



QUARTERLY STATEMENT

As of June 30, 2014

of the Condition and Affairs of the

PROGRESSIVE MAX INSURANCE COMPANY

NAIC Group Code.....155, 155	NAIC Company Code..... 24279	Employer's ID Number..... 34-0472535
(Current Period) (Prior Period)		
Organized under the Laws of OH	State of Domicile or Port of Entry OH	Country of Domicile US
Incorporated/Organized..... March 12, 1937	Commenced Business..... May 10, 1937	
Statutory Home Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182	
	(Street and Number) (City or Town, State, Country and Zip Code)	
Main Administrative Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182 440-461-5000	
	(Street and Number) (City or Town, State, Country and Zip Code)	(Area Code) (Telephone Number)
Mail Address	P.O. BOX 89490..... CLEVELAND OH 44101-6490	
	(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH 44143-2182 440-395-4460	
	(Street and Number) (City or Town, State, Country and Zip Code)	(Area Code) (Telephone Number)
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO	440-395-4460
	(Name)	(Area Code) (Telephone Number) (Extension)
	FINANCIAL_REPORTING@PROGRESSIVE.COM	440-446-7168
	(E-Mail Address)	(Fax Number)

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

OFFICERS

Name	Title	Name	Title
SANJAY MAHESH VYAS	PRESIDENT	MICHAEL ROBERT UTH	SECRETARY
DANIEL JOSEPH WITALEC	TREASURER		

OTHER

PATRICK KEVIN CALLAHAN	(VICE PRESIDENT)	SCOTT EDWARD COLEMAN	(ASST. TREASURER)
JAMES RUSSELL HAAS	(VICE PRESIDENT)	KAREN ANN KOSUDA	(ASST. SECRETARY)
MARIANN WOJTKUN MARSHALL	(VICE PRESIDENT)		

DIRECTORS OR TRUSTEES

TOBY KRAMER ALFRED	JAMES RUSSELL HAAS	CAROLINE MAE KORAN	SANJAY MAHESH VYAS
DANIEL JOSEPH WITALEC			

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

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

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

Subscribed and sworn to before me	a. Is this an original filing?	Yes [X] No []
This 11TH day of AUGUST, 2014	b. If no:	1. State the amendment number
		2. Date filed
		3. Number of pages attached

PROGRESSIVE MAX INSURANCE COMPANY
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.....	290,600,343		290,600,343	298,505,038
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.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 (\$.....0), cash equivalents (\$....24,149,884) and short-term investments (\$.....0).....	24,149,884		24,149,884	2,799,913
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....			.0	
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).....	314,750,227	.0	314,750,227	301,304,951
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	1,607,101		1,607,101	1,535,778
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	7,183,444	1,415,042	5,768,402	5,438,680
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	27,852,557		27,852,557	25,027,173
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	2,445,784		2,445,784	513,232
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.....	9,215,349		9,215,349	8,820,975
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.....	14,074,980		14,074,980	8,419,291
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	92,907	45,299	47,608	41,308
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	377,222,349	1,460,341	375,762,008	351,101,388
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	377,222,349	1,460,341	375,762,008	351,101,388

DETAILS OF WRITE-INS

1101.			.0	
1102.			.0	
1103.			.0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0
2501. STATE UNEARNED SURCHARGE RECOVERABLE.....	47,608		47,608	41,308
2502. PREPAID EXPENSES.....	36,533	36,533	.0	
2503. MISCELLANEOUS OTHER ASSETS.....	8,766	8,766	.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).....	92,907	45,299	47,608	41,308

PROGRESSIVE MAX INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

			1	2
			Current Statement Date	December 31 Prior Year
1.	Losses (current accident year \$....45,433,889).....		113,605,072	111,895,268
2.	Reinsurance payable on paid losses and loss adjustment expenses.....		3,619,206	1,974,870
3.	Loss adjustment expenses.....		24,426,761	23,619,988
4.	Commissions payable, contingent commissions and other similar charges.....		30,121	20,179
5.	Other expenses (excluding taxes, licenses and fees).....		1,255,570	1,059,964
6.	Taxes, licenses and fees (excluding federal and foreign income taxes).....		2,853,940	2,808,550
7.1	Current federal and foreign income taxes (including \$....143,520 on realized capital gains (losses)).....		4,441,675	1,994,514
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 \$....48,478,664 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.....		100,703,401	91,833,961
10.	Advance premium.....		944,919	591,412
11.	Dividends declared and unpaid:			
	11.1 Stockholders.....			
	11.2 Policyholders.....			
12.	Ceded reinsurance premiums payable (net of ceding commissions).....			
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.....		6,248,619	5,641,146
19.	Payable to parent, subsidiaries and affiliates.....			
20.	Derivatives.....			
21.	Payable for securities.....			
22.	Payable for securities lending.....			
23.	Liability for amounts held under uninsured plans.....			
24.	Capital notes \$.....0 and interest thereon \$.....0.....			
25.	Aggregate write-ins for liabilities.....		807,256	732,974
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25).....		258,936,540	242,172,826
27.	Protected cell liabilities.....			
28.	Total liabilities (Lines 26 and 27).....		258,936,540	242,172,826
29.	Aggregate write-ins for special surplus funds.....		0	0
30.	Common capital stock.....		3,604,824	3,604,824
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.....		37,666,521	37,666,521
35.	Unassigned funds (surplus).....		75,554,123	67,657,217
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).....		116,825,468	108,928,562
38.	Totals (Page 2, Line 28, Col. 3).....		375,762,008	351,101,388
DETAILS OF WRITE-INS				
2501.	MISCELLANEOUS OTHER LIABILITIES.....		723,969	704,104
2502.	ESCHEATABLE PROPERTY.....		54,357	1,404
2503.	STATE PLAN LIABILITY.....		28,930	27,466
2598.	Summary of remaining write-ins for Line 25 from overflow page.....		0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....		807,256	732,974
2901.	.....			
2902.	.....			
2903.	.....			
2998.	Summary of remaining write-ins for Line 29 from overflow page.....		0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....		0	0
3201.	.....			
3202.	.....			
3203.	.....			
3298.	Summary of remaining write-ins for Line 32 from overflow page.....		0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....		0	0

PROGRESSIVE MAX INSURANCE COMPANY
STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$89,100,128).....	84,315,025	79,437,510	160,286,910
1.2 Assumed..... (written \$188,968,827).....	180,099,387	167,086,098	338,333,514
1.3 Ceded..... (written \$89,100,128).....	84,315,025	79,437,510	160,286,910
1.4 Net..... (written \$188,968,827).....	180,099,387	167,086,098	338,333,514
DEDUCTIONS:			
2. Losses incurred (current accident year \$113,178,535):			
2.1 Direct.....	47,353,616	44,655,522	90,776,747
2.2 Assumed.....	113,836,358	101,483,717	207,807,586
2.3 Ceded.....	47,365,143	44,537,630	90,525,110
2.4 Net.....	113,824,831	101,601,609	208,059,223
3. Loss adjustment expenses incurred.....	19,726,086	17,860,629	36,744,613
4. Other underwriting expenses incurred.....	38,345,148	35,483,517	71,254,828
5. Aggregate write-ins for underwriting deductions.....	0	0	49,511
6. Total underwriting deductions (Lines 2 through 5).....	171,896,065	154,945,755	316,108,175
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	8,203,322	12,140,343	22,225,339
INVESTMENT INCOME			
9. Net investment income earned.....	3,163,408	2,987,160	6,114,708
10. Net realized capital gains (losses) less capital gains tax of \$143,520.....	266,538	906,618	1,020,653
11. Net investment gain (loss) (Lines 9 + 10).....	3,429,946	3,893,778	7,135,361
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$91,359 amount charged off \$1,680,472).....	(1,589,113)	(1,299,056)	(2,586,597)
13. Finance and service charges not included in premiums.....	1,576,551	1,360,159	2,871,108
14. Aggregate write-ins for miscellaneous income.....	92,166	43,619	89,117
15. Total other income (Lines 12 through 14).....	79,604	104,722	373,628
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	11,712,872	16,138,843	29,734,328
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).....	11,712,872	16,138,843	29,734,328
19. Federal and foreign income taxes incurred.....	4,298,155	5,886,502	10,123,802
20. Net income (Line 18 minus Line 19) (to Line 22).....	7,414,717	10,252,341	19,610,526
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	108,928,562	108,141,388	108,141,388
22. Net income (from Line 20).....	7,414,717	10,252,341	19,610,526
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$0.....		(105,478)	
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	394,374	578,641	283,810
27. Change in nonadmitted assets.....	87,815	136,293	(107,162)
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.....			(19,000,000)
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	7,896,906	10,861,797	787,174
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	116,825,468	119,003,185	108,928,562
DETAILS OF WRITE-INS			
0501. LOSS ON COMMUTATION.....			49,511
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	49,511
1401. MISCELLANEOUS OTHER INCOME.....	90,098	39,646	82,824
1402. INTEREST INCOME ON INTERCOMPANY BALANCES.....	2,068	3,973	6,293
1403.			
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).....	92,166	43,619	89,117
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0	0

PROGRESSIVE MAX INSURANCE COMPANY
CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	186,100,613	173,167,723	342,708,839
2. Net investment income.....	4,283,699	3,359,966	7,456,312
3. Miscellaneous income.....	243,191	104,850	447,044
4. Total (Lines 1 through 3).....	190,627,503	176,632,539	350,612,195
5. Benefit and loss related payments.....	112,403,243	98,482,495	203,076,668
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	57,013,523	52,743,709	106,769,622
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....(60,739) tax on capital gains (losses).....	1,994,514	1,670,510	10,341,718
10. Total (Lines 5 through 9).....	171,411,280	152,896,714	320,188,008
11. Net cash from operations (Line 4 minus Line 10).....	19,216,223	23,735,825	30,424,187
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	92,016,422	67,450,834	120,351,970
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	92,016,422	67,450,834	120,351,970
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	84,893,286	111,974,165	153,984,849
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....		650,250	
13.7 Total investments acquired (Lines 13.1 to 13.6).....	84,893,286	112,624,415	153,984,849
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).....	7,123,136	(45,173,581)	(33,632,879)
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.....			19,000,000
16.6 Other cash provided (applied).....	(4,989,388)	(9,761,034)	(6,790,148)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(4,989,388)	(9,761,034)	(25,790,148)
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).....	21,349,971	(31,198,790)	(28,998,840)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	2,799,913	31,798,753	31,798,753
19.2 End of period (Line 18 plus Line 19.1).....	24,149,884	599,963	2,799,913

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 Max Insurance Company (the "Company") were prepared on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance ("DOI").

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

Description	State of Domicile	June 30, 2014	December 31, 2013
Net income			
(1) Net income, state basis	OH	\$ 7,414,717	\$ 19,610,526
(2) Effect of state prescribed practices		--	--
(3) Effect of state permitted practices		--	--
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	\$ 7,414,717	\$ 19,610,526
Surplus			
(5) Policyholders' surplus, state basis	OH	\$ 116,825,468	\$ 108,928,562
(6) Effect of state prescribed practices		--	--
(7) Effect of state permitted practices		--	--
(8) Policyholders' surplus, NAIC SAP basis(5-6-7=8)	OH	\$ 116,825,468	\$ 108,928,562

2. Accounting Changes and Corrections of Errors

No significant change

3. Business Combinations and Goodwill

No significant change

4. Discontinued Operations

No significant change

5. Investments

D. Loan-Backed Securities

1. The sources used to determine prepayment assumptions are derived from updated cash flows from widely utilized reputable industry sources. The Company's portfolio managers review the available cash flow data and prepayment assumptions and make adjustments based on current performance indicators on the underlying assets (e.g., delinquency rates, foreclosure rates, and default rates), credit support (via current levels of subordination), and historical credit ratings.
2. Intent to Sell or Inability to Hold Securities with a Recognized Other-Than-Temporary Impairment
Not applicable
3. As of June 30, 2014, the Company has not recorded an other-than-temporary impairment for loan-backed and structured debt securities during the current year.
4. As of June 30, 2014, the Company had \$69,394 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

As of June 30, 2014, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position is as follows:

Description	Amount
a. Aggregate amount of unrealized losses	
1. Less than twelve months	\$ 69,394
2. Twelve months or longer	--
Total	\$ 69,394
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	\$ 11,829,353
2. Twelve months or longer	--
Total	\$ 11,829,353

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

E. Repurchase Agreements and/or Securities Lending Transactions

Not applicable

I. Working Capital Finance Investments

Not applicable

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 potentially significant pending cases at June 30, 2014. The Company does not consider a loss from these cases to be probable and is unable to estimate a range of loss, if any, at this time. As of June 30, 2014, there was a putative class action lawsuit alleging the Company improperly applies a preferred provider reduction to medical payment claims. As of June 30, 2014, the Company was defending a putative nationwide class action lawsuit and a putative nationwide class action lawsuit alleging that the Company improperly steers automobile repair work to certain auto body repair shops and challenging the labor rates the Company pays to auto body repair shops.
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.

NOTES TO FINANCIAL STATEMENTS

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

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

As of June 30, 2014 the Company did not measure and report any securities at fair value on the balance sheet. All bonds were carried at amortized cost.

2. Roll forward of Level 3 Items
- Not applicable
3. Policy on Transfers Into and Out of Level 3
- At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3.
4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values
- See Note 20A above.
5. Derivative Fair Values
- Not applicable
- B. Other Fair Value Disclosures
- Not applicable
- C. Fair Values for all Financial Instruments by Levels 1, 2, and 3

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

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$ 296,431,470	\$ 290,600,343	\$ 133,798,014	\$ 162,633,456	\$ --	\$ --
Cash equivalents	24,149,884	24,149,884	21,149,884	--	--	--
Total	\$ 320,581,354	\$ 314,750,227	\$ 154,947,898	\$ 162,633,456	\$ --	\$ --

- 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 August 8, 2014 for the statutory statement that was available for issuance by August 15, 2014. There were no subsequent events to report.
23. Reinsurance
- No significant change
24. Retrospectively Rated Contracts and Contracts Subject to Redetermination
- No significant change
25. Changes in Incurred Losses and Loss Adjustment Expenses
- Incurred losses and LAE attributable to insured events of prior accident years increased by \$1,246,380 in 2014 which is less than 1% of the total prior year net unpaid losses and LAE of \$135,515,256. The unfavorable development is primarily due to passenger auto liability originally anticipated severity increasing by 0.9% for accident year 2013. The LAE reserves developed unfavorably primarily due to unfavorable adjusting and other expense reserve development.
26. Intercompany Pooling Arrangements
- No significant change
27. Structured Settlements
- No significant change
28. Health Care Receivables
- No significant change

NOTES TO FINANCIAL STATEMENTS

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 or 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

PROGRESSIVE MAX INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1

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

Yes [☐]

No [☒ 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? If yes, complete Schedule Y, Parts 1 and 1A.

Yes [☒ X]

No [☐]

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	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? If yes, attach an explanation.

Yes [☐]

No [☒ X]

N/A [☐]

6.1

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

.....12/31/2012.....

6.2

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

.....12/31/2012.....

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

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [☒ X]

No [☐]

9.11

If the response to 9.1 is No, please explain:

9.2

Has the code of ethics for senior managers been amended?

Yes [☐]

No [☒ 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]

PROGRESSIVE MAX INSURANCE COMPANY
GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

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

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

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

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 [X]

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

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

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

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

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

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

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

1 Name of Custodian(s)	2 Custodian Address
CITIBANK, N.A.	338 GREENWICH STREET NEW YORK, NY 10013

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
NONE		

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 MAX INSURANCE COMPANY
GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1.

If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?
If yes, attach an explanation.

Yes [] No [X] N/A []

2.

Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?
If yes, attach an explanation.

Yes [] No [X]

3.1

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

Yes [] No [X]

3.2

If yes, give full and complete information thereto:

4.1

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

Yes [] No [X]

4.2

If yes, complete the following schedule:

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

5.

Operating Percentages:

5.1

A&H loss percent

0.0 %

5.2

A&H cost containment percent

0.0 %

5.3

A&H expense percent excluding cost containment expenses

0.0 %

6.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]

6.2

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

0

6.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]

6.4

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

0

PROGRESSIVE MAX INSURANCE COMPANY

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1	2	3	4	5	6	7
NAIC Company Code	ID Number	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurer	Certified Reinsurer Rating (1 through 6)	Effective Date of Certified Reinsurer Rating

NONE

PROGRESSIVE MAX INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.		1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		Active Status	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	..L...						
2.	Alaska.....AK	..L...						
3.	Arizona.....AZ	..L...						
4.	Arkansas.....AR	..L...						
5.	California.....CA	..N...						
6.	Colorado.....CO	..L...						
7.	Connecticut.....CT	..L...						
8.	Delaware.....DE	..L...						
9.	District of Columbia.....DC	..L...						
10.	Florida.....FL	..N...						
11.	Georgia.....GA	..L...		(473)	76,328	300,467	362,182	766,973
12.	Hawaii.....HI	..L...						
13.	Idaho.....ID	..L...						
14.	Illinois.....IL	..L...						
15.	Indiana.....IN	..L...						
16.	Iowa.....IA	..L...						
17.	Kansas.....KS	..L...						
18.	Kentucky.....KY	..L...			(40)	(1,631)	5,096	40,292
19.	Louisiana.....LA	..N...						
20.	Maine.....ME	..N...						
21.	Maryland.....MD	..L...						
22.	Massachusetts.....MA	..N...						
23.	Michigan.....MI	..N...						
24.	Minnesota.....MN	..L...						
25.	Mississippi.....MS	..L...			(2,383)	3,064		
26.	Missouri.....MO	..L...	7,969,182	8,274,043	3,510,480	3,492,089	2,984,122	3,345,244
27.	Montana.....MT	..L...						
28.	Nebraska.....NE	..L...						
29.	Nevada.....NV	..L...						
30.	New Hampshire.....NH	..L...						
31.	New Jersey.....NJ	..L...						
32.	New Mexico.....NM	..L...						
33.	New York.....NY	..L...	38,635,980	28,614,290	19,968,944	13,918,099	20,433,355	16,327,977
34.	North Carolina.....NC	..L...						
35.	North Dakota.....ND	..L...						
36.	Ohio.....OH	..L...	5,000	250,000	(2,726)	(124)	1,273,204	1,986,002
37.	Oklahoma.....OK	..L...						
38.	Oregon.....OR	..L...						
39.	Pennsylvania.....PA	..L...						
40.	Rhode Island.....RI	..L...	4,551,110	4,761,106	2,264,715	3,312,303	4,800,683	4,424,254
41.	South Carolina.....SC	..L...	9,396,194	12,222,710	6,293,795	8,612,208	7,564,029	10,339,230
42.	South Dakota.....SD	..L...						
43.	Tennessee.....TN	..N...						
44.	Texas.....TX	..N...						
45.	Utah.....UT	..L...						
46.	Vermont.....VT	..L...						
47.	Virginia.....VA	..L...			6,468	(419)	4,654	
48.	Washington.....WA	..L...	12,913,300	14,795,647	7,843,296	10,267,268	11,364,551	13,374,303
49.	West Virginia.....WV	..L...	15,629,361	14,111,991	8,694,730	6,382,340	6,910,004	6,866,817
50.	Wisconsin.....WI	..L...						
51.	Wyoming.....WY	..L...						
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).....43	89,100,128	83,029,314	48,653,605	46,285,664	55,701,878	57,471,091

DETAILS OF WRITE-INS

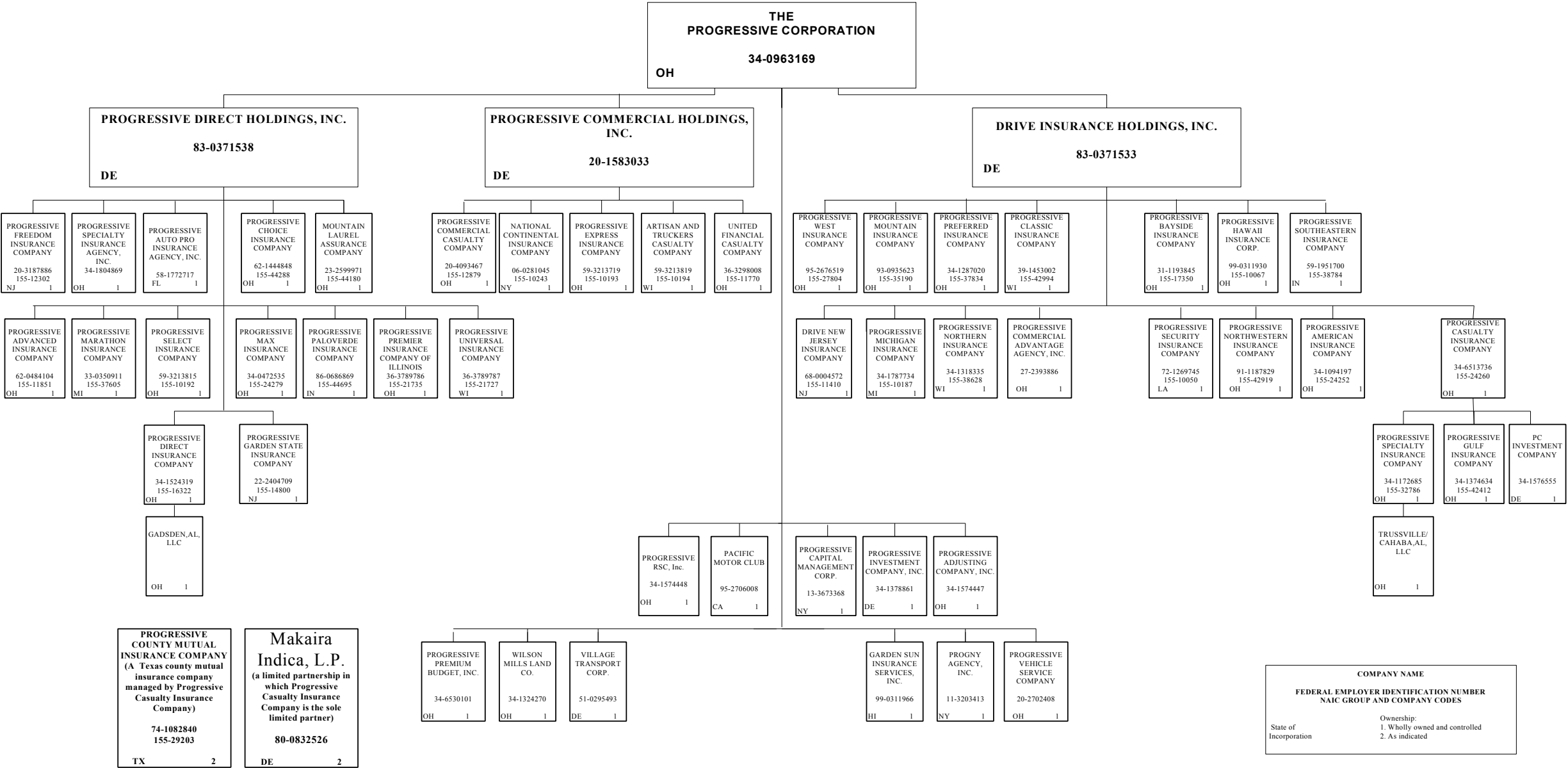
58001.	XXX						
58002.	XXX						
58003.	XXX						
58998.	Summary of remaining write-ins for Line 58 from overflow page....	XXX.....	0	0	0	0	0
58999.	Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....	XXX.....	0	0	0	0	0

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

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

PART 1 – ORGANIZATIONAL CHART

Q11



PROGRESSIVE MAX INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

PROGRESSIVE MAX INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155.....	The Progressive Insurance Group...	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.....	RE.....	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 MAX 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.....	1,145,529	418,220	36.5	50.5
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.....	427,847	37,509	8.8	5.3
17.2 Other liability-claims made.....	25,986	(655,948)	(2,524.2)	(27.2)
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.....	57,130,037	29,670,157	51.9	53.3
19.3, 19.4 Commercial auto liability.....			0.0	
21. Auto physical damage.....	25,585,626	17,883,678	69.9	64.0
22. Aircraft (all perils).....			0.0	
23. Fidelity.....			0.0	
24. Surety.....			0.0	
26. Burglary and theft.....			0.0	
27. Boiler and machinery.....			0.0	
28. Credit.....			0.0	
29. International.....			0.0	
30. Warranty.....			0.0	
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	
35. Totals.....	84,315,025	47,353,616	56.2	56.2
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire.....			
2. Allied lines.....			
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....			
6. Mortgage guaranty.....			
8. Ocean marine.....			
9. Inland marine.....	1,014,762	1,387,960	1,366,257
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.....	383,372	507,350	509,364
17.2 Other liability-claims made.....		5,000	250,000
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....			
18.2 Products liability-claims made.....			
19.1 19.2 Private passenger auto liability.....	29,179,996	60,027,283	54,724,603
19.3 19.4 Commercial auto liability.....			
21. Auto physical damage.....	13,766,597	27,172,534	26,179,090
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.....	44,344,728	89,100,128	83,029,314
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.....	20,961	2,967	23,928	7,890	196	8,086	12,995	1,133	1,756	15,884	(76)	118	42	
2. 2012.....	25,032	5,714	30,746	9,760	508	10,269	14,588	2,774	3,338	20,699	(684)	906	222	
3. Subtotals 2012 + Prior.....	45,992	8,682	54,674	17,650	705	18,354	27,582	3,907	5,094	36,583	(760)	1,024	264	
4. 2013.....	61,568	19,273	80,841	30,255	3,668	33,923	30,865	7,367	9,669	47,901	(448)	1,431	983	
5. Subtotals 2013 + Prior.....	107,560	27,955	135,515	47,905	4,372	52,277	58,447	11,274	14,763	84,484	(1,208)	2,454	1,246	
6. 2014.....	XXX.....	XXX.....	XXX.....	XXX.....	78,757	78,757	XXX.....	40,896	12,652	53,548	XXX.....	XXX.....	XXX.....	
7. Totals.....	107,560	27,955	135,515	47,905	83,129	131,034	58,447	52,169	27,416	138,032	(1,208)	2,454	1,246	
8. Prior Year-End's Surplus As Regards Policyholders	108,929										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7	
											1. ....(1.1)%	2. ....8.8 %	3. ....0.9 %	
														Col. 13, Line 7 Line 8
														4.1.1 %

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:



PROGRESSIVE MAX INSURANCE COMPANY
Overflow Page for Write-Ins

NONE

PROGRESSIVE MAX INSURANCE COMPANY
SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	298,505,035	264,667,099
2. Cost of bonds and stocks acquired.....	84,893,285	153,984,849
3. Accrual of discount.....	64,069	260,123
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....	410,058	1,562,573
6. Deduct consideration for bonds and stocks disposed of.....	92,016,421	120,351,970
7. Deduct amortization of premium.....	1,255,683	1,617,639
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).....	290,600,343	298,505,035
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	290,600,343	298,505,035

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

	1	2	3	4	5	6	7	8
NAIC Designation	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	246,434,932	44,238,346	12,347,514	(564,089)	246,434,932	277,761,675		255,298,679
2. NAIC 2 (a).....	44,537,726		7,447,164	(102,010)	44,537,726	36,988,552		37,513,245
3. NAIC 3 (a).....								
4. NAIC 4 (a).....	6,000,000		6,000,000		6,000,000			8,493,027
5. NAIC 5 (a).....								
6. NAIC 6 (a).....								
7. Total Bonds.....	296,972,658	44,238,346	25,794,678	(666,099)	296,972,658	314,750,227	0	301,304,951
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.....	296,972,658	44,238,346	25,794,678	(666,099)	296,972,658	314,750,227	0	301,304,951

(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.

Sch. DA-Pt 1
NONE

Sch. DA-Verification
NONE

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

PROGRESSIVE MAX INSURANCE COMPANY

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	2,799,913	31,798,753
2. Cost of cash equivalents acquired.....	24,549,657	14,398,627
3. Accrual of discount.....	314	2,533
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	3,200,000	43,400,000
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).....	24,149,884	2,799,913
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	24,149,884	2,799,913

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1	2				3	4	5		6	7	8	9	10
CUSIP Identification	Description				Foreign	Date Acquired	Name of Vendor		Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government													
912828 B6 6	US TREASURY NOTE 2.750% 02/15/24.....				.....	...04/29/2014	Barclays Capital.....		.....	.....10,038,281	10,000,000	56,215	1.....
912828 WS 5	US TREASURY NOTE 1.625% 06/30/19.....				.....	...06/26/2014	Goldman Sachs.....		.....	.....4,996,094	5,000,000	.....	1.....
0599999. Total Bonds - U.S Government.....										15,034,375	15,000,000	56,215	XXX.....
Bonds - U.S. Special Revenue and Special Assessment													
414009 HW 3	HARRIS CNTY TX CULTURAL EDU FA 5.000%.....				.....	...05/29/2014	JP Morgan Securities.....		.....	.....5,054,308	4,250,000	.....	1FE.....
3199999. Total Bonds - U.S. Special Revenue and Special Assessment.....										5,054,308	4,250,000	0	XXX.....
8399997. Total Bonds - Part 3.....										20,088,683	19,250,000	56,215	XXX.....
8399999. Total Bonds.....										20,088,683	19,250,000	56,215	XXX.....
9999999. Total Bonds, Preferred and Common Stocks.....										20,088,683	XXX.....	56,215	XXX.....

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

SCHEDULE D - PART 4

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

1	2		3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
											11	12	13	14	15							
CUSIP Identification	Description		F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's 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 Design- ation or Marke Indicator (a)
Bonds - U.S. Government																						
912828	C3	2		05/30/2014	Goldman Sachs.....		2,002,500	2,000,000	1,990,469	.....	.....	.....582	.....	.....582	.....	.....1,991,051	.....	.....11,449	11,449	3,220	03/15/2017	1.....
912828	SM	3		05/30/2014	Goldman Sachs.....		5,037,695	5,000,000	5,089,766	5,064,075	.....	.....(8,159)	.....	.....(8,159)	.....	.....5,055,916	.....	.....(18,221)	(18,221)	33,607	03/31/2017	1.....
0599999. Total Bonds - U.S. Government.....							7,040,195	7,000,000	7,080,235	5,064,075	0	(7,577)	0	(7,577)	0	7,046,967	0	(6,772)	(6,772)	36,827	XXX...	XXX...
Bonds - U.S. Special Revenue and Special Assessment																						
83712D	SL	1		04/01/2014	Call	100.0000.....	95,000	95,000	100,761	99,383	.....	.....(4,383)	.....	.....(4,383)	.....	.....95,000	.....	.....	.....0	2,850	07/01/2019	1FE.....
882750	NA	6		06/01/2014	Call	100.0000.....	175,000	175,000	188,946	184,577	.....	.....(9,577)	.....	.....(9,577)	.....	.....175,000	.....	.....	.....0	6,216	06/01/2022	1FE.....
3199999. Total Bonds - U.S. Special Revenue and Special Assessment.....							270,000	270,000	289,707	283,960	0	(13,960)	0	(13,960)	0	270,000	0	0	0	9,066	XXX...	XXX...
Bonds - Industrial and Miscellaneous																						
3137B2	GX	2		06/01/2014	Paydown.....		.....	.....	.....21,188	19,333	.....	.....(19,333)	.....	.....(19,333)	.....	.....	.....	.....	.....0	1,660	03/25/2020	1FE.....
66704J	BQ	0		05/28/2014	Paydown.....		423,550	423,550	404,490	417,301	.....	.....6,248	.....	.....6,248	.....	.....423,550	.....	.....	.....0	942	05/28/2026	1FE.....
76110H	BL	2		06/01/2014	Paydown.....		920,931	920,931	958,056	.....	.....	.....(37,125)	.....	.....(37,125)	.....	.....920,931	.....	.....	.....0	7,085	04/25/2033	1FM.....
76113A	AE	1		06/25/2014	Paydown.....		414,860	414,860	377,522	411,649	.....	.....3,210	.....	.....3,210	.....	.....414,860	.....	.....	.....0	680	02/25/2036	1FM.....
776696	AD	8		04/28/2014	Bank of America Corp.....		7,459,266	7,405,000	7,461,796	7,450,853	.....	.....(3,689)	.....	.....(3,689)	.....	.....7,447,164	.....	.....12,102	12,102	61,779	11/15/2017	2FE.....
92867L	AB	8		06/20/2014	Paydown.....		2,871,206	2,871,206	2,871,093	2,871,151	.....	.....55	.....	.....55	.....	.....2,871,206	.....	.....	.....0	3,985	07/20/2015	1FE.....
62886H	AK	7		06/16/2014	Various.....	F...	6,236,875	6,000,000	6,000,000	6,000,000	.....	.....	.....	.....0	.....	.....6,000,000	.....	.....236,875	236,875	251,771	02/15/2018	4FE.....
3899999. Total Bonds - Industrial and Miscellaneous.....							18,326,688	18,035,547	18,094,145	17,170,287	0	(50,634)	0	(50,634)	0	18,077,711	0	248,977	248,977	327,902	XXX...	XXX...
8399997. Total Bonds - Part 4.....							25,636,883	25,305,547	25,464,087	22,518,322	0	(72,171)	0	(72,171)	0	25,394,678	0	242,205	242,205	373,795	XXX...	XXX...
8399999. Total Bonds.....							25,636,883	25,305,547	25,464,087	22,518,322	0	(72,171)	0	(72,171)	0	25,394,678	0	242,205	242,205	373,795	XXX...	XXX...
9999999. Total Bonds, Preferred and Common Stocks.....							25,636,883	XXX.....	25,464,087	22,518,322	0	(72,171)	0	(72,171)	0	25,394,678	0	242,205	242,205	373,795	XXX...	XXX...

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

QE05

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 MAX 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								
CITIBANK..... NEW YORK, NY.....								XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	0	0	0	0	0	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	0	0	0	0	0	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	0	0	0	0	0	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
U.S. Government Bonds - Issuer Obligations							
TREASURY BILL.....		06/17/2014	0.020	07/10/2014	21,999,890	.....	.....218
0199999. U.S. Government Bonds - Issuer Obligations.....					21,999,890	0	218
0599999. Total - U.S. Government Bonds.....					21,999,890	0	218
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
CPPIB CAPITAL INC.....		06/30/2014	0.050	07/03/2014	2,149,994	.....	.....3
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....					2,149,994	0	3
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....					2,149,994	0	3
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					24,149,884	0	221
8399999. Subtotals - Bonds.....					24,149,884	0	221
8699999. Total - Cash Equivalents.....					24,149,884	0	221