



QUARTERLY STATEMENT

As of March 31, 2013
of the Condition and Affairs of the

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

NAIC Group Code.....155, 155
(Current Period) (Prior Period)

Organized under the Laws of OH
Incorporated/Organized..... September 24, 1982
Statutory Home Office

State of Domicile or Port of Entry OH
Commenced Business..... September 26, 1983

Country of Domicile US

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

Main Administrative Office

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

Mail Address

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

Primary Location of Books and Records

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

Internet Web Site Address

PROGRESSIVE.COM

Statutory Statement Contact

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

OFFICERS

Name	Title	Name	Title
MARK DONALD NIEHAUS	PRESIDENT	PETER JAMES ALBERT	SECRETARY
THOMAS ALFRED KING	TREASURER		

OTHER

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

DIRECTORS OR TRUSTEES

THOMAS HUDSON HOLLYER	KATHRYN MARGARET LEMIEUX	MARK DONALD NIEHAUS	DAVID LLOYD PRATT
DAVID JAMES SKOVE			

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

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

(Signature)	(Signature)	(Signature)
MARK DONALD NIEHAUS	PETER JAMES ALBERT	THOMAS ALFRED KING
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	SECRETARY	TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This 6TH day of MAY, 2013	b. If no:	
	1. State the amendment number	
	2. Date filed	
	3. Number of pages attached	

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds.....	966,653,125		966,653,125	870,066,007
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	161,561,499		161,561,499	148,425,892
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$.....78,693), cash equivalents (\$.....1,199,985) and short-term investments (\$.....1,710,977).....	2,989,655		2,989,655	79,522,082
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....	305,938		305,938	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	1,131,510,217	0	1,131,510,217	1,098,013,981
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	5,115,975		5,115,975	5,549,887
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	12,841,227	2,233,076	10,608,151	(62,425)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	65,602,831		65,602,831	62,315,381
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	2,442,897		2,442,897	5,481,364
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....			0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	15,513,264		15,513,264	19,376,575
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	31,270,341		31,270,341	15,313,406
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	408,751	323,975	84,776	1,227,684
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	1,264,705,503	2,557,051	1,262,148,452	1,207,215,853
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	1,264,705,503	2,557,051	1,262,148,452	1,207,215,853

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501. STATE TAX CREDITS.....	84,776		84,776	1,227,684
2502. PREPAID EXPENSES.....	317,940	317,940	0	
2503. MISCELLANEOUS OTHER ASSETS.....	6,035	6,035	0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	408,751	323,975	84,776	1,227,684

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$.....85,521,595).....	376,517,188	372,252,858
2. Reinsurance payable on paid losses and loss adjustment expenses.....	5,935,554	8,534,570
3. Loss adjustment expenses.....	74,383,704	74,321,507
4. Commissions payable, contingent commissions and other similar charges.....	667,124	1,776,240
5. Other expenses (excluding taxes, licenses and fees).....	42,753,409	34,178,772
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	7,975,247	8,757,738
7.1 Current federal and foreign income taxes (including \$.....355,327 on realized capital gains (losses)).....	10,643,463	8,885,881
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 \$.....144,517,965 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act.....	337,358,186	324,200,664
10. Advance premium.....	6,073,841	3,201,558
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	4,134,194	39,334
13. Funds held by company under reinsurance treaties.....		
14. Amounts withheld or retained by company for account of others.....		
15. Remittances and items not allocated.....		
16. Provision for reinsurance (including \$.....0 certified).....		
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....	16,794,566	19,977,627
19. Payable to parent, subsidiaries and affiliates.....		
20. Derivatives.....		
21. Payable for securities.....		
22. Payable for securities lending.....		
23. Liability for amounts held under uninsured plans.....		
24. Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	3,789,081	3,758,880
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	887,025,557	859,885,629
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	887,025,557	859,885,629
29. Aggregate write-ins for special surplus funds.....	0	0
30. Common capital stock.....	3,000,025	3,000,025
31. Preferred capital stock.....		
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....		
34. Gross paid in and contributed surplus.....	146,299,975	146,299,975
35. Unassigned funds (surplus).....	225,822,895	198,030,224
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0).....		
37. Surplus as regards policyholders (Lines 29 to 35, less 36).....	375,122,895	347,330,224
38. Totals (Page 2, Line 28, Col. 3).....	1,262,148,452	1,207,215,853

DETAILS OF WRITE-INS		
2501. STATE PLAN LIABILITY.....	3,527,130	3,516,328
2502. OTHER LIABILITIES.....	138,184	185,471
2503. ESCHEATABLE PROPERTY.....	113,081	46,806
2598. Summary of remaining write-ins for Line 25 from overflow page.....	10,686	10,275
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	3,789,081	3,758,880
2901.		
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page.....	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....	0	0

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
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 \$.....117,993,177).....	118,020,887	115,688,455	468,419,286
1.2 Assumed..... (written \$.....290,310,902).....	277,153,380	258,529,330	1,068,807,082
1.3 Ceded..... (written \$.....117,993,177).....	118,020,887	115,688,455	468,419,286
1.4 Net..... (written \$.....290,310,902).....	277,153,380	258,529,330	1,068,807,082
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....164,928,196):			
2.1 Direct.....	63,659,047	59,664,062	283,585,750
2.2 Assumed.....	168,853,186	157,527,935	692,405,366
2.3 Ceded.....	63,659,047	59,664,062	283,585,750
2.4 Net.....	168,853,186	157,527,935	692,405,366
3. Loss adjustment expenses incurred.....	27,790,698	27,528,939	110,498,667
4. Other underwriting expenses incurred.....	60,850,684	58,883,259	230,829,165
5. Aggregate write-ins for underwriting deductions.....	0	1	0
6. Total underwriting deductions (Lines 2 through 5).....	257,494,568	243,940,134	1,033,733,198
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	19,658,812	14,589,196	35,073,884
INVESTMENT INCOME			
9. Net investment income earned.....	6,843,166	7,019,343	27,588,471
10. Net realized capital gains (losses) less capital gains tax of \$.....355,327.....	659,894	2,113,672	14,371,099
11. Net investment gain (loss) (Lines 9 + 10).....	7,503,060	9,133,015	41,959,570
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....82,381 amount charged off \$.....979,582).....	(897,201)	(854,007)	(3,948,990)
13. Finance and service charges not included in premiums.....	2,314,600	2,384,840	9,948,141
14. Aggregate write-ins for miscellaneous income.....	166,706	145,195	1,054,897
15. Total other income (Lines 12 through 14).....	1,584,105	1,676,028	7,054,048
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	28,745,977	25,398,239	84,087,502
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).....	28,745,977	25,398,239	84,087,502
19. Federal and foreign income taxes incurred.....	10,288,136	8,728,322	27,105,269
20. Net income (Line 18 minus Line 19) (to Line 22).....	18,457,841	16,669,917	56,982,233
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	347,330,224	328,475,262	328,475,262
22. Net income (from Line 20).....	18,457,841	16,669,917	56,982,233
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....4,578,941.....	8,503,748	10,166,350	2,327,329
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	715,630	(96,609)	2,643,479
27. Change in nonadmitted assets.....	115,452	148,742	(98,079)
28. Change in provision for reinsurance.....			
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....			
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			(43,000,000)
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	27,792,671	26,888,400	18,854,962
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	375,122,895	355,363,662	347,330,224
DETAILS OF WRITE-INS			
0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS).....		1	
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	1	0
1401. MISCELLANEOUS INCOME.....	150,239	117,429	927,293
1402. SERVICE BUSINESS REVENUE.....	10,545	21,652	93,996
1403. INTEREST INCOME ON INTERCOMPANY BALANCES.....	5,922	6,114	33,608
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).....	166,706	145,195	1,054,897
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

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	283,598,709	269,239,262	1,089,356,908
2. Net investment income.....	10,739,008	11,486,425	43,673,241
3. Miscellaneous income.....	1,407,181	1,464,745	7,079,949
4. Total (Lines 1 through 3).....	295,744,898	282,190,432	1,140,110,098
5. Benefit and loss related payments.....	164,149,405	156,969,351	666,725,896
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	81,896,155	77,088,305	337,285,925
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$..... 1,312,198 tax on capital gains (losses).....	8,885,881	5,001,223	29,275,085
10. Total (Lines 5 through 9).....	254,931,441	239,058,879	1,033,286,906
11. Net cash from operations (Line 4 minus Line 10).....	40,813,457	43,131,553	106,823,192
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	146,102,059	108,209,466	499,128,892
12.2 Stocks.....	1,705,501	5,121,013	41,983,721
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.....			
12.7 Miscellaneous proceeds.....		428,740	502,250
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	147,807,560	113,759,219	541,614,863
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	245,213,629	152,624,609	514,418,351
13.2 Stocks.....	1,680,681	929,483	52,754,106
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	305,938		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	247,200,248	153,554,092	567,172,457
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).....	(99,392,688)	(39,794,873)	(25,557,594)
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.....			43,000,000
16.6 Other cash provided (applied).....	(17,953,196)	(15,695,647)	(1,524,361)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(17,953,196)	(15,695,647)	(44,524,361)
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).....	(76,532,427)	(12,358,967)	36,741,237
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	79,522,082	42,780,845	42,780,845
19.2 End of period (Line 18 plus Line 19.1).....	2,989,655	30,421,878	79,522,082

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

20.0001			
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NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

Description	State of Domicile	March 31, 2013	December 31, 2012
Net income			
(1) Net income, state basis	OH	\$ 18,457,841	\$ 56,982,233
(2) Effect of state prescribed practices		-	-
(3) Effect of state permitted practices		-	-
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	\$ 18,457,841	\$ 56,982,233
Surplus			
(5) Policyholders' surplus, state basis	OH	\$ 375,122,895	\$ 347,330,224
(6) Effect of state prescribed practices		-	-
(7) Effect of state permitted practices		-	-
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	\$ 375,122,895	\$ 347,330,224

2. Accounting Changes and Corrections of Errors

No significant change

3. Business Combinations and Goodwill

No significant change

4. Discontinued Operations

No significant change

5. Investments

D. Loan-Backed Securities

1.

The sources used to determine prepayment assumptions are derived from updated cash flows from widely utilized reputable industry sources. The Company's portfolio managers review the available cash flow data and prepayment assumptions and make adjustments based on current performance indicators on the underlying assets (e.g., delinquency rates, foreclosure rates, and default rates), credit support (via current levels of subordination), and historical credit ratings.
2.

Intent to Sell or Inability to Hold Securities with a Recognized Other-Than-Temporary Impairment

Not applicable
3.

The following table shows, as of March 31, 2013, the Company's other-than-temporary impairment for loan-backed and structured debt securities since the adoption of SSAP No. 43R.

CUSIP	Amortized cost before current period other-than-temporary impairment	Projected Cash Flows	Recognized other-than-temporary Impairment	Amortized Cost after other-than-temporary Impairment	Fair Value at time of other-than-temporary impairment	Financial Statement date when other-than-temporary impairment was reported
68389FKP8	\$ 4,569,061	\$ 4,487,142	\$ 81,919	\$ 4,487,142	\$ 3,319,450	2009 - Q4
46628KAV2	3,159,735	3,090,173	69,562	3,090,173	2,733,250	2011 - Q1
3622N6AG4	3,143,546	3,051,346	92,200	3,051,346	2,603,392	2011 - Q2
46628KAV2	2,942,765	2,873,424	69,341	2,873,424	2,522,134	2011 - Q2
3622N6AG4	2,686,788	2,651,800	34,988	2,651,800	2,382,297	2012 - Q2
Total	XXX	XXX	\$ 348,010	XXX	XXX	XXX

As of March 31, 2013, the Company did not intend to sell the loan-backed or structured debt securities on which a credit loss was recognized, and determined that it is more likely than not that the Company will not be required to sell the securities prior to recovery (which could be maturity) of their respective cost basis.

4.

As of March 31, 2013, the Company had \$835,171 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

NOTES TO FINANCIAL STATEMENTS

As of March 31, 2013, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position is as follows:

Description	Amount
a. Aggregate amount of unrealized losses	
1. Less than twelve months	\$ 641,160
2. Twelve months or longer	194,011
Total	\$ 835,171
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	\$ 51,521,828
2. Twelve months or longer	5,446,688
Total	\$ 56,968,516

5. Under SSAP No. 43R, the Company analyzes its structured debt securities to determine if the Company intends to sell, or if it is more likely than not that the Company will be required to sell, the security prior to recovery and, if so, the Company writes down the security to its current fair market value with the entire amount of the write-down recorded as a realized loss. To the extent that it is more likely than not that the Company will hold the debt security until recovery (which could be maturity), the Company determines if any of the decline in value is due to a credit loss (i.e., where the present value of cash flows expected to be collected is lower than the amortized cost basis of the security) and, if so, the Company recognizes that portion of the impairment as a realized loss.
6. Joint Ventures, Partnerships and Limited Liability Companies
No significant change
7. Investment Income
No significant change
8. Derivative Instruments
No significant change
9. Income Taxes
No significant change
10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties
No significant change
11. Debt
No significant change
12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
No significant change
13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations
No significant change
14. Contingencies

D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits
No significant change

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

The following is a discussion of potentially significant pending cases at March 31, 2013:

As of March 31, 2013, there was one certified class action lawsuit challenging the Company's use of certain automated database vendors or software to assist in the adjustment of bodily injury claims. Plaintiffs allege that these databases or software systematically undervalue the claims. An Agreement to settle was reached in 2012 and a loss reserve was established accordingly. As of March 31, 2013, the settlement was still being administered.

As of March 31, 2013, there was a putative class action lawsuit alleging that the Company failed to reimburse legal fees incurred to recover medical damages for personal injury protection benefits. An agreement to settle was reached in 2013 and a loss reserve was established accordingly. As of March 31, 2013, the settlement was still being administered.
15. Leases
No significant change
16. Information about Financial Instruments with Off-Balance Sheet Risk and with Concentrations of Credit Risk
No significant change
17. Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

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

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

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

No significant change

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

No significant change

20. Fair Value Measurements

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

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

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

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

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

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

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

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

Fair Value Measurements at March 31, 2013:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	\$ --	\$ 26,179,673	\$ --	\$ 26,179,673
Common stock Industrial & Miscellaneous	161,561,499	--	--	161,561,499
Total assets at fair value	\$ 161,561,499	\$ 26,179,673	\$ --	\$ 187,741,172
b. Liabilities on balance sheet at fair value				
Derivative liabilities	\$ --	\$ --	\$ --	\$ --
Total liabilities at fair value	\$ --	\$ --	\$ --	\$ --

2. Roll forward of Level 3 Items

Not applicable

3. Policy on Transfers Into and Out of Level 3

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

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

See Note 20A above.

5. Derivative Fair Values

Not applicable

B. Other Fair Value Disclosures

Not applicable

NOTES TO FINANCIAL STATEMENTS

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

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

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$ 991,168,618	\$ 966,653,125	\$ 144,714,680	\$ 846,397,919	\$ 56,019	\$ --
Cash equivalents	1,199,985	1,199,985	1,199,985	--	--	--
Short term investments	1,710,977	1,710,977	1,710,977	--	--	--
Common stock	161,561,499	161,561,499	161,561,499	--	--	--
Preferred stock	--	--	--	--	--	--
Total	\$ 1,155,641,079	\$ 1,131,125,586	\$ 309,187,141	\$ 846,397,919	\$ 56,019	\$ --

D. Financial Instruments for Which it is Not Practicable to Estimate Fair Values

Not applicable

21. Other Items

No significant change

22. Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through May 10, 2013 for the statutory statement that was available for issuance by May 15, 2013.

23. Reinsurance

No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change

25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior accident years increased by \$5,802,000 in 2013, which is 1.3% of the total prior year net unpaid losses and LAE of \$446,574,365. Private passenger auto liability reserves development was unfavorable due to late emerging losses for accident year 2012. Commercial auto liability reserves developed unfavorably due to originally anticipated severity for accident year's 2012 and 2011 increasing 2.6% and 1.2%, respectively. The Adjusting and other expense reserves developed unfavorably.

26. Intercompany Pooling Arrangements

No significant change

27. Structured Settlements

No significant change

28. Health Care Receivables

No significant change

29. Participating Accident and Health Policies

No significant change

30. Premium Deficiency Reserves

No significant change

31. High Deductibles

No significant change

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

No significant change

33. Asbestos and Environmental Reserves

No significant change

34. Subscriber Savings Accounts

No significant change

35. Multiple Peril Crop Insurance

No significant change

36. Financial Guaranty Insurance

No significant change

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 2.2

If yes, date of change:

.....
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [☒]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.

- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 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	2	3
Name of Entity	NAIC Company Code	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?
If yes, attach an explanation.

Yes [☐] No [☒] N/A [☐]
-

- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012.....
- 6.2

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

12/31/2007.....
- 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).

4/7/2009.....
- 6.4

By what department or departments?
OHIO

- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☐] No [☐] N/A [☒]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒] No [☐] N/A [☐]

- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒]
- 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 [☒]
- 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 [☒]
- 8.4

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

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

Yes [☒] No [☐]
- 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 [☒]
- 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 [☒]
- 9.31

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

PART 1 - FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [☒] No [☐]
- 10.2

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

\$.....0

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes []No [X]

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

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

\$.....0

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

\$.....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes []No [X]

14.2 If yes, please complete the following:

	1	2
	Prior Year-End	Current Quarter
	Book/Adjusted Carrying Value	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 [X]

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

Yes []No []

16. For the reporting entity's security lending program, state the amount of the following as current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:

\$.....0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:

\$.....0

16.3 Total payable for securities lending reporting on the liability page:

\$.....0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X]No []

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

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

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes []No [X]

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

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

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

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

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X]No []

18.2 If no, list exceptions:

PROGRESSIVE NORTHWESTERN 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?
If yes, attach an explanation.

Yes [☐] No [☒] N/A [☐]

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?
If yes, attach an explanation.

Yes [☐] No [☒]

3.1

Have any of the reporting entity's primary reinsurance contracts been canceled?

Yes [☐] No [☒]

3.2

If yes, give full and complete information thereto:

4.1

Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero?

Yes [☐] No [☒]

4.2

If yes, complete the following schedule:

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

5.

Operating Percentages:

5.1

A&H loss percent

0.0 %

5.2

A&H cost containment percent

0.0 %

5.3

A&H expense percent excluding cost containment expenses

0.0 %

6.1

Do you act as a custodian for health savings accounts?

Yes [☐] No [☒]

6.2

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

0

6.3

Do you act as an administrator for health savings accounts?

Yes [☐] No [☒]

6.4

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

0

Q08

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

NONE

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		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
States, Etc.								
1.	Alabama.....AL	...N....						
2.	Alaska.....AK	...L....	816,955	874,016	422,702	407,808	1,109,600	950,108
3.	Arizona.....AZ	...L....	769,586	928,510	211,446	278,222	722,217	681,136
4.	Arkansas.....AR	...L....	17,056,585	16,642,113	8,469,692	8,112,552	12,780,632	12,991,163
5.	California.....CA	...L....						
6.	Colorado.....CO	...L....						
7.	Connecticut.....CT	...L....	8,276,713	7,193,959	4,378,640	3,684,590	19,645,216	16,041,755
8.	Delaware.....DE	...L....			(175)	(275)	(0)	
9.	District of Columbia.....DC	...L....						
10.	Florida.....FL	...N....						
11.	Georgia.....GA	...L....			(1,978)	(6,206)		
12.	Hawaii.....HI	...L....	108,493	136,635	84,881	69,218	137,896	131,959
13.	Idaho.....ID	...L....	10,042,309	9,479,254	5,394,498	5,561,802	12,443,018	10,826,088
14.	Illinois.....IL	...N....						
15.	Indiana.....IN	...L....	1,112,211	1,277,894	601,603	889,023	1,215,771	1,394,912
16.	Iowa.....IA	...L....						
17.	Kansas.....KS	...L....	23,650,058	22,738,029	12,660,586	11,821,123	18,161,556	17,659,828
18.	Kentucky.....KY	...L....						
19.	Louisiana.....LA	...L....						
20.	Maine.....ME	...L....	13,758,558	13,124,439	8,803,134	8,351,798	18,824,387	18,221,486
21.	Maryland.....MD	...L....						
22.	Massachusetts.....MA	...N....						
23.	Michigan.....MI	...Q....						
24.	Minnesota.....MN	...L....			15,845	102,736		375,542
25.	Mississippi.....MS	...L....						
26.	Missouri.....MO	...L....	5,323,187	6,020,905	2,647,065	2,266,099	5,466,952	7,179,684
27.	Montana.....MT	...L....	9,781,097	8,579,467	4,792,169	4,765,638	8,944,934	8,333,562
28.	Nebraska.....NE	...L....						
29.	Nevada.....NV	...L....	270,342	313,247	199,600	63,166	218,958	174,571
30.	New Hampshire.....NH	...N....						
31.	New Jersey.....NJ	...L....						
32.	New Mexico.....NM	...L....			554,167	38,173	638,343	874,410
33.	New York.....NY	...L....	8,397,956	9,209,641	4,371,654	3,724,488	14,271,633	14,679,431
34.	North Carolina.....NC	...L....						
35.	North Dakota.....ND	...L....	10,200,357	9,314,687	5,512,993	5,182,478	11,900,300	8,032,177
36.	Ohio.....OH	...L....						
37.	Oklahoma.....OK	...L....						
38.	Oregon.....OR	...L....			79,406	280,197	39,795	105,605
39.	Pennsylvania.....PA	...N....						
40.	Rhode Island.....RI	...L....	202,259	223,350	92,341	166,515	653,664	722,211
41.	South Carolina.....SC	...L....						
42.	South Dakota.....SD	...L....						
43.	Tennessee.....TN	...L....			16	(711)		
44.	Texas.....TX	...L....						
45.	Utah.....UT	...L....			(133)	(428)	4	13
46.	Vermont.....VT	...N....						
47.	Virginia.....VA	...L....	1,472,010	1,761,524	1,254,732	696,317	3,345,194	5,431,918
48.	Washington.....WA	...L....	6,754,500	8,551,587	5,760,614	7,993,800	17,543,337	22,760,235
49.	West Virginia.....WV	...L....						
50.	Wisconsin.....WI	...L....						
51.	Wyoming.....WY	...N....						
52.	American Samoa.....AS	...N....						
53.	Guam.....GU	...N....						
54.	Puerto Rico.....PR	...N....						
55.	US Virgin Islands.....VI	...N....						
56.	Northern Mariana Islands.....MP	...N....						
57.	Canada.....CAN	...N....						
58.	Aggregate Other Alien.....OT	...XXX....	0	0	0	0	0	0
59.	Totals.....	(a).....42	117,993,177	116,369,257	66,305,499	64,448,123	148,063,407	147,567,794

DETAILS OF WRITE-INS

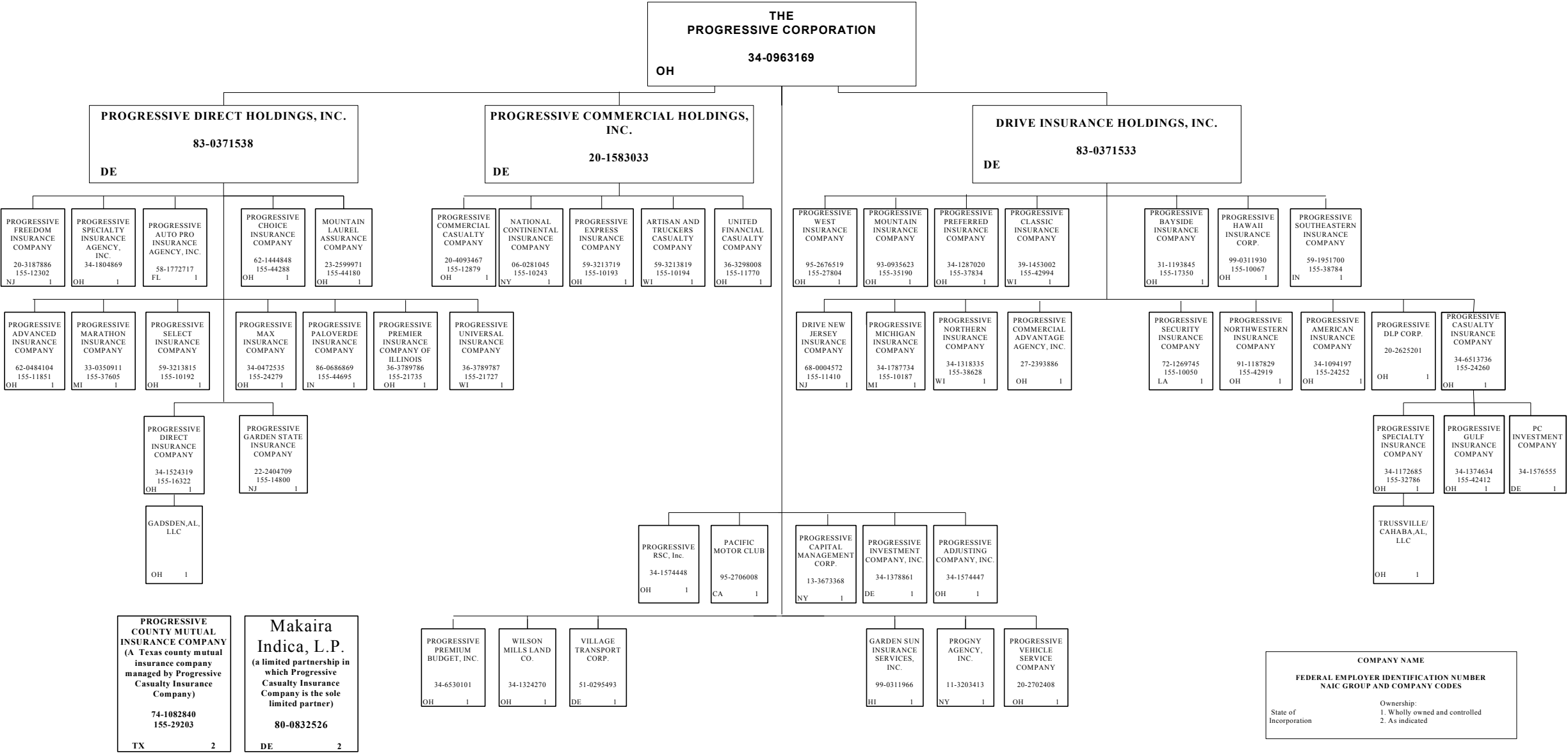
58001.	XXX.....						
58002.	XXX.....						
58003.	XXX.....						
58998.	Summary of remaining write-ins for Line 58 from overflow page....	...XXX....	0	0	0	0	0
58999.	Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....	...XXX....	0	0	0	0	0

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

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

PART 1 – ORGANIZATIONAL CHART

Q11



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
0155.....	The Progressive Insurance Group...	00000.....	34-0963169	.....	0000080661	New York Stock Exchange..	The Progressive Corporation.....	OH.....	UIP.....	Board, Management.....	Board.....	.....	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	83-0371533	.....	.....	.....	Drive Insurance Holdings, Inc.....	DE.....	UDP.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	11410.....	68-0004572	.....	.....	.....	Drive New Jersey Insurance Company.....	NJ.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24252.....	34-1094197	.....	.....	.....	Progressive American Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	17350.....	31-1193845	.....	.....	.....	Progressive Bayside Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24260.....	34-6513736	.....	.....	.....	Progressive Casualty Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1576555	.....	.....	.....	PC Investment Company.....	DE.....	NIA.....	Progressive Casualty Insurance Company.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	29203.....	74-1082840	.....	.....	.....	Progressive County Mutual Insurance Company.....	TX.....	IA.....	Progressive Casualty Insurance Company.....	Management.....	.....	The Progressive Corporation.	2, 3.....
0155.....	The Progressive Insurance Group...	42412.....	34-1374634	.....	.....	.....	Progressive Gulf Insurance Company.....	OH.....	IA.....	Progressive Casualty Insurance Company.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	32786.....	34-1172685	.....	.....	.....	Progressive Specialty Insurance Company.....	OH.....	IA.....	Progressive Casualty Insurance Company.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	.....	.....	.....	.....	Trussville/Cahaba, AL , LLC.....	OH.....	NIA.....	Progressive Specialty Insurance Company.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	42994.....	39-1453002	.....	.....	.....	Progressive Classic Insurance Company.....	WI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	20-2625201	.....	.....	.....	Progressive DLP Corp.....	OH.....	NIA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10067.....	99-0311930	.....	.....	.....	Progressive Hawaii Insurance Corp.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10187.....	34-1787734	.....	.....	.....	Progressive Michigan Insurance Company.....	MI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	35190.....	93-0935623	.....	.....	.....	Progressive Mountain Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	38628.....	34-1318335	.....	.....	.....	Progressive Northern insurance Company.....	WI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	42919.....	91-1187829	.....	.....	.....	Progressive Northwestern Insurance Company.....	OH.....	.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	37834.....	34-1287020	.....	.....	.....	Progressive Preferred Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10050.....	72-1269745	.....	.....	.....	Progressive Security Insurance Company.....	LA.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	38784.....	59-1951700	.....	.....	.....	Progressive Southeastern Insurance Company.....	IN.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	27804.....	95-2676519	.....	.....	.....	Progressive West Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	27-2393886	.....	.....	.....	Progressive Commercial Advantage Agency, Inc.....	OH.....	NIA.....	Drive Insurance Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	20-1583033	.....	.....	.....	Progressive Commercial Holdings, Inc.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10194.....	59-3213819	.....	.....	.....	Artisan and Truckers Casualty Company.....	WI.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10243.....	06-0281045	.....	.....	.....	National Continental Insurance Company.....	NY.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	12879.....	20-4093467	.....	.....	.....	Progressive Commercial Casualty Company.....	OH.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10193.....	59-3213719	.....	.....	.....	Progressive Express Insurance Company.....	OH.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	11770.....	36-3298008	.....	.....	.....	United Financial Casualty Company.....	OH.....	IA.....	Progressive Commercial Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	83-0371538	.....	.....	.....	Progressive Direct Holdings, Inc.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44180.....	23-2599971	.....	.....	.....	Mountain Laurel Assurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	11851.....	62-0484104	.....	.....	.....	Progressive Advanced Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	58-1772717	.....	.....	.....	Progressive Auto Pro Insurance Agency, Inc.....	FL.....	NIA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44288.....	62-1444848	.....	.....	.....	Progressive Choice Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	16322.....	34-1524319	.....	.....	.....	Progressive Direct Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	.....	.....	.....	.....	Gadsden, AL, LLC.....	OH.....	NIA.....	Progressive Direct Insurance Company.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155.....	The Progressive Insurance Group...	12302.....	20-3187886	.....	.....	.....	Progressive Freedom Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	14800.....	22-2404709	.....	.....	.....	Progressive Garden State Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	37605.....	33-0350911	.....	.....	.....	Progressive Marathon Insurance Company.....	MI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24279.....	34-0472535	.....	.....	.....	Progressive Max Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44695.....	86-0686869	.....	.....	.....	Progressive Paloverde Insurance Company.....	IN.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21735.....	36-3789786	.....	.....	.....	Progressive Premier Insurance Company of Illinois.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10192.....	59-3213815	.....	.....	.....	Progressive Select Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1804869	.....	.....	.....	Progressive Specialty Insurance Agency, Inc.....	OH.....	NIA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21727.....	36-3789787	.....	.....	.....	Progressive Universal Insurance Company.....	WI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	99-0311966	.....	.....	.....	Garden Sun Insurance Services, ilc.....	HI.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	95-2706008	.....	.....	.....	Pacific Motor Club.....	CA.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	11-3203413	.....	.....	.....	PROGNY Agency, Inc.....	NY.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1574447	.....	.....	.....	Progressive Adjusting Company, Inc.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	13-3673368	.....	.....	.....	Progressive Capital Management Corp.....	NY.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1378861	.....	.....	.....	Progressive Investment Company, Inc.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-6530101	.....	.....	.....	Progressive Premium Budget, Inc.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1574448	.....	.....	.....	Progressive RSC, Inc.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	20-2702408	.....	.....	.....	Progressive Vehicle Service Company.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	51-0295493	.....	.....	.....	Village Transport Corp.....	DE.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1324270	.....	.....	.....	Wilson Mills Land Co.....	OH.....	NIA.....	The Progressive Corporation.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	80-0832526	.....	.....	.....	Makaira Indica, LP.....	CA.....	NIA.....	Progressive Casualty Insurance Company.....	Other.....	.....	The Progressive Corporation.	1, 3, 4...

Asterisk	Explanation
1	Schedule Y Part 1A is a common schedule for all companies in The Progressive Insurance Group, however column 10 requires specific relationship information relative to the reporting entity.
2	Progressive County Mutual Insurance Company is a Texas county mutual insurance company that is controlled, but not owned by Progressive Casualty Insurance Company.
3	None of the companies in The Progressive Insurance Group are Federally chartered or insured institutions and therefore, do not have Federal RSSD numbers.
4	Makaira Indica, LP is a limited partnership in which Progressive Casualty Insurance Company is the sole limited partner.

Q12.1

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			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	
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....			0.0	
9. Inland marine.....	2,907,910	1,235,791	42.5	32.9
10. Financial guaranty.....			0.0	
11.1. Medical professional liability - occurrence.....			0.0	
11.2. Medical professional liability - claims-made.....			0.0	
12. Earthquake.....			0.0	
13. Group accident and health.....			0.0	
14. Credit accident and health.....			0.0	
15. Other accident and health.....			0.0	
16. Workers' compensation.....			0.0	
17.1 Other liability-occurrence.....	1,786,751	499,054	27.9	9.6
17.2 Other liability-claims made.....		(1,733)	0.0	(2,135.6)
17.3 Excess workers' compensation.....			0.0	
18.1 Products liability-occurrence.....			0.0	
18.2 Products liability-claims made.....			0.0	
19.1, 19.2 Private passenger auto liability.....	62,703,417	33,724,180	53.8	54.4
19.3, 19.4 Commercial auto liability.....	6,642,852	5,698,071	85.8	41.3
21. Auto physical damage.....	43,979,957	22,503,685	51.2	51.6
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.....	118,020,887	63,659,047	53.9	51.6
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire.....			
2. Allied lines.....			
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....			
6. Mortgage guaranty.....			
8. Ocean marine.....			
9. Inland marine.....	2,305,621	2,305,621	2,095,997
10. Financial guaranty.....			
11.1 Medical professional liability - occurrence.....			
11.2 Medical professional liability - claims made.....			
12. Earthquake.....			
13. Group accident and health.....			
14. Credit accident and health.....			
15. Other accident and health.....			
16. Workers' compensation.....			
17.1 Other liability-occurrence.....	1,888,190	1,888,190	1,626,622
17.2 Other liability-claims made.....			
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....			
18.2 Products liability-claims made.....			
19.1 19.2 Private passenger auto liability.....	62,855,721	62,855,721	63,451,820
19.3 19.4 Commercial auto liability.....	7,271,619	7,271,619	6,538,905
21. Auto physical damage.....	43,672,026	43,672,026	42,655,912
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.....	117,993,177	117,993,177	116,369,256
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)	2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2013 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. 2010 + Prior.....	69,887	14,430	84,317	14,197	235	14,431	56,349	1,581	12,352	70,283	658	(261)	397	
2. 2011.....	81,940	17,958	99,898	15,561	747	16,309	66,630	4,221	14,205	85,056	251	1,215	1,466	
3. Subtotals 2011 + Prior.....	151,828	32,388	184,215	29,758	982	30,740	122,979	5,802	26,557	155,339	910	954	1,864	
4. 2012.....	196,203	66,156	262,359	59,615	9,465	69,080	136,915	18,807	41,496	197,217	326	3,612	3,938	
5. Subtotals 2012 + Prior.....	348,031	98,544	446,575	89,373	10,447	99,820	259,894	24,609	68,053	352,556	1,236	4,566	5,802	
6. 2013.....	XXX.....	XXX.....	XXX.....	XXX.....	92,497	92,497	XXX.....	65,571	32,774	98,345	XXX.....	XXX.....	XXX.....	
7. Totals.....	348,031	98,544	446,575	89,373	102,945	192,317	259,894	90,180	100,827	450,901	1,236	4,566	5,802	
8. Prior Year- End's Surplus As Regards Policyholders	347,330										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. ....0.4 %	2. ....4.6 %	3. ....1.3 %	
														Col. 13, Line 7 Line 8
														4.1.7 %

PROGRESSIVE NORTHWESTERN 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?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.
2.
3.
4.

Bar Code:



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



* 4 2 9 1 9 2 0 1 3 4 5 5 0 0 0 0 1 *



* 4 2 9 1 9 2 0 1 3 3 6 5 0 0 0 0 1 *



* 4 2 9 1 9 2 0 1 3 5 0 5 0 0 0 0 1 *

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

Overflow Page for Write-Ins

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
2504. UNEARNED FEE RESERVE.....	10,686	10,275
2597. Summary of remaining write-ins for Line 25.....	10,686	10,275

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. 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).....	0	0
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	1,018,491,894	983,581,046
2. Cost of bonds and stocks acquired.....	246,894,310	567,172,457
3. Accrual of discount.....	550,091	1,703,054
4. Unrealized valuation increase (decrease).....	13,082,689	3,580,509
5. Total gain (loss) on disposals.....	1,015,221	20,536,067
6. Deduct consideration for bonds and stocks disposed of.....	147,807,560	541,112,613
7. Deduct amortization of premium.....	4,012,021	16,858,131
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		110,495
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	1,128,214,624	1,018,491,894
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	1,128,214,624	1,018,491,894

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

QSI02

	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).....	664,422,330	184,941,386	167,348,060	(2,771,155)	679,244,501			664,422,330
2. Class 2 (a).....	234,982,227	41,449,712	13,984,565	(117,093)	262,330,281			234,982,227
3. Class 3 (a).....	23,767,111		17,521,404	(49,969)	6,195,738			23,767,111
4. Class 4 (a).....	25,882,698		24,778,671	(505,030)	598,997			25,882,698
5. Class 5 (a).....		20,730,938		2,047	20,732,985			
6. Class 6 (a).....	533,725			(72,139)	461,586			533,725
7. Total Bonds.....	949,588,091	247,122,036	223,632,700	(3,513,339)	969,564,088	0	0	949,588,091
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.....	949,588,091	247,122,036	223,632,700	(3,513,339)	969,564,088	0	0	949,588,091

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
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.....	1,710,977	XXX.....	1,710,977	13	.....

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.....	1,023,585	30,680,858
2. Cost of short-term investments acquired.....	708,437	3,297,834
3. Accrual of discount.....	.....	.....
4. Unrealized valuation increase (decrease).....	.....	.....
5. Total gain (loss) on disposals.....	.....	.....
6. Deduct consideration received on disposals.....	21,045	32,510,007
7. Deduct amortization of premium.....	.....	.....445,100
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).....	1,710,977	1,023,585
11. Deduct total nonadmitted amounts.....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	1,710,977	1,023,585

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 NORTHWESTERN INSURANCE COMPANY
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.....	78,498,497	12,099,987
2. Cost of cash equivalents acquired.....	1,199,970	871,970,500
3. Accrual of discount.....	1,518	26,010
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	78,500,000	805,598,000
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	1,199,985	78,498,497
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	1,199,985	78,498,497

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1	2			3	4	5			6	7	8	9	10
CUSIP Identification	Description			Foreign	Date Acquired	Name of Vendor			Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government													
912828 UE 8	US TREASURY NOTE 0.750% 12/31/17.....				...01/17/2013	CSFBdirect.....				4,991,016	5,000,000	1,865	1.....
0599999.	Total - Bonds - U.S. Government.....									4,991,016	5,000,000	1,865	XXX.....
Bonds - U.S. States, Territories and Possessions													
575827 KH 2	MASSACHUSETTS ST 0.110% 08/01/15.....				...03/13/2013	Goldman Sachs.....				1,060,000	1,060,000	38	1FE.....
57582N 4G 7	MASSACHUSETTS ST 0.140% 03/01/26.....				...03/27/2013	Goldman Sachs.....				41,725,000	41,725,000	2,410	1FE.....
882716 W5 8	TEXAS ST 0.130% 12/01/23.....				...03/20/2013	Goldman Sachs.....				5,800,000	5,800,000	396	1FE.....
1799999.	Total - Bonds - U.S. States, Territories & Possessions.....									48,585,000	48,585,000	2,844	XXX.....
Bonds - U.S. Special Revenue and Special Assessment													
47770V AS 9	JOBSONHIO BEVERAGE SYS S 1.820% 01/01/18.....				...01/29/2013	JP Morgan Securities.....				15,570,000	15,570,000		1FE.....
47770V AT 7	JOBSONHIO BEVERAGE SYS S 2.217% 01/01/19.....				...01/29/2013	JP Morgan Securities.....				13,000,000	13,000,000		1FE.....
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments.....									28,570,000	28,570,000	0	XXX.....
Bonds - Industrial and Miscellaneous													
126670 AW 8	CWL 2005-10 MV2 0.684% 02/25/36.....				...02/26/2013	Goldman Sachs.....				20,730,938	22,750,000	1,723	5AM.....
14987B AB 9	CC HOLDINGS GS V LLC/CR 2.381% 12/15/17.....				...01/14/2013	CSFBdirect.....				3,022,200	3,000,000	4,564	2FE.....
17307G WR 5	CMLTI 2005-HE3 M1 0.664% 09/25/35.....				...03/01/2013	Royal Bank of Scotland.....				10,321,750	10,600,000	1,754	1FM.....
233851 AT 1	DAIMLER FINANCE NA LLC 1.250% 01/11/16.....				...01/07/2013	JP Morgan Securities.....				9,987,700	10,000,000		1FE.....
36162W AD 9	GEET 2013-1 A4 0.900% 03/24/21.....				...03/12/2013	Bank of America Corp.....				14,997,519	15,000,000		1FE.....
36193A AJ 7	GSMS 2013-KING C 3.550% 12/10/27.....				...02/12/2013	Goldman Sachs.....				20,528,990	20,000,000	45,800	1FE.....
44923Q AB 0	HYUNDAI CAPITAL AMERICA 4.000% 06/08/17.....				...01/08/2013	Royal Bank of Canada.....				5,430,850	5,000,000	18,333	2FE.....
78444V AA 9	SLCLT 2010-B A1 4.000% 07/15/42.....				...02/25/2013	Bank of America Corp.....				23,746	22,402	32	1FE.....
78444V AA 9	SLCLT 2010-B A1 4.000% 07/15/42.....				...02/25/2013	Bank of America Corp.....				1,038,780	979,981	1,416	1FE.....
78447R AD 9	SLMA 2013-A B 2.500% 03/15/47.....				...02/27/2013	Barclays Capital.....				19,016,478	20,000,000		1FE.....
83611M GG 7	SVHE 2005-OPT2 A6 0.584% 08/25/35.....				...01/31/2013	JP Morgan Securities.....				21,005,712	21,434,400	3,823	2AM.....
98978V AA 1	ZOETIS INC 3.250% 02/01/23.....				...01/16/2013	Barclays Capital.....				6,992,300	7,000,000		2FE.....
98978V AD 5	ZOETIS INC 1.150% 02/01/16.....				...01/16/2013	JP Morgan Securities.....				4,998,650	5,000,000		2FE.....
92857W BA 7	VODAFONE GROUP PLC 0.900% 02/19/16.....			F.....	...02/11/2013	JP Morgan Securities.....				24,972,000	25,000,000		1FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....									163,067,613	165,786,783	77,445	XXX.....
8399997.	Total - Bonds - Part 3.....									245,213,629	247,941,783	82,154	XXX.....
8399999.	Total - Bonds.....									245,213,629	247,941,783	82,154	XXX.....
Common Stocks - Industrial and Miscellaneous													
00287Y 10 9	ABBVIE INC.....				...01/02/2013	Spin Off.....			57,300,000	1,680,681	XXX.....		L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....									1,680,681	XXX.....	0	XXX.....
9799997.	Total - Common Stocks - Part 3.....									1,680,681	XXX.....	0	XXX.....
9799999.	Total - Common Stocks.....									1,680,681	XXX.....	0	XXX.....
9899999.	Total - Preferred and Common Stocks.....									1,680,681	XXX.....	0	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....									246,894,310	XXX.....	82,154	XXX.....

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

SCHEDULE D - PART 4

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

1	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 Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)
9799999.	Total - Common Stocks.....					1,705,501	XXX.....	1,680,685	1,957,380	(276,696)	0	0	(276,696)	0	1,680,685	0	24,816	24,816	0	XXX...	..XXX....
9899999.	Total - Preferred and Common Stocks.....					1,705,501	XXX.....	1,680,685	1,957,380	(276,696)	0	0	(276,696)	0	1,680,685	0	24,816	24,816	0	XXX...	..XXX....
9999999.	Total - Bonds, Preferred and Common Stocks.....					147,807,560	XXX.....	148,723,866	135,769,315	(259,597)	(724,440)	0	(984,037)	0	146,792,340	0	..1,015,221	..1,015,221	..2,168,204	XXX...	..XXX....

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

Sch. DB-Pt A-Sn 1

NONE

Sch. DB-Pt B-Sn 1

NONE

Sch. DB-Pt B-Sn 1B-Broker List

NONE

Sch. DB-Pt D-Sn 1

NONE

Sch. DB-Pt D-Sn 2

NONE

Sch. DL-Pt. 1

NONE

Sch. DL-Pt. 2

NONE

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

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								
STATE STREET BANK..... KANSAS CITY, MO.....							78,693	XXX..
0199999. Total Open Depositories.....	...XXX...	...XXX...	0	0	0	0	78,693	XXX..
0399999. Total Cash on Deposit.....	...XXX...	...XXX...	0	0	0	0	78,693	XXX..
0599999. Total Cash.....	...XXX...	...XXX...	0	0	0	0	78,693	XXX..

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
WAL-MART STORES INC.....		03/28/2013	0.070	04/12/2013	499,989	.....	.....4
CANADIAN IMPERIAL HOLDINGS.....		03/27/2013	0.110	04/03/2013	699,996	.....	.....11
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....					1,199,985	0	15
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....					1,199,985	0	15
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					1,199,985	0	15
8399999. Subtotals - Bonds.....					1,199,985	0	15
8699999. Total - Cash Equivalents.....					1,199,985	0	15