



ANNUAL STATEMENT

For the Year Ended December 31, 2014  
of the Condition and Affairs of the

PROGRESSIVE DIRECT INSURANCE COMPANY

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

NAIC Company Code..... 16322

Employer's ID Number..... 34-1524319

Organized under the Laws of OH

State of Domicile or Port of Entry OH

Country of Domicile US

Incorporated/Organized..... September 29, 1986

Commenced Business..... January 14, 1987

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 440-461-5000  
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address

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

Primary Location of Books and Records

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

Internet Web Site Address

PROGRESSIVE.COM

Statutory Statement Contact

MARY BETH ANDREANO  
(Name)

440-395-4460  
(Area Code) (Telephone Number) (Extension)

FINANCIAL\_REPORTING@PROGRESSIVE.COM  
(E-Mail Address)

440-603-5500  
(Fax Number)

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

OFFICERS

Name	Title	Name	Title
SCOTT WESLEY ZIEGLER	PRESIDENT	MICHAEL ROBERT UTH	SECRETARY
DANIEL JOSEPH WITALEC	TREASURER		

OTHER

SCOTT EDWARD COLEMAN	(ASST. TREASURER)	JAMES RUSSELL HAAS	(VICE PRESIDENT)
KAREN ANN KOSUDA	(ASST. SECRETARY)	SIMON GREGER LINDSAY	(VICE PRESIDENT)
MARIANN WOJTKUN MARSHALL	(VICE PRESIDENT)		

DIRECTORS OR TRUSTEES

STEVEN ANTHONY BROZ	BRIAN CHARLES DOMECK	CHARLES ELWOOD JARRETT	SANJAY MAHESH VYAS
SCOTT WESLEY ZIEGLER			

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)
SCOTT WESLEY ZIEGLER	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

This 17TH day of FEBRUARY, 2015

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 Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D).....	3,246,652,135		3,246,652,135	2,924,359,561
2. Stocks (Schedule D):				
2.1 Preferred stocks.....	45,717,375		45,717,375	49,845,587
2.2 Common stocks.....	814,294,423		814,294,423	833,963,310
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	167,156,214		167,156,214	173,277,025
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 (\$.....5,003,709, Schedule E-Part 1), cash equivalents (\$.....94,996,678, Schedule E-Part 2) and short-term investments (\$.....20,413,912, Schedule DA).....	120,414,299		120,414,299	53,483,012
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives (Schedule DB).....			0	
8. Other invested assets (Schedule BA).....	6,129,786	6,129,786	0	
9. Receivables for securities.....			0	4,989,144
10. Securities lending reinvested collateral assets (Schedule DL).....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	4,400,364,232	6,129,786	4,394,234,446	4,039,917,639
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	14,422,858		14,422,858	15,816,940
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	124,322,391	14,372,021	109,950,370	98,945,081
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	612,717,676		612,717,676	529,906,789
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	7,424,360		7,424,360	7,207,904
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.....			0	
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).....	60,544	60,544	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	38,345,584		38,345,584	29,468,542
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	3,701,630	636,255	3,065,375	2,902,560
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	5,201,359,275	21,198,606	5,180,160,669	4,724,165,455
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. TOTALS (Lines 26 and 27).....	5,201,359,275	21,198,606	5,180,160,669	4,724,165,455

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.....	1,414,712		1,414,712	1,309,219
2502. STATE TAX CREDITS.....	853,344		853,344	1,051,265
2503. NET GOODS AND SERVICES TAX RECEIVABLE.....	525,687		525,687	469,354
2598. Summary of remaining write-ins for Line 25 from overflow page.....	907,887	636,255	271,632	72,722
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	3,701,630	636,255	3,065,375	2,902,560

PROGRESSIVE DIRECT INSURANCE COMPANY  
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Losses (Part 2A, Line 35, Column 8).....	1,527,156,218	1,445,313,868
2. Reinsurance payable on paid losses and loss adjustment expenses (Schedule F, Part 1, Column 6).....	243,568,665	189,885,755
3. Loss adjustment expenses (Part 2A, Line 35, Column 9).....	333,163,904	305,091,509
4. Commissions payable, contingent commissions and other similar charges.....	422,721	260,647
5. Other expenses (excluding taxes, licenses and fees).....	14,438,698	13,737,438
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	48,152,530	40,364,535
7.1 Current federal and foreign income taxes (including \$.....579,296 on realized capital gains (losses)).....	32,286,125	27,840,226
7.2 Net deferred tax liability.....	20,836,611	3,694,156
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (Part 1A, Line 38, Column 5) (after deducting unearned premiums for ceded reinsurance of \$.....378,902,936 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).....	1,304,761,033	1,186,188,659
10. Advance premium.....	9,124,043	9,173,840
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	2,399,743	1,362,834
13. Funds held by company under reinsurance treaties (Schedule F, Part 3, Column 19).....		
14. Amounts withheld or retained by company for account of others.....		
15. Remittances and items not allocated.....		
16. Provision for reinsurance (including \$.....0 certified) (Schedule F, Part 8).....		
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....	69,637,613	65,812,272
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.....	2,761,801	2,154,874
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	3,608,709,705	3,290,880,613
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	3,608,709,705	3,290,880,613
29. Aggregate write-ins for special surplus funds.....	0	0
30. Common capital stock.....	3,000,480	3,000,480
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.....	857,563,425	849,378,513
35. Unassigned funds (surplus).....	710,887,059	580,905,849
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) (Page 4, Line 39).....	1,571,450,964	1,433,284,842
38. TOTALS (Page 2, Line 28, Col. 3).....	5,180,160,669	4,724,165,455

DETAILS OF WRITE-INS		
2501. MISCELLANEOUS OTHER LIABILITIES.....	1,786,670	1,792,142
2502. ESCHEATABLE PROPERTY.....	527,905	84,270
2503. STATE PLAN LIABILITY.....	447,226	278,462
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).....	2,761,801	2,154,874
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 DIRECT INSURANCE COMPANY  
STATEMENT OF INCOME

UNDERWRITING INCOME		1	2
		Current Year	Prior Year
1.	Premiums earned (Part 1, Line 35, Column 4).....	4,848,046,510	4,370,141,224
DEDUCTIONS			
2.	Losses incurred (Part 2, Line 35, Column 7).....	3,071,059,026	2,687,431,634
3.	Loss adjustment expenses incurred (Part 3, Line 25, Column 1).....	532,470,506	474,617,924
4.	Other underwriting expenses incurred (Part 3, Line 25, Column 2).....	993,965,342	920,374,856
5.	Aggregate write-ins for underwriting deductions.....	0	0
6.	Total underwriting deductions (Lines 2 through 5).....	4,597,494,874	4,082,424,414
7.	Net income of protected cells.....		
8.	Net underwriting gain (loss) (Line 1 minus Line 6 plus Line 7).....	250,551,636	287,716,810
INVESTMENT INCOME			
9.	Net investment income earned (Exhibit of Net Investment Income, Line 17).....	96,869,843	111,045,313
10.	Net realized capital gains (losses) less capital gains tax of \$.....9,724,059 (Exhibit of Capital Gains (Losses)).....	24,735,729	20,566,811
11.	Net investment gain (loss) (Lines 9 + 10).....	121,605,572	131,612,124
OTHER INCOME			
12.	Net gain (loss) from agents' or premium balances charged off (amount recovered \$.....2,385,326 amount charged off \$.....46,290,309).....	(43,904,983)	(41,335,405)
13.	Finance and service charges not included in premiums.....	33,141,247	29,642,372
14.	Aggregate write-ins for miscellaneous income.....	16,619,598	14,445,951
15.	Total other income (Lines 12 through 14).....	5,855,862	2,752,918
16.	Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	378,013,070	422,081,852
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).....	378,013,070	422,081,852
19.	Federal and foreign income taxes incurred.....	124,445,215	135,777,137
20.	Net income (Line 18 minus Line 19) (to Line 22).....	253,567,855	286,304,715
CAPITAL AND SURPLUS ACCOUNT			
21.	Surplus as regards policyholders, December 31 prior year (Page 4, Line 39, Column 2).....	1,433,284,842	1,363,283,193
22.	Net income (from Line 20).....	253,567,855	286,304,715
23.	Net transfers (to) from Protected Cell accounts.....		
24.	Change in net unrealized capital gains or (losses) less capital gains tax of \$.....21,008,851.....	39,080,298	117,142,253
25.	Change in net unrealized foreign exchange capital gain (loss).....	(853,241)	(1,602,255)
26.	Change in net deferred income tax.....	3,406,959	(4,989,619)
27.	Change in nonadmitted assets (Exhibit of Nonadmitted Assets, Line 28, Column 3).....	(2,220,661)	1,820,161
28.	Change in provision for reinsurance (Page 3, Line 16, Column 2 minus Column 1).....		
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.....	8,184,912	11,326,394
33.2	Transferred to capital (Stock Dividend).....		
33.3.	Transferred from capital.....		
34.	Net remittances from or (to) Home Office.....		
35.	Dividends to stockholders.....	(163,000,000)	(340,000,000)
36.	Change in treasury stock (Page 3, Lines 36.1 and 36.2, Column 2 minus Column 1).....		
37.	Aggregate write-ins for gains and losses in surplus.....	0	0
38.	Change in surplus as regards policyholders for the year (Lines 22 through 37).....	138,166,122	70,001,649
39.	Surplus as regards policyholders, December 31 current year (Line 21 plus Line 38) (Page 3, Line 37).....	1,571,450,964	1,433,284,842
DETAILS OF WRITE-INS			
0501.	.....		
0502.	.....		
0503.	.....		
0598.	Summary of remaining write-ins for Line 5 from overflow page.....	0	0
0599.	Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	0	0
1401.	FINANCE & SERVICE CHARGE REVENUE ASSUMED.....	15,257,515	13,299,382
1402.	MISCELLANEOUS OTHER INCOME.....	1,320,707	1,069,804
1403.	INTEREST INCOME ON INTERCOMPANY BALANCES.....	41,376	76,765
1498.	Summary of remaining write-ins for Line 14 from overflow page.....	0	0
1499.	Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	16,619,598	14,445,951
3701.	.....		
3702.	.....		
3703.	.....		
3798.	Summary of remaining write-ins for Line 37 from overflow page.....	0	0
3799.	Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0

PROGRESSIVE DIRECT INSURANCE COMPANY  
CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	4,870,500,453	4,435,932,876
2. Net investment income.....	118,618,383	139,262,616
3. Miscellaneous income.....	7,980,898	2,999,331
4. Total (Lines 1 through 3).....	4,997,099,734	4,578,194,823
5. Benefit and loss related payments.....	2,935,750,222	2,634,201,226
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	1,489,612,512	1,378,468,013
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.....6,606,897 tax on capital gains (losses).....	129,723,375	137,587,474
10. Total (Lines 5 through 9).....	4,555,086,109	4,150,256,713
11. Net cash from operations (Line 4 minus Line 10).....	442,013,625	427,938,110
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	2,043,375,246	1,542,580,472
12.2 Stocks.....	137,470,953	57,477,819
12.3 Mortgage loans.....		
12.4 Real estate.....		
12.5 Other invested assets.....	98,000	138,000
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....		163
12.7 Miscellaneous proceeds.....	4,989,144	
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	2,185,933,343	1,600,196,454
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	2,366,287,874	1,644,219,000
13.2 Stocks.....	30,183,566	39,820,138
13.3 Mortgage loans.....		
13.4 Real estate.....	2,718,420	2,738,477
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		4,985,613
13.7 Total investments acquired (Lines 13.1 to 13.6).....	2,399,189,860	1,691,763,228
14. Net increase (decrease) in contract loans and premium notes.....		
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	(213,256,517)	(91,566,774)
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.....	8,184,912	11,326,394
16.3 Borrowed funds.....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....		
16.5 Dividends to stockholders.....	163,000,000	340,000,000
16.6 Other cash provided (applied).....	(7,010,733)	(78,754,451)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(161,825,821)	(407,428,057)
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).....	66,931,287	(71,056,721)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	53,483,012	124,539,733
19.2 End of year (Line 18 plus Line 19.1).....	120,414,299	53,483,012

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

20.0001		
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PROGRESSIVE DIRECT INSURANCE COMPANY  
UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS EARNED

Line of Business		1  Net Premiums Written per Column 6, Part 1B	2  Unearned Premiums December 31 Prior Year- per Col. 3, Last Year's Part 1	3  Unearned Premiums December 31 Current Year- per Col. 5, Part 1A	4  Premiums Earned During Year (Cols. 1 + 2 - 3)
1.	Fire.....				.....0
2.	Allied lines.....				.....0
3.	Farmowners multiple peril.....				.....0
4.	Homeowners multiple peril.....	.....66,238	.....1,507,689	.....2,068	.....1,571,858
5.	Commercial multiple peril.....				.....0
6.	Mortgage guaranty.....				.....0
8.	Ocean marine.....				.....0
9.	Inland marine.....	.....53,597,928	.....22,796,670	.....24,638,685	.....51,755,914
10.	Financial guaranty.....				.....0
11.1	Medical professional liability - occurrence.....				.....0
11.2	Medical professional liability - claims-made.....				.....0
12.	Earthquake.....				.....0
13.	Group accident and health.....				.....0
14.	Credit accident and health (group and individual).....				.....0
15.	Other accident and health.....				.....0
16.	Workers' compensation.....				.....0
17.1	Other liability - occurrence.....	.....19,986,972	.....8,680,742	.....9,188,587	.....19,479,127
17.2	Other liability - claims-made.....	.....3,875	.....18,579	.....308	.....22,146
17.3	Excess workers' compensation.....				.....0
18.1	Products liability - occurrence.....				.....0
18.2	Products liability - claims-made.....				.....0
19.1, 19.2	Private passenger auto liability.....	.....3,215,998,656	.....751,148,655	.....816,756,310	.....3,150,391,001
19.3, 19.4	Commercial auto liability.....	.....24,784,839	.....10,762,465	.....11,660,452	.....23,886,852
21.	Auto physical damage.....	.....1,652,180,380	.....391,273,858	.....442,514,623	.....1,600,939,615
22.	Aircraft (all perils).....				.....0
23.	Fidelity.....				.....0
24.	Surety.....				.....0
26.	Burglary and theft.....				.....0
27.	Boiler and machinery.....				.....0
28.	Credit.....				.....0
29.	International.....				.....0
30.	Warranty.....				.....0
31.	Reinsurance - nonproportional assumed property.....				.....0
32.	Reinsurance - nonproportional assumed liability.....				.....0
33.	Reinsurance - nonproportional assumed financial lines.....				.....0
34.	Aggregate write-ins for other lines of business.....	.....0	.....0	.....0	.....0
35.	TOTALS.....	.....4,966,618,887	.....1,186,188,658	.....1,304,761,032	.....4,848,046,513

DETAILS OF WRITE-INS

3401.	.....				.....0
3402.	.....				.....0
3403.	.....				.....0
3498.	Summary of remaining write-ins for Line 34 from overflow page.....	.....0	.....0	.....0	.....0
3499.	Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	.....0	.....0	.....0	.....0

PROGRESSIVE DIRECT INSURANCE COMPANY  
UNDERWRITING AND INVESTMENT EXHIBIT  
PART 1A - RECAPITULATION OF ALL PREMIUMS

Line of Business		1	2	3	4	5
		Amount Unearned (Running One Year or Less from Date of Policy) (a)	Amount Unearned (Running More Than One Year from Date of Policy) (a)	Earned But Unbilled Premium	Reserve for Rate Credits and Retrospective Adjustments Based on Experience	Total Reserve for Unearned Premiums Cols. 1 + 2 + 3 + 4
1.	Fire.....					0
2.	Allied lines.....					0
3.	Farmowners multiple peril.....					0
4.	Homeowners multiple peril.....	2,068				2,068
5.	Commercial multiple peril.....					0
6.	Mortgage guaranty.....					0
8.	Ocean marine.....					0
9.	Inland marine.....	24,638,685				24,638,685
10.	Financial guaranty.....					0
11.1	Medical professional liability - occurrence.....					0
11.2	Medical professional liability - claims-made.....					0
12.	Earthquake.....					0
13.	Group accident and health.....					0
14.	Credit accident and health (group and individual).....					0
15.	Other accident and health.....					0
16.	Workers' compensation.....					0
17.1	Other liability - occurrence.....	9,188,587				9,188,587
17.2	Other liability - claims-made.....	308				308
17.3	Excess workers' compensation.....					0
18.1	Products liability - occurrence.....					0
18.2	Products liability - claims-made.....					0
19.1, 19.2	Private passenger auto liability.....	816,756,310				816,756,310
19.3, 19.4	Commercial auto liability.....	11,660,452				11,660,452
21.	Auto physical damage.....	442,514,623				442,514,623
22.	Aircraft (all perils).....					0
23.	Fidelity.....					0
24.	Surety.....					0
26.	Burglary and theft.....					0
27.	Boiler and machinery.....					0
28.	Credit.....					0
29.	International.....					0
30.	Warranty.....					0
31.	Reinsurance - nonproportional assumed property.....					0
32.	Reinsurance - nonproportional assumed liability.....					0
33.	Reinsurance - nonproportional assumed financial lines.....					0
34.	Aggregate write-ins for other lines of business.....	0	0	0	0	0
35.	TOTALS.....	1,304,761,032	0	0	0	1,304,761,032
36.	Accrued retrospective premiums based on experience.....					
37.	Earned but unbilled premiums.....					0
38.	Balance (sum of Lines 35 through 37).....					1,304,761,032

DETAILS OF WRITE-INS

3401.	.....					0
3402.	.....					0
3403.	.....					0
3498.	Summary of remaining write-ins for Line 34 from overflow page.....	0	0	0	0	0
3499.	Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	0	0	0	0	0

(a) State here basis of computation used in each case: Pro Rata

PROGRESSIVE DIRECT INSURANCE COMPANY  
UNDERWRITING AND INVESTMENT EXHIBIT

PART 1B - PREMIUMS WRITTEN

Line of Business	1 Direct Business (a)	Reinsurance Assumed		Reinsurance Ceded		6 Net Premiums Written (Cols. 1 + 2 + 3 - 4 - 5)
		2 From Affiliates	3 From Non-Affiliates	4 To Affiliates	5 To Non-Affiliates	
1. Fire.....						.....0
2. Allied lines.....						.....0
3. Farmowners multiple peril.....						.....0
4. Homeowners multiple peril.....		.....85,468		.....19,230		.....66,238
5. Commercial multiple peril.....						.....0
6. Mortgage guaranty.....						.....0
8. Ocean marine.....						.....0
9. Inland marine.....	.....24,385,961	.....44,772,656		.....15,560,689		.....53,597,928
10. Financial guaranty.....						.....0
11.1 Medical professional liability - occurrence.....						.....0
11.2 Medical professional liability - claims-made.....						.....0
12. Earthquake.....						.....0
13. Group accident and health.....						.....0
14. Credit accident and health (group and individual).....						.....0
15. Other accident and health.....						.....0
16. Workers' compensation.....						.....0
17.1 Other liability - occurrence.....	.....10,680,613	.....15,316,980		.....5,802,669	.....207,952	.....19,986,972
17.2 Other liability - claims-made.....		.....5,000		.....1,125		.....3,875
17.3 Excess workers' compensation.....						.....0
18.1 Products liability - occurrence.....						.....0
18.2 Products liability - claims-made.....						.....0
19.1, 19.2 Private passenger auto liability.....	.....1,391,701,827	.....2,757,973,858		.....933,677,029		.....3,215,998,656
19.3, 19.4 Commercial auto liability.....		.....31,980,437		.....7,195,598		.....24,784,839
21. Auto physical damage.....	.....750,368,382	.....1,381,477,269		.....479,665,272		.....1,652,180,380
22. Aircraft (all perils).....						.....0
23. Fidelity.....						.....0
24. Surety.....						.....0
26. Burglary and theft.....						.....0
27. Boiler and machinery.....						.....0
28. Credit.....						.....0
29. International.....						.....0
30. Warranty.....						.....0
31. Reinsurance - nonproportional assumed property.....	.....XXX					.....0
32. Reinsurance - nonproportional assumed liability.....	.....XXX					.....0
33. Reinsurance - nonproportional assumed financial lines.....	.....XXX					.....0
34. Aggregate write-ins for other lines of business.....	.....0	.....0	.....0	.....0	.....0	.....0
35. TOTALS.....	.....2,177,136,783	.....4,231,611,668	.....0	.....1,441,921,612	.....207,952	.....4,966,618,887

DETAILS OF WRITE-INS

3401. ....						.....0
3402. ....						.....0
3403. ....						.....0
3498. Summary of remaining write-ins for Line 34 from overflow page.....	.....0	.....0	.....0	.....0	.....0	.....0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	.....0	.....0	.....0	.....0	.....0	.....0

(a) Does the company's direct premiums written include premiums recorded on an installment basis? Yes [ ] No [ X ]  
If yes: 1. The amount of such installment premiums \$.....0.  
2. Amount at which such installment premiums would have been reported had they been recorded on an annualized basis \$.....0.



**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2 - LOSSES PAID AND INCURRED**

		Losses Paid Less Salvage				5	6	7	8
		1	2	3	4				
Line of Business		Direct Business	Reinsurance Assumed	Reinsurance Recovered	Net Payments (Cols. 1 + 2 - 3)	Net Losses Unpaid Current Year (Part 2A, Col. 8)	Net Losses Unpaid Prior Year	Losses Incurred Current Year (Cols. 4 + 5 - 6)	Percentage of Losses Incurred (Col. 7, Part 2) to Premiums Earned (Col. 4, Part 1)
1.	Fire.....				0			0	0.0
2.	Allied lines.....				0			0	0.0
3.	Farmowners multiple peril.....				0			0	0.0
4.	Homeowners multiple peril.....		1,324,475	298,007	1,026,468	81,766	472,221	636,013	40.5
5.	Commercial multiple peril.....				0			0	0.0
6.	Mortgage guaranty.....				0			0	0.0
8.	Ocean marine.....				0			0	0.0
9.	Inland marine.....	12,345,826	17,130,211	6,632,109	22,843,928	2,659,099	2,359,051	23,143,976	44.7
	Financial guaranty.....				0			0	0.0
11.1	Medical professional liability - occurrence.....				0			0	0.0
11.2	Medical professional liability - claims-made.....				0			0	0.0
12.	Earthquake.....				0			0	0.0
13.	Group accident and health.....				0			0	0.0
14.	Credit accident and health (group and individual).....				0			0	0.0
15.	Other accident and health.....				0			0	0.0
16.	Workers' compensation.....				0			0	0.0
17.1	Other liability - occurrence.....	2,552,796	4,002,655	1,474,976	5,080,475	6,751,526	5,425,397	6,406,603	32.9
17.2	Other liability - claims-made.....		1,000,000	225,000	775,000	827,884	1,466,580	136,304	615.5
17.3	Excess workers' compensation.....				0			0	0.0
18.1	Products liability - occurrence.....				0			0	0.0
18.2	Products liability - claims-made.....				0			0	0.0
19.1, 19.2	Private passenger auto liability.....	802,631,252	1,450,792,130	507,020,261	1,746,403,121	1,494,328,448	1,394,134,128	1,846,597,441	58.6
19.3, 19.4	Commercial auto liability.....		20,501,210	4,612,772	15,888,438	21,019,379	23,668,738	13,239,079	55.4
21.	Auto physical damage.....	552,145,487	992,627,732	347,573,974	1,197,199,245	1,488,118	17,787,753	1,180,899,610	73.8
22.	Aircraft (all perils).....				0			0	0.0
23.	Fidelity.....				0			0	0.0
24.	Surety.....				0			0	0.0
26.	Burglary and theft.....				0			0	0.0
27.	Boiler and machinery.....				0			0	0.0
28.	Credit.....				0			0	0.0
29.	International.....				0			0	0.0
30.	Warranty.....				0			0	0.0
31.	Reinsurance - nonproportional assumed property.....	XXX			0			0	0.0
32.	Reinsurance - nonproportional assumed liability.....	XXX			0			0	0.0
33.	Reinsurance - nonproportional assumed financial lines.....	XXX			0			0	0.0
34.	Aggregate write-ins for other lines of business.....	0	0	0	0	0	0	0	0.0
35.	TOTALS.....	1,369,675,361	2,487,378,413	867,837,099	2,989,216,675	1,527,156,219	1,445,313,868	3,071,059,025	63.3
DETAILS OF WRITE-INS									
3401.	.....				0			0	0.0
3402.	.....				0			0	0.0
3403.	.....				0			0	0.0
3498.	Summary of remaining write-ins for Line 34 from overflow page.....	0	0	0	0	0	0	0	XXX
3499.	Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	0	0	0	0	0	0	0	0.0

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2A - UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES**

		Reported Losses				Incurred But Not Reported			8	9
		1	2	3	4	5	6	7		
Line of Business		Direct	Reinsurance Assumed	Deduct Reinsurance Recoverable	Net Losses Excluding Incurred but not Reported (Cols. 1 + 2 - 3)	Direct	Reinsurance Assumed	Reinsurance Ceded	Net Losses Unpaid (Cols. 4 + 5 + 6 - 7)	Net Unpaid Loss Adjustment Expenses
1.	Fire.....				.0				.0	
2.	Allied lines.....				.0				.0	
3.	Farmowners multiple peril.....				.0				.0	
4.	Homeowners multiple peril.....		53,250	11,981	41,269		52,255	11,757	81,766	22,105
5.	Commercial multiple peril.....				.0				.0	
6.	Mortgage guaranty.....				.0				.0	
8.	Ocean marine.....				.0				.0	
9.	Inland marine.....	619,826	1,087,202	384,082	1,322,946	562,599	1,161,468	387,915	2,659,099	473,478
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				(a).0	
14.	Credit accident and health (group and individual).....				.0				.0	
15.	Other accident and health.....				.0				(a).0	
16.	Workers' compensation.....				.0				.0	
17.1	Other liability - occurrence.....	2,736,189	3,657,209	1,438,515	4,954,883	1,050,978	1,374,794	629,130	6,751,526	1,150,618
17.2	Other liability - claims-made.....				.0		1,068,237	240,353	827,884	144,109
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.....	530,985,862	967,383,151	337,133,028	1,161,235,985	113,942,130	315,854,596	96,704,263	1,494,328,448	316,716,972
19.3, 19.4	Commercial auto liability.....		22,488,204	5,059,846	17,428,358		4,633,575	1,042,554	21,019,379	2,705,520
21.	Auto physical damage.....	30,171,190	47,829,131	17,550,072	60,450,249	(27,042,081)	(49,038,088)	(17,118,038)	1,488,118	11,951,105
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.			.0	.XXX			.0	
32.	Reinsurance - nonproportional assumed liability.....	.XXX.			.0	.XXX			.0	
33.	Reinsurance - nonproportional assumed financial lines.....	.XXX.			.0	.XXX			.0	
34.	Aggregate write-ins for other lines of business.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
35.	TOTALS.....	564,513,067	1,042,498,147	361,577,523	1,245,433,691	88,513,626	275,106,837	81,897,935	1,527,156,219	333,163,908
DETAILS OF WRITE-INS										
3401.	.....				.0				.0	
3402.	.....				.0				.0	
3403.	.....				.0				.0	
3498.	Summary of remaining write-ins for Line 34 from overflow page.....	.0	.0	.0	.0	.0	.0	.0	.0	.0
3499.	Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	.0	.0	.0	.0	.0	.0	.0	.0	.0

(a) Including \$.0 for present value of life indemnity claims.

PROGRESSIVE DIRECT INSURANCE COMPANY  
UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - EXPENSES

	1	2	3	4
	Loss Adjustment Expenses	Other Underwriting Expenses	Investment Expenses	Total
1. Claim adjustment services:				
1.1 Direct.....	21,165,724			21,165,724
1.2 Reinsurance assumed.....	73,672,267			73,672,267
1.3 Reinsurance ceded.....	21,340,459			21,340,459
1.4 Net claim adjustment services (1.1 + 1.2 - 1.3).....	73,497,532	0	0	73,497,532
2. Commission and brokerage:				
2.1 Direct, excluding contingent.....		7,608,725		7,608,725
2.2 Reinsurance assumed, excluding contingent.....		1,802,486		1,802,486
2.3 Reinsurance ceded, excluding contingent.....		2,161,843		2,161,843
2.4 Contingent - direct.....		249,818		249,818
2.5 Contingent - reinsurance assumed.....		372,111		372,111
2.6 Contingent - reinsurance ceded.....		139,934		139,934
2.7 Policy and membership fees.....			0	0
2.8 Net commission and brokerage (2.1 + 2.2 - 2.3 + 2.4 + 2.5 - 2.6 + 2.7).....	0	7,731,364	0	7,731,364
3. Allowances to manager and agents.....		4,175		4,175
4. Advertising.....		383,015,580		383,015,580
5. Boards, bureaus and associations.....	1,451,543	1,632,163		3,083,706
6. Surveys and underwriting reports.....		37,002,439		37,002,439
7. Audit of assureds' records.....				0
8. Salary and related items:				
8.1 Salaries.....	303,404,992	261,596,939	2,441,299	567,443,230
8.2 Payroll taxes.....	21,386,498	19,556,143	87,798	41,030,439
9. Employee relations and welfare.....	54,792,141	41,817,211	138,387	96,747,739
10. Insurance.....	794,930	1,001,350		1,796,281
11. Directors' fees.....				0
12. Travel and travel items.....	16,206,672	6,192,932	14,846	22,414,449
13. Rent and rent items.....	21,207,341	30,782,154	63,113	52,052,608
14. Equipment.....	1,652,580	6,841,497		8,494,077
15. Cost or depreciation of EDP equipment and software.....	18,104,003	39,399,065	19,583	57,522,651
16. Printing and stationery.....	1,991,487	4,847,378	5,912	6,844,777
17. Postage, telephone and telegraph, exchange and express.....	15,015,550	37,018,681	17,642	52,051,872
18. Legal and auditing.....	1,932,852	6,326,267	425,095	8,684,215
19. Totals (Lines 3 to 18).....	457,940,590	877,033,974	3,213,674	1,338,188,237
20. Taxes, licenses and fees:				
20.1 State and local insurance taxes deducting guaranty association credits of \$.....2,701.....		79,523,344		79,523,344
20.2 Insurance department licenses and fees.....	514,196	4,828,835		5,343,031
20.3 Gross guaranty association assessments.....		435,851		435,851
20.4 All other (excluding federal and foreign income and real estate).....	127,649	21,191,787		21,319,436
20.5 Total taxes, licenses and fees (20.1 + 20.2 + 20.3 + 20.4).....	641,845	105,979,817	0	106,621,663
21. Real estate expenses.....			17,656,277	17,656,277
22. Real estate taxes.....			3,762,353	3,762,353
23. Reimbursements by uninsured plans.....				0
24. Aggregate write-ins for miscellaneous expenses.....	390,538	3,220,187	439,128	4,049,853
25. Total expenses incurred.....	532,470,505	993,965,343	25,071,431	(a).....1,551,507,279
26. Less unpaid expenses - current year.....	333,163,905	58,925,388	4,088,559	396,177,852
27. Add unpaid expenses - prior year.....	305,091,510	50,174,453	4,188,171	359,454,134
28. Amounts receivable relating to uninsured plans, prior year.....				0
29. Amounts receivable relating to uninsured plans, current year.....				0
30. TOTAL EXPENSES PAID (Lines 25 - 26 + 27 - 28 + 29).....	504,398,110	985,214,408	25,171,043	1,514,783,561

DETAILS OF WRITE-INS

2401. MISCELLANEOUS EXPENSES.....	390,538	3,220,187	439,128	4,049,853
2402. ....				0
2403. ....				0
2498. Summary of remaining write-ins for Line 24 from overflow page.....	0	0	0	0
2499. Totals (Lines 2401 thru 2403 plus 2498) (Line 24 above).....	390,538	3,220,187	439,128	4,049,853

(a) Includes management fees of \$.....1,342,238,091 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....6,238,724	.....5,506,286
1.1 Bonds exempt from U.S. tax.....	(a).....4,720,672	.....4,100,135
1.2 Other bonds (unaffiliated).....	(a).....65,546,591	.....65,476,645
1.3 Bonds of affiliates.....	(a).....	.....
2.1 Preferred stocks (unaffiliated).....	(b).....3,436,662	.....3,350,103
2.11 Preferred stocks of affiliates.....	(b).....	.....
2.2 Common stocks (unaffiliated).....	.....14,917,344	.....14,923,484
2.21 Common stocks of affiliates.....	.....	.....
3. Mortgage loans.....	(c).....	.....
4. Real estate.....	(d).....36,495,737	.....36,495,737
5. Contract loans.....	.....	.....
6. Cash, cash equivalents and short-term investments.....	(e).....359,984	.....469,243
7. Derivative instruments.....	(f).....	.....
8. Other invested assets.....	.....192,000	.....192,000
9. Aggregate write-ins for investment income.....	.....0	.....0
10. Total gross investment income.....	.....131,907,714	.....130,513,633
11. Investment expenses.....		(g).....25,071,431
12. Investment taxes, licenses and fees, excluding federal income taxes.....		(g).....
13. Interest expense.....		(h).....
14. Depreciation on real estate and other invested assets.....		(i).....8,572,358
15. Aggregate write-ins for deductions from investment income.....		.....0
16. Total deductions (Lines 11 through 15).....		.....33,643,789
17. Net investment income (Line 10 minus Line 16).....		.....96,869,844

DETAILS OF WRITE-INS

0901. ....		
0902. ....		
0903. ....		
0998. Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0
1501. ....		
1502. ....		
1503. ....		
1598. Summary of remaining write-ins for Line 15 from overflow page.....		.....0
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above).....		.....0

- (a) Includes \$.....11,373,159 accrual of discount less \$.....23,257,151 amortization of premium and less \$.....2,887,179 paid for accrued interest on purchases.
- (b) Includes \$.....2,280 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
- (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (d) Includes \$.....36,495,737 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
- (e) Includes \$.....79,669 accrual of discount less \$.....494,106 amortization of premium and less \$.....121,520 paid for accrued interest on purchases.
- (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
- (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.
- (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
- (i) Includes \$.....8,572,358 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....	.....1,858,063	.....	.....1,858,063	.....	.....
1.1 Bonds exempt from U.S. tax.....	.....581,040	.....	.....581,040	.....	.....
1.2 Other bonds (unaffiliated).....	.....7,883,705	.....	.....7,883,705	.....941,133	.....
1.3 Bonds of affiliates.....	.....	.....	.....0	.....	.....
2.1 Preferred stocks (unaffiliated).....	.....414,588	.....	.....414,588	.....811,169	.....
2.11 Preferred stocks of affiliates.....	.....	.....	.....0	.....	.....
2.2 Common stocks (unaffiliated).....	.....24,148,570	.....(159,304)	.....23,989,266	.....58,272,987	.....
2.21 Common stocks of affiliates.....	.....	.....	.....0	.....	.....
3. Mortgage loans.....	.....	.....	.....0	.....	.....
4. Real estate.....	.....	.....(266,875)	.....(266,875)	.....	.....
5. Contract loans.....	.....	.....	.....0	.....	.....
6. Cash, cash equivalents and short-term investments.....	.....	.....	.....0	.....	.....
7. Derivative instruments.....	.....	.....	.....0	.....	.....
8. Other invested assets.....	.....	.....	.....0	.....63,861	.....
9. Aggregate write-ins for capital gains (losses).....	.....0	.....0	.....0	.....0	.....0
10. Total capital gains (losses).....	.....34,885,966	.....(426,179)	.....34,459,787	.....60,089,150	.....0

DETAILS OF WRITE-INS

0901. ....			.....0		
0902. ....			.....0		
0903. ....			.....0		
0998. Summary of remaining write-ins for Line 9 from overflow page....	.....0	.....0	.....0	.....0	.....0
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0	.....0	.....0	.....0

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....			.....0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....			.....0
2.2 Common stocks.....			.....0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....			.....0
3.2 Other than first liens.....			.....0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....			.....0
4.2 Properties held for the production of income.....			.....0
4.3 Properties held for sale.....			.....0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			.....0
6. Contract loans.....			.....0
7. Derivatives (Schedule DB).....			.....0
8. Other invested assets (Schedule BA).....	6,129,786	6,163,924	34,138
9. Receivables for securities.....			.....0
10. Securities lending reinvested collateral assets (Schedule DL).....			.....0
11. Aggregate write-ins for invested assets.....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	6,129,786	6,163,924	34,138
13. Title plants (for Title insurers only).....			.....0
14. Investment income due and accrued.....			.....0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	14,372,021	12,345,801	(2,026,220)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			.....0
15.3 Accrued retrospective premiums.....			.....0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers.....			.....0
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.....			.....0
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.....	60,544	18,384	(42,160)
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.....0
23. Receivables from parent, subsidiaries and affiliates.....			.....0
24. Health care and other amounts receivable.....			.....0
25. Aggregate write-ins for other than invested assets.....	636,255	449,835	(186,420)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	21,198,606	18,977,944	(2,220,662)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.....0
28. TOTALS (Lines 26 and 27).....	21,198,606	18,977,944	(2,220,662)

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
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0
2501. PREPAID EXPENSES.....	502,078	345,033	(157,045)
2502. MISCELLANEOUS OTHER ASSETS.....	134,177	104,802	(29,375)
2503. ....			.....0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	636,255	449,835	(186,420)

NOTES TO FINANCIAL STATEMENTS

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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 Direct 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	2014	2013
Net income			
(1) Net income, state basis	OH	\$ 253,567,855	\$ 286,304,715
(2) Effect of state prescribed practices			
(3) Effect of state permitted practices			
(4) Net income, NAIC SAP basis (1-2-3=4)	OH	\$ 253,567,855	\$ 286,304,715
Surplus			
(5) Policyholders' surplus, state basis	OH	\$ 1,571,450,964	\$ 1,433,284,842
(6) Effect of state prescribed practices			
(7) Effect of state permitted practices			
(8) Policyholders' surplus, NAIC SAP basis (5-6-7=8)	OH	\$ 1,571,450,964	\$ 1,433,284,842

B. Use of Estimates

The Company is required to make estimates and assumptions when preparing its financial statements and accompanying notes in conformity with NAIC SAP. Actual results may differ from those estimates. Material estimates that are susceptible to significant changes in the near term include the loss and loss adjustment expense (“LAE”) reserves and the Company’s adjustment to realized losses for other-than-temporary impairment (“OTTI”), (see page 12, column 2, Exhibit of Capital Gains (Losses) and Note 1C).

C. Accounting Policies

Insurance premiums written are being earned into income on a pro-rata basis over the period of risk based on a daily earnings convention. Unearned premiums are established to cover the unexpired portion of premiums written. The Company offers a variety of payment plans to meet individual customer needs. Generally, insurance premiums are collected in advance of providing risk coverage, minimizing the Company’s exposure to credit risk.

Acquisition costs, such as agents’ commissions, premium taxes, and other policy initiation costs, are charged to operations as incurred. Advertising costs are expensed as incurred.

Other income includes finance and service charges collected on premiums receivable and finance and service charges assumed under quota-share reinsurance agreements with three of the Company’s non-pooled insurance company affiliates.

Certain assets designated as “nonadmitted assets”, in accordance with Statement of Statutory Accounting Principles (“SSAP”) No. 4, Assets and Nonadmitted Assets, are reported on page 13, Exhibit of Nonadmitted Assets. The change in nonadmitted assets is charged directly against surplus as regards policyholders on page 4, Statement of Income, capital and surplus section.

In addition, the Company uses the following accounting policies:

Investments

- Cash and cash equivalents include bank accounts and certificates of deposit as well as short-term investments with original maturities of three months or less that are reported at amortized cost which approximates market value.
- Short-term investments include securities acquired within one year of maturity except for those with original maturities of three months or less (see cash and cash equivalents above) and are reported at amortized cost which approximates market value.
- Investment grade bond valuations are based on NAIC designations or NAIC Credit Rating Provider (“CRP”) designations from the Acceptable Rating Organization (“ARO”) list and are reported at amortized cost using the scientific method which closely approximates the effective interest method. Non-investment grade bond valuations are also based on NAIC designations or NAIC CRP-ARO designations and are reported at the lower of amortized cost or fair market value. Loan-backed and structured securities follow the guidance prescribed by SSAP No. 43R, Loan-backed and Structured Securities (“SSAP No. 43R”), for the determination of the bond valuation and reporting designation. The difference between the original cost and redemption value of these securities is recognized over the lives of the respective issues and included in net investment gain.
- Common stocks, other than investments in stocks of subsidiaries and affiliates, are reported at fair market values based on active market closing quotations from a regulated exchange. Changes in the fair market values of these securities are reflected directly as unrealized gains or losses in statutory surplus, net of deferred income taxes.
- Non-redeemable preferred stocks are reported at fair market values. Changes in the fair market values of these securities are reflected directly as unrealized gains or losses in statutory surplus, net of deferred income taxes. Investment grade redeemable preferred stocks are reported at amortized cost, while non-investment grade redeemable preferred stocks are reported at the lower of amortized cost or fair market value. The difference between the original cost and redemption value of the redeemable preferred securities is recognized using the scientific method, which closely approximates the effective interest method, over the lives of the respective issues and included in net investment gain.
- The fair market values reported are derived from independent and observable market input evaluations provided by reputable pricing services, independent broker/dealer bid lists, independent broker/dealer quotations, independent broker/dealer pricing services, or active market closing quotations from a regulated exchange. In very rare cases, if none of the aforementioned primary sources are available, matrix pricing using the reporting entity’s own market based assumptions may be utilized. The approved methods for computation of fair market value are prescribed in Part Five of the Securities Valuation Office Purposes and Procedures Manual.
- The Company has no investments in mortgage loans.
- Loan-backed and structured securities are accounted for as prescribed by SSAP No. 43R. These securities are generally stated at amortized cost as determined by the estimated value of future cash flows. Prepayment assumptions for loan-backed and structured debt securities are obtained from available market data, broker/dealers, and/or internal estimates, and are consistent with current interest rate and economic trends.

NOTES TO FINANCIAL STATEMENTS

- The Company owns 100% of the surplus of Gadsden, AL, LLC (“Gadsden”), a non-insurance affiliate incorporated in Ohio that owns investment real estate. In accordance with SSAP No. 4 – Assets and Nonadmitted Assets, this investment is reported as other invested assets in the Company’s statutory-basis financial statements (see Schedule BA). This investment is reported on the equity basis as prescribed in the *Accounting Practices and Procedures Manual* of the NAIC. See Note 21.C.2.
- The Company has no investments in derivatives.
- The Company may enter into repurchase agreements in which it borrows cash by providing certain underlying securities as collateral for the arrangement. The cash borrowed is invested in cash equivalents and an offsetting liability is established. The cash equivalent investment maturities and the term of the borrowing arrangement on the collateralized securities match, eliminating duration risk exposure to the Company. The Company did not have any open repurchase agreements at December 31, 2014 and December 31, 2013.
- Realized gains and losses on sales of securities are computed based on the first-in, first-out method.
- The Company’s management routinely monitors individual securities in its investment portfolio for pricing changes that might indicate potential impairments and performs detailed reviews of securities with unrealized losses based on predetermined guidelines to determine whether a decline in the value of a security is other-than-temporary. A review for OTTI requires making certain judgments regarding the materiality of the decline, its effect on the financial statements, the probability, extent, and timing of a valuation recovery, and the Company’s ability and intent to hold the security. The scope of this review is broad and requires a forward-looking assessment of the fundamental characteristics of a security, as well as the market-related prospects of the issuer and its industry.

Management assesses valuation declines to determine the extent to which such changes are attributable to (i) fundamental factors specific to the issuer, such as financial conditions, business prospects or other factors, or (ii) market-related factors such as interest rates or equity market declines (i.e., negative returns at either a sector index level or the broader market level), or (iii) credit-related losses where the present value of cash flows expected to be collected are lower than the amortized cost basis of the security (includes only those securities covered under SSAP No. 43R). This evaluation reflects management’s assessment of current conditions, as well as predictions of uncertain future events that may have a material effect on the financial statements related to security valuation.

When persuasive evidence exists that causes management to conclude that a decline in fair value is other-than-temporary, the book value of such security is written down and recognized as a realized loss. All other unrealized gains or losses are reflected in statutory surplus.

Real Estate, Electronic Data Processing Equipment, and Furniture and Fixtures

- Company occupied real estate is reported at book/adjusted carrying value, less any related encumbrances. The Company does not own any property held for the production of income or sale. For properties intended for a unique, highly specialized purpose, such as the Company’s data centers and service centers, the Company reports book/adjusted carrying value, less any related encumbrances.  
  
All real estate except land is depreciated over its estimated useful life using the straight-line method.
- Electronic data processing equipment and furniture and fixtures are reported at depreciated cost and are depreciated over the estimated useful lives of the assets using accelerated methods for computers and the straight-line method for furniture and fixtures. The resulting net book value of furniture and fixtures is nonadmitted. Application software is capitalized and depreciated over its estimated useful life, and the resulting net book value is nonadmitted.

Loss, Loss Adjustment Expense, and Premium Deficiency Reserves

- Loss reserves represent the estimated liability on claims reported to the Company, plus reserves for losses incurred but not yet reported (“IBNR”). These estimates are reported net of amounts recoverable from salvage and subrogation. LAE reserves represent the estimated expenses required to settle reported claims and IBNR losses. Such loss and LAE reserves could be susceptible to significant change in the near term. The Company conducts extensive reviews each month on portions of its business to help ensure that the Company is meeting its objective of always having reserves that are adequate with minimal variation. Results would differ if different assumptions were made (see Note 25).
- The Company does anticipate investment income when evaluating the need for premium deficiency reserves. See Note 30.

Capitalization of Assets

- The Company has written capitalization policies for its various asset classes. There have been no changes to the predefined capitalization thresholds from the prior year. Prepaid assets above a \$100,000 threshold are capitalized. Under certain circumstances, the Company may decide to establish a prepaid expense for amounts less than the threshold. Prepaid assets are nonadmitted.

Pharmaceutical Rebate Receivables

- The Company does not write medical insurance or prescription drug coverage.

2. Accounting Changes and Corrections of Errors

The statements of assets, liabilities and surplus, and cash flow for the year ended December 31, 2013 were revised to correctly classify \$7,214,905 of premium and agents’ balances receivable for an over settlement of the intercompany 90% quota-share reinsurance agreement with Progressive Freedom Insurance Company and Progressive Garden State Insurance Company, both insurance affiliates domiciled in New Jersey. Previously, these items were presented as a receivable from affiliates, thereby understating premium and agents’ balances receivable and overstating the receivable from affiliates and understating other cash (applied) provided and overstating premiums collected net of reinsurance on the statements of cash flow. These revisions were not considered to be material, individually or in the aggregate, to previously issued financial statements. The revisions above resulted in differences between the December 31, 2014 audited statutory-basis financial statements and amounts reported in the statutory annual statement. These revisions had no effect on net income, surplus, or total cash flow in any period presented.

3. Business Combinations and Goodwill

Not applicable

4. Discontinued Operations

Not applicable



NOTES TO FINANCIAL STATEMENTS

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not applicable

B. Troubled Debt Restructuring for Creditors

Not applicable

C. Reverse Mortgages

Not applicable

D. Loan-Backed Securities

1. The sources used to determine prepayment assumptions are derived from updated cash flows from widely utilized reputable industry sources. The Company's portfolio managers review the available cash flow data and prepayment assumptions and make adjustments based on current performance indicators on the underlying assets (e.g., delinquency rates, foreclosure rates, and default rates), credit support (via current levels of subordination), and historical credit ratings.
2. Intent to Sell or Inability to Hold Securities with a Recognized Other-Than-Temporary Impairment
- Not applicable
3. The Company has not recognized any other-than-temporary impairment for loan-backed and structured debt securities during the current year.
4. As of December 31, 2014, the Company had \$6,575,000 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 December 31, 2014, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position is as follows:

Description	Amount
a. Aggregate amount of unrealized losses	
1. Less than twelve months	\$ 2,582,778
2. Twelve months or longer	3,992,222
Total	\$ 6,575,000
b. Aggregate fair value of securities with unrealized losses	
1. Less than twelve months	\$ 748,607,128
2. Twelve months or longer	185,458,063
Total	\$ 934,065,191

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 (see Note 1.C Investments)

F. Real Estate

1. Impairment Losses

The Company recognized impairment write-downs for its investments in real estate during the statement period. The amount of impairment recognized of \$266,875 (see Schedule A, Part 1, Column 12) is reflected in realized capital gains (losses) in the Company's Statement of Income and is not considered material to the Company.

2. Sales of Real Estate

Not applicable

3. Effect on Operations of Changes in Plans to Sell Investments in Real Estate

Not applicable

4. Retail Land Sales

Not applicable

5. Real Estate Investments with Participating Mortgage Loan Features

Not applicable

G. Low Income Housing Tax Credits

Not applicable

NOTES TO FINANCIAL STATEMENTS

H. Restricted Assets

1. Restricted assets (including pledged) summarized by restricted asset category are as follows:

Restricted Asset Category	Gross Restricted							Percentage		
	Current Year					6	7	8	9	
	1	2	3	4	5				10	
	Total General Account (G/A)	G/A Supporting Protected Cell Account Activity (a)	Total Protected Cell Account Restricted Assets	Protected Cell Account Assets Supporting G/A Activity (b)	Total (1 plus 3)	Total From Prior Year	Increase (Decrease) (5 minus 6)	Total Current Year Admitted Restricted	Gross Restricted to Total Assets	Admitted Restricted to Total Admitted Assets
On deposit with state	\$ 5,827,631	\$ --	\$ --	\$ --	\$ 5,827,631	\$ 5,752,266	\$ 75,365	\$ 5,827,631	0.11%	0.11%
Total restricted assets	\$ 5,827,631	\$ --	\$ --	\$ --	\$ 5,827,631	\$ 5,752,266	\$ 75,365	\$ 5,827,631	0.11%	0.11%

(a) Subset of column 1  
(b) Subset of column 3

2. Detail of Assets Pledged as Collateral Not Captured in Other Categories (from above table)

Not applicable

3. Detail of Other Restricted Assets

Not applicable

I. Working Capital Finance Investments

Not applicable

J. Offsetting and Netting of Assets and Liabilities

Not applicable

K. Structured Notes

Not applicable

6. Joint Ventures, Partnerships and Limited Liability Companies

A. Detail for Those Greater than 10% of Admitted Assets

The Company has an investment in a limited liability company ("LLC") but it does not exceed 10% of the Company's admitted assets (see Note 1.C).

B. Write-downs for Impairment of Joint Ventures, Partnerships, and LLC's

The Company did not recognize any impairment write-down for its investment in the LLC during the statement periods.

7. Investment Income

A. Accrued Investment Income

The Company nonadmits investment income due and accrued if the amounts are greater than 90 days past due.

B. Amounts Nonadmitted

Not applicable

8. Derivative Instruments

Not applicable

9. Income Taxes

A. Components of the net deferred tax asset (liability) ("DTA"/"(DTL)")

1. The components of the net DTA/(DTL) at December 31 are as follows:

Description	December 31, 2014			December 31, 2013			Change		
	(1) Ordinary Income	(2) Capital Gain (Loss)	(3) (Col 1+2) Total	(4) Ordinary Income	(5) Capital Gain (Loss)	(6) (Col 4+5) Total	(7) (Col 1-4) Ordinary Income	(8) (Col 2-5) Capital Gain (Loss)	(9) (Col 7+8) Total
(a) Gross deferred tax assets	\$ 119,575,999	\$ 25,796,421	\$ 145,372,420	\$ 113,355,047	\$ 31,437,607	\$ 144,792,654	\$ 6,220,952	\$ (5,641,186)	\$ 579,766
(b) Statutory valuation allowance adjustment	--	--	--	--	--	--	--	--	--
(c) Adjusted gross deferred tax assets (1a-1b)	\$ 119,575,999	\$ 25,796,421	\$ 145,372,420	\$ 113,355,047	\$ 31,437,607	\$ 144,792,654	\$ 6,220,952	\$ (5,641,186)	\$ 579,766
(d) Deferred tax assets nonadmitted	--	--	--	--	--	--	--	--	--
(e) Subtotal (net deferred tax asset) (1c-1d)	\$ 119,575,999	\$ 25,796,421	\$ 145,372,420	\$ 113,355,047	\$ 31,437,607	\$ 144,792,654	\$ 6,220,952	\$ (5,641,186)	\$ 579,766
(f) Deferred tax liabilities	14,112,021	152,097,010	166,209,031	15,439,800	133,047,010	148,486,810	(1,327,779)	19,050,000	17,722,221
(g) Net admitted deferred tax assets (net deferred tax liability) (1e-1f)	\$ 105,463,978	\$ (126,300,589)	\$ (20,836,611)	\$ 97,915,247	\$ (101,609,403)	\$ (3,694,156)	\$ 7,548,731	\$ (24,691,186)	\$ (17,142,455)

NOTES TO FINANCIAL STATEMENTS

2. The admission calculation components of the DTA in accordance with SSAP No. 101, Income Taxes, are as follows:

Description	December 31, 2014			December 31, 2013			Change		
	(1) Ordinary Income	(2) Capital Gain (Loss)	(3) (Col 1+2) Total	(4) Ordinary Income	(5) Capital Gain (Loss)	(6) (Col 4+5) Total	(7) (Col 1-4) Ordinary Income	(8) (Col 2-5) Capital Gain (Loss)	(9) (Col 7+8) Total
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 115,502,865	\$ --	\$ 115,502,865	\$ 108,784,421	\$ --	\$ 108,784,421	\$ 6,718,444	\$ --	\$ 6,718,444
(b) Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation. (The lesser of 2(b)1 and 2(b)2 below)	2,314,123	--	2,314,123	2,708,339	--	2,708,339	(394,216)	--	(394,216)
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	2,314,123	--	2,314,123	2,708,339	--	2,708,339	(394,216)	--	(394,216)
2. Adjusted gross deferred tax assets allowed per limitation threshold			235,717,645			214,992,726			20,724,918
(c) Adjusted gross deferred tax assets(excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	1,759,011	25,796,421	27,555,432	1,862,287	31,437,607	33,299,894	(103,276)	(5,641,186)	(5,744,462)
(d) Deferred tax assets admitted as result of application of SSAP No. 101.									
Total (2(a)+2(b)+2(c))	\$ 119,575,999	\$ 25,796,421	\$ 145,372,420	\$ 113,355,047	\$ 31,437,607	\$ 144,792,654	\$ 6,220,952	\$ (5,641,186)	\$ 579,766

3. Recovery period and threshold limitation information is as follows:

Description	2014	2013
(a) Ratio percentage used to determine recovery period and threshold limitation amount	868%	843%
(b) Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above	\$ 1,571,450,964	\$ 1,433,284,842

4. The impact of tax planning strategies is as follows:

Description	December 31, 2014		December 31, 2013		Change	
	(1) Ordinary Income	(2) Capital Gain (Loss)	(3) Ordinary Income	(4) Capital Gain (Loss)	(5) (Col 1-3) Ordinary Income	(6) (Col 2-4) Capital Gain (Loss)
(a) Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage						
1. Adjusted gross DTAs	\$ 119,575,999	\$ 25,796,421	\$ 113,355,047	\$ 31,437,607	\$ 6,220,952	\$ (5,641,186)
2. % of adjusted gross DTAs attributable to the impact of tax planning strategies	0%	0%	0%	0%	0%	0%
3. Net admitted adjusted gross DTAs	\$ 119,575,999	\$ 25,796,421	\$ 113,355,047	\$ 31,437,607	\$ 6,220,952	\$ (5,641,186)
4. % of net admitted adjusted gross DTAs admitted due to tax planning strategies	0%	0%	0%	0%	0%	0%
(b) Does the Company's tax planning strategies include the use of reinsurance? Yes ___ No <u>X</u>						

B. Regarding deferred tax liabilities that are not recognized:

Not applicable

C. Current and deferred income taxes consist of the following major components:

1. Current Income Tax:

Description	(1) December 31, 2014	(2) December 31, 2013	(3) (Col 1-2) Change
(a) Federal	\$ 124,445,215	\$ 135,777,137	\$ (11,331,922)
(b) Foreign	--	--	--
(c) Subtotal	\$ 124,445,215	\$ 135,777,137	\$ (11,331,922)
(d) Federal income tax on net capital gains	9,724,059	3,917,253	5,806,806
(e) Utilization of capital loss carry-forwards	--	--	--
(f) Other	--	--	--
(g) Federal and foreign income taxes incurred	\$ 134,169,274	\$ 139,694,390	\$ (5,525,116)

NOTES TO FINANCIAL STATEMENTS

2. Deferred Tax Assets:

Description	(1) December 31, 2014	(2) December 31, 2013	(3) (Col 1-2) Change
(a) Ordinary			
(1) Discounting of unpaid losses	\$ 19,575,812	\$ 22,816,367	\$ (3,240,555)
(2) Unearned premium reserve	91,950,262	83,665,619	8,284,643
(3) Policyholder reserves	--	--	--
(4) Investments	--	--	--
(5) Deferred acquisition costs	--	--	--
(6) Policyholder dividends accrual	--	--	--
(7) Fixed assets	22,439	6,434	16,005
(8) Compensation and benefits accrual	67,770	173,713	(105,943)
(9) Pension accrual	--	--	--
(10) Receivables - nonadmitted	5,030,207	4,321,030	709,177
(11) Net operating loss carry-forward	--	--	--
(12) Tax credit carry-forward	--	--	--
(13) Other - bad debt reserve	2,561,714	2,199,207	362,507
(14) Other - foreign currency translation	114,640	--	114,640
(15) Other (including items <5% of total ordinary tax assets)	253,155	172,677	80,478
(99) Subtotal	\$ 119,575,999	\$ 113,355,047	\$ 6,220,952
(b) Statutory valuation allowance adjustment	--	--	--
(c) Nonadmitted	--	--	--
(d) Admitted ordinary deferred tax assets (2a99-2b-2c)	\$ 119,575,999	\$ 113,355,047	\$ 6,220,952
(e) Capital			
(1) Investments	25,796,421	31,437,607	(5,641,186)
(2) Net capital loss carry-forward	--	--	--
(3) Real estate	--	--	--
(4) Other (including items <5% of total capital tax assets)	--	--	--
(99) Subtotal	\$ 25,796,421	\$ 31,437,607	\$ (5,641,186)
(f) Statutory valuation allowance adjustment	--	--	--
(g) Nonadmitted	--	--	--
(h) Admitted capital deferred tax assets (2e99-2f-2g)	\$ 25,796,421	\$ 31,437,607	\$ (5,641,186)
(i) Admitted deferred tax assets (2d+2h)	\$ 145,372,420	\$ 144,792,654	\$ 579,766

3. Deferred Tax Liabilities:

Description	(1) December 31, 2014	(2) December 31, 2013	(3) (Col 1-2) Change
(a) Ordinary			
(1) Investments	\$ 172,251	\$ 145,589	\$ 26,662
(2) Fixed Assets	12,298,045	13,163,408	(865,363)
(3) Deferred and uncollected premium	--	--	--
(4) Policyholder reserves	--	--	--
(5) Other liabilities- prepaid expenses	171,678	122,997	48,681
(6) Other liabilities - salvage and subrogation	1,470,047	1,662,211	(192,164)
(7) Other liabilities - foreign currency translation	--	344,797	(344,797)
(8) Other (including items <5% of total ordinary tax liabilities)	--	798	(798)
(99) Subtotal	\$ 14,112,021	\$ 15,439,800	\$ (1,327,779)
(b) Capital			
(1) Investments	152,097,010	133,047,010	19,050,000
(2) Real estate	--	--	--
(3) Other (including items <5% of total capital tax liabilities)	--	--	--
(99) Subtotal	\$ 152,097,010	\$ 133,047,010	\$ 19,050,000
(c) Deferred tax liabilities (3a99+3b99)	\$ 166,209,031	\$ 148,486,810	\$ 17,722,221

4. Net Deferred Tax Asset (Liability) (2i – 3c):

Description	(1) December 31, 2014	(2) December 31, 2013	(3) (Col 1-2) Change
Net deferred tax asset (liability) (2i-3c)	\$ (20,836,611)	\$ (3,694,156)	\$ (17,142,455)

The change in net deferred income tax is comprised of the following (this analysis excludes nonadmitted assets; the change in nonadmitted assets is reported separately from the change in net deferred income tax in the Statement of Income, Surplus section):

Description	December 31, 2014	December 31, 2013	Change
Total deferred tax assets	\$ 145,372,420	\$ 144,792,654	\$ 579,766
Total deferred tax liabilities	166,209,031	148,486,810	17,722,221
Net deferred tax asset (liability)	\$ (20,836,611)	\$ (3,694,156)	\$ (17,142,455)
Tax effect of unrealized gains (losses)			(20,549,414)
Change in net deferred income tax			\$ 3,406,959

NOTES TO FINANCIAL STATEMENTS

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate

The provision for Federal income taxes is different than that which would be obtained by applying the statutory Federal income tax rate to pre-tax income. The significant book to tax adjustments causing this difference are as follows:

Description	Tax Effect Amount	Effective Tax Rate
Provision computed at statutory rate	\$ 135,707,995	35%
Exempt interest income	(1,214,867)	0%
Dividends received deduction	(2,989,557)	-1%
Impact of nonadmitted assets	(789,180)	0%
Other	47,924	0%
Total	\$ 130,762,315	34%
Federal and foreign income taxes incurred	\$ 134,169,274	
Change in net deferred income tax	(3,406,959)	
Total statutory income taxes	\$ 130,762,315	

E. Operating Loss and Tax Credit Carryforwards

1. The Company has no operating loss or tax credit carryforwards available.
2. The amount of Federal income taxes incurred and available for recoupment by the Company in the event of future net losses is equal to approximately:

Period	Amount
Current tax year:	\$ 134,217,928
First preceding tax year:	\$ 139,887,763

The amounts that can be recouped may be subject to the alternative minimum tax rules, and therefore may be limited.

3. Protective Tax Deposits
- Not applicable

F. Consolidated Federal Income Tax Return

1. The Company’s Federal income tax return is consolidated with The Progressive Corporation (“TPC”), a publicly traded holding company incorporated in Ohio, and all of its wholly-owned United States subsidiaries (the “Group”) as detailed in Schedule Y, Part 1.
2. The method of allocation between the companies is subject to written agreement and is jointly approved by an officer of TPC and the Company. The allocation is based upon separate tax return calculations with current credit for net losses or other items utilized in the consolidated tax return. Intercompany tax balances are settled quarterly.

G. Federal or Foreign Income Tax Loss Contingencies

The Company does not have any tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

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

A. Nature of Relationships

The Company is wholly owned by Progressive Direct Holdings, Inc. (“PDH”), a holding company incorporated in Delaware. The structure of the holding company organization is shown on Schedule Y, Part 1.

B. Detail of Transactions Greater than 1/2% of Admitted Assets

The Company received capital contributions totaling \$8,182,761 and \$11,324,912 from PDH in 2014 and 2013, respectively, to fund the Company’s Australian operations.

All significant 2014 transactions by the Company or any affiliated insurer with any affiliate are summarized in Schedule Y, Part 2.

See Note 13.4

C. Change in Terms of Intercompany Arrangements

Not applicable

D. Amounts Due to or from Related Parties

The Company reported a \$38,345,584 and \$29,468,542 receivable from parent, subsidiaries, and affiliates at December 31, 2014 and 2013, respectively. These balances are due to the timing of security purchases and cash collections and disbursements under the Group’s centralized cash management system and the reinsurance and management agreements in which the Company participates. The Company also reported a \$32,286,125 and \$27,840,226 current Federal income tax payable at December 31, 2014 and 2013, respectively. These balances are due to TPC for the Company’s Federal income tax liability. The intercompany balances are settled by the end of the following quarter depending on the timing of investment transactions. These transactions are dependent upon market timing, investment needs and overall portfolio strategy as to the timing of such settlement transactions.

E. Guarantees or Contingencies for Related Parties

Not applicable

F. Management, Service Contracts, Cost Sharing Arrangements

The Company participates in management agreements with many of its insurance affiliates and a non-insurance affiliate. Under the terms of the agreements, the affiliates are provided underwriting and loss adjustment services for business produced in exchange for a management fee based on their use of services.

NOTES TO FINANCIAL STATEMENTS

The Company participates in joint management services agreements with several of its insurance affiliates and two non-insurance affiliates. Under the terms of the agreements, the Company provides these affiliates with underwriting and loss adjustment services for specific business produced, and these affiliates may, from time to time, provide the Company with similar services for other specific business produced. In exchange for these services, the companies charge management fees based on each company's use of the other's services.

The Company participates in an investment services agreement with Progressive Capital Management Corp., a non-insurance affiliate. Under the terms of the agreement, the Company is provided investment and capital management services in exchange for an investment management fee based on its use of services.

All intercompany agreements are approved by the participating insurance companies' states of domicile when established.

- G. Nature of Relationships that Could Affect Operations
- All outstanding shares of the Company are owned by PDH.
- H. Amount Deducted for Investment in Upstream Company
- Not applicable
- I. Detail of Investments in Affiliates Greater than 10% of Admitted Assets
- Not applicable
- J. Write-Downs for Impairments of Investments in Affiliates
- Not applicable
- K. Investment in Foreign Insurance Subsidiary
- Not applicable
- L. Investment in Downstream Non-Insurance Holding Company
- Not applicable
11. Debt
- Not applicable
12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
- The Company has no direct payroll (see Note 10.F).
13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations
1. Outstanding Shares
- The Company has 532 shares of \$5,640 par value common stock authorized and 532 shares issued, and outstanding. The Company has no preferred stock authorized, issued, or outstanding.
2. Dividend Rate of Preferred Stock
- Not applicable
- 3,4,5,6. Dividends
- The maximum amount of dividends the Company can pay to PDH in 2015 without prior regulatory approval is limited by Insurance laws in Ohio. Based on the dividend laws currently in effect, the Company may pay dividends of \$253,567,855 in 2015 without prior approval from the Ohio DOI, provided the dividend payment is not made within 12 months of the previous payment.
- Within the limitations described above, there are no additional restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- The Company paid dividends to PDH as follows:
- | Date Paid          | Amount Paid    | Dividend Type |
|--------------------|----------------|---------------|
| December 19, 2014  | \$ 143,000,000 | Ordinary      |
| September 24, 2014 | \$ 20,000,000  | Ordinary      |
| December 19, 2013  | \$ 147,700,000 | Ordinary      |
| December 19, 2013  | \$ 117,300,000 | Extraordinary |
| September 24, 2013 | \$ 75,000,000  | Ordinary      |
- The extraordinary cash dividend was approved by the Ohio DOI.
7. Mutual Surplus Advances
- Not applicable
8. Company Stock Held for Special Purposes
- Not applicable
9. Changes in Special Surplus Funds
- Not applicable

NOTES TO FINANCIAL STATEMENTS

10. Changes in Unassigned Funds (Surplus)

As of December 31, 2014, the portion of unassigned funds (surplus) represented or reduced by each item below is as follows:

Description	Cumulative Increase (Decrease) in Surplus
Unrealized gain (loss)	\$ 393,416,478
Nonadmitted assets	(21,198,606)
Provision for reinsurance	--
Total	\$ 372,217,872

The unrealized gain is gross of the applicable deferred tax liability of \$137,658,533.

11. Surplus Notes

Not applicable

12,13. Quasi Reorganizations

Not applicable

14. Liabilities, Contingencies and Assessments

A. Contingent Commitments

Not applicable

B. Assessments

The Company is subject to state guaranty fund and other assessments by the states in which it writes business. State guaranty fund assessments are accrued at the time of any known insolvencies. Other assessments are accrued either at the time of assessment or at the time the premiums are written. These accruals are based on information received from the states in which the Company writes business and may change due to many factors including the Company's share of the ultimate cost of current insolvencies.

As of December 31, 2014 and 2013, the Company's estimated liability for state guaranty fund and other assessments was \$2,520,613 and \$1,683,288, respectively. The Company did not recognize any premium tax benefit associated with its various assessments.

As of December 31, 2014 and 2013, the Company's estimated liability for various surcharges was \$1,638,496 and \$1,417,993, respectively.

C. Gain Contingencies

Not applicable

D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits

The Company paid the following amounts in 2014 to settle claims related extra contractual obligations ("ECO") or bad faith claims stemming from lawsuits:

Description	Direct
Claims related ECO and bad faith losses paid in 2014	\$ 5,444,651

The table below indicates the number of claims where amounts were paid to settle claims related ECO or bad faith claims resulting from lawsuits during 2014.

(a) 0-25 Claims	(b) 26-50 Claims	(c) 51-100 Claims	(d) 101-500 Claims	(e) More than 500 Claims
X				

(f) Per Claim [ ] (g) Per Claimant [x]

E. Product Warranties

Not applicable

F. Joint and Several Liabilities

Not applicable

G. All Other Contingencies

The Company routinely assesses the collectibility of premiums and agents' balances receivable and records a bad debt reserve for amounts exceeding the nonadmitted balance that the Company believes are uncollectible.

The Company is named as defendant in various lawsuits arising out of its insurance operations. All legal actions relating to claims made under insurance policies are considered by the Company in establishing its loss and LAE reserves. The Company also has, on a net basis, potential exposure relating to lawsuits due to its participation in various management agreements and the 100% pooling reinsurance agreement for which it is allocated litigation expenses (see Note 26).

The following is a discussion of potentially significant pending cases at December 31, 2014. Unless specifically noted, 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 December 31, 2014, there were three putative statewide class action lawsuits and nine cases consolidated into multi-district proceedings 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.

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

As of December 31, 2014, there was a statewide putative class action lawsuit challenging the Company's policy form with regard to rejecting uninsured motorist coverage. The Company does consider a loss from this case to be probable and a loss reserve was established accordingly.



NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014, there was a putative class action lawsuit alleging the Company improperly applies a preferred provider reduction to medical payment claims.

As of December 31, 2014, there was a putative class action lawsuit challenging the Company's sale of personal injury protection coverage in Massachusetts.

15. Leases

A. Lessee Leasing Arrangements

1. The Company leases office facilities and equipment under various non-cancelable operating leases that expire through August 31, 2015. The Company is allocated a percentage of the Group's total rental expense based on the 100% pooling reinsurance agreement (see Note 26). In 2014 and 2013 the Company was allocated \$19,328,741 and \$19,444,107, respectively, of rental expense. Future minimum rental payments on leases held by the Company are as follows:

Year	Amount
2015	\$ 37,526
2016	--
2017	--
2018	--
2019	--
Thereafter	--
Total	\$ 37,526

Certain rental commitments have renewal options extending through April 30, 2018. Some of these renewals are subject to adjustments in future periods.

There were no early lease termination costs incurred during the reporting periods.

2. The Company has no non-cancelable subleases.
3. The Company has no sales-leaseback arrangements.

B. Lessor Leasing Arrangements

Not applicable

16. Information about Financial Instruments with Off-Balance Sheet Risk and with Concentrations of Credit Risk

Not applicable

17. Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not applicable

B. Transfers 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 year.

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

Not applicable

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

Not applicable

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.

See Note 1, Investment Policies section for further information regarding methods used to determine fair market value.

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.



NOTES TO FINANCIAL STATEMENTS

Fair Value Measurements at December 31, 2014:

Asset Description	Level 1	Level 2	Level 3	Total
a. Assets on balance sheet at fair value				
Bonds Industrial & Miscellaneous	\$ --	\$ 80,379,984	\$ --	\$ 80,379,984
Common stock Industrial & Miscellaneous	814,294,423	--	--	814,294,423
Preferred stock Industrial & Miscellaneous	--	19,792,375	--	19,792,375
Total assets at fair value	\$ 814,294,423	\$ 100,172,359	\$ --	\$ 914,466,782
b. Liabilities on balance sheet at fair value				
Derivative liabilities	\$ --	\$ --	\$ --	\$ --
Total liabilities at fair value	\$ --	\$ --	\$ --	\$ --

This table excludes the Companies investment in Gadsden as this investment is reported on the equity basis as described in the *Purposes and Procedures Manual of the Securities Valuation Office* of the NAIC.

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 20.A.1 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 December 31, 2014, however, not all financial instruments are reported at fair value in the Company's financial statements.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$ 3,272,268,986	\$ 3,246,652,135	\$ 395,397,916	\$ 2,876,871,070	\$ --	\$ --
Cash equivalents	94,996,678	94,996,678	94,996,678	--	--	--
Short-term investments	20,423,552	20,413,912	20,423,552	--	--	--
Common stock	814,294,423	814,294,423	814,294,423	--	--	--
Preferred stock	59,687,625	45,717,375	--	59,687,625	--	--
Total	\$ 4,261,671,264	\$ 4,222,074,523	\$ 1,325,112,569	\$ 2,936,558,695	\$ --	\$ --

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

Not applicable

21. Other Items

A. Extraordinary Items

Not applicable

B. Troubled Debt Restructuring for Debtors

Not applicable

C. Other Disclosures

1. Nonadmitted Other Invested Assets

In accordance with reporting and admissibility requirements of SSAP No. 48, Joint Ventures, Partnerships, and Limited Liability Companies and SSAP No. 97, Investments in Subsidiary, Controlled, and Affiliated Entities, the Company nonadmits its investment in Gadsden (see Note 1C).

D. Business Interruption Insurance Recoveries

Not applicable

PROGRESSIVE DIRECT INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

E. State Transferable and Non-transferable Tax Credits

1. The carrying value of transferable and non-transferable state tax credits, gross of any related tax liabilities, and total unused transferable and non-transferable state tax credits by state and in total at December 31, 2014 are as follows:

Description of state transferable ("T") and non-transferable ("NT") tax credits	State	Carrying Value	Unused Amount
Digital Media Production Tax Credit (T)	CT	\$ 730,125	\$ 825,000
Digital Media Production Tax Credit (T)	CT	--	47,235
Low Income Housing Tax Credit (NT)	GA	123,219	230,000
Low Income Housing Tax Credit (NT)	GA	--	11,999
Total		\$ 853,344	\$ 1,114,234

2. The Company estimated the utilization of the remaining transferable and non-transferable state tax credits by projecting future premium, taking into account policy growth and rate changes, projecting the future tax liability based on projected premium, tax rates, and tax credits, and comparing the projected future tax liability to the availability of remaining transferable and non-transferable state tax credits.
3. The Company recognized an impairment loss of \$0 related to write-downs as a result of impairment analysis of the carrying amount for transferable and non-transferable state tax credits.
4. State tax credits admitted and nonadmitted are as follows:

Type	Total Admitted	Total Nonadmitted
Transferable	\$ 730,125	\$ --
Non-transferable	\$ 123,219	\$ --

F. Subprime Mortgage Related Risk Exposure

1. Exposure to Subprime Mortgage Related Risk

The following subprime disclosure and the review and procedures described within are completed at a consolidated level for all the Progressive companies. To the extent the Company had any direct subprime exposure, those securities would be listed in Note 21.F.3.

Management's review of the investment portfolio for securities with direct subprime exposure, such as Alt-A residential mortgage loan-backed bonds and home equity loan-backed bonds is performed in conjunction with the OTTI analysis and procedures (see Note 1.C). Additionally, securities that were determined to have an indirect subprime exposure were also reviewed as part of the OTTI process.

The Company's management continues to perform a detailed review of its investment portfolio, paying particular attention to the credit profile of the issuers to identify the extent to which any asset values may have been impacted by direct or indirect exposure to the subprime mortgage loan disruption, as well as broader credit and financial market events.

For the Company's investment in Gadsden (see Note 1C), management's review uncovered no issues related to their exposure to subprime risk or that required recognition of losses that would have a significant effect on the financial strength and surplus of the Company.

In 2014, the Company recorded no OTTI write-downs on any securities as a result of direct subprime exposure.

2. Direct Investment in Subprime Mortgage Loans

Not applicable

3. Direct Investment in Securities with Underlying Subprime Exposure

At December 31, 2014, the Company had the following securities with underlying subprime exposure:

Investment Type	Actual Cost	Book Adjusted Carrying Value	Fair Market Value	OTTI Recognized
(a) Residential mortgage-backed securities	\$ 391,539,807	\$ 391,538,481	\$ 397,920,329	\$ --
(b) Commercial mortgage-backed securities	--	--	--	--
(c) Collateralized debt obligations	--	--	--	--
(d) Structured securities	--	--	--	--
(e) Equity investment in SCAs	--	--	--	--
(f) Other assets	--	--	--	--
(g) Total	\$ 391,539,807	\$ 391,538,481	\$ 397,920,329	\$ --

4. Mortgage or Financial Guaranty Subprime Exposure

Not applicable

22. Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through February 13, 2015 for the statutory statement that was available for issuance by March 1, 2015.

NOTES TO FINANCIAL STATEMENTS

23. Reinsurance

A. Unsecured Reinsurance Recoverable (all amounts in 000's)

At December 31, 2014, the Company had the following unsecured reinsurance recoverable balances which exceeded 3% of policyholders' surplus:

Reinsurer	NAIC Code	Federal ID#	Amount
Progressive Advanced Insurance Company	11851	62-0484104	\$ 164,679
Progressive Marathon Insurance Company	37605	33-0350911	247,019
Progressive Max Insurance Company	24279	34-0472535	247,019
Progressive Premier Insurance Company of Illinois	21735	36-3789786	82,338
Progressive Universal Insurance Company	21727	36-3789787	164,679
Total			\$ 905,734

B. Reinsurance Recoverable in Dispute

Not applicable

C. Reinsurance Assumed and Ceded (all amounts in 000's)

1. The table below summarizes ceded and assumed unearned premiums and the related commission equity at December 31, 2014.

	Assumed		Ceded		Net	
	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity
(a) Affiliates	\$ 1,103,724	\$ --	\$ 378,802	\$ --	\$ 724,922	\$ --
(b) All Other	--	--	101	28	(101)	(28)
(c) Totals	\$ 1,103,724	\$ --	\$ 378,903	\$ 28	\$ 724,821	\$ (28)
(d) Direct Unearned Premium Reserve is \$571,988						

2. The Company has no return commission or profit sharing arrangements.

D. Uncollectible Reinsurance

Not applicable

E. Commutation of Ceded Reinsurance

Not applicable

F. Retroactive Reinsurance

Not applicable

G. Reinsurance Accounted for as a Deposit

Not applicable

H. Disclosures for the Transfer of Property and Casualty Run-off Agreements

Not applicable

I. Certified Reinsurer Downgraded or Status Subject to Revocation

Not applicable

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not applicable

25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior accident years increased by \$6,742,211 in 2014 which is less than 1% of the total prior year net unpaid losses and LAE of \$1,750,405,377. The unfavorable development is primarily due to passenger auto liability originally anticipated severity for accident years 2012 and 2013 increasing by less than 1%, partially offset by originally anticipated severity for accident years 2011 and prior decreasing by less than 1%. The LAE reserves developed unfavorably primarily due to unfavorable adjusting and other expense reserve development.

26. Intercompany Pooling Arrangements

The Company participates in a pooling reinsurance agreement with the property-casualty affiliates listed below (the "Direct Pool") under which 100% of the underwriting business of each member company, net of external reinsurance, is ceded to the Company, the Direct Pool manager and a Direct Pool participant. The combined premiums, losses, and expenses are then retroceded to each Direct Pool member based on pre-determined pooling percentages.

Mountain Laurel Assurance Company ("Mountain Laurel"), an insurance affiliate domiciled in Ohio, terminated its future participation in the Direct Pool effective November 5, 2005. Mountain Laurel has a zero percent retrocession participation in the Direct Pool for all policies written prior to that date.

NOTES TO FINANCIAL STATEMENTS

The pooling percentages for each Direct Pool member as of December 31, 2014 and 2013 were as follows:

Company	NAIC Code	2014 Pool %	2013 Pool %
Progressive Direct Insurance Company (Lead)	16322	77.5%	77.5%
Progressive Marathon Insurance Company	37605	6.0	6.0
Progressive Max Insurance Company	24279	6.0	6.0
Progressive Advanced Insurance Company	11851	4.0	4.0
Progressive Universal Insurance Company	21727	4.0	4.0
Progressive Premier Insurance Company of Illinois	21735	2.0	2.0
Progressive Paloverde Insurance Company	44695	0.5	0.5
Mountain Laurel Assurance Company	44180	--	--
		100.0%	100.0%

All business written by each Direct Pool member is subject to pooling with the exception of loss reserves from Progressive Max Insurance Company's assumed asbestos and environmental claims, for which the Company has no exposure. Business ceded by Direct Pool members to non-affiliated reinsurers prior to pooling, is primarily due to state-provided reinsurance programs. The Direct Pool does not participate in any intercompany sharing of the provision for reinsurance and the write-offs of uncollectible reinsurance.

At December 31, 2014, amounts recoverable from and payable to the Company and all affiliates participating in the Direct Pool are as follows:

Company	Amounts Recoverable	Amounts Payable
Progressive Direct Insurance Company (Lead)	\$ 23,650,578	\$ 18,337,626
Progressive Marathon Insurance Company	1,960,196	1,979,830
Progressive Max Insurance Company	8,980,036	1,979,830
Progressive Advanced Insurance Company	6,288,336	8,227,723
Progressive Universal Insurance Company	--	4,345,753
Progressive Premier Insurance Company of Illinois	1,109,058	4,313,219
Progressive Paloverde Insurance Company	--	2,801,486
Mountain Laurel Assurance Company	--	2,737
Total	\$ 41,988,204	\$ 41,988,204

27.

Structured Settlements

Not applicable
28.

Health Care Receivables

Not applicable
29.

Participating Accident and Health Policies

Not applicable
30.

Premium Deficiency Reserves

1.

Liability carried for premium deficiency reserves

\$0

2.

Date of most recent evaluation of this liability

December 31, 2014

3.

Was anticipated investment income utilized in the calculation?

Yes [X] No [ ]
31.

High Deductibles

Not applicable
32.

Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses

Not applicable
33.

Asbestos and Environmental Reserves

Not applicable
34.

Subscriber Savings Accounts

Not applicable
35.

Multiple Peril Crop Insurance

Not applicable
36.

Financial Guaranty Insurance

Not applicable

PROGRESSIVE DIRECT INSURANCE COMPANY  
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1

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, 1A and 2.

Yes [ X ]    No [   ]

1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes [ X ]    No [   ]    N/A [   ]

1.3

State regulating? OHIO

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

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

12/31/2012

3.2

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

3.3

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).

08/06/2013

3.4

By what department or departments?  
OHIO

3.5

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 ]

3.6

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

Yes [ X ]    No [   ]    N/A [   ]

4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11

sales of new business?

Yes [   ]    No [ X ]

4.12

renewals?

Yes [   ]    No [ X ]

4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21

sales of new business?

Yes [   ]    No [ X ]

4.22

renewals?

Yes [   ]    No [ X ]

5.1

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

Yes [   ]    No [ X ]

5.2

If yes, provide the name of the 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 Co. Code	3 State of Domicile

6.1

Has the 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 ]

6.2

If yes, give full information:

7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes [   ]    No [ X ]

7.2

If yes,

7.21

State the percentage of foreign control

.....%

7.22

State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity

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 response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
PRICEWATERHOUSECOOPERS, LLP 200 PUBLIC SQUARE, 18TH FLOOR CLEVELAND, OH 44114-2301

10.1

Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?

Yes [   ]    No [ X ]

10.2

If the response to 10.1 is yes, provide information related to this exemption:

10.3

Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation?

Yes [   ]    No [ X ]

10.4

If the response to 10.3 is yes, provide information related to this exemption:

# PROGRESSIVE DIRECT INSURANCE COMPANY GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES - GENERAL

10.5	Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws?	Yes [ X ]	No [ ]	N/A [ ]
10.6	If the answer to 10.5 is no or n/a, please explain.			

11.	What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification? GARY S. TRACOFF, FCAS, MAAA CORPORATE ACTUARY 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143-2182
-----	---

12.1	Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?	Yes [ X ]	No [ ]
12.11	Name of real estate holding company		
	BOSTON PROPERTIES INC, EQUITY RESIDENTIAL, ESSEX PROPERTY TRUST INC, FEDERAL REALTY INVS TRUST, HCP INC, HEALTH CARE REIT INC, HOST HOTELS & RESORTS INC, ISTAR FINANCIAL INC, LIBERTY PROPERTY TRUST, MACERICH CO/THE, PUBLIC STORAGE, RAYONIER INC, REGENCY CENTERS CORP, SL GREEN REALTY CORP, SIMON PROPERTY GROUP INC, VENTAS INC, VORNADO REALTY TRUST, DDR CORP, ALEXANDER & BALDWIN INC, AMERICAN TOWER CORP		
12.12	Number of parcels involved	.....	0
12.13	Total book/adjusted carrying value	\$.....	25,212,429

12.2 If yes, provide explanation.  
WE HOLD A COMMON STOCK INTEREST IN SEVERAL REAL ESTATE HOLDING COMPANIES. THE NUMBER OF PARCELS IS UNKNOWN.

13.	FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
13.1	What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
	N/A

13.2	Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?	Yes [ <input type="checkbox"/> ]	No [ <input type="checkbox"/> ]
13.3	Have there been any changes made to any of the trust indentures during the year?	Yes [ <input type="checkbox"/> ]	No [ <input type="checkbox"/> ]
13.4	If answer to (13.3) is yes, has the domiciliary or entry state approved the changes?	Yes [ <input type="checkbox"/> ]	No [ <input type="checkbox"/> ] N/A [ <input type="checkbox"/> ]
14.1	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 [ <input type="checkbox"/> ]
	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.		
14.11	If the response to 14.1 is no, please explain:		

14.2 Has the code of ethics for senior managers been amended? Yes [ ☐ ] No [ ☒ ]

14.21 If the response to 14.2 is yes, provide information related to amendment(s).

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

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

15.1	Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List?	Yes [ ]	No [X]
15.2	If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.		

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

## PART 1 - COMMON INTERROGATORIES - BOARD OF DIRECTORS

16.	Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof?	Yes [ X ]	No [   ]
17.	Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof?	Yes [ X ]	No [   ]
18.	Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?	Yes [ X ]	No [   ]

## PART 1 - COMMON INTERROGATORIES - FINANCIAL

19.	Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?	Yes [ <input type="checkbox"/> ]	No [ <input checked="" type="checkbox"/> ]
20.1	Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):		
20.11	To directors or other officers	\$.....	0
20.12	To stockholders not officers	\$.....	0
20.13	Trustees, supreme or grand (Fraternal only)	\$.....	0
20.2	Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):		
20.21	To directors or other officers	\$.....	0
20.22	To stockholders not officers	\$.....	0
20.23	Trustees, supreme or grand (Fraternal only)	\$.....	0
21.1	Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?	Yes [ <input type="checkbox"/> ]	No [ <input checked="" type="checkbox"/> ]
21.2	If yes, state the amount thereof at December 31 of the current year:		
21.21	Rented from others	.....	
21.22	Borrowed from others	.....	
21.23	Leased from others	.....	
21.24	Other	.....	

PROGRESSIVE DIRECT INSURANCE COMPANY

PART 1 - COMMON INTERROGATORIES - FINANCIAL

22.1

Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?

Yes [ ☐ ]    No [ ☒ ]

22.2

If answer is yes:

22.21

Amount paid as losses or risk adjustment

.....

22.22

Amount paid as expenses

.....

22.23

Other amounts paid

.....

23.1

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

Yes [ ☒ ]    No [ ☐ ]

23.2

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

\$.....0

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.01

Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.03)?

Yes [ ☒ ]    No [ ☐ ]

24.02

If no, give full and complete information relating thereto.

24.03

For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).

N/A

24.04

Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions?

Yes [ ☐ ]    No [ ☐ ]    N/A [ ☒ ]

24.05

If answer to 24.04 is yes, report amount of collateral for conforming programs.

.....

24.06

If answer to 24.04 is no, report amount of collateral for other programs.

.....

24.07

Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?

Yes [ ☐ ]    No [ ☐ ]    N/A [ ☒ ]

24.08

Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?

Yes [ ☐ ]    No [ ☐ ]    N/A [ ☒ ]

24.09

Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?

Yes [ ☐ ]    No [ ☐ ]    N/A [ ☒ ]

24.10

For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:

24.101

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

.....

24.102

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

.....

24.103

Total payable for securities lending reported on the liability page.

.....

25.1

Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03)

Yes [ ☒ ]    No [ ☐ ]

25.2

If yes, state the amount thereof at December 31 of the current year:

25.21

Subject to repurchase agreements

\$.....0

25.22

Subject to reverse repurchase agreements

\$.....0

25.23

Subject to dollar repurchase agreements

\$.....0

25.24

Subject to reverse dollar repurchase agreements

\$.....0

25.25

Placed under option agreements

\$.....0

25.26

Letter stock or securities restricted as to sale - excluding FHLB Capital Stock

\$.....0

25.27

FHLB Capital Stock

\$.....0

25.28

On deposit with states

\$.....5,827,631

25.29

On deposit with other regulatory bodies

\$.....0

25.30

Pledged as collateral - excluding collateral pledged to an FHLB

\$.....0

25.31

Pledged as collateral to FHLB - including assets backing funding agreements

\$.....0

25.32

Other

\$.....0

25.3

For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1

Does the reporting entity have any hedging transactions reported on Schedule DB?

Yes [ ☐ ]    No [ ☒ ]

26.2

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

Yes [ ☐ ]    No [ ☐ ]    N/A [ ☒ ]

27.1

Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?

Yes [ ☐ ]    No [ ☒ ]

27.2

If yes, state the amount thereof at December 31 of the current year:

.....

28.

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

Yes [ ☒ ]    No [ ☐ ]

28.01

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

1 Name of Custodian(s)	2 Custodian's Address
CITIBANK, N.A.	338 GREENWICH STREET, NEW YORK, NY 10013
STATE STREET	801 PENNSYLVANIA AVE, KANSAS CITY, MO 64105
CITIGROUP, PTY. LTD.	120 COLLINS STREET, MELBOURNE VIC, 3000 AU

28.02

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		

28.03

Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?

Yes [ ☐ ]    No [ ☒ ]

28.04

If yes, give full and complete information relating thereto:

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

28.05

Identify all investment advisors, brokers/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 Number(s)	2 Name	3 Address
30107	STATE STREET GLOBAL MARKETS, LLC	225 FRANKLIN ST, BOSTON, MA 02110

29.1

Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?

Yes [ ☐ ]    No [ ☒ ]

PROGRESSIVE DIRECT INSURANCE COMPANY

PART 1 - COMMON INTERROGATORIES - INVESTMENT

29.2 If yes, complete the following schedule:

1	2	3
CUSIP #	Name of Mutual Fund	Book/Adjusted Carrying Value
29.2999. TOTAL		0

29.3 For each mutual fund listed in the table above, complete the following schedule:

1	2	3	4
Name of Mutual Fund (from the above table)	Name of Significant Holding of the Mutual Fund	Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to Holding	Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	3,362,062,725	3,387,689,216	25,626,491
30.2 Preferred stocks.....	45,717,375	59,687,625	13,970,250
30.3 Totals.....	3,407,780,100	3,447,376,841	39,596,741

30.4 Describe the sources or methods utilized in determining the fair values:

THE FAIR MARKET VALUES REPORTED ARE DERIVED FROM INDEPENDENT AND OBSERVABLE MARKET INPUT EVALUATIONS PROVIDED BY WIDELY UTILIZED REPUTABLE PRICING SERVICES, INDEPENDENT BROKER/DEALER BID LISTS, INDEPENDENT BROKER/DEALER QUOTATIONS, INDEPENDENT BROKER/DEALER PRICING SERVICES, OR ACTIVE MARKET CLOSING QUOTATIONS FROM A REGULATED EXCHANGE. IN VERY RARE CASES, IF NONE OF THE AFOREMENTIONED PRIMARY SOURCES ARE AVAILABLE, MATRIX PRICING USING THE REPORTING ENTITY'S OWN MARKET BASED ASSUMPTIONS MAY BE UTILIZED. THE APPROVED METHODS FOR COMPUTATION OF FAIR MARKET VALUE ARE PRESCRIBED IN PART FIVE OF THE SECURITIES VALUATION OFFICE PURPOSES AND PROCEDURES MANUAL.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [ X ] No [ ]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [ ] No [ X ]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D.

THE COMPANY'S FAIR MARKET VALUATION PROCESS, REGARDLESS OF WHAT PRICING SOURCE IS USED, ANALYZES AND COMPARES INDEPENDENT VENDOR QUOTATIONS/SPREADS, INDEPENDENT BROKER/DEALER BID LISTS, INDEPENDENT BROKER/DEALER QUOTES, INDEPENDENT BROKER/DEALER PRICING SERVICES, INPUTS FROM THE PORTFOLIO MANAGEMENT TEAM, DISCUSSIONS WITH EXTERNAL AUDITORS, AND SECURITY SPECIFIC PARAMETERS TO ENSURE THAT THE VALUATION PROCESS REFLECTS THE MOST ACCURATE FAIR VALUE AT THE REPORTING DATE.

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

Yes [ X ] No [ ]

32.2 If no, list exceptions:

PART 1 - COMMON INTERROGATORIES - OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?

\$.....155,916

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
INDEPENDENT STATISTICAL SVCS	134,916

34.1 Amount of payments for legal expenses, if any?

\$.....0

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
	0

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?

\$.....0

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
	0



GENERAL INTERROGATORIES

PART 2 - PROPERTY AND CASUALTY INTERROGATORIES

1.1

Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [ ]

No [X]

1.2

If yes, indicate premium earned on U.S. business only.

\$.....0

1.3

What portion of item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

.....

1.31

Reason for excluding:

1.4

Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

.....

1.5

Indicate total incurred claims on all Medicare Supplement insurance.

\$.....0

1.6

Individual policies:

Most current three years:

1.61

Total premium earned

.....

1.62

Total incurred claims

.....

1.63

Number of covered lives

.....

All years prior to most current three years:

1.64

Total premium earned

.....

1.65

Total incurred claims

.....

1.66

Number of covered lives

.....

1.7

Group policies:

Most current three years:

1.71

Total premium earned

.....

1.72

Total incurred claims

.....

1.73

Number of covered lives

.....

All years prior to most current three years:

1.74

Total premium earned

.....

1.75

Total incurred claims

.....

1.76

Number of covered lives

.....

2.

Health test:

	1	2
	Current Year	Prior Year
2.1	Premium Numerator.....	.....
2.2	Premium Denominator.....	\$.....4,848,046,510
2.3	Premium Ratio (2.1/2.2).....	.....0.0
2.4	Reserve Numerator.....	.....
2.5	Reserve Denominator.....	\$.....3,408,649,819
2.6	Reserve Ratio (2.4/2.5).....	.....0.0

3.1

Does the reporting entity issue both participating and non-participating policies?

Yes [ ]

No [X]

3.2

If yes, state the amount of calendar year premiums written on:

3.21

Participating policies

.....

3.22

Non-participating policies

.....

4.

FOR MUTUAL REPORTING ENTITIES AND RECIPROCAL EXCHANGES ONLY:

4.1

Does the reporting entity issue assessable policies?

Yes [ ]

No [ ]

4.2

Does the reporting entity issue non-assessable policies?

Yes [ ]

No [ ]

4.3

If assessable policies are issued, what is the extent of the contingent liability of the policyholders?

.....%

4.4

Total amount of assessments paid or ordered to be paid during the year on deposit notes or contingent premiums.

.....

5.

FOR RECIPROCAL EXCHANGES ONLY:

5.1

Does the exchange appoint local agents?

Yes [ ]

No [ ]

5.2

If yes, is the commission paid:

5.21

Out of Attorney's-in-fact compensation

Yes [ ]

No [ ]

N/A [ ]

5.22

As a direct expense of the exchange

Yes [ ]

No [ ]

N/A [ ]

5.3

What expenses of the exchange are not paid out of the compensation of the Attorney-in-fact?

5.4

Has any Attorney-in-fact compensation, contingent on fulfillment of certain conditions, been deferred?

Yes [ ]

No [ ]

5.5

If yes, give full information:

6.1

What provision has this reporting entity made to protect itself from an excessive loss in the event of a catastrophe under a workers' compensation contract issued without limit of loss?

THE COMPANY DOES NOT WRITE WORKERS' COMPENSATION INSURANCE.

6.2

Describe the method used to estimate this reporting entity's probable maximum insurance loss, and identify the type of insured exposures comprising that probable maximum loss, the locations of concentrations of those exposures and the external resources (such as consulting firms or computer software models), if any, used in the estimation process:

THE COMPANY'S PROBABLE MAXIMUM LOSS (PML) IS ESTIMATED BY ANALYZING HISTORICAL MAJOR OCCURRENCES AND ESTIMATING FREQUENCY OF LOSS AND SEVERITY BASED ON THE POTENTIAL FORCE OF AN OCCURRENCE AND THE TOTAL NUMBER OF AUTOS AND BOATS EXPOSED. THE ESTIMATE OF THE PML WAS COMPLETED BY PROGRESSIVE EMPLOYEES. THE COMPANY'S NET COMPREHENSIVE EXPOSURE IN THE CATASTROPHE PRONE STATES OF FLORIDA, LOUISIANA, TEXAS, MISSISSIPPI, ALABAMA, NEW YORK, AND CALIFORNIA IS LIMITED SINCE THE COMPANY IS A MEMBER OF A 100% POOLING REINSURANCE ARRANGEMENT WITH 6 OF ITS PROPERTY AND CASUALTY AFFILIATES. THE PRIMARY PROPERTY COVERAGE SOLD BY THE COMPANY IS COMPREHENSIVE FOR AUTOMOBILE AND INLAND MARINE FOR BOATS. THE ESTIMATE OF THE PML IS 7% OF THE SURPLUS.

6.3

What provision has this reporting entity made (such as a catastrophic reinsurance program) to protect itself from an excessive loss arising from the types and concentrations of insured exposures comprising its probable maximum property insurance loss?

THE COMPANY'S ESTIMATED PML IS 7% OF THE SURPLUS. THE COMPANY CARRIES NO EXTERNAL CATASTROPHE REINSURANCE TO COVER ITS LIMITED CATASTROPHE EXPOSURE. THE COMPANY PARTICIPATES IN A POOLING ARRANGEMENT WHICH SPREADS THE UNDERWRITING RISK INCLUDING THE CATASTROPHE EXPOSURE AMONG ALL PARTIES TO THE POOLING AGREEMENT.

6.4

Does the reporting entity carry catastrophe reinsurance protection for at least one reinstatement, in an amount sufficient to cover its estimated probable maximum loss attributable to a single loss event or occurrence?

Yes [ ]

No [X]

6.5

If no, describe any arrangements or mechanisms employed by the reporting entity to supplement its catastrophe reinsurance program or to hedge its exposure to uninsured catastrophic loss:

NONE

16

GENERAL INTERROGATORIES

PART 2 - PROPERTY AND CASUALTY INTERROGATORIES

7.1

Has the reporting entity reinsured any risk with any other entity under a quota share reinsurance contract that includes a provision that would limit the reinsurer's losses below the stated quota share percentage (e.g., a deductible, a loss ratio corridor, a loss cap, an aggregate limit or any similar provisions)?

Yes [ ]

No [ X ]

7.2

If yes, indicate the number of reinsurance contracts containing such provisions.

7.3

If yes, does the amount of reinsurance credit taken reflect the reduction in quota share coverage caused by any applicable limiting provision(s)?

Yes [ ]

No [ ]

8.1

Has this reporting entity reinsured any risk with any other entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on this risk, or portion thereof, reinsured?

Yes [ ]

No [ X ]

8.2

If yes, give full information:

9.1

Has the reporting entity ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates) for which during the period covered by the statement: (i) it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards policyholders or it reported calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year-end surplus as regards policyholders; (ii) it accounted for that contract as reinsurance and not as a deposit; and (iii) the contract(s) contain one or more of the following features or other features that would have similar results:  
(a) A contract term longer than two years and the contract is noncancellable by the reporting entity during the contract term;  
(b) A limited or conditional cancellation provision under which cancellation triggers an obligation by the reporting entity, or an affiliate of the reporting entity, to enter into a new reinsurance contract with the reinsurer, or an affiliate of the reinsurer;  
(c) Aggregate stop loss reinsurance coverage;  
(d) A unilateral right by either party (or both parties) to commute the reinsurance contract, whether conditional or not, except for such provisions which are only triggered by a decline in the credit status of the other party;  
(e) A provision permitting reporting of losses, or payment of losses, less frequently than on a quarterly basis (unless there is no activity during the period); or  
(f) Payment schedule, accumulating retentions from multiple years or any features inherently designed to delay timing of the reimbursement to the ceding entity?

Yes [ ]

No [ X ]

9.2

Has the reporting entity during the period covered by the statement ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates), for which, during the period covered by the statement, it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards policyholders or it reported calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year-end surplus as regards policyholders; excluding cessions to approved pooling arrangements or to captive insurance companies that are directly or indirectly controlling, controlled by, or under control with (i) one or more unaffiliated policyholders of the reporting entity, or (ii) an association of which one or more unaffiliated policyholders of the reporting entity is a member where:  
(a) The written premium ceded to the reinsurer by the reporting entity or its affiliates represents fifty percent (50%) or more of the entire direct and assumed premium written by the reinsurer based on its most recently available financial statement; or  
(b) Twenty-five percent (25%) or more of the written premium ceded to the reinsurer has been retroceded back to the reporting entity or its affiliates in a separate reinsurance contract?

Yes [ ]

No [ X ]

9.3

If yes to 9.1 or 9.2, please provide the following information in the Reinsurance Summary Supplemental Filing for General Interrogatory 9:  
(a) The aggregate financial statement impact gross of all such ceded reinsurance contracts on the balance sheet and statement of income;  
(b) A summary of the reinsurance contract terms and indicate whether it applies to the contracts meeting the criteria in 9.1 or 9.2; and  
(c) A brief discussion of management's principle objectives in entering into the reinsurance contract including the economic purpose to be achieved.

9.4

Except for transactions meeting the requirements of paragraph 31 of SSAP No. 62R, Property and Casualty Reinsurance, has the reporting entity ceded any risk under any reinsurance contract (or multiple contracts with the same reinsurer or its affiliates) during the period covered by the financial statement, and either:  
(a) Accounted for that contract as reinsurance (either prospective or retroactive) under statutory accounting principles ("SAP") and as a deposit under generally accepted accounting principles ("GAAP"); or  
(b) Accounted for that contract as reinsurance under GAAP and as a deposit under SAP?

Yes [ ]

No [ X ]

9.5

If yes to 9.4, explain in the Reinsurance Summary Supplemental Filing for General Interrogatory 9 (Section D) why the contract(s) is treated differently for GAAP and SAP.

9.6

The reporting entity is exempt from the Reinsurance Attestation Supplement under one or more of the following criteria:  
(a) The entity does not utilize reinsurance; or  
(b) The entity only engages in a 100% quota share contract with an affiliate and the affiliated or lead company has filed an attestation supplement; or  
(c) The entity has no external cessions and only participates in an intercompany pool and the affiliated or lead company has filed an attestation supplement.

Yes [ ]

No [ X ]

Yes [ ]

No [ X ]

10.

If the reporting entity has assumed risks from another entity, there should be charged on account of such reinsurance a reserve equal to that which the original entity would have been required to charge had it retained the risks. Has this been done?

Yes [ X ]

No [ ]

N/A [ ]

11.1

Has this reporting entity guaranteed policies issued by any other reporting entity and now in force?

Yes [ ]

No [ X ]

11.2

If yes, give full information:

12.1

If the reporting entity recorded accrued retrospective premiums on insurance contracts on Line 15.3 of the assets schedule, Page 2, state the amount of corresponding liabilities recorded for:  
12.11 Unpaid losses  
12.12 Unpaid underwriting expenses (including loss adjustment expenses)

\$.....0

\$.....0

\$.....0

12.2

Of the amount on Line 15.3, Page 2, state the amount that is secured by letters of credit, collateral and other funds:

12.3

If the reporting entity underwrites commercial insurance risks, such as workers' compensation, are premium notes or promissory notes accepted from its insureds covering unpaid premiums and/or unpaid losses?

Yes [ ]

No [ ]

N/A [ X ]

12.4

If yes, provide the range of interest rates charged under such notes during the period covered by this statement:  
12.41 From  
12.42 To

.....%

.....%

12.5

Are letters of credit or collateral and other funds received from insureds being utilized by the reporting entity to secure premium notes or promissory notes taken by a reporting entity, or to secure any of the reporting entity's reported direct unpaid loss reserves, including unpaid losses under loss deductible features of commercial policies?

Yes [ ]

No [ X ]

12.6

If yes, state the amount thereof at December 31 of current year:  
12.61 Letters of credit  
12.62 Collateral and other funds

GENERAL INTERROGATORIES

PART 2 - PROPERTY AND CASUALTY INTERROGATORIES

13.1

Largest net aggregate amount insured in any one risk (excluding workers' compensation):

\$.....15,500,000

13.2

Does any reinsurance contract considered in the calculation of this amount include an aggregate limit of recovery without also including a reinstatement provision?

Yes [ ☐ ]      No [ ☒ ]

13.3

State the number of reinsurance contracts (excluding individual facultative risk certificates, but including facultative programs, automatic facilities or facultative obligatory contracts) considered in the calculation of the amount.

.....1

14.1

Is the company a cedant in a multiple cedant reinsurance contract?

Yes [ ☐ ]      No [ ☐ ]

14.2

If yes, please describe the method of allocating and recording reinsurance among the cedants:

14.3

If the answer to 14.1 is yes, are the methods described in item 14.2 entirely contained in the respective multiple cedant reinsurance contracts?

Yes [ ☐ ]      No [ ☐ ]

14.4

If the answer to 14.3 is no, are all the methods described in 14.2 entirely contained in written agreements?

Yes [ ☐ ]      No [ ☐ ]

14.5

If the answer to 14.4 is no, please explain:

15.1

Has the reporting entity guaranteed any financed premium accounts?

Yes [ ☐ ]      No [ ☐ ]

15.2

If yes, give full information:

16.1

Does the reporting entity write any warranty business?

Yes [ ☐ ]      No [ ☐ ]

If yes, disclose the following information for each of the following types of warranty coverage:

	1 Direct Losses Incurred	2 Direct Losses Unpaid	3 Direct Written Premium	4 Direct Premium Unearned	5 Direct Premium Earned
16.11 Home.....	.....	.....	.....	.....	.....
16.12 Products.....	.....	.....	.....	.....	.....
16.13 Automobile.....	.....	.....	.....	.....	.....
16.14 Other*.....	.....	.....	.....	.....	.....

\* Disclose type of coverage: .....

17.1

Does the reporting entity include amounts recoverable on unauthorized reinsurance in Schedule F-Part 3 that it excludes from Schedule F-Part 5?

Yes [ ☐ ]      No [ ☐ ]

Incurred but not reported losses on contracts in force prior to July 1, 1984, and not subsequently renewed are exempt from inclusion in Schedule F-Part 5.  
Provide the following information for this exemption:

17.11

Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5

.....

17.12

Unfunded portion of Interrogatory 17.11

.....

17.13

Paid losses and loss adjustment expenses portion of Interrogatory 17.11

.....

17.14

Case reserves portion of Interrogatory 17.11

.....

17.15

Incurred but not reported portion of Interrogatory 17.11

.....

17.16

Unearned premium portion of Interrogatory 17.11

.....

17.17

Contingent commission portion of Interrogatory 17.11

.....

Provide the following information for all other amounts included in Schedule F-Part 3 and excluded from Schedule F-Part 5, not included above:

17.18

Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5

.....

17.19

Unfunded portion of Interrogatory 17.18

.....

17.20

Paid losses and loss adjustment expenses portion of Interrogatory 17.18

.....

17.21

Case reserves portion of Interrogatory 17.18

.....

17.22

Incurred but not reported portion of Interrogatory 17.18

.....

17.23

Unearned premium portion of Interrogatory 17.18

.....

17.24

Contingent commission portion of Interrogatory 17.18

.....

18.1

Do you act as a custodian for health savings account?

Yes [ ☐ ]      No [ ☒ ]

18.2

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

.....

18.3

Do you act as an administrator for health savings accounts?

Yes [ ☐ ]      No [ ☐ ]

18.4

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

.....

FIVE-YEAR HISTORICAL DATA

Show amounts in whole dollars only, no cents; show percentages to one decimal place, i.e. 17.6.

	1 2014	2 2013	3 2012	4 2011	5 2010
<b>Gross Premiums Written (Page 8, Part 1B, Cols. 1, 2 &amp; 3)</b>					
1. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	4,207,658,715	3,817,124,293	3,632,000,554	3,367,539,073	3,094,313,781
2. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	2,201,004,268	1,921,294,646	1,844,111,561	1,733,383,301	1,648,152,538
3. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	85,468	3,855,432	3,539,723	3,307,027	3,174,746
4. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
5. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
6. Total (Line 35).....	6,408,748,451	5,742,274,371	5,479,651,838	5,104,229,401	4,745,641,065
<b>Net Premiums Written (Page 8, Part 1B, Col. 6)</b>					
7. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	3,260,774,342	2,958,218,324	2,814,800,430	2,609,842,781	2,398,093,180
8. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	1,705,778,308	1,489,003,351	1,429,186,460	1,343,372,058	1,277,318,217
9. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	66,238	2,987,960	2,743,285	2,562,946	2,460,428
10. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
11. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
12. Total (Line 35).....	4,966,618,887	4,450,209,634	4,246,730,175	3,955,777,785	3,677,871,826
<b>Statement of Income (Page 4)</b>					
13. Net underwriting gain (loss) (Line 8).....	250,551,636	287,716,810	178,541,512	202,236,834	149,243,966
14. Net investment gain (loss) (Line 11).....	121,605,572	131,612,124	134,977,518	106,553,042	146,833,648
15. Total other income (Line 15).....	5,855,862	2,752,918	6,996,036	8,371,663	7,965,764
16. Dividends to policyholders (Line 17).....					
17. Federal and foreign income taxes incurred (Line 19).....	124,445,215	135,777,137	97,803,531	108,779,278	96,054,800
18. Net income (Line 20).....	253,567,855	286,304,715	222,711,535	208,382,261	207,988,578
<b>Balance Sheet Lines (Pages 2 and 3)</b>					
19. Total admitted assets excluding protected cell business (Page 2, Line 26, Col. 3).....	5,180,160,669	4,724,165,455	4,541,611,515	4,185,596,213	3,946,956,230
20. Premiums and considerations (Page 2, Col. 3):					
20.1 In course of collection (Line 15.1).....	109,950,370	98,945,081	101,465,699	94,101,543	78,639,021
20.2 Deferred and not yet due (Line 15.2).....	612,717,676	529,906,789	508,815,385	531,957,582	498,022,937
20.3 Accrued retrospective premiums (Line 15.3).....					
21. Total liabilities excluding protected cell business (Page 3, Line 26).....	3,608,709,705	3,290,880,613	3,178,328,322	2,913,204,965	2,743,048,485
22. Losses (Page 3, Line 1).....	1,527,156,218	1,445,313,868	1,397,026,110	1,266,936,613	1,205,568,191
23. Loss adjustment expenses (Page 3, Line 3).....	333,163,904	305,091,509	291,125,398	277,866,911	263,412,039
24. Unearned premiums (Page 3, Line 9).....	1,304,761,033	1,186,188,659	1,106,120,248	1,050,386,077	973,248,250
25. Capital paid up (Page 3, Lines 30 & 31).....	3,000,480	3,000,480	3,000,480	3,000,480	3,000,480
26. Surplus as regards policyholders (Page 3, Line 37).....	1,571,450,964	1,433,284,842	1,363,283,193	1,272,391,248	1,203,907,745
<b>Cash Flow (Page 5)</b>					
27. Net cash from operations (Line 11).....	442,013,625	427,938,110	454,205,438	380,915,987	511,673,611
<b>Risk-Based Capital Analysis</b>					
28. Total adjusted capital.....	1,571,450,964	1,433,284,842	1,363,283,193	1,272,391,248	1,203,907,745
29. Authorized control level risk-based capital.....	180,986,647	169,949,415	158,591,840	157,691,270	170,274,745
<b>Percentage Distribution of Cash, Cash Equivalents and Invested Assets</b> (Page 2, Col. 3) (Item divided by Page 2, Line 12, Col. 3) x 100.0					
30. Bonds (Line 1).....	73.9	72.4	73.7	76.1	78.1
31. Stocks (Lines 2.1 & 2.2).....	19.6	21.9	18.3	17.7	13.7
32. Mortgage loans on real estate (Lines 3.1 & 3.2).....					
33. Real estate (Lines 4.1, 4.2 & 4.3).....	3.8	4.3	4.7	5.5	6.1
34. Cash, cash equivalents and short-term investments (Line 5).....	2.7	1.3	3.2	0.7	2.2
35. Contract loans (Line 6).....					
36. Derivatives (Line 7).....					
37. Other invested assets (Line 8).....					
38. Receivable for securities (Line 9).....		0.1			
39. Securities lending reinvested collateral assets (Line 10).....					
40. Aggregate write-ins for invested assets (Line 11).....					
41. Cash, cash equivalents and invested assets (Line 12).....	100.0	100.0	100.0	100.0	100.0
<b>Investments in Parent, Subsidiaries and Affiliates</b>					
42. Affiliated bonds (Sch. D, Summary, Line 12, Col. 1).....					
43. Affiliated preferred stocks (Sch. D, Summary, Line 18, Col. 1).....					
44. Affiliated common stocks (Sch. D, Summary, Line 24, Col. 1).....					
45. Affiliated short-term investments (subtotals included in Schedule DA, Verification, Column 5, Line 10).....					
46. Affiliated mortgage loans on real estate.....					
47. All other affiliated.....	6,129,786	6,163,925	6,308,064	6,612,203	6,656,341
48. Total of above lines 42 to 47.....	6,129,786	6,163,925	6,308,064	6,612,203	6,656,341
49. Total investment in parent included in Lines 42 to 47 above.....					
50. Percentage of investments in parent, subsidiaries and affiliates to surplus as regards policyholders (Line 48 above divided by Page 3, Col. 1, Line 37 x 100.0).....	0.4	0.4	0.5	0.5	0.6

PROGRESSIVE DIRECT INSURANCE COMPANY  
FIVE-YEAR HISTORICAL DATA  
(Continued)

	1	2	3	4	5
	2014	2013	2012	2011	2010
<b>Capital and Surplus Accounts (Page 4)</b>					
51. Net unrealized capital gains (losses) (Line 24).....	39,080,298	117,142,253	38,629,012	(1,235,132)	32,162,214
52. Dividends to stockholders (Line 35).....	(163,000,000)	(340,000,000)	(185,000,000)	(161,000,000)	(180,900,000)
53. Change in surplus as regards policyholders for the year (Line 38).....	138,166,122	70,001,649	90,891,945	68,483,504	82,221,599
<b>Gross Losses Paid (Page 9, Part 2, Cols. 1 &amp; 2)</b>					
54. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	2,281,480,043	2,059,590,753	1,958,632,441	1,751,038,896	1,560,739,744
55. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	1,574,249,256	1,343,916,845	1,298,405,893	1,198,471,170	1,060,600,201
56. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	1,324,475	1,839,342	2,337,293	2,316,557	1,337,226
57. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
58. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
59. Total (Line 35).....	3,857,053,774	3,405,346,940	3,259,375,627	2,951,826,623	2,622,677,171
<b>Net Losses Paid (Page 9, Part 2, Col. 4)</b>					
60. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	1,768,147,033	1,596,182,834	1,517,940,142	1,357,055,144	1,209,573,302
61. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	1,220,043,173	1,041,535,555	1,006,264,567	928,815,157	821,965,156
62. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	1,026,468	1,425,490	1,811,402	1,795,332	1,036,350
63. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
64. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
65. Total (Line 35).....	2,989,216,675	2,639,143,878	2,526,016,111	2,287,665,633	2,032,574,808
<b>Operating Percentages</b> (Page 4) (Item divided by Page 4, Line 1) x 100.0					
66. Premiums earned (Line 1).....	100.0	100.0	100.0	100.0	100.0
67. Losses incurred (Line 2).....	63.3	61.5	63.4	60.6	61.3
68. Loss expenses incurred (Line 3).....	11.0	10.9	10.8	11.2	12.0
69. Other underwriting expenses incurred (Line 4).....	20.5	21.1	21.5	23.1	22.6
70. Net underwriting gain (loss) (Line 8).....	5.2	6.6	4.3	5.2	4.2
<b>Other Percentages</b>					
71. Other underwriting expenses to net premiums written (Page 4, Lines 4 + 5 - 15 divided by Page 8, Part 1B, Col. 6, Line 35 x 100.0).....	19.9	20.6	21.1	22.4	21.7
72. Losses and loss expenses incurred to premiums earned (Page 4, Lines 2 + 3 divided by Page 4, Line 1 x 100.0).....	74.3	72.4	74.2	71.7	73.3
73. Net premiums written to policyholders' surplus (Page 8, Part 1B, Col. 6, Line 35, divided by Page 3, Line 37, Col. 1 x 100.0).....	316.1	310.5	311.5	310.9	305.5
<b>One Year Loss Development (000 omitted)</b>					
74. Development in estimated losses and loss expenses incurred prior to current year (Schedule P, Part 2-Summary, Line 12, Col. 11).....	(1,991)	(24,962)	(9,479)	(75,849)	(82,465)
75. Percent of development of losses and loss expenses incurred to policyholders' surplus of prior year end (Line 74 above divided by Page 4, Line 21, Col. 1 x 100).....	(0.1)	(1.8)	(0.7)	(6.3)	(7.4)
<b>Two Year Loss Development (000 omitted)</b>					
76. Development in estimated losses and loss expenses incurred 2 years before the current year and prior year (Schedule P, Part 2-Summary, Line 12, Col. 12).....	(26,083)	(17,511)	(92,408)	(123,120)	(58,064)
77. Percent of development of losses and loss expenses incurred to reported policyholders' surplus of second prior year end (Line 76 above divided by Page 4, Line 21, Col. 2 x 100.0).....	(1.9)	(1.4)	(7.7)	(11.0)	(6.6)

If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of  
SSAP No. 3, Accounting Changes and Correction of Errors?

Yes[ ] No[ ]

If no, please explain:

**SCHEDULE P - ANALYSIS OF LOSSES AND LOSS EXPENSES**

**SCHEDULE P - PART 1 - SUMMARY**

(\$000 Omitted)

Years in Which Premiums Were Earned and Losses Were Incurred	Premiums Earned			Loss and Loss Expense Payments								12 Number of Claims Reported- Direct and Assumed
	1	2	3	Loss Payments		Defense and Cost Containment Payments		Adjusting and Other Payments		10	11	
	Direct and Assumed	Ceded	Net (Cols. 1 - 2)	4 Direct and Assumed	5 Ceded	6 Direct and Assumed	7 Ceded	8 Direct and Assumed	9 Ceded	Salvage and Subrogation Received	Total Net Paid (Cols. 4 - 5 + 6 - 7 + 8 - 9)	
1. Prior.....	.....XXX.....	.....XXX.....	.....XXX.....	.....540.....	.....	.....36.....	.....	.....39.....	.....	.....187.....	.....615.....	.....XXX.....
2. 2005.....	.....2,297,757.....	.....11,414.....	.....2,286,343.....	...1,311,129.....	.....10,979.....	.....37,399.....	.....18.....	....281,196.....	.....739.....	....131,001.....	....1,617,988.....	.....XXX.....
3. 2006.....	.....2,589,477.....	.....19,822.....	.....2,569,654.....	...1,445,942.....	.....10,075.....	.....39,342.....	.....26.....	....309,060.....	.....4.....	....158,902.....	....1,784,239.....	.....XXX.....
4. 2007.....	.....2,760,864.....	.....25,097.....	.....2,735,767.....	...1,613,662.....	.....12,146.....	.....42,265.....	.....33.....	....307,641.....	.....	....191,105.....	....1,951,390.....	.....XXX.....
5. 2008.....	.....2,895,705.....	.....26,204.....	.....2,869,502.....	...1,721,799.....	.....12,952.....	.....41,435.....	.....4.....	....332,145.....	.....	....199,679.....	....2,082,424.....	.....XXX.....
6. 2009.....	.....3,257,637.....	.....32,533.....	.....3,225,104.....	...1,918,375.....	.....15,128.....	.....49,107.....	.....35.....	....329,970.....	.....	....224,006.....	....2,282,289.....	.....XXX.....
7. 2010.....	.....3,619,023.....	.....39,448.....	.....3,579,574.....	...2,230,128.....	.....25,543.....	.....57,139.....	.....38.....	....368,069.....	.....	....252,874.....	....2,629,754.....	.....XXX.....
8. 2011.....	.....3,929,214.....	.....50,576.....	.....3,878,639.....	...2,377,995.....	.....21,543.....	.....55,195.....	.....17.....	....374,248.....	.....	....281,495.....	....2,785,878.....	.....XXX.....
9. 2012.....	.....4,243,748.....	.....52,750.....	.....4,190,998.....	...2,536,711.....	.....20,116.....	.....41,843.....	.....37.....	....379,208.....	.....	....307,589.....	....2,937,610.....	.....XXX.....
10. 2013.....	.....4,433,166.....	.....63,025.....	.....4,370,141.....	...2,410,645.....	.....22,748.....	.....24,066.....	.....38.....	....369,789.....	.....	....289,035.....	....2,781,713.....	.....XXX.....
11. 2014.....	.....4,925,123.....	.....77,076.....	.....4,848,047.....	...2,124,754.....	.....14,237.....	.....7,046.....	.....4.....	....333,266.....	.....	....211,478.....	....2,450,825.....	.....XXX.....
12. Totals.....	.....XXX.....	.....XXX.....	.....XXX.....	..19,691,680.....	.....165,467.....	.....394,872.....	.....250.....	...3,384,631.....	.....743.....	...2,247,352.....	...23,304,724.....	.....XXX.....

	Losses Unpaid				Defense and Cost Containment Unpaid				Adjusting and Other Unpaid		23  Salvage and Subrogation Anticipated	24 Total Net Losses and Expenses Unpaid	25  Number of Claims Outstanding- Direct and Assumed
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		21	22			
	13 Direct and Assumed	14 Ceded	15 Direct and Assumed	16 Ceded	17 Direct and Assumed	18 Ceded	19 Direct and Assumed	20 Ceded	Direct and Assumed	Ceded			
1. Prior.....	.....1,576.....	.....	.....372.....	.....	.....41.....	.....	.....	.....	.....13.....	.....	.....	.....2,001.....	.....XXX.....
2. 2005.....	.....8,477.....	.....8,163.....	.....156.....	.....	.....52.....	.....	.....	.....	.....61.....	.....	.....	.....584.....	.....XXX.....
3. 2006.....	.....2,247.....	.....1,794.....	.....458.....	.....271.....	.....97.....	.....	.....	.....	.....94.....	.....	.....	.....832.....	.....XXX.....
4. 2007.....	.....9,233.....	.....6,932.....	.....1,555.....	.....1,351.....	.....249.....	.....	.....	.....	.....331.....	.....	.....	.....3,085.....	.....XXX.....
5. 2008.....	.....15,226.....	.....11,932.....	.....1,609.....	.....1,420.....	.....577.....	.....	.....0.....	.....	.....402.....	.....	.....	.....4,462.....	.....XXX.....
6. 2009.....	.....13,864.....	.....6,550.....	.....2,499.....	.....2,332.....	.....1,439.....	.....	.....0.....	.....	.....921.....	.....	.....	.....9,841.....	.....XXX.....
7. 2010.....	.....55,532.....	.....34,776.....	.....895.....	.....605.....	.....3,831.....	.....	.....0.....	.....	.....2,267.....	.....	.....	.....27,145.....	.....XXX.....
8. 2011.....	.....62,348.....	.....14,886.....	.....23,700.....	.....7,475.....	.....8,753.....	.....	.....4,316.....	.....	.....6,355.....	.....	.....9,545.....	.....83,111.....	.....XXX.....
9. 2012.....	.....177,578.....	.....60,115.....	.....21,716.....	.....1,535.....	.....21,104.....	.....	.....5,720.....	.....	.....13,246.....	.....	.....11,643.....	.....177,714.....	.....XXX.....
10. 2013.....	.....309,778.....	.....42,964.....	.....62,698.....	.....2,608.....	.....35,785.....	.....	.....10,226.....	.....0.....	.....32,665.....	.....	.....24,384.....	.....405,579.....	.....XXX.....
11. 2014.....	.....789,205.....	.....11,519.....	.....247,687.....	.....64,027.....	.....54,121.....	.....	.....20,714.....	.....4.....	.....109,789.....	.....	.....142,379.....	.....1,145,965.....	.....XXX.....
12. Totals...	...1,445,065.....	.....199,632.....	.....363,346.....	.....81,624.....	.....126,048.....	.....0.....	.....40,976.....	.....4.....	.....166,144.....	.....0.....	.....187,951.....	.....1,860,320.....	.....XXX.....

	Total Losses and Loss Expenses Incurred			Loss and Loss Expense Percentage (Incurred/Premiums Earned)			Nontabular Discount		34	Net Balance Sheet Reserves after Discount	
	26 Direct and Assumed	27 Ceded	28 Net	29 Direct and Assumed	30 Ceded	31 Net	32 Loss	33 Loss Expense	Inter-Company Pooling Participation Percentage	35 Losses Unpaid	36 Loss Expenses Unpaid
1. Prior..	.....XXX.....	.....XXX.....	.....XXX.....	.....XXX.....	.....XXX.....	.....XXX.....	.....	.....	.....XXX.....	.....1,948.....	.....53.....
2. 2005..	.....1,638,471.....	.....19,899.....	.....1,618,572.....	.....71.3.....	.....174.3.....	.....70.8.....	.....	.....	.....77.50.....	.....471.....	.....113.....
3. 2006..	.....1,797,241.....	.....12,171.....	.....1,785,070.....	.....69.4.....	.....61.4.....	.....69.5.....	.....	.....	.....77.50.....	.....641.....	.....191.....
4. 2007..	.....1,974,936.....	.....20,461.....	.....1,954,475.....	.....71.5.....	.....81.5.....	.....71.4.....	.....	.....	.....77.50.....	.....2,505.....	.....580.....
5. 2008..	.....2,113,194.....	.....26,307.....	.....2,086,887.....	.....73.0.....	.....100.4.....	.....72.7.....	.....	.....	.....77.50.....	.....3,484.....	.....979.....
6. 2009..	.....2,316,174.....	.....24,045.....	.....2,292,129.....	.....71.1.....	.....73.9.....	.....71.1.....	.....	.....	.....77.50.....	.....7,481.....	.....2,360.....
7. 2010..	.....2,717,861.....	.....60,962.....	.....2,656,899.....	.....75.1.....	.....154.5.....	.....74.2.....	.....	.....	.....77.50.....	.....21,046.....	.....6,099.....
8. 2011..	.....2,912,911.....	.....43,921.....	.....2,868,989.....	.....74.1.....	.....86.8.....	.....74.0.....	.....	.....	.....77.50.....	.....63,688.....	.....19,424.....
9. 2012..	.....3,197,126.....	.....81,802.....	.....3,115,323.....	.....75.3.....	.....155.1.....	.....74.3.....	.....	.....	.....77.50.....	.....137,644.....	.....40,070.....
10. 2013..	.....3,255,652.....	.....68,359.....	.....3,187,292.....	.....73.4.....	.....108.5.....	.....72.9.....	.....	.....	.....77.50.....	.....326,904.....	.....78,676.....
11. 2014..	.....3,686,582.....	.....89,791.....	.....3,596,791.....	.....74.9.....	.....116.5.....	.....74.2.....	.....	.....	.....77.50.....	.....961,345.....	.....184,620.....
12. Totals	.....XXX.....	.....XXX.....	.....XXX.....	.....XXX.....	.....XXX.....	.....XXX.....	.....0.....	.....0.....	.....XXX.....	.....1,527,156.....	.....333,164.....

Note: Parts 2 and 4 are gross of all discounting, including tabular discounting. Part 1 is gross of only nontabular discounting, which is reported in Columns 32 and 33 of Part 1. The tabular discount, if any, is reported in the Notes to Financial Statements, which will reconcile Part 1 with Parts 2 and 4.

**SCHEDULE P - PART 2 - SUMMARY**

Years in Which Losses Were Incurred	Incurred Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										DEVELOPMENT	
	1	2	3	4	5	6	7	8	9	10	11	12
	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	One Year	Two Year
1. Prior.....	.....260,877	.....242,542	.....239,127	.....231,009	.....231,738	.....231,906	.....233,632	.....234,655	.....234,558	.....235,702	.....1,144	.....1,047
2. 2005.....	.....1,366,402	.....1,342,637	.....1,347,221	.....1,343,394	.....1,335,979	.....1,335,996	.....1,337,195	.....1,337,102	.....1,337,942	.....1,338,053	.....111	.....951
3. 2006.....	.....XXX	.....1,486,319	.....1,481,466	.....1,493,913	.....1,484,134	.....1,475,278	.....1,474,079	.....1,475,028	.....1,475,106	.....1,475,921	.....815	.....893
4. 2007.....	.....XXX	.....XXX	.....1,672,954	.....1,665,743	.....1,662,737	.....1,653,962	.....1,640,081	.....1,641,540	.....1,642,394	.....1,646,502	.....4,108	.....4,963
5. 2008.....	.....XXX	.....XXX	.....XXX	.....1,800,459	.....1,786,161	.....1,779,312	.....1,764,530	.....1,752,270	.....1,753,625	.....1,754,339	.....714	.....2,070
6. 2009.....	.....XXX	.....XXX	.....XXX	.....XXX	.....2,061,427	.....2,003,257	.....1,989,539	.....1,975,451	.....1,960,046	.....1,961,239	.....1,193	.....(14,212)
7. 2010.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....2,330,128	.....2,294,935	.....2,301,386	.....2,300,909	.....2,286,563	.....(14,347)	.....(14,823)
8. 2011.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....2,477,199	.....2,484,278	.....2,489,098	.....2,488,386	.....(712)	.....4,108
9. 2012.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....2,733,948	.....2,717,017	.....2,722,869	.....5,852	.....(11,078)
10. 2013.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....2,785,708	.....2,784,838	.....(870)	.....XXX
11. 2014.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....3,153,735	.....XXX	.....XXX
12. Totals.....											.....(1,991)	.....(26,083)

**SCHEDULE P - PART 3 - SUMMARY**

Years in Which Losses Were Incurred	Cumulative Paid Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										11	12
	1	2	3	4	5	6	7	8	9	10	Number of Claims Closed With Loss Payment	Number of Claims Closed Without Loss Payment
	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014		
1. Prior.....	.....000	.....121,629	.....185,801	.....213,340	.....223,461	.....227,370	.....231,892	.....232,754	.....233,137	.....233,713	.....XXX	.....XXX
2. 2005.....	.....926,367	.....1,148,722	.....1,249,400	.....1,304,852	.....1,322,841	.....1,330,224	.....1,332,785	.....1,334,369	.....1,337,190	.....1,337,531	.....XXX	.....XXX
3. 2006.....	.....XXX	.....1,026,599	.....1,271,220	.....1,381,626	.....1,439,416	.....1,461,717	.....1,468,847	.....1,472,092	.....1,473,448	.....1,475,183	.....XXX	.....XXX
4. 2007.....	.....XXX	.....XXX	.....1,140,324	.....1,429,457	.....1,546,420	.....1,601,759	.....1,626,523	.....1,634,277	.....1,638,335	.....1,643,748	.....XXX	.....XXX
5. 2008.....	.....XXX	.....XXX	.....XXX	.....1,196,233	.....1,538,389	.....1,652,420	.....1,708,862	.....1,734,787	.....1,746,417	.....1,750,279	.....XXX	.....XXX
6. 2009.....	.....XXX	.....XXX	.....XXX	.....XXX	.....1,322,960	.....1,689,621	.....1,829,034	.....1,906,694	.....1,938,108	.....1,952,319	.....XXX	.....XXX
7. 2010.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....1,504,870	.....1,947,122	.....2,127,500	.....2,220,196	.....2,261,685	.....XXX	.....XXX
8. 2011.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....1,660,004	.....2,125,611	.....2,318,441	.....2,411,629	.....XXX	.....XXX
9. 2012.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....1,822,331	.....2,351,438	.....2,558,401	.....XXX	.....XXX
10. 2013.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....1,838,479	.....2,411,924	.....XXX	.....XXX
11. 2014.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....2,117,559	.....XXX	.....XXX

**SCHEDULE P - PART 4 - SUMMARY**

Years in Which Losses Were Incurred	Bulk and IBNR Reserves on Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)									
	1	2	3	4	5	6	7	8	9	10
	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
1. Prior.....	.....46,029	.....16,328	.....4,703	.....635	.....750	.....755	.....121	.....170	.....316	.....372
2. 2005.....	.....105,035	.....36,185	.....16,619	.....6,411	.....1	.....98	.....82	.....167	.....105	.....156
3. 2006.....	.....XXX	.....117,755	.....40,435	.....20,696	.....7,945	.....104	.....94	.....167	.....105	.....187
4. 2007.....	.....XXX	.....XXX	.....132,000	.....43,488	.....22,142	.....11,743	.....142	.....167	.....105	.....205
5. 2008.....	.....XXX	.....XXX	.....XXX	.....155,240	.....48,902	.....26,674	.....12,287	.....167	.....105	.....189
6. 2009.....	.....XXX	.....XXX	.....XXX	.....XXX	.....168,192	.....56,704	.....30,405	.....17,730	.....397	.....167
7. 2010.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....175,246	.....60,002	.....28,269	.....20,210	.....290
8. 2011.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....177,106	.....66,384	.....26,022	.....20,541
9. 2012.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....210,729	.....63,779	.....25,901
10. 2013.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....214,507	.....70,316
11. 2014.....	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....XXX	.....204,369

PROGRESSIVE DIRECT INSURANCE COMPANY  
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

		1	Gross Premiums, Including Policy and Membership Fees Less Return Premiums and Premiums on Policies Not Taken		4	5	6	7	8	9
			2	3						
States, Etc.		Active Status	Direct Premiums Written	Direct Premiums Earned	Dividends Paid or Credited to Policyholders on Direct Business	Direct Losses Paid (Deducting Salvage)	Direct Losses Incurred	Direct Losses Unpaid	Finance and Service Charges not Included in Premiums	Direct Premiums Written for Federal Purchasing Groups (Incl. in Col. 2)
1.	Alabama.....AL	...L....	74,469,293	73,330,998	.....	45,974,620	46,251,732	16,017,592	1,011,892	.....
2.	Alaska.....AK	...L....	20,938,852	20,368,515	.....	9,515,580	9,960,441	5,478,144	244,919	.....
3.	Arizona.....AZ	...Q....	.....	.....	.....	.....	.....	.....	.....	.....
4.	Arkansas.....AR	...L....	34,360,475	33,112,563	.....	18,099,460	18,441,534	5,352,750	576,466	.....
5.	California.....CA	...L....	48,799,332	48,574,571	.....	55,289,685	28,470,850	21,221,381	906,764	.....
6.	Colorado.....CO	...L....	189,609,727	185,816,569	.....	140,501,433	147,437,519	68,408,493	2,674,575	.....
7.	Connecticut.....CT	...L....	81,655,068	80,567,776	.....	49,647,626	49,098,490	33,903,224	1,099,951	.....
8.	Delaware.....DE	...L....	35,019,318	34,093,039	.....	18,879,968	20,654,495	11,565,862	456,602	.....
9.	District of Columbia.....DC	...L....	20,324,996	19,952,373	.....	11,917,769	12,708,259	5,989,582	245,047	.....
10.	Florida.....FL	...Q....	.....	.....	.....	.....	.....	.....	.....	.....
11.	Georgia.....GA	...L....	10,221,302	10,640,168	.....	5,183,622	4,748,127	2,931,544	128,916	.....
12.	Hawaii.....HI	...L....	24,988,157	24,152,169	.....	10,906,680	11,464,104	5,525,783	280,613	.....
13.	Idaho.....ID	...L....	23,485,184	22,985,495	.....	12,681,853	12,149,225	5,417,747	483,089	.....
14.	Illinois.....IL	...L....	20,220,137	21,224,759	.....	13,093,720	11,735,051	5,764,273	257,144	.....
15.	Indiana.....IN	...L....	.....	.....	.....	(38,105)	(134,361)	44,003	.....	.....
16.	Iowa.....IA	...L....	(25)	(25)	.....	6,545	6,544	1	.....	.....
17.	Kansas.....KS	...L....	65,553,837	64,441,830	.....	37,662,280	38,498,756	11,168,810	1,089,912	.....
18.	Kentucky.....KY	...L....	82,955,229	81,356,704	.....	47,466,682	45,762,727	22,192,528	1,063,920	.....
19.	Louisiana.....LA	...L....	.....	.....	.....	.....	.....	.....	.....	.....
20.	Maine.....ME	...L....	2,814,010	2,648,711	.....	1,193,211	1,195,247	373,162	40,100	.....
21.	Maryland.....MD	...L....	17,723,169	18,368,031	.....	11,005,897	9,305,884	5,564,372	196,101	.....
22.	Massachusetts.....MA	...L....	146,350,128	145,956,695	.....	85,283,595	85,774,475	43,996,079	2,077,119	.....
23.	Michigan.....MI	...Q....	.....	.....	.....	.....	.....	.....	.....	.....
24.	Minnesota.....MN	...L....	184,505,326	179,954,260	.....	114,356,694	113,099,662	51,501,729	2,991,014	.....
25.	Mississippi.....MS	...L....	.....	.....	.....	.....	.....	.....	.....	.....
26.	Missouri.....MO	...L....	16,194,224	17,167,482	.....	15,657,484	14,252,593	6,812,187	177,200	.....
27.	Montana.....MT	...L....	28,561,748	27,587,263	.....	17,681,995	18,925,307	6,386,511	379,915	.....
28.	Nebraska.....NE	...L....	.....	.....	.....	94	69	.....	.....	.....
29.	Nevada.....NV	...L....	87,258,396	85,718,459	.....	54,887,831	55,809,340	31,848,854	1,188,830	.....
30.	New Hampshire.....NH	...L....	.....	.....	.....	176,295	1,934	9,944	.....	.....
31.	New Jersey.....NJ	...Q....	.....	.....	.....	.....	.....	.....	.....	.....
32.	New Mexico.....NM	...L....	65,362,855	65,070,201	.....	41,826,595	39,944,061	26,450,079	934,035	.....
33.	New York.....NY	...L....	15,130,934	14,664,563	.....	15,906,424	7,776,645	13,063,439	244,511	.....
34.	North Carolina.....NC	...L....	.....	.....	.....	.....	.....	.....	.....	.....
35.	North Dakota.....ND	...L....	23,785,880	22,961,069	.....	12,856,282	12,908,644	4,908,171	375,402	.....
36.	Ohio.....OH	...L....	306,527,568	297,956,369	.....	189,933,461	193,870,465	72,682,868	5,960,137	.....
37.	Oklahoma.....OK	...L....	64,335,248	62,679,899	.....	34,169,142	32,853,311	13,704,336	970,996	.....
38.	Oregon.....OR	...L....	17	17	.....	(1,531)	(35,470)	705	.....	.....
39.	Pennsylvania.....PA	...L....	36,565,435	37,452,912	.....	25,570,810	22,550,101	14,109,287	562,276	.....
40.	Rhode Island.....RI	...L....	50,731,083	48,955,555	.....	31,314,352	35,096,512	20,567,013	495,625	.....
41.	South Carolina.....SC	...L....	72,637,822	69,941,173	.....	42,179,872	46,837,702	17,992,086	1,262,795	.....
42.	South Dakota.....SD	...L....	17,448,268	16,948,370	.....	12,594,179	13,176,886	4,196,669	284,516	.....
43.	Tennessee.....TN	...L....	.....	.....	.....	(7,628)	(32,628)	.....	.....	.....
44.	Texas.....TX	...N....	.....	.....	.....	.....	.....	.....	.....	.....
45.	Utah.....UT	...L....	52,244,379	51,256,312	.....	29,856,857	30,759,395	14,185,284	872,746	.....
46.	Vermont.....VT	...L....	18,111,609	17,460,834	.....	11,064,451	11,391,534	3,429,983	353,335	.....
47.	Virginia.....VA	...L....	49,651,236	51,752,736	.....	35,657,278	32,354,668	15,915,923	591,051	.....
48.	Washington.....WA	...L....	170,987,582	166,325,065	.....	98,427,158	105,663,398	61,785,129	2,663,732	.....
49.	West Virginia.....WV	...L....	.....	.....	.....	.....	(11,544)	.....	.....	.....
50.	Wisconsin.....WI	...L....	.....	.....	.....	(10,213)	(10,283)	(5)	.....	.....
51.	Wyoming.....WY	...L....	.....	.....	.....	.....	(10)	.....	.....	.....
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	17,608,981	17,059,857	0	11,305,356	12,471,216	2,561,166	0	0
59.	Totals.....	(a) ...46	2,177,136,780	2,138,503,337	0	1,369,675,359	1,353,182,607	653,026,688	33,141,246	0

DETAILS OF WRITE-INS

58001.	AUS AUSTRALIA.....	XXX	17,608,981	17,059,857	.....	11,305,356	12,471,216	2,561,166	.....	.....
58002.	.....	XXX	.....	.....	.....	.....	.....	.....	.....	.....
58003.	.....	XXX	.....	.....	.....	.....	.....	.....	.....	.....
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	17,608,981	17,059,857	0	11,305,356	12,471,216	2,561,166	0	0

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

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

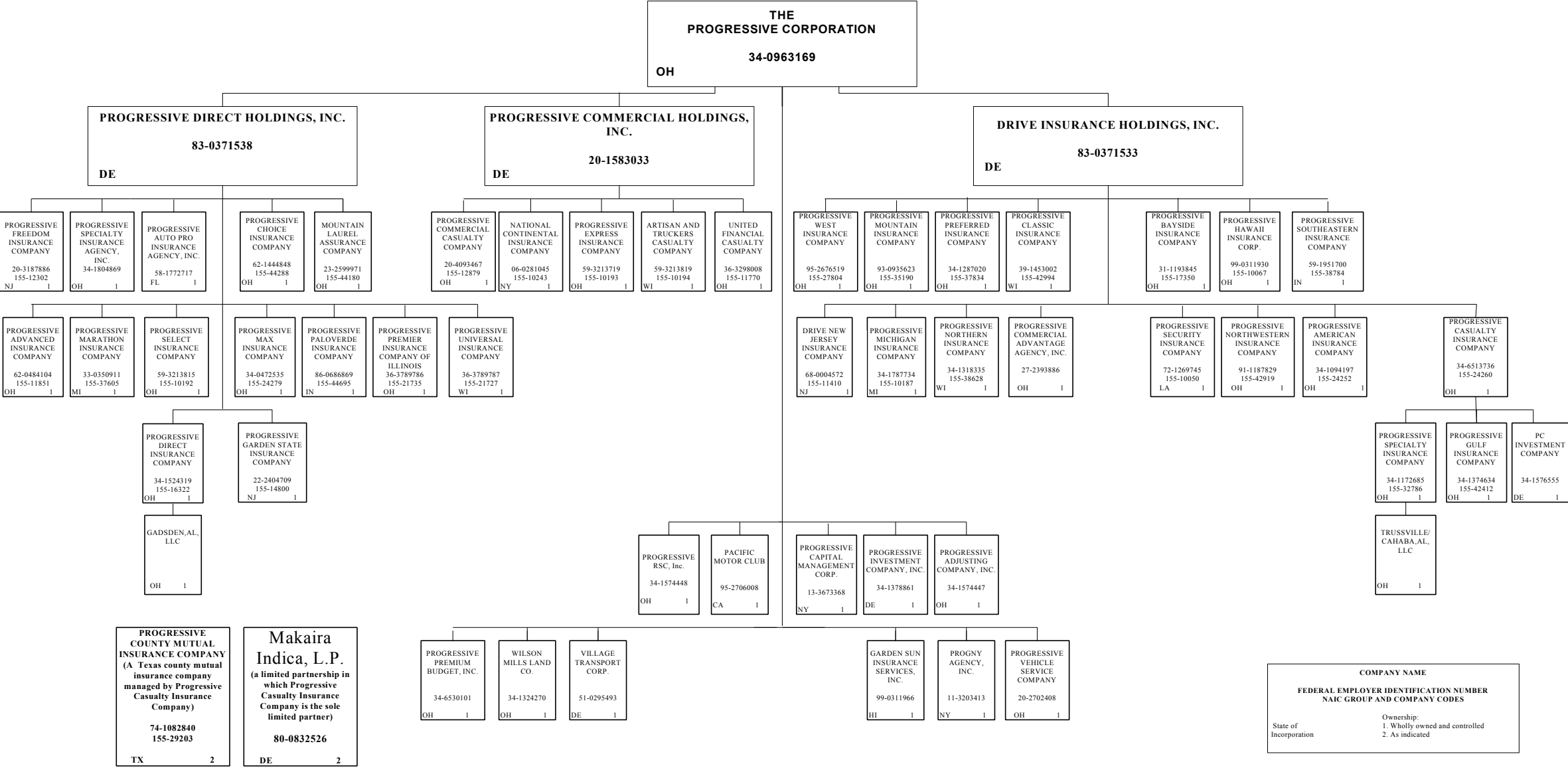
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

Explanation of Basis of Allocation of Premiums by States, etc.

Allocation on the basis of the location where the vehicle is principally garaged and used.



**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
PART 1 – ORGANIZATIONAL CHART



2014 ALPHABETICAL INDEX -- PROPERTY & CASUALTY ANNUAL STATEMENT BLANK

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