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QUARTERLY STATEMENT

As of September 30, 2016

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 *(Street and Number) (City or Town, State, Country and Zip Code)*	440-461-5000 *(Area Code) (Telephone Number)*
Mail Address	P.O. BOX 89490….. CLEVELAND ..... OH ..... US ..... 44101-6490 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 *(Street and Number) (City or Town, State, Country and Zip Code)*	440-395-4460 *(Area Code) (Telephone Number)*
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO *(Name)*	440-395-4460 *(Area Code) (Telephone Number) (Extension)*
	FINANCIAL_REPORTING@PROGRESSIVE.COM *(E-Mail Address)*	440-603-5500 *(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)	JOHN ALLEN CURTISS JR.	(VICE PRESIDENT)
KAREN ANN KOSUDA	(ASST. SECRETARY)	SIMON GREGER LINDSAY	(VICE PRESIDENT)
MARIANN WOJTKUN MARSHALL	(VICE PRESIDENT)		

DIRECTORS OR TRUSTEES

JOHN ALLEN CURTISS JR. #	BRIAN JACOB GURA	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 9TH day of NOVEMBER, 2016

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	3,439,985,201		3,439,985,201	3,732,913,021
2. Stocks:				
2.1 Preferred stocks	32,270,950		32,270,950	38,840,199
2.2 Common stocks	887,250,076		887,250,076	826,403,971
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	156,942,210		156,942,210	162,915,648
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....4,531,578), cash equivalents ($.....556,919,517) and short-term investments ($.....513,551,671)	1,075,002,766		1,075,002,766	191,190,760
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	14,582,871	14,582,871	0	
9. Receivables for securities	9,238		9,238	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	5,606,043,312	14,582,871	5,591,460,441	4,952,263,599
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	14,884,076		14,884,076	15,005,010
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	162,637,719	18,171,550	144,466,169	104,989,090
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	899,833,928		899,833,928	682,905,628
15.3 Accrued retrospective premiums ($..........0) and contracts subject to redetermination ($..........0)			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	13,439,290		13,439,290	2,706,067
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon	8,348,468		8,348,468	
18.2 Net deferred tax asset	6,469,472		6,469,472	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)	39,926	39,926	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	98,746,147		98,746,147	73,776,108
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	5,311,644	1,372,413	3,939,231	3,647,493
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	6,815,753,982	34,166,760	6,781,587,222	5,835,292,995
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	6,815,753,982	34,166,760	6,781,587,222	5,835,292,995

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	2,027,579		2,027,579	1,664,592
2502. STATE TAX CREDITS	973,500		973,500	1,034,065
2503. NET GOODS AND SERVICES TAX RECOVERABLE	774,331		774,331	519,248
2598. Summary of remaining write-ins for Line 25 from overflow page	1,536,234	1,372,413	163,821	429,588
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	5,311,644	1,372,413	3,939,231	3,647,493

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....1,065,670,819)	1,922,385,396	1,730,694,760
2.	Reinsurance payable on paid losses and loss adjustment expenses	386,795,827	242,193,305
3.	Loss adjustment expenses	434,853,936	386,547,032
4.	Commissions payable, contingent commissions and other similar charges	313,577	904,163
5.	Other expenses (excluding taxes, licenses and fees)	14,994,878	12,987,049
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	47,845,017	51,849,751
7.1	Current federal and foreign income taxes (including $..........0 on realized capital gains (losses))		33,880,761
7.2	Net deferred tax liability		5,847,536
8.	Borrowed money $..........0 and interest thereon $..........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....525,042,716 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)	1,808,046,443	1,501,328,986
10.	Advance premium	13,598,381	9,442,444
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	1,705,147	737,327
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $..........0 certified)		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	89,234,501	72,453,049
19.	Payable to parent, subsidiaries and affiliates		
20.	Derivatives		
21.	Payable for securities	74,903,999	
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	4,690,913	3,323,414
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	4,799,368,015	4,052,189,577
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	4,799,368,015	4,052,189,577
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	874,529,760	868,903,891
35.	Unassigned funds (surplus)	1,104,688,967	911,199,047
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)	1,982,219,207	1,783,103,418
38.	Totals (Page 2, Line 28, Col. 3)	6,781,587,222	5,835,292,995

DETAILS OF WRITE-INS

2501.	MISCELLANEOUS OTHER LIABILITIES	2,332,217	2,138,423
2502.	ESCHEATABLE PROPERTY	1,632,699	567,767
2503.	STATE PLAN LIABILITY	725,997	617,224
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)	4,690,913	3,323,414
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....2,005,826,038)	1,877,138,915	1,683,242,531	2,264,640,913
1.2 Assumed (written $.....4,251,371,425)	3,984,283,043	3,396,954,609	4,606,858,065
1.3 Ceded (written $.....1,408,013,060)	1,318,955,012	1,143,166,229	1,546,252,390
1.4 Net (written $.....4,849,184,403)	4,542,466,946	3,937,030,911	5,325,246,588
DEDUCTIONS:			
2. Losses incurred (current accident year $.....2,954,065,884):			
2.1 Direct	1,205,042,049	1,051,667,348	1,416,084,874
2.2 Assumed	2,602,554,706	2,143,517,136	2,924,867,679
2.3 Ceded	856,739,072	718,965,065	976,776,325
2.4 Net	2,950,857,683	2,476,219,419	3,364,176,228
3. Loss adjustment expenses incurred	516,062,427	446,702,346	603,539,263
4. Other underwriting expenses incurred	927,032,359	824,970,986	1,076,748,703
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	4,393,952,469	3,747,892,751	5,044,464,194
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	148,514,477	189,138,160	280,782,394
INVESTMENT INCOME			
9. Net investment income earned	86,533,311	80,274,417	108,834,327
10. Net realized capital gains (losses) less capital gains tax of $.....7,584,458	(21,498,196)	18,849,494	18,843,944
11. Net investment gain (loss) (Lines 9 + 10)	65,035,115	99,123,911	127,678,271
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....1,882,205 amount charged off $.....47,871,904)	(45,989,699)	(36,889,484)	(49,734,872)
13. Finance and service charges not included in premiums	29,189,955	25,901,925	34,653,039
14. Aggregate write-ins for miscellaneous income	13,895,067	13,205,546	17,472,909
15. Total other income (Lines 12 through 14)	(2,904,677)	2,217,987	2,391,076
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	210,644,915	290,480,058	410,851,741
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)	210,644,915	290,480,058	410,851,741
19. Federal and foreign income taxes incurred	64,371,305	110,840,932	145,224,477
20. Net income (Line 18 minus Line 19) (to Line 22)	146,273,610	179,639,126	265,627,264
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	1,783,103,418	1,571,450,964	1,571,450,964
22. Net income (from Line 20)	146,273,610	179,639,126	265,627,264
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....15,529,940	28,898,214	(39,626,699)	(6,827,925)
25. Change in net unrealized foreign exchange capital gain (loss)	618,317	(1,329,017)	(1,194,172)
26. Change in net deferred income tax	28,179,889	16,974,881	10,694,866
27. Change in nonadmitted assets	(10,480,110)	(820,085)	(2,488,045)
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in	5,625,869	6,887,130	11,340,466
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders		(50,000,000)	(65,500,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	199,115,789	111,725,336	211,652,454
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	1,982,219,207	1,683,176,300	1,783,103,418

DETAILS OF WRITE-INS

0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED	12,963,185	11,867,578	15,982,334
1402. MISCELLANEOUS OTHER INCOME	627,247	1,314,037	1,419,994
1403. INTEREST INCOME ON INTERCOMPANY BALANCES	304,635	23,931	70,581
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	13,895,067	13,205,546	17,472,909
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	4,595,397,924	4,013,604,020	5,451,159,970
2.	Net investment income	104,238,666	95,054,773	130,880,203
3.	Miscellaneous income	(503,026)	4,336,152	5,151,903
4.	Total (Lines 1 through 3)	4,699,133,564	4,112,994,945	5,587,192,077
5.	Benefit and loss related payments	2,625,297,748	2,258,934,626	3,157,294,753
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,397,375,373	1,235,536,316	1,624,164,686
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....2,820,413 tax on capital gains (losses)	114,184,992	111,299,855	149,724,472
10.	Total (Lines 5 through 9)	4,136,858,113	3,605,770,797	4,931,183,911
11.	Net cash from operations (Line 4 minus Line 10)	562,275,451	507,224,148	656,008,165
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	1,888,310,203	1,671,463,173	2,219,804,890
	12.2 Stocks	55,576,868	32,108,479	51,422,661
	12.3 Mortgage loans			
	12.4 Real estate		45,100	45,100
	12.5 Other invested assets	105,000	102,000	127,000
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	11,771		
	12.7 Miscellaneous proceeds	74,903,999	40,465,400	
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	2,018,907,841	1,744,184,152	2,271,399,651
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	1,587,662,946	2,125,745,506	2,708,767,901
	13.2 Stocks	62,309,874	31,302,022	54,284,935
	13.3 Mortgage loans			
	13.4 Real estate	403,538	3,152,064	4,371,966
	13.5 Other invested assets	43,435,573		
	13.6 Miscellaneous applications	9,238	3,090,683	
	13.7 Total investments acquired (Lines 13.1 to 13.6)	1,693,821,169	2,163,290,275	2,767,424,802
14.	Net increase or (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	325,086,672	(419,106,123)	(496,025,151)
	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	5,625,869	6,887,130	11,340,466
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders		50,000,000	65,500,000
	16.6 Other cash provided (applied)	(9,175,986)	(64,534,098)	(35,047,019)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(3,550,117)	(107,646,968)	(89,206,553)
	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)	883,812,006	(19,528,943)	70,776,461
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	191,190,760	120,414,299	120,414,299
	19.2 End of period (Line 18 plus Line 19.1)	1,075,002,766	100,885,356	191,190,760

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND GOING CONCERN

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:

	State of Domicile	Current Period	Prior Year
NET INCOME			
(1) PROGRESSIVE DIRECT INSURANCE COMPANY state basis (Page 4, Line 20, Columns 1 & 3)	OH	$ 146,273,610	$ 265,627,264
(2) State Prescribed Practices that increase/decrease NAIC SAP			
(3) State Permitted Practices that increase/decrease NAIC SAP			
(4) NAIC SAP (1 – 2 – 3 = 4)	OH	$ 146,273,610	$ 265,627,264
SURPLUS			
(5) PROGRESSIVE DIRECT INSURANCE COMPANY state basis (Page 3, line 37, Columns 1 & 2)	OH	$ 1,982,219,207	$ 1,783,103,418
(6) State Prescribed Practices that increase/decrease NAIC SAP			
(7) State Permitted Practices that increase/decrease NAIC SAP			
(8) NAIC SAP (5 – 6 – 7 = 8)	OH	$ 1,982,219,207	$ 1,783,103,418

C. Accounting Policy

6. Loan-backed securities

Loan-backed and structured securities are accounted for as prescribed by Statement of Statutory Accounting Principles No. 43R, Loan-backed and Structured Securities. 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. See Note 5.D.

D. Going Concern

Management continuously monitors the Company's financial results and compliance with regulatory requirements and found no reason to expect the Company to not continue as a going concern.

NOTE 2 – ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

No significant changes

NOTE 3- BUSINESS COMBINATIONS AND GOODWILL

No significant changes

NOTE 4 – DISCONTINUED OPERATIONS

No significant changes

NOTE 5 – INVESTMENTS

D. Loan-Backed Securities

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

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

   Not applicable

3. For the reporting period, the Company has not recorded an other-than-temporary impairment for loan-backed and structured debt securities during the current year.

4. For the reporting period, the Company had $8,306,063 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

NOTES TO FINANCIAL STATEMENTS

For the reporting period, 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:

a.	The aggregate amount of unrealized losses:	1.	Less than 12 Months	$	824,170
		2.	12 Months or Longer	$	7,481,893
b.	The aggregate related fair value of securities with unrealized losses:	1.	Less than 12 Months	$	186,086,748
		2.	12 Months or Longer	$	523,480,537

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

H. Restricted Assets

No significant change

I. Working Capital Finance Investments

Not applicable

J. Offsetting and Netting of Assets and Liabilities

Not applicable

NOTE 6 – JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No significant changes

NOTE 7 – INVESTMENT INCOME

No significant changes

NOTE 8 – DERIVATIVE INSTRUMENTS

No significant changes

NOTE 9 – INCOME TAXES

No significant changes

NOTE 10 – INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATES AND OTHER RELATED PARTIES

No significant changes

NOTE 11 – DEBT

Not applicable

NOTE 12 – RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

A. Defined Benefit Plan

Not applicable

NOTE 13 – CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

No significant changes

NOTE 14 – LIABILITIES, CONTINGENCIES AND ASSESSMENTS

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.

The following is a discussion of potentially significant pending cases at the reporting date. 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.

There was two putative class action lawsuit challenging the Company's use of certain automated database vendors or software to assist in the adjustment of bodily injury claims. Plaintiffs allege that these databases or software systematically undervalue the claims. An agreement to settle one of the cases was reached and a loss reserve was established accordingly.

NOTES TO FINANCIAL STATEMENTS

There were two putative statewide class action lawsuits and seven 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.

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.

There was a putative class action lawsuit alleging the Company improperly applies a preferred provider reduction to medical payment claims.

There was a putative class action lawsuit challenging the Company's practice of providing and adjusting loan/lease coverage. The Company won a motion to dismiss and is in process of closing the claim.

There were two putative class action lawsuits challenging the Company's practice in Florida of adjusting personal injury protection and first-party medical payments.

There was a putative class action lawsuit alleging that the Company charged insureds for illusory underinsured and uninsured motorist coverage on multiple vehicle policies.

There was a putative class action lawsuit challenging fees charged to insureds.

There was a putative class action challenging the Company's compliance regarding Medicare/Medicaid reimbursement.

There was a putative class action lawsuit challenging the evaluation of physical damage claims regarding diminution of value.

There was a putative class action lawsuit alleging the Company improperly received reimbursement via subrogation without first obtaining either an agreement with the insured or a judicial determination that the insured had been "made whole." The Company does consider a loss from this case to be probable and a loss reserve was established accordingly.

There was a putative class action lawsuit alleging the Company wrongly pursues subrogation claims through a debt collection vendor in attempts to recover funds.

NOTE 15 – LEASES

No significant changes

NOTE 16 – INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant changes

NOTE 17 – SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

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

NOTE 18 – GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE PORTION OF PARTIALLY INSURED PLANS

No significant changes

NOTE 19 – DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

No significant changes

NOTE 20 – FAIR VALUE MEASUREMENTS

A. Inputs Used for Assets and Liabilities Measured at Fair Value

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

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

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

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

Fair Value Measurements at the reporting date:

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Bonds industrial & miscellaneous	$	$ 15,958,555	$	$ 15,958,555
Common stock industrial & miscellaneous	887,250,076			887,250,076
Preferred stock industrial & miscellaneous		20,311,950		20,311,950

The Company is the sole-majority-limited partner in the Makaira Indica limited partnership. The partnership invests in exchange-traded common stocks.

2. Rollforward 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 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 the reporting date, 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	$ 3,477,415,897	$ 3,439,985,201	$ 32,559,400	$ 3,444,856,497	$	$
Cash equivalents	556,919,517	556,919,517	556,919,517			
Common stock	887,250,076	887,250,076	887,250,076			
Preferred stock	37,639,950	32,270,950		37,639,950		
Short-term investments	513,506,090	513,551,671	435,775,777	77,730,313		

D. Not Practicable to Estimate Fair Value

Not applicable

NOTE 21 – OTHER ITEMS

B. Other Disclosures

5. 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 investments in Gadsden and Churchill Stateside Solar Tax Credit Fund VI, LLC.

NOTE 22 – EVENTS SUBSEQUENT

No significant changes

NOTE 23 – REINSURANCE

No significant changes

NOTE 24 – RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

F. Risk Sharing Provisions of the Affordable Care Act

The Company does not write health insurance.

NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Incurred losses and LAE attributable to insured events of prior accident years decreased by $2,971,171 in 2016 which is less than 1% of the total prior year net unpaid losses and LAE of $2,117,241,792. The favorable development is primarily due to private passenger auto liability originally anticipated severity for accident year 2015 decreasing by less than 1%. LAE reserves developed unfavorably in both defense and cost containment and adjusting and other expense reserves primarily for accident year 2014.

NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS

No significant changes

NOTES TO FINANCIAL STATEMENTS

NOTE 27 – STRUCTURED SETTLEMENTS

No significant changes

NOTE 28 – HEALTH CARE RECEIVABLES

No significant changes

NOTE 29 – PARTICIPATING POLICIES

No significant changes

NOTE 30 – PREMIUM DEFICIENCY RESERVES

No significant changes

NOTE 31 – HIGH DEDUCTIBLES

No significant changes

NOTE 32 – DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES

No significant changes

NOTE 33 – ASBESTOS/ENVIRONMENTAL RESERVES

No significant changes

NOTE 34 – SUBSCRIBER SAVINGS ACCOUNTS

No significant changes

NOTE 35 – MULTIPLE PERIL CROP INSURANCE

No significant changes

NOTE 36 – FINANCIAL GUARANTY INSURANCE

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

Not applicable

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change:

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2012

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 08/06/2013

6.4 By what department or departments?
OHIO

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

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

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

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated with the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

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

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

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

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

FINANCIAL

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

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

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

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	0	0
14.23	Common Stock	0	0
14.24	Short-Term Investments	0	0
14.25	Mortgage Loans on Real Estate	0	0
14.26	All Other	5,955,647	5,907,543
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 5,955,647	$ 5,907,543
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]

If no, attach a description with this statement.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? Yes [X] No [ ]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 – PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [ ] No [X] N/A [ ]

   If yes, attach an explanation.

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

   If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [ ] No [X]

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

1	2	3	Total Discount				Discount Taken During Period			
			4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Disc. Rate	Unpaid Losses	Unpaid LAE	IBNR	Total	Unpaid Losses	Unpaid LAE	IBNR	Total
	0.000	0.000	0	0	0	0	0	0	0	0
Total	XXX	XXX	0	0	0	0	0	0	0	0

5.1 Operating Percentages:

5.1 A&H loss percent 0.000%

5.2 A&H cost containment percent 0.000%

5.3 A&H expense percent excluding cost containment expenses 0.000%

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

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

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

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

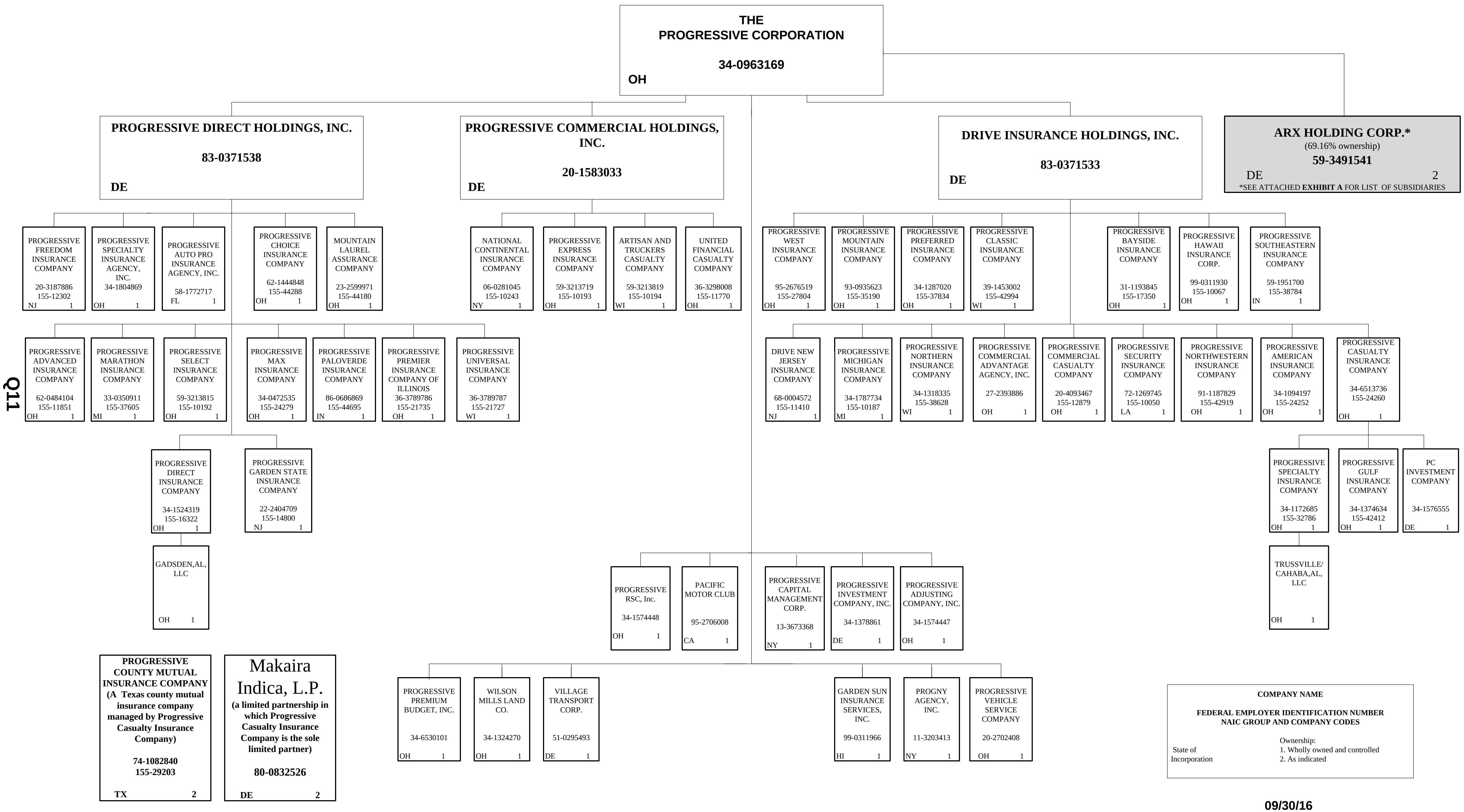
		1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
			2	3	4	5	6	7
	States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1.	Alabama AL	L	68,549,779	63,142,121	37,800,054	36,710,828	23,337,366	19,359,312
2.	Alaska AK	L	18,833,600	17,414,128	8,844,074	8,759,404	6,018,670	5,673,610
3.	Arizona AZ	Q						
4.	Arkansas AR	L	35,929,411	31,506,300	21,103,521	17,311,702	8,441,009	7,626,607
5.	California CA	L	44,675,910	43,331,209	29,525,198	27,679,379	14,369,957	14,855,220
6.	Colorado CO	L	173,436,490	154,131,635	118,639,792	94,868,827	78,485,174	70,227,276
7.	Connecticut CT	L	82,599,133	68,573,314	42,106,931	36,099,530	41,313,355	35,452,377
8.	Delaware DE	L	32,455,795	30,068,249	17,528,396	15,346,393	12,687,845	12,193,106
9.	District of Columbia DC	L	15,716,402	15,856,234	9,295,903	9,654,225	5,873,337	5,677,685
10.	Florida FL	Q						
11.	Georgia GA	L	5,699,785	6,694,064	2,868,062	3,123,793	2,646,675	2,796,914
12.	Hawaii HI	L	14,775,177	20,045,490	7,787,886	8,365,667	5,552,249	6,189,891
13.	Idaho ID	L	24,669,250	19,947,533	11,459,946	9,600,765	8,412,276	6,688,919
14.	Illinois IL	L	12,689,523	13,843,518	7,328,936	7,798,998	4,482,797	5,055,123
15.	Indiana IN	L			(4,676)	80,249		
16.	Iowa IA	L			(545)	19,855		
17.	Kansas KS	L	60,355,961	54,391,850	35,942,022	30,265,501	14,196,887	11,812,681
18.	Kentucky KY	L	81,721,743	72,824,646	44,434,283	38,766,661	25,784,433	24,309,081
19.	Louisiana LA	L						
20.	Maine ME	L	(28,346)	2,871,236	768,736	1,060,825	445,388	805,332
21.	Maryland MD	L	10,258,164	11,550,109	6,607,741	6,597,011	4,650,388	5,462,611
22.	Massachusetts MA	L	125,620,223	113,333,394	70,972,444	64,718,949	42,723,123	46,206,658
23.	Michigan MI	Q						
24.	Minnesota MN	L	176,358,223	153,067,594	96,455,939	83,715,162	60,415,041	54,954,928
25.	Mississippi MS	L						
26.	Missouri MO	L	8,562,316	10,225,354	5,610,693	6,866,467	4,487,194	6,032,999
27.	Montana MT	L	28,348,879	24,650,908	17,757,106	14,259,958	8,164,449	5,988,992
28.	Nebraska NE	L						
29.	Nevada NV	L	81,418,334	72,463,797	48,017,244	41,551,955	40,984,133	36,200,998
30.	New Hampshire NH	L		(236)	(7,625)	(9,632)	7,833	10,174
31.	New Jersey NJ	Q						
32.	New Mexico NM	L	55,660,134	51,215,234	30,142,605	28,063,935	28,595,093	27,037,378
33.	New York NY	L	16,364,969	15,133,355	8,957,835	9,653,473	6,626,855	9,582,479
34.	North Carolina NC	L						
35.	North Dakota ND	L	19,207,560	18,999,116	12,251,351	10,473,047	4,898,792	5,182,381
36.	Ohio OH	L	289,831,245	253,008,321	166,932,598	142,255,405	87,220,271	81,196,414
37.	Oklahoma OK	L	61,697,425	54,874,702	31,518,997	27,490,953	17,543,671	16,701,261
38.	Oregon OR	L			(1,679)	1,156	(0)	178
39.	Pennsylvania PA	L	21,572,375	24,523,391	14,705,665	14,587,220	11,901,752	12,961,791
40.	Rhode Island RI	L	58,686,982	47,335,180	33,179,410	26,254,896	31,825,625	24,982,502
41.	South Carolina SC	L	76,277,494	63,797,888	41,479,742	33,517,425	27,398,043	23,045,272
42.	South Dakota SD	L	15,973,633	14,715,135	7,715,249	9,327,108	3,912,744	3,949,888
43.	Tennessee TN	L	(4,070)		(3,965)	(6,770)		
44.	Texas TX	N						
45.	Utah UT	L	54,922,915	45,511,490	31,757,857	24,539,170	19,289,960	14,754,368
46.	Vermont VT	L	17,706,121	15,286,903	7,772,542	7,715,165	3,350,785	3,077,697
47.	Virginia VA	L	27,504,462	32,279,066	16,617,104	20,362,525	13,960,891	14,894,384
48.	Washington WA	L	169,493,144	145,560,834	96,374,968	79,664,895	87,281,977	75,063,330
49.	West Virginia WV	L						
50.	Wisconsin WI	L	(183)		(3,513)	(667)	0	
51.	Wyoming WY	L			(463)			
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	18,286,081	12,289,986	10,357,567	10,236,537	3,453,652	1,336,282
59.	Totals	(a) 46	2,005,826,038	1,794,463,046	1,150,595,928	1,007,347,943	760,739,689	697,346,096

DETAILS OF WRITE-INS

58001.	AUS AUSTRALIA	XXX	18,286,081	12,289,986	10,357,567	10,236,537	3,453,652	1,336,282
58002.		XXX						
58003.		XXX						
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999.	Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	18,286,081	12,289,986	10,357,567	10,236,537	3,453,652	1,336,282

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

Q11


THE PROGRESSIVE CORPORATION 34-0963169 OH
PROGRESSIVE DIRECT HOLDINGS, INC. 83-0371538 DE
PROGRESSIVE COMMERCIAL HOLDINGS, INC. 20-1583033 DE
DRIVE INSURANCE HOLDINGS, INC. 83-0371533 DE
ARX HOLDING CORP.* (69.16% ownership) 59-3491541 DE 2
*SEE ATTACHED EXHIBIT A FOR LIST OF SUBSIDIARIES
PROGRESSIVE FREEDOM INSURANCE COMPANY 20-3187886 155-12302 NJ 1
PROGRESSIVE SPECIALTY INSURANCE AGENCY, INC. 34-1804869 OH 1
PROGRESSIVE AUTO PRO INSURANCE AGENCY, INC. 58-1772717 FL 1
PROGRESSIVE CHOICE INSURANCE COMPANY 62-1444848 155-44288 OH 1
MOUNTAIN LAUREL ASSURANCE COMPANY 23-2599971 155-44180 OH 1
NATIONAL CONTINENTAL INSURANCE COMPANY 06-0281045 155-10243 NY 1
PROGRESSIVE EXPRESS INSURANCE COMPANY 59-3213719 155-10193 OH 1
ARTISAN AND TRUCKERS CASUALTY COMPANY 59-3213819 155-10194 WI 1
UNITED FINANCIAL CASUALTY COMPANY 36-3298008 155-11770 OH 1
PROGRESSIVE WEST INSURANCE COMPANY 95-2676519 155-27804 OH 1
PROGRESSIVE MOUNTAIN INSURANCE COMPANY 93-0935623 155-35190 OH 1
PROGRESSIVE PREFERRED INSURANCE COMPANY 34-1287020 155-37834 OH 1
PROGRESSIVE CLASSIC INSURANCE COMPANY 39-1453002 155-42994 WI 1
PROGRESSIVE BAYSIDE INSURANCE COMPANY 31-1193845 155-17350 OH 1
PROGRESSIVE HAWAII INSURANCE CORP. 99-0311930 155-10067 OH 1
PROGRESSIVE SOUTHEASTERN INSURANCE COMPANY 59-1951700 155-38784 IN 1
PROGRESSIVE ADVANCED INSURANCE COMPANY 62-0484104 155-11851 OH 1
PROGRESSIVE MARATHON INSURANCE COMPANY 33-0350911 155-37605 MI 1
PROGRESSIVE SELECT INSURANCE COMPANY 59-3213815 155-10192 OH 1
PROGRESSIVE MAX INSURANCE COMPANY 34-0472535 155-24279 OH 1
PROGRESSIVE PALOVERDE INSURANCE COMPANY 86-0686869 155-44695 IN 1
PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS 36-3789786 155-21735 OH 1
PROGRESSIVE UNIVERSAL INSURANCE COMPANY 36-3789787 155-21727 WI 1
DRIVE NEW JERSEY INSURANCE COMPANY 68-0004572 155-11410 NJ 1
PROGRESSIVE MICHIGAN INSURANCE COMPANY 34-1787734 155-10187 MI 1
PROGRESSIVE NORTHERN INSURANCE COMPANY 34-1318335 155-38628 WI 1
PROGRESSIVE COMMERCIAL ADVANTAGE AGENCY, INC. 27-2393886 OH 1
PROGRESSIVE COMMERCIAL CASUALTY COMPANY 20-4093467 155-12879 OH 1
PROGRESSIVE SECURITY INSURANCE COMPANY 72-1269745 155-10050 LA 1
PROGRESSIVE NORTHWESTERN INSURANCE COMPANY 91-1187829 155-42919 OH 1
PROGRESSIVE AMERICAN INSURANCE COMPANY 34-1094197 155-24252 OH 1
PROGRESSIVE CASUALTY INSURANCE COMPANY 34-6513736 155-24260 OH 1
PROGRESSIVE DIRECT INSURANCE COMPANY 34-1524319 155-16322 OH 1
PROGRESSIVE GARDEN STATE INSURANCE COMPANY 22-2404709 155-14800 NJ 1
GADSDEN,AL, LLC OH 1
PROGRESSIVE SPECIALTY INSURANCE COMPANY 34-1172685 155-32786 OH 1
PROGRESSIVE GULF INSURANCE COMPANY 34-1374634 155-42412 OH 1
PC INVESTMENT COMPANY 34-1576555 DE 1
TRUSSVILLE/ CAHABA,AL, LLC OH 1
PROGRESSIVE RSC, Inc. 34-1574448 OH 1
PACIFIC MOTOR CLUB 95-2706008 CA 1
PROGRESSIVE CAPITAL MANAGEMENT CORP. 13-3673368 NY 1
PROGRESSIVE INVESTMENT COMPANY, INC. 34-1378861 DE 1
PROGRESSIVE ADJUSTING COMPANY, INC. 34-1574447 OH 1
PROGRESSIVE COUNTY MUTUAL INSURANCE COMPANY (A Texas county mutual insurance company managed by Progressive Casualty Insurance Company) 74-1082840 155-29203 TX 2
Makaira Indica, L.P. (a limited partnership in which Progressive Casualty Insurance Company is the sole limited partner) 80-0832526 DE 2
PROGRESSIVE PREMIUM BUDGET, INC. 34-6530101 OH 1
WILSON MILLS LAND CO. 34-1324270 OH 1
VILLAGE TRANSPORT CORP. 51-0295493 DE 1
GARDEN SUN INSURANCE SERVICES, INC. 99-0311966 HI 1
PROGNY AGENCY, INC. 11-3203413 NY 1
PROGRESSIVE VEHICLE SERVICE COMPANY 20-2702408 OH 1
COMPANY NAME
FEDERAL EMPLOYER IDENTIFICATION NUMBER
NAIC GROUP AND COMPANY CODES
State of Incorporation
Ownership:
1. Wholly owned and controlled
2. As indicated

09/30/16

Q11.1

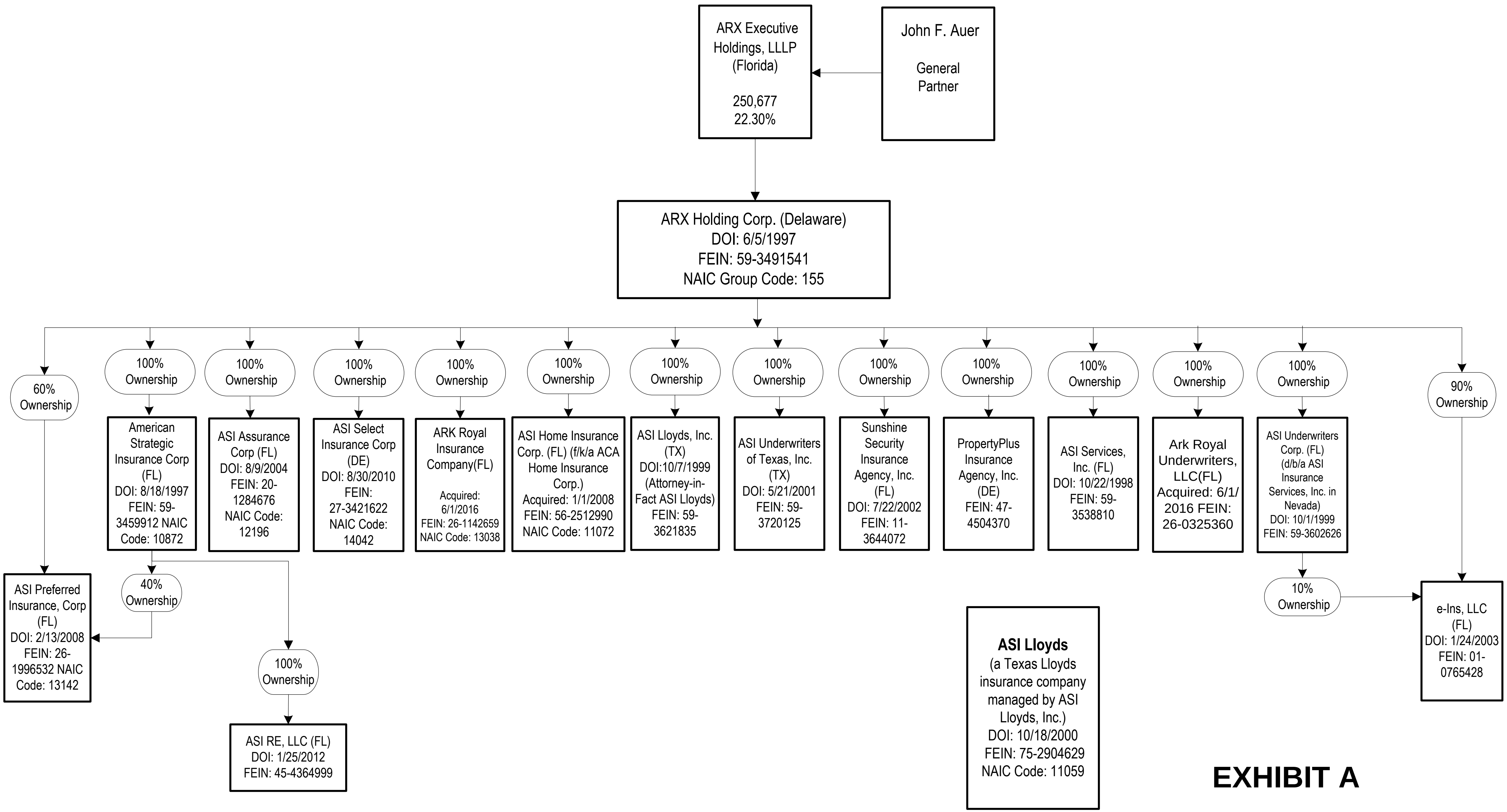


EXHIBIT A

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Public Traded (U.S. or International)	8 Name of Parent, Subsidiaries or Affiliates	9 Domi-ciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
		00000	34-0963169		0000080661	NYSE	The Progressive Corporation	OH	UIP	Board, Management	Board		The Progressive Corporation	1, 3
		00000	83-0371533				Drive Insurance Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	11410	68-0004572				Drive New Jersey Insurance Company	NJ	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	24252	34-1094197				Progressive American Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	17350	31-1193845				Progressive Bayside Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	24260	34-6513736				Progressive Casualty Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000	34-1576555				PC Investment Company	DE	NIA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	29203	74-1082840				Progressive County Mutual Insurance Company	TX	IA	Progressive Casualty Insurance Company	Management		The Progressive Corporation	2, 3
0155	Progressive Insurance Group	42412	34-1374634				Progressive Gulf Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	32786	34-1172685				Progressive Specialty Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation	1, 3
		00000					Trussville/Cahaba, AL , LLC	OH	NIA	Progressive Specialty Insurance Company	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	42994	39-1453002				Progressive Classic Insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	10067	99-0311930				Progressive Hawaii Insurance Corp	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	10187	34-1787734				Progressive Michigan Insurance Company	MI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	35190	93-0935623				Progressive Mountain Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	38628	34-1318335				Progressive Northern Insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	42919	91-1187829				Progressive Northwestern Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	37834	34-1287020				Progressive Preferred Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	10050	72-1269745				Progressive Security Insurance Company	LA	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	38784	59-1951700				Progressive Southeastern Insurance Company	IN	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	27804	95-2676519				Progressive West Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000	27-2393886				Progressive Commercial Advantage Agency, Inc.	OH	NIA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000	20-1583033				Progressive Commercial Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	10194	59-3213819				Artisan and Truckers Casualty Company	WI	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	10243	06-0281045				National Continental Insurance Company	NY	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	12879	20-4093467				Progressive Commercial Casualty Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	10193	59-3213719				Progressive Express Insurance Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	11770	36-3298008				United Financial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000	83-0371538				Progressive Direct Holdings, Inc.	DE	UDP	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	44180	23-2599971				Mountain Laurel Assurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	11851	62-0484104				Progressive Advanced Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000	58-1772717				Progressive Auto Pro Insurance Agency, Inc.	FL	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	44288	62-1444848				Progressive Choice Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	16322	34-1524319				Progressive Direct Insurance Company	OH	RE	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000					Gadsden, AL, LLC	OH	DS	Progressive Direct Insurance Company	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	12302	20-3187886				Progressive Freedom Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Public Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155	Progressive Insurance Group	14800	22-2404709				Progressive Garden State Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	37605	33-0350911				Progressive Marathon Insurance Company	MI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	24279	34-0472535				Progressive Max Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	44695	86-0686869				Progressive Paloverde Insurance Company	IN	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	21735	36-3789786				Progressive Premier Insurance Company of Illinois	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	10192	59-3213815				Progressive Select Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000	34-1804869				Progressive Specialty Insurance Agency, Inc.	OH	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
0155	Progressive Insurance Group	21727	36-3789787				Progressive Universal Insurance Company	WI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	1, 3
		00000	99-0311966				Garden Sun Insurance Services, LLC	HI	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	95-2706008				Pacific Motor Club	CA	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	11-3203413				PROGNY Agency, Inc.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	34-1574447				Progressive Adjusting Company, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	13-3673368				Progressive Capital Management Corp.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	34-1378861				Progressive Investment Company, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	34-6530101				Progressive Premium Budget, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	34-1574448				Progressive RSC, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	20-2702408				Progressive Vehicle Service Company	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	51-0295493				Village Transport Corp.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	34-1324270				Wilson Mills Land Co.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	1, 3
		00000	80-0832526				Makaira Indica, LP	CA	NIA	Progressive Casualty Insurance Company	Other		The Progressive Corporation	1, 3, 4
		00000	59-3491541				ARX Holding Corp.	DE	NIA	The Progressive Corporation	Ownership	69.160	The Progressive Corporation	1, 3, 5
0155	Progressive Insurance Group	11072	56-2512990				ASI Home Insurance Corp.	FL	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
		00000	45-4364999				ASI RE, LLC	FL	NIA	American Strategic Insurance Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
0155	Progressive Insurance Group	13142	26-1996532				ASI Preferred Insurance Corp.	FL	IA	American Strategic Insurance Corp.	Ownership	40.000	The Progressive Corporation	1, 3, 5
0155	Progressive Insurance Group	13142	26-1996532				ASI Preferred Insurance Corp.	FL	IA	ARX Holding Corp.	Ownership	60.000	The Progressive Corporation	1, 3, 5
0155	Progressive Insurance Group	10872	59-3459912				American Strategic Insurance Corp.	FL	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
0155	Progressive Insurance Group	11059	75-2904629				ASI Lloyds	TX	IA	ASI Lloyds, Inc.	Management		The Progressive Corporation	1, 3, 5, 6
0155	Progressive Insurance Group	12196	20-1284676				ASI Assurance Corp.	FL	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
0155	Progressive Insurance Group	14042	27-3421622				ASI Select Insurance Corp.	DE	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
		00000	59-3538810				ASI Services Inc.	FL	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
		00000	59-3621835				ASI Lloyds, Inc.	TX	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
		00000	59-3720125				ASI Underwriters of Texas, Inc.	TX	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
		00000	11-3644072				Sunshine Security Insurance Agency, Inc.	FL	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
		00000	59-3602626				ASI Underwriters Corp.	FL	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	1, 3, 5
		00000	01-0765428				e-Ins, LLC	FL	NIA	ARX Holding Corp.	Ownership	90.000	The Progressive Corporation	1, 3, 5
		00000	01-0765428				e-Ins, LLC	FL	NIA	ASI Underwriters Corp.	Ownership	10.000	The Progressive Corporation	1, 3, 5

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Public Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0155...	Progressive Insurance Group..........................	13038......	26-1142659..	....	....	....	ARK Royal Insurance Company..................................	FL..........	IA................	ARX Holding Corp..	Ownership..........	....100.000	The Progressive Corporation..	1, 3, 5....
....	....	00000......	26-0325360..	....	....	....	ARK Royal Underwriters, LLC......................................	FL..........	NIA.............	ARX Holding Corp..	Ownership..........	....100.000	The Progressive Corporation..	1, 3, 5....
....	....	00000......	47-4504370..	....	....	....	PropertyPlus Insurance Agency, Inc............................	DE..........	NIA.............	ARX Holding Corp..	Ownership..........	....100.000	The Progressive Corporation..	1, 3, 5....

Asteris	Explanation
1	Schedule Y Part 1A is a common schedule for all companies of The Progressive Corporation, however column 10 requires specific relationship information relative to the reporting entity.
2	Progressive County Mutual Insurance Company is a Texas county mutual insurance company that is controlled, but not owned by Progressive Casualty Insurance Company.
3	None of the companies that are part of The Progressive Corporation are Federally chartered or insured institutions and therefore, do not have Federal RSSD numbers.
4	Makaira Indica, LP is a limited partnership in which Progressive Casualty Insurance Company is the sole limited partner.
5	Effective April 1, 2015, The Progressive Corporation purchased a majority ownership share in the ARX Holding Corp., which now consists of ARX Holding Corp. and 16 subsidiaries.
6	ASI Lloyds is a Texas Lloyds insurance company that is managed, but not owned by ASI Lloyds, Inc.

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire			0.0	
2. Allied lines			0.0	
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril			0.0	
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	20,824,260	11,560,980	55.5	57.1
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation			0.0	
17.1 Other liability-occurrence	8,618,989	4,344,499	50.4	24.7
17.2 Other liability-claims made			0.0	
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability	1,190,395,350	702,637,072	59.0	58.0
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	657,300,317	486,499,498	74.0	71.4
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety			0.0	
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	
35. Totals	1,877,138,915	1,205,042,049	64.2	62.5

DETAILS OF WRITE-INS

3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	8,436,662	25,921,446	24,091,549
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	3,442,610	10,431,302	9,964,426
17.2 Other liability-claims made			
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	431,643,651	1,262,234,611	1,133,760,546
19.3 19.4 Commercial auto liability			
21. Auto physical damage	241,977,273	707,238,679	626,646,525
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	685,500,196	2,005,826,038	1,794,463,046

DETAILS OF WRITE-INS

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

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2016 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2016 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2016 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2013 + Prior	267,151	62,934	330,085	142,405	4,161	146,566	136,155	10,825	35,889	182,869	11,408	(12,058)	(650)
2. 2014	363,438	83,727	447,165	186,025	14,508	200,534	156,511	56,325	39,675	252,510	(20,902)	26,781	5,879
3. Subtotals 2014 + Prior	630,589	146,661	777,250	328,430	18,670	347,100	292,665	67,150	75,564	435,379	(9,494)	14,722	5,228
4. 2015	1,095,448	244,543	1,339,991	615,266	69,866	685,132	429,347	103,310	114,002	646,659	(50,835)	42,635	(8,199)
5. Subtotals 2015 + Prior	1,726,037	391,204	2,117,241	943,696	88,536	1,032,232	722,012	170,460	189,566	1,082,038	(60,329)	57,358	(2,971)
6. 2016	XXX	XXX	XXX	XXX	2,194,690	2,194,690	XXX	1,036,087	239,114	1,275,201	XXX	XXX	XXX
7. Totals	1,726,037	391,204	2,117,241	943,696	2,283,226	3,226,922	722,012	1,206,547	428,680	2,357,239	(60,329)	57,358	(2,971)
8. Prior Year-End's Surplus As Regards Policyholders	1,783,103										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. (3.5)%	2. 14.7 %	3. (0.1)%
													Col. 13, Line 7 Line 8
													4. (0.2)%

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1. The data for this supplement is not required to be filed.
2. The data for this supplement is not required to be filed.
3. The data for this supplement is not required to be filed.
4. The data for this supplement is not required to be filed.

Bar Code:

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Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. MISCELLANEOUS OTHER ASSETS	838,047	718,889	119,158	116,890
2505. NEW YORK STATE ASSESSMENT RECOVERABLE	44,663		44,663	312,698
2506. PREPAID EXPENSES	653,524	653,524	0	
2597. Summary of remaining write-ins for Line 25	1,536,234	1,372,413	163,821	429,588

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	162,915,647	167,156,213
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	403,538	4,371,966
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		45,100
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other-than-temporary impairment recognized	14,648	339,525
8. Deduct current year's depreciation	6,362,331	8,227,907
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	156,942,206	162,915,647
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	156,942,206	162,915,647

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	5,955,647	6,129,786
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	43,435,573	
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	56,896	(47,139)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	105,000	127,000
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other-than-temporary impairment recognized	34,760,245	
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	14,582,871	5,955,647
12. Deduct total nonadmitted amounts	14,582,871	5,955,647
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	4,598,157,190	4,106,663,924
2. Cost of bonds and stocks acquired	1,649,972,818	2,763,052,836
3. Accrual of discount	6,549,280	10,902,476
4. Unrealized valuation increase (decrease)	44,371,259	(10,431,980)
5. Total gain (loss) on disposals	21,892,541	26,685,576
6. Deduct consideration for bonds and stocks disposed of	1,943,887,071	2,271,227,551
7. Deduct amortization of premium	17,771,370	25,315,734
8. Total foreign exchange change in book/adjusted carrying value	1,264,737	(764,880)
9. Deduct current year's other-than-temporary impairment recognized	1,043,156	1,407,477
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	4,359,506,228	4,598,157,190
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	4,359,506,228	4,598,157,190

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	3,637,633,716	1,592,859,691	1,577,083,435	(138,601,251)	3,444,119,713	3,637,633,716	3,514,808,721	3,101,791,069
2. NAIC 2 (a)	711,829,737	156,903,559	61,901,615	145,107,840	662,025,489	711,829,737	951,939,521	723,207,367
3. NAIC 3 (a)	56,948,534		30,585,000	(8,543,110)	43,157,814	56,948,534	17,820,424	60,210,162
4. NAIC 4 (a)	9,875,000			54,168	17,090,879	9,875,000	9,929,168	15,173,853
5. NAIC 5 (a)							0	
6. NAIC 6 (a)	17,220,964		1,293,678	31,269	18,513,189	17,220,964	15,958,555	19,658,401
7. Total Bonds	4,433,507,951	1,749,763,250	1,670,863,728	(1,951,084)	4,184,907,084	4,433,507,951	4,510,456,389	3,920,040,852
PREFERRED STOCK								
8. NAIC 1							0	
9. NAIC 2	46,476,000		27,144,000	889,500	26,287,500	46,476,000	20,221,500	27,075,000
10. NAIC 3	11,572,025			477,425	11,507,756	11,572,025	12,049,450	11,765,199
11. NAIC 4							0	
12. NAIC 5							0	
13. NAIC 6							0	
14. Total Preferred Stock	58,048,025	0	27,144,000	1,366,925	37,795,256	58,048,025	32,270,950	38,840,199
15. Total Bonds and Preferred Stock	4,491,555,976	1,749,763,250	1,698,007,728	(584,159)	4,222,702,340	4,491,555,976	4,542,727,339	3,958,881,051

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	513,551,671	XXX	513,361,303	5,217	420,068

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	4,845,680	20,413,912
2. Cost of short-term investments acquired	560,673,732	31,457,436
3. Accrual of discount	276,552	30,358
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	2,317	
6. Deduct consideration received on disposals	52,155,910	45,210,670
7. Deduct amortization of premium	86,116	202,466
8. Total foreign exchange change in book/adjusted carrying value	(4,584)	(1,642,890)
9. Deduct current year's other-than-temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	513,551,671	4,845,680
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	513,551,671	4,845,680

Sch. DB - Pt. A - Verification
NONE

Sch. DB - Pt. B - Verification
NONE

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

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

Sch. DB - Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	182,282,151	94,996,678
2. Cost of cash equivalents acquired	2,303,018,642	377,300,244
3. Accrual of discount	1,139,340	27,569
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	9,453	
6. Deduct consideration received on disposals	1,928,978,000	290,042,340
7. Deduct amortization of premium	552,069	
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other-than-temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	556,919,517	182,282,151
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	556,919,517	182,282,151

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Acquired by Purchase								
Campus I Home Office Complex - 6300 Wilson Mills Rd	Mayfield Village	OH	10/01/2007					(9,610)
Discovery Training Center - 6671 Beta Dr	Mayfield Village	OH	10/01/2007					(1,166)
Omega East Office Building - 625 Alpha Dr	Highland Heights	OH	10/01/2007					(300)
Colorado Springs Call Center - 12710 Voyager Pkwy	Colorado Springs	CO	10/01/2007					840
0199999. Totals					0	0	0	(10,236)
0399999. Totals					0	0	0	(10,236)

SCHEDULE A - PART 3

Showing all Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract "

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other-Than-Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B./A.C.V. (11 - 9 - 10)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs, and Expenses Incurred

NONE

SCHEDULE B - PART 2

Showing all Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Value of Land and Buildings

NONE

SCHEDULE B - PART 3

Showing all Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3					8	9	10	11	12	13					
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date	Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book Value (8 + 9 - 10 + 11)	Total Foreign Exchange Change in Book Value	Book Value / Recorded Investment Excluding Accrued Interest on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal

NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made after Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated												
	CHURCHILL STATESIDE SOLAR TAX CREDIT FUND VI LLC	CLEARWATER	FL	CHURCHILL STATESIDE SOLAR MANAGING MEMBER LLC		08/11/2016	1	43,435,573				99.990
99999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffilia								43,435,573	0	0	0	XXX
4499999. Subtotal - Unaffiliated								43,435,573	0	0	0	XXX
4699999. Totals								43,435,573	0	0	0	XXX

QE03

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Changes in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated																			
	CHURCHILL STATESIDE SOLAR TAX CREDIT FUND VI LLC	CLEARWATER	FL	CHURCHILL STATESIDE SOLAR MANAGING MEMBER LLC	08/11/2016	08/31/2016				34,760,245		(34,760,245)						0	
2199999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated							0	0	0	34,760,245	0	(34,760,245)	0	0	0	0	0	0	0
4499999. Subtotal - Unaffiliated							0	0	0	34,760,245	0	(34,760,245)	0	0	0	0	0	0	0
4699999. Totals							0	0	0	34,760,245	0	(34,760,245)	0	0	0	0	0	0	0

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 2B 5	US TREASURY NOTE 0.750% 08/15/19		08/19/2016	Goldman Sachs		9,967,578	10,000,000	1,427	1
912828 S6 8	US TREASURY NOTE 0.750% 07/31/18		07/29/2016	Barclays Capital		40,059,375	40,000,000	1,630	1
912828 VS 6	US TREASURY NOTE 2.500% 08/15/23		07/15/2016	CSFBdirect		590,498	550,000	5,817	1
0599999. Total Bonds - U.S Government						50,617,451	50,550,000	8,874	XXX
Bonds - U.S. Special Revenue and Special Assessment									
130536 PR 0	CALIFORNIA ST POLL CONTROL FIN 0.750% 08/01/23		07/29/2016	Merrill Lynch		25,000,000	25,000,000		2FE
20775C KU 7	CONNECTICUT ST HSG FIN AUTH HS 0.900% 05/15/18		08/05/2016	Morgan Stanley		500,000	500,000		1FE
20775C KV 5	CONNECTICUT ST HSG FIN AUTH HS 1.100% 05/15/19		08/05/2016	Morgan Stanley		500,000	500,000		1FE
20775C KW 3	CONNECTICUT ST HSG FIN AUTH HS 1.350% 05/15/20		08/05/2016	Morgan Stanley		500,000	500,000		1FE
20775C KX 1	CONNECTICUT ST HSG FIN AUTH HS 1.550% 05/15/21		08/05/2016	Morgan Stanley		685,000	685,000		1FE
20775C KY 9	CONNECTICUT ST HSG FIN AUTH HS 1.800% 05/15/22		08/05/2016	Morgan Stanley		575,000	575,000		1FE
20775C KZ 6	CONNECTICUT ST HSG FIN AUTH HS 2.050% 05/15/23		08/05/2016	Morgan Stanley		600,000	600,000		1FE
20775C LA 0	CONNECTICUT ST HSG FIN AUTH HS 2.250% 05/15/24		08/05/2016	Morgan Stanley		615,000	615,000		1FE
20775C LB 8	CONNECTICUT ST HSG FIN AUTH HS 2.400% 05/15/25		08/05/2016	Morgan Stanley		500,000	500,000		1FE
20775C LM 4	CONNECTICUT ST HSG FIN AUTH HS 2.100% 11/15/23		08/05/2016	Morgan Stanley		590,000	590,000		1FE
45505R BN 4	INDIANA ST 0.850% 05/01/34		08/31/2016	JP Morgan Securities		12,750,000	12,750,000		2FE
45505R BP 9	INDIANA ST 0.700% 05/01/28		08/31/2016	JP Morgan Securities		5,000,000	5,000,000		2FE
49126R AC 0	KENTUCKY ST 0.850% 04/01/31		08/31/2016	JP Morgan Securities		5,920,000	5,920,000		2FE
495289 2L 3	KING CNTY WA SWR REVENUE 2.000% 01/01/46		08/18/2016	Goldman Sachs		24,992,628	24,900,000	366,583	1FE
528236 AC 6	LEWISBURG TN INDL DEV BRD SOL 0.700% 07/02/35		07/28/2016	Merrill Lynch		6,000,000	6,000,000		1FE
57419R D6 9	MARYLAND ST CMNTY DEV ADMIN DE 3.500% 09/01/47		08/25/2016	JP Morgan Securities		12,426,120	12,000,000		1FE
64972F K6 2	NEW YORK NY CITY MUN 0.900% 06/15/41		09/01/2016	Barclays Capital		30,800,000	30,800,000	7,313	1FE
64972G AV 6	NEW YORK CITY NY MUNI WTR FINA 0.870% 06/15/32		09/09/2016	Goldman Sachs		37,045,000	37,045,000	15,020	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						164,998,748	164,480,000	388,916	XXX
Bonds - Industrial and Miscellaneous									
03523T BP 2	ANHEUSER-BUSCH INBEV WORLDWIDE 2.500% 07/15/22		07/13/2016	Nomura Securities Intern'l Inc.		5,158,800	5,000,000	1,042	1FE
035242 AA 4	ANHEUSER-BUSCH INBEV FIN 2.625% 01/17/23		08/15/2016	Various		22,078,153	21,580,000	24,293	1FE
03524B AE 6	ANHEUSER-BUSCH INBEV FIN 3.700% 02/01/24		07/15/2016	Deutsche Bank		2,568,511	2,370,000	41,166	1FE
05357H AN 0	AVMT 2013-AVM E 3.867% 12/05/32		07/01/2016	Deutsche Bank				(428)	1FM
05491L AJ 7	BBCMS 2016-ETC E 3.729% 08/14/36		07/28/2016	Barclays Capital		8,848,366	10,000,000	19,681	1AM
05523G AL 5	BAMLL 2016-ISQ D 3.727% 08/14/34		07/27/2016	Bank of America Corp		26,382,161	26,800,000	44,387	1AM
05529S AN 9	BBCMS 2013-TYSN D 3.631% 09/05/32		08/11/2016	Various		1,294,199	1,250,000	1,790	1FM
05582Q AB 3	BMWOT 2016-A A2A 0.990% 05/28/19		07/12/2016	JP Morgan Securities		15,998,962	16,000,000		1FE
125354 AG 5	CGRBS 2013-VN05 C 3.584% 03/13/35		08/25/2016	Bank of America Corp		4,705,488	4,500,000	13,425	1FM
12625C AN 3	COMM 2013-WWP D 3.898% 03/10/31		07/26/2016	Jefferies & Co		6,395,999	6,314,600	19,144	1FM
14987B AD 5	CC HOLDINGS GS V LLC/CRO 2.381% 12/15/17		07/28/2016	Janney Montgomery Scott		8,218,914	8,125,000	23,372	2FE
161571 HH 0	CHAIT 2016-A7 A7 1.060% 09/16/19		09/06/2016	JP Morgan Securities		19,998,276	20,000,000		1FE
17325C AG 0	CGCMT 2016-SMPL D 3.520% 09/10/31		09/23/2016	Citicorp Securities Inc		9,576,841	9,577,000	11,237	2AM
21870P AJ 6	CORE 2015-TEXW C 3.732% 02/10/34		08/24/2016	Deutsche Bank		5,252,539	5,000,000	14,513	1FM

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
22822R AR 1	CCI 6.113% 01/15/20		08/23/2016	Suntrust Robinson Humphrey		4,162,209	3,735,000	6,976	1FE
438124 AB 5	HAROT 2016-3 A2 1.010% 10/18/18		08/15/2016	Citicorp Securities Inc		14,999,253	15,000,000		1FE
44421L AE 2	HY 2016-10HY B 2.977% 08/10/38		08/08/2016	Deutsche Bank		10,310,327	10,000,000	18,792	1FE
44929E AB 1	HALST 2016-C A2 1.300% 03/15/19		08/09/2016	Societe Generale		9,998,989	10,000,000		1FE
46646G AE 7	JPMCC 2016-NINE B 2.854% 10/06/38		08/25/2016	JP Morgan Securities		10,082,890	10,000,000	19,820	1FE
485170 AV 6	KANSAS CITY SOUTHERN INDS 3.000% 05/15/23		09/28/2016	Morgan Stanley		10,235,700	10,000,000	115,000	2FE
577081 AX 0	MATTEL INC 1.700% 03/15/18		09/14/2016	Bank of America Corp		4,015,040	4,000,000	756	2FE
61691B AJ 0	MSCBB 2016-MART C 2.817% 09/13/31		09/14/2016	Morgan Stanley		7,499,993	7,500,000	15,258	1FE
654740 AF 6	NISSAN MOTOR ACCEPTANCE 2.650% 09/26/18		09/28/2016	DA Davidson		3,122,516	3,055,000	1,574	1FE
65477X AB 0	NALT 2016-B A2A 1.260% 12/17/18		09/13/2016	Citicorp Securities Inc		24,997,753	25,000,000		1FE
74153W CK 3	PRICOA GLOB FUND 1.450% 09/13/19		09/06/2016	US Bank		6,999,370	7,000,000		1FE
87342R AA 2	BELL 2016-1A A2I 3.832% 05/25/46		09/30/2016	Various		13,423,082	13,200,000	90,329	2AM
89237W AB 3	TAOT 2016-C A2A 1.000% 01/15/19		08/01/2016	Mitsubishi Bank of Japan		24,998,788	25,000,000		1FE
92347X AA 4	VZOT 2016-1A A 1.420% 01/20/21		07/12/2016	Bank of America Corp		9,998,316	10,000,000		1FE
96328D AT 1	WHLS 2016-1A A2 1.590% 05/20/25		08/02/2016	JP Morgan Securities		11,999,026	12,000,000		1FE
349553 AJ 6	FORTIS INC 2.100% 10/04/21	A	09/29/2016	Goldman Sachs		6,982,150	7,000,000		2FE
25243Y AM 1	DIAGEO CAPITAL PLC 5.750% 10/23/17	F	09/29/2016	Susquehanna Financial Group		4,371,191	4,178,000	107,438	1FE
88167A AD 3	TEVA PHARMACEUTICALS NE 2.800% 07/21/23	F	07/18/2016	Barclays Capital		19,933,200	20,000,000		2FE
3899999. Total Bonds - Industrial and Miscellaneous						334,607,002	333,184,600	589,565	XXX
8399997. Total Bonds - Part 3						550,223,201	548,214,600	987,355	XXX
8399999. Total Bonds						550,223,201	548,214,600	987,355	XXX
Common Stocks - Industrial and Miscellaneous									
20084V 10 8	COMMERCEHUB INC A		07/25/2016	Spin Off	1,283.900	4,592	XXX		L
20084V 30 6	COMMERCEHUB INC C		07/25/2016	Spin Off	2,567.800	9,326	XXX		L
222070 20 3	COTY INC A		09/30/2016	Tax Free Exchange	58,412.880	914,695	XXX		L
24703L 10 3	DELL TECHNOLOGIES INC		09/07/2016	State Street Bank	21,366.880	971,125	XXX		L
25179M 10 3	DEVON ENERGY CORPORATION		09/26/2016	State Street Bank	16,700.000	663,521	XXX		L
252131 10 7	DEXCOM INC		09/26/2016	State Street Bank	4,200.000	391,647	XXX		L
30303M 10 2	FACEBOOK INC A		09/26/2016	State Street Bank	11,100.000	1,414,617	XXX		L
34959J 10 8	FORTIVE CORPORATION		07/05/2016	Spin Off	32,200.000	478,012	XXX		L
462222 10 0	IONIS PHARMACEUTICALS INC		09/26/2016	State Street Bank	15,400.000	536,647	XXX		L
478160 10 4	JOHNSON & JOHNSON		09/26/2016	State Street Bank	26,400.000	3,109,484	XXX		L
565849 10 6	MARATHON OIL CORP		09/26/2016	State Street Bank	36,800.000	535,131	XXX		L
571903 20 2	MARRIOTT INTERNATIONAL INC CLASS A		09/23/2016	State Street Bank	14,960.000	978,060	XXX		L
74340W 10 3	PROLOGIS INC		09/26/2016	State Street Bank	21,700.000	1,181,391	XXX		L
79466L 30 2	SALESFORCE.COM INC		09/26/2016	State Street Bank	14,600.000	1,024,884	XXX		L
84860W 10 2	SPIRIT REALTY CAPITAL INC		09/26/2016	State Street Bank	61,400.000	845,748	XXX		L
902494 10 3	TYSON FOODS INC CLASS A		09/26/2016	State Street Bank	8,900.000	675,486	XXX		L
931142 10 3	WAL-MART STORES INC		09/26/2016	State Street Bank	14,100.000	1,012,222	XXX		L
00BTC0 M7 3	LIBERTY LILAC GROUP A	F	07/21/2016	State Street Bank	1.000	11	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
00BTC0 MD 0	LIBERTY LILAC GROUP C	F	07/21/2016	State Street Bank	3.000	56	XXX		L
00BY7Q L6 4	JOHNSON CONTROLS INTL PLC	F	09/06/2016	State Street Bank	44,960.660	2,146,341	XXX		L
00BY7Q L6 4	JOHNSON CONTROLS INTL PLC	F	09/06/2016	Tax Free Exchange	34,953.000	663,884	XXX		L
G98294 10 4	XL GROUP LTD	F	07/25/2016	Tax Free Exchange	12,900.000	220,630	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						17,777,510	XXX	0	XXX
9799997. Total Common Stocks - Part 3						17,777,510	XXX	0	XXX
9799999. Total Common Stocks						17,777,510	XXX	0	XXX
9899999. Total Preferred and Common Stocks						17,777,510	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						568,000,711	XXX	987,355	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828 2B 5	US TREASURY NOTE 0.750% 08/15/19	.	09/14/2016.	Barclays Capital		9,958,594	10,000,000	9,967,578			692		692		9,968,270		(9,676)	(9,676)	6,318	08/15/2019	1
912828 P7 9	US TREASURY NOTE 1.500% 02/28/23	.	07/07/2016.	CSFBdirect		8,349,266	8,200,000	8,095,898			4,132		4,132		8,100,030		249,235	249,235	43,451	02/28/2023	1
912828 Q2 9	US TREASURY NOTE 1.500% 03/31/23	.	07/07/2016.	CSFBdirect		30,543,750	30,000,000	29,962,500			996		996		29,963,496		580,254	580,254	121,721	03/31/2023	1
912828 Q7 8	US TREASURY NOTE 1.375% 04/30/21	.	08/11/2016.	Various		35,269,703	34,800,000	34,774,172			896		896		34,775,068		494,635	494,635	128,690	04/30/2021	1
912828 S6 8	US TREASURY NOTE 0.750% 07/31/18	.	09/09/2016.	Barclays Capital		39,960,938	40,000,000	40,059,375			(3,338)		(3,338)		40,056,037		(95,099)	(95,099)	35,054	07/31/2018	1
912828 VR 8	US TREASURY NOTE 0.625% 08/15/16	.	08/15/2016.	Maturity		35,000,000	35,000,000	34,901,563	34,979,242		20,758		20,758		35,000,000			0	218,750	08/15/2016	1
912828 VW 7	US TREASURY NOTE 0.875% 09/15/16	.	09/15/2016.	Maturity		3,600,000	3,600,000	3,623,766	3,605,664		(5,664)		(5,664)		3,600,000			0	31,500	09/15/2016	1
0599999. Total Bonds - U.S Government						162,682,251	161,600,000	161,384,852	38,584,906	0	18,472	0	18,472	0	161,462,901	0	1,219,349	1,219,349	585,484	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
041083 QM 1	ARKANSAS ST HSG 5.500% 07/01/37	.	07/01/2016.	Call 100.0000		445,000	445,000	476,595	448,316		(3,316)		(3,316)		445,000			0	24,475	01/01/2017	1FE
246395 NL 7	DELAWARE ST HSG 5.900% 07/01/38	.	07/01/2016.	Call 100.0000		215,000	215,000	233,718	217,633		(2,633)		(2,633)		215,000			0	12,685	01/01/2017	1FE
246395 PD 3	DELAWARE ST HSG 5.600% 01/01/39	.	07/01/2016.	Call 100.0000		440,000	440,000	471,372	445,431		(5,431)		(5,431)		440,000			0	24,640	07/01/2017	1FE
30711X CK 8	CAS 2016-C03 1M1 2.525% 10/25/28	.	09/25/2016.	Paydown		169,466	169,466	169,466					0		169,466			0	1,465	10/25/2028	1FE
3137AJ MG 6	FHMS 2011-K016 X1 IO 1.542% 10/25/21	.	09/01/2016.	Paydown				51,444	32,347		(32,347)		(32,347)					0	5,177	10/25/2021	1FE
3137AN MP 7	FHMS 2012-K707 X1 IO 1.530% 12/25/18	.	09/01/2016.	Paydown				20,930	9,151		(9,151)		(9,151)					0	2,611	12/25/2018	1FE
3137B2 HP 8	FHMS 2013-K028 X1 IO 0.350% 02/25/23	.	09/01/2016.	Paydown				20,009	17,990		(17,990)		(17,990)					0	2,745	02/25/2023	1FE
3137B8 G5 0	FHMS 2014-K037 X1 IO 1.024% 01/25/24	.	09/01/2016.	Paydown				71,230	60,423		(60,423)		(60,423)					0	6,872	01/25/2024	1FE
3137BA HB 1	FHMS 2014-K715 X1 IO 1.147% 01/25/21	.	09/01/2016.	Paydown				71,001	53,360		(53,360)		(53,360)					0	8,943	01/25/2021	1FE
3137BF DR 9	FHMS 2014-K717 X1 IO 0.509% 09/25/21	.	09/01/2016.	Paydown				7,430	6,529		(6,529)		(6,529)					0	992	09/25/2021	1FE
313921 6F 0	FNGT 2001-W3 A 6.627% 09/01/41	.	09/01/2016.	Paydown		2,271	2,271	2,376	2,345		(74)		(74)		2,271			0	101	09/01/2041	1FE
31392C MS 0	FNW 2002-W1 2A 6.191% 02/25/42	.	09/01/2016.	Paydown		4,370	4,370	4,584	4,424		(54)		(54)		4,370			0	186	02/25/2042	1FE
45505R BN 4	INDIANA ST 0.850% 05/01/34	.	09/01/2016.	Call 100.0000		16,000,000	16,000,000	16,000,000					0		16,000,000			0	32,175	05/01/2034	2FE
45505R BT 1	INDIANA ST 0.850% 12/01/37	.	09/01/2016.	Call 100.0000		8,000,000	8,000,000	8,000,000					0		8,000,000			0	16,087	12/01/2037	2FE
49130T PR 1	KENTUCKY HSG CORP HSG REV 4.250% 07/01/33	.	08/15/2016.	Call 100.0000		995,000	995,000	1,031,934	1,025,436		(30,436)		(30,436)		995,000			0	47,456	01/01/2023	1FE
60416S BU 3	MINNESOTA ST HSG FIN AGY 3.000% 07/01/31	.	09/01/2016.	Call 100.0000		395,000	395,000	414,888	409,902		(14,902)		(14,902)		395,000			0	12,825	01/01/2024	1FE
60636X T8 6	MISSOURI ST HSG SF 5.700% 09/01/38	.	09/01/2016.	Call 100.0000		90,000	90,000	96,263	91,489		(1,489)		(1,489)		90,000			0	5,130	03/01/2017	1FE
647200 QK 3	NEW MEXICO MTG FIN AGY 5.300% 01/01/39	.	07/01/2016.	Call 100.0000		290,000	290,000	307,545	292,745		(2,745)		(2,745)		290,000			0	15,370	01/01/2018	1FE
647200 TH 7	NEW MEXICO MTG FIN AGY 5.600% 01/01/38	.	07/01/2016.	Call 100.0000		340,000	340,000	366,350	354,956		(14,956)		(14,956)		340,000			0	19,040	07/01/2022	1FE
647200 V3 5	NEW MEXICO MTG FIN AGY 3.750% 03/01/43	.	09/01/2016.	Call 100.0000		90,000	90,000	95,291	93,522		(3,522)		(3,522)		90,000			0	3,375	06/01/2023	1FE
83712D QV 1	SOUTH CAROLINA HSG 6.000% 07/01/38	.	07/01/2016.	Call 100.0000		5,000	5,000	5,421	5,082		(82)		(82)		5,000			0	300	01/01/2017	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						27,481,107	27,481,107	27,917,847	3,571,081	0	(259,440)	0	(259,440)	0	27,481,107	0	0	0	242,650	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00212F AH 3	ASG 2009-2 G65 3.103% 05/24/36	.	09/01/2016.	Paydown		2,867,962	2,867,962	2,930,699	2,878,384		(10,421)		(10,421)		2,867,962			0	61,108	05/24/2036	1FM
00432C AU 5	ACCSS 2003-A A2 1.515% 07/01/38	.	09/25/2016.	Paydown		968,037	968,037	944,441	970,978		(2,941)		(2,941)		968,037			0	9,721	07/01/2038	1FE
004421 PR 8	ACE 2005-HE4 M2 1.305% 07/25/35	.	09/25/2016.	Paydown		424,111	424,111	405,035	420,799		3,312		3,312		424,111			0	3,429	07/25/2035	1FM

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig-nation or Market Indicator (a)
02006Y AB 1	ALLYA 2015-1 A2 0.920% 02/15/18	.	09/15/2016.	Paydown		4,707,790	4,707,790	4,707,731	4,707,756		35		35		4,707,790			0	28,879	02/15/2018	1FE
035242 AP 1	ANHEUSER-BUSCH INBEV FIN 3.650% 02/01/26	.	07/15/2016.	Various		7,567,000	7,000,000	6,988,310			410		410		6,988,720		578,280	578,280	121,667	02/01/2026	1FE
03879Q AB 0	ARC PROP OPER PART LP/CL 2.000% 02/06/17	.	07/02/2016.	Call 100.0000		30,585,000	30,585,000	30,579,378	30,279,150	303,834	2,017		305,851		30,585,000			0	805,733	02/06/2017	3FE
05490M AE 7	BCAP 2015-RR5 2A1 1.559% 01/26/46	.	09/01/2016.	Paydown		2,170,108	2,170,108	2,141,625	2,156,909		13,199		13,199		2,170,108			0	20,057	01/26/2046	2FE
05532F AE 2	BCAP 2009-RR11 2A1 2.890% 10/26/35	.	09/01/2016.	Paydown		400,062	400,062	391,561	397,432		2,630		2,630		400,062			0	7,186	10/26/2035	1FM
05545J AA 7	BCAP LLC TRUST 2015-RR3 1A1 3.239% 07/27/35	.	09/24/2016.	Paydown		1,240,477	1,240,477	1,263,735	1,264,116		(23,639)		(23,639)		1,240,477			0	23,598	07/27/2035	2FE
05546J AA 6	BBCMS 2015-VFM A1 2.466% 03/15/36	.	09/06/2016.	Paydown		360,131	360,131	358,763	358,772		1,359		1,359		360,131			0	5,907	03/15/2036	1FM
05604F AL 9	BWAY 2013-1515 C 3.446% 03/10/33	.	08/19/2016.	Bank of America Corp.		3,101,602	3,000,000	2,964,258			1,147		1,147		2,965,405		136,197	136,197	41,067	03/10/2033	1FM
05604F AQ 8	BWAY 2013-1515 E 3.717% 03/10/33	.	07/15/2016.	Deutsche Bank		2,955,703	3,000,000	2,808,867			4,596		4,596		2,813,463		142,240	142,240	33,765	03/10/2033	1FM
05946X XP 3	BAFC 2005-E 3A1 3.167% 01/20/50	.	09/01/2016.	Paydown		150,408	166,799	134,949	134,949		15,459		15,459		150,408			0	3,242	01/20/2050	1FM
05955R AA 2	BALL 2009-FDG A 5.204% 01/25/42	.	08/01/2016.	Paydown		19,631,260	19,631,260	21,494,484	20,005,915		(374,655)		(374,655)		19,631,260			0	680,884	01/25/2042	1FM
05955R AE 4	BALL 2009-FDG C 7.524% 01/25/42	.	08/01/2016.	Paydown		7,500,000	7,500,000	8,291,016	7,883,657		(383,657)		(383,657)		7,500,000			0	376,200	01/25/2042	1FM
073879 3N 6	BSABS 2005-HE11 M1 0.955% 11/25/35	.	09/25/2016.	Paydown		1,300,061	1,300,061	1,196,669	1,273,543		26,517		26,517		1,300,061			0	7,932	11/25/2035	1FM
12622D AB 0	COMM 2010-C1 A2 3.830% 07/10/46	.	09/01/2016.	Paydown		120,242	120,242	127,790	122,733		(2,490)		(2,490)		120,242			0	3,057	07/10/2046	1FM
12624K AB 2	COMM 2012-CR2 A2 2.025% 08/15/45	.	09/01/2016.	Paydown		706,187	706,187	723,992	710,997		(4,809)		(4,809)		706,187			0	16,683	08/15/2045	1FM
12642N AA 6	CSMC 2009-15R 1A1 3.399% 09/26/35	.	09/01/2016.	Paydown		1,549,553	1,549,553	1,588,292	1,607,186		(57,633)		(57,633)		1,549,553			0	32,871	09/26/2035	1FM
12643G BQ 4	CSMC 2010-2R 3A12 4.500% 06/26/37	.	09/01/2016.	Paydown		3,236,455	3,236,455	3,352,760	3,324,001		(87,546)		(87,546)		3,236,455			0	92,310	06/26/2037	1FM
12647Q AA 4	CSMC 2013-11R 1A1 2.750% 06/27/34	.	09/01/2016.	Paydown		704,617	704,617	704,177	703,977		640		640		704,617			0	12,876	06/27/2034	1FM
12648J CU 3	CSMC 2014-4R 13A1 2.944% 12/30/37	.	09/01/2016.	Paydown		2,411,622	2,411,622	2,466,637	2,500,681		(89,059)		(89,059)		2,411,622			0	43,950	12/30/2037	1FM
12650V AU 3	CSMC 2015-10R 2A1 0.694% 01/27/37	.	09/25/2016.	Paydown		1,706,970	1,706,970	1,618,421	1,622,822		84,148		84,148		1,706,970			0	6,521	01/27/2037	1FM
126673 2H 4	CWL 2005-7 MV2 1.075% 11/25/35	.	09/25/2016.	Paydown		647,853	647,853	632,467	640,400		7,453		7,453		647,853			0	4,451	11/25/2035	1FM
126673 B6 8	CWL 2005-3 MV3 1.015% 08/25/35	.	09/25/2016.	Paydown		1,960,874	1,960,874	1,905,111	1,962,483		(1,609)		(1,609)		1,960,874			0	12,038	08/25/2035	1FM
14987B AD 5	CC HOLDINGS GS V LLC/CRO 2.381% 12/15/17	.	09/21/2016.	Call 100.0000		8,125,000	8,125,000	8,218,914			(93,914)		(93,914)		8,125,000			0	189,247	12/15/2017	2FE
17305E FE 0	CCCIT 2013-A6 A6 1.320% 09/07/18	.	09/07/2016.	Paydown		8,000,000	8,000,000	8,037,813	8,021,134		(21,134)		(21,134)		8,000,000			0	105,600	09/07/2018	1FE
17319H AE 2	CMLTI 2012-5 2A3 2.902% 08/20/35	.	09/01/2016.	Paydown		121,794	121,794	118,483	121,011		783		783		121,794			0	2,167	08/20/2035	1FM
17320A AD 6	CMLTI 2012-10 2A1A 2.125% 03/25/35	.	09/01/2016.	Paydown		509,791	509,791	512,977	534,347		(24,556)		(24,556)		509,791			0	7,267	03/25/2035	1FM
20267T AB 8	CBSLT 2016-A A2 2.724% 05/25/40	.	09/25/2016.	Paydown		429,725	429,725	429,725					0		429,725			0	4,109	05/25/2040	1FE
21870L AQ 9	CORE 2015-CALW F 3.979% 02/10/34	.	07/15/2016.	Deutsche Bank		9,944,922	10,000,000	9,103,125			43,144		43,144		9,146,269		798,653	798,653	151,484	02/10/2034	1FM
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40	.	09/01/2016.	Paydown		400	400	405	399	11	(11)		0		400			0	19	03/25/2040	1FM
22944K AA 6	CSMC 2014-CIM1 A1 2.244% 01/25/58	.	09/01/2016.	Paydown		1,293,678	1,293,678	1,287,210	1,290,030	6,624	(2,976)		3,648		1,293,678			0	19,126	01/25/2058	6*
24703B AB 1	DEFT 2015-1 A2 1.010% 07/24/17	.	09/22/2016.	Paydown		7,762,263	7,762,263	7,761,984	7,762,134		129		129		7,762,263			0	52,415	07/24/2017	1FE
24703C AB 9	DEFT 2015-2 A2A 1.420% 12/22/17	.	09/22/2016.	Paydown		1,941,121	1,941,121	1,941,034	1,941,046		75		75		1,941,121			0	19,517	12/22/2017	1FE
28108P AB 2	ESLFT 2012-A AT 3.388% 10/01/25	.	07/01/2016.	Paydown		402,899	402,899	404,914	403,369		(470)		(470)		402,899			0	10,347	10/01/2025	1FE
29372E BE 7	EFF 2014-2 A2 1.050% 03/20/20	.	09/20/2016.	Paydown		2,751,495	2,751,495	2,751,052	2,751,244		251		251		2,751,495			0	19,251	03/20/2020	1FE
29372E BH 0	EFF 2015-1 A2 1.300% 09/20/20	.	09/20/2016.	Paydown		3,668,053	3,668,053	3,667,440	3,667,717		335		335		3,668,053			0	31,813	09/20/2020	1FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
29372E BL 1	EFF 2015-2 A2 1.590% 02/22/21	.	09/20/2016.	Paydown		1,269,603	1,269,603	1,267,274	1,267,341		2,262		2,262		1,269,603			0	13,470	02/22/2021	1FE
34530X AB 1	FORDL 2015-B A2A 1.040% 05/15/18	.	09/15/2016.	Paydown		4,650,746	4,650,746	4,650,654	4,650,667		79		79		4,650,746			0	32,358	05/15/2018	1FE
35729P LM 0	FHLT 2005-2 M2 1.245% 06/25/35	.	09/25/2016.	Paydown		1,050,643	1,050,643	1,016,169	1,054,472		(3,829)		(3,829)		1,050,643			0	7,892	06/25/2035	1FM
36190S AA 0	GPPT 2014-GPP A 1.475% 02/15/27	.	07/15/2016.	Paydown		692,847	692,847	692,930	692,968		(121)		(121)		692,847			0	5,610	02/15/2027	1FM
36193A AA 6	GSMS 2013-KING A 2.706% 12/10/27	.	09/01/2016.	Paydown		185,925	185,925	188,965	188,338		(2,413)		(2,413)		185,925			0	3,348	12/10/2027	1FM
3622N6 AG 4	GSR 2007-AR2 4A1 3.058% 02/25/51	.	09/01/2016.	Paydown		26,938	26,938	26,220	26,220		717		717		26,938			0	533	02/25/2051	1FM
39153V BV 5	GALC 2015-1 A2 1.120% 06/20/17	.	09/20/2016.	Paydown		7,633,856	7,633,856	7,633,537	7,633,737		120		120		7,633,856			0	56,964	06/20/2017	1FE
413875 AR 6	HARRIS CORP 3.832% 04/28/25	.	08/02/2016.	Goldman Sachs		10,635,100	10,000,000	10,145,200	10,136,308		(7,658)		(7,658)		10,128,650		506,450	506,450	295,916	04/28/2025	2FE
43813N AB 2	HAROT 2015-2 A2 0.690% 08/21/17	.	09/21/2016.	Paydown		6,380,766	6,380,766	6,380,384	6,380,592		174		174		6,380,766			0	29,311	08/21/2017	1FE
45660L DG 1	INDX 2005-AR1 4A1 2.901% 03/25/35	.	09/01/2016.	Paydown		365,275	365,275	278,749	295,962		69,313		69,313		365,275			0	6,173	03/25/2035	1FM
46628K AT 7	JPMMT 2006-A3 6A1 3.185% 08/25/34	.	09/01/2016.	Paydown		226,425	226,425	219,747	242,639		(16,213)		(16,213)		226,425			0	4,518	08/25/2034	1FM
46634G AC 5	JPMCC 2009-IWST XA IO 1.901% 12/05/27	.	09/01/2016.	Paydown				10,564	6,994		(6,994)		(6,994)					0	1,415	12/05/2027	1FE
46639G AU 0	JPMMT 2013-1 2A2 2.500% 03/01/43	.	09/01/2016.	Paydown		430,269	430,269	437,446	436,127		(5,858)		(5,858)		430,269			0	7,167	03/01/2043	1FM
57643L GJ 9	MABS 2005-NC1 M4 1.665% 09/25/41	.	09/25/2016.	Paydown/Return of Capital		35,835	35,835	20,880	20,880				0				35,835	35,835	369	09/25/2041	1FM
58769A AB 2	MBALT 2015-B A2A 1.000% 01/16/18	.	09/15/2016.	Paydown		6,487,935	6,487,935	6,487,357	6,487,454		481		481		6,487,935			0	43,410	01/16/2018	1FE
58772P AB 4	MBART 2015-1 A2A 0.820% 06/15/18	.	09/15/2016.	Paydown		2,216,402	2,216,402	2,216,363	2,216,378		24		24		2,216,402			0	12,109	06/15/2018	1FE
60689L AC 9	MMAF 2013-AA A3 1.030% 12/11/17	.	09/09/2016.	Paydown		2,805,099	2,805,099	2,804,798	2,805,032		67		67		2,805,099			0	19,347	12/11/2017	1FE
61748L AD 4	MSAC 2006-NC4 A2C 0.675% 11/25/42	.	09/25/2016.	Paydown		270,524	270,524	180,640	180,640		89,884		89,884		270,524			0	1,113	11/25/2042	1FM
61761N AA 8	MSRR 2012-R4 1A 0.674% 08/26/36	.	09/25/2016.	Paydown		571,731	571,731	545,288	555,799		15,931		15,931		571,731			0	2,230	08/26/2036	1FM
61762U BB 8	MSRR 2013-R8 5A 3.040% 07/26/53	.	09/01/2016.	Paydown		1,176,848	1,176,848	1,207,004	1,223,402		(46,554)		(46,554)		1,176,848			0	24,500	07/26/2053	1FM
61763Q AU 5	MSC 2014-CPT F 3.560% 07/13/29	.	07/28/2016.	JP Morgan Securities		18,648,543	18,925,000	17,390,883	1,957,883		105,804		105,804		17,502,460		1,146,083	1,146,083	345,013	07/13/2029	1FM
61763Y AA 2	MSRM 2014-1A A1 2.972% 06/25/44	.	09/01/2016.	Paydown		809,234	809,234	824,526	821,265		(12,031)		(12,031)		809,234			0	15,231	06/25/2044	1FM
61764B AN 3	MSC 2014-150E D 4.438% 09/09/32	.	07/26/2016.	Bank of America Corp.		17,945,703	17,500,000	16,614,063			29,809		29,809		16,643,871		1,301,832	1,301,832	315,127	09/09/2032	1FM
63861J AA 2	NHLT 2015-1A A 3.844% 05/25/18	.	07/25/2016.	Paydown		3,653,300	3,653,300	3,653,300	3,643,071	10,229			10,229		3,653,300			0	81,919	05/25/2018	1FE
65475W AB 4	NAROT 2015-B A2A 0.830% 07/16/18	.	09/15/2016.	Paydown		3,027,342	3,027,342	3,027,116	3,027,198		145		145		3,027,342			0	16,723	07/16/2018	1FE
65478T AB 8	NALT 2015-B A2A 1.180% 12/15/17	.	09/15/2016.	Paydown		4,674,113	4,674,113	4,673,781	4,673,819		294		294		4,674,113			0	36,906	12/15/2017	1FE
65540P AR 5	NMRR 2014-6R 4A1 0.561% 11/26/36	.	09/26/2016.	Paydown		1,363,758	1,363,758	1,298,980	1,324,879		38,879		38,879		1,363,758			0	5,522	11/26/2036	1FM
690742 AA 9	OWENS CORNING INC 6.500% 12/01/16	.	09/07/2016.	Call 100.0000		295,000	295,000	316,019	298,370		(3,370)		(3,370)		295,000			0	18,530	12/01/2016	2FE
73329B AC 0	PILOT 2015-1 A2 0.790% 11/21/17	.	09/21/2016.	Paydown		2,239,285	2,239,285	2,239,086	2,239,141		144		144		2,239,285			0	11,817	11/21/2017	1FE
74928G BM 9	RBSSP 2009-13 11A3 3.399% 09/26/35	.	09/01/2016.	Paydown		1,068,079	1,068,079	1,092,111	1,096,306		(28,227)		(28,227)		1,068,079			0	22,692	09/26/2035	1FM
74928U BS 5	RBSSP 2009-12 15A1 2.778% 10/25/35	.	09/25/2016.	Paydown		7,514,097	7,514,097	7,557,537			(43,441)		(43,441)		7,514,097			0	99,587	10/25/2035	1FM
74932T AA 2	RBSSP 2014-1 1A1 0.684% 11/26/36	.	09/25/2016.	Paydown		479,355	479,355	437,412	456,075		23,280		23,280		479,355			0	1,948	11/26/2036	1FM
76112B JG 6	RAMP 2005-RS1 MII1 1.350% 01/25/35	.	09/25/2016.	Paydown		214,177	214,177	207,350	212,571		1,606		1,606		214,177			0	1,869	01/25/2035	1FM
784419 AE 3	SLCLT 2006-A A5 0.798% 07/15/36	.	07/15/2016.	Paydown		1,751,783	1,751,783	1,733,170	1,736,306		15,477		15,477		1,751,783			0	9,238	07/15/2036	1FE
78444V AB 7	SLCLT 2010-B A2 4.024% 07/15/42	.	09/15/2016.	Paydown		1,005,348	1,005,348	1,047,447	1,034,165		(28,817)		(28,817)		1,005,348			0	26,801	07/15/2042	1FE
78447B AA 0	SLMA 2012-C A1 1.581% 08/15/23	.	08/15/2016.	Paydown		583,019	583,019	583,019	583,369		(349)		(349)		583,019			0	5,453	08/15/2023	1FE

Statement for September 30, 2016 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
78447V AA 6	SLMA 2013-B A1 1.174% 07/15/22	.	09/15/2016.	Paydown		1,238,067	1,238,067	1,234,584	1,235,057		3,009		3,009		1,238,067			0	9,081	07/15/2022	1FE
78448Q AA 6	SMB 2015-B A1 1.224% 02/15/23	.	09/15/2016.	Paydown		3,046,951	3,046,951	3,039,859	3,041,241		5,710		5,710		3,046,951			0	23,488	02/15/2023	1FE
78448R AA 4	SMB 2015-C A1 1.424% 07/15/22	.	09/15/2016.	Paydown		3,202,354	3,202,354	3,200,335	3,201,159		1,195		1,195		3,202,354			0	28,904	07/15/2022	1FE
834017 AA 3	SOFI 2015-B A1 1.575% 04/25/35	.	09/25/2016.	Paydown		860,467	860,467	836,804			23,663		23,663		860,467			0	7,617	04/25/2035	1FE
83402J AB 4	SOFI 2016-B A2A 1.680% 03/25/31	.	09/25/2016.	Paydown		1,162,169	1,162,169	1,162,074			95		95		1,162,169			0	4,847	03/25/2031	1FE
85172C AA 4	SLFMT 2013-1A A 1.270% 06/25/58	.	09/01/2016.	Paydown		1,594,140	1,594,140	1,594,013	1,592,930		1,210		1,210		1,594,140			0	13,599	06/25/2058	1FM
855541 AB 4	STARM 2007-S1 2A1 3.032% 01/25/37	.	09/01/2016.	Paydown		18,130	18,130	15,922	15,922		2,207		2,207		18,130			0	357	01/25/2037	1FM
863579 XC 7	SARM 2005-18 3A1 3.146% 11/25/54	.	09/01/2016.	Paydown		849,773	849,773	648,610	648,610		201,162		201,162		849,773			0	15,618	11/25/2054	1FM
86359X AD 5	SASC 2006-AM1 A4 0.685% 04/25/36	.	09/25/2016.	Paydown		584,181	584,181	547,122	565,995		18,186		18,186		584,181			0	2,461	04/25/2036	1FM
86803V AB 5	STAT 2015-1A A2 0.990% 06/15/18	.	09/15/2016.	Paydown		6,453,573	6,453,573	6,453,437	6,453,500		73		73		6,453,573			0	42,630	06/15/2018	1FE
89236W AB 4	TAOT 2015-A A2 0.710% 07/17/17	.	09/15/2016.	Paydown		3,789,033	3,789,033	3,788,997	3,788,756		277		277		3,789,033			0	17,909	07/17/2017	1FE
902055 AG 7	LBTY 2016-225L D 4.803% 02/10/36	.	08/02/2016.	JP Morgan Securities		12,426,738	11,500,000	11,383,203			2,120		2,120		11,385,323		1,041,415	1,041,415	187,300	02/10/2036	1FE
902055 AJ 1	LBTY 2016-225L E 4.803% 02/10/36	.	08/02/2016.	JP Morgan Securities		5,008,789	5,000,000	4,641,992			6,445		6,445		4,648,437		360,352	360,352	62,066	02/10/2036	1FE
90290K AC 9	USAOT 2014-1 A3 0.580% 12/15/17	.	09/15/2016.	Paydown		3,112,036	3,112,036	3,109,848	3,111,489		547		547		3,112,036			0	11,995	12/15/2017	1FE
90290X AB 3	USAOT 2015-1 A2 0.820% 03/15/18	.	09/15/2016.	Paydown		3,175,027	3,175,027	3,174,909	3,174,955		72		72		3,175,027			0	17,321	03/15/2018	1FE
92867M AC 4	VALET 2013-1 A3 0.560% 08/21/17	.	08/20/2016.	Paydown		657,393	657,393	656,803	657,228		165		165		657,393			0	2,195	08/21/2017	1FE
47215T AA 6	JB Y CO SA DE CV 3.750% 05/13/25	F	07/22/2016.	Various		16,685,850	16,000,000	15,936,660	15,939,452		2,928		2,928		15,942,380		743,470	743,470	418,646	05/13/2025	2FE
816410 AA 2	SLKN 1 A 1.329% 02/20/41	F	08/01/2016.	Paydown		8,106,415	8,106,415	8,067,669	8,183,112		(76,698)		(76,698)		8,106,415			0	91,528	02/20/2041	1FM
3899999. Total Bonds - Industrial and Miscellaneous						328,281,215	325,302,656	323,555,054	233,635,845	320,698	(592,900)	0	(272,202)	0	321,490,408	0	6,790,807	6,790,807	5,607,185	XXX	XXX
8399997. Total Bonds - Part 4						518,444,573	514,383,763	512,857,753	275,791,832	320,698	(833,868)	0	(513,170)	0	510,434,416	0	8,010,156	8,010,156	6,435,319	XXX	XXX
8399999. Total Bonds						518,444,573	514,383,763	512,857,753	275,791,832	320,698	(833,868)	0	(513,170)	0	510,434,416	0	8,010,156	8,010,156	6,435,319	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																					
25746U AZ 2	DOMINION RESOURCES INC	.	07/18/2016.	Citicorp Securities Inc.	5,000,000.000	4,000,000		4,575,000	4,575,000				0		4,575,000		(575,000)	(575,000)	81,848	XXX	RP2VFE.
302570 AX 4	FPL GROUP CAPITAL INC	.	08/24/2016.	Wells Fargo Bank	3,000,000.000	2,505,000		2,745,000	2,745,000				0		2,745,000		(240,000)	(240,000)	140,758	XXX	RP2VFE.
404280 BC 2	HSBC HOLDINGS PLC	F	09/06/2016.	Various	19,800,000.000	20,690,950		19,824,000					0		19,824,000		866,950	866,950	322,819	XXX	P2VFE
8499999. Total Preferred Stocks - Industrial and Miscellaneous						27,195,950	XXX	27,144,000	7,320,000	0	0	0	0	0	27,144,000	0	51,950	51,950	545,425	XXX	XXX
8999997. Total Preferred Stocks - Part 4						27,195,950	XXX	27,144,000	7,320,000	0	0	0	0	0	27,144,000	0	51,950	51,950	545,425	XXX	XXX
8999999. Total Preferred Stocks						27,195,950	XXX	27,144,000	7,320,000	0	0	0	0	0	27,144,000	0	51,950	51,950	545,425	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
00BQRQ XQ 2	TYCO INTERNATIONAL PLC	.	09/06/2016.	Tax Free Exchange	36,600.000	663,884	XXX	663,884	1,167,174	(503,290)			(503,290)		663,884			0	30,927	XXX	L
20084V 10 8	COMMERCEHUB INC A	.	08/26/2016.	State Street Bank	0.900	12	XXX	3					0		3		8	8		XXX	L
20084V 30 6	COMMERCEHUB INC C	.	08/26/2016.	State Street Bank	0.800	10	XXX	4					0		4		6	6		XXX	L
235851 10 2	DANAHER CORP	.	07/05/2016.	Spin Off		478,012	XXX	478,012	1,448,019	(970,007)			(970,007)		478,012			0		XXX	L
268648 10 2	EMC CORP-MASS	.	09/07/2016.	State Street Bank	191,700.000	5,581,510	XXX	3,253,673	4,922,856	(1,669,183)			(1,669,183)		3,253,673		2,327,837	2,327,837	66,137	XXX	L
303726 10 3	FAIRCHILD SEMICONDUCTOR INTL A	.	09/20/2016.	State Street Bank	25,500.000	510,000	XXX	119,218	528,105	(408,887)			(408,887)		119,218		390,782	390,782		XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig-nation or Market Indicator (a)
478366 10 7	JOHNSON CONTROLS INC	.	09/06/2016.	State Street Bank	53,800.000	2,454,577	XXX	1,343,413	2,124,562	(781,149)			(781,149)		1,343,413		1,111,164	1,111,164	62,408	XXX	L
53071M 88 0	LIBERTY MEDIA CORP	.	07/25/2016.	Spin Off		13,918	XXX	13,918	55,690	(41,771)			(41,771)		13,918			0		XXX	L
742718 10 9	PROCTER & GAMBLE CO	.	09/30/2016.	Tax Free Exchange	14,965.000	914,695	XXX	914,695	1,188,371	(273,675)			(273,675)		914,695			0	29,958	XXX	L
748356 10 2	QUESTAR CORP	.	09/19/2016.	State Street Bank	6,500.000	162,500	XXX	98,931	126,620	(27,689)			(27,689)		98,931		63,569	63,569	4,746	XXX	L
85590A 40 1	STARWOOD HOTELS & RESORTS	.	09/23/2016.	State Street Bank	18,700.000	1,370,760	XXX	978,060	1,199,116	(221,056)			(221,056)		978,060		392,700	392,700	14,025	XXX	L
00B5LR LL 6	XL GROUP PLC	F	07/25/2016.	Tax Free Exchange	12,900.000	220,630	XXX	220,630	505,422	(284,792)			(284,792)		220,630			0	5,160	XXX	L
00BTC0 M7 3	LIBERTY LILAC GROUP A	F	07/21/2016.	State Street Bank	1.990	45	XXX	45					0		45			0		XXX	L
00BTC0 MD 0	LIBERTY LILAC GROUP C	F	07/21/2016.	State Street Bank	3.060	58	XXX	58					0		58			0		XXX	L
00BY7Q L6 4	JOHNSON CONTROLS INTL PLC	F	09/29/2016.	State Street Bank	0.660	29	XXX	32					0		32		(2)	(2)		XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous						12,370,640	XXX	8,084,576	13,265,935	(5,181,499)	0	0	(5,181,499)	0	8,084,576	0	4,286,064	4,286,064	213,361	XXX	XXX
9799997 Total Common Stocks - Part 4						12,370,640	XXX	8,084,576	13,265,935	(5,181,499)	0	0	(5,181,499)	0	8,084,576	0	4,286,064	4,286,064	213,361	XXX	XXX
9799999. Total Common Stocks						12,370,640	XXX	8,084,576	13,265,935	(5,181,499)	0	0	(5,181,499)	0	8,084,576	0	4,286,064	4,286,064	213,361	XXX	XXX
9899999. Total Preferred and Common Stocks						39,566,590	XXX	35,228,576	20,585,935	(5,181,499)	0	0	(5,181,499)	0	35,228,576	0	4,338,014	4,338,014	758,786	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						558,011,163	XXX	548,086,329	296,377,767	(4,860,801)	(833,868)	0	(5,694,669)	0	545,662,992	0	12,348,170	12,348,170	7,194,105	XXX	XXX

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

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

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

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

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

Sch. DL - Pt. 1
NONE

Sch. DL - Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
CITIGROUP PTY LTD	SYDNEY, NEW SOUTH WALES, AUSTRALIA		0.050	535		3,720,643	3,641,450	3,657,688	XXX
NATIONAL AUSTRALIAN BANK	MELBOURNE, VICTORIA, AUSTRALIA					923,553	966,685	873,890	XXX
STATE STREET BANK	KANSAS CITY, MO								XXX
CITIBANK	NEW YORK, NY								XXX
0199999. Total Open Depositories		XXX	XXX	535	0	4,644,196	4,608,135	4,531,578	XXX
0399999. Total Cash on Deposit		XXX	XXX	535	0	4,644,196	4,608,135	4,531,578	XXX
0599999. Total Cash		XXX	XXX	535	0	4,644,196	4,608,135	4,531,578	XXX

Statement for September 30, 2016 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
All Other Government Bonds - Issuer Obligations							
CANADA-GOVT		07/14/2016	0.340	10/13/2016	4,999,433		3,730
CANADA-GOVT		07/14/2016	0.340	10/13/2016	49,994,329		37,301
0699999. All Other Government Bonds - Issuer Obligations					54,993,761	0	41,031
1099999. Total - All Other Government Bonds					54,993,761	0	41,031
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
AMERICAN HONDA FINANCE		08/02/2016	0.400	10/26/2016	28,991,939		19,328
CHEVRON CORP		08/30/2016	0.450	11/23/2016	19,986,745		7,995
COCA-COLA CO		07/18/2016	0.350	10/06/2016	24,998,784		18,228
COCA-COLA CO		07/19/2016	0.350	10/06/2016	49,997,568		35,970
EXXON MOBIL CORP		07/19/2016	0.350	10/03/2016	49,999,027		35,972
JOHNSON & JOHNSON		09/30/2016	0.200	10/11/2016	499,972		3
NOVARTIS FINANCE CORP		07/25/2016	0.380	10/07/2016	29,998,099		21,532
PEPSICO INC		08/09/2016	0.380	10/26/2016	34,990,759		19,575
PFIZER INC		07/18/2016	0.400	10/12/2016	49,993,884		41,662
BRITISH COLUMBIA PROV OF		08/05/2016	0.330	10/05/2016	34,498,734		18,026
BRITISH COLUMBIA PROV OF		07/18/2016	0.360	10/13/2016	24,996,998		18,748
BRITISH COLUMBIA PROV OF		08/03/2016	0.420	11/01/2016	22,991,676		15,826
HYDRO-QUEBEC		08/03/2016	0.400	10/25/2016	29,991,995		19,661
ONTARIO PROVINCE		07/20/2016	0.360	10/20/2016	49,990,493		36,493
QUEBEC PROVINCE		08/02/2016	0.330	10/03/2016	49,999,083		27,500
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					501,925,756	0	336,519
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					501,925,756	0	336,519
Total Bonds							
7799999. Subtotals - Issuer Obligations					556,919,517	0	377,550
8399999. Subtotals - Bonds					556,919,517	0	377,550
8699999. Total - Cash Equivalents					556,919,517	0	377,550