



QUARTERLY STATEMENT

As of March 31, 2014
of the Condition and Affairs of the

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period)	NAIC Company Code..... 42919	Employer's ID Number..... 91-1187829
Organized under the Laws of OH	State of Domicile or Port of Entry OH	Country of Domicile US
Incorporated/Organized..... September 24, 1982	Commenced Business..... September 26, 1983	
Statutory Home Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US 44143-2182 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	
Main Administrative Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US 44143-2182 440-461-5000 <i>(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)</i>	
Mail Address	P.O. BOX 89490..... CLEVELAND OH US 44101-6490 <i>(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)</i>	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US 44143-2182 440-395-4460 <i>(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)</i>	
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO <i>(Name)</i>	440-395-4460 <i>(Area Code) (Telephone Number) (Extension)</i>
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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) MARK DONALD NIEHAUS _____ 1. (Printed Name) PRESIDENT _____ (Title)	_____ (Signature) PETER JAMES ALBERT _____ 2. (Printed Name) SECRETARY _____ (Title)	_____ (Signature) THOMAS ALFRED KING _____ 3. (Printed Name) TREASURER _____ (Title)
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Subscribed and sworn to before me
This 6TH day of MAY, 2014

a. Is this an original filing? Yes [X] No []
b. If no: 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	935,573,667		935,573,667	958,817,719
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....	165,681,905		165,681,905	198,823,586
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 (\$.....20,329), cash equivalents (\$.....79,998,364) and short-term investments (\$.....146,365).....	80,165,058		80,165,058	15,871,269
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....	17,930,794		17,930,794	
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).....	1,199,351,424	.0	1,199,351,424	1,173,512,574
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	4,510,608		4,510,608	5,510,398
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	14,717,361	2,280,609	12,436,752	(719,471)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	65,933,833		65,933,833	62,812,852
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	1,967,633		1,967,633	1,433,718
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.....	7,328,283		7,328,283	4,431,367
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.....	28,860,227		28,860,227	20,568,114
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	178,100	178,100	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	1,322,847,469	2,458,709	1,320,388,760	1,267,549,552
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	1,322,847,469	2,458,709	1,320,388,760	1,267,549,552

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. PREPAID EXPENSES.....	174,532	174,532	.0	
2502. MISCELLANEOUS OTHER ASSETS.....	3,568	3,568	.0	
2503.....			.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).....	178,100	178,100	.0	.0

Statement for March 31, 2014 of the **PROGRESSIVE NORTHWESTERN INSURANCE COMPANY**
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....90,783,236).....	398,041,985	396,117,151
2. Reinsurance payable on paid losses and loss adjustment expenses.....	4,609,787	5,680,318
3. Loss adjustment expenses.....	79,322,453	77,520,872
4. Commissions payable, contingent commissions and other similar charges.....	578,613	1,527,771
5. Other expenses (excluding taxes, licenses and fees).....	46,756,696	41,370,625
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	8,228,858	8,171,208
7.1 Current federal and foreign income taxes (including \$....4,517,179 on realized capital gains (losses)).....	14,320,702	8,191,015
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 \$....144,977,496 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.....)	348,684,344	335,543,144
10. Advance premium.....	6,177,758	3,243,970
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	19,200	17,503
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.....	17,706,507	16,385,850
19. Payable to parent, subsidiaries and affiliates.....		
20. Derivatives.....		
21. Payable for securities.....	129,191	
22. Payable for securities lending.....		
23. Liability for amounts held under uninsured plans.....		
24. Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	2,339,278	2,211,128
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	926,915,372	895,980,555
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	926,915,372	895,980,555
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).....	244,173,388	222,268,997
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).....	393,473,388	371,568,997
38. Totals (Page 2, Line 28, Col. 3).....	1,320,388,760	1,267,549,552

DETAILS OF WRITE-INS

2501. STATE PLAN LIABILITY.....	2,008,026	2,000,120
2502. OTHER LIABILITIES.....	210,673	180,054
2503. ESCHEATABLE PROPERTY.....	110,203	17,007
2598. Summary of remaining write-ins for Line 25 from overflow page.....	10,376	13,947
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	2,339,278	2,211,128
2901.		
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	0
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page.....	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$.....116,661,553).....	117,873,678	118,020,887	476,266,543
1.2 Assumed..... (written \$.....301,188,344).....	288,047,144	277,153,380	1,129,333,623
1.3 Ceded..... (written \$.....116,661,553).....	117,873,678	118,020,887	476,266,543
1.4 Net..... (written \$.....301,188,344).....	288,047,144	277,153,380	1,129,333,623
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....174,729,777):			
2.1 Direct.....	66,646,552	63,659,047	289,092,287
2.2 Assumed.....	176,039,607	168,853,186	708,349,963
2.3 Ceded.....	66,646,552	63,659,047	289,092,287
2.4 Net.....	176,039,607	168,853,186	708,349,963
3. Loss adjustment expenses incurred.....	29,889,814	27,790,698	115,225,384
4. Other underwriting expenses incurred.....	61,401,366	60,850,684	240,903,413
5. Aggregate write-ins for underwriting deductions.....	0	0	5,941
6. Total underwriting deductions (Lines 2 through 5).....	267,330,787	257,494,568	1,064,484,701
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	20,716,357	19,658,812	64,848,922
INVESTMENT INCOME			
9. Net investment income earned.....	6,660,221	6,843,166	27,530,823
10. Net realized capital gains (losses) less capital gains tax of \$.....4,517,179.....	9,193,943	659,894	1,089,649
11. Net investment gain (loss) (Lines 9 + 10).....	15,854,164	7,503,060	28,620,472
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....95,280 amount charged off \$.....952,671).....	(857,391)	(897,201)	(4,119,506)
13. Finance and service charges not included in premiums.....	2,254,569	2,314,600	9,648,745
14. Aggregate write-ins for miscellaneous income.....	268,897	166,706	1,127,515
15. Total other income (Lines 12 through 14).....	1,666,075	1,584,105	6,656,754
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	38,236,596	28,745,977	100,126,148
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).....	38,236,596	28,745,977	100,126,148
19. Federal and foreign income taxes incurred.....	9,803,523	10,288,136	34,172,626
20. Net income (Line 18 minus Line 19) (to Line 22).....	28,433,073	18,457,841	65,953,522
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	371,568,997	347,330,224	347,330,224
22. Net income (from Line 20).....	28,433,073	18,457,841	65,953,522
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....(3,319,934).....	(6,165,591)	8,503,748	30,339,785
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	(423,018)	715,630	1,391,599
27. Change in nonadmitted assets.....	59,927	115,452	153,867
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.....			(73,600,000)
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).....	21,904,391	27,792,671	24,238,773
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	393,473,388	375,122,895	371,568,997
DETAILS OF WRITE-INS			
0501. LOSS ON COMMUTATION.....			5,941
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	5,941
1401. MISCELLANEOUS INCOME.....	249,857	150,239	1,047,056
1402. SERVICE BUSINESS REVENUE.....	16,891	10,545	63,288
1403. INTEREST INCOME ON INTERCOMPANY BALANCES.....	2,149	5,922	17,171
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).....	268,897	166,706	1,127,515
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	288,136,434	283,598,709	1,140,732,460
2. Net investment income.....	8,766,110	10,739,008	38,584,469
3. Miscellaneous income.....	1,441,136	1,407,181	6,769,916
4. Total (Lines 1 through 3).....	298,343,680	295,744,898	1,186,086,845
5. Benefit and loss related payments.....	175,719,219	164,149,405	683,292,276
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	84,995,037	81,896,155	346,586,397
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....520,061 tax on capital gains (losses).....	8,191,015	8,885,881	36,444,651
10. Total (Lines 5 through 9).....	268,905,271	254,931,441	1,066,323,324
11. Net cash from operations (Line 4 minus Line 10).....	29,438,409	40,813,457	119,763,521
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	104,748,837	146,102,059	534,909,161
12.2 Stocks.....	38,347,300	1,705,501	2,150,092
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.....	129,191		
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	143,225,328	147,807,560	537,059,253
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	81,536,117	245,213,629	631,387,008
13.2 Stocks.....	2,054,790	1,680,681	6,484,532
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	17,930,794	305,938	
13.7 Total investments acquired (Lines 13.1 to 13.6).....	101,521,701	247,200,248	637,871,540
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	41,703,627	(99,392,688)	(100,812,287)
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.....			73,600,000
16.6 Other cash provided (applied).....	(6,848,247)	(17,953,196)	(9,002,047)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(6,848,247)	(17,953,196)	(82,602,047)
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).....	64,293,789	(76,532,427)	(63,650,813)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	15,871,269	79,522,082	79,522,082
19.2 End of period (Line 18 plus Line 19.1).....	80,165,058	2,989,655	15,871,269

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, 2014	December 31, 2013
Net income			
(1) Net income, state basis	OH	\$ 28,433,073	\$ 65,953,522
(2) Effect of state prescribed practices		--	--
(3) Effect of state permitted practices		--	--
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	\$ 28,433,073	\$ 65,953,522
Surplus			
(5) Policyholders' surplus, state basis	OH	\$ 393,473,388	\$ 371,568,997
(6) Effect of state prescribed practices		--	--
(7) Effect of state permitted practices		--	--
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	\$ 393,473,388	\$ 371,568,997

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

- 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.
- Intent to Sell or Inability to Hold Securities with a Recognized Other-Than-Temporary Impairment
Not applicable
- As of March 31, 2014, the Company has not recorded an other-than-temporary impairment for loan-backed and structured debt securities during the current year.
- As of March 31, 2014, the Company had \$2,372,632 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

As of March 31, 2014, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position is as follows:

Description	Amount
a. Aggregate amount of unrealized losses	
1. Less than twelve months	\$ 1,642,412
2. Twelve months or longer	730,220
Total	\$ 2,372,632
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	\$ 94,873,228
2. Twelve months or longer	33,049,569
Total	\$ 127,922,797

- Under SSAP No. 43R, the Company analyzes its structured debt securities to determine if the Company intends to sell, or if it is more likely than not that the Company will be required to sell, the security prior to recovery and, if so, the Company writes down the security to its current fair market value with the entire amount of the write-down recorded as a realized loss. To the extent that it is more likely than not that the Company will hold the debt security until recovery (which could be maturity), the Company determines if any of the decline in value is due to a credit loss (i.e., where the present value of cash flows expected to be collected is lower than the amortized cost basis of the security) and, if so, the Company recognizes that portion of the impairment as a realized loss.

E. Repurchase Agreements and/or Securities Lending Transactions

Not applicable

I. Working Capital Finance Investments

Not applicable

NOTES TO FINANCIAL STATEMENTS

6. Joint Ventures, Partnerships and Limited Liability Companies

No significant change

7. Investment Income

No significant change

8. Derivative Instruments

No significant change

9. Income Taxes

No significant change

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant change

11. Debt

B. Federal Home Loan Bank Agreements

Not applicable

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

A. Defined Benefit Plan

Not applicable

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

No significant change

14. Contingencies

F. All Other Contingencies

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

The following is a discussion of a potentially significant pending case at March 31, 2014. The Company does not consider a loss from this case to be probable and is unable to estimate a range of loss, if any, at this time.

As of March 31, 2014, there was a putative class action lawsuit alleging that the Company refused to pay policy benefits based upon payment by a third party.

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

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

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

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

No significant change

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

No significant change

20. Fair Value Measurements

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

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

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

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, 2014:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	\$ --	\$ 7,443,994	\$ --	\$ 7,443,994
Common stock Industrial & Miscellaneous	165,681,905	--	--	165,681,905
Total assets at fair value	\$ 165,681,905	\$ 7,443,994	\$ --	\$ 173,125,899
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

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

The table below represents the fair value of all financial instruments at March 31, 2014, however, not all financial instruments are reported at fair value in the Company's financial statements.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$ 947,635,080	\$ 935,573,667	\$ 216,288,001	\$ 731,347,079	\$ --	\$ --
Cash equivalents	79,998,364	79,998,364	79,998,364	--	--	--
Short term investments	146,366	146,365	146,366	--	--	--
Common stock	165,681,905	165,681,905	165,681,905	--	--	--
Total	\$ 1,193,461,715	\$ 1,181,400,301	\$ 462,114,636	\$ 731,347,079	\$ --	\$ --

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

Not applicable

21. Other Items

- G. Offsetting and Netting of Assets and Liabilities

Not applicable

- I. Risk Sharing Provisions of the Affordable Care Act

Not applicable

22. Events Subsequent

Subsequent events have been considered through May 9, 2014 for the statutory statement that was available for issuance by May 15, 2014. There were no subsequent events to report.

23. Reinsurance

No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant change

NOTES TO FINANCIAL STATEMENTS

25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior accident years increased by \$3,650,280 in 2014, which is less than 1% of the total prior year net unpaid losses and LAE of \$473,638,023. The unfavorable development is primarily due to passenger auto liability originally anticipated severity for accident year 2013 and 2012 increasing by 0.8% and 0.4% respectively. The LAE reserves developed unfavorably primarily due to unfavorable adjusting and other expense reserve development.

26. Intercompany Pooling Arrangements

No significant change

27. Structured Settlements

No significant change

28. Health Care Receivables

No significant change

29. Participating Accident and Health Policies

No significant change

30. Premium Deficiency Reserves

No significant change

31. High Deductibles

No significant change

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

No significant change

33. Asbestos and Environmental Reserves

No significant change

34. Subscriber Savings Accounts

No significant change

35. Multiple Peril Crop Insurance

No significant change

36. Financial Guaranty Insurance

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

Not applicable

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2012.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2012.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).8/6/2013.....

- 6.4 By what department or departments?
OHIO

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []

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

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

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

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

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

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

- 9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

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? 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 of current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.3 Total payable for securities lending reported on the liability page: \$.....0

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

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

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

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

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

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

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

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

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

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

PART 1 - INVESTMENT

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

Yes [X] No []

18.2 If no, list exceptions:

**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? Yes [] No [X] N/A []
If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [] No [X]
If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]
3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? Yes [] No [X]
4.2 If yes, complete the following schedule:

1 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

5. Operating Percentages:

5.1 A&H loss percent 0.0 %

5.2 A&H cost containment percent 0.0 %

5.3 A&H expense percent excluding cost containment expenses 0.0 %

6.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0

6.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating
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NONE

PROGRESSIVE NORTHWESTERN 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	L	719,759	816,955	384,361	422,702	1,572,497	1,109,600
3. Arizona.....AZ	L	666,581	769,586	302,279	211,446	738,765	722,217
4. Arkansas.....AR	L	17,318,043	17,056,585	9,816,348	8,469,692	14,206,722	12,780,632
5. California.....CA	L						
6. Colorado.....CO	L						
7. Connecticut.....CT	L	8,753,289	8,276,713	4,299,828	4,378,640	21,050,658	19,645,216
8. Delaware.....DE	L			(556)	(175)		
9. District of Columbia.....DC	L						
10. Florida.....FL	N						
11. Georgia.....GA	L			(142)	(1,978)		
12. Hawaii.....HI	L	101,462	108,493	64,984	84,881	180,702	137,896
13. Idaho.....ID	L	10,200,195	10,042,309	7,116,840	5,394,498	12,712,033	12,443,018
14. Illinois.....IL	N						
15. Indiana.....IN	L	885,456	1,112,211	754,471	601,603	1,183,040	1,215,771
16. Iowa.....IA	L						
17. Kansas.....KS	L	24,802,874	23,650,058	14,299,957	12,660,586	20,868,047	18,161,556
18. Kentucky.....KY	L						
19. Louisiana.....LA	L						
20. Maine.....ME	L	13,434,934	13,758,558	9,207,541	8,803,134	19,789,230	18,824,387
21. Maryland.....MD	L						
22. Massachusetts.....MA	N						
23. Michigan.....MI	Q						
24. Minnesota.....MN	L			26,065	15,845	5,262	
25. Mississippi.....MS	L						
26. Missouri.....MO	L	4,833,962	5,323,187	2,384,049	2,647,065	6,916,403	5,466,952
27. Montana.....MT	L	10,721,774	9,781,097	6,184,823	4,792,169	12,550,332	8,944,934
28. Nebraska.....NE	L						
29. Nevada.....NV	L	219,968	270,342	71,196	199,600	192,163	218,958
30. New Hampshire.....NH	N						
31. New Jersey.....NJ	L						
32. New Mexico.....NM	L			(3,603)	554,167	1,023,649	638,343
33. New York.....NY	L	6,573,076	8,397,956	3,290,286	4,371,654	11,866,551	14,271,633
34. North Carolina.....NC	L						
35. North Dakota.....ND	L	10,662,156	10,200,357	6,443,389	5,512,993	11,328,239	11,900,300
36. Ohio.....OH	L						
37. Oklahoma.....OK	L						
38. Oregon.....OR	L			(1,676)	79,406	35,983	39,795
39. Pennsylvania.....PA	N						
40. Rhode Island.....RI	L	165,935	202,259	101,802	92,341	704,168	653,664
41. South Carolina.....SC	L						
42. South Dakota.....SD	L						
43. Tennessee.....TN	L			(100)	16		
44. Texas.....TX	L						
45. Utah.....UT	L			(60)	(133)		4
46. Vermont.....VT	N						
47. Virginia.....VA	L	1,151,429	1,472,010	803,102	1,254,732	2,290,875	3,345,194
48. Washington.....WA	L	5,450,659	6,754,500	4,105,530	5,760,614	14,339,055	17,543,337
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		116,661,553	117,993,177	69,650,715	66,305,499	153,554,373	148,063,407

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	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....	XXX	0	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;

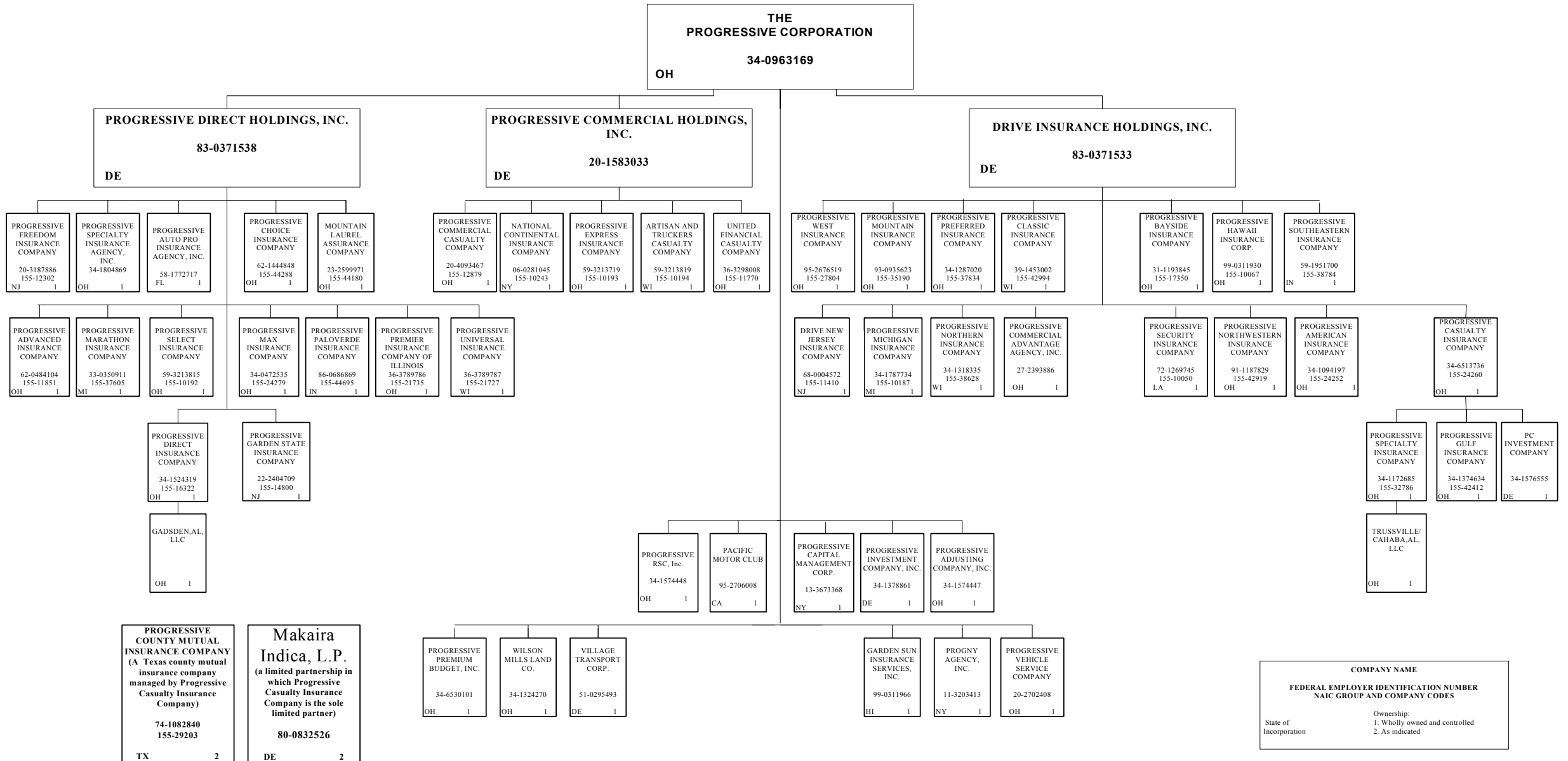
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

(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.....	20-5716113				Trussville/Cahaba, AL , LLC.....	OH.....	NIA.....	Progressive Specialty Insurance Company.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	42994.....	39-1453002				Progressive Classic Insurance Company.....	WI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10067.....	99-0311930				Progressive Hawaii Insurance Corp.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10187.....	34-1787734				Progressive Michigan Insurance Company.....	MI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	35190.....	93-0935623				Progressive Mountain Insurance Company.....	OH.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	38628.....	34-1318335				Progressive Northern insurance Company.....	WI.....	IA.....	Drive Insurance Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	42919.....	91-1187829				Progressive Northwestern Insurance Company.....	OH.....	RE.....	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.....	20-5716047				Gadsden, AL, LLC.....	OH.....	NIA.....	Progressive Direct Insurance Company.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	12302.....	20-3187886				Progressive Freedom Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	100.000	The Progressive Corporation.	1, 3.....

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155.....	The Progressive Insurance Group...	14800.....	22-2404709				Progressive Garden State Insurance Company.....	NJ.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	37605.....	33-0350911				Progressive Marathon Insurance Company.....	MI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	24279.....	34-0472535				Progressive Max Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	44695.....	86-0686869				Progressive Paloverde Insurance Company.....	IN.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21735.....	36-3789786				Progressive Premier Insurance Company of Illinois.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	10192.....	59-3213815				Progressive Select Insurance Company.....	OH.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	34-1804869				Progressive Specialty Insurance Agency, Inc.....	OH.....	NIA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	21727.....	36-3789787				Progressive Universal Insurance Company.....	WI.....	IA.....	Progressive Direct Holdings, Inc.....	Ownership.....	...100.000	The Progressive Corporation.	1, 3.....
0155.....	The Progressive Insurance Group...	00000.....	99-0311966				Garden Sun Insurance Services, 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.....

Q12.1

Asterisk

Explanation

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

PROGRESSIVE NORTHWESTERN INSURANCE COMPANY
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	
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....			0.0	
9. Inland marine.....	3,126,489	1,509,954	48.3	42.5
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.....	1,752,777	76,898	4.4	27.9
17.2 Other liability-claims made.....		4,282	0.0	
17.3 Excess workers' compensation.....			0.0	
18.1 Products liability-occurrence.....			0.0	
18.2 Products liability-claims made.....			0.0	
19.1, 19.2 Private passenger auto liability.....	60,809,101	35,512,131	58.4	53.8
19.3, 19.4 Commercial auto liability.....	7,561,453	4,798,240	63.5	85.8
21. Auto physical damage.....	44,623,858	24,745,048	55.5	51.2
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.....	117,873,678	66,646,552	56.5	53.9
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.....	2,551,918	2,551,918	2,305,621
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.....	1,935,319	1,935,319	1,888,190
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.....	60,651,254	60,651,254	62,855,721
19.3 19.4 Commercial auto liability.....	7,547,636	7,547,636	7,271,619
21. Auto physical damage.....	43,975,426	43,975,426	43,672,026
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.....	116,661,553	116,661,553	117,993,177
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)	2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2014 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. 2011 + Prior.....	72,658	15,116	87,775	14,180	304	14,484	59,487	1,558	12,441	73,486	1,008	(813)	196
2. 2012.....	88,509	19,199	107,708	17,287	640	17,927	70,386	4,247	15,074	89,707	(836)	762	(74)
3. Subtotals 2012 + Prior.....	161,167	34,315	195,483	31,467	944	32,412	129,872	5,805	27,515	163,192	172	(51)	121
4. 2013.....	207,763	70,392	278,155	63,383	9,060	72,443	145,242	20,614	43,386	209,241	861	2,668	3,529
5. Subtotals 2013 + Prior.....	368,931	104,707	473,638	94,850	10,005	104,855	275,114	26,419	70,901	372,434	1,033	2,617	3,650
6. 2014.....	XXX	XXX	XXX	XXX	97,348	97,348	XXX	70,975	33,956	104,931	XXX	XXX	XXX
7. Totals.....	368,931	104,707	473,638	94,850	107,353	202,203	275,114	97,394	104,857	477,365	1,033	2,617	3,650
8. Prior Year-End's Surplus As Regards Policyholders	371,569										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
											1.0.3 %	2.2.5 %	3.0.8 %
													Col. 13, Line 7 Line 8
													4.1.0 %

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Statement for March 31, 2014 of the **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:



Statement for March 31, 2014 of the **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.....	10,376	13,947
2597. Summary of remaining write-ins for Line 25.....	10,376	13,947

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	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 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	1,157,641,305	1,018,491,892
2. Cost of bonds and stocks acquired.....	83,590,907	637,871,540
3. Accrual of discount.....	714,628	2,462,707
4. Unrealized valuation increase (decrease).....	(9,485,525)	46,676,598
5. Total gain (loss) on disposals.....	13,711,122	3,506,704
6. Deduct consideration for bonds and stocks disposed of.....	143,096,137	537,059,253
7. Deduct amortization of premium.....	1,820,727	13,468,986
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		839,897
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	1,101,255,573	1,157,641,305
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	1,101,255,573	1,157,641,305

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	716,967,473	160,330,334	107,656,949	2,623,095	772,263,953			716,967,473
2. NAIC 2 (a).....	239,010,456	3,425,377	13,987,163	(3,583,358)	224,865,312			239,010,456
3. NAIC 3 (a).....	6,902,480			27,587	6,930,067			6,902,480
4. NAIC 4 (a).....	11,535,712		7,750	(87,727)	11,440,235			11,535,712
5. NAIC 5 (a).....								
6. NAIC 6 (a).....	272,869			(54,039)	218,830			272,869
7. Total Bonds.....	974,688,990	163,755,711	121,651,862	(1,074,442)	1,015,718,397	0	0	974,688,990
PREFERRED STOCK								
8. NAIC 1.....								
9. NAIC 2.....								
10. NAIC 3.....								
11. NAIC 4.....								
12. NAIC 5.....								
13. NAIC 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	974,688,990	163,755,711	121,651,862	(1,074,442)	1,015,718,397	0	0	974,688,990

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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 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....	.....146,365	.....XXX.....	.....146,365	.....29	.....

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.....	.....171,792	.....1,023,585
2. Cost of short-term investments acquired.....	.....2,223,387	.....3,734,798
3. Accrual of discount.....	.....	.....
4. Unrealized valuation increase (decrease).....	.....	.....
5. Total gain (loss) on disposals.....	.....	.....
6. Deduct consideration received on disposals.....	.....2,248,813	.....4,586,591
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).....	.....146,365	.....171,792
11. Deduct total nonadmitted amounts.....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	.....146,365	.....171,792

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

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

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

**Sch. DB-Verification
NONE**

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	15,699,477	78,498,497
2. Cost of cash equivalents acquired.....	79,996,207	17,499,369
3. Accrual of discount.....	2,680	1,611
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	15,700,000	80,300,000
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).....	79,998,364	15,699,477
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	79,998,364	15,699,477

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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 B4 1	US TREASURY NOTE 0.375% 01/31/16		01/24/2014	Barclays Capital		25,002,489	25,000,000		1
912828 C4 0	US TREASURY NOTE 0.375% 03/31/16		03/26/2014	CSFBdirect		9,983,203	10,000,000		1
912828 C5 7	US TREASURY NOTE 2.250% 03/31/21		03/26/2014	Goldman Sachs		17,959,869	18,000,000		1
912828 UA 6	US TREASURY NOTE 0.625% 11/30/17		03/28/2014	CSFBdirect		2,442,480	2,500,000	5,194	1
0599999	Total Bonds - U.S. Government					55,388,041	55,500,000	5,194	XXX
Bonds - U.S. Special Revenue and Special Assessment									
3137AH 6D 5	FHMS 2011-K015 X1 IO 1.829% 07/25/21		02/12/2014	Deutsche Bank		739,312		5,921	1
3199999	Total Bonds - U.S. Special Revenue and Special Assessment					739,312	0	5,921	XXX
Bonds - Industrial and Miscellaneous									
12648G AU 1	CSMC 2014-3R 3A1 2.250% 09/27/35		03/14/2014	CSFBdirect		9,444,735	9,762,000	18,304	1FE
30225A AJ 2	ESA 2013-ESFL BFL 1.255% 12/05/31		03/06/2014	Jefferies & Co		3,992,500	4,000,000	837	1FM
502413 AZ 0	L-3 COMMUNICATIONS CORP 4.750% 07/15/2		01/07/2014	Nomura Securities Intern'l Inc.		3,425,377	3,265,000	75,390	2FE
61974P AJ 7	MOTEL 2012-MTL6 D 3.781% 10/05/25		03/24/2014	Deutsche Bank		8,546,152	8,500,000	23,212	1FM
3899999	Total Bonds - Industrial and Miscellaneous					25,408,764	25,527,000	117,743	XXX
8399997	Total Bonds - Part 3					81,536,117	81,027,000	128,858	XXX
8399999	Total Bonds					81,536,117	81,027,000	128,858	XXX
Common Stocks - Industrial and Miscellaneous									
156700 10 6	CENTURYLINK INC		03/25/2014	State Street Bank	36,200,000	1,154,157	XXX		L
172967 42 4	CITIGROUP INC		03/25/2014	State Street Bank	2,300,000	115,616	XXX		L
87612E 10 6	TARGET CORPORATION		03/25/2014	State Street Bank	13,300,000	785,017	XXX		L
9099999	Total Common Stocks - Industrial and Miscellaneous					2,054,790	XXX	0	XXX
9799997	Total Common Stocks - Part 3					2,054,790	XXX	0	XXX
9799999	Total Common Stocks					2,054,790	XXX	0	XXX
9899999	Total Preferred and Common Stocks					2,054,790	XXX	0	XXX
9999999	Total Bonds, Preferred and Common Stocks					83,590,907	XXX	128,858	XXX

QE04

(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	For eig n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828	C5 7		03/28/2014	CSFBdirect		17,929,688	18,000,000	17,959,869			8		8		17,959,877		(30,189)	(30,189)	1,107	03/31/2021	1
912828	PZ 7		03/15/2014	Maturity		1,400,000	1,400,000	1,399,234	1,399,934		66		66		1,400,000			0	8,750	03/15/2014	1
0599999. Total Bonds - U.S. Government						19,329,688	19,400,000	19,359,103	1,399,934	0	74	0	74	0	19,359,877	0	(30,189)	(30,189)	9,857	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3137AH	6D 5		03/01/2014	Paydown				69,812	55,345		(56,402)		(56,402)					0	1,802	07/25/2021	1
31392C	MS 0		03/01/2014	Paydown		11,198	11,198	11,769	11,612		(414)		(414)		11,198			0	117	02/25/2042	1
34073N	5Z 9		01/01/2014	Call	100.0000	790,000	790,000	848,650	853,865		(63,865)		(63,865)		790,000			0	25,478	07/01/2037	1FE
34074M	BP 5		01/01/2014	Call	100.0000	465,000	465,000	499,317	479,682		(14,682)		(14,682)		465,000			0	12,788	01/01/2018	1FE
462467	AP 6		03/27/2014	Call	100.0000	360,000	360,000	379,634	367,537		(7,537)		(7,537)		360,000			0	14,684	07/01/2016	1FE
462467	NS 6		01/02/2014	Call	100.0000	80,000	80,000	86,088	83,915		(3,915)		(3,915)		80,000			0	1,810	01/01/2021	1FE
46246B	JS 2		01/15/2014	Call	100.0000	55,000	55,000	57,454	55,389		(389)		(389)		55,000			0	1,482	12/01/2014	1FE
647200	TH 7		01/01/2014	Call	100.0000	440,000	440,000	474,100	463,897		(23,897)		(23,897)		440,000			0	12,320	07/01/2022	1FE
65888M	6B 2		01/01/2014	Call	100.0000	625,000	625,000	659,063	626,948		(1,948)		(1,948)		625,000			0	17,188	01/01/2015	1FE
676907	KV 9		03/01/2014	Call	100.0000	170,000	170,000	181,439	172,703		(2,703)		(2,703)		170,000			0	4,675	09/01/2016	1FE
67886M	NN 5		03/01/2014	Call	100.0000	95,000	95,000	102,290	99,850		(4,850)		(4,850)		95,000			0	1,763	09/01/2021	1FE
83712D	QV 1		01/01/2014	Call	100.0000	150,000	150,000	162,636	156,217		(6,217)		(6,217)		150,000			0	4,500	01/01/2017	1FE
83755G	5A 1		03/14/2014	Call	100.0000	15,000	15,000	14,847	14,939		61		61		15,000			0	305	05/01/2016	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						3,256,198	3,256,198	3,547,099	3,441,899	0	(186,758)	0	(186,758)	0	3,256,198	0	0	0	98,912	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00764M	FB 8		03/25/2014	Paydown		603,966	603,966	545,424	580,211		23,754		23,754		603,966			0	569	06/25/2035	1FM
05947U	M2 1		03/01/2014	Paydown		17,793	17,793	18,260	17,900		(107)		(107)		17,793			0	160	07/10/2043	1FM
05947U	VC 9		03/01/2014	Paydown		1,340,053	1,340,053	1,337,174	1,337,745		2,307		2,307		1,340,053			0	14,532	06/10/2039	1FM
07383F	Q5 0		03/01/2014	Paydown		1,352,235	1,352,235	1,459,357	1,365,958		(13,724)		(13,724)		1,352,235			0	14,197	07/11/2042	1FM
07383F	X5 2		03/01/2014	Paydown		595,266	595,266	636,400	602,481		(7,215)		(7,215)		595,266			0	5,225	11/11/2041	1FM
07383F	YH 5		02/01/2014	Paydown		959,513	959,513	918,471	958,023		1,490		1,490		959,513			0	5,538	02/11/2041	1FM
12621U	AD 9		03/15/2014	Paydown		1,604,203	1,604,203	1,624,694	1,606,948		(2,745)		(2,745)		1,604,203			0	4,983	01/17/2017	1FE
17307G	WR 5		03/25/2014	Paydown		713,951	713,951	695,210	703,975		9,975		9,975		713,951			0	698	09/25/2035	1FM
20046F	AS 9		03/01/2014	Paydown				878	100		(100)		(100)					0	10	07/01/2034	3FE
22540V	G6 3		03/01/2014	Paydown		3,775	3,775	3,828	3,775	124	(124)		0		3,775			0	39	03/25/2040	1FM
233050	AF 0		03/21/2014	Merrill Lynch		8,697,867	7,746,500	8,498,819	8,480,371		(21,900)		(21,900)		8,458,471		239,396	239,396	135,384	01/10/2021	1FM
33736X	AH 2		03/01/2014	Paydown				2,383	1,637		(1,637)		(1,637)					0	313	05/01/2032	6FE
33736X	CR 8		03/01/2014	Paydown				389					0					0		01/12/2043	5FE
36161H	AD 3		02/14/2014	Paydown		901,914	901,914	901,704	902,150		(236)		(236)		901,914			0	1,527	07/14/2015	1FE
36193A	AJ 7		03/21/2014	CSFBdirect		5,034,766	5,000,000	5,132,248	5,116,423		(4,205)		(4,205)		5,112,218		(77,452)	(77,452)	54,869	12/10/2027	1FM
3622N6	AG 4		03/01/2014	Paydown		197,644	197,644	192,381	192,381		5,262		5,262		197,644			0	903	02/25/2051	1FM

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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	Forfeign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
44890F AC 1	HALST 2012-A A3 0.920% 08/17/15		03/15/2014	Paydown		1,106,438	1,106,438	1,106,320	1,106,410		28		28		1,106,438			0	1,816	08/17/2015	1FE
46628K AT 7	JPMMT 2006-A3 6A1 2.757% 08/25/34		03/01/2014	Paydown		183,402	183,402	177,993	192,314		(8,912)		(8,912)		183,402			0	871	08/25/2034	1FM
46628K AV 2	JPMMT 2006-A3 7A1 2.744% 12/25/48		03/01/2014	Paydown		95,708	95,708	92,579	92,579		3,130		3,130		95,708			0	375	12/25/2048	1FM
46637Y AL 3	JPMCC 2012-HSBC D 4.675% 07/05/32		03/26/2014	Union Bank of Switzerland		6,178,125	6,000,000	6,045,000	6,042,504		(1,632)		(1,632)		6,040,872		137,253	137,253	90,482	07/05/2032	1FM
50075N BB 9	KRAFT FOODS INC 4.125% 02/09/16		01/15/2014	JP Morgan Securities		10,650,600	10,000,000	9,965,800	9,986,671		492		492		9,987,163		663,437	663,437	185,625	02/09/2016	2FE
52108H EA 2	LBUBS 2004-C4 A4 6.322% 06/15/29		03/11/2014	Paydown		3,100,635	3,100,635	3,335,241	3,125,672		(25,037)		(25,037)		3,100,635			0	37,434	06/15/2029	1FM
55313U AD 1	MMAF 2009-AA A4 3.510% 01/15/30		03/15/2014	Paydown		872,803	872,803	908,806	882,504		(9,701)		(9,701)		872,803			0	4,643	01/15/2030	1FE
61761X AL 2	MSC 2013-WLSR D 3.512% 01/11/32		02/03/2014	Wells Fargo Bank		630,000	630,000	603,225	605,087		377		377		605,465		24,535	24,535	3,994	01/11/2032	1FM
61974P AG 3	MOTEL 2012-MTL6 C 3.139% 10/05/25		03/19/2014	Union Bank of Switzerland		7,083,125	7,000,000	6,999,986	6,999,457		(113)		(113)		6,999,344		83,781	83,781	68,966	10/05/2025	1FM
65535V AA 6	NAA 2001-R1A A1 6.972% 02/01/30		03/01/2014	Paydown		7,750	7,750	7,854	7,710	168	(128)		40		7,750			0	80	02/01/2030	4FM
68389F KP 8	OOMLT 2006-1 2A3 0.344% 01/25/36		03/25/2014	Paydown		109,764	109,764	93,250	98,399		11,365		11,365		109,764			0	63	01/25/2036	1FM
78444V AA 9	SLCLT 2010-B A1 4.000% 07/15/42		03/15/2014	Paydown		241,133	241,133	243,839	244,118		(2,985)		(2,985)		241,133			0	1,677	07/15/2042	1FE
78447X AA 2	SLMA 2013-C A1 1.005% 02/15/22		03/15/2014	Paydown		501,549	501,549	501,549	501,551		(2)		(2)		501,549			0	881	02/15/2022	1FE
86358E QG 4	SAIL 2005-1 A8 0.765% 02/25/35		01/25/2014	Paydown		203,960	203,960	173,927	203,325		635		635		203,960			0	139	02/25/2035	1FM
907818 DC 9	UNION PACIFIC CORP 5.125% 02/15/14		02/15/2014	Maturity		4,000,000	4,000,000	4,445,480	4,016,479		(16,479)		(16,479)		4,000,000			0	102,500	02/15/2014	2FE
949802 AA 0	WFMB 2003-I A1 2.490% 09/25/33		03/01/2014	Paydown		175,443	175,443	174,915	175,992		(549)		(549)		175,443			0	747	09/25/2033	1FM
92857W BA 7	VODAFONE GROUP PLC 0.900% 02/19/16	F...	01/21/2014	Various		6,999,570	7,000,000	6,992,160	6,994,388		156		156		6,994,543		5,027	5,027	26,750	02/19/2016	1FE
92857W BA 7	VODAFONE GROUP PLC 0.900% 02/19/16	F...	03/26/2014	Call 100.0000		18,000,000	18,000,000	17,979,840	17,985,569		14,431		14,431		18,000,000			0	97,650	02/19/2016	1FE
3899999. Total Bonds - Industrial and Miscellaneous						82,162,951	80,265,398	81,815,384	81,130,807	292	(44,129)	0	(43,837)	0	81,086,974	0	1,075,977	1,075,977	863,640	XXX	XXX
8399997. Total Bonds - Part 4						104,748,837	102,921,596	104,721,586	85,972,640	292	(230,813)	0	(230,521)	0	103,703,049	0	1,045,788	1,045,788	972,409	XXX	XXX
8399999. Total Bonds						104,748,837	102,921,596	104,721,586	85,972,640	292	(230,813)	0	(230,521)	0	103,703,049	0	1,045,788	1,045,788	972,409	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
001204	10	6	01/27/2014	AGL RESOURCES INC		13,500,000	636,600	XXX	540,100	637,605	(97,505)		(97,505)		540,100		96,500	96,500		XXX	L
002824	10	0	01/27/2014	ABBOTT LABORATORIES		57,300,000	2,084,790	XXX	1,541,935	2,196,309	(654,374)		(654,374)		1,541,935		542,855	542,855	12,606	XXX	L
019344	10	0	01/27/2014	ALLIED NEVADA GOLD CORP		7,400,000	32,964	XXX	26,270	26,270			0		26,270		6,694	6,694		XXX	L
037833	10	0	01/27/2014	APPLE COMPUTER INC		3,700,000	2,040,060	XXX	347,312	2,075,774	(1,728,462)		(1,728,462)		347,312		1,692,749	1,692,749		XXX	L
057224	10	7	01/27/2014	BAKER HUGHES INC		5,400,000	304,239	XXX	166,393	298,404	(132,011)		(132,011)		166,393		137,846	137,846		XXX	L
09062X	10	3	01/27/2014	BIOGEN IDEC INC		7,700,000	2,295,546	XXX	345,623	2,152,704	(1,807,082)		(1,807,082)		345,623		1,949,923	1,949,923		XXX	L
09247X	10	1	01/27/2014	BLACKROCK INC/NEW YORK		8,700,000	2,622,369	XXX	1,777,119	2,753,289	(976,170)		(976,170)		1,777,119		845,251	845,251		XXX	L
150870	10	3	01/27/2014	CELANESE CORP-SERIES A		18,000,000	930,924	XXX	770,639	995,580	(224,941)		(224,941)		770,639		160,285	160,285		XXX	L
156700	10	6	01/27/2014	CENTURYLINK INC		693,000	20,194	XXX	18,811	22,072	(3,261)		(3,261)		18,811		1,382	1,382		XXX	L
256677	10	5	01/27/2014	DOLLAR GENERAL CORP		6,000,000	345,365	XXX	344,810	361,920	(17,110)		(17,110)		344,810		554	554		XXX	L
28336L	10	9	01/01/2014	EL PASO CORP			5,275	XXX					0				5,275	5,275		XXX	L
302130	10	9	01/27/2014	EXPEDITORS INTL WASH INC		24,600,000	1,020,417	XXX	943,570	1,088,550	(144,980)		(144,980)		943,570		76,847	76,847		XXX	L
31428X	10	6	01/27/2014	FEDEX CORPORATION		6,600,000	874,075	XXX	567,562	948,882	(381,320)		(381,320)		567,562		306,513	306,513	990	XXX	L

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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	For eig n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
36467W 10 9	GAMESTOP CORP-CLASS A.....		01/27/2014	State Street Bank.....	14,300.000	531,161	XXX	393,444	704,418	(310,974)			(310,974)		393,444		137,717	137,717		XXX	L.....
45822P 10 5	INTEGRYS ENERGY GROUP INC.....		01/27/2014	State Street Bank.....	15,100.000	808,845	XXX	809,978	821,591	(11,613)			(11,613)		809,978		(1,133)	(1,133)		XXX	L.....
459200 10 1	INTL BUSINESS MACHINES CORP.....		01/27/2014	State Street Bank.....	15,500.000	2,766,841	XXX	1,464,372	2,907,335	(1,442,963)			(1,442,963)		1,464,372		1,302,470	1,302,470		XXX	L.....
459902 10 2	INTERNATIONAL GAME TECHNOLOGY.....		01/27/2014	State Street Bank.....	100.000	1,466	XXX	1,506	1,816	(310)			(310)		1,506		(40)	(40)	11	XXX	L.....
465685 10 5	ITC HOLDINGS CORP.....		01/27/2014	State Street Bank.....	400.000	39,256	XXX	37,875	38,328	(453)			(453)		37,875		1,381	1,381		XXX	L.....
485170 30 2	KANSAS CITY SOUTHERN INDS.....		01/27/2014	State Street Bank.....	12,700.000	1,264,928	XXX	1,039,129	1,572,641	(533,512)			(533,512)		1,039,129		225,799	225,799	2,731	XXX	L.....
49456B 10 1	KINDER MORGAN INC.....		01/27/2014	State Street Bank.....	31.000	1,105	XXX	1,465	1,116	349			349		1,465		(360)	(360)		XXX	L.....
52729N 30 8	LEVEL 3 COMMUNICATIONS INC.....		01/27/2014	State Street Bank.....	3,700.000	119,717	XXX	100,323	122,729	(22,406)			(22,406)		100,323		19,394	19,394		XXX	L.....
53217V 10 9	LIFE TECHNOLOGIES CORP.....		02/04/2014	State Street Bank.....	17,148.000	1,305,497	XXX	370,051	1,299,818	(929,768)			(929,768)		370,051		935,447	935,447		XXX	L.....
539830 10 9	LOCKHEED MARTIN CORPORATION.....		01/27/2014	State Street Bank.....	18,000.000	2,647,272	XXX	1,621,652	2,675,880	(1,054,228)			(1,054,228)		1,621,652		1,025,619	1,025,619		XXX	L.....
580135 10 1	MCDONALD'S CORP.....		01/27/2014	State Street Bank.....	16,300.000	1,536,618	XXX	1,323,806	1,581,589	(257,783)			(257,783)		1,323,806		212,812	212,812		XXX	L.....
58501N 10 1	MEDIVATION INC.....		01/27/2014	State Street Bank.....	5,800.000	424,205	XXX	319,189	370,156	(50,967)			(50,967)		319,189		105,016	105,016		XXX	L.....
62944T 10 5	NVR INC.....		01/27/2014	State Street Bank.....	400.000	425,661	XXX	287,892	410,404	(122,512)			(122,512)		287,892		137,769	137,769		XXX	L.....
704549 10 4	PEABODY ENERGY CORP.....		01/27/2014	State Street Bank.....	21,900.000	370,817	XXX	377,775	427,707	(49,932)			(49,932)		377,775		(6,958)	(6,958)		XXX	L.....
708160 10 6	J.C. PENNEY CO INC.....		01/27/2014	State Street Bank.....	13,700.000	89,521	XXX	120,697	125,355	(4,658)			(4,658)		120,697		(31,176)	(31,176)		XXX	L.....
713448 10 8	PEPSICO INC.....		01/27/2014	State Street Bank.....	9,316.000	767,261	XXX	640,423	772,669	(132,246)			(132,246)		640,423		126,838	126,838	5,287	XXX	L.....
742718 10 9	PROCTER & GAMBLE CO.....		01/27/2014	State Street Bank.....	11,800.000	928,764	XXX	733,160	960,638	(227,478)			(227,478)		733,160		195,604	195,604	7,098	XXX	L.....
749121 10 9	QUEST COMMUNICATIONS INTL.....		02/14/2014	Class Action Litigation.....		130	XXX						0				130	130		XXX	L.....
74834L 10 0	QUEST DIAGNOSTIC INC.....		01/27/2014	State Street Bank.....	6,700.000	361,071	XXX	180,457	358,718	(178,261)			(178,261)		180,457		180,614	180,614	2,010	XXX	L.....
808513 10 5	CHARLES SCHWAB CORP.....		01/27/2014	State Street Bank.....	700.000	17,429	XXX	14,942	18,200	(3,258)			(3,258)		14,942		2,487	2,487		XXX	L.....
83416B 10 9	SOLARWINDS INC.....		01/27/2014	State Street Bank.....	7,100.000	279,847	XXX	268,593	268,593	0			0		268,593		11,254	11,254		XXX	L.....
845467 10 9	SOUTHWESTERN ENERGY CO.....		01/27/2014	State Street Bank.....	40,200.000	1,640,304	XXX	1,326,942	1,581,066	(254,124)			(254,124)		1,326,942		313,362	313,362		XXX	L.....
871829 10 7	SYSCO CORP.....		01/27/2014	State Street Bank.....	100.000	3,568	XXX	3,048	3,610	(562)			(562)		3,048		520	520	29	XXX	L.....
886547 10 8	TIFFANY & CO.....		01/27/2014	State Street Bank.....	5,400.000	446,573	XXX	116,424	501,012	(384,588)			(384,588)		116,424		330,149	330,149	1,836	XXX	L.....
892356 10 6	TRACTOR SUPPLY COMPANY.....		01/27/2014	State Street Bank.....	14,700.000	1,037,354	XXX	639,885	1,140,426	(500,541)			(500,541)		639,885		397,468	397,468		XXX	L.....
911684 10 8	US CELLULAR CORP.....		01/28/2014	State Street Bank.....	1,100.000	48,080	XXX	41,122	46,002	(4,880)			(4,880)		41,122		6,958	6,958		XXX	L.....
949746 10 1	WELLS FARGO & CO.....		01/27/2014	State Street Bank.....	3,600.000	164,158	XXX	79,729	163,440	(83,711)			(83,711)		79,729		84,428	84,428		XXX	L.....
959802 10 9	WESTERN UNION CO.....		01/27/2014	State Street Bank.....	70,600.000	1,091,464	XXX	931,327	1,217,850	(286,523)			(286,523)		931,327		160,137	160,137		XXX	L.....
962166 10 4	WEYERHAEUSER CO.....		01/27/2014	State Street Bank.....	62,000.000	1,882,486	XXX	1,713,792	1,957,340	(243,548)			(243,548)		1,713,792		168,694	168,694		XXX	L.....
969904 10 1	WILLIAMS-SONOMA INC.....		01/27/2014	State Street Bank.....	1,400.000	75,162	XXX	53,161	81,592	(28,431)			(28,431)		53,161		22,002	22,002	434	XXX	L.....
00B4Q5 ZN 3	JAZZ PHARMACEUTICALS PLC.....	F...	01/27/2014	State Street Bank.....	6,100.000	864,252	XXX	683,354	772,016	(88,662)			(88,662)		683,354		180,898	180,898		XXX	L.....
05964H 10 5	BANCO SANTANDER SA-SPON ADR.....	F...	01/27/2014	State Street Bank.....	1,060.000	9,105	XXX	5,903	9,614	(3,711)			(3,711)		5,903		3,202	3,202	220	XXX	L.....
G16962 10 5	BUNGE LTD.....	F...	01/27/2014	State Street Bank.....	16,700.000	1,284,667	XXX	1,208,160	1,371,237	(163,077)			(163,077)		1,208,160		76,507	76,507		XXX	L.....
G60754 10 1	MICHAEL KORS HOLDING LTD.....	F...	01/27/2014	State Street Bank.....	23,500.000	1,899,897	XXX	1,382,247	1,907,965	(525,719)			(525,719)		1,382,247		517,651	517,651		XXX	L.....
9099999	Total Common Stocks - Industrial and Miscellaneous.....					38,347,300	XXX	25,681,967	39,750,230	(14,068,266)	0	0	(14,068,266)	0	25,681,967	0	12,665,334	12,665,334	33,252	XXX	XXX
9799997	Total Common Stocks - Part 4.....					38,347,300	XXX	25,681,967	39,750,230	(14,068,266)	0	0	(14,068,266)	0	25,681,967	0	12,665,334	12,665,334	33,252	XXX	XXX

QE052

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 Date	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 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 Stated Contractual 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.							
9799999	Total Common Stocks.....					38,347,300	XXX	25,681,967	39,750,230	(14,068,266)	0	0	(14,068,266)	0	25,681,967	0	12,665,334	12,665,334	33,252	XXX	XXX
9899999	Total Preferred and Common Stocks.....					38,347,300	XXX	25,681,967	39,750,230	(14,068,266)	0	0	(14,068,266)	0	25,681,967	0	12,665,334	12,665,334	33,252	XXX	XXX
9999999	Total Bonds, Preferred and Common Stocks.....					143,096,137	XXX	130,403,553	125,722,870	(14,067,974)	(230,813)	0	(14,298,787)	0	129,385,016	0	13,711,122	13,711,122	1,005,661	XXX	XXX

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

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

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

**Sch. DB-Pt A-Sn 1-Footer B
NONE**

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

**Sch. DB-Pt B-Sn 1-Footer A
NONE**

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

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

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

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

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

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.....								.....20,329	XXX..
CITIBANK..... NEW YORK, NY.....									XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....0	.....0	.....0	.....0	.....0	.....20,329	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....0	.....0	.....0	.....0	.....0	.....20,329	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....0	.....0	.....0	.....0	.....0	.....20,329	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
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
DANAHER CORP.....		03/10/2014	0.050	04/09/2014	24,999,722		764
METLIFE ST FDG.....		03/10/2014	0.060	04/14/2014	24,999,458		917
PEPSICO INC.....		03/19/2014	0.040	04/25/2014	14,999,600		217
SUMITOMO MITSUI BANKING.....		03/19/2014	0.070	04/21/2014	4,999,806		126
TORONTO DOM HLDG.....		03/20/2014	0.040	04/21/2014	9,999,778		133
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....					79,998,364	0	2,157
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....					79,998,364	0	2,157
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					79,998,364	0	2,157
8399999. Subtotals - Bonds.....					79,998,364	0	2,157
8699999. Total - Cash Equivalents.....					79,998,364	0	2,157

QE13