

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	173,277,026	180,348,481
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	847,309	2,738,477
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		96,406
8. Deduct current year's depreciation	4,446,007	9,713,526
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	169,678,328	173,277,026
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	169,678,328	173,277,026

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	6,163,925	6,308,064
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)	127,930	(6,139)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		138,000
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	6,291,855	6,163,925
12. Deduct total nonadmitted amounts	6,291,855	6,163,925
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,808,168,457	3,533,941,368
2. Cost of bonds and stocks acquired	1,095,820,416	1,684,039,138
3. Accrual of discount	5,783,257	18,216,086
4. Unrealized valuation increase (decrease)	21,189,299	180,228,300
5. Total gain (loss) on disposals	28,451,952	26,878,434
6. Deduct consideration for bonds and stocks disposed of	1,223,712,375	1,600,058,291
7. Deduct amortization of premium	10,899,143	32,778,456
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		2,298,122
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,724,801,863	3,808,168,457
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	3,724,801,863	3,808,168,457

SCHEDULE D - PART 1B

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

NAIC Designation	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. NAIC 1 (a)	2,631,287,217	788,277,137	536,831,835	(1,569,924)	2,631,287,217	2,881,162,595		2,375,868,310
2. NAIC 2 (a)	474,833,248	20,185,700	71,874,628	(523,426)	474,833,248	422,620,894		528,850,354
3. NAIC 3 (a)	65,035,560		10,344,658	349,534	65,035,560	55,040,436		71,197,313
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	3,171,156,025	808,462,837	619,051,121	(1,743,816)	3,171,156,025	3,358,823,925	0	2,975,915,977
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2	45,341,059		4,941,662	75,603	45,341,059	40,475,000		44,364,381
10. NAIC 3	5,655,650			220,350	5,655,650	5,876,000		5,481,206
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock	50,996,709	0	4,941,662	295,953	50,996,709	46,351,000	0	49,845,587
15. Total Bonds and Preferred Stock	3,222,152,734	808,462,837	623,992,783	(1,447,863)	3,222,152,734	3,405,174,925	0	3,025,761,564

(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	339,883	XXX	339,883	244	

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	16,166,880	27,385,338
2. Cost of short-term investments acquired	8,049,603	60,903,745
3. Accrual of discount		219,141
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		163
6. Deduct consideration received on disposals	24,296,975	69,673,580
7. Deduct amortization of premium	263,242	230,799
8. Total foreign exchange change in book/adjusted carrying value	683,617	(2,437,128)
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)	339,883	16,166,880
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	339,883	16,166,880

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	35,389,543	95,295,300
2. Cost of cash equivalents acquired	585,514,868	851,756,236
3. Accrual of discount	28,648	104,460
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	174,915,000	911,246,403
7. Deduct amortization of premium	19,788	
8. Total foreign exchange change in book/ adjusted carrying value	40,774	(520,050)
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)	446,039,045	35,389,543
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	446,039,045	35,389,543

SCHEDULE A - PART 2

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

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
Campus I Home Office Complex - 6300 Wilson Mills Rd.	Mayfield Village	OH	10/01/2007					62,660
Discovery Training Center - 6671 Beta Dr.	Mayfield Village	OH	10/01/2007					419,411
Alpha North Office Building - 747 Alpha Dr.	Highland Heights	OH	10/01/2007					3,357
Colorado Springs Data Center/PPA Center - 650 Sybilla Lane	Colorado Springs	CO	10/01/2007					135,383
0199999. Totals					0	0	0	620,811
0399999. Totals					0	0	0	620,811

QE01

SCHEDULE A - PART 3

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

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

NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 C6 5	US TREASURY NOTE 1.625% 03/31/19		04/04/2014	Goldman Sachs		24,905,273	25,000,000	7,770	1
912828 WG 1	US TREASURY NOTE 2.250% 04/30/21		05/23/2014	Goldman Sachs		40,431,250	40,000,000	61,141	1
912828 WL 0	US TREASURY NOTE 1.500% 05/31/19		06/24/2014	Goldman Sachs		4,958,594	5,000,000	5,123	1
912828 WS 5	US TREASURY NOTE 1.625% 06/30/19		06/26/2014	Goldman Sachs		4,996,094	5,000,000		1
0599999. Total Bonds - U.S Government						75,291,211	75,000,000	74,034	XXX
Bonds - U.S. States, Territories and Possessions									
882721 BG 7	TEXAS ST 0.060% 06/01/35		04/30/2014	Goldman Sachs		2,200,000	2,200,000	483	1FE
882721 RM 7	TEXAS ST 0.060% 04/01/36		04/23/2014	Goldman Sachs		7,000,000	7,000,000	449	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						9,200,000	9,200,000	932	XXX
Bonds - U.S. Special Revenue and Special Assessment									
546850 CM 8	LOUISVILLE KY REGL ARPT AUTH A 5.000% 07/01/21		06/11/2014	Morgan Stanley		2,929,600	2,500,000		1FE
546850 CN 6	LOUISVILLE KY REGL ARPT AUTH A 5.000% 07/01/22		06/11/2014	Morgan Stanley		3,805,815	3,250,000		1FE
546850 CP 1	LOUISVILLE KY REGL ARPT AUTH A 5.000% 07/01/23		06/11/2014	Morgan Stanley		5,264,280	4,500,000		1FE
546850 CQ 9	LOUISVILLE KY REGL ARPT AUTH A 5.000% 07/01/24		06/11/2014	Morgan Stanley		4,269,442	3,655,000		1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						16,269,137	13,905,000	0	XXX
Bonds - Industrial and Miscellaneous									
05524V AA 5	BAMLL 2011-FSHN A 4.420% 07/11/33		06/12/2014	CSFBdirect		1,091,563	1,000,000	1,964	1FM
125272 AQ 7	CGBAM 2013-BREH D 3.002% 05/15/30		06/13/2014	Merrill Lynch		3,092,252	3,074,000	769	1FM
12622D AB 0	COMM 2010-C1 A2 3.830% 07/10/46		06/26/2014	Deutsche Bank		428,938	400,000		1FM
12622D AC 8	COMM 2010-C1 A3 4.205% 07/10/46		06/24/2014	Various		370,147	343,000	726	1FM
12625C AL 7	COMM 2013-WWP C 3.544% 03/10/31		06/27/2014	CSFBdirect		2,034,305	2,050,000	202	1FM
12626A AN 6	COMM 2013-THL D 2.801% 06/08/30		05/22/2014	Various		21,733,195	21,618,000	10,370	1FM
12648J CU 3	CSMC 2014-4R 13A1 2.635% 12/30/37		04/10/2014	CSFBdirect		41,058,921	40,143,156	84,673	1FE
12648J CU 3	CSMC 2014-4R 13A1 2.635% 12/30/37		04/10/2014	CSFBdirect		429,803	420,216	886	1FE
12648J CU 3	CSMC 2014-4R 13A1 2.635% 12/30/37		04/10/2014	CSFBdirect		449,657	439,628	927	1FE
161571 FL 3	CHAIT 2012-A5 A5 0.590% 08/15/17		06/19/2014	Royal Bank of Scotland		10,750,096	10,735,000	1,583	1FE
17322F AE 1	CGCMT 2014-388G C 1.550% 06/15/33		06/05/2014	Citicorp Securities Inc.		18,072,000	18,072,000		1FE
20047A AG 5	COMM 2004-LB2A D 4.934% 03/10/39		06/27/2014	Merrill Lynch		3,365,625	3,000,000	411	1FM
23317F AA 4	DDR 2009-DDR1 A 3.807% 10/14/22		05/19/2014	CSFBdirect		8,480	8,455	17	1FM
23317F AA 4	DDR 2009-DDR1 A 3.807% 10/14/22		05/19/2014	CSFBdirect		3,668,078	3,657,220	7,348	1FM
23317F AC 0	DDR 2009-DDR1 C 6.223% 10/14/22		05/19/2014	CSFBdirect		5,028,125	5,000,000	16,422	1FM
30225A BA 0	ESA 2013-ESH5 B5 2.278% 12/05/31		06/19/2014	Various		437,471	442,000	184	1FM
3137BA HB 1	FHMS 2014-K715 X1 IO 1.175% 01/25/21		05/02/2014	Barclays Capital		18,006,471		122,548	1FE
36163N AD 8	GEET 2014-1 A4 1.480% 08/23/22		06/10/2014	Barclays Capital		5,998,237	6,000,000		1FE
36190S AA 0	GPPT 2014-GPP A 1.102% 02/15/27		04/25/2014	JP Morgan Securities		5,605,250	5,600,000	2,572	1FE
36190S AG 7	GPPT 2014-GPP B 1.452% 02/15/27		04/03/2014	Deutsche Bank		5,007,031	5,000,000	2,423	1FE
36193A AA 6	GSMS 2013-KING A 2.706% 12/10/27		05/30/2014	Goldman Sachs		208,219	205,142	46	1FM
46634G AB 7	JPMCC 2009-IWST A2 5.633% 12/05/27		06/27/2014	Merrill Lynch		1,309,811	1,124,000	176	1FM
46639W AA 9	JPMCC 2013-FL3 A1 0.952% 04/15/28		05/29/2014	Various		219,583	219,583	90	1FM

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)
46639W AA 9	JPMCC 2013-FL3 A1 0.952% 04/15/28		05/29/2014	Various		375,417	375,417	153	1FM
46641P AA 0	JPMCC 2014-FL4 A 1.102% 12/15/30		04/10/2014	Union Bank of Switzerland		130,041	130,000		1FE
50185V AL 7	LCCM 2014-909 D 3.897% 05/15/31		06/02/2014	Wells Fargo Bank		20,008,360	20,000,000	47,630	1FE
50218L AC 0	LNSTR 2014-2 A2 2.767% 01/20/41		05/05/2014	Wells Fargo Bank		9,999,800	10,000,000	10,761	1FE
55315C AB 3	MMAF 2014-AA A2 0.520% 04/10/17		06/03/2014	JP Morgan Securities		19,998,326	20,000,000		1FE
55660C AL 2	MAD 2013-650M D 4.034% 10/12/32		06/12/2014	CSFBdirect		8,930,196	8,805,000	16,314	1FM
61761X AL 2	MSC 2013-WLSR D 3.629% 01/11/32		04/01/2014	CSFBdirect		512,200	520,000	152	1FE
682439 AA 2	AACMT 2005-C6A A1 5.690% 10/13/37		06/30/2014	Wells Fargo Bank		2,337,422	2,000,000	6,954	1FM
75951A AA 6	RELIANCE STAND LIFE II 2.500% 04/24/19		05/07/2014	Various		19,669,468	19,700,000	5,875	1FE
00507U AA 9	ACTAVIS FUNDING SCS 1.300% 06/15/17	F	06/10/2014	Bank of America Corp		9,974,000	10,000,000		2FE
00507U AC 5	ACTAVIS FUNDING SCS 2.450% 06/15/19	F	06/10/2014	Bank of America Corp		6,980,120	7,000,000		1FE
780099 CC 9	ROYAL BANK OF SCOTLAND GRP PL 2.550% 09/18/15	F	04/01/2014	Banque National Di Paris		10,211,700	10,000,000	11,333	2FE
3899999. Total Bonds - Industrial and Miscellaneous						257,500,308	237,081,817	353,509	XXX
8399997. Total Bonds - Part 3						358,260,656	335,186,817	428,475	XXX
8399999. Total Bonds						358,260,656	335,186,817	428,475	XXX
Common Stocks - Industrial and Miscellaneous									
09238E 20 3	BLACKHAWK NETWORK HD B		04/14/2014	State Street Bank	4,534.430	110,005	XXX		L
31816Q 10 1	FIREEYE INC		06/23/2014	State Street Bank	16,000.000	627,410	XXX		L
35671D 85 7	FREEPORT-MCMORAN COPPER & GOLD CLASS B		04/01/2014	State Street Bank	13,900.000	456,868	XXX		L
38259P 70 6	GOOGLE INC C		04/03/2014	Spin Off	17,800.000	5,547,209	XXX		L
45845P 10 8	INTERCEPT PHARMACEUTICALS IN		06/23/2014	State Street Bank	1,900.000	521,285	XXX		L
67011P 10 0	NOW INC/DE		06/02/2014	Spin Off	4,525.000	71,921	XXX		L
75508B 10 4	RAYONIER ADVANCED MATERI-W/I		06/30/2014	Spin Off	2,299.770	53,216	XXX		L
83416T 10 0	SOLARCITY CORP		06/23/2014	State Street Bank	4,400.000	307,531	XXX		L
848637 10 4	SPLUNK INC		06/23/2014	State Street Bank	12,100.000	632,705	XXX		L
88160R 10 1	TESLA MOTORS INC		06/23/2014	State Street Bank	2,100.000	499,299	XXX		L
887228 10 4	TIME INC		06/09/2014	Spin Off	3,900.000	43,825	XXX		L
90184L 10 2	TWITTER INC		06/23/2014	State Street Bank	28,900.000	1,139,278	XXX		L
939647 10 3	WASHINGTON PRIME GROUP		05/29/2014	Spin Off	7,050.000	62,614	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						10,073,166	XXX	0	XXX
9799997. Total Common Stocks - Part 3						10,073,166	XXX	0	XXX
9799999. Total Common Stocks						10,073,166	XXX	0	XXX
9899999. Total Preferred and Common Stocks						10,073,166	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						368,333,822	XXX	428,475	XXX

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

Statement for June 30, 2014 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
3620AN RT 9	GNMA PLC 2.990% 04/15/20		06/01/2014	Paydown		420,115	420,115	420,054	420,062		53		53		420,115			0	5,236	04/15/2020	1
912828 B6 6	US TREASURY NOTE 2.750% 02/15/24		06/23/2014	Barclays Capital		10,135,938	10,000,000	10,053,125			(1,527)		(1,527)		10,051,598		84,339	84,339	97,997	02/15/2024	1
912828 C3 2	US TREASURY NOTE 0.750% 03/15/17		05/30/2014	Goldman Sachs		20,025,000	20,000,000	19,910,547			5,427		5,427		19,915,974		109,026	109,026	32,201	03/15/2017	1
912828 C6 5	US TREASURY NOTE 1.625% 03/31/19		05/30/2014	Barclays Capital		35,211,914	35,000,000	34,851,858			4,312		4,312		34,856,170		355,744	355,744	97,900	03/31/2019	1
912828 SM 3	US TREASURY NOTE 1.000% 03/31/17		05/30/2014	Goldman Sachs		48,361,875	48,000,000	48,870,625	48,622,222		(79,234)		(79,234)		48,542,989		(181,114)	(181,114)	322,623	03/31/2017	1
912828 WG 1	US TREASURY NOTE 2.250% 04/30/21		05/30/2014	Barclays Capital		40,537,500	40,000,000	40,431,250			(1,310)		(1,310)		40,429,940		107,560	107,560	80,707	04/30/2021	1
0599999. Total Bonds - U.S Government						154,692,342	153,420,115	154,537,459	49,042,284	0	(72,279)	0	(72,279)	0	154,216,786	0	475,555	475,555	636,664	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
662523 VQ 9	NORTH SLOPE BORO 0.000% 06/30/14		06/30/2014	Maturity		2,500,000	2,500,000	1,726,475	2,446,936		53,064		53,064		2,500,000			0		06/30/2014	1FE
882720 2Q 7	TEXAS ST 0.060% 06/01/34		06/02/2014	Call 100.0000		950,000	950,000	950,000					0		950,000			0	342	12/01/2033	1FE
882721 BG 7	TEXAS ST 0.060% 06/01/35		06/05/2014	Call 100.0000		985,000	985,000	985,000					0		985,000			0	570	12/01/2034	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						4,435,000	4,435,000	3,661,475	2,446,936	0	53,064	0	53,064	0	4,435,000	0	0	0	912	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
01030R GB 2	ALABAMA HSG FIN SF 5.500% 10/01/38		04/01/2014	Call 100.0000		145,000	145,000	141,884	143,987		1,013		1,013		145,000			0	3,988	10/01/2015	1FE
3137AJ MG 6	FHMS 2011-K016 X1 IO 1.569% 10/25/21		06/01/2014	Paydown				42,677	35,103		(35,103)		(35,103)					0	2,671	10/25/2021	1FE
3137AN MP 7	FHMS 2012-K707 X1 IO 1.552% 12/25/18		06/01/2014	Paydown				14,948	11,164		(11,164)		(11,164)					0	1,160	12/25/2018	1
313921 6F 0	FNGT 2001-W3 A 6.964% 09/01/41		06/01/2014	Paydown		3,941	3,941	4,124	4,139		(197)		(197)		3,941			0	118	09/01/2041	1
31392C MS 0	FNW 2002-W1 2A 6.566% 02/25/42		06/01/2014	Paydown		4,670	4,670	4,899	4,815		(145)		(145)		4,670			0	131	02/25/2042	1
49130N CB 3	KENTUCKY HIGHER ED STUDENT LN 0.725% 5/1/20		05/01/2014	Call 100.0000		390,000	390,000	390,000	389,535		465		465		390,000			0	1,451	08/01/2015	1FE
49130T PR 1	KENTUCKY HSG CORP HSG REV 4.250% 07/01/33		05/08/2014	Call 100.0000		485,000	485,000	503,003	500,217		(15,217)		(15,217)		485,000			0	17,578	01/01/2023	1FE
53945C AE 0	LOS ANGELES CA WSTWTR SYS REV 5.000% 6/1/18		04/28/2014	Goldman Sachs		1,159,860	1,000,000	1,197,070	1,173,807		(12,861)		(12,861)		1,160,946		(1,086)	(1,086)	20,833	06/01/2018	1FE
53945C AF 7	LOS ANGELES CA WSTWTR SYS REV 5.000% 6/1/19		04/28/2014	Citicorp Securities Inc.		1,422,108	1,200,000	1,459,476	1,434,254		(13,961)		(13,961)		1,420,294		1,814	1,814	25,000	06/01/2019	1FE
60416S BU 3	MINNESOTA ST HSG FIN AGY 3.000% 07/01//31		06/01/2014	Call 100.0000		535,000	535,000	561,937	558,582		(23,582)		(23,582)		535,000			0	15,203	01/01/2024	1FE
60636X T8 6	MISSOURI ST HSG SF 5.700% 09/01/38		04/01/2014	Call 100.0000		110,000	110,000	117,700	114,057		(4,057)		(4,057)		110,000			0	3,658	03/01/2017	1FE
64468T 4M 6	NEW HAMPSHIRE ST HSG 5.650% 01/01/36		04/01/2014	Call 100.0000		165,000	165,000	175,951	170,177		(5,177)		(5,177)		165,000			0	6,992	07/01/2017	1FE
64469D FN 6	NEW HAMPSHIRE ST HSG 6.250% 01/01/39		04/01/2014	Call 100.0000		570,000	570,000	613,776	578,308		(8,308)		(8,308)		570,000			0	26,719	07/01/2016	1FE
647110 FD 2	NEW MEXICO EDL ASSISTANCE FNDT 0.927% 12/1/20		06/02/2014	Call 100.0000		340,000	340,000	340,000	339,523		477		477		340,000			0	1,610	12/01/2016	1FE
647200 V3 5	NEW MEXICO MTG FIN AGY 3.750% 03/01/43		06/01/2014	Call 100.0000		85,000	85,000	89,997	89,127		(4,127)		(4,127)		85,000			0	2,391	06/01/2023	1FE
662826 EW 2	NORTH TEX HIGHER ED AUTH INC S 0.628% 7/01/19		04/01/2014	Call 100.0000		600,000	600,000	600,000	599,115		885		885		600,000			0	1,964	07/01/2015	1FE
677377 Q5 5	OHIO HSG FIN AGY 5.000% 11/01/28		05/01/2014	Call 100.0000		1,295,000	1,295,000	1,419,191	1,372,154		(77,154)		(77,154)		1,295,000			0	32,375	11/01/2019	1FE
67886R KE 7	OKLAHOMA HSG FIN SF 6.000% 09/01/36		06/01/2014	Call 100.0000		160,000	160,000	175,064	163,855		(3,855)		(3,855)		160,000			0	7,200	09/01/2016	1FE
686087 LC 9	OREGON ST HSG & CMNTY 5.000% 07/01/30		04/01/2014	Call 100.0000		540,000	540,000	569,533	560,141		(20,141)		(20,141)		540,000			0	20,250	01/01/2022	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38		04/01/2014	Call 100.0000		5,000	5,000	5,421	5,207		(207)		(207)		5,000			0	225	01/01/2017	1FE
83755G 2J 5	SOUTH DAKOTA HSG 5.750% 05/01/31		06/16/2014	Call 100.0000		395,000	395,000	425,940	401,310		(6,310)		(6,310)		395,000			0	14,195	11/01/2015	1FE
88275F MU 0	TEXAS ST HSG & CMNTY 5.625% 03/01/39		06/01/2014	Call 100.0000		555,000	555,000	590,243	560,777		(5,777)		(5,777)		555,000			0	20,883	03/01/2016	1FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
92418P CZ 8	VERMONT HSG FIN SF 5.500% 11/01/37		05/01/2014	Call 100.0000		305,000	305,000	323,998	306,632		(1,632)		(1,632)		305,000			0	8,388	11/01/2014	1FE
924190 BC 4	VERMONT HSG FIN AGY 5.750% 05/01/36		05/01/2014	Call 100.0000		465,000	465,000	502,047	468,916		(3,916)		(3,916)		465,000			0	13,369	11/01/2014	1FE
93978T CW 7	WASHINGTON ST HSG 5.750% 12/01/37		06/01/2014	Call 100.0000		690,000	690,000	702,938	693,520		(3,520)		(3,520)		690,000			0	19,838	11/30/2015	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						10,425,579	10,043,611	10,971,817	10,678,422	0	(253,571)	0	(253,571)	0	10,424,851	0	728	728	268,190	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00432C AU 5	ACCSS 2003-A A2 1.225% 07/01/38		06/25/2014	Paydown		1,121,449	1,121,449	1,094,114	1,105,209		16,240		16,240		1,121,449			0	5,474	07/01/2038	1FE
004421 PR 8	ACE 2005-HE4 M2 0.672% 07/25/35		06/25/2014	Paydown		38,477	38,477	36,746	37,145		1,331		1,331		38,477			0	131	07/25/2035	1FM
00764M DX 2	AABST 2004-6 M1 0.692% 03/25/35		06/25/2014	Paydown		406,003	406,003	393,823	403,726		2,278		2,278		406,003			0	1,490	03/25/2035	1FM
03879Q AA 2	ARC PROP OPER PART LP/CL 2.000% 02/06/17		04/04/2014	Wells Fargo Bank		7,752,434	7,735,000	7,732,757			39		39		7,732,796		19,639	19,639	26,921	02/06/2017	2FE
05357H AG 5	AVMT 2013-AVM B 3.867% 12/05/32		05/29/2014	Jefferies & Co.		6,765,000	6,400,000	6,532,000			(3,068)		(3,068)		6,528,932		236,068	236,068	41,918	12/05/2032	1FM
05532F AE 2	BCAP 2009-RR11 2A1 2.430% 10/26/35		06/01/2014	Paydown		511,768	511,768	500,893	506,703		5,066		5,066		511,768			0	5,151	10/26/2035	1FM
05532X EZ 2	BCAP 2010-RR4 12A1 4.000% 07/26/36		06/01/2014	Paydown		802,897	802,897	791,355	797,061		5,836		5,836		802,897			0	12,669	07/26/2036	1FM
05533Q AA 5	BCAP 2010-RR5 5A1 0.482% 11/26/35		06/25/2014	Paydown		789,414	789,414	769,678	771,842		17,572		17,572		789,414			0	1,684	11/26/2035	1FM
055381 AS 6	BE AEROSPACE INC 5.250% 04/01/22		06/25/2014	Various		10,915,000	10,000,000	10,412,500	10,150,000	218,901	(24,243)		194,658		10,344,658		570,342	570,342	377,708	04/01/2022	3FE
05538U AA 1	BBUBS 2012-SHOW A 3.430% 11/05/36		05/20/2014	Jefferies & Co.		14,773,750	15,000,000	15,352,664	15,326,094		(8,775)		(8,775)		15,317,319		(543,569)	(543,569)	223,725	11/05/2036	1FM
05604F AA 3	BWAY 2013-1515 A1 2.809% 03/10/33		06/23/2014	Various		16,602,227	16,900,000	17,322,480	17,280,275		(16,448)		(16,448)		17,263,827		(661,601)	(661,601)	189,183	03/10/2033	1FM
05946X XP 3	BAFC 2005-E 3A1 2.611% 01/20/50		06/01/2014	Paydown		216,406	216,406	175,083	175,083		41,323		41,323		216,406			0	2,733	01/20/2050	1FM
05947U VC 9	BACM 2004-3 A5 5.506% 06/10/39		06/01/2014	Paydown		2,706,685	2,706,685	2,884,100	2,716,439		(9,754)		(9,754)		2,706,685			0	58,918	06/10/2039	1FM
05955R AA 2	BALL 2009-FDG A 5.204% 01/25/42		06/01/2014	Paydown		102,110	102,110	112,268	110,543		(8,433)		(8,433)		102,110			0	2,216	01/25/2042	1FM
07383F Q5 0	BSCMS 2004-PWR5 A5 4.978% 07/11/42		06/01/2014	Paydown		3,333,426	3,333,426	3,597,496	3,367,257		(33,831)		(33,831)		3,333,426			0	67,117	07/11/2042	1FM
07383F X5 2	BSCMS 2004-PWR6 A6 4.825% 11/11/41		06/01/2014	Paydown		1,497,178	1,497,178	1,600,635	1,515,324		(18,146)		(18,146)		1,497,178			0	35,336	11/11/2041	1FM
125354 AG 5	CGRBS 2013-VN05 C 3.704% 03/13/35		05/22/2014	Various		7,457,813	7,500,000	7,200,000			4,622		4,622		7,204,622		253,191	253,191	66,379	03/13/2035	1FM
126191 AA 3	COMM 2012-9W57 A 2.365% 02/10/29		06/17/2014	Wells Fargo Bank		14,468,578	14,085,625	14,226,421	14,174,589		(13,603)		(13,603)		14,160,986		307,592	307,592	179,487	02/10/2029	1FM
12624N AA 8	COMM 2012-LTRT A1 2.150% 10/05/30		04/04/2014	CSFBdirect		5,173,300	5,261,471	5,177,410			1,267		1,267		5,178,677		(5,377)	(5,377)	21,362	10/05/2030	1FM
12624N AA 8	COMM 2012-LTRT A1 2.150% 10/05/30		04/01/2014	Paydown		40,006	40,006	39,367			639		639		40,006			0	143	10/05/2030	1FM
12625C AC 7	COMM 2013-WWP A2 3.424% 03/10/31		04/03/2014	Morgan Stanley		6,528,477	6,635,000	6,404,539	294,988		4,257		4,257		6,408,800		119,677	119,677	62,105	03/10/2031	1FM
12642N AA 6	CSMC 2009-15R 1A1 2.957% 09/26/35		06/01/2014	Paydown		1,098,175	1,098,175	1,125,629			(27,454)		(27,454)		1,098,175			0	6,116	09/26/2035	1FM
12647Q AA 4	CSMC 2013-11R 1A1 2.750% 06/27/34		06/01/2014	Paydown		1,322,945	1,322,945	1,322,118	1,322,038		906		906		1,322,945			0	14,810	06/27/2034	1FM
12648J CU 3	CSMC 2014-4R 13A1 2.635% 12/30/37		05/01/2014	Paydown		420,216	420,216	429,803			(9,586)		(9,586)		420,216			0	919	12/30/2037	1FE
12648J CU 3	CSMC 2014-4R 13A1 2.635% 12/30/37		06/01/2014	Paydown		439,628	439,628	449,657			(10,029)		(10,029)		439,628			0	1,927	12/30/2037	1FE
15231A AC 0	CXHE 2006-A AV3 0.312% 06/25/36		06/25/2014	Paydown		1,099,500	1,099,500	1,019,786	1,055,100		44,399		44,399		1,099,500			0	1,502	06/25/2036	1FM
173067 AD 1	CGCMT 2004-C1 A4 5.626% 04/15/40		04/01/2014	Paydown		1,033,120	1,033,120	1,078,279	1,033,970		(850)		(850)		1,033,120			0	18,734	04/15/2040	1FM
17307G 4V 7	CMLTI 2006-HE1 A4 0.422% 01/25/36		06/25/2014	Paydown		869,687	869,687	708,795	858,889		10,798		10,798		869,687			0	1,553	01/25/2036	1FM
17319H AE 2	CMLTI 2012-5 2A3 2.455% 08/20/35		06/01/2014	Paydown		92,872	92,872	90,347			2,525		2,525		92,872			0	389	08/20/2035	1FE
17320A AD 6	CMLTI 2012-10 2A1A 1.864% 03/25/35		06/01/2014	Paydown		401,410	401,410	403,919	406,612		(5,202)		(5,202)		401,410			0	3,095	03/25/2035	1FM
17320Q AG 4	CGCMT 2013-375P B 3.518% 05/10/35		05/23/2014	Jefferies & Co.		5,046,094	5,000,000	5,100,961	5,095,802		(3,861)		(3,861)		5,091,941		(45,848)	(45,848)	87,907	05/10/2035	1FM

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	11	12	13	14	15	16	17	18	19	20	21	22
										Change in Book/Adjusted Carrying Value											
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
17320Q AJ 8	CGCMT 2013-375P C 3.635% 05/10/35		05/22/2014	Various		6,281,309	6,380,000	6,062,769			4,877		4,877		6,067,646		213,663	213,663	55,420	05/10/2035	1FM
20046F AW 0	COMM 2001-J2A C 6.586% 07/16/34		06/01/2014	Paydown		164,805	164,805	184,781	183,572		(18,766)		(18,766)		164,805			0	4,526	07/16/2034	1FM
20047T AG 4	COMM 2014-TWC B 1.752% 02/13/32		06/25/2014	Deutsche Bank		7,392,492	7,350,000	7,350,000			9		9		7,350,009		42,484	42,484	49,054	02/13/2032	1FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		06/01/2014	Paydown		774	774	785	774	25	(25)		0		774			0	25	03/25/2040	1FM
225458 DM 7	CSFB 2005-C1 A4 5.014% 02/15/38		06/01/2014	Paydown		1,403,746	1,403,746	1,477,583	1,418,401		(14,655)		(14,655)		1,403,746			0	32,237	02/15/2038	1FM
23317F AA 4	DDR 2009-DDR1 A 3.807% 10/14/22		06/01/2014	Paydown		8,455	8,455	8,480			(25)		(25)		8,455			0	27	10/14/2022	1FE
28108P AB 2	ESLFT 2012-A AT 3.190% 10/01/25		04/01/2014	Paydown		431,479	431,479	433,636	433,108		(1,629)		(1,629)		431,479			0	6,986	10/01/2025	1FE
3137B8 G5 0	FHMS 2014-K037 X1 IO 1.043% 01/25/24		06/01/2014	Paydown				27,138			(27,138)		(27,138)					0	667	01/25/2024	1FE
3137BA HB 1	FHMS 2014-K715 X1 IO 1.175% 01/25/21		06/01/2014	Paydown				15,593			(15,593)		(15,593)					0	265	01/25/2021	1FE
345397 VP 5	FORD MOTOR CREDIT CO 6.625% 08/15/17		04/09/2014	Jefferies & Co.		8,145,871	7,011,000	7,679,429	7,434,218		(30,988)		(30,988)		7,403,230		742,640	742,640	308,362	08/15/2017	2FE
36162R AC 2	GEEST 2012-1A A3 1.040% 09/21/15		06/21/2014	Paydown		2,826,976	2,826,976	2,826,404	2,826,810		166		166		2,826,976			0	12,200	09/21/2015	1FE
361849 C8 3	GMACC 2004-C1 B 4.991% 03/10/38		06/01/2014	Paydown		3,384,347	3,384,347	3,308,199	3,377,615		6,732		6,732		3,384,347			0	70,243	03/10/2038	1FM
36192H AA 2	GSMS 2012-ALOH A 3.551% 04/10/34		06/30/2014	Various		19,574,784	18,930,000	19,888,777	19,809,164		(48,076)		(48,076)		19,761,088		(186,304)	(186,304)	361,470	04/10/2034	1FM
36192L AA 3	GSMS 2012-SHOP A 2.933% 06/05/31		06/26/2014	Various		15,350,391	15,000,000	15,339,873	15,273,951		(17,382)		(17,382)		15,256,569		93,822	93,822	177,202	06/05/2031	1FM
36193A AA 6	GSMS 2013-KING A 2.706% 12/10/27		06/01/2014	Paydown		35,702	35,702	35,723			(21)		(21)		35,702			0	190	12/10/2027	1FM
3622N6 AG 4	GSR 2007-AR2 4A1 2.737% 02/25/51		06/01/2014	Paydown		48,624	48,624	47,329	47,329		1,295		1,295		48,624			0	574	02/25/2051	1FM
39153V BC 7	GALC 2012-1 A3 1.250% 04/15/15		06/15/2014	Paydown		2,614,002	2,614,002	2,613,912	2,613,967		35		35		2,614,002			0	13,570	04/15/2015	1FE
43813T AD 5	HAROT 2011-1 A4 1.800% 04/15/17		06/15/2014	Paydown		9,159,782	9,159,782	9,157,343	9,159,412		371		371		9,159,782			0	77,662	04/15/2017	1FE
44890F AC 1	HALST 2012-A A3 0.920% 08/17/15		06/15/2014	Paydown		1,486,495	1,486,495	1,486,336	1,486,457		38		38		1,486,495			0	5,748	08/17/2015	1FE
45660L DG 1	INDX 2005-AR1 4A1 2.438% 03/25/35		06/01/2014	Paydown		41,546	41,546	31,705	32,293		9,253		9,253		41,546			0	396	03/25/2035	1FM
46628K AT 7	JPMMT 2006-A3 6A1 3.185% 08/25/34		06/01/2014	Paydown		398,333	398,333	386,585	417,688		(19,356)		(19,356)		398,333			0	4,985	08/25/2034	1FM
46634G AC 5	JPMCC 2009-IWST XA IO 1.946% 12/05/27		06/01/2014	Paydown				8,832	8,803		(8,803)		(8,803)					0	739	12/05/2027	1FE
46636A AA 0	JPMCC 2010-CNTR A1 3.300% 08/05/32		06/01/2014	Paydown		220,063	220,063	230,792			(10,728)		(10,728)		220,063			0	1,213	08/05/2032	1FM
46637E AA 1	JPMCC 2011-PLSD A1 2.190% 11/13/44		06/09/2014	Paydown		547,887	547,887	560,725	558,013		(10,126)		(10,126)		547,887			0	5,003	11/13/2044	1FM
46637E AN 3	JPMCC 2011-PLSD D 5.736% 11/13/44		05/19/2014	CSFBdirect		9,021,497	8,301,593	8,965,805			(87,154)		(87,154)		8,878,651		142,846	142,846	187,346	11/13/2044	1FM
46639G AU 0	JPMMT 2013-1 2A2 2.500% 03/01/43		06/01/2014	Paydown		415,703	415,703	422,637	422,491		(6,788)		(6,788)		415,703			0	4,256	03/01/2043	1FM
46639W AA 9	JPMCC 2013-FL3 A1 0.952% 04/15/28		06/15/2014	Paydown		219,583	219,583	219,583					0		219,583			0	335	04/15/2028	1FM
46639W AG 6	JPMCC 2013-FL3 B 1.402% 04/15/28		05/21/2014	Morgan Stanley		2,008,750	2,000,000	2,000,000	1,999,854		(122)		(122)		1,999,732		9,018	9,018	12,745	04/15/2028	1FM
46641K AJ 2	JPMCC 2014-FBLU C 2.152% 12/15/28		06/24/2014	Various		16,101,250	16,000,000	16,000,000			123		123		16,000,123		101,127	101,127	121,943	12/15/2028	1FE
493268 CH 7	KSLT 2005-A 2A3 0.464% 09/28/26		06/27/2014	Paydown		996,574	996,574	832,139	964,635		31,939		31,939		996,574			0	3,783	09/28/2026	1FE
50218L AC 0	LNSTR 2014-2 A2 2.767% 01/20/41		06/25/2014	Wells Fargo Bank		10,108,203	10,000,000	9,999,800			(286)		(286)		9,999,514		108,689	108,689	45,348	01/20/2041	1FE
55312V AQ 1	MLCFC 2006-4 XP IO 0.618% 12/12/49		06/01/2014	Paydown				93,594	30,035		(30,035)		(30,035)					0	16,468	12/12/2049	1FE
55313U AD 1	MMAF 2009-AA A4 3.510% 01/15/30		06/15/2014	Paydown		1,651,564	1,651,564	1,731,369	1,671,067		(19,502)		(19,502)		1,651,564			0	21,809	01/15/2030	1FE
553514 AA 8	MSBAM 2012-CKSV A1 2.117% 10/15/30		06/26/2014	Jefferies & Co.		517,246	522,656	504,690			885		885		505,575		11,671	11,671	4,610	10/15/2030	1FM
553514 AA 8	MSBAM 2012-CKSV A1 2.117% 10/15/30		06/01/2014	Paydown		12,908	12,908	12,464			444		444		12,908			0	91	10/15/2030	1FM
57643L GJ 9	MABS 2005-NC1 M4 1.292% 09/25/41		06/25/2014	Paydown/Return of Capital		450,432	450,432	262,453	262,453				0				450,432	450,432	2,516	09/25/2041	1FM

SCHEDULE D - PART 4

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										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
61748L AD 4	MSAC 2006-NC4 A2C 0.302% 11/25/42		06/25/2014	Paydown		307,110	307,110	205,070	205,070		102,040		102,040		307,110			0	399	11/25/2042	1FM
61761X AL 2	MSC 2013-WLSR D 3.629% 01/11/32		06/25/2014	Stephens Inc.		531,375	520,000	512,200			284		284		512,484		18,891	18,891	4,614	01/11/2032	1FE
61762U BB 8	MSRR 2013-R8 5A 2.663% 07/26/53		06/01/2014	Paydown		1,334,037	1,334,037	1,368,221	1,370,859		(36,822)		(36,822)		1,334,037			0	16,389	07/26/2053	1FM
63946C AD 0	NBCUNIVERSAL ENTERPRISE 1.974% 04/15/19		04/10/2014	Nomura Securities Intern'l Inc		1,409,350	1,420,000	1,376,676	1,380,167		2,062		2,062		1,382,228		27,122	27,122	14,015	04/15/2019	1FE
654740 AD 1	NISSAN MOTOR ACCEPTANCE 1.800% 03/15/18		05/09/2014	Various		9,980,750	10,000,000	9,977,700	9,980,972		1,608		1,608		9,982,580		(1,830)	(1,830)	119,250	03/15/2018	2FE
65476Q AD 2	NALT 2012-A A4 1.130% 05/15/17		06/15/2014	Paydown		1,477,671	1,477,671	1,477,659	1,477,668		3		3		1,477,671			0	8,349	05/15/2017	1FE
658262 DV 9	NCSEA 2005-P A1 0.337% 06/01/20		06/01/2014	Paydown		302,500	302,500	294,288	295,213		7,287		7,287		302,500			0	530	06/01/2020	1FE
71085P AW 3	PCHLT 2004-2 M2 1.142% 11/25/41		06/25/2014	Paydown		1,040,867	1,040,867	626,976	668,706		372,161		372,161		1,040,867			0	4,508	11/25/2041	1FM
74928G BM 9	RBSSP 2009-13 11A3 2.957% 09/26/35		06/01/2014	Paydown		756,952	756,952	773,983			(17,031)		(17,031)		756,952			0	4,215	09/26/2035	1FM
74931X AG 1	RBSSP 2013-1 4A1 0.320% 01/26/37		06/25/2014	Paydown		4,250	4,250	3,698	3,800		450		450		4,250			0	6	01/26/2037	1FM
74932T AA 2	RBSSP 2014-1 1A1 0.311% 11/26/36		06/25/2014	Paydown		439,895	439,895	401,404			38,491		38,491		439,895			0	485	11/26/2036	1FE
76112B HW 3	RAMP 2005-RS1 AI4 4.630% 01/25/35		06/01/2014	Paydown		276,428	276,428	257,770	268,338		8,091		8,091		276,428			0	5,883	01/25/2035	1FM
76112B JG 6	RAMP 2005-RS1 MII1 0.977% 01/25/35		06/25/2014	Paydown		697,675	697,675	675,437			22,238		22,238		697,675			0	1,811	01/25/2035	1FM
776696 AD 8	ROPER INDUSTRIES INC 1.850% 11/15/17		04/14/2014	Bank of America Corp.		3,887,566	3,860,000	3,888,178	3,882,317		(1,640)		(1,640)		3,880,678		6,888	6,888	30,151	11/15/2017	2FE
776696 AF 3	ROPER INDUSTRIES INC 2.050% 10/01/18		05/09/2014	Bank of America Corp.		5,002,450	5,000,000	4,891,050	4,896,426		7,638		7,638		4,904,065		98,385	98,385	63,493	10/01/2018	2FE
78413K AA 0	SES GLOBAL AMERICAS HLDG 2.500% 03/25/19		04/24/2014	CSFBdirect		4,996,950	5,000,000	4,971,800			437		437		4,972,237		24,713	24,713	11,806	03/25/2019	2FE
78444V AB 7	SLCLT 2010-B A2 3.652% 07/15/42		06/15/2014	Paydown		812,518	812,518	846,542	844,634		(32,116)		(32,116)		812,518			0	12,357	07/15/2042	1FE
78446X AA 3	SLMA 2012-B A1 1.252% 12/15/21		06/15/2014	Paydown		898,664	898,664	899,189	898,650		14		14		898,664			0	4,699	12/15/2021	1FE
78447B AA 0	SLMA 2012-C A1 1.252% 08/15/23		06/15/2014	Paydown		1,393,695	1,393,695	1,393,695	1,393,126		569		569		1,393,695			0	7,303	08/15/2023	1FE
85172C AA 4	SLFMT 2013-1A A 1.270% 06/25/58		06/01/2014	Paydown		1,361,333	1,361,333	1,361,225	1,361,057		276		276		1,361,333			0	7,242	06/25/2058	1FM
855541 AB 4	STARM 2007-S1 2A1 2.760% 01/25/37		06/01/2014	Paydown		95,310	95,310	83,706	83,706		11,604		11,604		95,310			0	958	01/25/2037	1FM
863579 XC 7	SARM 2005-18 3A1 2.604% 01/25/54		06/01/2014	Paydown		159,420	159,420	121,681	121,681		37,739		37,739		159,420			0	1,827	01/25/2054	1FM
86359X AD 5	SASC 2006-AM1 A4 0.312% 04/25/36		06/25/2014	Paydown		390,145	390,145	365,395			24,750		24,750		390,145			0	327	04/25/2036	1FM
90520G AA 4	UNION BANK OF CALIFORNIA BKNT 5.950% 05/11/16		04/09/2014	Key Bank NA, Cleveland		16,376,834	14,850,000	15,388,164	15,013,708		(17,810)		(17,810)		14,995,899		1,380,935	1,380,935	365,751	05/11/2016	1FE
92343V CC 6	VERIZON COMMUNICATIONS INC 3.450% 03/15/21		04/01/2014	CSFBdirect		5,080,050	5,000,000	4,999,100			(58)		(58)		4,999,042		81,008	81,008	8,146	03/15/2021	2FE
3899999. Total Bonds - Industrial and Miscellaneous						293,861,413	288,273,967	291,453,693	193,082,897	218,926	187,049	0	405,975	0	290,245,098	0	3,616,314	3,616,314	3,823,330	XXX	XXX
8399997. Total Bonds - Part 4						463,414,334	456,172,693	460,624,444	255,250,539	218,926	(85,737)	0	133,189	0	459,321,735	0	4,092,597	4,092,597	4,729,096	XXX	XXX
8399999. Total Bonds						463,414,334	456,172,693	460,624,444	255,250,539	218,926	(85,737)	0	133,189	0	459,321,735	0	4,092,597	4,092,597	4,729,096	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																					
744320 AL 6	PRUDENTIAL FINANCIAL INC		06/03/2014	Stephens Inc.	5,000,000.000	5,356,250		4,937,500	4,939,381		2,280		2,280		4,941,662		414,588	414,588	212,969	XXX	RP2VFE
8499999. Total Preferred Stocks - Industrial and Miscellaneous						5,356,250	XXX	4,937,500	4,939,381	0	2,280	0	2,280	0	4,941,662	0	414,588	414,588	212,969	XXX	XXX
8999997. Total Preferred Stocks - Part 4						5,356,250	XXX	4,937,500	4,939,381	0	2,280	0	2,280	0	4,941,662	0	414,588	414,588	212,969	XXX	XXX
8999999. Total Preferred Stocks						5,356,250	XXX	4,937,500	4,939,381	0	2,280	0	2,280	0	4,941,662	0	414,588	414,588	212,969	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
073730 10 3	BEAM INC.		05/01/2014	State Street Bank	7,500.000	626,250	XXX	234,622	510,450	(275,828)			(275,828)		234,622		391,628	391,628	1,688	XXX	L
09238E 20 3	BLACKHAWK NETWORK HD B		05/22/2014	State Street Bank	0.430	10	XXX	10					0		10			0		XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 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)
38259P 50 8	GOOGLE INC A		04/03/2014	Spin Off		5,547,209	XXX	5,547,209	9,964,644	(4,417,435)			(4,417,435)		5,547,209			0		XXX	L
637071 10 1	NATIONAL-OILWELL VARCO INC		06/02/2014	Spin Off		71,921	XXX	71,921	142,200	(70,279)			(70,279)		71,921			0		XXX	L
754907 10 3	RAYONIER INC		06/30/2014	Spin Off		53,216	XXX	53,216	73,685	(20,469)			(20,469)		53,216			0		XXX	L
828806 10 9	SIMON PROPERTY GROUP INC		05/29/2014	Spin Off		62,614	XXX	62,614	128,223	(65,609)			(65,609)		62,614			0		XXX	L
87161C 50 1	SYNOVUS FINANCIAL CORP		06/26/2014	State Street Bank	86.000	7	XXX	7	7	(1)			(1)		7			0	2	XXX	L
887317 30 3	TIME WARNER INC		06/09/2014	Spin Off		43,825	XXX	43,825	89,821	(45,996)			(45,996)		43,825			0		XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous						6,405,052	XXX	6,013,424	10,909,030	(4,895,617)	0	0	(4,895,617)	0	6,013,424	0	391,628	391,628	1,690	XXX	XXX
9799997 Total Common Stocks - Part 4						6,405,052	XXX	6,013,424	10,909,030	(4,895,617)	0	0	(4,895,617)	0	6,013,424	0	391,628	391,628	1,690	XXX	XXX
9799999. Total Common Stocks						6,405,052	XXX	6,013,424	10,909,030	(4,895,617)	0	0	(4,895,617)	0	6,013,424	0	391,628	391,628	1,690	XXX	XXX
9899999. Total Preferred and Common Stocks						11,761,302	XXX	10,950,924	15,848,411	(4,895,617)	2,280	0	(4,893,337)	0	10,955,086	0	806,216	806,216	214,659	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						475,175,636	XXX	471,575,368	271,098,950	(4,676,691)	(83,457)	0	(4,760,148)	0	470,276,821	0	4,898,813	4,898,813	4,943,755	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 A-Sn 1-Footnote A
NONE

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

Sch. DB-Pt B-Sn 1
NONE

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

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

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

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
			Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository		Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
CITIGROUP PTY LTD	SYDNEY, NEW SOUTH WALES, AUSTRALIA		0.050	1,160		5,986,079	5,317,049	24,555,206	XXX
NATIONAL AUSTRALIAN BANK	MELBOURNE, VICTORIA, AUSTRALIA					622,205	792,988	656,910	XXX
CITIBANK	NEW YORK, NY								XXX
STATE STREET BANK	KANSAS CITY, MO							2,064	XXX
0199999. Total Open Depositories		XXX	XXX	1,160	0	6,608,284	6,110,037	25,214,180	XXX
0399999. Total Cash on Deposit		XXX	XXX	1,160	0	6,608,284	6,110,037	25,214,180	XXX
0599999. Total Cash		XXX	XXX	1,160	0	6,608,284	6,110,037	25,214,180	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
U.S. Government Bonds - Issuer Obligations							
TREASURY BILL		06/11/2014	0.025	07/17/2014	40,999,544		569
0199999. U.S. Government Bonds - Issuer Obligations					40,999,544	0	569
0599999. Total - U.S. Government Bonds					40,999,544	0	569
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
CHEVRON FUNDING CORP		06/26/2014	0.050	07/31/2014	12,999,458		90
COX ENTERPRISES INC		06/04/2014	0.100	07/22/2014	49,997,083		3,750
COX ENTERPRISES INC		06/04/2014	0.100	07/23/2014	17,998,900		1,350
EXXON MOBIL CORP		05/30/2014	0.030	07/14/2014	49,999,458		1,333
ROYAL BANK OF CANADA		06/03/2014	0.040	07/29/2014	99,996,889		3,111
TORONTO DOM HLDG		05/28/2014	0.050	07/01/2014	35,500,000		1,676
WAL-MART STORES INC		06/02/2014	0.040	07/01/2014	15,000,000		483
CPPIB CAPITAL INC		06/30/2014	0.050	07/03/2014	23,549,935		33
ONTARIO (PROVINCE OF)		06/17/2014	0.050	07/17/2014	99,997,778		1,806
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					405,039,501	0	13,632
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					405,039,501	0	13,632
Total Bonds							
7799999. Subtotals - Issuer Obligations					446,039,045	0	14,201
8399999. Subtotals - Bonds					446,039,045	0	14,201
8699999. Total - Cash Equivalents					446,039,045	0	14,201