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QUARTERLY STATEMENT

As of June 30, 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 (Street and Number) (City or Town, State, Country and Zip Code)	
Main Administrative Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 (Street and Number) (City or Town, State, Country and Zip Code)	440-461-5000 (Area Code) (Telephone Number)
Mail Address	P.O. BOX 89490….. CLEVELAND ..... OH ..... US ..... 44101-6490 (Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 (Street and Number) (City or Town, State, Country and Zip Code)	440-395-4460 (Area Code) (Telephone Number)
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO (Name)	440-395-4460 (Area Code) (Telephone Number) (Extension)
	FINANCIAL_REPORTING@PROGRESSIVE.COM (E-Mail Address)	440-446-7168 (Fax Number)

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

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

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

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

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

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

Subscribed and sworn to before me
This 11TH day of AUGUST, 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 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	889,177,970		889,177,970	958,817,719
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	176,925,863		176,925,863	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 ($.....148,199,053) and short-term investments ($.....100,499)	148,319,881		148,319,881	15,871,269
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities	25,043,903		25,043,903	
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)	1,239,467,617	0	1,239,467,617	1,173,512,574
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	4,759,746		4,759,746	5,510,398
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	21,895,572	2,057,811	19,837,761	(719,471)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	69,173,422		69,173,422	62,812,852
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,080,518		3,080,518	1,433,718
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	4,809,637		4,809,637	4,431,367
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	33,446,358		33,446,358	20,568,114
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	821,541	480,816	340,725	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	1,377,454,411	2,538,627	1,374,915,784	1,267,549,552
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	1,377,454,411	2,538,627	1,374,915,784	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. STATE TAX CREDITS	340,725		340,725	
2502. PREPAID EXPENSES	474,655	474,655	0	
2503. MISCELLANEOUS OTHER ASSETS	6,161	6,161	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)	821,541	480,816	340,725	0

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....151,170,460)	400,377,759	396,117,151
2.	Reinsurance payable on paid losses and loss adjustment expenses	12,073,005	5,680,318
3.	Loss adjustment expenses	80,485,367	77,520,872
4.	Commissions payable, contingent commissions and other similar charges	942,094	1,527,771
5.	Other expenses (excluding taxes, licenses and fees)	48,446,973	41,370,625
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	7,652,855	8,171,208
7.1	Current federal and foreign income taxes (including $.....5,276,831 on realized capital gains (losses))	23,669,659	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 $.....160,212,163 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	356,877,477	335,543,144
10.	Advance premium	5,749,689	3,243,970
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	23,176	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	20,014,192	16,385,850
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	2,363,911	2,211,128
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	958,676,157	895,980,555
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	958,676,157	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)	266,939,627	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)	416,239,627	371,568,997
38.	Totals (Page 2, Line 28, Col. 3)	1,374,915,784	1,267,549,552

DETAILS OF WRITE-INS

2501.	STATE PLAN LIABILITY	1,992,351	2,000,120
2502.	ESCHEATABLE PROPERTY	192,619	17,007
2503.	OTHER LIABILITIES	154,951	180,054
2598.	Summary of remaining write-ins for Line 25 from overflow page	23,990	13,947
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	2,363,911	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 $.....251,818,665)	237,796,123	237,789,574	476,266,543
1.2 Assumed (written $.....602,836,603)	581,502,270	559,742,666	1,129,333,623
1.3 Ceded (written $.....251,818,665)	237,796,123	237,789,574	476,266,543
1.4 Net (written $.....602,836,603)	581,502,270	559,742,666	1,129,333,623
DEDUCTIONS:			
2. Losses incurred (current accident year $.....359,098,436):			
2.1 Direct	142,298,678	138,942,904	289,092,287
2.2 Assumed	361,261,915	348,059,558	708,349,963
2.3 Ceded	142,298,678	138,942,904	289,092,287
2.4 Net	361,261,915	348,059,558	708,349,963
3. Loss adjustment expenses incurred	59,959,657	56,489,156	115,225,384
4. Other underwriting expenses incurred	125,068,458	122,398,810	240,903,413
5. Aggregate write-ins for underwriting deductions	0	0	5,941
6. Total underwriting deductions (Lines 2 through 5)	546,290,030	526,947,524	1,064,484,701
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	35,212,240	32,795,142	64,848,922
INVESTMENT INCOME			
9. Net investment income earned	13,023,774	13,430,094	27,530,823
10. Net realized capital gains (losses) less capital gains tax of $.....5,276,831	10,584,586	1,376,543	1,089,649
11. Net investment gain (loss) (Lines 9 + 10)	23,608,360	14,806,637	28,620,472
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....203,869 amount charged off $.....2,308,001)	(2,104,132)	(2,151,370)	(4,119,506)
13. Finance and service charges not included in premiums	4,683,680	4,814,716	9,648,745
14. Aggregate write-ins for miscellaneous income	493,377	218,833	1,127,515
15. Total other income (Lines 12 through 14)	3,072,925	2,882,179	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)	61,893,525	50,483,958	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)	61,893,525	50,483,958	100,126,148
19. Federal and foreign income taxes incurred	18,392,828	18,831,346	34,172,626
20. Net income (Line 18 minus Line 19) (to Line 22)	43,500,697	31,652,612	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)	43,500,697	31,652,612	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 $.....284,079	527,576	9,973,314	30,339,785
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	662,349	2,159,640	1,391,599
27. Change in nonadmitted assets	(19,992)	309,155	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)	44,670,630	44,094,721	24,238,773
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	416,239,627	391,424,945	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	452,233	180,940	1,047,056
1402. SERVICE BUSINESS REVENUE	36,117	27,709	63,288
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	5,027	10,184	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)	493,377	218,833	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	578,733,269	559,981,085	1,140,732,460
2. Net investment income	15,955,899	19,197,650	38,584,469
3. Miscellaneous income	3,057,517	2,914,231	6,769,916
4. Total (Lines 1 through 3)	597,746,685	582,092,966	1,186,086,845
5. Benefit and loss related payments	352,255,420	336,666,535	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	176,091,303	170,231,812	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)	536,537,738	515,784,228	1,066,323,324
11. Net cash from operations (Line 4 minus Line 10)	61,208,947	66,308,738	119,763,521
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	231,502,482	285,461,273	534,909,161
12.2 Stocks	38,546,184	1,706,037	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			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	270,048,666	287,167,310	537,059,253
13. Cost of investments acquired (long-term only):			
13.1 Bonds	160,818,167	403,101,256	631,387,008
13.2 Stocks	3,201,426	4,161,917	6,484,532
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	25,043,903	891,138	
13.7 Total investments acquired (Lines 13.1 to 13.6)	189,063,496	408,154,311	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)	80,985,170	(120,987,001)	(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)	(9,745,505)	(24,023,832)	(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)	(9,745,505)	(24,023,832)	(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)	132,448,612	(78,702,095)	(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)	148,319,881	819,987	15,871,269

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

20.0001			

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	June 30, 2014	December 31, 2013
Net income			
(1) Net income, state basis	OH	$ 43,500,697	$ 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	$ 43,500,697	$ 65,953,522
Surplus			
(5) Policyholders' surplus, state basis	OH	$ 416,239,627	$ 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	$ 416,239,627	$ 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

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 $1,379,913 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	$ 4,853
2. Twelve months or longer	1,375,060
Total	$ 1,379,913
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	$ 8,509,366
2. Twelve months or longer	94,397,664
Total	$ 102,907,030

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 that the Company refused to pay policy benefits based upon payment by a third party.

As of June 30, 2014, the Company was defending 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.

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

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

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

Fair Value Measurements at June 30, 2014:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	$ --	$ 7,096,887	$ --	$ 7,096,887
Common stock Industrial & Miscellaneous	176,925,863	--	--	176,925,863
Total assets at fair value	$ 176,925,863	$ 7,096,887	$ --	$ 184,022,750
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 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	$ 903,946,449	$ 889,177,970	$ 206,309,765	$ 697,636,684	$ --	$ --
Cash equivalents	148,199,054	148,199,053	148,199,054	--	--	--
Short-term investments	100,498	100,499	100,498	--	--	--
Common stock	176,925,863	176,925,863	176,925,863	--	--	--
Total	$ 1,229,171,864	$ 1,214,403,385	$ 531,535,180	$ 697,636,684	$ --	$ --

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 $4,517,280 in 2014, which is 1.0% 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 increasing by 1.2% 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

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 [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
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 [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
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:

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

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

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1. Alabama AL	N						
2. Alaska AK	L	2,297,292	2,477,965	890,471	992,351	1,309,313	1,069,657
3. Arizona AZ	L	1,138,827	1,327,141	608,314	555,259	701,915	614,377
4. Arkansas AR	L	33,950,244	33,603,516	20,311,348	17,068,597	14,036,065	13,669,180
5. California CA	L						
6. Colorado CO	L						
7. Connecticut CT	L	19,133,013	17,945,641	8,894,542	7,964,855	21,129,135	19,225,951
8. Delaware DE	L			(1,013)	(775)		
9. District of Columbia DC	L						
10. Florida FL	N						
11. Georgia GA	L			(2,528)	(3,075)		
12. Hawaii HI	L	197,255	209,644	154,069	230,937	103,040	165,748
13. Idaho ID	L	21,204,537	20,552,259	12,623,787	11,018,369	13,734,081	12,579,451
14. Illinois IL	N						
15. Indiana IN	L	1,683,712	2,051,767	1,473,373	1,171,507	1,170,556	1,119,315
16. Iowa IA	L						
17. Kansas KS	L	49,608,485	47,592,094	28,910,491	30,258,765	21,583,871	20,276,556
18. Kentucky KY	L						
19. Louisiana LA	L						
20. Maine ME	L	29,543,568	29,612,258	16,406,029	16,949,768	20,258,053	18,487,012
21. Maryland MD	L						
22. Massachusetts MA	N						
23. Michigan MI	Q						
24. Minnesota MN	L			22,003	12,112	10,291	
25. Mississippi MS	L						
26. Missouri MO	L	12,876,507	13,959,183	6,294,077	5,394,180	6,546,529	6,639,293
27. Montana MT	L	22,098,140	20,375,457	16,915,298	10,316,563	12,550,865	8,444,401
28. Nebraska NE	L						
29. Nevada NV	L	444,688	520,241	157,418	268,903	186,989	216,056
30. New Hampshire NH	N						
31. New Jersey NJ	L						
32. New Mexico NM	L			896,397	557,116	123,514	743,299
33. New York NY	L	21,565,637	24,640,980	8,573,172	9,962,274	12,577,509	15,232,799
34. North Carolina NC	L						
35. North Dakota ND	L	22,810,965	21,583,993	12,528,329	11,231,614	11,292,887	12,623,057
36. Ohio OH	L						
37. Oklahoma OK	L						
38. Oregon OR	L	(25)		(2,186)	85,305		41,384
39. Pennsylvania PA	N						
40. Rhode Island RI	L	314,172	384,056	447,773	354,551	385,143	629,687
41. South Carolina SC	L						
42. South Dakota SD	L						
43. Tennessee TN	L			(595)	(84)		
44. Texas TX	L						
45. Utah UT	L			(120)	(544)		2
46. Vermont VT	N						
47. Virginia VA	L	2,213,528	2,653,342	1,455,263	1,913,049	2,200,258	3,310,387
48. Washington WA	L	10,738,119	13,208,747	8,186,516	10,563,113	13,214,972	17,700,440
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	251,818,665	252,698,284	145,742,228	136,864,710	153,114,987	152,788,052
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

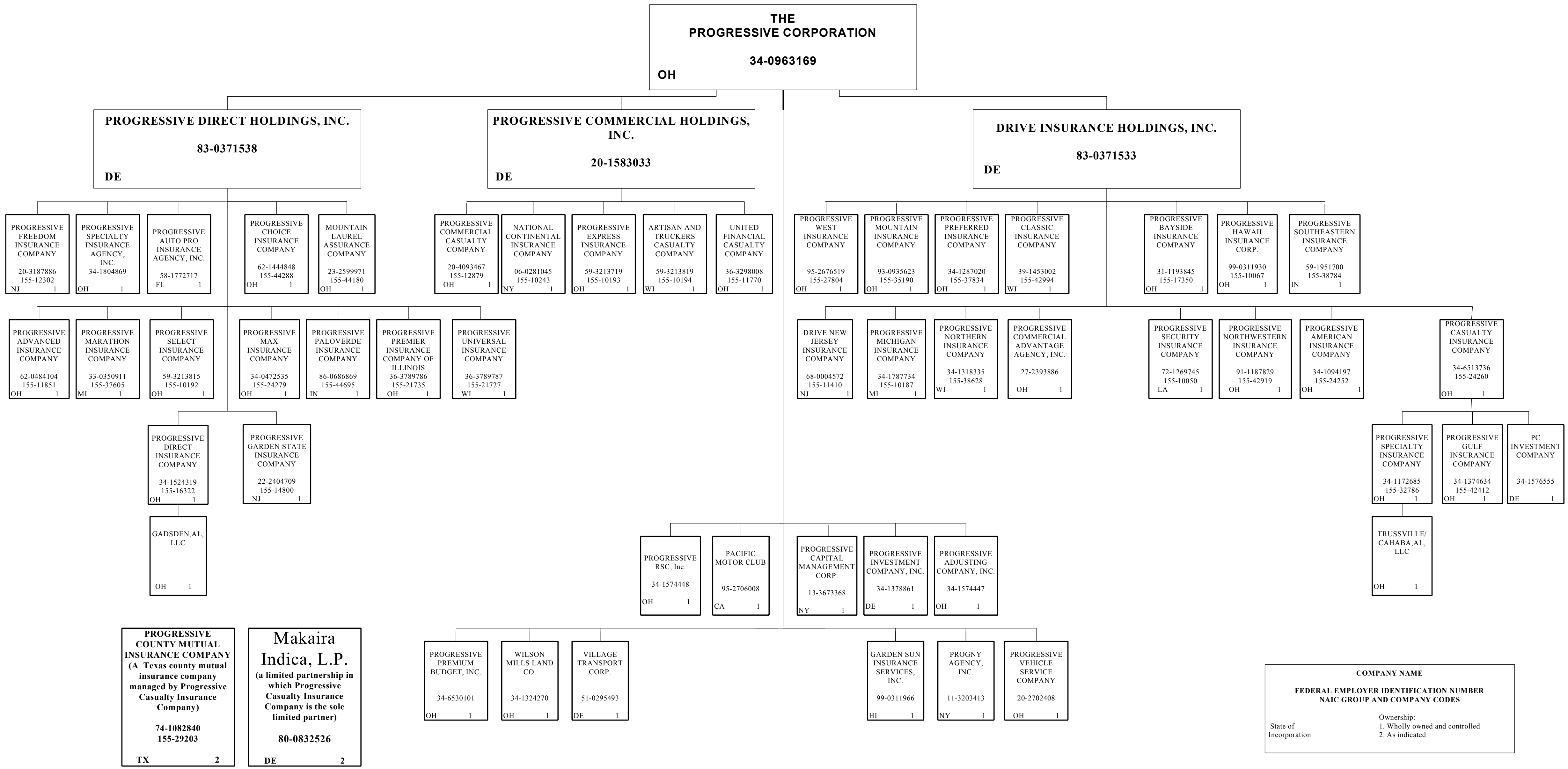
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

Statement for June 30, 2014 of the **PROGRESSIVE NORTHWESTERN INSURANCE COMPANY**

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

PART 1 – ORGANIZATIONAL CHART



AS OF 06/30/14

Statement for June 30, 2014 of the **PROGRESSIVE NORTHWESTERN INSURANCE COMPANY**

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
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, llc	HI	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	95-2706008				Pacific Motor Club	CA	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	11-3203413				PROGNY Agency, Inc.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1574447				Progressive Adjusting Company, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	13-3673368				Progressive Capital Management Corp	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1378861				Progressive Investment Company, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-6530101				Progressive Premium Budget, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1574448				Progressive RSC, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	20-2702408				Progressive Vehicle Service Company	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	51-0295493				Village Transport Corp.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	34-1324270				Wilson Mills Land Co.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation.	1, 3
0155	The Progressive Insurance Group	00000	80-0832526				Makaira Indica, LP	CA	NIA	Progressive Casualty Insurance Company	Other		The Progressive Corporation.	1, 3, 4

Asterisk	Explanation
1	Schedule Y Part 1A is a common schedule for all companies in The Progressive Insurance Group, however column 10 requires specific relationship information relative to the reporting entity.
2	Progressive County Mutual Insurance Company is a Texas county mutual insurance company that is 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.

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date 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	6,299,808	2,897,423	46.0	49.2
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	3,489,405	297,475	8.5	56.6
17.2 Other liability-claims made		3,677	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	122,459,297	75,222,466	61.4	56.7
19.3, 19.4 Commercial auto liability	15,373,281	8,588,134	55.9	62.2
21. Auto physical damage	90,174,331	55,289,504	61.3	61.0
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	237,796,123	142,298,678	59.8	58.4
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	4,899,048	7,450,965	7,029,424
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	2,071,472	4,006,791	4,029,622
17.2 Other liability-claims made			
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	67,177,982	127,829,236	131,489,983
19.3 19.4 Commercial auto liability	8,979,409	16,527,045	15,656,254
21. Auto physical damage	52,029,201	96,004,628	94,493,001
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	135,157,112	251,818,665	252,698,284
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

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2014 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2011 + Prior	72,658	15,116	87,775	26,193	1,021	27,215	48,375	2,073	10,520	60,968	1,910	(1,502)	408
2. 2012	88,509	19,199	107,708	31,517	1,992	33,509	56,183	6,814	11,569	74,565	(809)	1,175	366
3. Subtotals 2012 + Prior	161,167	34,315	195,483	57,710	3,013	60,723	104,558	8,887	22,089	135,533	1,101	(327)	774
4. 2013	207,763	70,392	278,155	97,102	16,034	113,136	112,523	23,038	33,202	168,763	1,862	1,882	3,744
5. Subtotals 2013 + Prior	368,931	104,707	473,638	154,812	19,047	173,859	217,081	31,925	55,290	304,296	2,963	1,555	4,517
6. 2014	XXX	XXX	XXX	XXX	240,137	240,137	XXX	129,023	47,544	176,567	XXX	XXX	XXX
7. Totals	368,931	104,707	473,638	154,812	259,184	413,996	217,081	160,948	102,834	480,863	2,963	1,555	4,517
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. 0.8 %	2. 1.5 %	3. 1.0 %

Col. 13, Line 7
Line 8
4. 1.2 %

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:

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

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

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

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

Overflow Page for Write-Ins

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
2504. UNEARNED FEE RESERVE	23,990	13,947
2597. Summary of remaining write-ins for Line 25	23,990	13,947

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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

NONE

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	164,019,594	637,871,540
3. Accrual of discount	1,296,399	2,462,707
4. Unrealized valuation increase (decrease)	811,655	46,676,598
5. Total gain (loss) on disposals	15,861,417	3,506,704
6. Deduct consideration for bonds and stocks disposed of	270,048,665	537,059,253
7. Deduct amortization of premium	3,477,872	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)	1,066,103,833	1,157,641,305
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,066,103,833	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)	772,263,953	228,382,410	165,677,831	(813,372)	772,263,953	834,155,160		716,967,473
2. NAIC 2 (a)	224,865,312		39,531,670	(110,806)	224,865,312	185,222,836		239,010,456
3. NAIC 3 (a)	6,930,067			(5,508)	6,930,067	6,924,559		6,902,480
4. NAIC 4 (a)	11,440,235		346,938	(79,435)	11,440,235	11,013,862		11,535,712
5. NAIC 5 (a)						0		
6. NAIC 6 (a)	218,830			(57,726)	218,830	161,104		272,869
7. Total Bonds	1,015,718,397	228,382,410	205,556,439	(1,066,847)	1,015,718,397	1,037,477,521	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	1,015,718,397	228,382,410	205,556,439	(1,066,847)	1,015,718,397	1,037,477,521	0	974,688,990

(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	100,499	XXX	100,499	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	3,127,941	3,734,798
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	3,199,234	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)	100,499	171,792
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	100,499	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	228,192,012	17,499,369
3. Accrual of discount	7,564	1,611
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	95,700,000	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)	148,199,053	15,699,477
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	148,199,053	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

Statement for June 30, 2014 of the **PROGRESSIVE NORTHWESTERN INSURANCE COMPANY**

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 B6 6	US TREASURY NOTE 2.750% 02/15/24		04/22/2014	Various		25,026,563	25,000,000	127,244	1
912828 WN 6	US TREASURY NOTE 2.000% 05/31/21		05/29/2014	Goldman Sachs		10,006,164	10,000,000	1,093	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						40,028,821	40,000,000	128,337	XXX
Bonds - Industrial and Miscellaneous									
161571 FJ 8	CHAIT 2012-A3 A3 0.790% 06/15/17		06/19/2014	Barclays Capital		4,015,469	4,000,000	790	1FE
17318U AB 0	CGCMT 2012-GC8 A2 1.813% 09/10/45		04/24/2014	Citicorp Securities Inc.		6,158,484	6,120,000	2,126	1FM
30225A AC 7	ESA 2013-ESFL A2FL 0.851% 12/05/31		06/16/2014	Various		4,498,984	4,500,000	1,489	1FM
36192L AJ 4	GSMS 2012-SHOP C 3.633% 06/05/31		04/03/2014	CSFBdirect		693,563	685,000	484	1FE
61974P AG 3	MOTEL 2012-MTL6 C 3.139% 10/05/25		05/28/2014	Deutsche Bank		7,887,750	7,800,000	680	1FM
98158L AB 3	WOART 2014-A A2 0.430% 05/15/17		04/15/2014	Barclays Capital		15,998,979	16,000,000		1FE
3899999. Total Bonds - Industrial and Miscellaneous						39,253,229	39,105,000	5,569	XXX
8399997. Total Bonds - Part 3						79,282,050	79,105,000	133,906	XXX
8399999. Total Bonds						79,282,050	79,105,000	133,906	XXX
Common Stocks - Industrial and Miscellaneous									
02376R 10 2	AMERICAN AIRLINES GROUP INC		06/23/2014	State Street Bank	7,000.000	311,811	XXX		L
63938C 10 8	NAVIENT CORP		05/01/2014	Spin Off	19,000.000	196,215	XXX		L
88554D 20 5	3D SYSTEMS CORP		06/23/2014	State Street Bank	11,300.000	638,610	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						1,146,636	XXX	0	XXX
9799997. Total Common Stocks - Part 3						1,146,636	XXX	0	XXX
9799999. Total Common Stocks						1,146,636	XXX	0	XXX
9899999. Total Preferred and Common Stocks						1,146,636	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						80,428,686	XXX	133,906	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	Foreign	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 B6 6	US TREASURY NOTE 2.750% 02/15/24		06/23/2014	Barclays Capital		25,583,594	25,000,000	25,026,563			(304)		(304)		25,026,258		557,336	557,336	211,568	02/15/2024	1
912828 VK 3	US TREASURY NOTE 1.375% 06/30/18		06/27/2014	Goldman Sachs		25,042,969	25,000,000	24,791,016	24,810,536		20,418		20,418		24,830,954		212,014	212,014	172,809	06/30/2018	1
0599999. Total Bonds - U.S Government						50,626,563	50,000,000	49,817,579	24,810,536	0	20,114	0	20,114	0	49,857,212	0	769,350	769,350	384,377	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3137AH 6D 5	FHMS 2011-K015 X1 IO 1.659% 07/25/21		06/01/2014	Paydown				67,118	52,062		(54,503)		(54,503)					0	4,193	07/25/2021	1
31392C MS 0	FNW 2002-W1 2A 6.566% 02/25/42		06/01/2014	Paydown		12,842	12,842	13,497	13,317		(474)		(474)		12,842			0	361	02/25/2042	1
462467 NS 6	IOWA FIN AUTH SF MTG 4.500% 07/01/28		04/15/2014	Call 100.0000		40,000	40,000	43,044	41,958		(1,958)		(1,958)		40,000			0	1,420	01/01/2021	1FE
61212R 4G 8	MONTANA ST BRD HSG 3.500% 12/01/44		06/01/2014	Call 100.0000		130,000	130,000	133,676	133,486		(3,486)		(3,486)		130,000			0	2,275	12/01/2023	1FE
65888M 6B 2	NORTH DAKOTA ST HSG 5.500% 01/01/37		04/01/2014	Call 100.0000		610,000	610,000	643,245	611,901		(1,901)		(1,901)		610,000			0	25,163	01/01/2015	1FE
67886M NN 5	OKLAHOMA HSG FIN SF 4.500% 09/01/27		06/01/2014	Call 100.0000		105,000	105,000	113,058	110,361		(5,361)		(5,361)		105,000			0	3,131	09/01/2021	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38		04/01/2014	Call 100.0000		145,000	145,000	157,215	151,009		(6,009)		(6,009)		145,000			0	6,525	01/01/2017	1FE
83755G 5A 1	SOUTH DAKOTA HSG 5.500% 11/01/37		06/16/2014	Call 100.0000		10,000	10,000	9,898	9,960		40		40		10,000			0	344	05/01/2016	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						1,052,842	1,052,842	1,180,751	1,124,054	0	(73,652)	0	(73,652)	0	1,052,842	0	0	0	43,412	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00764M FB 8	AABST 2005-2 M1 0.572% 06/25/35		06/25/2014	Paydown		958,993	958,993	866,038	921,275		37,718		37,718		958,993			0	2,354	06/25/2035	1FM
05947U M2 1	BACM 2005-2 A5 4.857% 07/10/43		06/01/2014	Paydown		129,260	129,260	132,649	130,037		(777)		(777)		129,260			0	2,308	07/10/2043	1FM
05947U VC 9	BACM 2004-3 A5 5.506% 06/10/39		06/01/2014	Paydown		1,230,312	1,230,312	1,227,668	1,228,193		2,118		2,118		1,230,312			0	26,781	06/10/2039	1FM
07383F Q5 0	BSCMS 2004-PWR5 A5 4.978% 07/11/42		06/01/2014	Paydown		3,703,806	3,703,806	3,997,217	3,741,396		(37,590)		(37,590)		3,703,806			0	74,575	07/11/2042	1FM
07383F X5 2	BSCMS 2004-PWR6 A6 4.825% 11/11/41		06/01/2014	Paydown		1,326,613	1,326,613	1,418,284	1,342,692		(16,079)		(16,079)		1,326,613			0	31,310	11/11/2041	1FM
125354 AA 8	CGRBS 2013-VN05 A 3.369% 03/13/35		04/03/2014	Wells Fargo Bank		3,702,480	3,780,000	3,728,025	3,730,259		1,141		1,141		3,731,399		(28,919)	(28,919)	44,926	03/13/2035	1FM
12621U AD 9	CNH 2010-B A4 1.740% 01/17/17		06/15/2014	Paydown		5,048,822	5,048,822	5,113,313	5,057,460		(8,638)		(8,638)		5,048,822			0	39,039	01/17/2017	1FE
12648G AU 1	CSMC 2014-3R 3A1 2.250% 09/27/35		06/01/2014	Paydown		337,440	337,440	326,473			10,967		10,967		337,440			0	1,352	09/27/2035	1FE
17307G WR 5	CMLTI 2005-HE3 M1 0.612% 09/25/35		06/25/2014	Paydown		901,693	901,693	878,023	889,094		12,598		12,598		901,693			0	2,456	09/25/2035	1FM
20046F AS 9	COMM 2001-J2A X IO 0.358% 07/01/34		06/01/2014	Paydown				846	96		(96)		(96)					0	24	07/01/2034	3FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40		06/01/2014	Paydown		3,095	3,095	3,138	3,095	102	(101)		1		3,095			0	99	03/25/2040	1FM
278865 AK 6	ECOLAB INC 3.000% 12/08/16		04/03/2014	Barclays Capital		5,255,150	5,000,000	5,258,400	5,170,220		(15,290)		(15,290)		5,154,930		100,220	100,220	50,000	12/08/2016	2FE
33736X AH 2	FUNBC 2000-C1 IO 1.644% 05/01/32		06/01/2014	Paydown				4,481	3,079		(3,079)		(3,079)					0	1,609	05/01/2032	6FE
33736X CR 8	FUNBC 2001-C2 IO 1.630% 01/12/43		04/01/2014	Paydown				118					0					0	1	01/12/2043	5FE
33736X CR 8	FUNBC 2001-C2 IO 1.630% 01/12/43		06/01/2014	Paydown				252					0					0	32	01/12/2043	6FE
345397 VP 5	FORD MOTOR CREDIT CO 6.625% 08/15/17		04/09/2014	Jefferies & Co.		3,472,829	2,989,000	3,273,971	3,169,431		(13,211)		(13,211)		3,156,220		316,610	316,610	131,464	08/15/2017	2FE
36192L AJ 4	GSMS 2012-SHOP C 3.633% 06/05/31		05/13/2014	Morgan Stanley		707,263	685,000	693,563			(166)		(166)		693,396		13,866	13,866	3,111	06/05/2031	1FE
36193A AJ 7	GSMS 2013-KING C 3.435% 12/10/27		04/01/2014	CSFBdirect					3,153		(3,153)		(3,153)					0	43,336	12/10/2027	1FM
3622N6 AG 4	GSR 2007-AR2 4A1 2.737% 02/25/51		06/01/2014	Paydown		24,233	24,233	23,588	23,588		645		645		24,233			0	286	02/25/2051	1FM
44890F AC 1	HALST 2012-A A3 0.920% 08/17/15		06/15/2014	Paydown		1,695,126	1,695,126	1,694,945	1,695,082		44		44		1,695,126			0	6,555	08/17/2015	1FE
46628K AT 7	JPMMT 2006-A3 6A1 3.185% 08/25/34		06/01/2014	Paydown		245,014	245,014	237,788	256,920		(11,906)		(11,906)		245,014			0	3,066	08/25/2034	1FM

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	Foreign	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)
46628K AV 2	JPMMT 2006-A3 7A1 2.646% 12/25/48		06/01/2014	Paydown		68,792	68,792	66,543	66,543		2,249		2,249		68,792			0	791	12/25/2048	1FM
46637Y AL 3	JPMCC 2012-HSBC D 4.524% 07/05/32		04/01/2014	Union Bank of Switzerland									0					0	68,616	07/05/2032	1FM
52108H E4 2	LBUBS 2004-C4 A4 6.221% 06/15/29		05/11/2014	Paydown		2,464,262	2,464,262	2,650,718	2,484,161		(19,899)		(19,899)		2,464,262			0	53,054	06/15/2029	1FM
55312V AQ 1	MLCFC 2006-4 XP IO 0.618% 12/12/49		06/01/2014	Paydown				221,598	61,023		(61,023)		(61,023)					0	34,188	12/12/2049	1FE
55313U AD 1	MMAF 2009-AA A4 3.510% 01/15/30		06/15/2014	Paydown		1,101,043	1,101,043	1,146,461	1,113,281		(12,238)		(12,238)		1,101,043			0	14,539	01/15/2030	1FE
60689L AB 1	MMAF 2013-AA A2 0.690% 05/09/16		06/09/2014	Paydown		721,285	721,285	721,210	721,225		61		61		721,285			0	2,488	05/09/2016	1FE
61974P AJ 7	MOTEL 2012-MTL6 D 3.781% 10/05/25		06/25/2014	Various		8,635,344	8,500,000	8,546,152			(3,351)		(3,351)		8,542,802		92,542	92,542	104,219	10/05/2025	1FM
65535V AA 6	NAA 2001-R1A A1 6.940% 02/01/30		04/30/2014	Nomura Securities Intern'l Inc.		337,725	336,882	341,409	335,131	7,302	(89)		7,213		342,344		(4,619)	(4,619)	8,095	02/01/2030	4FM
65535V AA 6	NAA 2001-R1A A1 6.940% 02/01/30		05/01/2014	Paydown		4,594	4,594	4,656	4,570	100	(76)		24		4,594			0	2,072	02/01/2030	4FM
68389F KP 8	OOMLT 2006-1 2A3 0.342% 01/25/36		06/25/2014	Paydown		106,781	106,781	90,715	95,725		11,057		11,057		106,781			0	156	01/25/2036	1FM
78444V AA 9	SLCLT 2010-B A1 4.000% 07/15/42		06/15/2014	Paydown		246,378	246,378	249,143	249,428		(3,050)		(3,050)		246,378			0	4,060	07/15/2042	1FE
78447X AA 2	SLMA 2013-C A1 1.002% 02/15/22		06/15/2014	Paydown		536,811	536,811	536,811	536,813		(2)		(2)		536,811			0	2,255	02/15/2022	1FE
92343V BQ 6	VERIZON COMMUNICATIONS INC 4.500% 09/15/20		04/04/2014	CSFBdirect		10,876,150	10,000,000	9,987,000	9,986,842		732		732		9,987,574		888,576	888,576	250,000	09/15/2020	2FE
949802 AA 0	WFMBS 2003-I A1 2.491% 09/25/33		06/01/2014	Paydown		32,946	32,946	32,847	33,050		(103)		(103)		32,946			0	349	09/25/2033	2FM
982526 AM 7	WRIGLEY WM. JR CO 3.700% 06/30/14		06/30/2014	Maturity		21,200,000	21,200,000	21,460,365	21,250,515		(50,515)		(50,515)		21,200,000			0	392,200	06/30/2014	2FE
92857W BA 7	VODAFONE GROUP PLC 0.900% 02/19/16	F.	04/01/2014	Call 0.0000									0					0	207,540	02/19/2016	1FE
3899999. Total Bonds - Industrial and Miscellaneous						75,074,240	73,378,181	74,934,408	64,303,377	7,504	(181,102)	0	(173,598)	0	73,695,964	0	1,378,276	1,378,276	1,609,306	XXX	XXX
8399997. Total Bonds - Part 4						126,753,645	124,431,023	125,932,738	90,237,967	7,504	(234,640)	0	(227,136)	0	124,606,018	0	2,147,626	2,147,626	2,037,095	XXX	XXX
8399999. Total Bonds						126,753,645	124,431,023	125,932,738	90,237,967	7,504	(234,640)	0	(227,136)	0	124,606,018	0	2,147,626	2,147,626	2,037,095	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
595112 10 3	MICRON TECHNOLOGY INC		05/16/2014	Class Action Litigation		17	XXX						0				17	17		XXX	L
78442P 10 6	SLM CORP		05/01/2014	Spin Off		196,215	XXX	196,215	320,922	(124,707)			(124,707)		196,215			0		XXX	L
929903 10 2	WACHOVIA CORP		04/01/2014	Class Action Litigation		2,651	XXX						0				2,651	2,651		XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous						198,884	XXX	196,215	320,922	(124,707)	0	0	(124,707)	0	196,215	0	2,669	2,669	0	XXX	XXX
9799997 Total Common Stocks - Part 4						198,884	XXX	196,215	320,922	(124,707)	0	0	(124,707)	0	196,215	0	2,669	2,669	0	XXX	XXX
9799999. Total Common Stocks						198,884	XXX	196,215	320,922	(124,707)	0	0	(124,707)	0	196,215	0	2,669	2,669	0	XXX	XXX
9899999. Total Preferred and Common Stocks						198,884	XXX	196,215	320,922	(124,707)	0	0	(124,707)	0	196,215	0	2,669	2,669	0	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						126,952,529	XXX	126,128,953	90,558,889	(117,203)	(234,640)	0	(351,843)	0	124,802,233	0	2,150,295	2,150,295	2,037,095	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-Footnote A
NONE

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

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt B-Sn 1-Footnote 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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	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	20,329	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	0	0	20,329	XXX
0599999. Total Cash	XXX	XXX	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
U.S. Government Bonds - Issuer Obligations							
TREASURY BILL		06/04/2014	0.030	07/03/2014	39,999,933		867
TREASURY BILL		06/17/2014	0.020	07/10/2014	42,999,785		404
0199999. U.S. Government Bonds - Issuer Obligations					82,999,718	0	1,271
0599999. Total - U.S. Government Bonds					82,999,718	0	1,271
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
CHEVRON FUNDING CORP		06/26/2014	0.050	07/31/2014	6,999,708		49
EXXON MOBIL CORP		06/02/2014	0.040	07/07/2014	15,999,893		516
METLIFE ST FDG		05/30/2014	0.050	07/08/2014	24,999,757		1,111
WAL-MART STORES INC		06/02/2014	0.040	07/01/2014	9,000,000		290
CPPIB CAPITAL INC		06/30/2014	0.050	07/03/2014	8,199,977		11
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					65,199,335	0	1,977
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					65,199,335	0	1,977
Total Bonds							
7799999. Subtotals - Issuer Obligations					148,199,053	0	3,248
8399999. Subtotals - Bonds					148,199,053	0	3,248
8699999. Total - Cash Equivalents					148,199,053	0	3,248