



ANNUAL STATEMENT

For the Year Ended December 31, 2014

of the Condition and Affairs of the

PROGRESSIVE BAYSIDE INSURANCE COMPANY

NAIC Group Code.....155, 155

(Current Period) (Prior Period)

NAIC Company Code..... 17350

Employer's ID Number..... 31-1193845

Organized under the Laws of OH

State of Domicile or Port of Entry OH

Country of Domicile US

Incorporated/Organized..... March 27, 1986

Commenced Business..... May 19, 1992

Statutory Home Office

6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182

(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office

6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182 440-461-5000

(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address

P.O. BOX 89490..... CLEVELAND OH 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 44143-2182 440-395-4460

(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address

PROGRESSIVE.COM

Statutory Statement Contact

MARY BETH ANDREANO

440-395-4460

(Name) (Area Code) (Telephone Number) (Extension)

FINANCIAL_REPORTING@PROGRESSIVE.COM

440-603-5500

(E-Mail Address) (Fax Number)

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

OFFICERS

Name	Title	Name	Title
KAREN BARONE BAILO	PRESIDENT	DANE ALLEN SHRALLOW	SECRETARY
THOMAS ALFRED KING	TREASURER		

OTHER

MARY BETH ANDREANO	(VICE PRESIDENT)	KATHLEEN MARY CERNY	(ASST. SECRETARY)
JAMES LEE KUSMER	(ASST. TREASURER)		

DIRECTORS OR TRUSTEES

KAREN BARONE BAILO	RICHARD RUSSELL CRAWLEY	THOMAS HUDSON HOLLYER	KATHRYN MARGARET LEMIEUX
DAVID LLOYD PRATT			

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)
KAREN BARONE BAILO	KATHLEEN MARY CERNY	THOMAS ALFRED KING
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	ASSISTANT SECRETARY	TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This 17TH day of FEBRUARY, 2015

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

PROGRESSIVE BAYSIDE INSURANCE COMPANY
SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1	2	3	4	5	6
	Amount	Percentage	Amount	Securities Lending Reinvested Collateral Amount	Total (Col. 3 + 4) Amount	Percentage
1. Bonds:						
1.1 U.S. treasury securities.....	29,424,344	28.7	29,424,344		29,424,344	28.7
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies.....		0.0			0	0.0
1.22 Issued by U.S. government sponsored agencies.....		0.0			0	0.0
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities).....		0.0			0	0.0
1.4 Securities issued by states, territories and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations.....	57,223,648	55.8	57,223,648		57,223,648	55.8
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations.....		0.0			0	0.0
1.43 Revenue and assessment obligations.....	3,049,183	3.0	3,049,183		3,049,183	3.0
1.44 Industrial development and similar obligations.....		0.0			0	0.0
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA.....		0.0			0	0.0
1.512 Issued or guaranteed by FNMA and FHLMC.....		0.0			0	0.0
1.513 All other.....		0.0			0	0.0
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA.....		0.0			0	0.0
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-based securities issued or guaranteed by agencies shown in Line 1.521.....		0.0			0	0.0
1.523 All other.....		0.0			0	0.0
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities).....		0.0			0	0.0
2.2 Unaffiliated non-U.S. securities (including Canada).....		0.0			0	0.0
2.3 Affiliated securities.....		0.0			0	0.0
3. Equity interests:						
3.1 Investments in mutual funds.....		0.0			0	0.0
3.2 Preferred stocks:						
3.21 Affiliated.....		0.0			0	0.0
3.22 Unaffiliated.....		0.0			0	0.0
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated.....		0.0			0	0.0
3.32 Unaffiliated.....		0.0			0	0.0
3.4 Other equity securities:						
3.41 Affiliated.....		0.0			0	0.0
3.42 Unaffiliated.....		0.0			0	0.0
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated.....		0.0			0	0.0
3.52 Unaffiliated.....		0.0			0	0.0
4. Mortgage loans:						
4.1 Construction and land development.....		0.0			0	0.0
4.2 Agricultural.....		0.0			0	0.0
4.3 Single family residential properties.....		0.0			0	0.0
4.4 Multifamily residential properties.....		0.0			0	0.0
4.5 Commercial loans.....		0.0			0	0.0
4.6 Mezzanine real estate loans.....		0.0			0	0.0
5. Real estate investments:						
5.1 Property occupied by company.....		0.0			0	0.0
5.2 Property held for production of income (including \$.....0 of property acquired in satisfaction of debt).....		0.0			0	0.0
5.3 Property held for sale (including \$.....0 property acquired in satisfaction of debt).....		0.0			0	0.0
6. Contract loans.....		0.0			0	0.0
7. Derivatives.....		0.0			0	0.0
8. Receivables for securities.....		0.0			0	0.0
9. Securities lending (Line 10, Asset Page reinvested collateral).....		0.0		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments.....	12,799,995	12.5	12,799,995		12,799,995	12.5
11. Other invested assets.....		0.0			0	0.0
12. Total invested assets.....	102,497,170	100.0	102,497,170	0	102,497,170	100.0

PROGRESSIVE BAYSIDE INSURANCE COMPANY

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

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

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

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

NONE

PROGRESSIVE BAYSIDE INSURANCE COMPANY

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year.....		97,378,014
2.	Cost of bonds and stocks acquired, Part 3, Column 7.....		38,074,283
3.	Accrual of discount.....		15,626
4.	Unrealized valuation increase (decrease):		
4.1	Part 1, Column 12.....		
4.2	Part 2, Section 1, Column 15.....		
4.3	Part 2, Section 2, Column 13.....		
4.4	Part 4, Column 11.....		0
5.	Total gain (loss) on disposals, Part 4, Column 19.....		297,865
6.	Deduct consideration for bonds and stocks disposed of, Part 4, Column 7.....		44,366,820
7.	Deduct amortization of premium.....		1,701,793
8.	Total foreign exchange change in book/adjusted carrying value:		
8.1	Part 1, Column 15.....		
8.2	Part 2, Section 1, Column 19.....		
8.3	Part 2, Section 2, Column 16.....		
8.4	Part 4, Column 15.....		0
9.	Deduct current year's other-than-temporary impairment recognized:		
9.1	Part 1, Column 14.....		
9.2	Part 2, Section 1, Column 17.....		
9.3	Part 2, Section 2, Column 14.....		
9.4	Part 4, Column 13.....		0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....		89,697,175
11.	Deduct total nonadmitted amounts.....		
12.	Statement value at end of current period (Line 10 minus Line 11).....		89,697,175

SCHEDULE D - SUMMARY BY COUNTRY

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

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States.....	29,424,344	29,674,028	29,470,359	29,415,000
	2. Canada.....				
	3. Other Countries.....				
	4. Totals.....	29,424,344	29,674,028	29,470,359	29,415,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals.....	57,223,648	58,214,887	61,065,330	52,350,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals.....				
U.S. Special Revenue and Special Assessment Obligations and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions	7. Totals.....	3,049,183	3,215,054	3,095,445	2,985,000
Industrial and Miscellaneous and Hybrid Securities (Unaffiliated)	8. United States.....				
	9. Canada.....				
	10. Other Countries.....				
	11. Totals.....	0	0	0	0
Parent, Subsidiaries and Affiliates	12. Totals.....				
	13. Total Bonds.....	89,697,175	91,103,969	93,631,134	84,750,000
PREFERRED STOCKS Industrial and Miscellaneous (Unaffiliated)	14. United States.....				
	15. Canada.....				
	16. Other Countries.....				
	17. Totals.....	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals.....				
	19. Total Preferred Stocks.....	0	0	0	
COMMON STOCKS Industrial and Miscellaneous (Unaffiliated)	20. United States.....				
	21. Canada.....				
	22. Other Countries.....				
	23. Totals.....	0	0	0	
Parent, Subsidiaries and Affiliates	24. Totals.....				
	25. Total Common Stocks.....	0	0	0	
	26. Total Stocks.....	0	0	0	
	27. Total Bonds and Stocks....	89,697,175	91,103,969	93,631,134	

SCHEDULE D - PART 1A - SECTION 1

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

SIOIS	NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
	1. U.S. Governments											
	1.1 NAIC 1.....	15,423,945	26,214,405	585,989			42,224,339	41.2	34,271,038	35.2	42,224,339	
	1.2 NAIC 2.....						0	0.0		0.0		
	1.3 NAIC 3.....						0	0.0		0.0		
	1.4 NAIC 4.....						0	0.0		0.0		
	1.5 NAIC 5.....						0	0.0		0.0		
	1.6 NAIC 6.....						0	0.0		0.0		
	1.7 Totals.....	15,423,945	26,214,405	585,989	0	0	42,224,339	41.2	34,271,038	35.2	42,224,339	0
	2. All Other Governments											
	2.1 NAIC 1.....						0	0.0		0.0		
	2.2 NAIC 2.....						0	0.0		0.0		
	2.3 NAIC 3.....						0	0.0		0.0		
	2.4 NAIC 4.....						0	0.0		0.0		
	2.5 NAIC 5.....						0	0.0		0.0		
	2.6 NAIC 6.....						0	0.0		0.0		
	2.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
	3. U.S. States, Territories and Possessions, etc., Guaranteed											
	3.1 NAIC 1.....	16,406,301	14,501,722	26,315,625			57,223,648	55.8	59,190,643	60.8	57,223,648	
	3.2 NAIC 2.....						0	0.0		0.0		
	3.3 NAIC 3.....						0	0.0		0.0		
	3.4 NAIC 4.....						0	0.0		0.0		
	3.5 NAIC 5.....						0	0.0		0.0		
	3.6 NAIC 6.....						0	0.0		0.0		
	3.7 Totals.....	16,406,301	14,501,722	26,315,625	0	0	57,223,648	55.8	59,190,643	60.8	57,223,648	0
	4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
	4.1 NAIC 1.....						0	0.0		0.0		
	4.2 NAIC 2.....						0	0.0		0.0		
	4.3 NAIC 3.....						0	0.0		0.0		
	4.4 NAIC 4.....						0	0.0		0.0		
	4.5 NAIC 5.....						0	0.0		0.0		
	4.6 NAIC 6.....						0	0.0		0.0		
	4.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	0	0
	5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
	5.1 NAIC 1.....	688,721	1,923,564	436,898			3,049,183	3.0	3,916,336	4.0	3,049,183	
	5.2 NAIC 2.....						0	0.0		0.0		
	5.3 NAIC 3.....						0	0.0		0.0		
	5.4 NAIC 4.....						0	0.0		0.0		
	5.5 NAIC 5.....						0	0.0		0.0		
	5.6 NAIC 6.....						0	0.0		0.0		
	5.7 Totals.....	688,721	1,923,564	436,898	0	0	3,049,183	3.0	3,916,336	4.0	3,049,183	0

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

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

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

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NONE

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

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

SI07

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.7	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 NAIC 1.....	(d).....32,518,967	42,639,691	27,338,512	0	0	102,497,170	100.0	XXX.....	XXX.....	102,497,170	0
9.2 NAIC 2.....	(d).....0	0	0	0	0	0	0.0	XXX.....	XXX.....	0	0
9.3 NAIC 3.....	(d).....0	0	0	0	0	0	0.0	XXX.....	XXX.....	0	0
9.4 NAIC 4.....	(d).....0	0	0	0	0	0	0.0	XXX.....	XXX.....	0	0
9.5 NAIC 5.....	(d).....0	0	0	0	0	(c).....0	0.0	XXX.....	XXX.....	0	0
9.6 NAIC 6.....	(d).....0	0	0	0	0	(c).....0	0.0	XXX.....	XXX.....	0	0
9.7 Totals.....	32,518,967	42,639,691	27,338,512	0	0	(b).....102,497,170	100.0	XXX.....	XXX.....	102,497,170	0
9.8 Line 9.7 as a % of Col. 6.....	31.7	41.6	26.7	0.0	0.0	100.0	XXX.....	XXX.....	XXX.....	100.0	0.0
10. Total Bonds Prior Year											
10.1 NAIC 1.....	8,488,814	54,703,103	34,186,100			XXX.....	XXX.....	97,378,017	100.0	97,378,017	
10.2 NAIC 2.....						XXX.....	XXX.....	0	0.0		
10.3 NAIC 3.....						XXX.....	XXX.....	0	0.0		
10.4 NAIC 4.....						XXX.....	XXX.....	0	0.0		
10.5 NAIC 5.....						XXX.....	XXX.....	(c).....0	0.0		
10.6 NAIC 6.....						XXX.....	XXX.....	(c).....0	0.0		
10.7 Totals.....	8,488,814	54,703,103	34,186,100	0	0	XXX.....	XXX.....	(b).....97,378,017	100.0	97,378,017	0
10.8 Line 10.7 as a % of Col. 8.....	8.7	56.2	35.1	0.0	0.0	XXX.....	XXX.....	100.0	XXX.....	100.0	0.0
11. Total Publicly Traded Bonds											
11.1 NAIC 1.....	32,518,967	42,639,691	27,338,512			102,497,170	100.0	97,378,017	100.0	102,497,170	XXX.....
11.2 NAIC 2.....						0	0.0	0	0.0	0	XXX.....
11.3 NAIC 3.....						0	0.0	0	0.0	0	XXX.....
11.4 NAIC 4.....						0	0.0	0	0.0	0	XXX.....
11.5 NAIC 5.....						0	0.0	0	0.0	0	XXX.....
11.6 NAIC 6.....						0	0.0	0	0.0	0	XXX.....
11.7 Totals.....	32,518,967	42,639,691	27,338,512	0	0	102,497,170	100.0	97,378,017	100.0	102,497,170	XXX.....
11.8 Line 11.7 as a % of Col. 6.....	31.7	41.6	26.7	0.0	0.0	100.0	XXX.....	XXX.....	XXX.....	100.0	XXX.....
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9.....	31.7	41.6	26.7	0.0	0.0	100.0	XXX.....	XXX.....	XXX.....	100.0	XXX.....
12. Total Privately Placed Bonds											
12.1 NAIC 1.....						0	0.0	0	0.0	XXX.....	0
12.2 NAIC 2.....						0	0.0	0	0.0	XXX.....	0
12.3 NAIC 3.....						0	0.0	0	0.0	XXX.....	0
12.4 NAIC 4.....						0	0.0	0	0.0	XXX.....	0
12.5 NAIC 5.....						0	0.0	0	0.0	XXX.....	0
12.6 NAIC 6.....						0	0.0	0	0.0	XXX.....	0
12.7 Totals.....	0	0	0	0	0	0	0.0	0	0.0	XXX.....	0
12.8 Line 12.7 as a % of Col. 6.....	0.0	0.0	0.0	0.0	0.0	0.0	XXX.....	XXX.....	XXX.....	XXX.....	0.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9.....	0.0	0.0	0.0	0.0	0.0	0.0	XXX.....	XXX.....	XXX.....	XXX.....	0.0

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

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

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

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

SCHEDULE D - PART 1A - SECTION 2

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

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments											
1.1	Issuer Obligations.....	15,423,945	26,214,405	585,989			42,224,339	41.2	34,271,038	35.2	42,224,339	
1.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
1.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
1.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
1.5	Totals.....	15,423,945	26,214,405	585,989	.0	.0	42,224,339	41.2	34,271,038	35.2	42,224,339	.0
2.	All Other Governments											
2.1	Issuer Obligations.....						.0	0.0		0.0		
2.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
2.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
2.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
2.5	Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
3.	U.S. States, Territories and Possessions, Guaranteed											
3.1	Issuer Obligations.....	16,406,301	14,501,722	26,315,625			57,223,648	55.8	59,190,643	60.8	57,223,648	
3.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
3.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
3.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
3.5	Totals.....	16,406,301	14,501,722	26,315,625	.0	.0	57,223,648	55.8	59,190,643	60.8	57,223,648	.0
4.	U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1	Issuer Obligations.....						.0	0.0		0.0		
4.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
4.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
4.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
4.5	Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
5.	U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1	Issuer Obligations.....	688,721	1,923,564	436,898			3,049,183	3.0	3,916,336	4.0	3,049,183	
5.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
5.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
5.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
5.5	Totals.....	688,721	1,923,564	436,898	.0	.0	3,049,183	3.0	3,916,336	4.0	3,049,183	.0
6.	Industrial and Miscellaneous (unaffiliated)											
6.1	Issuer Obligations.....						.0	0.0		0.0		
6.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
6.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
6.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
6.5	Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
7.	Hybrid Securities											
7.1	Issuer Obligations.....						.0	0.0		0.0		
7.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
7.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
7.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
7.5	Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0
8.	Parent, Subsidiaries and Affiliates											
8.1	Issuer Obligations.....						.0	0.0		0.0		
8.2	Residential Mortgage-Backed Securities.....						.0	0.0		0.0		
8.3	Commercial Mortgage-Backed Securities.....						.0	0.0		0.0		
8.4	Other Loan-Backed and Structured Securities.....						.0	0.0		0.0		
8.5	Totals.....	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	.0	.0

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

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

601S

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 9.5	8 Total from Column 6 Prior Year	9 % from Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations.....	32,518,967	42,639,691	27,338,512	0	0	102,497,170	100.0	XXX	XXX	102,497,170	0
9.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Totals.....	32,518,967	42,639,691	27,338,512	0	0	102,497,170	100.0	XXX	XXX	102,497,170	0
9.6 Line 9.5 as a % of Col. 6.....	31.7	41.6	26.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
10. Total Bonds Prior Year											
10.1 Issuer Obligations.....	8,488,814	54,703,103	34,186,100			XXX	XXX	97,378,017	100.0	97,378,017	
10.2 Residential Mortgage-Backed Securities.....						XXX	XXX	0	0.0		
10.3 Commercial Mortgage-Backed Securities.....						XXX	XXX	0	0.0		
10.4 Other Loan-Backed and Structured Securities.....						XXX	XXX	0	0.0		
10.5 Totals.....	8,488,814	54,703,103	34,186,100	0	0	XXX	XXX	97,378,017	100.0	97,378,017	0
10.6 Line 10.5 as a % of Col. 8.....	8.7	56.2	35.1	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations.....	32,518,967	42,639,691	27,338,512			102,497,170	100.0	97,378,017	100.0	102,497,170	XXX
11.2 Residential Mortgage-Backed Securities.....						0	0.0	0	0.0	0	XXX
11.3 Commercial Mortgage-Backed Securities.....						0	0.0	0	0.0	0	XXX
11.4 Other Loan-Backed and Structured Securities.....						0	0.0	0	0.0	0	XXX
11.5 Totals.....	32,518,967	42,639,691	27,338,512	0	0	102,497,170	100.0	97,378,017	100.0	102,497,170	XXX
11.6 Line 11.5 as a % of Col. 6.....	31.7	41.6	26.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9.....	31.7	41.6	26.7	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations.....						0	0.0	0	0.0	XXX	0
12.2 Residential Mortgage-Backed Securities.....						0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities.....						0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities.....						0	0.0	0	0.0	XXX	0
12.5 Totals.....	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.6 Line 12.5 as a % of Col. 6.....	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9.....	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

Sch. DA-Verification
NONE

Sch. DB-Pt. A-Verification
NONE

Sch. DB-Pt. B-Verification
NONE

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

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

Sch. DB-Verification
NONE

PROGRESSIVE BAYSIDE INSURANCE COMPANY
SCHEDULE E - VERIFICATION BETWEEN YEARS

Cash Equivalents

	1 Total	2 Bonds	3 Other (a)
1. Book/adjusted carrying value, December 31 of prior year.....	0		
2. Cost of cash equivalents acquired.....	19,599,842	19,599,842	
3. Accrual of discount.....	153	153	
4. Unrealized valuation increase (decrease).....	0		
5. Total gain (loss) on disposals.....	0		
6. Deduct consideration received on disposals.....	6,800,000	6,800,000	
7. Deduct amortization of premium.....	0		
8. Total foreign exchange change in book/adjusted carrying value.....	0		
9. Deduct current year's other-than-temporary impairment recognized.....	0		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	12,799,995	12,799,995	0
11. Deduct total nonadmitted amounts.....	0		
12. Statement value at end of current period (Line 10 minus Line 11).....	12,799,995	12,799,995	0

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

Sch. A-Pt. 1
NONE

Sch. A-Pt. 2
NONE

Sch. A-Pt. 3
NONE

Sch. B-Pt. 1
NONE

Sch. B-Pt. 2
NONE

Sch. B-Pt. 3
NONE

Sch. BA-Pt. 1
NONE

Sch. BA-Pt. 2
NONE

Sch. BA-Pt. 3
NONE

SCHEDULE D - PART 1

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

1	2			Codes		6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates		
				3	4			5	8			9	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description			Code	F o r e i g n	Bond CHAR	NAIC Design- ation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than- Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Stated Contractual Maturity Date
U.S. Government - Issuer Obligations																							
912828	B4	1	US TREASURY NOTE.....	.....	..	.....	.....1	12,001,194	100.047	12,005,640	12,000,000	12,000,644	.....	.....(550)	.....	.....	.....0.375	0.370	JJ.....	18,832	22,500	01/24/2014	01/31/2016.
912828	D8	0	US TREASURY NOTE.....	.....	..	.....	.....1	2,895,469	100.109	2,903,161	2,900,000	2,895,730	.....	.....261	.....	.....	.....1.625	1.658	FA.....	16,012	.....	09/05/2014	08/31/2019.
912828	MW	7	US TREASURY NOTE.....	SD..	..	.....	.....1	2,688,115	100.582	2,635,248	2,620,000	2,623,950	.....	.....(16,287)	.....	.....	.....2.500	1.869	MS.....	16,735	65,500	12/29/2010	03/31/2015.
912828	PS	3	US TREASURY NOTE.....	.....	..	.....	.....1	216,494	101.781	223,918	220,000	219,198	.....	.....722	.....	.....	.....2.000	2.342	JJ.....	1,841	4,400	02/15/2011	01/31/2016.
912828	QJ	2	US TREASURY NOTE.....	.....	..	.....	.....1	10,182,469	102.047	10,408,794	10,200,000	10,195,592	.....	.....3,605	.....	.....	.....2.125	2.162	FA.....	73,647	216,750	03/25/2011	02/29/2016.
912828	RU	6	US TREASURY NOTE.....	.....	..	.....	.....1	900,475	100.438	908,964	905,000	903,241	.....	.....906	.....	.....	.....0.875	0.978	MN.....	696	7,919	11/30/2011	11/30/2016.
912828	VS	6	US TREASURY NOTE.....	SD..	..	.....	.....1	586,143	103.211	588,303	570,000	585,989	.....	.....(154)	.....	.....	.....2.500	2.142	FA.....	5,382	.....	11/26/2014	08/15/2023.
0199999 U.S. Government - Issuer Obligations.....								29,470,359	XXX	29,674,028	29,415,000	29,424,344	0	(11,497)	0	0	XXX	XXX	XXX	133,145	317,069	XXX	XXX
0599999 Total - U.S. Government.....								29,470,359	XXX	29,674,028	29,415,000	29,424,344	0	(11,497)	0	0	XXX	XXX	XXX	133,145	317,069	XXX	XXX
U.S. States, Territories & Possessions (Direct and Guaranteed) - Issuer Obligations																							
373383	3A	4	GEORGIA ST.....	.....	..	.....	.....1FE	13,225,893	107.948	12,171,137	11,275,000	11,842,465	.....	.....(315,475)	.....	.....	.....5.000	2.055	AO.....	140,938	563,750	06/16/2010	10/01/2016.
373383	3C	0	GEORGIA ST.....	.....	..	.....1	1FE	3,022,400	108.040	2,701,000	2,500,000	2,659,257	.....	.....(89,418)	.....	.....	.....5.000	1.305	AO.....	31,250	125,000	11/04/2010	10/01/2018.
373384	E9	3	GEORGIA ST.....	.....	..	.....	.....1FE	5,940,550	119.983	5,999,150	5,000,000	5,771,409	.....	.....(116,973)	.....	.....	.....5.000	2.270	FA.....	104,167	259,028	07/09/2013	02/01/2021.
373384	PN	0	GEORGIA ST.....	.....	..	.....	.....1FE	15,232,744	118.849	14,618,427	12,300,000	14,360,749	.....	.....(353,485)	.....	.....	.....5.000	1.788	JJ.....	307,500	615,000	11/06/2013	07/01/2020.
373384	Q2	5	GEORGIA ST.....	.....	..	.....	.....1FE	12,574,680	102.433	12,291,960	12,000,000	12,294,766	.....	.....(279,914)	.....	.....	.....5.000	0.085	JJ.....	285,000	.....	06/18/2014	07/01/2015.
373384	RM	0	GEORGIA ST.....	.....	..	.....	.....1FE	4,714,640	103.634	4,145,360	4,000,000	4,111,535	.....	.....(147,204)	.....	.....	.....5.000	1.250	AO.....	50,000	200,000	10/06/2010	10/01/2015.
373384	VS	2	GEORGIA ST.....	.....	..	.....	.....1FE	6,354,423	119.201	6,287,853	5,275,000	6,183,467	.....	.....(151,031)	.....	.....	.....5.000	1.790	MS.....	87,917	263,750	11/07/2013	09/01/2020.
1199999 U.S. States, Territories & Possessions - Issuer Obligations.....								61,065,330	XXX	58,214,887	52,350,000	57,223,648	0	(1,453,500)	0	0	XXX	XXX	XXX	1,006,772	2,026,528	XXX	XXX
1799999 Total - U.S. States, Territories & Possessions (Direct and Guaranteed).....								61,065,330	XXX	58,214,887	52,350,000	57,223,648	0	(1,453,500)	0	0	XXX	XXX	XXX	1,006,772	2,026,528	XXX	XXX
U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivisions - Issuer Obligations																							
373539	D3	6	GEORGIA ST HSG & FIN AUTH REV.....	.....	..	.....1	1FE	3,095,445	107.707	3,215,054	2,985,000	3,049,183	.....	.....(7,095)	.....	.....	.....4.000	3.183	JD.....	9,950	119,400	11/17/2011	06/01/2030.
2599999 U.S. Special Revenue & Assessment Obligations - Issuer Obligations.....								3,095,445	XXX	3,215,054	2,985,000	3,049,183	0	(7,095)	0	0	XXX	XXX	XXX	9,950	119,400	XXX	XXX
3199999 Total - U.S. Special Revenue & Special Assessment Obligations.....								3,095,445	XXX	3,215,054	2,985,000	3,049,183	0	(7,095)	0	0	XXX	XXX	XXX	9,950	119,400	XXX	XXX
Totals																							
7799999 Total - Issuer Obligations.....								93,631,134	XXX	91,103,969	84,750,000	89,697,175	0	(1,472,092)	0	0	XXX	XXX	XXX	1,149,867	2,462,997	XXX	XXX
8399999 Grand Total - Bonds.....								93,631,134	XXX	91,103,969	84,750,000	89,697,175	0	(1,472,092)	0	0	XXX	XXX	XXX	1,149,867	2,462,997	XXX	XXX

Sch. D-Pt. 2-Sn. 1

NONE

Sch. D-Pt. 2-Sn. 2

NONE

SCHEDULE D - PART 3

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

1	2				3	4	5		6	7	8	9
CUSIP Identification	Description				Foreign	Date Acquired	Name of Vendor		Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
Bonds - U.S. Government												
912828	B4	1	US TREASURY NOTE	0.375% 01/31/16.....		01/24/2014.....	Barclays Capital.....			12,001,194	12,000,000	
912828	D8	0	US TREASURY NOTE	1.625% 08/31/19.....		09/05/2014.....	Goldman Sachs.....			2,895,469	2,900,000	1,041
912828	VS	6	US TREASURY NOTE	2.500% 08/15/23.....		11/26/2014.....	Goldman Sachs.....			586,143	570,000	4,066
0599999 Total - Bonds - U.S. Government.....										15,482,806	15,470,000	5,107
Bonds - U.S. States, Territories and Possessions												
373384	Q2	5	GEORGIA ST	5.000% 07/01/15.....		06/18/2014.....	JP Morgan Securities.....			12,574,680	12,000,000	
1799999 Total - Bonds - U.S. States, Territories & Possessions.....										12,574,680	12,000,000	0
8399997 Total - Bonds - Part 3.....										28,057,486	27,470,000	5,107
8399998 Total - Bonds - Summary Item from Part 5.....										10,016,797	10,000,000	12,910
8399999 Total - Bonds.....										38,074,283	37,470,000	18,017
9999999 Total - Bonds, Preferred and Common Stocks.....										38,074,283	XXX	18,017

SCHEDULE D - PART 4

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

1	2			3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
												11	12	13	14	15						
CUSIP Identification	Description			F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date
Bonds - U.S. Government																						
912828	A3	4	US TREASURY NOTE 1.250% 11/30/18.....	..	02/06/2014.	Barclays Capital.....		989,570	1,000,000	986,563	986,697	.....	.....263	.....	.....263	.....	.....986,960	.....	.....2,611	2,611	2,370	11/30/2018.
912828	SJ	0	US TREASURY NOTE 0.875% 02/28/17.....	..	03/28/2014.	Barclays Capital.....		9,991,016	10,000,000	9,890,625	9,929,594	.....	.....5,426	.....	.....5,426	.....	.....9,935,020	.....	.....55,995	55,995	51,359	02/28/2017.
912828	UF	5	US TREASURY NOTE 1.125% 12/31/19.....	..	01/24/2014.	Goldman Sachs.....		4,303,828	4,500,000	4,461,953	4,467,082	.....	.....370	.....	.....370	.....	.....4,467,452	.....	.....(163,624)	(163,624)	3,776	12/31/2019.
912828	UR	9	US TREASURY NOTE 0.750% 02/28/18.....	..	10/30/2014.	Goldman Sachs.....		2,964,844	3,000,000	3,002,813	3,002,381	.....	.....(469)	.....	.....(469)	.....	.....3,001,911	.....	.....(37,067)	(37,067)	26,291	02/28/2018.
912828	VB	3	US TREASURY NOTE 1.750% 05/15/23.....	..	07/29/2014.	Goldman Sachs.....		1,900,781	2,000,000	1,928,438	1,932,248	.....	.....3,783	.....	.....3,783	.....	.....1,936,031	.....	.....(35,250)	(35,250)	24,728	05/15/2023.
0599999	Total - Bonds - U.S. Government.....							20,150,039	20,500,000	20,270,392	20,318,002	0	9,373	0	9,373	0	20,327,374	0	(177,335)	(177,335)	108,524	XXX
Bonds - U.S. States, Territories and Possessions																						
373384	D2	9	GEORGIA ST 5.500% 07/01/15.....	..	07/01/2014.	Call 100.0000.....		595,000	595,000	625,482	605,549	.....	.....(10,549)	.....	.....(10,549)	.....	.....595,000	.....	.....	.....0	32,725	07/01/2015.
373384	D6	0	GEORGIA ST 5.500% 07/01/15.....	..	08/11/2014.	Call 100.0000.....		2,430,000	2,430,000	2,554,488	2,473,081	.....	.....(43,081)	.....	.....(43,081)	.....	.....2,430,000	.....	.....	.....0	148,500	07/01/2015.
373384	MG	8	GEORGIA ST 5.000% 07/01/14.....	..	07/01/2014.	Maturity.....		2,500,000	2,500,000	2,701,950	2,559,296	.....	.....(59,296)	.....	.....(59,296)	.....	.....2,500,000	.....	.....	.....0	125,000	07/01/2014.
373384	NX	0	GEORGIA ST 5.000% 11/01/16.....	..	01/06/2014.	Toronto Dominion.....		5,619,750	5,000,000	5,850,350	5,363,748	.....	.....(2,772)	.....	.....(2,772)	.....	.....5,360,976	.....	.....258,774	258,774	47,222	11/01/2016.
373384	VX	1	GEORGIA ST 5.000% 12/01/14.....	..	12/01/2014.	Maturity.....		2,000,000	2,000,000	2,200,200	2,086,501	.....	.....(86,501)	.....	.....(86,501)	.....	.....2,000,000	.....	.....	.....0	100,000	12/01/2014.
1799999	Total - Bonds - U.S. States, Territories & Possessions.....							13,144,750	12,525,000	13,932,470	13,088,175	0	(202,199)	0	(202,199)	0	12,885,976	0	258,774	258,774	453,447	XXX
Bonds - U.S. Special Revenue and Special Assessment																						
373539	D3	6	GEORGIA ST HSG & FIN AUTH REV 4.000% 06/01/30.....	..	10/01/2014.	Call 100.0000.....		840,000	840,000	871,080	860,058	.....	.....(20,058)	.....	.....(20,058)	.....	.....840,000	.....	.....	.....0	18,028	06/01/2030.
3199999	Total - Bonds - U.S. Special Revenue and Special Assessments.....							840,000	840,000	871,080	860,058	0	(20,058)	0	(20,058)	0	840,000	0	0	0	18,028	XXX
8399997	Total - Bonds - Part 4.....							34,134,789	33,865,000	35,073,942	34,266,235	0	(212,884)	0	(212,884)	0	34,053,350	0	81,439	81,439	579,999	XXX
8399998	Total - Bonds - Summary Item from Part 5.....							10,232,031	10,000,000	10,016,797	.....	.....	.....(1,192)	.....	.....(1,192)	.....	.....10,015,605	.....	.....216,426	216,426	129,808	XXX
8399999	Total - Bonds.....							44,366,820	43,865,000	45,090,739	34,266,235	0	(214,076)	0	(214,076)	0	44,068,955	0	297,865	297,865	709,807	XXX
9999999	Total - Bonds, Preferred and Common Stocks.....							44,366,820	XXX	45,090,739	34,266,235	0	(214,076)	0	(214,076)	0	44,068,955	0	297,865	297,865	709,807	XXX

SCHEDULE D - PART 5

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

1	2		3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
												12	13	14	15	16					
			F o r e i g n	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/Adjusted Carrying Value at Disposal	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Year's Other- Than- Temporary Impairment Recognized	Total Change in B./A.C.V. (12+13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
CUSIP Identification	Description																				
Bonds - U.S. Government																					
912828	C5	7		04/17/2014	CSFBdirect	10/27/2014	CSFBdirect	10,000,000	10,016,797	10,232,031	10,015,605		(1,192)		(1,192)			216,426	216,426	129,808	12,910
0599999				Total - Bonds - U.S. Government				10,000,000	10,016,797	10,232,031	10,015,605	0	(1,192)	0	(1,192)	0	0	216,426	216,426	129,808	12,910
8399998				Total - Bonds				10,000,000	10,016,797	10,232,031	10,015,605	0	(1,192)	0	(1,192)	0	0	216,426	216,426	129,808	12,910
9999999				Total - Bonds, Preferred and Common Stocks					10,016,797	10,232,031	10,015,605	0	(1,192)	0	(1,192)	0	0	216,426	216,426	129,808	12,910

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

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

Sch. DA-Pt. 1
NONE

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

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

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

Sch. DB-Pt. B-Sn. 2
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

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

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

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

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
U.S. Government Bonds - Issuer Obligations							
TREASURY BILL.....		12/22/2014	0.002	01/08/2015	12,799,995	.....	.....6
0199999. U.S. Government Bonds - Issuer Obligations.....					12,799,995	0	6
0599999. Total - U.S. Government Bonds.....					12,799,995	0	6
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					12,799,995	0	6
8399999. Subtotals - Bonds.....					12,799,995	0	6
8699999. Total - Cash Equivalents.....					12,799,995	0	6

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

States, Etc.		1	2		Deposits for the		All Other Special Deposits	
		Benefit of All Policyholders						
		3			4	5	6	
		Type of Deposit	Purpose of Deposit	Book/Adjusting Carrying Value	Fair Value	Book/Adjusting Carrying Value	Fair Value	
1.	Alabama.....AL							
2.	Alaska.....AK							
3.	Arizona.....AZ							
4.	Arkansas.....AR							
5.	California.....CA							
6.	Colorado.....CO							
7.	Connecticut.....CT							
8.	Delaware.....DE							
9.	District of Columbia.....DC							
10.	Florida.....FL	B....	Collateral for Insruance Underwriting.....	334,116	335,436			
11.	Georgia.....GA	B....	Collateral for Insruance Underwriting.....			46,262	46,445	
12.	Hawaii.....HI							
13.	Idaho.....ID							
14.	Illinois.....IL							
15.	Indiana.....IN							
16.	Iowa.....IA							
17.	Kansas.....KS							
18.	Kentucky.....KY							
19.	Louisiana.....LA							
20.	Maine.....ME							
21.	Maryland.....MD							
22.	Massachusetts.....MA							
23.	Michigan.....MI							
24.	Minnesota.....MN							
25.	Mississippi.....MS							
26.	Missouri.....MO							
27.	Montana.....MT							
28.	Nebraska.....NE							
29.	Nevada.....NV							
30.	New Hampshire.....NH							
31.	New Jersey.....NJ							
32.	New Mexico.....NM							
33.	New York.....NY							
34.	North Carolina.....NC							
35.	North Dakota.....ND							
36.	Ohio.....OH	B....	Collateral for Insruance Underwriting.....	205,610	206,422			
37.	Oklahoma.....OK							
38.	Oregon.....OR							
39.	Pennsylvania.....PA							
40.	Rhode Island.....RI							
41.	South Carolina.....SC							
42.	South Dakota.....SD							
43.	Tennessee.....TN							
44.	Texas.....TX							
45.	Utah.....UT							
46.	Vermont.....VT							
47.	Virginia.....VA							
48.	Washington.....WA							
49.	West Virginia.....WV							
50.	Wisconsin.....WI							
51.	Wyoming.....WY							
52.	American Samoa.....AS							
53.	Guam.....GU							
54.	Puerto Rico.....PR							
55.	US Virgin Islands.....VI							
56.	Northern Mariana Islands.....MP							
57.	Canada.....CAN							
58.	Aggregate Alien and Other.....OT	XXX	XXX	0	0	0	0	
59.	Total.....	XXX	XXX	539,726	541,858	46,262	46,445	

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

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