

QUARTERLY STATEMENT
OF THE
PROASSURANCE WISCONSIN
INSURANCE COMPANY

of

MADISON

IN THE STATE OF

WISCONSIN

TO THE

INSURANCE DEPARTMENT

OF THE

STATE OF
WISCONSIN

FOR THE PERIOD ENDED
MARCH 31, 2009

PROPERTY AND CASUALTY

2009



QUARTERLY STATEMENT

As of June 30, 2009

of the Condition and Affairs of the

PROASSURANCE WISCONSIN INSURANCE COMPANY

NAIC Group Code.....2698, 2698 <small>(Current Period) (Prior Period)</small>	NAIC Company Code..... 23400	Employer's ID Number..... 39-1567580
Organized under the Laws of WISCONSIN Incorporated/Organized..... October 3, 1986	State of Domicile or Port of Entry WISCONSIN Commenced Business..... November 1, 1986	Country of Domicile US
Statutory Home Office 1002 DEMING WAY..... MADISON WI 53717 <small>(Street and Number) (City or Town, State and Zip Code)</small>		
Main Administrative Office 100 BROOKWOOD PLACE..... BIRMINGHAM AL 35209 <small>(Street and Number) (City or Town, State and Zip Code)</small>		205-877-4400 <small>(Area Code) (Telephone Number)</small>
Mail Address PO BOX 590009..... BIRMINGHAM AL 35259-0009 <small>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</small>		
Primary Location of Books and Records 100 BROOKWOOD PLACE..... BIRMINGHAM AL 35209 <small>(Street and Number) (City or Town, State and Zip Code)</small>		205-877-4400 <small>(Area Code) (Telephone Number)</small>
Internet Web Site Address www.proassurance.com		
Statutory Statement Contact NOELLE L. MILBY <small>(Name)</small> FinancialFilings@proassurance.com <small>(E-Mail Address)</small>		205-802-4735 <small>(Area Code) (Telephone Number) (Extension)</small> 205-868-6367 <small>(Fax Number)</small>

OFFICERS

Name	Title	Name	Title
1. DARRYL KEITH THOMAS	PRESIDENT	2. KATHRYN ANNE NEVILLE	SECRETARY
3. EDWARD LEWIS RAND, JR.	TREASURER	4. WILLIAM STANCIL STARNES	CHAIRMAN

OTHER

VICTOR THOMAS ADAMO	VICE CHAIRMAN	JEFFREY LYNN BOWLBY	VICE PRESIDENT
CHRISTOPHER JAMES BRADY	VICE PRESIDENT	HOWARD HARLEY FRIEDMAN	CHIEF UNDERWRITING OFFICER
DAVID LEE MAURER	CHIEF OPERATING OFFICER	FRANK BERRY O'NEIL	VICE PRESIDENT
EDWARD LEWIS RAND, JR.	VICE PRESIDENT	DARRYL KEITH THOMAS	CHIEF CLAIMS OFFICER
HAYES VANCE WHITESIDE	VICE PRESIDENT		

DIRECTORS OR TRUSTEES

VICTOR THOMAS ADAMO	HOWARD HARLEY FRIEDMAN	EDWARD LEWIS RAND, JR.	WILLIAM STANCIL STARNES
DARRYL KEITH THOMAS			

State of..... ALABAMA
County of..... JEFFERSON

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.

_____ <small>(Signature)</small> DARRYL KEITH THOMAS _____ 1. (Printed Name) PRESIDENT _____ <small>(Title)</small>	_____ <small>(Signature)</small> KATHRYN ANNE NEVILLE _____ 2. (Printed Name) SECRETARY _____ <small>(Title)</small>	_____ <small>(Signature)</small> EDWARD LEWIS RAND, JR. _____ 3. (Printed Name) TREASURER _____ <small>(Title)</small>
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Subscribed and sworn to before me This _____ day of _____	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			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	325,848,577		325,848,577	308,662,947
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
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).....	2,178,309		2,178,309	2,231,922
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....	540,000		540,000	540,000
5. Cash (\$.....(622,502)), cash equivalents (\$.....0) and short-term investments (\$.....25,309,636).....	24,687,134		24,687,134	24,200,039
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Other invested assets.....	500		500	500
8. Receivables for securities.....			.0	
9. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
10. Subtotals, cash and invested assets (Lines 1 to 9).....	353,254,520	.0	353,254,520	335,635,408
11. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
12. Investment income due and accrued.....	3,335,751		3,335,751	3,172,359
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection.....	2,064,165	34,137	2,030,028	1,007,985
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	8,794,024		8,794,024	7,882,132
13.3 Accrued retrospective premiums.....			.0	
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers.....	3,497,608		3,497,608	2,698,796
14.2 Funds held by or deposited with reinsured companies.....			.0	
14.3 Other amounts receivable under reinsurance contracts.....	(2,409)		(2,409)	(13,952)
15. Amounts receivable relating to uninsured plans.....			.0	
16.1 Current federal and foreign income tax recoverable and interest thereon.....	1,434,943		1,434,943	551,359
16.2 Net deferred tax asset.....	11,392,538	11,392,538	.0	
17. Guaranty funds receivable or on deposit.....	330		330	493
18. Electronic data processing equipment and software.....	88,464	3,658	84,806	107,435
19. Furniture and equipment, including health care delivery assets (\$.....0).....	236,229	236,229	.0	
20. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
21. Receivables from parent, subsidiaries and affiliates.....	7,261		7,261	2,420
22. Health care (\$.....0) and other amounts receivable.....			.0	
23. Aggregate write-ins for other than invested assets.....	839,886	128,829	711,057	1,353,659
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23).....	384,943,310	11,795,391	373,147,919	352,398,094
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
26. Total (Lines 24 and 25).....	384,943,310	11,795,391	373,147,919	352,398,094

DETAILS OF WRITE-INS

0901.....			.0	
0902.....			.0	
0903.....			.0	
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.0	.0	.0	.0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.0	.0	.0	.0
2301. Prepaid Expenses.....	21,126	21,126	.0	
2302. Amounts Receivable under High Deductible Policies.....	660,367	9,261	651,106	1,293,858
2303. Accounts Receivable-Other.....	15,611	15,611	.0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	142,782	82,831	59,951	59,801
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	839,886	128,829	711,057	1,353,659

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$.....10,878,330).....	127,627,269	122,915,612
2. Reinsurance payable on paid losses and loss adjustment expenses.....		
3. Loss adjustment expenses.....	105,559,144	104,012,059
4. Commissions payable, contingent commissions and other similar charges.....	1,666,281	1,428,261
5. Other expenses (excluding taxes, licenses and fees).....	833,987	1,427,924
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	346,924	265,687
7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses)).....		
7.2 Net deferred tax liability.....		
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$.....8,579,820 and including warranty reserves of \$.....0).....	24,192,436	19,404,547
10. Advance premium.....	716,774	2,849,742
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	18,733,708	18,210,140
13. Funds held by company under reinsurance treaties.....		
14. Amounts withheld or retained by company for account of others.....	517,505	26,974
15. Remittances and items not allocated.....		
16. Provision for reinsurance.....	557,000	557,000
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....		
19. Payable to parent, subsidiaries and affiliates.....	613,244	970,179
20. Payable for securities.....	6,818,488	
21. Liability for amounts held under uninsured plans.....		
22. Capital notes \$.....0 and interest thereon \$.....0.....		
23. Aggregate write-ins for liabilities.....	119,225	119,225
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23).....	288,301,985	272,187,350
25. Protected cell liabilities.....		
26. Total liabilities (Lines 24 and 25).....	288,301,985	272,187,350
27. Aggregate write-ins for special surplus funds.....	0	0
28. Common capital stock.....	5,000,000	5,000,000
29. Preferred capital stock.....		
30. Aggregate write-ins for other than special surplus funds.....	0	0
31. Surplus notes.....	12,000,000	12,000,000
32. Gross paid in and contributed surplus.....	27,775,034	27,775,034
33. Unassigned funds (surplus).....	40,070,900	35,435,710
34. Less treasury stock, at cost:		
34.1 .....0.000 shares common (value included in Line 28 \$.....0).....		
34.2 .....0.000 shares preferred (value included in Line 29 \$.....0).....		
35. Surplus as regards policyholders (Lines 27 to 33, less 34).....	84,845,934	80,210,744
36. Totals.....	373,147,919	352,398,094

DETAILS OF WRITE-INS

2301. Retroactive Reinsurance Reserve.....	119,225	119,225
2302.		
2303.		
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	119,225	119,225
2701.		
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	0	0
3001.		
3002.		
3003.		
3098. Summary of remaining write-ins for Line 30 from overflow page.....	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 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 \$.....34,749,312).....	29,567,470	33,465,642	66,974,575
1.2 Assumed..... (written \$.....0).....			
1.3 Ceded..... (written \$.....2,447,624).....	2,053,671	2,045,850	5,310,195
1.4 Net..... (written \$.....32,301,688).....	27,513,799	31,419,792	61,664,380
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....10,934,902):			
2.1 Direct.....	11,706,338	11,621,797	30,633,774
2.2 Assumed.....			
2.3 Ceded.....	1,271,436	1,063,123	7,696,272
2.4 Net.....	10,434,902	10,558,674	22,937,502
3. Loss adjustment expenses incurred.....	13,162,527	19,174,854	36,790,950
4. Other underwriting expenses incurred.....	6,344,310	7,153,693	12,619,959
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	29,941,739	36,887,221	72,348,411
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(2,427,940)	(5,467,429)	(10,684,031)
INVESTMENT INCOME			
9. Net investment income earned.....	8,285,827	7,548,765	15,173,060
10. Net realized capital gains (losses) less capital gains tax of \$.....(1,052,276).....	(1,065,480)	(4,967,260)	(9,296,528)
11. Net investment gain (loss) (Lines 9 + 10).....	7,220,347	2,581,505	5,876,532
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....316).....	(316)	(4,907)	(9,803)
13. Finance and service charges not included in premiums.....			
14. Aggregate write-ins for miscellaneous income.....	1,921	(57,982)	(560,919)
15. Total other income (Lines 12 through 14).....	1,605	(62,889)	(570,722)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	4,794,012	(2,948,813)	(5,378,221)
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).....	4,794,012	(2,948,813)	(5,378,221)
19. Federal and foreign income taxes incurred.....	902,759	198,448	(526,295)
20. Net income (Line 18 minus Line 19) (to Line 22).....	3,891,253	(3,147,261)	(4,851,926)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	80,210,743	90,995,079	90,995,082
22. Net income (from Line 20).....	3,891,253	(3,147,261)	(4,851,926)
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....0.....	(499,263)		
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	(1,040,182)	1,908,996	2,939,674
27. Change in nonadmitted assets.....	2,283,383	(1,507,680)	(8,343,287)
28. Change in provision for reinsurance.....		(629,000)	(528,800)
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.....			
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			
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).....	4,635,191	(3,374,945)	(10,784,339)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	84,845,934	87,620,134	80,210,743
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. Miscellaneous Income.....	1,921	4,415	(547,610)
1402. Net Gain/(Loss) on Sale of Equipment.....		(6,369)	(13,309)
1403. Miscellaneous Gain.....		(56,028)	
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).....	1,921	(57,982)	(560,919)
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 Ended December 31
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	29,027,594	51,434,108
2. Net investment income.....	8,843,430	15,898,303
3. Miscellaneous income.....	1,605	(570,722)
4. Total (Lines 1 through 3).....	37,872,629	66,761,689
5. Benefit and loss related payments.....	18,149,042	33,806,476
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	6,618,827	12,750,593
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	734,067	(1,417,255)
10. Total (Lines 5 through 9).....	25,501,936	45,139,814
11. Net cash from operations (Line 4 minus Line 10).....	12,370,693	21,621,875
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	35,793,975	50,193,855
12.2 Stocks.....		
12.3 Mortgage loans.....		
12.4 Real estate.....		
12.5 Other invested assets.....		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	(312,000)	(102,143)
12.7 Miscellaneous proceeds.....	6,818,488	50,675
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	42,300,463	50,142,387
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	55,946,806	57,074,626
13.2 Stocks.....		
13.3 Mortgage loans.....		
13.4 Real estate.....	5,200	
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	55,952,006	57,074,626
14. Net increase (decrease) in contract loans and premium notes.....		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(13,651,543)	(6,932,239)
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.....		
16.3 Borrowed funds.....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....		
16.5 Dividends to stockholders.....		
16.6 Other cash provided (applied).....	1,767,944	(2,826,234)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	1,767,944	(2,826,234)
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).....	487,094	11,863,402
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	24,200,040	12,336,638
19.2 End of period (Line 18 plus Line 19.1).....	24,687,134	24,200,040

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

20.0001		
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NOTES TO FINANCIAL STATEMENTS**Note 1 - Summary of Significant Accounting Policies**

No significant change.

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

Realized capital gains (losses) (line 10 of the Statement of Income) include losses for other-than-temporary impairments for which the tax benefit is not realized until the asset is disposed. The tax benefit for impaired securities included in realized capital gains (losses) was determined as follows:

Realized capital losses	\$ (2,117,756)
Less impairments included in above	2,751,252
Impaired amount of securities sold	(3,640,000)
Net current taxable losses	<u>\$ (3,006,504)</u>
Tax benefit on net at 35%	<u>\$ (1,052,276)</u>

The tax effect of assets impaired, less the tax effect of those sold, is a component of deferred tax assets.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

- C. Effective April 1, 2009, the Company and its affiliates amended its Tax Allocation Agreement and effective May 1, 2009 its Expense Allocation and Management Services Agreements to include Podiatry Insurance Company of America and its subsidiaries.

Effective June 15, 2009, the Company's indirect subsidiaries PSA of Wisconsin, Inc. and PMC of Wisconsin, Inc. were merged into the Company's direct subsidiary Professional Service Network, Inc.

Effective June 30, 2009, the Company's subsidiary Professional Service Network, Inc. was merged into affiliate, PRA Group Holdings, Inc.

Note 11 - Debt

No significant change.

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

NOTES TO FINANCIAL STATEMENTS

No significant change.

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

- A. The Company has 1,000,000 common shares authorized; 20,000 common shares issued and outstanding at \$250 par value.

Note 14 - Contingencies

During the first quarter of 2009, the Company realized losses of \$312,000 related to its \$5,000,000 interest in the Reserve Primary Fund, a money market mutual fund, which was redeemed in September 2008. As of June 30, 2009, the Company has received \$4,503,169 and has realized losses of \$414,000. Any remaining balance has been non-admitted each quarter since December 31, 2008.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

No significant change.

- C. The Company has recognized no wash sales in 2009.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 - Other Items

- A. Significant Impairments

Realized capital losses for 2009 include approximately \$2.4 million of other-than-temporary impairments on the Company's investments in asset-backed securities, including Countrywide Alternative Loan Trust, CS First Boston Mortgage Securities and Chase Funding Mortgage Loans. The impairments represent credit related losses that reduce the June 30, 2009 carrying value of the security below its June 30, 2009 market value. As the Company continues to hold the security, the impairment is not currently deductible for income tax purposes as discussed in Note 9.

- G. Subprime Exposure

(1) The Company defines subprime by the description of the underlying assets as provided by Bloomberg data, using a combination of: higher than average interest rates on underlying loans, credit scores, and high loan-to-value ratios.

(2) Direct exposure through subprime mortgage Loans:

None

(3) Direct Exposure through other Investments:

Type	Book Adjusted Actual Cost	(000's)		
		Carrying Value	Fair Value	Other than Temporary Impairments
RMBS	\$357	\$110	\$110	\$0

(4) Underwriting Exposure to subprime mortgage risk through Mortgage Guaranty and Financial Guaranty insurance coverage:

None

NOTES TO FINANCIAL STATEMENTS**Note 21 - Events Subsequent**

Effective August 1, 2009, the Company and its affiliates amended its Tax Allocation Agreement, Expense Allocation and Management Services Agreements primarily to include a new affiliate, PRA Group Holdings, Inc. and delete former participants.

Note 22 - Reinsurance

No significant change.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

Combined reserves for incurred losses and loss adjustment expenses attributable to insured events as of December 31, 2008 were \$226,928,000. The following provides information concerning the re-estimation of those reserves during the six month period ended June 30, 2009:

Losses and Loss Adjustment Expenses December 31, 2008	\$ 226,928,000
Re-estimation of reserves (favorable)	<u>(1,000,000)</u>
Re-estimated December 31, 2008 Losses and Loss Adjustment Expenses	<u>\$ 225,928,000</u>

The re-estimation amount above relates principally to the medical malpractice line of insurance, principally for the 2004 through 2005 accident years, and is the result of ongoing analysis of recent loss trends. Original estimates are increased or decreased as additional information becomes available.

Note 25 - Intercompany Pooling Arrangements

No significant change.

Note 26 - Structured Settlements

No significant change.

Note 27 - Health Care Receivables

No significant change.

Note 28 - Participating Policies

No significant change.

Note 29 - Premium Deficiency Reserves

No significant change.

Note 30 - High Deductibles

No significant change.

Note 31 - Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses

No significant change.

Note 32 - Asbestos/Environmental Reserves

No significant change.

Note 33 - Subscriber Savings Accounts

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 34 - Multiple Peril Crop Insurance

No significant change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

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 [X] No []
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [X] 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. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y-Part 1 - Organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

EXPENSE ALLOCATION, MANAGEMENT SERVICES AND TAX ALLOCATION AGREEMENTS WERE ALL AMENDED TO INCLUDE NEW AFFILIATES PODIATRY INSURANCE COMPANY OF AMERICA AND PACO ASSURANCE COMPANY, INC. ADDED APRIL 2009.

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2006.....
- 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. 12/31/2006.....
- 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). 5/8/2008.....

- 6.4 By what department or departments?
WISCONSIN OFFICE OF THE COMMISSIONER OF INSURANCE

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

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

- 8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), 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 OTS	6 FDIC	7 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

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

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

FINANCIAL

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

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

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

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 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.....	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
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

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. 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 3, III. Conducting Examinations, F-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes No

16.1 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
US BANK	BIRMINGHAM, AL

16.2 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)
N/A		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes No

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
N/A			

16.5 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
105900	GENERAL RE-NEW ENGLAND ASSET MANAGEMENT, INC.	76 BATTERSON PARK RD, FARMINGTON, CT 06032

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes No

17.2 If no, list exceptions:

**PROASSURANCE WISCONSIN INSURANCE COMPANY
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 [] N/A [X]
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 liabilities 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 Line of Business	2 Maximum Interest	3 Disc. Rate	Total Discount				Discount Taken During Period			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
	.....XXX..	.....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
Total.....	.....XXX..	.....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

NONE

PROASSURANCE WISCONSIN INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....AL	N						
2. Alaska.....AK	N						
3. Arizona.....AZ	N						
4. Arkansas.....AR	N						
5. California.....CA	N						
6. Colorado.....CO	N						
7. Connecticut.....CT	N						
8. Delaware.....DE	N						
9. District of Columbia.....DC	N						
10. Florida.....FL	N						
11. Georgia.....GA	N						
12. Hawaii.....HI	N						
13. Idaho.....ID	N						
14. Illinois.....IL	L	1,142,226	1,287,849	1,762,676	1,504,727	42,217,138	19,501,764
15. Indiana.....IN	L						
16. Iowa.....IA	L	7,271,725	5,447,651	5,037,551	1,308,627	37,474,203	38,439,815
17. Kansas.....KS	L	567,751	562,427	24,574	9,025	984,661	906,630
18. Kentucky.....KY	N						
19. Louisiana.....LA	N						
20. Maine.....ME	N						
21. Maryland.....MD	N						
22. Massachusetts.....MA	N						
23. Michigan.....MI	L						
24. Minnesota.....MN	L	1,276,012	1,085,825	18,100	1,510,558	2,989,606	1,817,670
25. Mississippi.....MS	N						
26. Missouri.....MO	L						
27. Montana.....MT	N						
28. Nebraska.....NE	L	1,116,923	995,536	165,939	14,476	7,287,740	5,859,679
29. Nevada.....NV	L	4,179,535	3,814,888	1,406,811	536,956	15,889,383	17,990,892
30. New Hampshire.....NH	N						
31. New Jersey.....NJ	N						
32. New Mexico.....NM	N						
33. New York.....NY	N						
34. North Carolina.....NC	N						
35. North Dakota.....ND	L						
36. Ohio.....OH	L						
37. Oklahoma.....OK	N						
38. Oregon.....OR	N						
39. Pennsylvania.....PA	N						
40. Rhode Island.....RI	N						
41. South Carolina.....SC	N						
42. South Dakota.....SD	L	47,385	178,526	(890)		434,686	402,254
43. Tennessee.....TN	N						
44. Texas.....TX	N						
45. Utah.....UT	N						
46. Vermont.....VT	N						
47. Virginia.....VA	N						
48. Washington.....WA	N						
49. West Virginia.....WV	N						
50. Wisconsin.....WI	L	19,147,755	22,102,970	1,412,288	4,803,916	67,340,740	79,273,320
51. Wyoming.....WY	N						
52. American Samoa.....AS	N						
53. Guam.....GU	N						
54. Puerto Rico.....PR	N						
55. US Virgin Islands.....VI	N						
56. Northern Mariana Islands.....MP	N						
57. Canada.....CN	N						
58. Aggregate Other Alien.....OT	XXX	0	0	0	0	0	0
59. Totals.....	(a) 13	34,749,312	35,475,672	9,827,049	9,688,285	174,618,157	164,192,024

DETAILS OF WRITE-INS

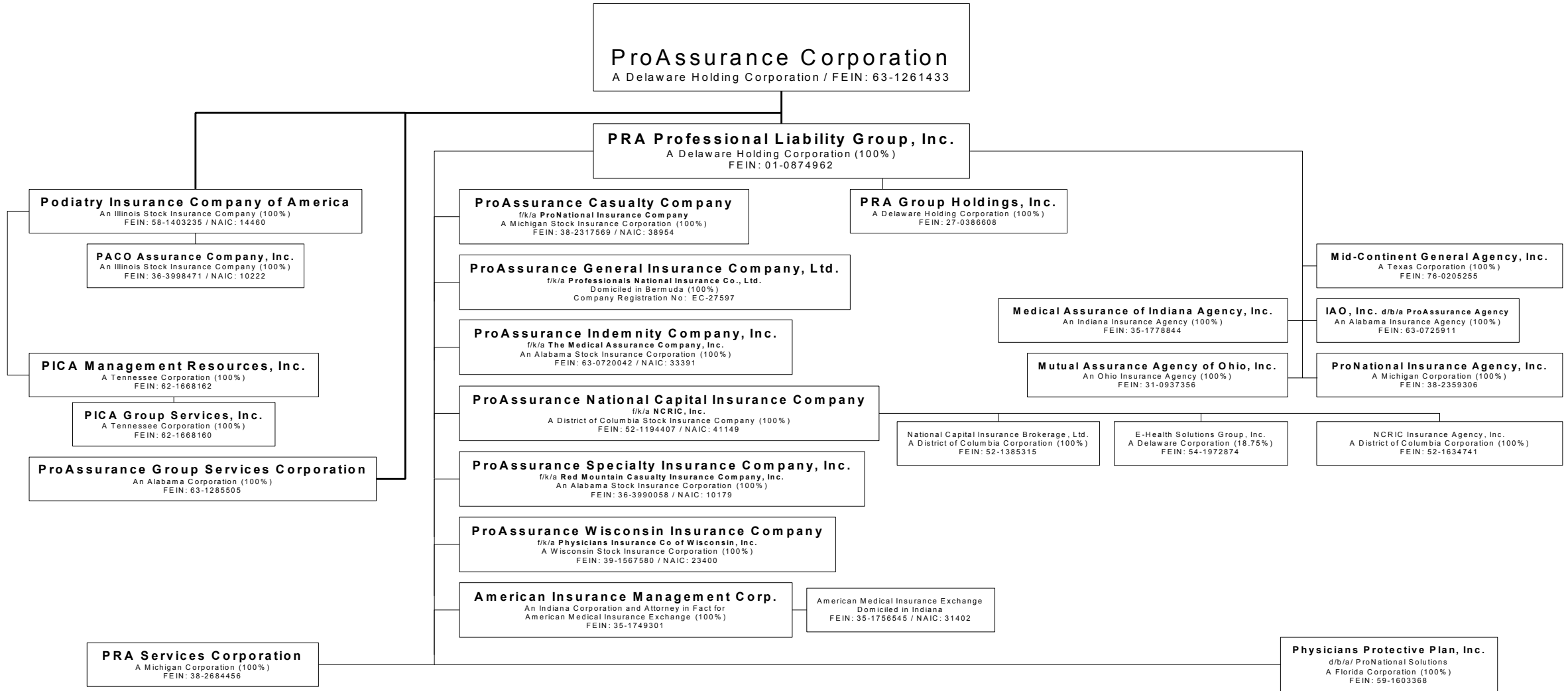
5801.....	XXX						
5802.....	XXX						
5803.....	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page.....	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 thru 5803 + Line 5898) (Line 58 above).....	XXX	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and Other Alien.

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

PART 1 – ORGANIZATIONAL CHART

Q11



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

PART 1 – ORGANIZATIONAL CHART

Q11.1

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 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	18.0
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....			0.0	
9. Inland marine.....			0.0	
10. Financial guaranty.....			0.0	
11.1. Medical professional liability - occurrence.....	4,983,420	2,234,934	44.8	32.9
11.2. Medical professional liability - claims made.....	24,264,525	9,328,341	38.4	35.3
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.....	271,920	122,364	45.0	33.8
17.2. Other liability-claims made.....	47,605	20,699	43.5	
18.1. Products liability-occurrence.....			0.0	
18.2. Products liability-claims made.....			0.0	
19.1, 19.2 Private passenger auto liability.....			0.0	
19.3, 19.4 Commercial auto liability.....			0.0	
21. Auto physical damage.....			0.0	
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.....	29,567,470	11,706,338	39.6	34.7
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	2	3
	Current Quarter	Current Year to Date	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. Financial guaranty.....			
11.1. Medical professional liability - occurrence.....	1,489,962	5,092,597	4,381,754
11.2. Medical professional liability - claims made.....	8,395,458	29,651,051	29,766,083
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.....	(492,218)	5,664	1,327,835
17.2. Other liability-claims made.....	(55,269)		
18.1. Products liability-occurrence.....			
18.2. Products liability-claims made.....			
19.1, 19.2 Private passenger auto liability.....			
19.3, 19.4 Commercial auto liability.....			
21. Auto physical damage.....			
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.....	9,337,933	34,749,312	35,475,672
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

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2009 Loss and LAE Payments on Claims Reported as of Prior Year-End	2009 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2009 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2006 + Prior.....	77,830	44,631	122,461	12,585	671	13,256	69,243	825	38,137	108,205	3,998	(4,998)	(1,000)
2. 2007.....	17,646	32,730	50,376	1,334	356	1,690	17,481	508	30,697	48,686	1,169	(1,169)	0
3. Subtotals 2007 + Prior.....	95,476	77,361	172,837	13,919	1,027	14,946	86,724	1,333	68,834	156,891	5,167	(6,167)	(1,000)
4. 2008.....	12,895	41,197	54,092	944	580	1,524	20,026	790	31,752	52,568	8,075	(8,075)	0
5. Subtotals 2008 + Prior.....	108,371	118,558	226,929	14,863	1,607	16,470	106,750	2,123	100,586	209,459	13,242	(14,242)	(1,000)
6. 2009.....	XXX	XXX	XXX	XXX	869	869	XXX	4,715	19,013	23,728	XXX	XXX	XXX
7. Totals.....	108,371	118,558	226,929	14,863	2,476	17,339	106,750	6,838	119,599	233,187	13,242	(14,242)	(1,000)
8. Prior Year-End's Surplus As Regards Policyholders	80,211										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. ....12.2 %	2. ....(12.0)%	3. ....(0.4)%
													Col. 13, Line 7 Line 8
													4. ....(1.2)%

Q13

PROASSURANCE WISCONSIN INSURANCE COMPANY 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?	YES
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

- 1.
- 2.
- 3.

Bar Code:



Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2304. State Premium Tax Recoverable.....	59,951		59,951	59,801
2305. Unsettled Sale of Investments.....	82,831	82,831	0	
2397. Summary of remaining write-ins for Line 23.....	142,782	82,831	59,951	59,801

**PROASSURANCE WISCONSIN INSURANCE COMPANY
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.....	2,771,922	2,888,807
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....	5,200	
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....	58,813	116,885
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	2,718,309	2,771,922
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	2,718,309	2,771,922

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	500	500
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 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).....	500	500
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	500	500

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.....	308,662,947	312,309,936
2. Cost of bonds and stocks acquired.....	55,946,806	57,074,626
3. Accrual of discount.....	339,103	753,545
4. Unrealized valuation increase (decrease).....	(499,263)	
5. Total gain (loss) on disposals.....	638,260	141,002
6. Deduct consideration for bonds and stocks disposed of.....	35,793,975	50,193,855
7. Deduct amortization of premium.....	1,001,285	1,777,702
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....	2,444,016	9,644,605
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	325,848,577	308,662,947
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	325,848,577	308,662,947

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	321,518,521	83,742,351	68,111,041	(4,786,272)	321,518,521	332,363,559		324,927,936
2. Class 2 (a).....	9,506,075	873,469	8	(376,322)	9,506,075	10,003,213		7,585,766
3. Class 3 (a).....	2,081,280		171,441	1,100,964	2,081,280	3,010,803		
4. Class 4 (a).....	2,688,151		126,894	(41,166)	2,688,151	2,520,091		
5. Class 5 (a).....			8,524	3,269,070		3,260,547		
6. Class 6 (a).....	360,000		360,000		360,000			360,000
7. Total Bonds.....	336,154,027	84,615,820	68,777,908	(833,726)	336,154,027	351,158,213	0	332,873,702
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	336,154,027	84,615,820	68,777,908	(833,726)	336,154,027	351,158,213	0	332,873,702

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(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 \$.....25,309,636; 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. Totals.....	25,309,636	XXX	25,309,636		

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.....	23,111,261	5,417,116
2. Cost of short-term investments acquired.....	147,641,990	161,503,140
3. Accrual of discount.....		625
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		(102,000)
6. Deduct consideration received on disposals.....	145,443,075	143,678,144
7. Deduct amortization of premium.....	540	29,477
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	25,309,636	23,111,261
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	25,309,636	23,111,261

**Sch. DB-Part F-Section 1
NONE**

**Sch. DB-Part F-Section 2
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.....	1,099,494	4,603,597
2. Cost of cash equivalents acquired.....	6,922,641	259,355,510
3. Accrual of discount.....	865	74,898
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		(143)
6. Deduct consideration received on disposals.....	8,023,000	262,934,367
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	1,099,494
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	0	1,099,494

Sch. A-Part 2
NONE

Sch. A-Part 3
NONE

Sch. B-Part 2
NONE

Sch. B-Part 3
NONE

Sch. BA-Part 2
NONE

Sch. BA-Part 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. Special Revenue and Special Assessment									
73358W AG 9	PORT AUTH N Y & N J		06/18/2009	SALOMON SMITH BARNEY HLD		3,400,000	3,400,000		1FE
3199999	Total - Bonds - U.S. Special Revenue & Special Assessments					3,400,000	3,400,000	0	XXX
Bonds - Industrial and Miscellaneous									
144141 CW 6	CAROLINA POWER & LIGHT		06/26/2009	BANK AMERICA		2,120,660	2,000,000	25,750	1FE
20030N AE 1	COMCAST CORP		06/23/2009	CITIGROUP		873,469	850,000	20,147	2FE
20825C AT 1	CONOCOPHILLIPS		06/19/2009	WACHOVIA CAPITAL MARKETS		1,783,285	1,750,000	7,379	1FE
452308 AF 6	ILLINOIS TOOL WORKS INC		04/07/2009	WACHOVIA CAPITAL MARKETS		1,513,080	1,500,000	3,648	1FE
589331 AP 2	MERCK & CO INC		06/30/2009	BARCLAYS CAPITAL		1,270,550	1,250,000	1,528	1FE
771196 AQ 5	ROCHE HLDGS INC		04/29/2009	RBC DOMINION SECURITIES		2,116,800	2,000,000	19,167	1FE
05565Q BL 1	BP CAPITAL MARKETS PLC	F	05/15/2009	VARIOUS		3,241,350	3,250,000	2,920	1FE
25243Y AN 9	DIAGEO CAPITAL PLC	F	04/29/2009	J.P. MORGAN		2,518,875	2,250,000	88,961	1FE
85771S AB 2	STATOILHYDRO ASA	F	04/16/2009	BANK AMERICA		2,490,175	2,500,000		1FE
3899999	Total - Bonds - Industrial & Miscellaneous					17,928,244	17,350,000	169,500	XXX
8399997	Total - Bonds - Part 3					21,328,244	20,750,000	169,500	XXX
8399999	Total - Bonds					21,328,244	20,750,000	169,500	XXX
9999999	Total - Bonds, Preferred and Common Stocks					21,328,244	XXX	169,500	XXX

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

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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	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	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment																					
3133TK UF 5	FHR 2149 QL		06/01/2009	MBS PAYMENT		129,896	129,896	130,221	129,947		(52)		(52)		129,896			0	3,224	06/01/2012	1
31392H G7 2	FNR 2003-8 BK		06/01/2009	MBS PAYMENT		97,705	97,705	99,232	97,906		(200)		(200)		97,705			0	1,628	04/01/2010	1
31392J GL 7	FNR 2003-14 AT		06/01/2009	MBS PAYMENT		7,846	7,846	7,881	7,847		(1)		(1)		7,846			0	139	11/01/2018	1
31392J W9 6	FNR 2003-21 OG		06/01/2009	MBS PAYMENT		16,158	16,158	16,189	16,160		(2)		(2)		16,158			0	264	06/01/2022	1
31392J Y5 2	FNR 2003-21 OV		06/01/2009	MBS PAYMENT		12,826	12,826	12,840	12,826		(1)		(1)		12,826			0	208	10/01/2020	1
31393B 5N 1	FNR 2003-53 CA		06/01/2009	MBS PAYMENT		96,358	96,358	97,698	96,556		(198)		(198)		96,358			0	1,629	10/01/2009	1
31393B VA 0	FNR 2003-42 HE		06/01/2009	MBS PAYMENT		39,418	39,418	40,293	39,486		(68)		(68)		39,418			0	657	09/01/2014	1
31393C 3C 5	FNR 2003-49 TK		06/01/2009	MBS PAYMENT		86,924	86,924	85,077	86,786		138		138		86,924			0	1,276	02/01/2016	1
31393C U7 6	FNR 2003-52 LH		06/01/2009	MBS PAYMENT		237,369	237,369	236,294	237,176		194		194		237,369			0	3,476	04/01/2010	1
31393D QW 4	FNR 2003-67 TD		06/01/2009	MBS PAYMENT		24,532	24,532	25,222	24,583		(51)		(51)		24,532			0	411	12/01/2013	1
31393G P3 2	FHR 2542 UY		06/01/2009	MBS PAYMENT		115,815	115,815	116,213	115,877		(62)		(62)		115,815			0	1,925	11/01/2010	1
31393K TV 7	FHR 2575 QD		06/01/2009	MBS PAYMENT		220,267	220,267	220,955	220,423		(156)		(156)		220,267			0	5,565	05/01/2010	1
31393L MY 6	FHR 2564 OR		06/01/2009	MBS PAYMENT		430,089	430,089	416,111	426,432		3,657		3,657		430,089			0	7,993	07/01/2009	1
31393M ZM 6	FHR 2583 PK		06/01/2009	MBS PAYMENT		574,031	574,031	582,462	574,396		(365)		(365)		574,031			0	9,587	07/01/2009	1
31393N K5 7	FHR 2590 OA		06/01/2009	MBS PAYMENT		62,236	62,236	63,141	62,290		(54)		(54)		62,236			0	1,027	08/01/2021	1
31393N NY 1	FHR 2590 XW		06/01/2009	MBS PAYMENT		93,593	93,593	95,158	93,765		(171)		(171)		93,593			0	1,554	12/01/2009	1
31393P LT 9	FHR 2602 WH		06/01/2009	MBS PAYMENT		79,780	79,780	80,815	79,919		(139)		(139)		79,780			0	1,347	01/01/2011	1
31393P VP 6	FHR 2594 XA		06/01/2009	MBS PAYMENT		94,406	94,406	96,854	94,694		(289)		(289)		94,406			0	1,580	03/01/2010	1
31393Q AN 2	FHR 2621 OD		06/01/2009	MBS PAYMENT		170,207	170,207	172,069	170,476		(268)		(268)		170,207			0	2,158	09/01/2009	1
31393T BC 9	FNR 2003-92 KQ		04/01/2009	MBS PAYMENT		66,131	66,131	66,668	66,131				0		66,131			0	772	04/01/2009	1
31393U 5A 7	FNR 2004-13 PF		05/01/2009	MBS PAYMENT		148,445	148,445	149,697	148,445				0		148,445			0	1,742	05/01/2009	1
31393U AU 7	FNR 2003-123 PD		06/01/2009	MBS PAYMENT		68,339	68,339	69,353	68,433		(94)		(94)		68,339			0	1,212	01/01/2011	1
31393U CB 7	FNR 2003-123 YH		06/01/2009	MBS PAYMENT		120,190	120,190	121,129	120,333		(143)		(143)		120,190			0	2,017	10/01/2010	1
31393U NB 5	FNR 2003-118 PB		06/01/2009	MBS PAYMENT		86,675	86,675	87,081	86,692		(17)		(17)		86,675			0	1,443	12/01/2009	1
31393U VN 0	FNR 2003-130 PB		06/01/2009	MBS PAYMENT		80,429	80,429	81,233	80,429				0		80,429			0	1,367	09/01/2009	1
31393V A6 8	FHR 2634 TA		06/01/2009	MBS PAYMENT		31,109	31,109	31,751	31,162		(53)		(53)		31,109			0	466	12/01/2013	1
31393V U9 0	FHR 2639 HC		06/01/2009	MBS PAYMENT		112,761	112,761	113,308	112,823		(61)		(61)		112,761			0	1,571	03/01/2010	1
31393W 5R 6	FHR 2651 VA		06/01/2009	MBS PAYMENT		69,198	69,198	69,349	69,198				0		69,198			0	994	01/01/2010	1
31394H KP 5	FHR 2656 PB		06/01/2009	MBS PAYMENT		149,573	149,573	151,489	149,602		(29)		(29)		149,573			0	2,089	06/01/2009	1
31394H ZV 6	FHR 2672 WA		06/01/2009	MBS PAYMENT		71,141	71,141	72,608	71,277		(136)		(136)		71,141			0	1,181	02/01/2010	1
31394J SC 2	FHR 2677 BN		06/01/2009	MBS PAYMENT		113,002	113,002	112,702	112,969		33		33		113,002			0	1,636	03/01/2010	1
31394M HR 4	FHR 2710 HC		06/01/2009	MBS PAYMENT		135,466	135,466	131,492	135,073		393		393		135,466			0	2,359	11/01/2013	1
31394P 4U 4	FHR 2728 DQ		06/01/2009	MBS PAYMENT		89,708	89,708	91,016	89,814		(106)		(106)		89,708			0	1,421	10/01/2011	1
31394R A2 5	FHR 2751 NP		06/01/2009	MBS PAYMENT		77,204	77,204	77,397	77,204				0		77,204			0	1,076	01/01/2010	1
31394R XC 8	FHR 2765 JL		06/01/2009	MBS PAYMENT		200,295	200,295	203,325	200,496		(200)		(200)		200,295			0	2,875	12/01/2010	1
31394R XE 4	FHR 2765 JN		06/01/2009	MBS PAYMENT		120,177	120,177	121,717	120,351		(174)		(174)		120,177			0	1,971	12/01/2010	1
31394U GN 6	FNR 2005-98 SX		06/25/2009	MBS PAYMENT		890,882	890,882	884,200	879,195		11,687		11,687		890,882			0	80,542	09/25/2009	1
31394U HX 3	FNR 2005-102 SD		06/25/2009	MBS PAYMENT		50,588	50,588	48,565	49,748		840		840		50,588			0	4,856	03/25/2014	1
31394V D6 4	FNR 2006-2 SK		06/25/2009	MBS PAYMENT		273,655	273,655	270,576	268,731		4,924		4,924		273,655			0	31,882	02/25/2010	1
31394V JK 7	FNR 2005-114 SC		06/25/2009	MBS PAYMENT		295,108	295,108	282,566	288,942		6,166		6,166		295,108			0	24,142	04/25/2010	1

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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	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	Maturity Date	NAIC Designation or Market Indicator (a)	
31394W	HU 5 FHR 2776 QP.....		06/01/2009	MBS PAYMENT.....		105,325	105,325	106,115	105,367		(43)		(43)		105,325			0	1,759	02/01/2018	1.....	
31394X	3J 3 FHR 2783 MJ.....		06/01/2009	MBS PAYMENT.....		146,045	146,045	148,737	146,280		(236)		(236)		146,045			0	2,492	06/01/2009	1.....	
31395D	BP 3 FNR 2006-40 VA.....		06/01/2009	MBS PAYMENT.....		21,929	21,929	21,558	21,903		26		26		21,929			0	503	12/01/2011	1.....	
31395H	ZP 8 FHR 2886 CJ.....		06/01/2009	MBS PAYMENT.....		37,952	37,952	36,837	37,864		88		88		37,952			0	795	11/01/2015	1.....	
31395J	3J 3 FHR 2885 LC.....		06/01/2009	MBS PAYMENT.....		97,420	97,420	96,750	97,362		57		57		97,420			0	1,770	05/01/2018	1.....	
31396F	KG 7 FHR 3072 NK.....		06/01/2009	MBS PAYMENT.....		173,761	173,761	169,607	173,269		491		491		173,761			0	3,627	05/01/2011	1.....	
31396G	SH 5 FHR 3098 MS.....		06/15/2009	MBS PAYMENT.....		762,434	762,434	720,500	746,161		16,273		16,273		762,434			0	58,722	08/15/2009	1.....	
31396H	L2 3 FHR 3115 LA.....		06/01/2009	MBS PAYMENT.....		82,241	82,241	79,363	81,909		332		332		82,241			0	1,750	03/01/2011	1.....	
31396N	M2 9 FHR 3147 YE.....		06/01/2009	MBS PAYMENT.....		135,582	135,582	133,506	135,322		260		260		135,582			0	3,106	06/01/2012	1.....	
38374C	SP 7 GNR 2003-82 PA.....		06/01/2009	MBS PAYMENT.....		75,391	75,391	76,239	75,423		(32)		(32)		75,391			0	1,288	08/01/2009	1.....	
38374C	SZ 5 GNR 2003-83 AB.....		06/01/2009	MBS PAYMENT.....		71,571	71,571	72,801	71,685		(114)		(114)		71,571			0	1,195	05/01/2011	1.....	
38374F	4M 3 GNR 2004-26 HD.....		06/01/2009	MBS PAYMENT.....		115,208	115,208	115,658	115,208				0		115,208			0	1,618	10/01/2009	1.....	
38374F	4R 2 GNR 2004-26 HJ.....		06/01/2009	MBS PAYMENT.....		115,208	115,208	117,891	115,537		(329)		(329)		115,208			0	1,991	10/01/2009	1.....	
38374F	NS 9 GNR 2004-11 PC.....		06/01/2009	MBS PAYMENT.....		134,957	134,957	134,746	134,936		21		21		134,957			0	1,679	11/01/2009	1.....	
38374F	WT 7 GNR 2004-19 KL.....		06/01/2009	MBS PAYMENT.....		181,082	181,082	184,138	181,483		(400)		(400)		181,082			0	2,480	12/01/2009	1.....	
38374H	7K 0 GNR 2004-69 AN.....		06/01/2009	MBS PAYMENT.....		459,675	459,675	448,183	457,535		2,141		2,141		459,675			0	8,329	05/01/2011	1.....	
38374L	U7 4 GNR 2005-66 SX.....		06/16/2009	MBS PAYMENT.....		303,800	303,800	292,787	299,248		4,552		4,552		303,800			0	26,071	10/16/2011	1.....	
38374M	EQ 8 GNR 2005-84 SC.....		06/16/2009	MBS PAYMENT.....		358,934	358,934	353,886	358,934				0		358,934			0	40,986	07/16/2011	1.....	
3199999	Total - Bonds - U.S. Special Revenue & Assessment.....					9,218,047	9,218,047	9,141,249	9,170,019	0	48,029	0	48,029	0	9,218,047	0	0	0	373,423	XXX	XXX	
Bonds - Industrial and Miscellaneous																						
000780	KN 5 ABN Amro Mtge Crp 2003-7 A2.....		06/01/2009	MBS PAYMENT.....		69,377	69,377	71,415	69,515		(137)		(137)		69,377			0	1,450	05/01/2018	1FE.....	
05948K	HN 2 B of A Alt Ln Trust 2003-10 5A2.....		06/01/2009	MBS PAYMENT.....		27,729	27,729	27,677	27,729		1		1		27,729			0	542	11/01/2018	1FE.....	
05948P	AV 0 B of A Mtge Secs 2003-1 2A1.....		06/01/2009	MBS PAYMENT.....		14,639	14,639	15,014	14,655		(15)		(15)		14,639			0	316	01/01/2018	1FE.....	
12667F	AG 0 Countrywide Alt Ln Trust 2004-2CB 1A1.....		06/01/2009	MBS PAYMENT.....		70,638	70,638	71,532	70,722		(83)		(83)		70,638			0	1,238	02/01/2013	1FE.....	
12667F	NE 1 Countrywide Alt Ln Trust 2004-14T2 B1.....		06/01/2009	MBS PAYMENT.....		15,168	15,168	3,173	3,173				0		3,173		11,995	11,995	364	07/01/2034	5FE.....	
12667F	UW 3 Countrywide Alt Ln Trust 2004-J10 1A3.....		06/01/2009	MBS PAYMENT.....		17,332	17,332	17,540	17,342		(11)		(11)		17,332			0	258	09/01/2034	1FE.....	
12669D	LJ 5 Countrywide Home Ln Mtge 2002-32 3A1.....		06/01/2009	MBS PAYMENT.....		20,526	20,526	21,030	20,550		(24)		(24)		20,526			0	444	11/01/2017	1FE.....	
16162T	5L 6 Chase Mtge Fin Crp 2003-S5 A5.....		06/01/2009	MBS PAYMENT.....		198,729	198,729	204,256	199,214		(485)		(485)		198,729			0	4,151	11/01/2018	1FE.....	
22541S	2P 2 CS First Boston Mtge Secs 2004-C5 A2.....		06/01/2009	MBS PAYMENT.....		114,336	114,336	110,968	113,834		502		502		114,336			0	2,059	12/01/2009	1FE.....	
22541S	X2 9 CS First Boston Mtge Secs 2004-8 6A1.....		06/01/2009	MBS PAYMENT.....		89,469	89,469	89,902	89,494		(25)		(25)		89,469			0	1,486	10/01/2019	1FE.....	
22541S	ZN 1 CS First Boston Mtge Secs 2004-5 5A2.....		06/01/2009	MBS PAYMENT.....		72,479	72,479	73,407	72,543		(64)		(64)		72,479			0	1,568	06/01/2019	1FE.....	
225458	BZ 0 CS First Boston Mtge Secs 2005-1 DB1.....		06/01/2009	MBS PAYMENT.....		12,335	12,335	4,983	4,983				0		4,983		7,352	7,352	282	12/01/2034	1FE.....	
36228F	PF 7 GSR 2003-3F 2A1.....		06/01/2009	MBS PAYMENT.....		36,877	36,877	37,770	36,949		(72)		(72)		36,877			0	675	04/01/2032	1FE.....	
45660N	N5 0 Res Asset Sec Trst 2004-A5 B1.....		06/01/2009	MBS PAYMENT.....		25,675	25,675	15,944	15,944				0		15,944			9,731	9,731	616	07/01/2034	1FE.....
45660N	N6 8 Res Asset Sec Trst 2004-A5 B2.....		06/01/2009	MBS PAYMENT.....		11,412	11,412	5,351	5,351				0		5,351		6,061	6,061	274	07/01/2034	5FE.....	
52108H	RA 4 LB-UBS Commi Mtge Trst 2003-C3 A2.....		04/11/2009	MBS PAYMENT.....		9,782	9,782	9,507	9,833		(52)		(52)		9,782			0	101	04/11/2009	1FE.....	
52517P	K8 3 LEHMAN BROTHERS HOLDINGS.....		06/17/2009	DEUTSCHE BANK.....		600,000	4,000,000	360,000	360,000				0		360,000		240,000	240,000		08/21/2009	6FE.....	
52520M	CJ 0 LMT 2005-2 5A2.....		06/25/2009	MBS PAYMENT.....		126,894	126,894	117,813	124,528		2,366		2,366		126,894			0	12,782	12/25/2029	4FE.....	
55265K	5Q 8 MASTR Asset Sec Trst 2004-1 3A1.....		06/01/2009	MBS PAYMENT.....		389,112	389,112	379,901	387,490		1,622		1,622		389,112			0	7,851	05/01/2020	1FE.....	
55265K	7L 7 MASTR Asset Sec Trst 2004-3 1A2.....		06/01/2009	MBS PAYMENT.....		73,129	73,129	74,180	73,166		(38)		(38)		73,129			0	1,611	02/01/2024	1FE.....	

QE05.1

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)	
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.								
55265K QU 6	MASTR Asset Sec Trst 2003-1 3A2.....	.06/01/2009	MBS PAYMENT.....		19,075	19,075	19,475	19,097		(22)		(22)		19,075		0	373	01/01/2018	1FE.....		
576434 MD 3	MASTR Alt Ln Trst 2004-1 B2.....	.06/01/2009	MBS PAYMENT.....		41,910	41,910	23,058	23,058				0		23,058		18,852	18,852	12/01/2033	1FE.....		
76111J B2 9	Res Fndg Mtge Secs 2002-S17 A2.....	.06/01/2009	MBS PAYMENT.....		27,523	27,523	28,151	27,570		(47)		(47)		27,523		0	512	11/01/2017	1FE.....		
76111X HG 1	Res Fndg Mtge Secs 2004-S4 2A1.....	.06/01/2009	MBS PAYMENT.....		301,331	301,331	299,495	301,054		278		278		301,331		0	3,605	08/01/2010	1FE.....		
863576 BP 8	Struc Asset Secs 2005-6 2A9.....	.06/25/2009	MBS PAYMENT.....		8	8	7	7				0		8		0	1	12/25/2025	2FE.....		
949772 AM 9	Well Frgo MBS Trst 2005-18 2A9.....	.06/25/2009	MBS PAYMENT.....		171,441	171,441	158,583	168,892		2,549		2,549		171,441		0	18,121	08/25/2027	3FE.....		
949780 AA 8	Well Frgo MBS Trst 2003-6 1A1.....	.06/01/2009	MBS PAYMENT.....		101,945	101,942	104,936	102,151		(209)		(209)		101,942		0	2,178	05/01/2018	1FE.....		
3899999.	Total - Bonds - Industrial & Miscellaneous.....				2,658,871	6,058,868	2,345,068	2,358,844		6,034		6,034		2,364,877		0	293,991	293,991	63,845	XXX.....	XXX.....
8399997.	Total - Bonds - Part 4.....				11,876,918	15,276,915	11,486,317	11,528,863		54,063		54,063		11,582,924		0	293,991	293,991	437,268	XXX.....	XXX.....
8399999.	Total - Bonds.....				11,876,918	15,276,915	11,486,317	11,528,863		54,063		54,063		11,582,924		0	293,991	293,991	437,268	XXX.....	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....				11,876,918	XXX.....	11,486,317	11,528,863		54,063		54,063		11,582,924		0	293,991	293,991	437,268	XXX.....	XXX.....

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

QE05.2

**Sch. DB-Part A-Section 1
NONE**

**Sch. DB-Part B-Section 1
NONE**

**Sch. DB-Part C-Section 1
NONE**

**Sch. DB-Part D-Section 1
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
US BANK.....	BIRMINGHAM, AL.....	.....	.....	.....	.....1,209,868	.....(268,191)	.....(929,864)	XXX
BANK OF AMERICA.....	ATLANTA, GA.....	.....	.....	.....	.....53,520	.....129,934	.....306,374	XXX
FEDERAL HOME LOAN BANK.....	CHICAGO, IL.....	.....	.....	.....	.....988	.....988	.....988	XXX
0199999. Total Open Depositories.....	XXX.....	XXX.....	.....0	.....0	.....1,264,376	.....(137,268)	.....(622,502)	XXX
0399999. Total Cash on Deposit.....	XXX.....	XXX.....	.....0	.....0	.....1,264,376	.....(137,268)	.....(622,502)	XXX
0599999. Total Cash.....	XXX.....	XXX.....	.....0	.....0	.....1,264,376	.....(137,268)	.....(622,502)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
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NONE

QE09