



ANNUAL STATEMENT

For the Year Ended December 31, 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, County and Zip Code)	
Main Administrative Office	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US..... 44143-2182 440-461-5000 (Street and Number) (City or Town, State, County and Zip Code)	(Area Code) (Telephone Number)
Mail Address	P.O. BOX 89490..... CLEVELAND OH US 44101-6490 (Street and Number or P. O. Box) (City or Town, State, County and Zip Code)	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33..... CLEVELAND OH US 44143-2182 440-395-4460 (Street and Number) (City or Town, State, County and Zip Code)	(Area Code) (Telephone Number)
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO (Name) FINANCIAL_REPORTING@PROGRESSIVE.COM (E-Mail Address)	440-395-4460 (Area Code) (Telephone Number) (Extension) 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	DANIEL PETER MASCARO #	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) SCOTT WESLEY ZIEGLER	(Signature) KAREN ANN KOSUDA	(Signature) SCOTT EDWARD COLEMAN
1. (Printed Name) PRESIDENT	2. (Printed Name) ASSISTANT SECRETARY	3. (Printed Name) ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 14TH day of FEBRUARY, 2017

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

Yes [X] No []

PROGRESSIVE DIRECT INSURANCE COMPANY
ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	3,993,495,501		3,993,495,501	3,732,913,021
2. Stocks (Schedule D):				
2.1 Preferred stocks.....	32,421,338		32,421,338	38,840,199
2.2 Common stocks.....	888,568,902		888,568,902	826,403,971
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	155,671,783		155,671,783	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 (\$....3,442,380, Schedule E-Part 1), cash equivalents (\$....80,774,665, Schedule E-Part 2) and short-term investments (\$....598,636,738, Schedule DA).....	682,853,783		682,853,783	191,190,760
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives (Schedule DB).....			0	
8. Other invested assets (Schedule BA).....	14,552,196	14,552,196	0	
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets (Schedule DL).....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	5,767,563,503	14,552,196	5,753,011,307	4,952,263,599
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	15,125,505		15,125,505	15,005,010
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	156,149,377	20,484,580	135,664,797	104,989,090
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	771,673,145		771,673,145	682,905,628
15.3 Accrued retrospective premiums (\$.....0) and contracts subject to redetermination (\$.....0).....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	9,347,851		9,347,851	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.....			0	
18.2 Net deferred tax asset.....			0	
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....	35,754	35,754	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	39,325,895		39,325,895	73,776,108
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other-than-invested assets.....	4,433,100	1,106,693	3,326,407	3,647,493
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	6,763,654,130	36,179,223	6,727,474,907	5,835,292,995
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. TOTAL (Lines 26 and 27).....	6,763,654,130	36,179,223	6,727,474,907	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 through 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501. STATE UNEARNED SURCHARGE RECOVERABLE.....	1,853,243		1,853,243	1,664,592
2502. STATE TAX CREDITS.....	1,069,750		1,069,750	1,034,065
2503. NET GOODS AND SERVICES TAX RECOVERABLE.....	285,332		285,332	519,248
2598. Summary of remaining write-ins for Line 25 from overflow page.....	1,224,775	1,106,693	118,082	429,588
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above).....	4,433,100	1,106,693	3,326,407	3,647,493

PROGRESSIVE DIRECT INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Losses (Part 2A, Line 35, Column 8).....	1,970,243,651	1,730,694,760
2. Reinsurance payable on paid losses and loss adjustment expenses (Schedule F, Part 1, Column 6).....	318,683,119	242,193,305
3. Loss adjustment expenses (Part 2A, Line 35, Column 9).....	445,603,496	386,547,032
4. Commissions payable, contingent commissions and other similar charges.....	298,673	904,163
5. Other expenses (excluding taxes, licenses and fees).....	11,043,437	12,987,049
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	61,372,219	51,849,751
7.1 Current federal and foreign income taxes (including \$....(498,317) on realized capital gains (losses)).....	31,449,915	33,880,761
7.2 Net deferred tax liability.....	10,715,084	5,847,536
8. Borrowed money \$.....0 and interest thereon \$.....0.....	.....	.....
9. Unearned premiums (Part 1A, Line 38, Column 5) (after deducting unearned premiums for ceded reinsurance of \$....497,575,561 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).....	1,713,442,040	1,501,328,986
10. Advance premium.....	11,516,868	9,442,444
11. Dividends declared and unpaid:		
11.1 Stockholders.....	.....	.....
11.2 Policyholders.....	.....	.....
12. Ceded reinsurance premiums payable (net of ceding commissions).....	42,883	737,327
13. Funds held by company under reinsurance treaties (Schedule F, Part 3, Column 19).....	.....	.....
14. Amounts withheld or retained by company for account of others.....	.....	.....
15. Remittances and items not allocated.....	.....	.....
16. Provision for reinsurance (including \$.....0 certified) (Schedule F, Part 8).....	.....	.....
17. Net adjustments in assets and liabilities due to foreign exchange rates.....	.....	.....
18. Drafts outstanding.....	84,492,452	72,453,049
19. Payable to parent, subsidiaries and affiliates.....	.....	.....
20. Derivatives.....	.....	.....
21. Payable for securities.....	105	.....
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.....	3,211,068	3,323,414
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	4,662,115,010	4,052,189,577
27. Protected cell liabilities.....	.....	.....
28. Total liabilities (Lines 26 and 27).....	4,662,115,010	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.....	874,674,923	868,903,891
35. Unassigned funds (surplus).....	1,187,684,494	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) (Page 4, Line 39).....	2,065,359,897	1,783,103,418
38. TOTAL (Page 2, Line 28, Col. 3).....	6,727,474,907	5,835,292,995

DETAILS OF WRITE-INS

2501. MISCELLANEOUS OTHER LIABILITIES.....	2,117,415	2,138,423
2502. STATE PLAN LIABILITY.....	741,782	617,224
2503. ESCHEATABLE PROPERTY.....	351,871	567,767
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above).....	3,211,068	3,323,414
2901. .....	.....	.....
2902. .....	.....	.....
2903. .....	.....	.....
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 through 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 through 3203 plus 3298) (Line 32 above).....	0	0

PROGRESSIVE DIRECT INSURANCE COMPANY
STATEMENT OF INCOME

	1 Current Year	2 Prior Year
UNDERWRITING INCOME		
1. Premiums earned (Part 1, Line 35, Column 4).....	6,146,775,025	5,325,246,588
DEDUCTIONS:		
2. Losses incurred (Part 2, Line 35, Column 7).....	4,004,039,249	3,364,176,228
3. Loss adjustment expenses incurred (Part 3, Line 25, Column 1).....	696,392,882	603,539,263
4. Other underwriting expenses incurred (Part 3, Line 25, Column 2).....	1,180,502,888	1,076,748,703
5. Aggregate write-ins for underwriting deductions.....	0	0
6. Total underwriting deductions (Lines 2 through 5).....	5,880,935,019	5,044,464,194
7. Net income of protected cells.....		
8. Net underwriting gain (loss) (Line 1 minus Line 6 plus Line 7).....	265,840,006	280,782,394
INVESTMENT INCOME		
9. Net investment income earned (Exhibit of Net Investment Income, Line 17).....	117,565,755	108,834,327
10. Net realized capital gains (losses) less capital gains tax of \$....7,086,141 (Exhibit of Capital Gains (Losses)).....	(20,607,380)	18,843,944
11. Net investment gain (loss) (Lines 9 + 10).....	96,958,375	127,678,271
OTHER INCOME		
12. Net gain (loss) from agents' or premium balances charged off (amount recovered \$....2,426,058 amount charged off \$....62,696,061).....	(60,270,003)	(49,734,872)
13. Finance and service charges not included in premiums.....	39,069,452	34,653,039
14. Aggregate write-ins for miscellaneous income.....	18,655,473	17,472,909
15. Total other income (Lines 12 through 14).....	(2,545,078)	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).....	360,253,303	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).....	360,253,303	410,851,741
19. Federal and foreign income taxes incurred.....	96,320,090	145,224,477
20. Net income (Line 18 minus Line 19) (to Line 22).....	263,933,213	265,627,264
CAPITAL AND SURPLUS ACCOUNT		
21. Surplus as regards policyholders, December 31 prior year (Page 4, Line 39, Column 2).....	1,783,103,418	1,571,450,964
22. Net income (from Line 20).....	263,933,213	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 \$....22,501,421.....	41,909,215	(6,827,925)
25. Change in net unrealized foreign exchange capital gain (loss).....	326,116	(1,194,172)
26. Change in net deferred income tax.....	17,809,475	10,694,866
27. Change in nonadmitted assets (Exhibit of Nonadmitted Assets, Line 28, Column 3).....	(12,492,572)	(2,488,045)
28. Change in provision for reinsurance (Page 3, Line 16, Column 2 minus Column 1).....		
29. Change in surplus notes.....		
30. Surplus (contributed to) withdrawn from Protected Cells.....		
31. Cumulative effect of changes in accounting principles.....		
32. Capital changes:		
32.1 Paid in.....		
32.2 Transferred from surplus (Stock Dividend).....		
32.3 Transferred to surplus.....		
33. Surplus adjustments:		
33.1 Paid in.....	5,771,032	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.....	(35,000,000)	(65,500,000)
36. Change in treasury stock (Page 3, Lines 36.1 and 36.2, Column 2 minus Column 1).....		
37. Aggregate write-ins for gains and losses in surplus.....	0	0
38. Change in surplus as regards policyholders for the year (Lines 22 through 37).....	282,256,479	211,652,454
39. Surplus as regards policyholders, December 31 current year (Line 21 plus Line 38) (Page 3, Line 37).....	2,065,359,897	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
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above).....	0	0
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED.....	17,476,311	15,982,334
1402. MISCELLANEOUS OTHER INCOME.....	717,235	1,419,994
1403. INTEREST INCOME ON INTERCOMPANY BALANCES.....	461,927	70,581
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	18,655,473	17,472,909
3701.....		
3702.....		
3703.....		
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above).....	0	0

PROGRESSIVE DIRECT INSURANCE COMPANY

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	6,237,063,032	5,451,159,970
2. Net investment income.....	141,602,738	130,880,203
3. Miscellaneous income.....	(739,046)	5,151,903
4. Total (Lines 1 through 3).....	6,377,926,723	5,587,192,077
5. Benefit and loss related payments.....	3,694,642,328	3,157,294,753
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	1,811,185,142	1,624,164,686
7. Commissions, expenses paid and aggregate write-ins for deductions.....	.....	.....
8. Dividends paid to policyholders.....	.....	.....
9. Federal and foreign income taxes paid (recovered) net of \$....7,082,312 tax on capital gains (losses).....	105,837,077	149,724,472
10. Total (Lines 5 through 9).....	5,611,664,547	4,931,183,911
11. Net cash from operations (Line 4 minus Line 10).....	766,262,177	656,008,165
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:	.....	.....
12.1 Bonds.....	2,474,667,914	2,219,804,890
12.2 Stocks.....	80,130,334	51,422,661
12.3 Mortgage loans.....	.....	.....
12.4 Real estate.....	.....	45,100
12.5 Other invested assets.....	127,015	127,000
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	9,748	.....
12.7 Miscellaneous proceeds.....	105	.....
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	2,554,935,116	2,271,399,651
13. Cost of investments acquired (long-term only):	.....	.....
13.1 Bonds.....	2,732,920,535	2,708,767,901
13.2 Stocks.....	67,355,781	54,284,935
13.3 Mortgage loans.....	.....	.....
13.4 Real estate.....	1,324,128	4,371,966
13.5 Other invested assets.....	43,365,201	.....
13.6 Miscellaneous applications.....	.....	.....
13.7 Total investments acquired (Lines 13.1 to 13.6).....	2,844,965,645	2,767,424,802
14. Net increase (decrease) in contract loans and premium notes.....	.....	.....
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	(290,030,529)	(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.....	5,771,032	11,340,466
16.3 Borrowed funds.....	.....	.....
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	.....	.....
16.5 Dividends to stockholders.....	35,000,000	65,500,000
16.6 Other cash provided (applied).....	44,660,343	(35,047,019)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	15,431,375	(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 Lines 15 and 17).....	491,663,023	70,776,461
19. Cash, cash equivalents and short-term investments:	.....	.....
19.1 Beginning of year.....	191,190,760	120,414,299
19.2 End of year (Line 18 plus Line 19.1).....	682,853,783	191,190,760

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

20.0001
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PROGRESSIVE DIRECT INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS EARNED

Line of Business	1 Net Premiums Written per Column 6, Part 1B	2 Unearned Premiums December 31 Prior Year- per Col. 3, Last Year's Part 1	3 Unearned Premiums December 31 Current Year- per Col. 5, Part 1A	4 Premiums Earned During Year (Cols. 1 + 2 - 3)
1. Fire.....	0		0	0
2. Allied lines.....	0		0	0
3. Farmowners multiple peril.....	0		0	0
4. Homeowners multiple peril.....	0		0	0
5. Commercial multiple peril.....	0		0	0
6. Mortgage guaranty.....	0		0	0
8. Ocean marine.....	0		0	0
9. Inland marine.....	63,456,630	27,466,570	29,695,226	61,227,974
10. Financial guaranty.....	0		0	0
11.1 Medical professional liability - occurrence.....	0		0	0
11.2 Medical professional liability - claims-made.....	0		0	0
12. Earthquake.....	0		0	0
13. Group accident and health.....	0		0	0
14. Credit accident and health (group and individual).....	0		0	0
15. Other accident and health.....	0		0	0
16. Workers' compensation.....	0		0	0
17.1 Other liability - occurrence.....	21,624,426	9,665,781	10,173,496	21,116,711
17.2 Other liability - claims-made.....	3,875	319	339	3,855
17.3 Excess workers' compensation.....	0		0	0
18.1 Products liability - occurrence.....	0		0	0
18.2 Products liability - claims-made.....	0		0	0
19.1, 19.2 Private passenger auto liability.....	4,063,426,027	935,106,191	1,061,482,838	3,937,049,380
19.3, 19.4 Commercial auto liability.....	30,795,288	13,656,098	14,516,199	29,935,188
21. Auto physical damage.....	2,179,581,834	515,434,026	597,573,943	2,097,441,918
22. Aircraft (all perils).....	0		0	0
23. Fidelity.....	0		0	0
24. Surety.....	0		0	0
26. Burglary and theft.....	0		0	0
27. Boiler and machinery.....	0		0	0
28. Credit.....	0		0	0
29. International.....	0		0	0
30. Warranty.....	0		0	0
31. Reinsurance - nonproportional assumed property.....	0		0	0
32. Reinsurance - nonproportional assumed liability.....	0		0	0
33. Reinsurance - nonproportional assumed financial lines.....	0		0	0
34. Aggregate write-ins for other lines of business.....	0	0	0	0
35. TOTALS.....	6,358,888,080	1,501,328,986	1,713,442,040	6,146,775,026

DETAILS OF WRITE-INS

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

PROGRESSIVE DIRECT INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT

PART 1A - RECAPITULATION OF ALL PREMIUMS

Line of Business	1 Amount Unearned (Running One Year or Less from Date of Policy) (a)	2 Amount Unearned (Running More Than One Year from Date of Policy) (a)	3 Earned But Unbilled Premium	4 Reserve for Rate Credits and Retrospective Adjustments Based on Experience	5 Total Reserve for Unearned Premiums Cols. 1 + 2 + 3 + 4
1. Fire.....					0
2. Allied lines.....					0
3. Farmowners multiple peril.....					0
4. Homeowners multiple peril.....					0
5. Commercial multiple peril.....					0
6. Mortgage guaranty.....					0
8. Ocean marine.....					0
9. Inland marine.....	29,695,226				29,695,226
10. Financial guaranty.....					0
11.1 Medical professional liability - occurrence.....					0
11.2 Medical professional liability - claims-made.....					0
12. Earthquake.....					0
13. Group accident and health.....					0
14. Credit accident and health (group and individual).....					0
15. Other accident and health.....					0
16. Workers' compensation.....					0
17.1 Other liability - occurrence.....	10,173,496				10,173,496
17.2 Other liability - claims-made.....	339				339
17.3 Excess workers' compensation.....					0
18.1 Products liability - occurrence.....					0
18.2 Products liability - claims-made.....					0
19.1, 19.2 Private passenger auto liability.....	1,061,482,838				1,061,482,838
19.3, 19.4 Commercial auto liability.....	14,516,199				14,516,199
21. Auto physical damage.....	597,573,943				597,573,943
22. Aircraft (all perils).....					0
23. Fidelity.....					0
24. Surety.....					0
26. Burglary and theft.....					0
27. Boiler and machinery.....					0
28. Credit.....					0
29. International.....					0
30. Warranty.....					0
31. Reinsurance - nonproportional assumed property.....					0
32. Reinsurance - nonproportional assumed liability.....					0
33. Reinsurance - nonproportional assumed financial lines.....					0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0
35. TOTALS.....	1,713,442,040	0	0	0	1,713,442,040
36. Accrued retrospective premiums based on experience.....					
37. Earned but unbilled premiums.....					0
38. Balance (sum of Lines 35 through 37).....					1,713,442,040

DETAILS OF WRITE-INS

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

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

PROGRESSIVE DIRECT INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT

PART 1B - PREMIUMS WRITTEN

Line of Business	1 Direct Business (a)	Reinsurance Assumed		Reinsurance Ceded		6 Net Premiums Written (Cols. 1 + 2 + 3 - 4 - 5)
		2 From Affiliates	3 From Non-Affiliates	4 To Affiliates	5 To Non-Affiliates	
1. Fire.....						0
2. Allied lines.....						0
3. Farmowners multiple peril.....						0
4. Homeowners multiple peril.....						0
5. Commercial multiple peril.....						0
6. Mortgage guaranty.....						0
8. Ocean marine.....						0
9. Inland marine.....	29,095,928	52,783,594		18,422,892		63,456,630
10. Financial guaranty.....						0
11.1 Medical professional liability - occurrence.....						0
11.2 Medical professional liability - claims-made.....						0
12. Earthquake.....						0
13. Group accident and health.....						0
14. Credit accident and health (group and individual).....						0
15. Other accident and health.....						0
16. Workers' compensation.....						0
17.1 Other liability - occurrence.....	11,950,049	16,196,914		6,278,059	244,478	21,624,426
17.2 Other liability - claims-made.....		5,000		1,125		3,875
17.3 Excess workers' compensation.....						0
18.1 Products liability - occurrence.....						0
18.2 Products liability - claims-made.....						0
19.1, 19.2 Private passenger auto liability.....	1,653,674,362	3,589,455,995		1,179,704,330		4,063,426,027
19.3, 19.4 Commercial auto liability.....		39,735,856		8,940,568		30,795,288
21. Auto physical damage.....	920,665,107	1,891,698,550		632,781,823		2,179,581,834
22. Aircraft (all perils).....						0
23. Fidelity.....						0
24. Surety.....						0
26. Burglary and theft.....						0
27. Boiler and machinery.....						0
28. Credit.....						0
29. International.....						0
30. Warranty.....						0
31. Reinsurance - nonproportional assumed property.....	XXX					0
32. Reinsurance - nonproportional assumed liability.....	XXX					0
33. Reinsurance - nonproportional assumed financial lines.....	XXX					0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
35. TOTALS.....	2,615,385,446	5,589,875,909	0	1,846,128,797	244,478	6,358,888,080

DETAILS OF WRITE-INS

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

(a) Does the company's direct premiums written include premiums recorded on an installment basis? Yes [] No [X]

If yes: 1. The amount of such installment premiums \$.....0.

2. Amount at which such installment premiums would have been reported had they been recorded on an annualized basis \$.....0.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - LOSSES PAID AND INCURRED

Line of Business	Losses Paid Less Salvage				5 Net Losses Unpaid Current Year (Part 2A, Col. 8)	6 Net Losses Unpaid Prior Year	7 Losses Incurred Current Year (Cols. 4 + 5 - 6)	8 Percentage of Losses Incurred (Col. 7, Part 2) to Premiums Earned (Col. 4, Part 1)
	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Recovered	4 Net Payments (Cols. 1 + 2 - 3)				
1. Fire.....				0	0		0	0.0
2. Allied lines.....				0	0		0	0.0
3. Farmowners multiple peril.....				0	0		0	0.0
4. Homeowners multiple peril.....		731	164	567	4,028	9,166	(4,571)	0.0
5. Commercial multiple peril.....				0	0		0	0.0
6. Mortgage guaranty.....				0	0		0	0.0
8. Ocean marine.....				0	0		0	0.0
9. Inland marine.....	14,482,699	24,389,726	8,746,296	30,126,129	2,816,138	2,619,786	30,322,481	49.5
10. Financial guaranty.....				0	0		0	0.0
11.1 Medical professional liability - occurrence.....				0	0		0	0.0
11.2 Medical professional liability - claims-made.....				0	0		0	0.0
12. Earthquake.....				0	0		0	0.0
13. Group accident and health.....				0	0		0	0.0
14. Credit accident and health (group and individual).....				0	0		0	0.0
15. Other accident and health.....				0	0		0	0.0
16. Workers' compensation.....				0	0		0	0.0
17.1 Other liability - occurrence.....	3,207,590	5,313,420	1,917,227	6,603,783	8,477,226	6,720,401	8,360,608	39.6
17.2 Other liability - claims-made.....				0	869,809	562,040	307,769	7,983.9
17.3 Excess workers' compensation.....				0	0		0	0.0
18.1 Products liability - occurrence.....				0	0		0	0.0
18.2 Products liability - claims-made.....				0	0		0	0.0
19.1, 19.2 Private passenger auto liability.....	894,615,363	1,893,379,422	627,298,826	2,160,695,958	1,931,820,846	1,703,205,351	2,389,311,453	60.7
19.3, 19.4 Commercial auto liability.....		20,369,835	4,583,213	15,786,622	26,287,310	18,410,047	23,663,886	79.1
21. Auto physical damage.....	652,126,017	1,349,522,110	450,370,829	1,551,277,299	(31,709)	(832,031)	1,552,077,621	74.0
22. Aircraft (all perils).....				0	0		0	0.0
23. Fidelity.....				0	0		0	0.0
24. Surety.....				0	0		0	0.0
26. Burglary and theft.....				0	0		0	0.0
27. Boiler and machinery.....				0	0		0	0.0
28. Credit.....				0	0		0	0.0
29. International.....				0	0		0	0.0
30. Warranty.....				0	0		0	0.0
31. Reinsurance - nonproportional assumed property.....	XXX.			0	0		0	0.0
32. Reinsurance - nonproportional assumed liability.....	XXX.			0	0		0	0.0
33. Reinsurance - nonproportional assumed financial lines.....	XXX.			0	0		0	0.0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0	0	0.0
35. TOTALS.....	1,564,431,669	3,292,975,244	1,092,916,555	3,764,490,358	1,970,243,647	1,730,694,759	4,004,039,246	65.1
DETAILS OF WRITE-INS								
3401.				0	0		0	0.0
3402.				0	0		0	0.0
3403.				0	0		0	0.0
3498. Summary of remaining write-ins for Line 34 from overflow page.....	0	0	0	0	0	0	0	XXX.
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34 above).....	0	0	0	0	0	0	0	0.0

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES

Line of Business	Reported Losses				Incurred But Not Reported			8	9
	1 Direct	2 Reinsurance Assumed	3 Deduct Reinsurance Recoverable	4 Net Losses Excluding Incurred but not Reported (Cols. 1 + 2 - 3)	5 Direct	6 Reinsurance Assumed	7 Reinsurance Ceded		
1. Fire.....				0				0	
2. Allied lines.....				0				0	
3. Farmowners multiple peril.....				0				0	
4. Homeowners multiple peril.....				0				4,028	.611
5. Commercial multiple peril.....				0				0	
6. Mortgage guaranty.....				0				0	
8. Ocean marine.....				0				0	
9. Inland marine.....	716,620	1,370,792	.469,668	1,617,744	.503,086	1,043,228	.347,921	2,816,138	567,862
10. Financial guaranty.....				0				0	
11.1 Medical professional liability - occurrence.....				0				0	
11.2 Medical professional liability - claims-made.....				0				0	
12. Earthquake.....				0				0	
13. Group accident and health.....				0				(a).	0
14. Credit accident and health (group and individual).....				0				0	
15. Other accident and health.....				0				(a).	0
16. Workers' compensation.....				0				0	
17.1 Other liability - occurrence.....	4,618,390	.3,890,470	.1,914,881	6,593,979	.1,273,819	.1,391,467	.782,039	8,477,226	1,524,030
17.2 Other liability - claims-made.....				0				.869,809	.49,492
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.....	.627,955,253	1,327,161,111	.439,901,182	1,515,215,182	.130,320,641	.407,235,054	.120,950,031	1,931,820,846	.422,212,862
19.3, 19.4 Commercial auto liability.....		28,499,702	.6,412,433	.22,087,269		.5,419,408	.1,219,367	.26,287,310	3,132,619
21. Auto physical damage.....	36,651,707	69,648,609	.23,917,571	.82,382,745	(.32,625,777)	(.73,715,454)	(.23,926,777)	(.31,709)	.18,116,020
22. Aircraft (all perils).....				0				0	
23. Fidelity.....				0				0	
24. Surety.....				0				0	
26. Burglary and theft.....				0				0	
27. Boiler and machinery.....				0				0	
28. Credit.....				0				0	
29. International.....				0				0	
30. Warranty.....				0				0	
31. Reinsurance - nonproportional assumed property.....	XXX			0	XXX			0	
32. Reinsurance - nonproportional assumed liability.....	XXX			0	XXX			0	
33. Reinsurance - nonproportional assumed financial lines.....	XXX			0	XXX			0	
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0	0	0	0
35. TOTALS.....	669,941,970	1,430,570,684	472,615,735	1,627,896,919	.99,471,769	.342,501,235	.99,626,276	1,970,243,647	.445,603,496

DETAILS OF WRITE-INS

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

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

PROGRESSIVE DIRECT INSURANCE COMPANY
UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - EXPENSES

	1 Loss Adjustment Expenses	2 Other Underwriting Expenses	3 Investment Expenses	4 Total
1. Claim adjustment services:				
1.1 Direct.....	31,134,645			31,134,645
1.2 Reinsurance assumed.....	103,904,977			103,904,977
1.3 Reinsurance ceded.....	30,384,996			30,384,996
1.4 Net claim adjustment services (1.1 + 1.2 - 1.3).....	104,654,625	0	0	104,654,625
2. Commission and brokerage:				
2.1 Direct, excluding contingent.....		8,898,938		8,898,938
2.2 Reinsurance assumed, excluding contingent.....		(367,247)		(367,247)
2.3 Reinsurance ceded, excluding contingent.....		1,971,735		1,971,735
2.4 Contingent - direct.....		170,105		170,105
2.5 Contingent - reinsurance assumed.....		290,841		290,841
2.6 Contingent - reinsurance ceded.....		103,713		103,713
2.7 Policy and membership fees.....				0
2.8 Net commission and brokerage (2.1 + 2.2 - 2.3 + 2.4 + 2.5 - 2.6 + 2.7).....	0	6,917,189	0	6,917,189
3. Allowances to manager and agents.....				0
4. Advertising.....	71,458	392,314,996		392,386,455
5. Boards, bureaus and associations.....	1,700,327	1,932,054		3,632,381
6. Surveys and underwriting reports.....		50,047,351		50,047,351
7. Audit of assureds' records.....				0
8. Salary and related items:				
8.1 Salaries.....	399,089,056	354,444,117	3,411,795	756,944,968
8.2 Payroll taxes.....	27,694,822	25,170,564	91,366	52,956,752
9. Employee relations and welfare.....	68,888,785	52,533,619	128,794	121,551,198
10. Insurance.....	924,100	1,123,683		2,047,783
11. Directors' fees.....				0
12. Travel and travel items.....	17,480,320	7,396,783	20,396	24,897,499
13. Rent and rent items.....	23,006,340	28,873,091	74,505	51,953,936
14. Equipment.....	1,970,309	9,052,481		11,022,790
15. Cost or depreciation of EDP equipment and software.....	26,530,937	53,687,599	47,624	80,266,160
16. Printing and stationery.....	2,415,314	5,304,017	7,572	7,726,903
17. Postage, telephone and telegraph, exchange and express.....	18,012,817	47,445,487	25,228	65,483,532
18. Legal and auditing.....	2,173,419	6,384,930	415,158	8,973,507
19. Totals (Lines 3 to 18).....	589,958,003	1,035,710,773	4,222,438	1,629,891,214
20. Taxes, licenses and fees:				
20.1 State and local insurance taxes deducting guaranty association credits of \$....52,423.....		101,905,433		101,905,433
20.2 Insurance department licenses and fees.....	754,122	6,558,928		7,313,051
20.3 Gross guaranty association assessments.....		(49,737)		(49,737)
20.4 All other (excluding federal and foreign income and real estate).....	98,140	26,501,151		26,599,291
20.5 Total taxes, licenses and fees (20.1 + 20.2 + 20.3 + 20.4).....	852,262	134,915,776	0	135,768,038
21. Real estate expenses.....			17,074,634	17,074,634
22. Real estate taxes.....			4,140,630	4,140,630
23. Reimbursements by uninsured plans.....				0
24. Aggregate write-ins for miscellaneous expenses.....	927,991	2,959,150	702,802	4,589,943
25. Total expenses incurred.....	696,392,881	1,180,502,888	26,140,503	(a).....1,903,036,272
26. Less unpaid expenses - current year.....	445,603,495	68,319,705	4,394,623	518,317,823
27. Add unpaid expenses - prior year.....	386,547,031	61,665,540	4,075,422	452,287,993
28. Amounts receivable relating to uninsured plans, prior year.....				0
29. Amounts receivable relating to uninsured plans, current year.....				0
30. TOTAL EXPENSES PAID (Lines 25 - 26 + 27 - 28 + 29).....	637,336,418	1,173,848,723	25,821,301	1,837,006,441

DETAILS OF WRITE-INS

2401. MISCELLANEOUS EXPENSES.....	927,991	2,959,150	702,802	4,589,943
2402.				0
2403.				0
2498. Summary of remaining write-ins for Line 24 from overflow page.....	0	0	0	0
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above).....	927,991	2,959,150	702,802	4,589,943

(a) Includes management fees of \$....1,634,481,157 to affiliates and \$.....0 to non-affiliates.

PROGRESSIVE DIRECT INSURANCE COMPANY
EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....1,541,193	.....1,786,307
1.1 Bonds exempt from U.S. tax.....	(a).....2,695,155	.....2,332,061
1.2 Other bonds (unaffiliated).....	(a).....88,156,284	.....87,996,733
1.3 Bonds of affiliates.....	(a).....	.....
2.1 Preferred stocks (unaffiliated).....	(b).....2,568,322	.....2,561,846
2.11 Preferred stocks of affiliates.....	(b).....	.....
2.2 Common stocks (unaffiliated).....	.....18,507,249	.....18,486,668
2.21 Common stocks of affiliates.....	.....	.....
3. Mortgage loans.....	(c).....	.....
4. Real estate.....	(d).....35,766,231	.....35,766,231
5. Contract loans.....	.....	.....
6. Cash, cash equivalents and short-term investments.....	(e).....2,689,836	.....3,114,919
7. Derivative instruments.....	(f).....	.....
8. Other invested assets.....	.....135,000	.....135,000
9. Aggregate write-ins for investment income.....	.....0	.....0
10. Total gross investment income.....	.....152,059,270	.....152,179,765
11. Investment expenses.....	(g).....26,140,503	.....
12. Investment taxes, licenses and fees, excluding federal income taxes.....	(g).....	.....
13. Interest expense.....	(h).....	.....
14. Depreciation on real estate and other invested assets.....	(i).....8,473,507	.....
15. Aggregate write-ins for deductions from investment income.....	.....0	.....
16. Total deductions (Lines 11 through 15).....	.....34,614,010	.....
17. Net investment income (Line 10 minus Line 16).....	.....117,565,755	.....

DETAILS OF WRITE-INS

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

(a) Includes \$....8,328,902 accrual of discount less \$....23,693,671 amortization of premium and less \$....3,220,175 paid for accrued interest on purchases.
 (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$....15,889 paid for accrued dividends on purchases.
 (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
 (d) Includes \$....35,766,231 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
 (e) Includes \$....2,744,880 accrual of discount less \$....875,682 amortization of premium and less \$....389,857 paid for accrued interest on purchases.
 (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
 (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
 (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
 (i) Includes \$....8,473,507 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....	2,658,769	.....	2,658,769	.....	.....
1.1 Bonds exempt from U.S. tax.....	1,211,145	.....	1,211,145	.....	.....
1.2 Other bonds (unaffiliated).....	10,161,121	.....	10,161,121	.....3,064,111	.....599,481
1.3 Bonds of affiliates.....	.....0	.....	.....0	.....	.....
2.1 Preferred stocks (unaffiliated).....	51,950	(546,000)	(494,050)	.....1,447,140	.....
2.11 Preferred stocks of affiliates.....	.....	.....	.....0	.....	.....
2.2 Common stocks (unaffiliated).....	8,286,167	(497,156)	7,789,011	.....59,778,524	.....
2.21 Common stocks of affiliates.....	.....	.....	.....0	.....	.....
3. Mortgage loans.....	.....	.....	.....0	.....	.....
4. Real estate.....	.....	(94,485)	(94,485)	.....	.....
5. Contract loans.....	.....	.....	.....0	.....	.....
6. Cash, cash equivalents and short-term investments.....	9,748	.....	9,748	.....	.....
7. Derivative instruments.....	.....	.....	.....0	.....	.....
8. Other invested assets.....	.....	(34,762,498)	(34,762,498)	.....120,861	.....
9. Aggregate write-ins for capital gains (losses).....	0	0	0	0	0
10. Total capital gains (losses).....	22,378,900	(35,900,139)	(13,521,239)	.....64,410,636	.....599,481

DETAILS OF WRITE-INS

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

PROGRESSIVE DIRECT INSURANCE COMPANY
EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....			0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....			0
2.2 Common stocks.....			0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....			0
3.2 Other than first liens.....			0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....			0
4.2 Properties held for the production of income.....			0
4.3 Properties held for sale.....			0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			0
6. Contract loans.....			0
7. Derivatives (Schedule DB).....			0
8. Other invested assets (Schedule BA).....	14,552,196	5,955,647	(8,596,549)
9. Receivables for securities.....			0
10. Securities lending reinvested collateral assets (Schedule DL).....			0
11. Aggregate write-ins for invested assets.....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	14,552,196	5,955,647	(8,596,549)
13. Title plants (for Title insurers only).....			0
14. Investment income due and accrued.....			0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	20,484,580	17,110,776	(3,373,804)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			0
15.3 Accrued retrospective premiums and contracts subject to redetermination.....			0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers.....			0
16.2 Funds held by or deposited with reinsured companies.....			0
16.3 Other amounts receivable under reinsurance contracts.....			0
17. Amounts receivable relating to uninsured plans.....			0
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0
18.2 Net deferred tax asset.....			0
19. Guaranty funds receivable or on deposit.....			0
20. Electronic data processing equipment and software.....			0
21. Furniture and equipment, including health care delivery assets.....	35,754	47,149	11,395
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0
23. Receivables from parent, subsidiaries and affiliates.....			0
24. Health care and other amounts receivable.....			0
25. Aggregate write-ins for other-than-invested assets.....	1,106,693	573,079	(533,614)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	36,179,223	23,686,651	(12,492,572)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0
28. TOTALS (Lines 26 and 27).....	36,179,223	23,686,651	(12,492,572)

DETAILS OF WRITE-INS

1101.....			0
1102.....			0
1103.....			0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above).....	0	0	0
2501. MISCELLANEOUS OTHER ASSETS.....	689,419	178,414	(511,005)
2502. PREPAID EXPENSES.....	417,274	394,665	(22,609)
2503.....			0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above).....	1,106,693	573,079	(533,614)

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:

	SSAP #	F/S Page	F/S Line #	2016	2015
NET INCOME					
(1) PROGRESSIVE DIRECT INSURANCE COMPANY state basis (Page 4, Line 20, Columns 1 & 2)	XXX	XXX	XXX	\$ 263,933,213	\$ 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)	XXX	XXX	XXX	\$ 263,933,213	\$ 265,627,264
SURPLUS					
(5) PROGRESSIVE DIRECT INSURANCE COMPANY state basis (Page 3, line 37, Columns 1 & 2)	XXX	XXX	XXX	\$ 2,065,359,897	\$ 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)	XXX	XXX	XXX	\$ 2,065,359,897	\$ 1,783,103,418

B. Use of Estimates in the Preparation of the Financial Statement

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

C. Accounting Policy

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

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

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

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

In addition, the Company uses the following accounting policies:

Investments

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

NOTES TO FINANCIAL STATEMENTS

- The Company owns 100% of the surplus of Gadsden, AL, LLC ("Gadsden"), a non-insurance affiliate incorporated in Ohio that owns investment real estate. In accordance with SSAP No. 4 – Assets and Nonadmitted Assets, this investment is reported as other invested assets in the Company's statutory-basis financial statements (see Schedule BA). This investment is reported on the equity basis as prescribed in the *Accounting Practices and Procedures Manual* of the NAIC. See Note 21.C.1.
- The Company owns a 99.99% interest of the Churchill Stateside Solar Tax Credit Fund VI, LLC., a non-insurance affiliate incorporated in Florida. In accordance with SSAP No. 4 – Assets and Nonadmitted Assets, this investment is reported as other invested assets in the Company's statutory-basis financial statements (see Schedule BA). This investment is reported on the equity basis as prescribed in the *Accounting Practices and Procedures Manual* of the NAIC. See Notes 6.B and 21.C.1.
- The Company has no investments in derivatives.
- The Company may enter into repurchase agreements in which it borrows cash by providing certain underlying securities as collateral for the arrangement. The cash borrowed is invested in cash equivalents and an offsetting liability is established. The cash equivalent investment maturities and the term of the borrowing arrangement on the collateralized securities match, eliminating duration risk exposure to the Company. The Company did not have any open repurchase agreements at December 31, 2016 and December 31, 2015.
- Realized gains and losses on sales of securities are computed based on the first-in, first-out method.
- The Company's management routinely monitors individual securities in its investment portfolio for pricing changes that might indicate potential impairments and performs detailed reviews of securities with unrealized losses based on predetermined guidelines to determine whether a decline in the value of a security is other-than-temporary. A review for OTTI requires making certain judgments regarding the materiality of the decline, its effect on the financial statements, the probability, extent, and timing of a valuation recovery, and the Company's ability and intent to hold the security. The scope of this review is broad and requires a forward-looking assessment of the fundamental characteristics of a security, as well as the market-related prospects of the issuer and its industry.

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

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

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

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

Loss, Loss Adjustment Expense, and Premium Deficiency Reserves

- Loss reserves represent the estimated liability on claims reported to the Company, plus reserves for losses incurred but not yet reported ("IBNR"). These estimates are reported net of amounts recoverable from salvage and subrogation. LAE reserves represent the estimated expenses required to settle reported claims and IBNR losses. Such loss and LAE reserves could be susceptible to significant change in the near term. The Company conducts extensive reviews each month on portions of its business to help ensure that the Company is meeting its objective of always having reserves that are adequate with minimal variation. Results would differ if different assumptions were made (see Notes 25 and 33).
- The Company does anticipate investment income when evaluating the need for premium deficiency reserves. See Note 30.

Capitalization of Assets

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

Pharmaceutical Rebate Receivables

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

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

Not applicable

Note 3 – Business Combinations and Goodwill

Not applicable

Note 4 – Discontinued Operations

Not applicable

Note 5 – Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

Not applicable

B. Debt Restructuring

Not applicable

NOTES TO FINANCIAL STATEMENTS**C. Reverse Mortgages**

Not applicable

D. Loan-Backed Securities

1. The sources used to determine prepayment assumptions are derived from updated cash flows from widely utilized reputable industry sources. The Company's portfolio managers review the available cash flow data and prepayment assumptions and make adjustments based on current performance indicators on the underlying assets (e.g., delinquency rates, foreclosure rates, and default rates), credit support (via current levels of subordination), and historical credit ratings.
2. Intent to Sell or Inability to Hold Securities with a Recognized Other-Than-Temporary Impairment
Not applicable
3. During the year, the Company has not recorded an other-than-temporary impairment for loan-backed and structured debt securities during the current year.
4. At the end of 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	\$ 11,628,991
		2.	12 Months or Longer	\$ 5,897,246
b.	The aggregate related fair value of securities with unrealized losses:	1.	Less than 12 Months	\$ 944,840,486
		2.	12 Months or Longer	\$ 429,093,384

5. Additional information

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

F. Real Estate**1. Impairment Losses**

The Company recognized impairment write-downs for its investments in real estate during the statement period. The amount of impairment recognized of \$94,485 (see Schedule A, Part 1, Column 12) is reflected in realized capital gains (losses) in the Company's Statement of Income and is not considered material to the Company.

2. Sales of Real Estate

Not applicable

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

Not applicable

4. Retail Land Sales

Not applicable

5. Real Estate Investments with Participating Mortgage Loan Features

Not applicable

G. Investments in Low-Income Housing Trade Credits (LIHTC)

Not applicable

NOTES TO FINANCIAL STATEMENTS**H. Restricted Assets**

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

Restricted Asset Category	Gross (Admitted & Nonadmitted) Restricted							Current Year			
	Current Year							Percentage			
	1	2	3	4	5	6	7	8	9	10	11
Restricted Asset Category	Total General Account (G/A)	G/A Supporting Protected Cell Account Activity (a)	Total Protected Cell Account Restricted Assets	Protected Cell Account Assets Supporting G/A Activity (b)	Total (1 plus 3)	Total From Prior Year	Increase/ (Decrease) (5 minus 6)	Total Nonadmitted Restricted	Total Admitted Restricted (5 minus 8)	Gross (Admitted & Nonadmitted) Restricted to Total Assets (c)	Admitted Restricted to Total Admitted Assets (d)
a. Subject to contractual obligation for which liability is not shown											
b. Collateral held under security lending arrangements											
c. Subject to repurchase agreements											
d. Subject to reverse repurchase agreements											
e. Subject to dollar repurchase agreements											
f. Subject to dollar reverse repurchase agreements											
g. Placed under option contracts											
h. Letter stock or securities restricted as to sale – excluding FHLB capital stock											
i. FHLB capital stock											
j. On deposit with states	5,889,992				5,889,992	5,861,902	28,090		5,889,992	0.087	0.088
k. On deposit with other regulatory bodies											
l. Pledged as collateral to FHLB (including assets backing funding agreements)											
m. Pledged as collateral not captured in other categories											
n. Other restricted assets											
o. Total Restricted Assets	\$ 5,889,992	\$	\$	\$	\$ 5,889,992	\$ 5,861,902	\$ 28,090		\$ 5,889,992	0.087	0.088%

(a) Subset of column 1
 (b) Subset of column 3
 (c) Column 5 divided by Asset Page, Column 1, Line 28
 (d) Column 9 divided by Asset Page, Column 3, Line 28

2. Detail of assets pledged as collateral not captured in other categories (from above table) is as follows:

Not applicable

3. Detail of Other Restricted Assets

Not applicable

4. Collateral Received and reflected as Assets Within the Reporting Entity's Financial Statements

Not applicable

I. Working Capital Finance Investments

Not applicable

J. Offsetting and Netting of Assets and Liabilities

Not applicable

K. Structured Notes

Not applicable

NOTES TO FINANCIAL STATEMENTS**L. 5* Securities**

Not applicable

Note 6 – Joint Ventures, Partnerships and Limited Liability Companies**A. Detail for Those Greater than 10% of Admitted Assets**

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

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

The Company holds a renewable energy investment, Churchill Stateside Solar Tax Credit Fund VI, LLC. ("Solar Investment"). The investment generates a return in part through the realization of Federal income tax credits, as well as other tax benefits, such as tax deductions from net operating losses, and distributions of positive cash flow. This investment is not considered part of the Company's investment portfolio and is reflected on Page 2, Assets, as an other invested asset and is nonadmitted. See Notes 1.C and 21.C.1.

During 2016, the Company recorded a write-down of \$34,762,498 (see Page 12, Exhibit of Capital Gains (Losses)), reflecting the fact that the future pretax cash flows are expected to be less than the original carrying value of the Solar Investment.

Note 7 – Investment Income**A. Accrued Investment Income**

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

B. Amounts Nonadmitted

Not applicable

Note 8 – Derivative Instruments

Not applicable

Note 9 – Income Taxes**A. Deferred Tax Assets/(Liabilities)****1. Components of Net Deferred Tax Asset/(Liability)**

Description	2016			2015			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Gross deferred tax assets	\$ 154,703,983	\$ 34,280,617	\$ 188,984,600	\$ 134,462,900	\$ 25,127,471	\$ 159,590,371	\$ 20,241,083	\$ 9,153,146	\$ 29,394,229
b. Statutory valuation allowance adjustment									
c. Adjusted gross deferred tax assets (1a-1b)	154,703,983	34,280,617	188,984,600	134,462,900	25,127,471	159,590,371	20,241,083	9,153,146	29,394,229
d. Deferred tax assets nonadmitted									
e. Subtotal net admitted deferred tax asset (1c-1d)	154,703,983	34,280,617	188,984,600	134,462,900	25,127,471	159,590,371	20,241,083	9,153,146	29,394,229
f. Deferred tax liabilities	18,607,955	181,091,729	199,699,684	13,512,464	151,925,443	165,437,907	5,095,491	29,166,286	34,261,777
g. Net admitted deferred tax assets/(net deferred tax liability) (1e-1f)	\$ 136,096,028	\$ (146,811,112)	\$ (10,715,084)	\$ 120,950,436	\$ (126,797,972)	\$ (5,847,536)	\$ 15,145,592	\$ (20,013,140)	\$ (4,867,548)

2. Admission Calculation Components

Description	2016			2015			Change		
	1 Ordinary	2 Capital	3 (Col 1+2) Total	4 Ordinary	5 Capital	6 (Col 4+5) Total	7 (Col 1-4) Ordinary	8 (Col 2-5) Capital	9 (Col 7+8) Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 151,044,348	\$	\$ 151,044,348	\$ 130,035,521	\$	\$ 130,035,521	\$ 21,008,827	\$	\$ 21,008,827
b. Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from 2(a) above) after application of the threshold limitation. (The lesser of 2(b)1 and 2(b)2 below:	2,020,128		2,020,128	2,042,027		2,042,027	(21,899)		(21,899)
Adjusted gross deferred tax assets expected to be realized following the balance sheet date	2,020,128		2,020,128	2,042,027		2,042,027	(21,899)		(21,899)
Adjusted gross deferred tax assets allowed per limitation threshold			309,803,985			267,465,513			42,338,472
c. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	1,639,507	34,280,617	35,920,124	2,385,352	25,127,471	27,512,823	(745,845)	9,153,146	8,407,301
d. Deferred tax assets admitted as the result of application of SSAP 101.	Total (2(a)+2(b)+2(c))	\$ 154,703,983	\$ 34,280,617	\$ 188,984,600	\$ 134,462,900	\$ 25,127,471	\$ 159,590,371	\$ 20,241,083	\$ 9,153,146
									\$ 29,394,229

NOTES TO FINANCIAL STATEMENTS

3. Other Admissibility Criteria

Description			2016	2015
a. Ratio percentage used to determine recovery period and threshold limitation amount			1,060.736%	971.000%
b. Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above			\$ 2,065,359,897	\$ 1,783,103,418

4. Impact of Tax Planning Strategies

(a) Determination of adjusted gross deferred tax assets and net admitted deferred tax assets, by tax character as a percentage.

Description	2016		2015		Change	
	1 Ordinary	2 Capital	3 Ordinary	4 Capital	5 (Col. 1-3) Ordinary	6 (Col. 2-4) Capital
1. Adjusted gross DTAs amount from Note 9A1(c)	\$ 154,703,983	\$ 34,280,617	\$ 134,462,900	\$ 25,127,471	\$ 20,241,083	\$ 9,153,146
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0 %	0 %	0 %	0 %	0 %	0 %
3. Net Admitted Adjusted Gross DTAs amount from Note 9A1(e)	\$ 154,703,983	\$ 34,280,617	\$ 134,462,900	\$ 25,127,471	\$ 20,241,083	\$ 9,153,146
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0 %	0 %	0 %	0 %	0 %	0 %

(b) Does the company's tax planning strategies include the use of reinsurance? NO

B. Deferred Tax Liabilities Not Recognized

Not applicable

C. Current and Deferred Income Taxes

1. Current Income Tax

Description	1 2016	2 2015	3 (Col 1-2) Change
a. Federal	\$ 96,320,090	\$ 145,224,477	\$ (48,904,387)
b. Foreign			
c. Subtotal	\$ 96,320,090	\$ 145,224,477	\$ (48,904,387)
d. Federal income tax on net capital gains	7,086,141	6,094,631	991,510
e. Utilization of capital loss carry-forwards			
f. Other			
g. Federal and Foreign income taxes incurred	\$ 103,406,231	\$ 151,319,108	\$ (47,912,877)

NOTES TO FINANCIAL STATEMENTS

2. Deferred Tax Assets

Description	1 2016	2 2015	3 (Col 1-2) Change
a. Ordinary:			
1. Discounting of unpaid losses	\$ 19,165,711	\$ 18,629,197	\$ 536,514
2. Unearned premium reserve	120,818,781	105,779,605	15,039,176
3. Policyholder reserves			
4. Investments			
5. Deferred acquisition costs			
6. Policyholder dividends accrual			
7. Fixed assets	14,383	18,227	(3,844)
8. Compensation and benefits accrual	71,803	28,508	43,295
9. Pension accrual			
10. Receivables - nonadmitted	7,169,603	5,988,771	1,180,832
11. Net operating loss carry-forward			
12. Tax credit carry-forward			
13. Other – other nonadmitted assets	3,390,584	0	3,390,584
14. Other – bad debt reserve	3,430,132	3,014,658	415,474
15. Other – foreign currency translation	582,054	757,656	(175,602)
16. Other (including items <5% of total ordinary tax assets)	60,932	246,278	(185,346)
99. Subtotal	\$ 154,703,983	\$ 134,462,900	\$ 20,241,083
b. Statutory valuation allowance adjustment			
c. Nonadmitted			
d. Admitted ordinary deferred tax assets (2a99-2b-2c)	\$ 154,703,983	\$ 134,462,900	\$ 20,241,083
e. Capital:			
1. Investments	\$ 34,280,617	\$ 25,127,471	\$ 9,153,146
2. Net capital loss carry-forward			
3. Real estate			
4. Other (including items <5% of total capital tax assets)			
99. Subtotal	\$ 34,280,617	\$ 25,127,471	\$ 9,153,146
f. Statutory valuation allowance adjustment			
g. Nonadmitted			
h. Admitted capital deferred tax assets (2e99-2f-2g)	34,280,617	25,127,471	9,153,146
i. Admitted deferred tax assets (2d+2h)	\$ 188,984,600	\$ 159,590,371	\$ 29,394,229

3. Deferred Tax Liabilities

Description	1 2016	2 2015	3 (Col 1-2) Change
a. Ordinary:			
1. Investments	\$ 6,001,176	\$ 175,299	\$ 5,825,877
2. Fixed assets	11,224,638	11,934,749	(710,111)
3. Deferred and uncollected premium			
4. Policyholder reserves			
5. Other liabilities – prepaid expenses	133,108	91,611	41,497
6. Other liabilities – salvage and subrogation	1,249,034	1,310,805	(61,771)
7. Other liabilities – foreign currency translation			
8. Other (including items <5% of total ordinary tax liabilities)	(1)	0	(1)
99. Subtotal	\$ 18,607,955	\$ 13,512,464	\$ 5,095,491
b. Capital:			
1. Investments	\$ 181,091,729	\$ 151,925,443	\$ 29,166,286
2. Real estate			
3. Other (including items <5% of total capital tax liabilities)			
99. Subtotal	\$ 181,091,729	\$ 151,925,443	\$ 29,166,286
c. Deferred tax liabilities (3a99+3b99)	\$ 199,699,684	\$ 165,437,907	\$ 34,261,777
4. Net Deferred Tax Assets (2i – 3c)	\$ (10,715,084)	\$ (5,847,536)	\$ (4,867,548)

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

Description	2016	2015	Change
Total deferred tax assets	\$ 188,984,600	\$ 159,590,371	\$ 29,394,229
Total deferred tax liabilities	199,699,684	165,437,907	34,261,777
Net deferred tax asset (liability)	\$ (10,715,084)	\$ (5,847,536)	\$ (4,867,548)
Tax effect of unrealized gains (losses)			(22,677,023)
Change in net deferred income tax			\$ 17,809,475

NOTES TO FINANCIAL STATEMENTS

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate Among the more significant book to tax adjustments were the following:

Description	Tax Effect Amount	Effective Tax Rate
Provision computed at statutory rate	\$ 128,568,805	35%
Exempt interest income	(715,201)	0%
Dividends received deduction	(3,633,969)	-1%
Impact of nonadmitted assets	(4,366,849)	-1%
Change in valuation allowance		
Tax credits	(34,301,334)	-9%
Other	45,303	-1%
Total	\$ 85,596,756	23%
Federal and foreign income taxes incurred	\$ 103,406,231	
Change in net deferred income tax	(17,809,475)	
Total statutory income taxes	\$ 85,596,756	

E. Operating Loss and Tax Credit Carryforwards and Protective Tax Deposits

At December 31, 2016, the Company did not have any unused operating loss carryforwards available to offset against future taxable income.

The following is income tax expense for 2016 and 2015 that is available for recoupment in the event of future net losses:

Period	Amount
Current tax year:	\$ 103,473,084
First preceding tax year:	\$ 151,453,925

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

The Company did not have any protective tax deposits under Section 6603 of the Internal Revenue Code.

F. Consolidated Federal Income Tax Return

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

G. Federal or Foreign Federal Income Tax Loss Contingencies

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

Note 10 – Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. Nature of Relationships

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

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

The Company received capital contributions totaling \$5,771,031 and \$11,339,137 from PDH in 2016 and 2015, respectively, to fund the Company's Australian operations.

All significant 2016 transactions by the Company or any affiliated insurer with any affiliate are summarized in Schedule Y, Part 2.

See Note 13.4.

C. Change in Terms of Intercompany Arrangements

Not applicable

D. Amounts Due to or from Related Parties

The Company reported a \$39,325,895 and \$73,776,108 receivable from parent, subsidiaries, and affiliates at December 31, 2016 and 2015, respectively. These balances are due to cash collections and disbursements on behalf of the Company under the Group's centralized cash management system and the reinsurance and management agreements in which the Company participates. The Company also reported a \$31,449,915 and \$33,880,761 current Federal income tax payable at December 31, 2016 and 2015, respectively. These balances are due to TPC for the Company's Federal income tax liability. The intercompany balances are settled by the end of the following quarter depending on the timing of investment cash transactions. These transactions are dependent upon market timing, investment needs and overall portfolio strategy as to the timing of such settlement transactions.

E. Guarantees or Contingencies for Related Parties

Not applicable

F. Management, Service Contracts, Cost Sharing Arrangements

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

NOTES TO FINANCIAL STATEMENTS

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

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

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

G. Nature of Relationships that Could Affect Operations

All outstanding shares of the Company are owned by PDH.

H. Amount Deducted for Investment in Upstream Company

Not applicable

I. Detail of Investments in Affiliates Greater than 10% of Admitted Assets

Not applicable

J. Write-Downs for Impairment of Investments in Affiliates

Not applicable

K. Investment in Foreign Insurance Subsidiary

Not applicable

L. Investment in Downstream Non-Insurance Holding Company

Not applicable

M. All SCA Investments

Not applicable

N. Insurance Subsidiary, Controlled and Affiliated Entities Valuation That Departs From NAIC Statutory Accounting Practices and Procedures

Not applicable

Note 11 – Debt

Not applicable

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

Not applicable

Note 13 – Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations**1. Outstanding Shares**

The Company has 532 shares of \$5,640 par value common stock authorized and 532 shares issued, and outstanding. The Company has no preferred stock authorized, issued, or outstanding.

2. Dividend Rate of Preferred Stock

Not applicable

3,4,5,6. Dividends

The maximum amount of dividends the Company can pay to PDH in 2017 without prior regulatory approval is limited by Insurance laws in Ohio. Based on the dividend laws currently in effect, the Company may pay dividends of \$263,933,213 in 2017 without prior approval from the Ohio DOI, provided the dividend payment is not made within 12 months of the previous payment.

Within the limitations described above, there are no additional restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

The Company paid dividends to PDH as follows:

Date Paid	Amount Paid	Dividend Type
December 21, 2016	\$ 35,000,000	Ordinary
December 31, 2015	\$ 7,500,000	Ordinary
December 21, 2015	\$ 8,000,000	Ordinary
September 24, 2015	\$ 50,000,000	Ordinary

7. Mutual Surplus Advances

Not applicable

8. Company Stock Held for Special Purposes

Not applicable

9. Changes in Special Surplus Funds

Not applicable

NOTES TO FINANCIAL STATEMENTS

10. The portion of unassigned funds (surplus) represented or reduced by unrealized gains and losses is: \$447,347,997

11. The reporting entity issued the following surplus debentures or similar obligations:
Not applicable

12. The impact of any restatement due to prior quasi-reorganizations is as follows:
Not applicable

13. The effective dates of all quasi-reorganizations in the prior 10 years are:
Not applicable

Note 14 – Liabilities, Contingencies and Assessments

A. Contingent Commitments

Not applicable

B. Assessments

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

As of December 31, 2016 and 2015, the Company's estimated liability for state guaranty fund and other assessments was \$2,540,157 and \$2,273,585, respectively. The Company did not recognize any premium tax benefit associated with its various assessments.

As of December 31, 2016 and 2015, the Company's estimated liability for various surcharges was \$1,844,632 and \$1,702,930, respectively.

C. Gain Contingencies

Not applicable

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

PROGRESSIVE DIRECT INSURANCE COMPANY paid the following amounts in the reporting period to settle claims related extra contractual obligations or bad faith claims stemming from lawsuits:

	Direct
Claims related ECO and bad faith losses paid during the reporting period	\$ 50,000

Number of claims where amounts were paid to settle claims related extra contractual obligations or bad faith claims resulting from lawsuits during the reporting period:

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

Indicate whether claim count information is disclosed per claim or per claimant:

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

E. Product Warranties

Not applicable

F. Joint and Several Liabilities

Not applicable

G. All Other Contingencies

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

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

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

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.

NOTES TO FINANCIAL STATEMENTS

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

There was a putative class action lawsuit alleging the Company improperly reduced amounts paid to their insureds under their underinsured/uninsured motorist coverages by setoffs from their Med-Pay coverages.

There was a putative class action lawsuit alleging that the Company regularly fails to pay post-award interest on arbitration awards as required by Massachusetts common law.

Note 15 – Leases**A. Lessee Leasing Arrangements**

1. The Company leases office facilities and equipment under various non-cancelable operating leases that expire through August 31, 2018. The Company is allocated a percentage of the Group's total rental expense based on the 100% pooling reinsurance agreement (see Note 26). In the current and prior reporting periods, the Company was allocated \$23,663,843 and \$20,779,736, respectively, of rental expense. Future minimum rental payments on leases held by the Company are as follows:

Year	Amount
2017	\$ 82,713
2018	24,453
2019	
2020	
2021	
Thereafter	
Total	\$ 107,166

Certain rental commitments have renewal options extending through April 30, 2021. Some of these renewals are subject to adjustments in future periods.

During the reporting period, the Company was allocated \$596,611 in fees as a result of the early termination of various property leases associated with claims handling and house counsel as well as fees for the early termination of electronic data processing equipment and software. This expense was reflected in both loss adjustment expenses and other underwriting expenses (see Page 4, Lines 3 and 4) on the Company's Statement of Income. No liability was recorded as a result of the early terminations.

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

B. Lessor Leasing Arrangements

Not applicable

Note 16 – Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not applicable

Note 17 – Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**A. Transfers of Receivables Reported as Sales**

Not applicable

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

Not applicable

Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Portion of Partially Insured Plans

Not applicable

Note 19 – Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable

NOTES TO FINANCIAL STATEMENTS**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.

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

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

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

Fair Value Measurements at the reporting date:

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Bonds industrial & miscellaneous	\$	\$ 65,593,015	\$	\$ 65,593,015
Common stock industrial & miscellaneous	888,568,902			888,568,902
Preferred stock industrial & miscellaneous		20,462,338		20,462,338

This table excludes the Companies investment in Gadsden as this investment is reported on the equity basis as described in the *Purposes and Procedures Manual of the Securities Valuation Office* of the NAIC (see Note 21.C.1).

The Company does not have any liabilities measured at fair value on the balance sheet.

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.1 above.

5. Derivative Fair Values

Not applicable

B. Other Fair Value Disclosures

Not applicable

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

The table below represents the fair value of all financial instruments at 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	\$ 3,984,081,835	\$ 3,993,495,501	\$ 545,554,736	\$ 3,438,527,099	\$	\$
Cash equivalents	80,774,665	80,774,665	80,774,665			
Common stock	888,568,902	888,568,902	888,568,902			
Preferred stock	37,052,338	32,421,338		37,052,338		
Short-term investments	598,564,318	598,636,738	495,426,216	103,138,102		

D. Not Practicable to Estimate Fair Value

Not applicable

Note 21 – Other Items**A. Unusual or Infrequent Items**

Not applicable

B. Troubled Debt Restructuring Debtors

Not applicable

NOTES TO FINANCIAL STATEMENTS**C. Other Disclosures****1. Nonadmitted Other Invested Assets**

In accordance with reporting and admissibility requirements of SSAP No. 48, Joint Ventures, Partnerships, and Limited Liability Companies and SSAP No. 97, Investments in Subsidiary, Controlled, and Affiliated Entities, the Company nonadmits its investments in Gadsden and Churchill Stateside Solar Tax Credit Fund, VI, LLC. (see Note 1.C).

D. Business Interruption Insurance Recoveries

Not applicable

E. State Transferable and Non-Transferable Tax Credits**1. Carrying Value of Transferable and Non-Transferable State Tax Credits Gross of any Related Tax Liabilities and Total Unused Transferable and Non-Transferable State Tax Credits by State and in Total**

Description of State Transferable and Non-Transferable Tax Credits	State	Carrying Value	Unused Amount
Digital Media Production Tax Credit (T)	CT	\$ 973,500	\$ 1,100,000
Digital Media Production Tax Credit (T)	CT		42,776
Low Income Housing Tax Credit (NT)	GA	96,250	175,000
Low Income Housing Tax Credit (NT)	GA		12,160
Total		\$ 1,069,750	\$ 1,329,936

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

	Total Admitted	Total Nonadmitted
a. Transferable	\$ 973,500	\$
b. Non-Transferable	\$ 96,250	\$

F. Subprime Mortgage Related Risk Exposure**1. Exposure to Subprime Mortgage Related Risk**

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

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

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

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

2. Direct Exposure Through Investments in Subprime Mortgage Loans

Not applicable

3. Direct Exposure Through Other Investments

	Actual Cost	Book/Adjusted Carrying Value (Excluding Interest)	Fair Value	Other-Than-Temporary Impairment Losses Recognized
a. Residential mortgage backed securities	\$ 300,083,381	\$ 300,083,381	\$ 303,193,622	\$
b. Commercial mortgage backed securities				
c. Collateralized debt obligations				
d. Structured securities				
e. Equity investments in SCAs*				
f. Other assets				
g. Total	\$ 300,083,381	\$ 300,083,381	\$ 303,193,622	\$

4. Underwriting Exposure to Subprime Mortgage Risk Through Mortgage Guaranty or Financial Guaranty Insurance Coverage

Not applicable

G. Insurance-Linked Securities (ILS) Contracts

Not applicable

NOTES TO FINANCIAL STATEMENTS**Note 22 – Events Subsequent**

The Company was not impacted by any subsequent events. Subsequent events have been considered through February 15, 2017 for the statutory statement that was available for issuance by March 1, 2017.

The Company does not write health insurance and therefore has no premiums subject to assessment under section 9010 of the Affordable Care Act for either the current or prior years.

Note 23 – Reinsurance

A. Unsecured Reinsurance Recoverables at the reporting date the Company had the following unsecured reinsurance recoverable balances which exceeded 3% of policyholders' surplus:

Reinsurer	NAIC Code	Federal ID#	Amount
Progressive Advanced Insurance Company	11851	62-0484104	\$ 214,788,000
Progressive Marathon Insurance Company	37605	33-0350911	322,180,000
Progressive Max Insurance Company	24279	34-0472535	322,180,000
Progressive Premier Insurance Company of Illinois	21735	36-3789786	107,394,000
Progressive Universal Insurance Company	21727	36-3789787	214,788,000
Total			\$ 1,181,330,000

B. Reinsurance Recoverable in Dispute

Not applicable

C. Reinsurance Assumed and Ceded

1. The table below summarizes ceded and assumed unearned premiums and the related commission equity at reporting date.

	Assumed Reinsurance		Ceded Reinsurance		Net	
	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity
a. Affiliates	\$ 1,490,314,000	\$	\$ 497,452,000	\$	\$ 992,862,000	\$
b. All Other			125,000	34,000	(125,000)	(34,000)
c. Total	\$ 1,490,314,000	\$	\$ 497,577,000	\$ 34,000	\$ 992,737,000	\$ (34,000)
d. Direct Unearned Premium Reserves			\$ 720,704,000			

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

D. Uncollectible Reinsurance

Not applicable

E. Commutation of Ceded Reinsurance

Not applicable

F. Retroactive Reinsurance

Not applicable

G. Reinsurance Accounted for as a Deposit

Not applicable

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

Not applicable

I. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

Not applicable

J. Reinsurance Agreements Qualifying for Reinsurer Aggregation

Not applicable

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not applicable

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

NOTES TO FINANCIAL STATEMENTS

Incurred losses and LAE attributable to insured events of prior accident years decreased by \$16,272,393 in 2016 which is less than 1.0% of the total prior year net unpaid losses and LAE of \$2,117,241,792. The favorable development is primarily due to more salvage and subrogation recoveries than anticipated in auto physical damage. Private passenger auto liability development was favorable due to originally anticipated severity for accident years 2015 and 2013 and prior decreasing by less than 1.0%. LAE reserves developed unfavorably primarily in defense and cost containment reserves for accident year 2014.

Note 26 – Intercompany Pooling Arrangements

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

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

The pooling percentages for each Direct Pool member were as follows:

Company	NAIC Code	2016 Pool %	2015 Pool %
Progressive Direct Insurance Company (Lead)	16322	77.5%	77.5%
Progressive Marathon Insurance Company	37605	6.0	6.0
Progressive Max Insurance Company	24279	6.0	6.0
Progressive Advanced Insurance Company	11851	4.0	4.0
Progressive Universal Insurance Company	21727	4.0	4.0
Progressive Premier Insurance Company of Illinois	21735	2.0	2.0
Progressive Paloverde Insurance Company	44695	0.5	0.5
Mountain Laurel Assurance Company	44180	--	--
		100.0%	100.0%

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

At the reporting period, amounts recoverable from and payable to Progressive Direct and all affiliates participating in the Direct Pool are as follows:

Company	Amounts Recoverable	Amounts Payable
Progressive Direct Insurance Company (Lead)	\$ 15,880,615	\$ 23,903,955
Progressive Marathon Insurance Company	3,938,605	2,968,154
Progressive Max Insurance Company	2,478,601	2,492,762
Progressive Advanced Insurance Company	6,986,880	4,295,267
Progressive Universal Insurance Company	4,981,988	2,783,245
Progressive Premier Insurance Company of Illinois	3,179,582	2,032,609
Progressive Paloverde Insurance Company	2,338,299	1,307,194
Mountain Laurel Assurance Company	--	1,384
Total	\$ 39,784,570	\$ 39,784,570

Note 27 – Structured Settlements

Not applicable

Note 28 – Health Care Receivables

Not applicable

Note 29 – Participating Policies

Not applicable

Note 30 – Premium Deficiency Reserves

1.	Liability carried for premium deficiency reserve:	\$0
2.	Date of most recent evaluation of this liability:	December 31, 2016
3.	Was anticipated investment income utilized in the calculation?	Yes [X] No []

Note 31 – High Deductibles

Not applicable

Note 32 – Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses

Not applicable

Note 33 – Asbestos/Environmental Reserves

Not applicable

NOTES TO FINANCIAL STATEMENTS

Note 34 – Subscriber Savings Accounts

Not applicable

Note 35 – Multiple Peril Crop Insurance

Not applicable

Note 36 – Financial Guaranty Insurance

Not applicable

PROGRESSIVE DIRECT INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1, 1A and 2.

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []

1.3 State regulating? OHIO

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

2.2 If yes, date of change:

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

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

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

3.4 By what department or departments? OHIO

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

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

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

4.11 sales of new business? Yes [] No [X]

4.12 renewals? Yes [] No [X]

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

4.21 sales of new business? Yes [] No [X]

4.22 renewals? Yes [] No [X]

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

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

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

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

6.2 If yes, give full information:

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]

7.2 If yes,

7.21 State the percentage of foreign control %

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

1 Nationality	2 Type of Entity

8.1 Is the company a subsidiary of a bank holding company regulated 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 locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

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

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]

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

10.3 Has the insurer been granted any exemptions related to other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 18A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]

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

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []

10.6 If the response to 10.5 is no or n/a, please explain:

PROGRESSIVE DIRECT INSURANCE COMPANY**GENERAL INTERROGATORIES****PART 1 - COMMON INTERROGATORIES**

11.	What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?	<u>GARY S. TRAICOFF, FCAS, MAAA CORPORATE ACTUARY 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143-2182</u>					
12.1	Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>					
12.11	Name of real estate holding company	<u>AVALONBAY COMMUNITIES INC, BOSTON PROPERTIES INC, EQUITY RESIDENTIAL, ESSEX PROPERTY TRUST INC, FEDERAL REALTY INVS TRUST, HOST HOTELS & RESORTS INC, ISTAR INC, LIBERTY PROPERTY TRUST, MACERICH CO/THE, PUBLIC STORAGE, REGENCY CENTERS CORP, SL GREEN REALTY CORP, SIMON PROPERTY GROUP INC, VENTAS INC, VORNADO REALTY TRUST, DDR CORP, ALEXANDER & BALDWIN INC, AMERICAN TOWER CORP, LAMAR ADVERTISING CO, IRON MOUNTAIN INC, CARE CAPITAL PROPERTIES INC, URBAN EDGE PROPERTIES, WELLTOWER INC, CROWN CASTLE INTL CORP, EQUINIX INC, QUALITY CARE PROPERTIES, WASHINGTON PRIME GROUP INC</u>					
12.12	Number of parcels involved	0					
12.13	Total book/adjusted carrying value	\$	<u>33,743,929</u>				
12.2	If yes, provide explanation	<u>WE HOLD A COMMON STOCK INTEREST IN SEVERAL REAL ESTATE HOLDING COMPANIES. THE NUMBER OF PARCELS IS UNKNOWN.</u>					
13.	FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:						
13.1	What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?	<u>N/A</u>					
13.2	Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?	Yes <input type="checkbox"/>	No <input type="checkbox"/>				
13.3	Have there been any changes made to any of the trust indentures during the year?	Yes <input type="checkbox"/>	No <input type="checkbox"/>				
13.4	If answer to (13.3) is yes, has the domiciliary or entry state approved the changes?	Yes <input type="checkbox"/>	No <input type="checkbox"/> N/A <input type="checkbox"/>				
14.1	Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>					
	(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;						
	(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;						
	(c) Compliance with applicable governmental laws, rules and regulations;						
	(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and						
	(e) Accountability for adherence to the code.						
14.11	If the response to 14.1 is no, please explain:						
14.2	Has the code of ethics for senior managers been amended?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>				
14.21	If the response to 14.2 is yes, provide information related to amendment(s).						
14.3	Have any provisions of the code of ethics been waived for any of the specified officers?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>				
14.31	If the response to 14.3 is yes, provide the nature of any waiver(s).						
15.1	Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>				
15.2	If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.						
	<table border="1"> <thead> <tr> <th>1 American Bankers Association (ABA) Routing Number</th> <th>2 Issuing or Confirming Bank Name</th> <th>3 Circumstances That Can Trigger the Letter of Credit</th> <th>4 Amount</th> </tr> </thead> </table>	1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount		
1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount				
	BOARD OF DIRECTORS						
16.	Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinator committee thereof?	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>				
17.	Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof?	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>				
18.	Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person?	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>				
	FINANCIAL						
19.	Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>				
20.1	Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):						
20.11	To directors or other officers	\$	0				
20.12	To stockholders not officers	\$	0				
20.13	Trustees, supreme or grand (Fraternal only)	\$	0				
20.2	Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):						
20.21	To directors or other officers	\$	0				
20.22	To stockholders not officers	\$	0				
20.23	Trustees, supreme or grand (Fraternal only)	\$	0				
21.1	Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reporting in the statement?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>				
21.2	If yes, state the amount thereof at December 31 of the current year:						
21.21	Rented from others	\$					
21.22	Borrowed from others	\$					
21.23	Leased from others	\$					
21.24	Other	\$					
22.1	Does this statement include payments for assessments as described in the <i>Annual Statement Instructions</i> other than guaranty fund or guaranty association assessments?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>				
22.2	If answer is yes:						
22.21	Amount paid as losses or risk adjustment	\$					

PROGRESSIVE DIRECT INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

22.22	Amount paid as expenses	\$ _____												
22.23	Other amounts paid	\$ _____												
23.1	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?	Yes [X] No []												
23.2	If yes, indicate any amounts receivable from parent included in the Page 2 amount:	\$ _____ 0												
INVESTMENT														
24.01	Were all of stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.03)?	Yes [X] No []												
24.02	If no, give full and complete information, relating thereto:													
24.03	For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).													
	N/A													
24.04	Does the company's security lending program meet the requirements for a conforming program as outlined in the <i>Risk-Based Capital Instructions</i> ?	Yes [] No [] N/A [X]												
24.05	If answer to 24.04 is yes, report amount of collateral for conforming programs:	\$ _____												
24.06	If answer to 24.04 is no, report amount of collateral for other programs	\$ _____												
24.07	Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?	Yes [] No [] N/A [X]												
24.08	Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?	Yes [] No [] N/A [X]												
24.09	Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?	Yes [] No [] N/A [X]												
24.10	For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:													
24.101	Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:	\$ _____ 0												
24.102	Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2:	\$ _____ 0												
24.103	Total payable for securities lending reported on the liability page:	\$ _____ 0												
25.1	Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is current in force? (Exclude securities subject to Interrogatory 21.1 and 24.03.)	Yes [X] No []												
25.2	If yes, state the amount thereof at December 31 of the current year:													
25.21	Subject to repurchase agreements	\$ _____ 0												
25.22	Subject to reverse repurchase agreements	\$ _____ 0												
25.23	Subject to dollar repurchase agreements	\$ _____ 0												
25.24	Subject to reverse dollar repurchase agreements	\$ _____ 0												
25.25	Placed under option agreements	\$ _____ 0												
25.26	Letter stock or securities restricted as sale – excluding FHLB Capital Stock	\$ _____ 0												
25.27	FHLB Capital Stock	\$ _____ 0												
25.28	On deposit with states	\$ _____ 5,889,992												
25.29	On deposit with other regulatory bodies	\$ _____ 0												
25.30	Pledged as collateral – excluding collateral pledged to an FHLB	\$ _____ 0												
25.31	Pledged as collateral to FHLB – including assets backing funding agreements	\$ _____ 0												
25.32	Other	\$ _____ 0												
25.3	For category (25.26) provide the following:													
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33.33%;">1 Nature of Restriction</th> <th style="width: 33.33%;">2 Description</th> <th style="width: 33.33%;">3 Amount</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td style="text-align: right;">\$ _____</td> </tr> </tbody> </table>	1 Nature of Restriction	2 Description	3 Amount			\$ _____							
1 Nature of Restriction	2 Description	3 Amount												
		\$ _____												
26.1	Does the reporting entity have any hedging transactions reported on Schedule DB?	Yes [] No [X]												
26.2	If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement.	Yes [] No [] N/A [X]												
27.1	Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?	Yes [] No [X]												
27.2	If yes, state the amount thereof at December 31 of the current year:	\$ _____												
28.	Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC <i>Financial Condition Examiners Handbook</i> ?	Yes [X] No []												
28.01	For all agreements that comply with the requirements of the NAIC <i>Financial Condition Examiners Handbook</i> , complete the following:													
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33.33%;">1 Name of Custodian(s)</th> <th style="width: 33.33%;">2 Custodian's Address</th> <th style="width: 33.33%;"></th> </tr> </thead> <tbody> <tr> <td>CITIBANK, N.A.</td> <td colspan="2" style="text-align: center;">338 GREENWICH STREET, NEW YORK NY 10013</td> </tr> <tr> <td>STATE STREET</td> <td colspan="2" style="text-align: center;">801 PENNSYLVANIA AVE, KANSAS CITY, MO 64105</td> </tr> <tr> <td>CITIGROUP, PTY. LTD.</td> <td colspan="2" style="text-align: center;">120 COLLINS STREET, MELBOURNE VIC, 3000 AU</td> </tr> </tbody> </table>	1 Name of Custodian(s)	2 Custodian's Address		CITIBANK, N.A.	338 GREENWICH STREET, NEW YORK NY 10013		STATE STREET	801 PENNSYLVANIA AVE, KANSAS CITY, MO 64105		CITIGROUP, PTY. LTD.	120 COLLINS STREET, MELBOURNE VIC, 3000 AU		
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CITIGROUP, PTY. LTD.	120 COLLINS STREET, MELBOURNE VIC, 3000 AU													
28.02	For all agreements that do not comply with the requirements of the NAIC <i>Financial Condition Examiners Handbook</i> , provide the name, location and a complete explanation:													
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33.33%;">1 Name(s)</th> <th style="width: 33.33%;">2 Location(s)</th> <th style="width: 33.33%;">3 Complete Explanation(s)</th> </tr> </thead> <tbody> <tr> <td>NONE</td> <td></td> <td></td> </tr> </tbody> </table>	1 Name(s)	2 Location(s)	3 Complete Explanation(s)	NONE									
1 Name(s)	2 Location(s)	3 Complete Explanation(s)												
NONE														
28.03	Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?	Yes [] No [X]												
28.04	If yes, give full and complete information relating thereto:													
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">1 Old Custodian</th> <th style="width: 25%;">2 New Custodian</th> <th style="width: 25%;">3 Date of Change</th> <th style="width: 25%;">4 Reason</th> </tr> </thead> </table>	1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason									
1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason											

PROGRESSIVE DIRECT INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

NONE				
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28.05 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts", "... handle securities"].

1 Name of Firm or Individual	2 Affiliation
STATE STREET GLOBAL MARKETS, LLC	U
PROGRESSIVE CAPITAL MANAGEMENT CORP.	A

28.0597 For those firms/individuals listed in the table for Question 28.05, do any firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") manage more than 10% of the reporting entity's assets?

Yes No

28.0598 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 28.05, does the total assets under management aggregate to more than 50% of the reporting entity's assets?

Yes No

28.06 For those firms or individuals listed in the table for 28.05 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
30107	STATE STREET GLOBAL MARKETS, LLC		SEC	DS
N/A	PROGRESSIVE CAPITAL MANAGEMENT CORP.		N/A	DS

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

Yes No

29.2 If yes, complete the following schedule:

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

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

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

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

		1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1	Bonds	4,672,906,904	4,663,420,820	(9,486,084)
30.2	Preferred Stocks	32,421,338	37,052,338	4,631,000
30.3	Totals	4,705,328,242	4,700,473,158	(4,855,084)

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

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

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

Yes No

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

Yes No

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

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

32.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed?

Yes No

32.2 If no, list exceptions:

OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$ 138,562

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

1 Name	2 Amount Paid
INDEPENDENT STATISTICAL SVCS I	\$ 138,562

34.1 Amount of payments for legal expenses, if any? \$ 0

Annual Statement for the year 2016 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

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

1 Name	2 Amount Paid
NONE	\$

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$ 0

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

1 Name	2 Amount Paid
NONE	\$

GENERAL INTERROGATORIES**PART 2 – PROPERTY & CASUALTY INTERROGATORIES**

1.1	Does the reporting entity have any direct Medicare Supplement Insurance in force?	Yes []	No [X]
1.2	If yes, indicate premium earned on U.S. business only.	\$	0
1.3	What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?	\$	0
1.31	Reason for excluding:		
1.4	Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.	\$	0
1.5	Indicate total incurred claims on all Medicare Supplement insurance.	\$	0
1.6	Individual policies:		
	Most current three years:		
1.61	Total premium earned	\$	0
1.62	Total incurred claims	\$	0
1.63	Number of covered lives		0
	All years prior to most current three years:		
1.64	Total premium earned	\$	0
1.65	Total incurred claims	\$	0
1.66	Number of covered lives		0
1.7	Group policies:		
	Most current three years:		
1.71	Total premium earned	\$	0
1.72	Total incurred claims	\$	0
1.73	Number of covered lives		0
	All years prior to most current three years:		
1.74	Total premium earned	\$	0
1.75	Total incurred claims	\$	0
1.76	Number of covered lives		0
2.	Health Test:		
		1 Current Year	2 Prior Year
2.1	Premium Numerator	\$ 0	\$ 0
2.2	Premium Denominator	\$ 6,146,775,025	\$ 5,325,246,588
2.3	Premium Ratio (2.1/2.2)		
2.4	Reserve Numerator	\$ 0	\$ 0
2.5	Reserve Denominator	\$ 4,447,972,306	\$ 3,860,764,083
2.6	Reserve Ratio (2.4/2.5)		
3.1	Does the reporting entity issue both participating and non-participating policies?	Yes []	No [X]
3.2	If yes, state the amount of calendar year premiums written on:		
3.21	Participating policies	\$ 0	
3.22	Non-participating policies	\$ 0	
4.	FOR MUTUAL REPORTING ENTITIES AND RECIPROCAL EXCHANGES ONLY:		
4.1	Does the reporting entity issue assessable policies?	Yes []	No []
4.2	Does the reporting entity issue non-assessable policies?	Yes []	No []
4.3	If assessable policies are issued, what is the extent of the contingent liability of the policyholders?		%
4.4	Total amount of assessments paid or ordered to be paid during the year on deposit notes or contingent premiums.	\$ 0	
5.	FOR RECIPROCAL EXCHANGES ONLY:		
5.1	Does the exchange appoint local agents?	Yes []	No []
5.2	If yes, is the commission paid:		
5.21	Out of Attorney's-in-fact compensation	Yes []	No []
5.22	As a direct expense of the exchange	Yes []	N/A []
5.3	What expenses of the exchange are not paid out of the compensation of the Attorney-in-fact?	Yes []	No []
5.4	Has any Attorney-in-fact compensation, contingent on fulfillment of certain conditions, been deferred?	Yes []	No []
5.5	If yes, give full information:		
6.1	What provision has this reporting entity made to protect itself from an excessive loss in the event of a catastrophe under a workers' compensation contract issued without limit of loss?		
	<u>THE COMPANY DOES NOT WRITE WORKERS' COMPENSATION INSURANCE.</u>		
6.2	Describe the method used to estimate this reporting entity's probable maximum insurance loss, and identify the type of insured exposures comprising that probable maximum loss, the locations of concentrations of those exposures and the external resources (such as consulting firms or computer software models), if any, used in the estimation process:		
	<u>THE COMPANY'S PROBABLE MAXIMUM LOSS (PML) IS ESTIMATED BY ANALYZING HISTORICAL MAJOR OCCURRENCES AND ESTIMATING FREQUENCY OF LOSS AND SEVERITY BASED ON THE POTENTIAL FORCE OF AN OCCURRENCE AND THE TOTAL NUMBER OF AUTOS AND BOATS EXPOSED. THE ESTIMATE OF THE PML WAS COMPLETED BY PROGRESSIVE EMPLOYEES. THE COMPANY'S NET COMPREHENSIVE EXPOSURE IN THE CATASTROPHE PRONE STATES OF FLORIDA, LOUISIANA, TEXAS, CALIFORNIA, ALABAMA, NEW YORK, AND NEW JERSEY IS LIMITED SINCE THE COMPANY IS A MEMBER OF A 100% POOLING REINSURANCE ARRANGEMENT WITH 6 OF ITS PROPERTY AND CASUALTY AFFILIATES. THE PRIMARY PROPERTY COVERAGE SOLD BY THE COMPANY IS COMPREHENSIVE FOR AUTOMOBILE AND INLAND MARINE FOR BOATS. THE ESTIMATE OF THE PML IS 6% OF THE SURPLUS.</u>		
6.3	What provision has this reporting entity made (such as catastrophic reinsurance program) to protect itself from an excessive loss arising from the types and concentrations of insured exposures comprising its probable maximum property insurance loss?		
	<u>THE COMPANY'S ESTIMATED PML IS 6% OF THE SURPLUS. THE COMPANY CARRIES NO EXTERNAL CATASTROPHE REINSURANCE TO COVER ITS LIMITED CATASTROPHE EXPOSURE. THE COMPANY PARTICIPATES IN A POOLING ARRANGEMENT WHICH SPREADS THE UNDERWRITING RISK INCLUDING THE CATASTROPHE EXPOSURE AMONG ALL PARTIES TO THE POOLING AGREEMENT.</u>		

GENERAL INTERROGATORIES**PART 2 – PROPERTY & CASUALTY INTERROGATORIES**

6.4 Does the reporting entity carry catastrophe reinsurance protection for at least one reinstatement, in an amount sufficient to cover its estimated probable maximum loss attributable to a single loss event or occurrence? Yes [] No [X]

6.5 If no, describe any arrangements or mechanisms employed by the reporting entity to supplement its catastrophe reinsurance program or to hedge its exposure to uninsured catastrophic loss:
NONE

7.1 Has the reporting entity reinsured any risk with any other entity under a quota share reinsurance contract that includes a provision that would limit the reinsurer's losses below the stated quota share percentage (e.g., a deductible, a loss ratio corridor, a loss cap, an aggregate limit or any similar provisions)? Yes [] No [X]
0

7.2 If yes, indicate the number of reinsurance contracts containing such provisions. Yes [] No []
0

7.3 If yes, does the amount of reinsurance credit taken reflect the reduction in quota share coverage caused by any applicable limiting provision(s)? Yes [] No []

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

8.2 If yes, give full information

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

9.2 Has the reporting entity during the period covered by the statement ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates), for which, during the period covered by the statement, it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards policyholders or it reported calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year-end surplus as regards policyholders; excluding cessions to approved pooling arrangements or to captive insurance companies that are directly or indirectly controlling, controlled by, or under common control with (i) one or more unaffiliated policyholders of the reporting entity, or (ii) an association of which one or more unaffiliated policyholders of the reporting entity is a member where:
 (a) The written premium ceded to the reinsurer by the reporting entity or its affiliates represents fifty percent (50%) or more of the entire direct and assumed premium written by the reinsurer based on its most recently available financial statement; or
 (b) Twenty-five percent (25%) or more of the written premium ceded to the reinsurer has been retroceded back to the reporting entity or its affiliates in a separate reinsurance contract. Yes [] No [X]

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

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

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

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

10. If the reporting entity has assumed risks from another entity, there should be charged on account of such reinsurance a reserve equal to that which the original entity would have been required to charge had it retained the risks. Has this been done? Yes [X] No [] N/A []

11.1 Has the reporting entity guaranteed policies issued by any other entity and now in force? Yes [] No [X]

11.2 If yes, give full information

12.1 If the reporting entity recorded accrued retrospective premiums on insurance contracts on Line 15.3 of the assets schedule, Page 2, state the amount of corresponding liabilities recorded for:
 12.11 Unpaid losses \$ _____ 0
 12.12 Unpaid underwriting expenses (including loss adjustment expenses) \$ _____ 0

12.2 Of the amount on Line 15.3, Page 2, state the amount that is secured by letters of credit, collateral and other funds? \$ _____ 0

12.3 If the reporting entity underwrites commercial insurance risks, such as workers' compensation, are premium notes or promissory notes accepted from its insureds covering unpaid premiums and/or unpaid losses? Yes [] No [] N/A [X]

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

12.5 Are letters of credit or collateral and other funds received from insureds being utilized by the reporting entity to secure premium notes or promissory notes taken by a reporting entity, or to secure any of the reporting entity's reported direct unpaid loss reserves, including unpaid losses under loss deductible features of commercial policies? Yes [] No [X]

GENERAL INTERROGATORIES**PART 2 – PROPERTY & CASUALTY INTERROGATORIES**

12.6	If yes, state the amount thereof at December 31 of current year:			
12.61	Letters of Credit	\$	0	
12.62	Collateral and other funds	\$	0	
13.1	Largest net aggregate amount insured in any one risk (excluding workers' compensation):	\$	38,750,000	
13.2	Does any reinsurance contract considered in the calculation of this amount include an aggregate limit of recovery without also including a reinstatement provision?	Yes []	No [X]	
13.3	State the number of reinsurance contracts (excluding individual facultative risk certificates, but including facultative programs, automatic facilities or facultative obligatory contracts) considered in the calculation of the amount.			1
14.1	Is the reporting entity a cedant in a multiple cedant reinsurance contract?	Yes []	No [X]	
14.2	If yes, please describe the method of allocating and recording reinsurance among the cedants:			
14.3	If the answer to 14.1 is yes, are the methods described in item 14.2 entirely contained in the respective multiple cedant reinsurance contracts?	Yes []	No []	
14.4	If the answer to 14.3 is no, are all the methods described in 14.2 entirely contained in written agreements?	Yes []	No []	
14.5	If the answer to 14.4 is no, please explain:			
15.1	Has the reporting entity guaranteed any financed premium accounts?	Yes []	No [X]	
15.2	If yes, give full information			
16.1	Does the reporting entity write any warranty business?	Yes []	No [X]	
	If yes, disclose the following information for each of the following types of warranty coverage:			
		1	2	3
		Direct Losses Incurred	Direct Losses Unpaid	Direct Written Premium
16.11	Home	\$ 0 \$	0 \$	0 \$
16.12	Products	\$ 0 \$	0 \$	0 \$
16.13	Automobile	\$ 0 \$	0 \$	0 \$
16.14	Other*	\$ 0 \$	0 \$	0 \$
	* Disclose type of coverage:			
17.1	Does the reporting entity include amounts recoverable on unauthorized reinsurance in Schedule F-Part 3 that it excludes from Schedule F-Part 5.	Yes []	No [X]	
	Incurred but not reported losses on contracts in force prior to July 1, 1984, and not subsequently renewed are exempt from inclusion in Schedule F-Part 5. Provide the following information for this exemption:			
17.11	Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5	\$ 0		
17.12	Unfunded portion of Interrogatory 17.11	\$ 0		
17.13	Paid losses and loss adjustment expenses portion of Interrogatory 17.11	\$ 0		
17.14	Case reserves portion of Interrogatory 17.11	\$ 0		
17.15	Incurred but not reported portion of Interrogatory 17.11	\$ 0		
17.16	Unearned premium portion of Interrogatory 17.11	\$ 0		
17.17	Contingent commission portion of Interrogatory 17.11	\$ 0		
	Provide the following information for all other amounts included in Schedule F-Part 3 and excluded from Schedule F-Part 5, not included above.			
17.18	Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5	\$ 0		
17.19	Unfunded portion of Interrogatory 17.18	\$ 0		
17.20	Paid losses and loss adjustment expenses portion of Interrogatory 17.18	\$ 0		
17.21	Case reserves portion of Interrogatory 17.18	\$ 0		
17.22	Incurred but not reported portion of Interrogatory 17.18	\$ 0		
17.23	Unearned premium portion of Interrogatory 17.18	\$ 0		
17.24	Contingent commission portion of Interrogatory 17.18	\$ 0		
18.1	Do you act as a custodian for health savings accounts?	Yes []	No [X]	
18.2	If yes, please provide the amount of custodial funds held as of the reporting date.	\$ 0		
18.3	Do you act as an administrator for health savings accounts?	Yes []	No [X]	
18.4	If yes, please provide the balance of the funds administered as of the reporting date.	\$ 0		

PROGRESSIVE DIRECT INSURANCE COMPANY
FIVE-YEAR HISTORICAL DATA

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

	1 2016	2 2015	3 2014	4 2013	5 2012
Gross Premiums Written (Page 8, Part 1B, Cols. 1, 2 & 3)					
1. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	5,311,018,176	4,638,732,313	4,207,658,715	3,817,124,293	3,632,000,554
2. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	2,894,243,179	2,486,416,854	2,201,004,268	1,921,294,646	1,844,111,561
3. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....		(503)	85,468	3,855,432	3,539,723
4. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
5. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
6. Total (Line 35).....	8,205,261,355	7,125,148,664	6,408,748,451	5,742,274,371	5,479,651,838
Net Premiums Written (Page 8, Part 1B, Col. 6)					
7. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	4,115,849,616	3,594,841,870	3,260,774,342	2,958,218,324	2,814,800,430
8. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	2,243,038,464	1,926,973,062	1,705,778,308	1,489,003,351	1,429,186,460
9. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....		(390)	66,238	2,987,960	2,743,285
10. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
11. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
12. Total (Line 35).....	6,358,888,080	5,521,814,542	4,966,618,887	4,450,209,634	4,246,730,175
Statement of Income (Page 4)					
13. Net underwriting gain (loss) (Line 8).....	265,840,006	280,782,394	250,551,636	287,716,810	178,541,512
14. Net investment gain (loss) (Line 11).....	96,958,375	127,678,271	121,605,572	131,612,124	134,977,518
15. Total other income (Line 15).....	(2,545,078)	2,391,076	5,855,862	2,752,918	6,996,036
16. Dividends to policyholders (Line 17).....					
17. Federal and foreign income taxes incurred (Line 19).....	96,320,090	145,224,477	124,445,215	135,777,137	97,803,531
18. Net income (Line 20).....	263,933,213	265,627,264	253,567,855	286,304,715	222,711,535
Balance Sheet Lines (Pages 2 and 3)					
19. Total admitted assets excluding protected cell business (Page 2, Line 26, Col. 3).....	6,727,474,907	5,835,292,995	5,180,160,669	4,724,165,455	4,541,611,515
20. Premiums and considerations (Page 2, Col. 3):					
20.1 In course of collection (Line 15.1).....	135,664,797	104,989,090	109,950,370	98,945,081	101,465,699
20.2 Deferred and not yet due (Line 15.2).....	771,673,145	682,905,628	612,717,676	529,906,789	508,815,385
20.3 Accrued retrospective premiums (Line 15.3).....					
21. Total liabilities excluding protected cell business (Page 3, Line 26).....	4,662,115,010	4,052,189,577	3,608,709,705	3,290,880,613	3,178,328,322
22. Losses (Page 3, Line 1).....	1,970,243,651	1,730,694,760	1,527,156,218	1,445,313,868	1,397,026,110
23. Loss adjustment expenses (Page 3, Line 3).....	445,603,496	386,547,032	333,163,904	305,091,509	291,125,398
24. Unearned premiums (Page 3, Line 9).....	1,713,442,040	1,501,328,986	1,304,761,033	1,186,188,659	1,106,120,248
25. Capital paid up (Page 3, Lines 30 & 31).....	3,000,480	3,000,480	3,000,480	3,000,480	3,000,480
26. Surplus as regards policyholders (Page 3, Line 37).....	2,065,359,897	1,783,103,418	1,571,450,964	1,433,284,842	1,363,283,193
Cash Flow (Page 5)					
27. Net cash from operations (Line 11).....	766,262,177	656,008,165	442,013,625	427,938,110	454,205,438
Risk-Based Capital Analysis					
28. Total adjusted capital.....	2,065,359,897	1,783,103,418	1,571,450,964	1,433,284,842	1,363,283,193
29. Authorized control level risk-based capital.....	194,710,133	183,588,883	180,986,647	169,949,415	158,591,840
Percentage Distribution of Cash, Cash Equivalents and Invested Assets (Page 2, Col. 3) (Item divided by Page 2, Line 12, Col. 3) x 100.0					
30. Bonds (Line 1).....	69.4	75.4	73.9	72.4	73.7
31. Stocks (Lines 2.1 & 2.2).....	16.0	17.5	19.6	21.9	18.3
32. Mortgage loans on real estate (Lines 3.1 & 3.2).....					
33. Real estate (Lines 4.1, 4.2 & 4.3).....	2.7	3.3	3.8	4.3	4.7
34. Cash, cash equivalents and short-term investments (Line 5).....	11.9	3.9	2.7	1.3	3.2
35. Contract loans (Line 6).....					
36. Derivatives (Line 7).....					
37. Other invested assets (Line 8).....					
38. Receivables for securities (Line 9).....				0.1	
39. Securities lending reinvested collateral assets (Line 10).....					
40. Aggregate write-ins for invested assets (Line 11).....					
41. Cash, cash equivalents and invested assets (Line 12).....	100.0	100.0	100.0	100.0	100.0
Investments in Parent, Subsidiaries and Affiliates					
42. Affiliated bonds (Sch. D, Summary, Line 12, Col. 1).....					
43. Affiliated preferred stocks (Sch. D, Summary, Line 18, Col. 1).....					
44. Affiliated common stocks (Sch. D, Summary, Line 24, Col. 1).....					
45. Affiliated short-term investments (subtotals included in Schedule DA, Verification, Column 5, Line 10).....					
46. Affiliated mortgage loans on real estate.....					
47. All other affiliated.....	5,971,508	5,955,647	6,129,786	6,163,925	6,308,064
48. Total of above lines 42 to 47.....	5,971,508	5,955,647	6,129,786	6,163,925	6,308,064
49. Total investment in parent included in Lines 42 to 47 above.....					
50. Percentage of investments in parent, subsidiaries and affiliates to surplus as regards policyholders (Line 48 above divided by Page 3, Col. 1, Line 37 x 100.0).....	0.3	0.3	0.4	0.4	0.5

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

	1 2016	2 2015	3 2014	4 2013	5 2012
Capital and Surplus Accounts (Page 4)					
51. Net unrealized capital gains (losses) (Line 24).....	41,909,215	(6,827,925)	39,080,298	117,142,253	38,629,012
52. Dividends to stockholders (Line 35).....	(35,000,000)	(65,500,000)	(163,000,000)	(340,000,000)	(185,000,000)
53. Change in surplus as regards policyholders for the year (Line 38).....	282,256,479	211,652,454	138,166,122	70,001,649	90,891,945
Gross Losses Paid (Page 9, Part 2, Cols. 1 & 2)					
54. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	2,816,885,630	2,382,614,280	2,281,480,043	2,059,590,753	1,958,632,441
55. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	2,040,520,552	1,695,597,353	1,574,249,256	1,343,916,845	1,298,405,893
56. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	731	30,543	1,324,475	1,839,342	2,337,293
57. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
58. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
59. Total (Line 35).....	4,857,406,913	4,078,242,176	3,857,053,774	3,405,346,940	3,259,375,627
Net Losses Paid (Page 9, Part 2, Col. 4)					
60. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	2,183,086,363	1,846,526,067	1,768,147,033	1,596,182,834	1,517,940,142
61. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	1,581,403,428	1,314,087,948	1,220,043,173	1,041,535,555	1,006,264,567
62. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	567	23,671	1,026,468	1,425,490	1,811,402
63. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
64. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
65. Total (Line 35).....	3,764,490,358	3,160,637,686	2,989,216,675	2,639,143,878	2,526,016,111
Operating Percentages (Page 4) (Item divided by Page 4, Line 1) x 100.0					
66. Premiums earned (Line 1).....	100.0	100.0	100.0	100.0	100.0
67. Losses incurred (Line 2).....	65.1	63.2	63.3	61.5	63.4
68. Loss expenses incurred (Line 3).....	11.3	11.3	11.0	10.9	10.8
69. Other underwriting expenses incurred (Line 4).....	19.2	20.2	20.5	21.1	21.5
70. Net underwriting gain (loss) (Line 8).....	4.3	5.3	5.2	6.6	4.3
Other Percentages					
71. Other underwriting expenses to net premiums written (Page 4, Lines 4 + 5 - 15 divided by Page 8, Part 1B, Col. 6, Line 35 x 100.0).....	18.6	19.5	19.9	20.6	21.1
72. Losses and loss expenses incurred to premiums earned (Page 4, Lines 2 + 3 divided by Page 4, Line 1 x 100.0).....	76.5	74.5	74.3	72.4	74.2
73. Net premiums written to policyholders' surplus (Page 8, Part 1B, Col. 6, Line 35, divided by Page 3, Line 37, Col. 1 x 100.0).....	307.9	309.7	316.1	310.5	311.5
One Year Loss Development (000 omitted)					
74. Development in estimated losses and loss expenses incurred prior to current year (Schedule P, Part 2-Summary, Line 12, Col. 11).....	(14,246)	(65,586)	(1,991)	(24,962)	(9,479)
75. Percent of development of losses and loss expenses incurred to policyholders' surplus of prior year-end (Line 74 above divided by Page 4, Line 21, Col. 1 x 100).....	(0.8)	(4.2)	(0.1)	(1.8)	(0.7)
Two Year Loss Development (000 omitted)					
76. Development in estimated losses and loss expenses incurred 2 years before the current year and prior year (Schedule P, Part 2-Summary, Line 12, Col. 12).....	(67,577)	(11,452)	(26,083)	(17,511)	(92,408)
77. Percent of development of losses and loss expenses incurred to reported policyholders' surplus of second prior-year end (Line 76 above divided by Page 4, Line 21, Col. 2 x 100.0).....	(4.3)	(0.8)	(1.9)	(1.4)	(7.7)

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

Yes No

If no, please explain:

SCHEDULE P - ANALYSIS OF LOSSES AND LOSS EXPENSES**SCHEDULE P - PART 1 - SUMMARY**

(\$000 Omitted)

Years in Which Premiums Were Earned and Losses Were Incurred	Premiums Earned			Loss and Loss Expense Payments								12 Number of Claims Reported-Direct and Assumed	
	1 Direct and Assumed	2 Ceded	3 Net (Cols. 1 - 2)	Loss Payments		Defense and Cost Containment Payments		Adjusting and Other Payments		10 Salvage and Subrogation Received	11 Total Net Paid (Cols. 4 - 5 + 6 - 7 + 8 - 9)		
				4 Direct and Assumed	5 Ceded	6 Direct and Assumed	7 Ceded	8 Direct and Assumed	9 Ceded				
1. Prior.....	....XXX.....	....XXX.....	....XXX.....	.....832	.....294	.....96	.....2	.....72	.....	.....372	.....704	....XXX.....
2. 2007.....	....2,760,864	.....25,097	....2,735,767	....1,621,234	.....12,954	.....42,642	.....58	.....307,892	.....	.....191,513	....1,958,756	....XXX.....
3. 2008.....	....2,895,705	.....26,204	....2,869,502	....1,725,081	.....13,806	.....42,242	.....5	.....332,667	.....	.....200,205	....2,086,179	....XXX.....
4. 2009.....	....3,257,637	.....32,533	....3,225,104	....1,924,535	.....15,794	.....50,718	.....42	.....331,253	.....	.....225,029	....2,290,670	....XXX.....
5. 2010.....	....3,619,023	.....39,448	....3,579,574	....2,250,150	.....28,986	.....61,604	.....56	.....370,972	.....	.....255,087	....2,653,683	....XXX.....
6. 2011.....	....3,929,214	.....50,576	....3,878,639	....2,416,338	.....23,320	.....65,154	.....22	.....379,625	.....	.....285,187	....2,837,775	....XXX.....
7. 2012.....	....4,243,748	.....52,750	....4,190,998	....2,645,172	.....25,267	.....63,458	.....68	.....389,572	.....	.....316,571	....3,072,868	....XXX.....
8. 2013.....	....4,433,166	.....63,025	....4,370,141	....2,677,307	.....30,360	.....60,503	.....85	.....395,383	.....	.....307,623	....3,102,749	....XXX.....
9. 2014.....	....4,925,123	.....77,076	....4,848,047	....2,889,347	.....25,167	.....51,323	.....59	.....422,664	.....	.....338,252	....3,338,108	....XXX.....
10. 2015.....	....5,416,933	.....91,687	....5,325,247	....3,033,781	.....28,760	.....34,167	.....27	.....455,876	.....	.....353,962	....3,495,037	....XXX.....
11. 2016.....	....6,244,417	.....97,642	....6,146,775	....2,755,522	.....20,860	.....8,915	.....17	.....432,924	.....	.....242,500	....3,176,484	....XXX.....
12. Totals.....	....XXX.....	....XXX.....	....XXX.....	....23,939,299	.....225,567	.....480,821	.....441	.....3,818,902	.....0	.....2,716,300	....28,013,013	....XXX.....

	Losses Unpaid				Defense and Cost Containment Unpaid				Adjusting and Other Unpaid		23 Salvage and Subrogation Anticipated	24 Total Net Losses and Expenses Unpaid	25 Number of Claims Outstanding-Direct and Assumed
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		21	22			
	13 Direct and Assumed	14 Ceded	15 Direct and Assumed	16 Ceded	17 Direct and Assumed	18 Ceded	19 Direct and Assumed	20 Ceded	Direct and Assumed	Ceded			
1. Prior.....	....4,945	....3,406	.....64	.....	.....90	.....	.....	.....	.....125	.....	.....	.....1,818	....XXX.....
2. 2007.....	....5,634	....5,112	.....8	.....	.....127	.....	.....	.....	.....217	.....	.....	.....874	....XXX.....
3. 2008.....	....9,672	....8,915	....1,422	....1,413	.....179	.....	.....	.....	.....200	.....	.....	.....1,144	....XXX.....
4. 2009.....	....10,778	....8,561	....7,425	....7,387	.....437	.....	.....	.....	.....579	.....	.....	.....3,272	....XXX.....
5. 2010.....	....36,671	....32,262	....9,014	....8,978	.....1,076	.....	.....	.....	.....1,278	.....	.....	.....6,800	....XXX.....
6. 2011.....	....23,113	....13,746	....6,808	....6,787	.....1,820	.....	.....	.....	.....1,520	.....	.....	.....12,728	....XXX.....
7. 2012.....	....77,460	....57,407	....12,118	....12,164	.....3,281	.....1	.....	.....	.....2,426	.....	.....	.....25,714	....XXX.....
8. 2013.....	....90,268	....38,985	....32,361	....10,145	....8,820	.....	....5,313	.....	.....7,756	.....	.....	....10,786	....95,388
9. 2014.....	....148,131	....15,269	....72,272	....49,664	....25,421	.....	....6,865	.....0	....16,026	.....	.....	....13,455	....203,781
10. 2015.....	....382,496	....32,643	....109,213	....41,670	....51,186	.....	....12,497	.....1	....43,031	.....	.....	....30,603	....524,108
11. 2016.....	....1,084,928	....29,893	....294,720	....64,872	....80,788	.....1	....27,211	.....6	....147,345	.....	.....	....181,485	....1,540,220
12. Totals.....	....1,874,095	....246,199	....545,426	....203,079	....173,225	.....2	....51,886	.....8	....220,502	.....0	....	....236,330	....2,415,846

	Total Losses and Loss Expenses Incurred			Loss and Loss Expense Percentage (Incurred/Premiums Earned)			Nontabular Discount		34 Inter-Company Pooling Participation Percentage	Net Balance Sheet Reserves after Discount	
	26 Direct and Assumed	27 Ceded	28 Net	29 Direct and Assumed	30 Ceded	31 Net	32 Loss	33 Loss Expense		35 Losses Unpaid	36 Loss Expenses Unpaid
	Direct and Assumed	Ceded	Net	Direct and Assumed	Ceded	Net	Loss	Loss Expense		Losses Unpaid	Loss Expenses Unpaid
1. Prior..	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	.....	.....	....XXX.....	.....1,603	.....215
2. 2007.....	....1,977,754	....18,124	....1,959,630	....71.6	....72.2	....71.6	.....	.....	....77.50	.....530	.....344
3. 2008.....	....2,111,463	....24,139	....2,087,324	....72.9	....92.1	....72.7	.....	.....	....77.50	.....765	.....379
4. 2009.....	....2,325,726	....31,784	....2,293,942	....71.4	....97.7	....71.1	.....	.....	....77.50	....2,256	.....1,016
5. 2010.....	....2,730,765	....70,282	....2,660,483	....75.5	....178.2	....74.3	.....	.....	....77.50	....4,446	.....2,354
6. 2011.....	....2,894,378	....43,875	....2,850,503	....73.7	....86.8	....73.5	.....	.....	....77.50	....9,388	.....3,340
7. 2012.....	....3,193,487	....94,906	....3,098,581	....75.3	....179.9	....73.9	.....	.....	....77.50	....20,008	.....5,706
8. 2013.....	....3,277,711	....79,575	....3,198,137	....73.9	....126.3	....73.2	.....	.....	....77.50	....73,499	....21,889
9. 2014.....	....3,632,048	....90,160	....3,541,889	....73.7	....117.0	....73.1	.....	.....	....77.50	....155,469	.....48,311
10. 2015.....	....4,122,246	....103,101	....4,019,144	....76.1	....112.4	....75.5	.....	.....	....77.50	....417,396	.....106,712
11. 2016.....	....4,832,353	....115,648	....4,716,704	....77.4	....118.4	....76.7	.....	.....	....77.50	....1,284,883	.....255,337
12. Totals.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	.....0	.....0	....XXX.....	....1,970,243	.....445,603

Note: Parts 2 and 4 are gross of all discounting, including tabular discounting. Part 1 is gross of only nontabular discounting, which is reported in Columns 32 and 33 of

Part 1. The tabular discount, if any, is reported in the Notes to Financial Statements, which will reconcile Part 1 with Parts 2 and 4.

SCHEDULE P - PART 2 - SUMMARY

Years in Which Losses Were Incurred	Incurred Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										DEVELOPMENT	
	1 2007	2 2008	3 2009	4 2010	5 2011	6 2012	7 2013	8 2014	9 2015	10 2016	11 One Year	12 Two Year
1. Prior....	361,394	361,896	345,430	336,760	338,485	340,365	341,186	343,256	343,663	343,694	31	438
2. 2007....	1,672,954	1,665,743	1,662,737	1,653,962	1,640,081	1,641,540	1,642,394	1,646,502	1,652,234	1,651,520	(714)	5,018
3. 2008....	XXX....	1,800,459	1,786,161	1,779,312	1,764,530	1,752,270	1,753,625	1,754,339	1,754,566	1,754,457	(110)	117
4. 2009....	XXX....	XXX....	2,061,427	2,003,257	1,989,539	1,975,451	1,960,046	1,961,239	1,962,441	1,962,110	(331)	871
5. 2010....	XXX....	XXX....	XXX....	2,330,128	2,294,935	2,301,386	2,300,909	2,286,563	2,287,608	2,288,233	625	1,670
6. 2011....	XXX....	XXX....	XXX....	XXX....	2,477,199	2,484,278	2,489,098	2,488,386	2,469,048	2,469,358	310	(19,028)
7. 2012....	XXX....	XXX....	XXX....	XXX....	XXX....	2,733,948	2,717,017	2,722,869	2,729,428	2,706,584	(22,845)	(16,286)
8. 2013....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	2,785,708	2,784,838	2,779,542	2,794,997	15,455	10,158
9. 2014....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	3,153,735	3,097,610	3,103,199	5,589	(50,536)
10. 2015....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	3,532,492	3,520,238	(12,254)	XXX....	XXX....
11. 2016....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	4,136,435	XXX....	XXX....	XXX....
										12. Totals....	(14,246)	(67,577)

SCHEDULE P - PART 3 - SUMMARY

Years in Which Losses Were Incurred	Cumulative Paid Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										11 Number of Claims Closed With Loss Payment	12 Number of Claims Closed Without Loss Payment
	1 2007	2 2008	3 2009	4 2010	5 2011	6 2012	7 2013	8 2014	9 2015	10 2016		
1. Prior....	000....	193,397	279,297	312,891	327,103	332,795	337,355	340,006	341,369	342,001	XXX....	XXX....
2. 2007....	1,140,324	1,429,457	1,546,420	1,601,759	1,626,523	1,634,277	1,638,335	1,643,748	1,650,257	1,650,863	XXX....	XXX....
3. 2008....	XXX....	1,196,233	1,538,389	1,652,420	1,708,862	1,734,787	1,746,417	1,750,279	1,752,331	1,753,512	XXX....	XXX....
4. 2009....	XXX....	XXX....	1,322,960	1,689,621	1,829,034	1,906,694	1,938,108	1,952,319	1,956,598	1,959,416	XXX....	XXX....
5. 2010....	XXX....	XXX....	XXX....	1,504,870	1,947,122	2,127,500	2,220,196	2,261,685	2,275,539	2,282,711	XXX....	XXX....
6. 2011....	XXX....	XXX....	XXX....	XXX....	1,660,004	2,125,611	2,318,441	2,411,629	2,444,932	2,458,150	XXX....	XXX....
7. 2012....	XXX....	XXX....	XXX....	XXX....	XXX....	1,822,331	2,351,438	2,558,401	2,645,782	2,683,296	XXX....	XXX....
8. 2013....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	1,838,479	2,411,924	2,608,242	2,707,366	XXX....	XXX....
9. 2014....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	2,117,559	2,687,620	2,915,444	XXX....	XXX....
10. 2015....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	2,321,896	3,039,161	XXX....	XXX....
11. 2016....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	2,743,560	XXX....	XXX....	XXX....

SCHEDULE P - PART 4 - SUMMARY

Years in Which Losses Were Incurred	Bulk and IBNR Reserves on Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)									
	1 2007	2 2008	3 2009	4 2010	5 2011	6 2012	7 2013	8 2014	9 2015	10 2016
1. Prior....	61,757	27,743	8,696	958	297	504	526	715	573	64
2. 2007....	132,000	43,488	22,142	11,743	142	167	105	205	127	8
3. 2008....	XXX....	155,240	48,902	26,674	12,287	167	105	189	617	8
4. 2009....	XXX....	XXX....	168,192	56,704	30,405	17,730	397	167	1,396	38
5. 2010....	XXX....	XXX....	XXX....	175,246	60,002	28,269	20,210	290	1,459	37
6. 2011....	XXX....	XXX....	XXX....	XXX....	177,106	66,384	26,022	20,541	126	21
7. 2012....	XXX....	XXX....	XXX....	XXX....	XXX....	210,729	63,779	25,901	24,791	(45)
8. 2013....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	214,507	70,316	28,871	27,528
9. 2014....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	204,369	74,460	29,472
10. 2015....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	211,156	80,039
11. 2016....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	257,054

PROGRESSIVE DIRECT INSURANCE COMPANY
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.	1 Active Status	Gross Premiums, Including Policy and Membership Fees Less Return Premiums and Premiums on Policies Not Taken		4 Dividends Paid or Credited to Policyholders on Direct Business	5 Direct Losses Paid (Deducting Salvage)	6 Direct Losses Incurred	7 Direct Losses Unpaid	8 Finance and Service Charges not Included in Premiums	9 Direct Premiums Written for Federal Purchasing Groups (Incl. in Col. 2)
		2 Direct Premiums Written	3 Direct Premiums Earned						
1. Alabama.....	AL L.....	88,227,356	86,140,244		51,532,152	.56,040,784	.23,733,933	.1,184,707	
2. Alaska.....	AK L.....	24,684,828	23,922,001		12,082,386	.12,983,100	.7,158,660	.371,542	
3. Arizona.....	AZ Q.....								
4. Arkansas.....	AR L.....	46,116,024	44,574,732		27,671,550	.28,717,237	.8,543,437	.731,203	
5. California.....	CA L.....	53,687,353	54,068,254		39,054,432	.36,947,066	.11,957,575	.944,184	
6. Colorado.....	CO L.....	229,925,182	220,079,770		.154,877,969	.163,818,595	.79,334,170	.2,844,737	
7. Connecticut.....	CT L.....	108,842,808	104,504,190		.57,796,085	.65,037,149	.43,430,525	.1,481,228	
8. Delaware.....	DE L.....	41,457,340	41,111,664		.24,251,218	.24,634,118	.12,668,401	.539,088	
9. District of Columbia.....	DC L.....	20,252,855	20,329,700		.12,333,541	.11,716,952	.5,424,807	.212,499	
10. Florida.....	FL Q.....								
11. Georgia.....	GA L.....	7,428,432	7,692,222		.3,749,601	.3,758,304	.2,574,966	.67,246	
12. Hawaii.....	HI L.....	18,824,604	20,462,315		.10,242,239	.8,616,570	.4,865,275	.188,424	
13. Idaho.....	ID L.....	32,530,403	30,650,038		.16,949,536	.18,958,677	.8,840,639	.682,137	
14. Illinois.....	IL L.....	16,295,875	16,605,815		.9,517,320	.8,846,254	.4,227,441	.174,920	
15. Indiana.....	IN L.....				.(5,916)	.(5,916)			
16. Iowa.....	IA L.....				.(711)	.(711)			
17. Kansas.....	KS L.....	77,671,557	75,965,497		.47,627,395	.49,789,549	.13,595,209	.1,371,075	
18. Kentucky.....	KY L.....	105,172,842	102,658,852		.60,177,625	.60,997,637	.25,967,832	.1,258,872	
19. Louisiana.....	LA L.....								
20. Maine.....	ME L.....	(28,602)	1,052,879		.966,326	.426,455	.153,717	.4,118	
21. Maryland.....	MD L.....	13,746,522	14,101,644		.9,109,352	.8,512,138	.4,253,050	.139,067	
22. Massachusetts.....	MA L.....	165,171,786	159,821,914		.94,162,095	.92,888,617	.44,747,203	.3,040,239	
23. Michigan.....	MI Q.....								
24. Minnesota.....	MN L.....	231,586,659	224,369,617		.134,985,623	.142,296,908	.62,514,369	.3,867,763	
25. Mississippi.....	MS L.....								
26. Missouri.....	MO L.....	11,121,507	11,567,436		.7,447,958	.5,954,912	.4,382,727	.103,297	
27. Montana.....	MT L.....	37,428,245	35,793,926		.23,487,220	.25,415,477	.8,722,763	.864,201	
28. Nebraska.....	NE L.....				.424	.424			
29. Nevada.....	NV L.....	106,296,736	103,648,609		.65,456,527	.69,988,428	.40,911,317	.1,335,471	
30. New Hampshire.....	NH L.....				.(10,327)	.(11,227)	.7,727		
31. New Jersey.....	NJ Q.....								
32. New Mexico.....	NM L.....	72,538,978	70,616,135		.41,785,048	.42,983,119	.28,322,499	.1,003,953	
33. New York.....	NY L.....	17,627,331	16,870,898		.11,413,512	.8,913,992	.5,638,344	.284,049	
34. North Carolina.....	NC L.....								
35. North Dakota.....	ND L.....	24,978,784	24,903,732		.15,979,312	.16,166,614	.5,062,823	.408,313	
36. Ohio.....	OH L.....	381,091,434	367,383,837		.228,600,232	.233,790,240	.88,527,115	.7,135,047	
37. Oklahoma.....	OK L.....	79,488,038	77,469,762		.42,755,734	.43,376,732	.17,168,336	.1,210,765	
38. Oregon.....	OR L.....				.(1,754)	.6,356	.8,209		
39. Pennsylvania.....	PA L.....	27,953,041	28,713,628		.19,520,426	.18,473,383	.11,110,523	.388,335	
40. Rhode Island.....	RI L.....	77,587,641	74,016,362		.44,761,236	.51,626,068	.33,166,953	.712,024	
41. South Carolina.....	SC L.....	99,623,448	94,736,407		.58,880,356	.63,474,634	.28,998,595	.1,398,525	
42. South Dakota.....	SD L.....	20,815,482	20,214,993		.10,670,206	.10,619,315	.3,941,899	.374,471	
43. Tennessee.....	TN L.....	(4,070)	(4,070)		.(4,508)	.(4,508)			
44. Texas.....	TX N.....								
45. Utah.....	UT L.....	72,071,343	69,119,598		.43,944,860	.48,388,464	.20,012,945	.1,094,876	
46. Vermont.....	VT L.....	23,290,256	22,339,601		.11,246,793	.11,368,428	.3,212,540	.444,707	
47. Virginia.....	VA L.....	35,443,064	36,614,084		.23,728,749	.22,237,389	.13,152,954	.381,582	
48. Washington.....	WA L.....	223,587,845	213,421,438		.133,197,525	.144,694,430	.90,170,146	.2,826,783	
49. West Virginia.....	WV L.....								
50. Wisconsin.....	WI L.....	(183)	(183)		.(4,500)	.(4,500)			
51. Wyoming.....	WY L.....				.(463)	.(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	22,852,702	20,240,324	0	14,497,283	.15,114,654	.2,904,123	.0	0
59. Totals.....	(a) 46	2,615,385,446	2,535,777,865	0	1,564,431,667	.1,627,551,844	.769,413,747	.39,069,448	0

DETAILS OF WRITE-INS

58001. AUS AUSTRALIA.....	XXX	22,852,702	20,240,324		14,497,283	.15,114,654	.2,904,123		
58002.....	XXX								
58003.....	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	22,852,702	20,240,324	0	14,497,283	.15,114,654	.2,904,123	0	0

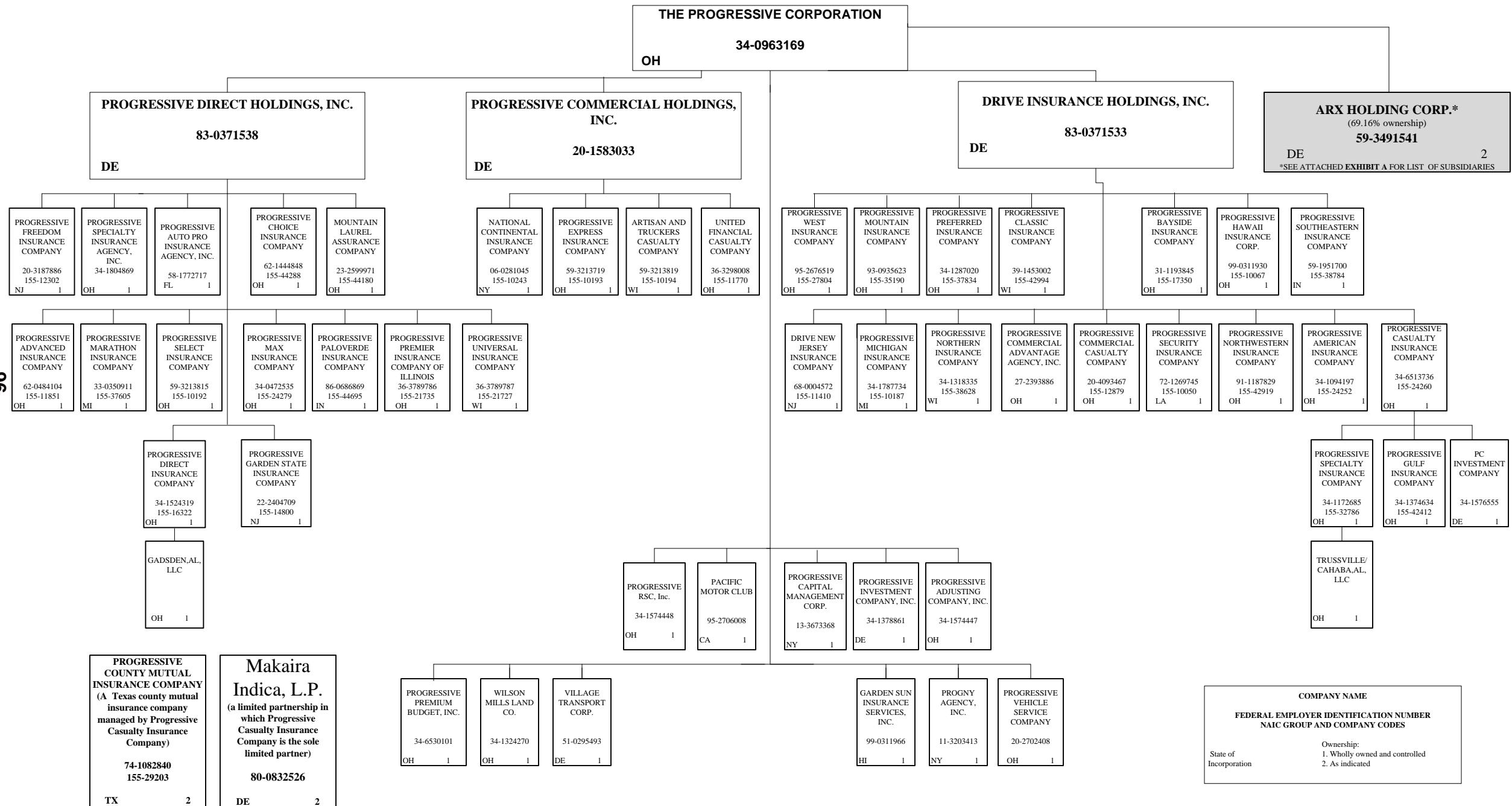
(a) Insert the number of "L" responses except for Canada and Other Alien.

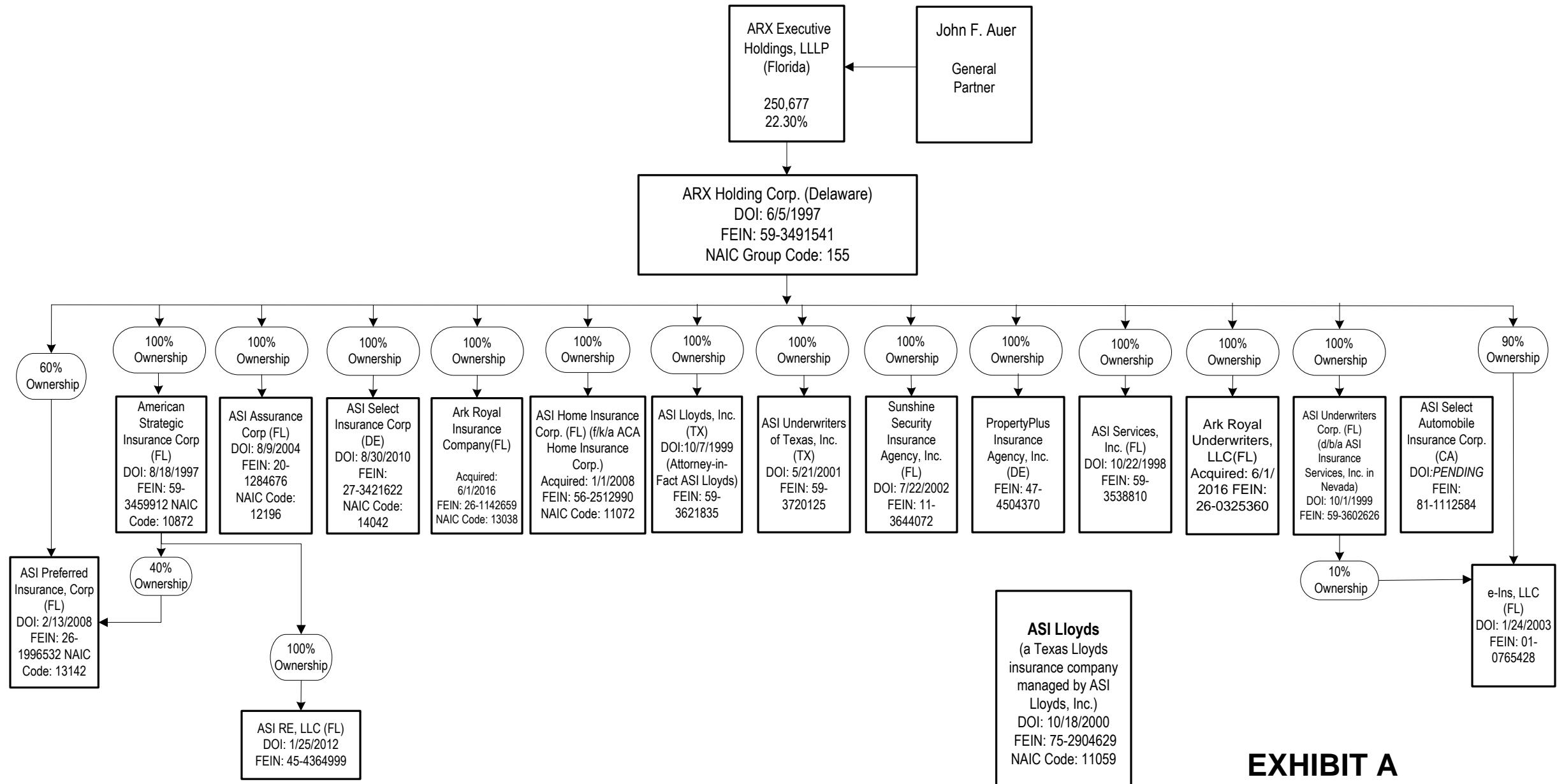
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

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

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

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

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

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

2016 ALPHABETICAL INDEX -- PROPERTY & CASUALTY ANNUAL STATEMENT BLANK

Assets	2	Schedule P-Part 2G-Special Liability (Ocean Marine, Aircraft (All Perils), Boiler & Machinery)	58
Cash Flow	5	Schedule P-Part 2H-Section 1-Other Liability-Occurrence	58
Exhibit of Capital Gains (Losses)	12	Schedule P-Part 2H-Section 2-Other Liability-Claims-Made	58
Exhibit of Net Investment Income	12	Schedule P-Part 2I-Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary, Theft)	59
Exhibit of Nonadmitted Assets	13	Schedule P-Part 2J-Auto Physical Damage	59
Exhibit of Premiums and Losses (State Page)	19	Schedule P-Part 2K-Fidelity, Surety	59
Five-Year Historical Data	17	Schedule P-Part 2L-Other (Including Credit, Accident and Health)	59
General Interrogatories	15	Schedule P-Part 2M-International	59
Jurat Page	1	Schedule P-Part 2N-Reinsurance - Nonproportional Assumed Property	60
Liabilities, Surplus and Other Funds	3	Schedule P-Part 2O-Reinsurance - Nonproportional Assumed Liability	60
Notes To Financial Statements	14	Schedule P-Part 2P-Reinsurance - Nonproportional Assumed Financial Lines	60
Overflow Page For Write-ins	100	Schedule P-Part 2R-Section 1-Products Liability-Occurrence	61
Schedule A-Part 1	E01	Schedule P-Part 2R-Section 2-Products Liability-Claims-Made	61
Schedule A-Part 2	E02	Schedule P-Part 2S-Financial Guaranty/Mortgage Guaranty	61
Schedule A-Part 3	E03	Schedule P-Part 2T-Warranty	61
Schedule A-Verification Between Years	SI02	Schedule P-Part 3A-Homeowners/Farmowners	62
Schedule B-Part 1	E04	Schedule P-Part 3B-Private Passenger Auto Liability/Medical	62
Schedule B-Part 2	E05	Schedule P-Part 3C-Commercial Auto/Truck Liability/Medical	62
Schedule B-Part 3	E06	Schedule P-Part 3D-Workers' Compensation (Excluding Excess Workers Compensation)	62
Schedule B-Verification Between Years	SI02	Schedule P-Part 3E-Commercial Multiple Peril	62
Schedule BA-Part 1	E07	Schedule P-Part 3F-Section 1-Medical Professional Liability-Occurrence	63
Schedule BA-Part 2	E08	Schedule P-Part 3F-Section 2-Medical Professional Liability-Claims-Made	63
Schedule BA-Part 3	E09	Schedule P-Part 3G-Special Liability (Ocean Marine, Aircraft (All Perils), Boiler & Machinery)	63
Schedule BA-Verification Between Years	SI03	Schedule P-Part 3H-Section 1-Other Liability-Occurrence	63
Schedule D-Part 1	E10	Schedule P-Part 3H-Section 2-Other Liability-Claims-Made	63
Schedule D-Part 1A-Section 1	SI05	Schedule P-Part 3I-Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary, Theft)	64
Schedule D-Part 1A-Section 2	SI08	Schedule P-Part 3J-Auto Physical Damage	64
Schedule D-Part 2-Section 1	E11	Schedule P-Part 3K-Fidelity/Surety	64
Schedule D-Part 2-Section 2	E12	Schedule P-Part 3L-Other (Including Credit, Accident and Health)	64
Schedule D-Part 3	E13	Schedule P-Part 3M-International	64
Schedule D-Part 4	E14	Schedule P-Part 3N-Reinsurance - Nonproportional Assumed Property	65
Schedule D-Part 5	E15	Schedule P-Part 3O-Reinsurance - Nonproportional Assumed Liability	65
Schedule D-Part 6-Section 1	E16	Schedule P-Part 3P-Reinsurance - Nonproportional Assumed Financial Lines	65
Schedule D-Part 6-Section 2	E16	Schedule P-Part 3R-Section 1-Products Liability-Occurrence	66
Schedule D-Summary By Country	SI04	Schedule P-Part 3R-Section 2-Products Liability-Claims-Made	66
Schedule D-Verification Between Years	SI03	Schedule P-Part 3S-Financial Guaranty/Mortgage Guaranty	66
Schedule DA-Part 1	E17	Schedule P-Part 3T-Warranty	66
Schedule DA-Verification Between Years	SI10	Schedule P-Part 4A-Homeowners/Farmowners	67
Schedule DB-Part A-Section 1	E18	Schedule P-Part 4B-Private Passenger Auto Liability/Medical	67
Schedule DB-Part A-Section 2	E19	Schedule P-Part 4C-Commercial Auto/Truck Liability/Medical	67
Schedule DB-Part A-Verification Between Years	SI11	Schedule P-Part 4D-Workers' Compensation (Excluding Excess Workers Compensation)	67
Schedule DB-Part B-Section 1	E20	Schedule P-Part 4E-Commercial Multiple Peril	67
Schedule DB-Part B-Section 2	E21	Schedule P-Part 4F-Section 1-Medical Professional Liability-Occurrence	68
Schedule DB-Part B-Verification Between Years	SI11	Schedule P-Part 4F-Section 2-Medical Professional Liability-Claims-Made	68
Schedule DB-Part C-Section 1	SI12	Schedule P-Part 4G-Special Liability (Ocean Marine, Aircraft (All Perils), Boiler & Machinery)	68
Schedule DB-Part C-Section 2	SI13	Schedule P-Part 4H-Section 1-Other Liability-Occurrence	68
Schedule DB-Part D-Section 1	E22	Schedule P-Part 4H-Section 2-Other Liability-Claims-Made	68
Schedule DB-Part D-Section 2	E23	Schedule P-Part 4I-Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary & Theft)	69
Schedule DB-Verification	SI14	Schedule P-Part 4J-Auto Physical Damage	69
Schedule DL-Part 1	E24	Schedule P-Part 4K-Fidelity/Surety	69
Schedule DL-Part 2	E25	Schedule P-Part 4L-Other (Including Credit, Accident and Health)	69
Schedule E-Part 1-Cash	E26	Schedule P-Part 4M-International	69
Schedule E-Part 2-Cash Equivalents	E27	Schedule P-Part 4N-Reinsurance - Nonproportional Assumed Property	70
Schedule E-Part 3-Special Deposits	E28	Schedule P-Part 4O-Reinsurance - Nonproportional Assumed Liability	70
Schedule E-Verification Between Years	SI15	Schedule P-Part 4P-Reinsurance - Nonproportional Assumed Financial Lines	70
Schedule F-Part 1	20	Schedule P-Part 4R-Section 1-Products Liability-Occurrence	71
Schedule F-Part 2	21	Schedule P-Part 4R-Section 2-Products Liability-Claims-Made	71
Schedule F-Part 3	22	Schedule P-Part 4S-Financial Guaranty/Mortgage Guaranty	71
Schedule F-Part 4	23	Schedule P-Part 4T-Warranty	71
Schedule F-Part 5	24	Schedule P-Part 5A-Homeowners/Farmowners	72
Schedule F-Part 6-Section 1	25	Schedule P-Part 5B-Private Passenger Auto Liability/Medical	73
Schedule F-Part 6-Section 2	26	Schedule P-Part 5C-Commercial Auto/Truck Liability/Medical	74
Schedule F-Part 7	27	Schedule P-Part 5D-Workers' Compensation (Excluding Excess Workers Compensation)	75
Schedule F-Part 8	28	Schedule P-Part 5E-Commercial Multiple Peril	76
Schedule F-Part 9	29	Schedule P-Part 5F-Medical Professional Liability-Claims-Made	78
Schedule H-Accident and Health Exhibit-Part 1	30	Schedule P-Part 5F-Medical Professional Liability-Occurrence	77
Schedule H-Part 2, Part 3 and Part 4	31	Schedule P-Part 5H-Other Liability-Claims-Made	80
Schedule H-Part 5-Health Claims	32	Schedule P-Part 5H-Other Liability-Occurrence	79
Schedule P-Part 1-Summary	33	Schedule P-Part 5R-Products Liability-Claims-Made	82
Schedule P-Part 1A-Homeowners/Farmowners	35	Schedule P-Part 5R-Products Liability-Occurrence	81
Schedule P-Part 1B-Private Passenger Auto Liability/Medical	36	Schedule P-Part 5T-Warranty	83
Schedule P-Part 1C-Commercial Auto/Truck Liability/Medical	37	Schedule P-Part 6C-Commercial Auto/Truck Liability/Medical	84
Schedule P-Part 1D-Workers' Compensation (Excluding Excess Workers Compensation)	38	Schedule P-Part 6D-Workers' Compensation (Excluding Excess Workers Compensation)	84
Schedule P-Part 1E-Commercial Multiple Peril	39	Schedule P-Part 6E-Commercial Multiple Peril	85
Schedule P-Part 1F-Section 1-Medical Professional Liability-Occurrence	40	Schedule P-Part 6H-Other Liability-Claims-Made	86
Schedule P-Part 1F-Section 2-Medical Professional Liability-Claims-Made	41	Schedule P-Part 6H-Other Liability-Occurrence	85
Schedule P-Part 1G-Special Liability (Ocean, Marine, Aircraft (All Perils), Boiler & Machinery)	42	Schedule P-Part 6M-International	86
Schedule P-Part 1H-Section 1-Other Liability-Occurrence	43	Schedule P-Part 6N-Reinsurance - Nonproportional Assumed Property	87
Schedule P-Part 1H-Section 2-Other Liability-Claims-Made	44	Schedule P-Part 6O-Reinsurance - Nonproportional Assumed Liability	87
Schedule P-Part 1I-Spec. Prop. (Fire, Allied Lines, Inland Marine, Earthquake, Burglary & Theft)	45	Schedule P-Part 6R-Products Liability-Claims-Made	88
Schedule P-Part 1J-Auto Physical Damage	46	Schedule P-Part 6R-Products Liability-Occurrence	88
Schedule P-Part 1K-Fidelity/Surety	47	Schedule P-Part 7A-Primary Loss Sensitive Contracts	89
Schedule P-Part 1L-Other (Including Credit, Accident and Health)	48	Schedule P-Part 7B-Reinsurance Loss Sensitive Contracts	91
Schedule P-Part 1M-International	49	Schedule P-Interrogatories	93
Schedule P-Part 1N-Reinsurance - Nonproportional Assumed Property	50	Schedule T-Exhibit of Premiums Written	94
Schedule P-Part 1O-Reinsurance - Nonproportional Assumed Liability	51	Schedule T-Part 2-Interstate Compact	95
Schedule P-Part 1P-Reinsurance - Nonproportional Assumed Financial Lines	52	Schedule Y-Information Concerning Activities of Insurer Members of a Holding Company Group	96
Schedule P-Part 1R-Section 1-Products Liability-Occurrence	53	Schedule Y-Detail of Insurance Holding Company System	97
Schedule P-Part 1R-Section 2-Products Liability-Claims-Made	54	Schedule Y-Part 2-Summary of Insurer's Transactions With Any Affiliates	98
Schedule P-Part 1S-Financial Guaranty/Mortgage Guaranty	55	Statement of Income	4
Schedule P-Part 1T-Warranty	56	Summary Investment Schedule	SI01
Schedule P-Part 2, Part 3 and Part 4 - Summary	34	Supplemental Exhibits and Schedules Interrogatories	99
Schedule P-Part 2A-Homeowners/Farmowners	57	Underwriting and Investment Exhibit Part 1	6
Schedule P-Part 2B-Private Passenger Auto Liability/Medical	57	Underwriting and Investment Exhibit Part 1A	7
Schedule P-Part 2C-Commercial Auto/Truck Liability/Medical	57	Underwriting and Investment Exhibit Part 1B	8
Schedule P-Part 2D-Workers' Compensation (Excluding Excess Workers Compensation)	57	Underwriting and Investment Exhibit Part 2	9
Schedule P-Part 2E-Commercial Multiple Peril	57	Underwriting and Investment Exhibit Part 2A	10
Schedule P-Part 2F-Section 1-Medical Professional Liability-Occurrence	58	Underwriting and Investment Exhibit Part 3	11
Schedule P-Part 2F-Section 2-Medical Professional Liability-Claims-Made	58		