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QUARTERLY STATEMENT

As of June 30, 2017

of the Condition and Affairs of the

PROGRESSIVE DIRECT INSURANCE COMPANY

NAIC Group Code.....155, 155 (Current Period) (Prior Period) | NAIC Company Code..... 16322 | Employer's ID Number..... 34-1524319

Organized under the Laws of OH | State of Domicile or Port of Entry OH | Country of Domicile US

Incorporated/Organized..... September 29, 1986 | Commenced Business..... January 14, 1987

Statutory Home Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 *(Street and Number) (City or Town, State, Country and Zip Code)*	440-461-5000 *(Area Code) (Telephone Number)*
Mail Address	P.O. BOX 89490….. CLEVELAND ..... OH ..... US ..... 44101-6490 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33….. CLEVELAND ..... OH ..... US ..... 44143-2182 *(Street and Number) (City or Town, State, Country and Zip Code)*	440-395-4460 *(Area Code) (Telephone Number)*
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO *(Name)*	440-395-4460 *(Area Code) (Telephone Number) (Extension)*
	FINANCIAL_REPORTING@PROGRESSIVE.COM *(E-Mail Address)*	440-603-5500 *(Fax Number)*

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

OFFICERS

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

OTHER

SCOTT EDWARD COLEMAN	(ASST. TREASURER)	JOHN ALLEN CURTISS JR.	(VICE PRESIDENT)
KAREN ANN KOSUDA	(ASST. SECRETARY)	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)	(Signature)	(Signature)
SCOTT WESLEY ZIEGLER	KAREN ANN KOSUDA	SCOTT EDWARD COLEMAN
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	ASSISTANT SECRETARY	ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 9TH day of AUGUST, 2017

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	4,710,307,702		4,710,307,702	3,993,495,501
2. Stocks:				
2.1 Preferred stocks	18,284,881		18,284,881	32,421,338
2.2 Common stocks	971,652,467		971,652,467	888,568,902
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)	151,871,470		151,871,470	155,671,783
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....6,582,951), cash equivalents ($.....89,868,952) and short-term investments ($.....449,249,405)	545,701,308		545,701,308	682,853,783
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	14,040,659	14,040,659	0	
9. Receivables for securities	92,227		92,227	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	6,411,950,714	14,040,659	6,397,910,055	5,753,011,307
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	18,526,244		18,526,244	15,125,505
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	173,588,716	18,090,851	155,497,865	135,664,797
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	924,507,320		924,507,320	771,673,145
15.3 Accrued retrospective premiums ($..........0) and contracts subject to redetermination ($..........0)			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	18,867,760		18,867,760	9,347,851
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset			0	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	31,182,764		31,182,764	39,325,895
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	4,186,803	1,540,752	2,646,051	3,326,407
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	7,582,810,321	33,672,262	7,549,138,059	6,727,474,907
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	7,582,810,321	33,672,262	7,549,138,059	6,727,474,907

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. STATE UNEARNED SURCHARGE RECOVERABLE	2,206,461		2,206,461	1,853,243
2502. NET GOODS AND SERVICES TAX RECOVERABLE	205,748		205,748	285,332
2503. MISCELLANEOUS OTHER ASSETS	1,088,025	901,341	186,684	66,502
2598. Summary of remaining write-ins for Line 25 from overflow page	686,569	639,411	47,158	1,121,330
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	4,186,803	1,540,752	2,646,051	3,326,407

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....866,338,736)	2,080,113,599	1,970,243,651
2.	Reinsurance payable on paid losses and loss adjustment expenses	403,758,412	318,683,119
3.	Loss adjustment expenses	481,275,125	445,603,496
4.	Commissions payable, contingent commissions and other similar charges	258,924	298,673
5.	Other expenses (excluding taxes, licenses and fees)	25,928,305	11,043,437
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	45,929,496	61,372,219
7.1	Current federal and foreign income taxes (including $.....4,119,964 on realized capital gains (losses))	118,205,026	31,449,915
7.2	Net deferred tax liability	21,410,391	10,715,084
8.	Borrowed money $..........0 and interest thereon $..........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....566,480,254 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)	1,908,698,615	1,713,442,040
10.	Advance premium	17,718,930	11,516,868
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	18,064,608	42,883
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others		
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $..........0 certified)	759,672	
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding	97,375,551	84,492,452
19.	Payable to parent, subsidiaries and affiliates		
20.	Derivatives		
21.	Payable for securities	15,092,835	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	5,675,337	3,211,068
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	5,240,264,826	4,662,115,010
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	5,240,264,826	4,662,115,010
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	874,766,721	874,674,923
35.	Unassigned funds (surplus)	1,431,106,032	1,187,684,494
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)	2,308,873,233	2,065,359,897
38.	Totals (Page 2, Line 28, Col. 3)	7,549,138,059	6,727,474,907

DETAILS OF WRITE-INS

2501.	MISCELLANEOUS OTHER LIABILITIES	3,880,603	2,117,415
2502.	ESCHEATABLE PROPERTY	1,015,654	351,871
2503.	STATE PLAN LIABILITY	779,080	741,782
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	5,675,337	3,211,068
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....1,469,723,102)	1,379,952,680	1,231,604,095	2,535,777,857
1.2 Assumed (written $.....3,167,798,473)	2,993,407,629	2,609,482,038	5,395,779,549
1.3 Ceded (written $.....1,057,530,000)	988,625,307	864,333,005	1,784,782,381
1.4 Net (written $.....3,579,991,575)	3,384,735,002	2,976,753,128	6,146,775,025
DEDUCTIONS:			
2. Losses incurred (current accident year $.....2,087,318,174):			
2.1 Direct	868,023,866	764,233,286	1,627,551,841
2.2 Assumed	1,837,467,012	1,674,125,939	3,538,998,683
2.3 Ceded	611,675,925	548,652,099	1,162,511,275
2.4 Net	2,093,814,953	1,889,707,126	4,004,039,249
3. Loss adjustment expenses incurred	395,338,784	342,115,093	696,392,882
4. Other underwriting expenses incurred	671,934,366	622,621,300	1,180,502,888
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	3,161,088,103	2,854,443,519	5,880,935,019
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	223,646,899	122,309,609	265,840,006
INVESTMENT INCOME			
9. Net investment income earned	68,463,311	57,408,880	117,565,755
10. Net realized capital gains (losses) less capital gains tax of $.....4,119,964	17,756,845	6,045,675	(20,607,380)
11. Net investment gain (loss) (Lines 9 + 10)	86,220,156	63,454,555	96,958,375
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....2,353,699 amount charged off $.....36,453,547)	(34,099,848)	(30,385,783)	(60,270,003)
13. Finance and service charges not included in premiums	20,119,153	18,922,241	39,069,452
14. Aggregate write-ins for miscellaneous income	9,095,903	9,376,422	18,655,473
15. Total other income (Lines 12 through 14)	(4,884,792)	(2,087,120)	(2,545,078)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	304,982,263	183,677,044	360,253,303
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)	304,982,263	183,677,044	360,253,303
19. Federal and foreign income taxes incurred	114,086,274	76,980,928	96,320,090
20. Net income (Line 18 minus Line 19) (to Line 22)	190,895,989	106,696,116	263,933,213
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	2,065,359,897	1,783,103,418	1,783,103,418
22. Net income (from Line 20)	190,895,989	106,696,116	263,933,213
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....21,448,386	39,780,646	9,252,068	41,909,215
25. Change in net unrealized foreign exchange capital gain (loss)	158,948	319,054	326,116
26. Change in net deferred income tax	10,838,666	16,598,306	17,809,475
27. Change in nonadmitted assets	2,506,961	1,175,775	(12,492,572)
28. Change in provision for reinsurance	(759,672)		
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	91,798	4,831,717	5,771,032
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)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	243,513,336	138,873,036	282,256,479
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	2,308,873,233	1,921,976,454	2,065,359,897
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0
1401. FINANCE & SERVICE CHARGE REVENUE ASSUMED	8,860,850	8,433,693	17,476,311
1402. INTEREST INCOME ON INTERCOMPANY BALANCES	689,150	187,944	461,927
1403. MISCELLANEOUS OTHER INCOME (EXPENSE)	(454,097)	754,785	717,235
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	9,095,903	9,376,422	18,655,473
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	3,432,515,963	3,003,515,996	6,237,063,032
2. Net investment income	77,151,203	69,819,174	141,602,738
3. Miscellaneous income	(5,126,678)	(869,282)	(739,046)
4. Total (Lines 1 through 3)	3,504,540,488	3,072,465,888	6,377,926,723
5. Benefit and loss related payments	1,908,389,621	1,666,277,692	3,694,642,328
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	1,032,199,125	929,143,250	1,811,185,142
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....(498,317) tax on capital gains (losses)	31,451,127	33,882,143	105,837,077
10. Total (Lines 5 through 9)	2,972,039,873	2,629,303,085	5,611,664,547
11. Net cash from operations (Line 4 minus Line 10)	532,500,615	443,162,803	766,262,177
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,236,699,258	1,369,865,630	2,474,667,914
12.2 Stocks	22,395,582	16,010,278	80,130,334
12.3 Mortgage loans			
12.4 Real estate		1	
12.5 Other invested assets	459,467	105,000	127,015
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(74,026)		9,748
12.7 Miscellaneous proceeds	15,092,730	23,986,950	105
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,274,573,011	1,409,967,859	2,554,935,116
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,951,894,649	1,037,439,745	2,732,920,535
13.2 Stocks	17,003,324	44,532,364	67,355,781
13.3 Mortgage loans			
13.4 Real estate	551,708	413,774	1,324,128
13.5 Other invested assets			43,365,201
13.6 Miscellaneous applications	92,227		
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,969,541,908	1,082,385,883	2,844,965,645
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(694,968,897)	327,581,976	(290,030,529)
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	91,798	4,831,717	5,771,032
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			35,000,000
16.6 Other cash provided (applied)	25,224,009	68,316,186	44,660,343
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	25,315,807	73,147,903	15,431,375
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(137,152,475)	843,892,682	491,663,023
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	682,853,783	191,190,760	191,190,760
19.2 End of period (Line 18 plus Line 19.1)	545,701,308	1,035,083,442	682,853,783

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies and Going Concern

A. Accounting Practices

The accompanying statutory-basis financial statements of Progressive Direct Insurance Company (the "Company") were prepared on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance ("DOI").

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

	SSAP #	F/S Page	F/S Line #	2017	2016
NET INCOME					
(1) PROGRESSIVE DIRECT INSURANCE COMPANY state basis (Page 4, Line 20, Columns 1 & 2)	XXX	XXX	XXX	$ 190,895,989	$ 263,933,213
(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	$ 190,895,989	$ 263,933,213
SURPLUS					
(5) PROGRESSIVE DIRECT INSURANCE COMPANY state basis (Page 3, line 37, Columns 1 & 2)	XXX	XXX	XXX	$ 2,308,873,233	$ 2,065,359,897
(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	$ 2,308,873,233	$ 2,065,359,897

C. Accounting Policy

6. Loan-backed securities

Loan-backed and structured securities are accounted for as prescribed by Statement of Statutory Accounting Principles No. 43R, Loan-backed and Structured Securities. These securities are generally stated at amortized cost as determined by the estimated value of future cash flows. Prepayment assumptions for loan-backed and structured debt securities are obtained from available market data, broker/dealers, and/or internal estimates, and are consistent with current interest rate and economic trends. See Note 5.D.

D. Going Concern

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

Note 2 – Accounting Changes and Corrections of Errors

No significant changes

Note 3 – Business Combinations and Goodwill

No significant changes

Note 4 – Discontinued Operations

No significant changes

Note 5 – Investments

D. Loan-Backed Securities

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

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

   Not applicable

3. 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	$ 3,435,936
		2.	12 Months or Longer	$ 2,272,751
b.	The aggregate related fair value of securities with unrealized losses:	1.	Less than12 Months	$ 1,120,700,296
		2.	12 Months or Longer	$ 174,651,646

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.

NOTES TO FINANCIAL STATEMENTS

E. Repurchase Agreements and/or Securities Lending Transactions

Not applicable

I. Working Capital Finance Investments

Not applicable

J. Offsetting and Netting of Assets and Liabilities

Not applicable

M. Short Sales

Not applicable

N. Prepayment Penalty and Acceleration Fees

Not applicable

Note 6 – Joint Ventures, Partnerships and Limited Liability Companies

No significant changes

Note 7 – Investment Income

No significant changes

Note 8 – Derivative Instruments

No significant changes

Note 9 – Income Taxes

No significant changes

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

No significant changes

Note 11 – Debt

B. FHLB (Federal Home Loan Bank) Agreements

Not applicable

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

A. Defined Benefit Plan

Not applicable

Note 13 – Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

No significant changes

Note 14 – Liabilities, Contingencies and Assessments

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	$ 330,000

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]

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 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.

NOTES TO FINANCIAL STATEMENTS

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 a putative statewide class action lawsuit and eight 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 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 alleging the Company misleads consumers in attempting to collect subrogation claims via a debt collection vendor.

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 challenging the Company's practices with regard to the sale of policies over the phone.

There was a putative class action lawsuit challenging the Company's application of a deductible to minimum-limit PIP claims. Plaintiffs allege that the application of the deductible is not in compliance with the statute.

There was a lawsuit alleging that as a result of the alleged fraud of an independent insurance agency, the Company should be liable to a premium finance company for its losses relating to fraudulent financed policies.

There was a putative class action lawsuit alleging the Company undervalues total loss claims through the use of certain valuation tools.

Note 15 – Leases

No significant changes

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

No significant changes

Note 17 – Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

B. Transfer and Servicing of Financial Assets

Not applicable

C. Wash Sales

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

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

No significant changes

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

No significant changes

Note 20 – Fair Value Measurements

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

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

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

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

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

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

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

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

Fair Value Measurements at the reporting date:

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Bonds industrial & miscellaneous	$	$ 45,170,488	$	$ 45,170,488
Common stock industrial & miscellaneous	971,652,467			971,652,467
Preferred stock industrial & miscellaneous		6,325,881		6,325,881

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.

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

NOTES TO FINANCIAL STATEMENTS

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	$ 4,724,508,550	$ 4,710,307,702	$ 751,541,664	$ 3,972,966,886	$	$
Cash equivalents	89,868,952	89,868,952	89,868,952			
Common stock	971,652,467	971,652,467	971,652,467			
Preferred stock	23,852,371	18,284,881		23,852,371		
Short-term investments	449,172,410	449,249,405	248,029,134	201,143,276		

D. Not Practicable to Estimate Fair Value

Not applicable

Note 21 – Other Items

C. Other Disclosures

6. Nonadmitted Other Invested Assets

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

Note 22 – Events Subsequent

The Company was not impacted by any subsequent events. Subsequent events have been considered through August 4, 2017 for the statutory statement that was available for issuance by August 15, 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

No significant changes

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

F. Risk Sharing Provisions of the Affordable Care Act

The Company does not write health insurance

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior accident years increased by $20,932,362 in 2017 which is less than 1% of the total prior year net unpaid losses and LAE of $2,415,847,147. The unfavorable development is primarily due to private passenger auto liability originally anticipated severity for accident year 2016 increasing by less than 1%. Auto physical damage reserves developed favorably due to more recoveries than anticipated. LAE reserves developed unfavorably primarily in defense and cost containment and adjusting and other expense reserves for accident years 2016 and 2015.

Note 26 – Intercompany Pooling Arrangements

No significant changes

Note 27 – Structured Settlements

No significant changes

Note 28 – Health Care Receivables

No significant changes

Note 29 – Participating policies

No significant changes

NOTES TO FINANCIAL STATEMENTS

Note 30 – Premium Deficiency Reserves

No significant changes

Note 31 – High Deductibles

No significant changes

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

No significant changes

Note 33 – Asbestos/Environmental Reserves

No significant changes

Note 34 – Subscriber Savings Accounts

No significant changes

Note 35 – Multiple Peril Crop Insurance

No significant changes

Note 36 – Financial Guaranty Insurance

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

Not Applicable

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

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

2.2 If yes, date of change:

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

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

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

1. ARK ROYAL INSURANCE COMPANY CHANGED ITS NAME TO PROGRESSIVE PROPERTY INSURANCE COMPANY EFFECTIVE 4/1/2017 2. BLUE HILL SPECIALTY INSURANCE COMPANY INC. WAS ADDED 5/1/2017 3. OWNERSHIP OF ASI AUTO SELECT INSURANCE COMPANY WAS ADDED AS ALL ISSUED AND OUTSTANDING SHARES WERE ISSUED TO ARX HOLDINGS, INC. (SHARES WERE ISSUED UPON APPROVAL OF THE COMPANY'S CALIFORNIA LICENSE)

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

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

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

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

A JOINT SERVICING AGREEMENT BETWEEN PROGRESSIVE DIRECT INSURANCE COMPANY AND PROGRESSIVE SELECT INSURANCE COMPANY WAS AMENDED FOR THE ADDITION OF AN INSOLVENCY AND INDEMNIFICATION CLAUSE AND DATE CHANGE DUE TO 5 YEAR TERM RENEWAL.

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

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

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

6.4 By what department or departments?
OHIO

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

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

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

(e) Accountability for adherence to the code.

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

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

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
THE COMPANY'S MANAGEMENT APPROVED CHANGES TO OUR CHIEF EXECUTIVE OFFICER/SENIOR FINANCIAL OFFICERS CODE OF ETHICS, EFFECTIVE MARCH 1, 2017. SIGNIFICANT CHANGES TO THE CODE INCLUDED THE FOLLOWING: PROVISIONS WERE ADDED TO CLARIFY THAT A "COVERED EXECUTIVE" AND HIS OR HER FAMILY MAY OWN MORE THAN 2% OF THE OUTSTANDING SECURITIES OF A PUBLIC COMPANY THAT IS A SUPPLIER TO OR COMPETES WITH THE COMPANY, OR THEY MAY OWN AN INTEREST IN A PRIVATE COMPANY THAT IS A SUPPLIER TO OR COMPETES WITH THE COMPANY, IN EACH CASE WITH APPROPRIATE NOTICES TO THE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

AND RECEIPT OF APPROVAL. THE REQUIREMENTS THAT MUST BE SATISFIED BEFORE A COVERED EXECUTIVE CAN TAKE A DIRECTOR POSITION OR OTHER SPECIFIED ADVISORY POSITIONS WITH A SUPPLIER OR WITH A COMPETITOR WERE ALSO AMENDED. THESE PROVISIONS REQUIRE NON-EXECUTIVE OFFICERS TO PROVIDE PRIOR NOTICE AND CERTAIN DISCLOSURES TO THE COMPANY AND RECEIVE APPROPRIATE APPROVALS BEFORE TAKING A BOARD POSITION WITH A COMPANY THAT DOES BUSINESS WITH PROGRESSIVE. EXECUTIVE OFFICERS HAVE SIMILAR DISCLOSURE REQUIREMENTS, ALTHOUGH A POSITION WOULD ONLY REQUIRE APPROVAL OF OUR BOARD OF DIRECTORS IF THE VOLUME OF BUSINESS BETWEEN THE COMPANIES EXCEEDS SPECIFIED ANNUAL DOLLAR LIMITS, IF THERE IS POTENTIAL OR ACTUAL COMPETITION BETWEEN THE COMPANIES, OR IF THE SITUATION IS NOT OTHERWISE EXPLICITLY COVERED. THERE ARE EXPLICIT EXCLUSIONS FROM THE APPROVAL REQUIREMENTS IF THE BUSINESS RELATIONSHIP WITH THE OTHER COMPANY SOLELY INVOLVES PAYMENTS ARISING FROM THE ADMINISTRATION OF INSURANCE CLAIMS IN THE ORDINARY COURSE OF OUR BUSINESSES. ANY APPROVAL GIVEN BY THE BOARD OF DIRECTORS IN SUCH CIRCUMSTANCES WOULD BE REVIEWED ON AN ANNUAL BASIS. THE COVERED EXECUTIVE IS REQUIRED TO UPDATE THE PREVIOUSLY DISCLOSED INFORMATION AS NECESSARY, AND THE BOARD MAY WITHDRAW ITS PREVIOUSLY GIVEN APPROVAL AT ANY TIME.

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

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

FINANCIAL

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

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

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

		1 Prior Year End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	0	0
14.23	Common Stock	0	0
14.24	Short-Term Investments	0	0
14.25	Mortgage Loans on Real Estate	0	0
14.26	All Other	5,971,508	5,819,438
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 5,971,508	$ 5,819,438
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

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

If no, attach a description with this statement.

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

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

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

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

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

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

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

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

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

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

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

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

17.5 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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

PROGRESSIVE CAPITAL MANAGEMENT CORP.	A

17.5097 For those firms/individuals listed in the table for Question 17.5, 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 [X] No [ ]

17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [ ] No [X]

17.6 For those firms or individuals listed in the table for 17.5 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

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 – PROPERTY & CASUALTY INTERROGATORIES

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

   If yes, attach an explanation.

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

   If yes, attach an explanation.

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

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

5.1 Operating Percentages:

5.1 A&H loss percent 0.000%

5.2 A&H cost containment percent 0.000%

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

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

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

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

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating
All Other Insurers						
....	AA-1990018.........	The Hollard Insurance Company PTY LTD..	AUS..........	Unauthorized....	....	....

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

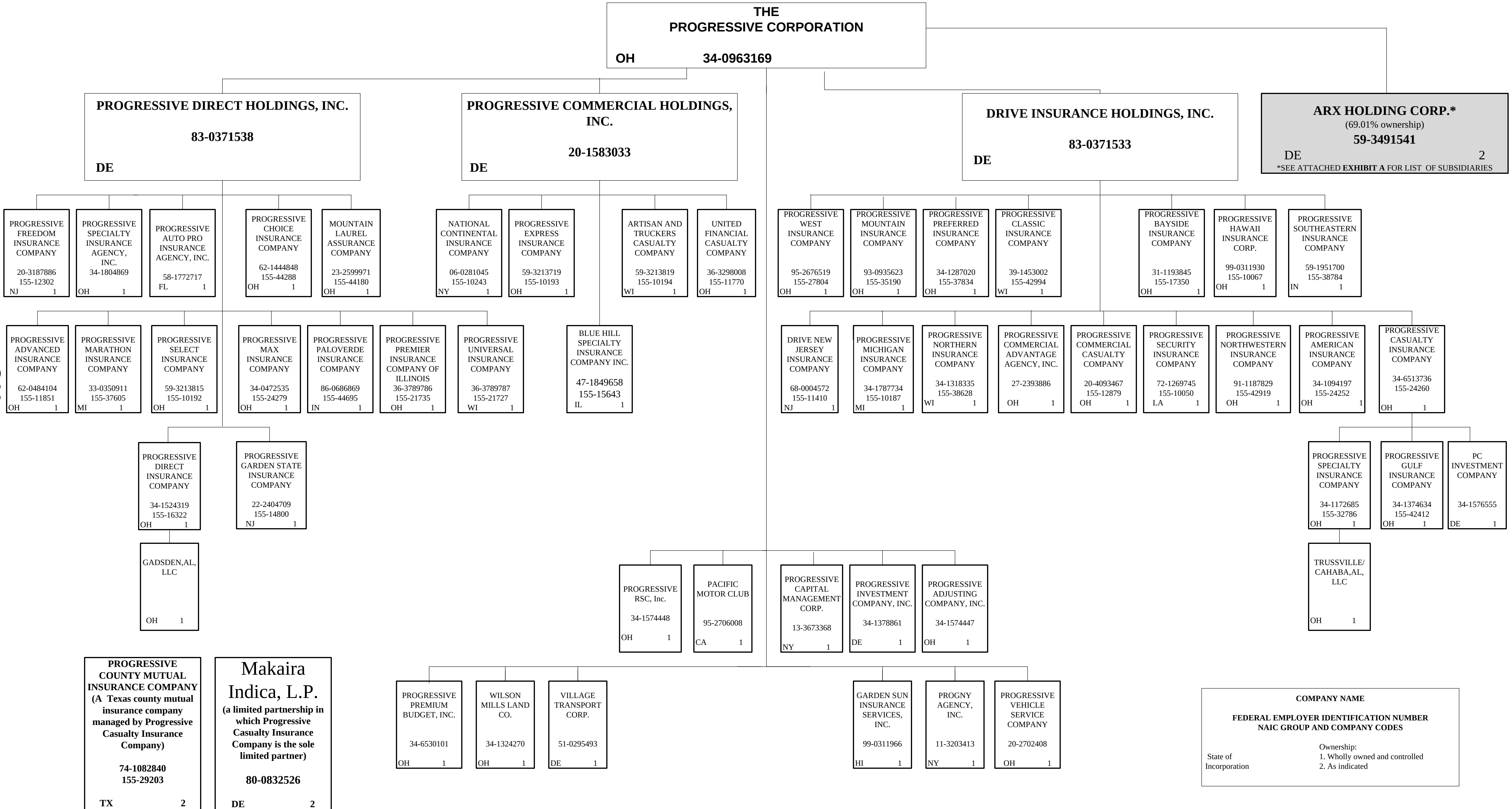
	States, Etc.	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		Active Status	2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1.	Alabama AL	L	50,787,143	45,319,579	28,271,632	24,666,477	25,861,792	22,027,575
2.	Alaska AK	L	14,110,799	12,624,231	8,455,746	5,697,631	7,243,440	6,111,908
3.	Arizona AZ	Q						
4.	Arkansas AR	L	28,102,554	23,664,663	14,089,090	13,509,659	8,879,622	8,559,966
5.	California CA	L	28,566,725	29,915,811	15,237,963	17,551,677	11,296,118	14,504,563
6.	Colorado CO	L	134,099,040	113,093,160	97,234,560	65,864,730	87,234,042	73,085,671
7.	Connecticut CT	L	63,878,415	54,608,548	31,768,178	27,603,846	46,245,902	39,135,087
8.	Delaware DE	L	23,797,383	21,667,479	12,474,935	11,536,585	12,814,584	12,048,500
9.	District of Columbia DC	L	10,329,302	10,537,304	5,737,020	6,215,455	4,623,987	6,564,233
10.	Florida FL	Q						
11.	Georgia GA	L	3,456,438	3,853,087	1,786,462	2,025,093	2,927,535	2,352,886
12.	Hawaii HI	L	7,706,156	10,203,922	4,275,933	5,488,166	4,495,589	5,462,986
13.	Idaho ID	L	18,840,601	16,024,407	9,922,942	7,595,382	9,063,546	6,777,773
14.	Illinois IL	L	7,771,620	8,466,152	4,108,932	4,927,119	4,689,013	4,530,343
15.	Indiana IN	L			(2,591)	(3,787)		
16.	Iowa IA	L			(267)	(333)		
17.	Kansas KS	L	43,598,110	39,755,730	21,194,785	23,753,390	14,535,681	13,516,572
18.	Kentucky KY	L	62,656,764	54,124,304	32,480,633	29,542,362	27,417,310	24,943,616
19.	Louisiana LA	L						
20.	Maine ME	L		(26,219)	56,275	341,965	87,147	775,367
21.	Maryland MD	L	6,526,323	7,032,579	4,073,967	4,173,265	3,481,399	4,476,148
22.	Massachusetts MA	L	91,332,518	82,363,773	48,838,384	47,981,582	47,839,883	41,661,672
23.	Michigan MI	Q						
24.	Minnesota MN	L	127,816,733	116,896,903	74,497,717	63,188,864	63,624,146	58,426,089
25.	Mississippi MS	L						
26.	Missouri MO	L	5,125,461	5,822,227	3,042,674	3,710,370	4,365,643	4,842,078
27.	Montana MT	L	21,740,539	18,434,887	11,591,765	11,238,771	9,012,292	8,003,823
28.	Nebraska NE	L						
29.	Nevada NV	L	58,492,165	53,171,346	35,278,090	31,443,374	43,146,962	39,929,770
30.	New Hampshire NH	L			(3,465)	(5,511)	7,042	7,775
31.	New Jersey NJ	Q						
32.	New Mexico NM	L	40,693,919	36,453,371	23,327,386	19,978,311	28,771,956	27,174,671
33.	New York NY	L	12,406,057	11,715,196	4,143,730	4,883,665	5,384,532	6,155,859
34.	North Carolina NC	L						
35.	North Dakota ND	L	13,247,266	12,876,670	6,488,788	7,186,080	5,210,564	5,183,457
36.	Ohio OH	L	215,707,496	190,130,033	117,612,390	110,177,985	92,573,608	83,463,560
37.	Oklahoma OK	L	44,553,086	40,574,063	21,570,921	20,584,117	17,711,192	17,242,504
38.	Oregon OR	L			6,625	(1,779)		0
39.	Pennsylvania PA	L	13,209,485	14,592,657	8,633,556	10,187,191	10,382,509	11,620,670
40.	Rhode Island RI	L	43,538,705	38,205,645	26,391,709	22,215,539	35,505,496	29,607,550
41.	South Carolina SC	L	60,858,773	50,149,245	32,747,372	26,452,326	30,618,577	26,367,741
42.	South Dakota SD	L	11,649,253	10,417,407	5,071,796	4,649,075	3,944,274	3,826,592
43.	Tennessee TN	L	163,777	(4,070)	(3,138)	(2,081)	459	
44.	Texas TX	N						
45.	Utah UT	L	40,471,745	35,911,395	23,823,939	20,295,298	20,838,577	16,743,128
46.	Vermont VT	L	13,527,528	11,655,663	6,377,532	5,005,441	4,069,292	3,132,433
47.	Virginia VA	L	8,749,224	18,371,014	10,724,594	11,740,642	11,731,253	13,751,046
48.	Washington WA	L	129,275,860	109,431,150	71,187,102	62,543,696	96,793,000	84,700,566
49.	West Virginia WV	L						
50.	Wisconsin WI	L		(183)	(2,620)	(2,163)		0
51.	Wyoming WY	L				(463)		
52.	American Samoa AS	N						
53.	Guam GU	N						
54.	Puerto Rico PR	N						
55.	US Virgin Islands VI	N						
56.	Northern Mariana Islands MP	N						
57.	Canada CAN	N						
58.	Aggregate Other Alien OT	XXX.	12,936,142	12,292,713	8,398,912	6,286,634	4,097,689	3,587,028
59.	Totals	(a) 46	1,469,723,102	1,320,325,842	830,911,951	740,225,645	806,525,656	730,301,209

DETAILS OF WRITE-INS

58001. AUS AUSTRALIA	XXX.	12,936,142	12,292,713	8,398,912	6,286,634	4,097,689	3,587,028
58002.	XXX.						
58003.	XXX.						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX.	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX.	12,936,142	12,292,713	8,398,912	6,286,634	4,097,689	3,587,028

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state (other than their state of domicile see DSLI); (D) - DSLI - Domestic Surplus Lines Insurer
(DSLI) - Reporting entities authorized to write Surplus Lines in the state of domicile; (N) - None of the above - Not allowed to write business in the state.
(a) Insert the number of D and L responses except for Canada and Other Alien.

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

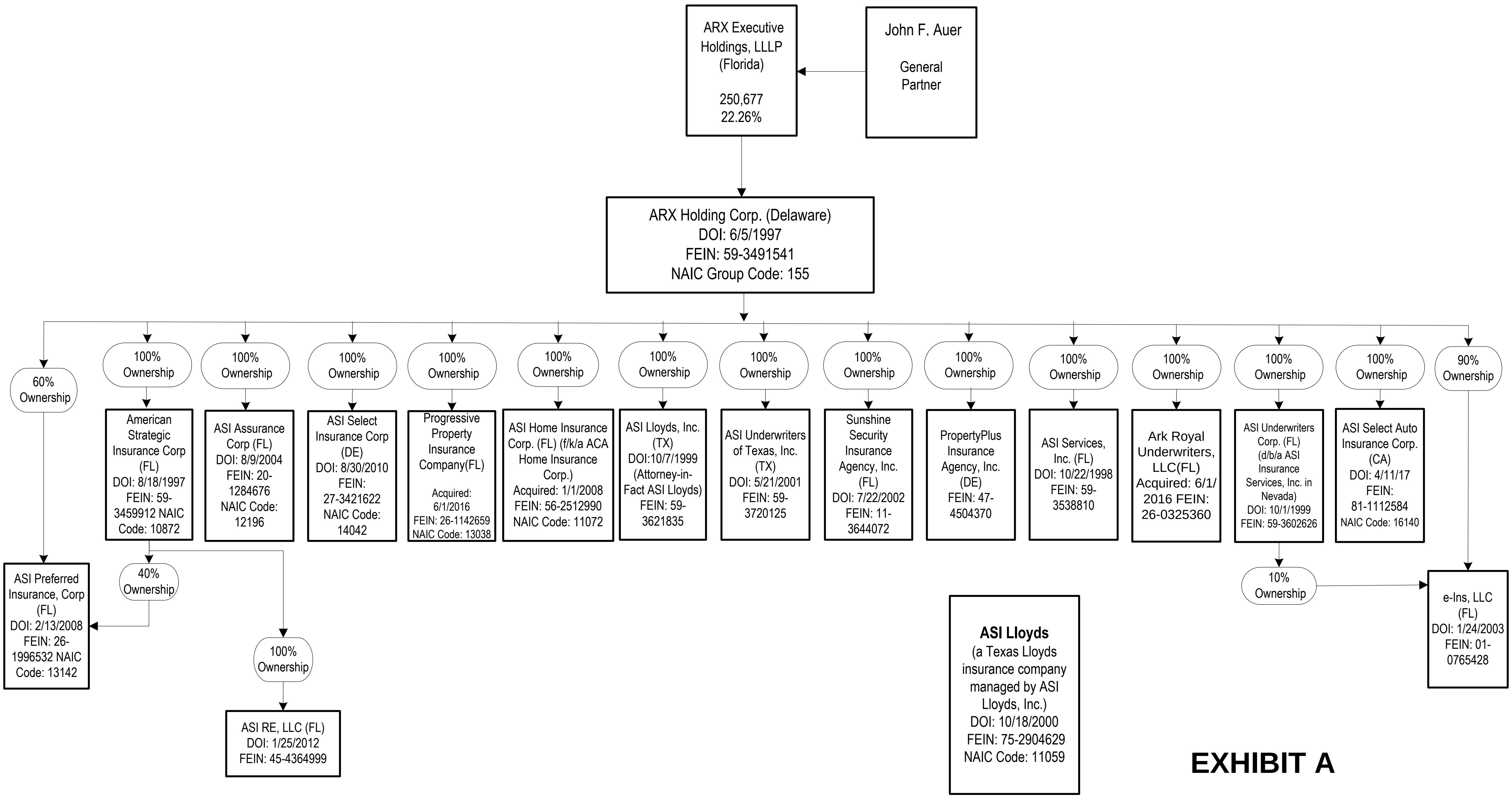


Q11

06/30/17

Statement for June 30, 2017 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

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



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
Members															
		00000	34-0963169		80661	NYSE	The Progressive Corporation	OH	UIP	Board, Management	Board		The Progressive Corporation	N	1, 3
		00000	83-0371533				Drive Insurance Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	11410	68-0004572				Drive New Jersey Insurance Company	NJ	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	24252	34-1094197				Progressive American Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	17350	31-1193845				Progressive Bayside Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	24260	34-6513736				Progressive Casualty Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	34-1576555				PC Investment Company	DE	NIA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation	Y	1, 3
0155	Progressive Insurance Group	29203	74-1082840				Progressive County Mutual Insurance Company	TX	IA	Progressive Casualty Insurance Company	Management		The Progressive Corporation	N	2, 3
0155	Progressive Insurance Group	42412	34-1374634				Progressive Gulf Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation	Y	1, 3
0155	Progressive Insurance Group	32786	34-1172685				Progressive Specialty Insurance Company	OH	IA	Progressive Casualty Insurance Company	Ownership	100.000	The Progressive Corporation	Y	1, 3
		00000					Trussville/Cahaba, AL , LLC	OH	NIA	Progressive Specialty Insurance Company	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	42994	39-1453002				Progressive Classic Insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	10067	99-0311930				Progressive Hawaii Insurance Corp	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	10187	34-1787734				Progressive Michigan Insurance Company	MI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	35190	93-0935623				Progressive Mountain Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	38628	34-1318335				Progressive Northern Insurance Company	WI	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	42919	91-1187829				Progressive Northwestern Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	37834	34-1287020				Progressive Preferred Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	10050	72-1269745				Progressive Security Insurance Company	LA	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	38784	59-1951700				Progressive Southeastern Insurance Company	IN	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	27804	95-2676519				Progressive West Insurance Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	27-2393886				Progressive Commercial Advantage Agency, Inc.	OH	NIA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	20-1583033				Progressive Commercial Holdings, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	10194	59-3213819				Artisan and Truckers Casualty Company	WI	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	10243	06-0281045				National Continental Insurance Company	NY	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	12879	20-4093467				Progressive Commercial Casualty Company	OH	IA	Drive Insurance Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	10193	59-3213719				Progressive Express Insurance Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	11770	36-3298008				United Financial Casualty Company	OH	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	83-0371538				Progressive Direct Holdings, Inc.	DE	UDP	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	44180	23-2599971				Mountain Laurel Assurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	11851	62-0484104				Progressive Advanced Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	58-1772717				Progressive Auto Pro Insurance Agency, Inc.	FL	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	44288	62-1444848				Progressive Choice Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	16322	34-1524319				Progressive Direct Insurance Company	OH	RE	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000					Gadsden, AL, LLC	OH	DS	Progressive Direct Insurance Company	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group	12302	20-3187886				Progressive Freedom Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
0155	Progressive Insurance Group.	14800	22-2404709				Progressive Garden State Insurance Company	NJ	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group.	37605	33-0350911				Progressive Marathon Insurance Company	MI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group.	24279	34-0472535				Progressive Max Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group.	44695	86-0686869				Progressive Paloverde Insurance Company	IN	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group.	21735	36-3789786				Progressive Premier Insurance Company of Illinois	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group.	10192	59-3213815				Progressive Select Insurance Company	OH	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	34-1804869				Progressive Specialty Insurance Agency, Inc.	OH	NIA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
0155	Progressive Insurance Group.	21727	36-3789787				Progressive Universal Insurance Company	WI	IA	Progressive Direct Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	99-0311966				Garden Sun Insurance Services, LLC	HI	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	95-2706008				Pacific Motor Club	CA	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	11-3203413				PROGNY Agency, Inc.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	34-1574447				Progressive Adjusting Company, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	13-3673368				Progressive Capital Management Corp.	NY	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	34-1378861				Progressive Investment Company, Inc.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	34-6530101				Progressive Premium Budget, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	34-1574448				Progressive RSC, Inc.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	20-2702408				Progressive Vehicle Service Company	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	51-0295493				Village Transport Corp.	DE	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	34-1324270				Wilson Mills Land Co.	OH	NIA	The Progressive Corporation	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	80-0832526				Makaira Indica, LP	CA	NIA	Progressive Casualty Insurance Company	Other		The Progressive Corporation	N	1, 3, 4
0155	Progressive Insurance Group.	15643	47-1849658				Blue Hill Specialty Insurance Company, Inc.	IL	IA	Progressive Commercial Holdings, Inc.	Ownership	100.000	The Progressive Corporation	N	1, 3
		00000	59-3491541				ARX Holding Corp.	DE	NIA	The Progressive Corporation	Ownership	69.010	The Progressive Corporation	N	1, 3, 5
0155	Progressive Insurance Group.	11072	56-2512990				ASI Home Insurance Corp.	FL	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
		00000	45-4364999				ASI RE, LLC	FL	NIA	American Strategic Insurance Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
0155	Progressive Insurance Group.	13142	26-1996532				ASI Preferred Insurance Corp.	FL	IA	American Strategic Insurance Corp.	Ownership	40.000	The Progressive Corporation	N	1, 3, 5
0155	Progressive Insurance Group.	13142	26-1996532				ASI Preferred Insurance Corp.	FL	IA	ARX Holding Corp.	Ownership	60.000	The Progressive Corporation	N	1, 3, 5
0155	Progressive Insurance Group.	10872	59-3459912				American Strategic Insurance Corp.	FL	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
0155	Progressive Insurance Group.	11059	75-2904629				ASI Lloyds	TX	IA	ASI Lloyds, Inc.	Management		The Progressive Corporation	N	1, 3, 5, 6
0155	Progressive Insurance Group.	12196	20-1284676				ASI Assurance Corp.	FL	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
0155	Progressive Insurance Group.	14042	27-3421622				ASI Select Insurance Corp.	DE	IA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
		00000	59-3538810				ASI Services Inc.	FL	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
		00000	59-3621835				ASI Lloyds, Inc.	TX	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
		00000	59-3720125				ASI Underwriters of Texas, Inc.	TX	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
		00000	11-3644072				Sunshine Security Insurance Agency, Inc.	FL	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
		00000	59-3602626				ASI Underwriters Corp.	FL	NIA	ARX Holding Corp.	Ownership	100.000	The Progressive Corporation	N	1, 3, 5
		00000	01-0765428				e-Ins, LLC	FL	NIA	ARX Holding Corp.	Ownership	90.000	The Progressive Corporation	N	1, 3, 5

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
....	....	00000...	01-0765428..	....	....	....	e-Ins, LLC..	FL......	NIA..............	ASI Underwriters Corp....................................	Ownership.........	......10.000	The Progressive Corporation..............	.....N........	1, 3, 5...
0155	Progressive Insurance Group.	13038...	26-1142659..	....	....	....	Progressive Property Insurance Company..........................	FL......	IA.................	ARX Holding Corp...	Ownership.........	....100.000	The Progressive Corporation..............	.....N........	1, 3, 5...
0155	Progressive Insurance Group.	16140...	81-1112584..	....	....	....	ASI Select Auto Insurance Corp...	CA.....	IA.................	ARX Holding Corp...	Ownership.........	....100.000	The Progressive Corporation..............	.....N........	1,3,5.....
....	....	00000...	26-0325360..	....	....	....	Ark Royal Underwriters, LLC..	FL......	NIA..............	ARX Holding Corp...	Ownership.........	....100.000	The Progressive Corporation..............	.....N........	1, 3, 5...
....	....	00000...	47-4504370..	....	....	....	PropertyPlus Insurance Agency, Inc...................................	DE.....	NIA..............	ARX Holding Corp...	Ownership.........	....100.000	The Progressive Corporation..............	.....N........	1, 3, 5...

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

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire			0.000	
2. Allied lines			0.000	
3. Farmowners multiple peril			0.000	
4. Homeowners multiple peril			0.000	
5. Commercial multiple peril			0.000	
6. Mortgage guaranty			0.000	
8. Ocean marine			0.000	
9. Inland marine	14,683,280	6,397,818	43.572	46.720
10. Financial guaranty			0.000	
11.1. Medical professional liability - occurrence			0.000	
11.2. Medical professional liability - claims-made			0.000	
12. Earthquake			0.000	
13. Group accident and health			0.000	
14. Credit accident and health			0.000	
15. Other accident and health			0.000	
16. Workers' compensation			0.000	
17.1 Other liability-occurrence	6,035,767	1,545,597	25.607	28.656
17.2 Other liability-claims made			0.000	
17.3 Excess workers' compensation			0.000	
18.1 Products liability-occurrence			0.000	
18.2 Products liability-claims made			0.000	
19.1, 19.2 Private passenger auto liability	870,887,728	507,682,981	58.295	57.948
19.3, 19.4 Commercial auto liability			0.000	
21. Auto physical damage	488,345,906	352,397,470	72.161	70.432
22. Aircraft (all perils)			0.000	
23. Fidelity			0.000	
24. Surety			0.000	
26. Burglary and theft			0.000	
27. Boiler and machinery			0.000	
28. Credit			0.000	
29. International			0.000	
30. Warranty			0.000	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.000	
35. Totals	1,379,952,680	868,023,866	62.902	62.052

DETAILS OF WRITE-INS

3401.			0.000	
3402.			0.000	
3403.			0.000	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.000	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.000	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	13,517,714	18,655,603	17,484,784
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	5,097,029	7,348,081	6,988,692
17.2 Other liability-claims made			
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability	443,677,937	921,753,341	830,590,077
19.3 19.4 Commercial auto liability			
21. Auto physical damage	267,728,782	521,966,076	465,262,289
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	730,021,462	1,469,723,102	1,320,325,842

DETAILS OF WRITE-INS

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

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2017 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2017 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2017 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2014 + Prior	288,969	62,550	351,519	113,044	1,804	114,848	181,204	12,103	46,827	240,134	5,279	(1,815)	3,464
2. 2015	434,438	89,669	524,108	163,911	8,758	172,669	253,614	54,341	52,425	360,381	(16,913)	25,855	8,942
3. Subtotals 2015 + Prior	723,407	152,219	875,626	276,954	10,562	287,516	434,819	66,444	99,253	600,515	(11,634)	24,039	12,405
4. 2016	1,247,300	292,920	1,540,220	569,816	51,400	621,215	640,239	125,529	161,764	927,532	(37,246)	45,773	8,527
5. Subtotals 2016 + Prior	1,970,708	445,139	2,415,846	846,770	61,962	908,732	1,075,057	191,973	261,017	1,528,047	(48,880)	69,812	20,932
6. 2017	XXX	XXX	XXX	XXX	1,434,880	1,434,880	XXX	810,535	222,807	1,033,342	XXX	XXX	XXX
7. Totals	1,970,708	445,139	2,415,846	846,770	1,496,842	2,343,612	1,075,057	1,002,508	483,823	2,561,389	(48,880)	69,812	20,932
8. Prior Year-End's Surplus As Regards Policyholders	2,065,360												

Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
1. (2.480)%	2. 15.683 %	3. 0.866 %

Col. 13, Line 7 Line 8
4. 1.013 %

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

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

Bar Code:

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* 1 6 3 2 2 2 0 1 7 5 0 5 0 0 0 0 2 *

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. NEW YORK STATE ASSESSMENT RECOVERABLE	47,158		47,158	51,580
2505. PREPAID EXPENSES	639,411	639,411	0	
2506. STATE TAX CREDITS			0	1,069,750
2597. Summary of remaining write-ins for Line 25	686,569	639,411	47,158	1,121,330

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	155,671,783	162,915,647
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	551,708	1,324,128
3. Current year change in encumbrances		
4. Total gain (loss) on disposals	(154,699)	
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other-than-temporary impairment recognized		94,485
8. Deduct current year's depreciation	4,197,322	8,473,507
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	151,871,470	155,671,783
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	151,871,470	155,671,783

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	14,552,196	5,955,647
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		8,687,115
2.2 Additional investment made after acquisition		34,678,086
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	(52,070)	120,861
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	459,467	127,015
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other-than-temporary impairment recognized		34,762,498
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	14,040,659	14,552,196
12. Deduct total nonadmitted amounts	14,040,659	14,552,196
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	4,914,485,741	4,598,157,190
2. Cost of bonds and stocks acquired	1,968,897,971	2,800,276,316
3. Accrual of discount	4,853,327	8,328,902
4. Unrealized valuation increase (decrease)	61,281,102	64,289,775
5. Total gain (loss) on disposals	22,589,618	22,369,152
6. Deduct consideration for bonds and stocks disposed of	1,259,094,840	2,554,798,248
7. Deduct amortization of premium	12,744,636	23,693,671
8. Total foreign exchange change in book/adjusted carrying value	460,852	599,481
9. Deduct current year's other-than-temporary impairment recognized	484,084	1,043,156
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	5,700,245,051	4,914,485,741
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	5,700,245,051	4,914,485,741

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	3,765,505,002	1,050,499,684	814,159,222	(18,251,354)	3,765,505,002	3,983,594,110		3,761,664,554
2. NAIC 2 (a)	1,107,745,230	303,253,169	276,903,931	14,214,354	1,107,745,230	1,148,308,822		822,974,926
3. NAIC 3 (a)	58,154,392	1,063,160	2,541,712	(23,912,466)	58,154,392	32,763,374		63,712,912
4. NAIC 4 (a)	5,318,390	45,355,301	2,367,053	23,766,789	5,318,390	72,073,427		9,650,000
5. NAIC 5 (a)						0		
6. NAIC 6 (a)	13,785,262		1,139,043	40,108	13,785,262	12,686,327		14,904,512
7. Total Bonds	4,950,508,276	1,400,171,314	1,097,110,961	(4,142,569)	4,950,508,276	5,249,426,060	0	4,672,906,904
PREFERRED STOCK								
8. NAIC 1						0		
9. NAIC 2	5,859,000				5,859,000	5,859,000		20,390,250
10. NAIC 3	12,021,906			403,975	12,021,906	12,425,881		12,031,088
11. NAIC 4						0		
12. NAIC 5						0		
13. NAIC 6						0		
14. Total Preferred Stock	17,880,906	0	0	403,975	17,880,906	18,284,881	0	32,421,338
15. Total Bonds and Preferred Stock	4,968,389,182	1,400,171,314	1,097,110,961	(3,738,594)	4,968,389,182	5,267,710,941	0	4,705,328,242

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation:
NAIC 1 $.....400,239,147; NAIC 2 $.....138,879,210; NAIC 3 $..........0; NAIC 4 $..........0; NAIC 5 $..........0; NAIC 6 $..........0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	449,249,405	XXX	449,984,116	2,366,386	1,536,479

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	598,636,738	4,845,680
2. Cost of short-term investments acquired	504,860,477	956,267,806
3. Accrual of discount	1,759,880	1,418,356
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(74,026)	5,882
6. Deduct consideration received on disposals	654,628,565	363,572,789
7. Deduct amortization of premium	1,305,099	323,613
8. Total foreign exchange change in book/adjusted carrying value		(4,584)
9. Deduct current year's other-than-temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	449,249,405	598,636,738
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	449,249,405	598,636,738

Sch. DB - Pt. A - Verification
NONE

Sch. DB - Pt. B - Verification
NONE

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

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

Sch. DB - Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	80,774,665	182,282,151
2. Cost of cash equivalents acquired	167,498,398	2,586,847,639
3. Accrual of discount	195,889	1,326,524
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		3,866
6. Deduct consideration received on disposals	158,600,000	2,689,133,446
7. Deduct amortization of premium		552,069
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other-than-temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	89,868,952	80,774,665
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	89,868,952	80,774,665

SCHEDULE A - PART 2

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

1 Description of Property	Location 2 City	3 State	4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
Acquired by Purchase								
Campus I Home Office Complex - 6300 Wilson Mills Road	Mayfield Village	OH	10/01/2007					216,603
Alpha North Office Building - 747 Alpha Drive	Highland Heights	OH	10/01/2007					84,226
Colorado Springs Call Center - 12710 Voyager Parkway	Colorado Springs	CO	10/01/2007					(2,556)
0199999. Totals					0	0	0	298,273
0399999. Totals					0	0	0	298,273

SCHEDULE A - PART 3

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

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

NONE

SCHEDULE B - PART 2

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

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

NONE

SCHEDULE B - PART 3

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

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

NONE

SCHEDULE BA - PART 2

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

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made after Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership

NONE

SCHEDULE BA - PART 3

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

1	2	Location		5	6	7	8	Changes in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated																			
000000 00 0	CHURCHILL STATESIDE SOLAR TAX CREDIT FUND VI LLC..	CLEARWATER.	FL...	CHURCHILL STATESIDE SOLAR MANAGING MEMBER LLC.....	08/11/2016	05/30/2017	197,817					0			197,637			0	
2199999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated							197,817	0	0	0	0	0	0	0	197,637	0	0	0	0
4499999. Subtotal - Unaffiliated							197,817	0	0	0	0	0	0	0	197,637	0	0	0	0
4699999. Totals							197,817	0	0	0	0	0	0	0	197,637	0	0	0	0

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 J4 3	US TREASURY NOTE 1.750% 02/28/22		05/25/2017	Barclays Capital		9,990,625	10,000,000	41,372	1
912828 W8 9	US TREASURY NOTE 1.875% 03/31/22		05/05/2017	Barclays Capital		74,988,672	75,000,000	92,725	1
912828 X4 7	US TREASURY NOTE 1.875% 04/30/22		06/29/2017	Various		29,213,863	29,100,000	59,409	1
912828 X9 6	US TREASURY NOTE 1.500% 05/15/20		06/26/2017	Various		48,051,563	48,000,000	18,913	1
912828 XT 2	US TREASURY NOTE 2.000% 05/31/24		06/28/2017	Credit Suisse First Boston		498,828	500,000	765	1
0599999. Total - Bonds - U.S. Government						162,743,551	162,600,000	213,184	XXX
Bonds - U.S. States, Territories and Possessions									
882723 6Q 7	TEXAS ST 0.890% 12/01/47		04/06/2017	Jefferies & Co Inc.		64,000,000	64,000,000	12,870	1FE
1799999. Total - Bonds - U.S. States, Territories & Possessions						64,000,000	64,000,000	12,870	XXX
Bonds - U.S. Special Revenue and Special Assessment									
130536 PR 0	CALIFORNIA ST POLL CONTROL FIN 1.300%		04/28/2017	Bank of America Corp.		30,000,000	30,000,000		2FE
20775C GE 8	CONNECTICUT ST HSG FIN AUTH HS 0.920%		04/27/2017	Royal Bank of Canada		11,940,000	11,940,000	36,880	1FE
45505R BN 4	INDIANA ST 1.200% 05/01/34		06/01/2017	JP Morgan Securities Inc.		16,000,000	16,000,000		2FE
45505R BT 1	INDIANA ST 1.200% 12/01/37		06/01/2017	JP Morgan Securities Inc.		10,000,000	10,000,000		2FE
49126R AC 0	KENTUCKY ST 1.200% 04/01/31		06/01/2017	JP Morgan Securities Inc.		9,000,000	9,000,000		2FE
63968M LV 9	NEBRASKA ST INVESTMENT FIN AUT 0.930%		05/10/2017	JP Morgan Securities Inc.		10,975,000	10,975,000	17,386	1FE
63968M PB 9	NEBRASKA ST INVESTMENT FIN AUT 0.930%		05/10/2017	JP Morgan Securities Inc.		10,860,000	10,860,000	17,203	1FE
64971K GH 3	NEW YORK N Y CITY TRANSITIONAL 0.940%		04/27/2017	Royal Bank of Canada		6,715,000	6,715,000	20,323	1FE
64971Q YG 2	NEW YORK N Y CITY TRANSITIONAL 0.940%		04/26/2017	US Bank		9,380,000	9,380,000	4,783	1FE
64972F 6T 8	NEW YORK NY CITY MUN 0.940% 06/15/45		04/05/2017	US Bank		2,485,000	2,485,000	1,161	1FE
64972F PM 2	NEW YORK NY CITY MUN 0.900% 06/15/34		04/05/2017	Royal Bank of Canada		23,255,000	23,255,000	11,232	1FE
658207 TZ 8	NORTH CAROLINA HSG 4.000% 07/01/47		05/17/2017	Royal Bank of Canada		12,763,320	11,750,000		1FE
708692 BD 9	PENNSYLVANIA ST ECON DEV FING 1.350% 0		06/29/2017	Bank of America Corp.		15,000,000	15,000,000		2FE
708796 5R 4	PENNSYLVANIA HSG FIN 4.000% 04/01/39		05/11/2017	Jefferies & Co Inc.		8,568,240	8,000,000		1FE
3199999. Total - Bonds - U.S. Special Revenue and Special Assessments						176,941,560	175,360,000	108,968	XXX
Bonds - Industrial and Miscellaneous									
002824 BJ 8	ABBOTT LABORATORIES 2.000% 09/15/18		04/01/2017	Citigroup		(700)			2FE
00287Y AK 5	ABBVIE INC 2.000% 11/06/18		05/10/2017	JP Morgan Securities Inc.		7,764,503	7,748,000	3,874	2FE
00507V AE 9	ACTIVISION BLIZZARD INC 6.125% 09/15/2		06/14/2017	Bank of America Corp.		7,564,375	7,000,000	111,951	2FE
035242 AL 0	ANHEUSER-BUSCH INBEV FIN 3.300% 02/01/		06/13/2017	Bank of America Corp.		10,316,500	10,000,000	123,750	1FE
05490T AG 7	BBCCR 2015-GTP D 4.563% 08/10/33		04/18/2017	Barclays Capital		2,027,399	2,140,000	4,106	1FM
056083 AJ 7	BXP 2017-GM C 3.425% 06/13/39		06/21/2017	Morgan Stanley		25,040,608	25,000,000	68,972	1FE
075887 BQ 1	BECTON DICKINSON & CO 2.133% 06/06/19		05/22/2017	Citigroup		20,000,000	20,000,000		2FE
075887 BR 9	BECTON DICKINSON & CO 2.404% 06/05/20		05/22/2017	Citigroup		20,000,000	20,000,000		2FE
12508U AA 3	CCG 2017-1 A1 1.350% 06/14/18		06/05/2017	Wells Fargo Bank		14,500,000	14,500,000		1FE
125283 AQ 4	CGDB 2017-BIO F 4.300% 05/15/30		06/01/2017	Citigroup		3,000,000	3,000,000		4AM
12592Y AD 6	CNH 2015-B A3 1.370% 07/15/20		04/12/2017	Toronto Dominion		20,344,678	20,357,402	2,324	1FE
14149Y BH 0	CARDINAL HEALTH INC 3.079% 06/15/24		06/01/2017	Mitsubishi Securities		5,000,000	5,000,000		2FE
14149Y BL 1	CARDINAL HEALTH INC 1.948% 06/14/19		06/01/2017	Goldman Sachs		15,000,000	15,000,000		2FE
165183 AL 8	CFII 2017-2A A1 1.990% 07/15/29		05/23/2017	Bank of America Corp.		10,999,418	11,000,000		1FE
20267V AA 5	CBSLT 2017-AGS A1 2.550% 05/25/41		06/02/2017	Goldman Sachs		11,497,885	11,500,000		1FE
233062 AA 6	DBCG 2017-BBG A 1.800% 06/15/34		06/15/2017	Various		25,004,688	25,000,000		1FE
233062 AG 3	DBCG 2017-BBG B 1.950% 06/15/34		06/14/2017	Deutsche Bank		4,000,000	4,000,000		1FE
23340L AB 0	DRB 2015-B A2 3.170% 07/25/31		05/22/2017	Goldman Sachs		1,063,160	1,054,918		3AM

Statement for June 30, 2017 of the **PROGRESSIVE DIRECT INSURANCE COMPANY**

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
23342K AB 0	DRB 2017-A A2A 1.750% 05/27/42		04/13/2017	Credit Suisse First Boston		5,999,390	6,000,000		1FE
24703C AD 5	DEFT 2015-2 A3 1.720% 09/22/20		04/25/2017	Toronto Dominion		6,007,500	6,000,000	1,720	1FE
24703F AB 2	DEFT 2017-1 A2 1.860% 06/24/19		04/25/2017	Bank of America Corp		6,499,380	6,500,000		1FE
27034M AB 0	EARN 2016-D A2 2.720% 01/25/41		04/19/2017	Goldman Sachs		498,298	501,234	1,098	1FE
29372J AB 3	EFF 2017-2 A2 1.970% 01/20/23		06/20/2017	JP Morgan Securities Inc		8,499,559	8,500,000		1FE
30711X JS 4	CAS 2017-C03 1M1 2.166% 10/25/29		05/02/2017	Barclays Capital		20,000,000	20,000,000		2FE
31679K AE 0	FITAT 2014-2 A4 1.380% 12/15/20		05/05/2017	Barclays Capital		49,998,047	50,000,000	47,917	1FE
35802X AH 6	FRESENIUS MED CARE II 4.125% 10/15/20		06/15/2017	Bank of America Corp		7,649,370	7,319,000	46,840	2FE
36257C AG 2	GSMS 2017-GPTX B 3.104% 05/10/34		04/26/2017	Goldman Sachs		38,000,000	38,000,000	22,934	1FE
37045V AD 2	GENERAL MOTORS CO 3.500% 10/02/18		04/05/2017	Various		7,881,050	7,716,000	5,209	2FE
41284C AD 6	HDMOT 2015-2 A3 1.300% 03/16/20		04/17/2017	Toronto Dominion		3,533,249	3,534,491	638	1FE
428041 AX 5	HFLF 2017-1 A2 2.130% 04/10/31		04/18/2017	Barclays Capital		21,997,312	22,000,000		1FE
493268 CJ 3	KSLT 2005-A 2A4 1.493% 06/27/38		05/03/2017	Goldman Sachs		7,793,000	7,793,000	13,573	1FE
50077L AG 1	HEINZ (H.J.) CO 2.000% 07/02/18		06/20/2017	Bank of America Corp		6,029,256	6,015,000	57,143	2FE
58769A AD 8	MBALT 2015-B A3 1.340% 07/16/18		04/19/2017	Lloyds Securities		3,620,141	3,620,000	1,213	1FE
63862H AA 5	NHLT 2017-1A A 1.968% 05/25/27		05/19/2017	Barclays Capital		9,999,998	10,000,000		1FE
640315 AE 7	NSLT 2006-2 A5 1.138% 01/25/30		04/11/2017	Citigroup		50,429,395	50,492,803	130,870	1FE
747262 AH 6	QVC INC 5.125% 07/02/22		04/21/2017	Various		10,489,000	10,000,000	152,326	2FE
747262 AK 9	QVC INC 4.375% 03/15/23		05/16/2017	Stifel Nicolaus		17,121,410	17,000,000	130,521	2FE
824348 AT 3	SHERWIN-WILLIAMS CO 2.250% 05/15/20		05/02/2017	Citigroup		19,999,400	20,000,000		2FE
87342R AA 2	BELL 2016-1A A2I 3.832% 05/25/46		06/13/2017	Various		37,866,952	36,957,213	131,037	4AM
87342R AC 8	BELL 2016-1A A23 4.970% 05/25/46		06/13/2017	Barclays Capital		4,488,349	4,218,125	12,229	4AM
92867V AE 0	VWALT 2015-A A4 1.420% 07/22/19		05/22/2017	Barclays Capital		70,000,000	70,000,000	13,806	1FE
929160 AS 8	VULCAN MATERIALS CO 4.500% 04/01/25		04/19/2017	Wells Fargo Bank		11,048,310	10,390,000	29,871	2FE
94973V BE 6	WELLPOINT INC 2.300% 07/15/18		06/21/2017	Bank of America Corp		2,790,290	2,775,000	28,544	2FE
982526 AQ 8	WRIGLEY WM. JR CO 3.375% 10/21/20		04/26/2017	JP Morgan Securities Inc		11,441,830	11,061,000	10,370	2FE
00084D AN 0	ABN AMRO BANK NV 2.100% 01/18/19	D	04/04/2017	Morgan Stanley		20,001,200	20,000,000	96,833	1FE
3899999. Total - Bonds - Industrial and Miscellaneous						662,804,200	658,693,186	1,249,669	XXX
8399997. Total - Bonds - Part 3						1,066,489,311	1,060,653,186	1,584,691	XXX
8399999. Total - Bonds						1,066,489,311	1,060,653,186	1,584,691	XXX
Common Stocks - Industrial and Miscellaneous									
00507V 10 9	ACTIVISION BLIZZARD INC		06/19/2017	State Street Bank	8,900.000	532,954	XXX		L
007903 10 7	ADVANCED MICRO DEVICES		06/19/2017	State Street Bank	74,300.000	882,045	XXX		L
04685W 10 3	ATHENAHEALTH INC		06/19/2017	State Street Bank	4,900.000	714,645	XXX		L
14964U 10 8	CAVIUM INC		06/19/2017	State Street Bank	19,900.000	1,341,861	XXX		L
21870Q 10 5	CORESITE REALTY CORP		06/19/2017	State Street Bank	13,300.000	1,451,051	XXX		L
23355L 10 6	DXC TECHNOLOGY CO		04/03/2017	Spin Off	16,208.190	369,560	XXX		L
252131 10 7	DEXCOM INC		06/19/2017	State Street Bank	6,300.000	492,247	XXX		L
67066G 10 4	NVIDIA CORP		06/19/2017	State Street Bank	14,900.000	2,330,777	XXX		L
866674 10 4	SUN COMMUNITIES INC		06/19/2017	State Street Bank	10,700.000	972,265	XXX		L
91347P 10 5	UNIVERSAL DISPLAY CORP		06/19/2017	State Street Bank	5,200.000	621,524	XXX		L
92047W 10 1	VALVOLINE INC		05/15/2017	Spin Off	31,022.320	346,863	XXX		L
931142 10 3	WAL-MART STORES INC		06/19/2017	State Street Bank	26,800.000	2,022,768	XXX		L
9099999. Total - Common Stocks - Industrial and Miscellaneous						12,078,560	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						12,078,560	XXX	0	XXX

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
9799999. Total - Common Stocks						12,078,560	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						12,078,560	XXX	0	XXX
9999999. Total - Bonds, Preferred and Common Stocks						1,078,567,871	XXX	1,584,691	XXX

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

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828 T8 3	US TREASURY NOTE 0.750% 10/31/18		04/12/2017.	Barclays Capital		24,833,984	25,000,000	24,923,828	24,928,902		11,331		11,331		24,940,233		(106,249)	(106,249)	88,921	10/31/2018.	1
912828 U2 4	US TREASURY NOTE 2.000% 11/15/26		06/21/2017.	Credit Suisse First Boston		9,877,344	10,000,000	9,545,313			16,238		16,238		9,561,551		315,793	315,793	120,652	11/15/2026.	1
912828 V9 8	US TREASURY NOTE 2.250% 02/15/27		06/12/2017.	Barclays Capital		2,508,008	2,500,000	2,447,559			1,074		1,074		2,448,632		59,376	59,376	18,336	02/15/2027.	1
912828 W8 9	US TREASURY NOTE 1.875% 03/31/22		06/15/2017.	Various		75,382,227	75,000,000	74,988,672			(144)		(144)		74,988,528		393,699	393,699	225,205	03/31/2022.	1
912828 X9 6	US TREASURY NOTE 1.500% 05/15/20		06/14/2017.	Goldman Sachs		40,070,313	40,000,000	40,046,875			(1,157)		(1,157)		40,045,718		24,594	24,594	39,946	05/15/2020.	1
0599999.	Total - Bonds - U.S. Government					152,671,876	152,500,000	151,952,247	24,928,902	0	27,342	0	27,342	0	151,984,662	0	687,213	687,213	493,060	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
882723 6Q 7	TEXAS ST 0.890% 12/01/47		06/01/2017.	Redemption 100.0000		100,000	100,000	100,000					0		100,000			0	138	12/01/2047.	1FE
1799999.	Total - Bonds - U.S. States, Territories & Possessions					100,000	100,000	100,000	0	0	0	0	0	0	100,000	0	0	0	138	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
130536 PR 0	CALIFORNIA ST POLL CONTROL FIN 1.300%		05/01/2017.	Call 100.0000		26,205,000	26,205,000	26,205,000					0		26,205,000			0	79,871	08/01/2023.	2FE
20775B YV 2	CONN ST HSG FIN AUTH HSG MTG 1.600% 05		05/15/2017.	Maturity		5,945,000	5,945,000	5,945,000	5,945,000				0		5,945,000			0	47,560	05/15/2017.	1FE
3137AJ MG 6	FHMS 2011-K016 X1 IO 1.531% 10/25/21		06/01/2017.	Paydown				58,840	30,861		(30,861)		(30,861)					0	3,599	10/25/2021.	1FE
3137AN MP 7	FHMS 2012-K707 X1 IO 1.521% 12/25/18		06/01/2017.	Paydown				23,353	6,435		(6,435)		(6,435)					0	1,779	12/25/2018.	1FE
3137B2 HP 8	FHMS 2013-K028 X1 IO 0.323% 02/25/23		06/01/2017.	Paydown				89,771	68,287		(68,287)		(68,287)					0	8,072	02/25/2023.	1FE
3137B8 G5 0	FHMS 2014-K037 X1 IO 1.014% 01/25/24		06/01/2017.	Paydown				85,810	63,841		(63,841)		(63,841)					0	4,981	01/25/2024.	1FE
3137BA HB 1	FHMS 2014-K715 X1 IO 1.136% 01/25/21		06/01/2017.	Paydown				74,004	43,859		(43,859)		(43,859)					0	5,640	01/25/2021.	1FE
3137BF DR 9	FHMS 2014-K717 X1 IO 0.504% 09/25/21		06/01/2017.	Paydown				9,748	6,926		(6,926)		(6,926)					0	757	09/25/2021.	1FE
313921 6F 0	FNGT 2001-W3 A 6.424% 09/01/41		06/01/2017.	Paydown		1,239	1,239	1,297	1,268		(29)		(29)		1,239			0	33	09/01/2041.	1FE
31392C MS 0	FNW 2002-W1 2A 6.104% 02/25/42		06/01/2017.	Paydown		2,159	2,159	2,265	2,171		(12)		(12)		2,159			0	54	02/25/2042.	1FE
45505R BN 4	INDIANA ST 1.200% 05/01/34		06/01/2017.	Call 100.0000		25,000,000	25,000,000	25,000,000					0		25,000,000			0	75,616	05/01/2034.	2FE
56052E 7K 8	MAINE ST HSG AUTH MTGE REVENUE 3.250%		05/24/2017.	Redemption 100.0000		180,000	180,000	186,838	184,420		(4,420)		(4,420)		180,000			0	2,936	11/15/2023.	1FE
56052F CE 3	MAINE ST HSG AUTH MTGE PURCHAS 3.500%		05/24/2017.	Redemption 100.0000		310,000	310,000	325,305	323,227		(13,227)		(13,227)		310,000			0	5,696	11/15/2024.	1FE
57419R D6 9	MARYLAND ST CMNTY DEV ADMIN DE 3.500%		06/30/2017.	Redemption 100.0000		1,180,000	1,180,000	1,221,902	1,218,452		(38,452)		(38,452)		1,180,000			0	34,417	03/01/2025.	1FE
60416S BU 3	MINNESOTA ST HSG FIN AGY 3.000% 07/01/		06/01/2017.	Redemption 100.0000		370,000	370,000	388,630	383,431		(13,431)		(13,431)		370,000			0	9,250	01/01/2024.	1FE
61212R 5G 7	MONTANA ST BRD HSG 3.000% 12/01/43		06/01/2017.	Redemption 100.0000		290,000	290,000	298,700	297,515		(7,515)		(7,515)		290,000			0	4,350	06/01/2024.	1FE
647200 V3 5	NEW MEXICO MTG FIN AGY 3.750% 03/01/43		06/01/2017.	Redemption 100.0000		90,000	90,000	95,291	93,148		(3,148)		(3,148)		90,000			0	2,531	06/01/2023.	1FE
64972F 6T 8	NEW YORK NY CITY MUN 0.940% 06/15/45		06/27/2017.	US Bank		2,485,000	2,485,000	2,485,000					0		2,485,000			0	5,313	06/15/2045.	1FE
677377 Q5 5	OHIO HSG FIN AGY 5.000% 11/01/28		05/01/2017.	Redemption 100.0000		1,010,000	1,010,000	1,106,859	1,043,799		(33,799)		(33,799)		1,010,000			0	25,250	11/01/2019.	1FE
83756C PQ 2	SOUTH DAKOTA HSG DEV AUTH 3.500% 11/01		06/15/2017.	Redemption 100.0000		325,000	325,000	349,138	348,824		(23,824)		(23,824)		325,000			0	6,635	11/01/2025.	1FE
3199999.	Total - Bonds - U.S. Special Revenue and Special Assessments					63,393,398	63,393,398	63,952,751	10,061,464	0	(358,066)	0	(358,066)	0	63,393,398	0	0	0	324,340	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00287Y AT 6	ABBVIE INC 2.500% 05/14/20		05/10/2017.	Toronto Dominion		10,089,100	10,000,000	9,959,000	9,971,641		3,147		3,147		9,974,788		114,312	114,312	125,694	05/14/2020.	2FE
00432C AU 5	ACCSS 2003-A A2 2.135% 07/01/38		06/25/2017.	Paydown		1,083,415	1,083,415	1,057,006	1,087,255		(3,840)		(3,840)		1,083,415			0	8,282	07/01/2038.	1FE
004421 PR 8	ACE 2005-HE4 M2 1.996% 07/25/35		06/25/2017.	Paydown		476,135	476,135	454,719	475,086		1,048		1,048		476,135			0	3,204	07/25/2035.	1FM
00842C AF 2	ABMT 2015-7 A6 3.000% 10/25/45		06/01/2017.	Paydown		383,125	383,125	389,111	388,671		(5,546)		(5,546)		383,125			0	4,867	10/25/2045.	1FM
03065N AD 7	AMCAR 2015-3 A3 1.540% 03/09/20		06/08/2017.	Paydown		1,348,008	1,348,008	1,349,061			(1,053)		(1,053)		1,348,008			0	8,327	03/09/2020.	1FE
03072S J8 9	AMSI 2005-R7 M1 1.504% 09/25/35		06/25/2017.	Paydown		589,834	589,834	562,554	591,972		(2,138)		(2,138)		589,834			0	3,148	09/25/2035.	1FM
03523T BP 2	ANHEUSER-BUSCH INBEV WORLDWIDE 2.500%		06/13/2017.	Bank of America Corp		4,999,250	5,000,000	5,158,800	5,147,413		(11,631)		(11,631)		5,135,782		(136,532)	(136,532)	114,931	07/15/2022.	1FE
03524B AE 6	ANHEUSER-BUSCH INBEV FIN 3.700% 02/01/		06/13/2017.	Bank of America Corp		2,490,917	2,370,000	2,568,511	2,557,698		(11,196)		(11,196)		2,546,501		(55,584)	(55,584)	76,729	02/01/2024.	1FE
05490M AE 7	BCAP 2015-RR5 2A1 1.762% 01/26/46		06/01/2017.	Paydown		1,521,623	1,521,623	1,501,652	1,518,096		3,527		3,527		1,521,623			0	11,344	01/26/2046.	2FE

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
05490T AE 2	BBCCR 2015-GTP C 4.548% 08/10/33	..	04/18/2017.	Barclays Capital		3,001,992	3,000,000	3,089,223	3,078,458		(2,234)		(2,234)		3,076,223		(74,231)	(74,231)	51,541	08/10/2033.	1FM
05532F AE 2	BCAP 2009-RR11 2A1 2.890% 10/26/35	..	06/01/2017.	Paydown		489,760	489,760	479,353	487,548		2,212		2,212		489,760			0	6,033	10/26/2035.	1FM
05532G AE 0	BCAP 2009-RR12 3A1 3.455% 12/26/35	..	06/01/2017.	Paydown		931,855	931,855	946,998	945,447		(13,592)		(13,592)		931,855			0	13,940	12/26/2035.	1FM
05539B AP 9	BCAP LLC TRUST 2012-RR3 2A7 2.858% 05/	..	06/01/2017.	Paydown		205,634	205,634	201,907	205,748		(114)		(114)		205,634			0	2,701	05/26/2037.	1FM
05545J AA 7	BCAP LLC TRUST 2015-RR3 1A1 3.447% 07/	..	06/24/2017.	Paydown		1,553,125	1,553,125	1,582,246	1,585,733		(32,608)		(32,608)		1,553,125			0	21,567	07/27/2035.	2FE
05546J AA 6	BBCMS 2015-VFM A1 2.466% 03/15/36	..	04/25/2017.	Deutsche Bank		15,449,077	15,650,826	15,591,368	15,596,962		1,634		1,634		15,598,596		(149,518)	(149,518)	152,236	03/15/2036.	1FM
05546J AA 6	BBCMS 2015-VFM A1 2.466% 03/15/36	..	04/06/2017.	Paydown		120,628	120,628	120,170	120,213		415		415		120,628			0	992	03/15/2036.	1FM
05565E AD 7	BMW US CAPITAL LLC 1.500% 04/11/19	..	05/25/2017.	Bank of America Corp		7,970,480	8,000,000	7,996,480	7,997,257		495		495		7,997,752		(27,272)	(27,272)	76,667	04/11/2019.	1FE
05582Q AB 3	BMWOT 2016-A A2A 0.990% 05/28/19	..	06/25/2017.	Paydown		3,913,803	3,913,803	3,913,549	3,913,645		158		158		3,913,803			0	16,072	05/28/2019.	1FE
05946X XP 3	BAFC 2005-E 3A1 3.627% 01/20/50	..	05/09/2017.	Cantor Fitzgerald		3,544,503	3,724,929	3,013,654	3,013,654				0		3,013,654		530,849	530,849	73,662	01/20/2050.	1FM
05946X XP 3	BAFC 2005-E 3A1 3.627% 01/20/50	..	05/01/2017.	Paydown		590,839	590,842	478,021	478,021		112,818		112,818		590,839			0	9,824	01/20/2050.	1FM
05946X XP 3	BAFC 2005-E 3A1 3.627% 01/20/50	..	05/31/2017.	Reclass Adjustment							(857,502)		(857,502)		(857,502)		857,502	857,502		01/20/2050.	1FM
073730 AD 5	BEAM INC 1.875% 05/15/17	..	05/15/2017.	Maturity		23,645,000	23,645,000	23,874,357	23,665,862		(20,862)		(20,862)		23,645,000			0	221,672	05/15/2017.	2FE
073879 3N 6	BSABS 2005-HE11 M1 1.646% 11/25/35	..	06/25/2017.	Paydown		1,003,796	1,003,796	923,965	993,049		10,747		10,747		1,003,796			0	5,543	11/25/2035.	1FM
115236 AA 9	BROWN & BROWN INC 4.200% 09/15/24	..	05/25/2017.	Various		8,370,790	8,000,000	7,974,800	7,979,222		890		890		7,980,112		390,678	390,678	225,050	09/15/2024.	2FE
12532L AG 0	CGGS 2016-RNDA DFX 4.387% 02/10/33	..	06/01/2017.	Paydown		2,891,868	2,891,868	2,872,561	2,874,834		17,034		17,034		2,891,868			0	51,896	02/10/2033.	1FM
125354 AG 5	CGRBS 2013-VN05 C 3.584% 03/13/35	..	04/05/2017.	JP Morgan Securities Inc		17,509,268	17,350,000	17,760,939	17,730,165		(15,531)		(15,531)		17,714,634		(205,367)	(205,367)	224,548	03/13/2035.	1FM
12592Y AD 6	CNH 2015-B A3 1.370% 07/15/20	..	06/15/2017.	Paydown		1,526,040	1,526,040	1,525,087			954		954		1,526,040			0	2,708	07/15/2020.	1FE
126192 AC 7	COMM 2012-LC4 A3 3.069% 12/10/44	..	06/01/2017.	Paydown		59,497	59,497	63,268	60,549		(1,052)		(1,052)		59,497			0	761	12/10/2044.	1FM
12622D AB 0	COMM 2010-C1 A2 3.830% 07/10/46	..	06/01/2017.	Paydown		127,783	127,783	135,804	129,084		(1,301)		(1,301)		127,783			0	2,037	07/10/2046.	1FM
12624K AB 2	COMM 2012-CR2 A2 2.025% 08/15/45	..	06/01/2017.	Paydown		557,296	557,296	571,346	557,659		(363)		(363)		557,296			0	4,428	08/15/2045.	1FM
12642N AA 6	CSMC 2009-15R 1A1 3.527% 09/26/35	..	06/01/2017.	Paydown		1,207,761	1,207,761	1,237,955	1,249,546		(41,785)		(41,785)		1,207,761			0	17,744	09/26/2035.	1FM
12643G BQ 4	CSMC 2010-2R 3A12 4.500% 06/26/37	..	05/01/2017.	Paydown		2,302,013	2,302,013	2,384,738	2,338,646		(36,633)		(36,633)		2,302,013			0	37,159	06/26/2037.	1FM
12647Q AA 4	CSMC 2013-11R 1A1 2.750% 06/27/34	..	06/01/2017.	Paydown		655,213	655,213	654,803	654,515		698		698		655,213			0	7,380	06/27/2034.	1FM
12648J CU 3	CSMC 2014-4R 13A1 3.169% 12/30/37	..	06/01/2017.	Paydown		3,293,096	3,293,096	3,368,220	3,411,468		(118,372)		(118,372)		3,293,096			0	44,486	12/30/2037.	1FM
12650V AU 3	CSMC 2015-10R 2A1 1.194% 01/27/37	..	06/25/2017.	Paydown		1,409,998	1,409,998	1,336,855	1,362,365		47,633		47,633		1,409,998			0	5,575	01/27/2037.	1AM
126673 2H 4	CWL 2005-7 MV2 1.574% 11/25/35	..	06/25/2017.	Paydown		517,740	517,740	505,444	514,060		3,680		3,680		517,740			0	3,036	11/25/2035.	1FM
126673 B7 6	CWL 2005-3 MV4 1.836% 08/25/35	..	06/25/2017.	Paydown		1,423,428	1,423,428	1,305,567	1,206,956		18,377		18,377		1,423,428			0	8,313	08/25/2035.	1FM
152314 NB 2	CXHE 2005-B M1 1.816% 03/25/35	..	06/25/2017.	Paydown		508,815	508,815	479,399	495,188		13,627		13,627		508,815			0	3,065	03/25/2035.	1FM
16151U AC 0	CEDLT 2007-A A3 1.221% 12/28/23	..	06/28/2017.	Paydown		2,448,220	2,448,220	2,440,570			7,651		7,651		2,448,220			0	14,172	12/28/2023.	1FE
165183 AF 1	CFII 2016-2A A1 1.880% 06/15/28	..	06/15/2017.	Paydown		450,733	450,733	450,709	450,716		17		17		450,733			0	4,237	06/15/2028.	1FE
17119B AB 3	CCART 2016-BA A2 1.360% 01/15/20	..	06/15/2017.	Paydown		925,028	925,028	924,933	924,946		81		81		925,028			0	6,290	01/15/2020.	1FE
17307G UT 3	CMLTI 2005-OPT4 M3 1.676% 07/25/35	..	06/25/2017.	Paydown		432,690	432,690	432,420			270		270		432,690			0	1,430	07/25/2035.	1FE
17319H AE 2	CMLTI 2012-5 2A3 3.206% 08/20/35	..	06/01/2017.	Paydown		1,545,478	1,545,478	1,503,461	1,541,948		3,530		3,530		1,545,478			0	20,904	08/20/2035.	1FM
17320A AD 6	CMLTI 2012-10 2A1A 2.412% 03/25/35	..	06/01/2017.	Paydown		373,400	373,400	375,733	389,947		(16,547)		(16,547)		373,400			0	3,472	03/25/2035.	1FM
20267T AA 0	CBSLT 2016-A A1 3.320% 05/25/40	..	06/25/2017.	Paydown		45,830	45,830	46,632	46,627		(797)		(797)		45,830			0	633	05/25/2040.	1FE
20267T AB 8	CBSLT 2016-A A2 3.416% 05/25/40	..	06/25/2017.	Paydown		603,537	603,537	603,537	601,951		1,586		1,586		603,537			0	7,863	05/25/2040.	1FE
22540V G6 3	CSFB 2002-9 1A1 7.000% 03/25/40	..	06/01/2017.	Paydown		2,671	2,671	2,709	2,755		(84)		(84)		2,671			0	77	03/25/2040.	3FM
22944K AA 6	CSMC 2014-CIM1 A1 2.745% 01/25/58	..	06/01/2017.	Paydown		1,139,043	1,139,043	1,133,348	1,141,249		(2,206)		(2,206)		1,139,043			0	11,875	01/25/2058.	6AM
233050 AB 9	DBUBS 2011-LC1A A2 4.528% 11/10/46	..	06/01/2017.	Paydown		406,447	406,447	455,334	418,478		(12,031)		(12,031)		406,447			0	7,673	11/10/2046.	1FM
23340L AA 2	DRB 2015-B A1 3.116% 10/27/31	..	06/25/2017.	Paydown		380,209	380,209	387,575	386,973	600	(7,363)		(6,763)		380,209			0	4,304	10/27/2031.	4AM
23340L AB 0	DRB 2015-B A2 3.170% 07/25/31	..	06/25/2017.	Paydown		2,431,116	2,431,116	2,465,227	1,438,733	25,240	(33,774)		(8,534)		2,431,116			0	26,261	07/25/2031.	3AM

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
23342K AB 0	DRB 2017-A A2A 1.750% 05/27/42		06/25/2017.	Paydown		395,154	395,154	395,114			40		40		395,154			0	1,249	05/27/2042.	1FE
24703C AB 9	DEFT 2015-2 A2A 1.420% 12/22/17		05/22/2017.	Paydown		2,107,318	2,107,318	2,107,224	2,107,206		111		111		2,107,318			0	11,463	12/22/2017.	1FE
24703C AD 5	DEFT 2015-2 A3 1.720% 09/22/20		06/22/2017.	Paydown		809,093	809,093	810,105			(1,011)		(1,011)		809,093			0	2,287	09/22/2020.	1FE
27034M AB 0	EARN 2016-D A2 2.720% 01/25/41		06/25/2017.	Paydown		823,407	823,407	822,914	780,982		487		487		823,407			0	9,096	01/25/2041.	1FE
28108P AB 2	ESLFT 2012-A AT 3.930% 10/01/25		04/01/2017.	Paydown		376,414	376,414	378,296	376,902		(488)		(488)		376,414			0	6,789	10/01/2025.	1FE
29372E BE 7	EFF 2014-2 A2 1.050% 03/20/20		06/20/2017.	Paydown		3,238,769	3,238,769	3,238,248	3,238,623		146		146		3,238,769			0	14,028	03/20/2020.	1FE
29372E BH 0	EFF 2015-1 A2 1.300% 09/20/20		06/20/2017.	Paydown		3,331,342	3,331,342	3,330,786	3,331,159		183		183		3,331,342			0	18,083	09/20/2020.	1FE
29372E BL 1	EFF 2015-2 A2 1.590% 02/22/21		06/20/2017.	Paydown		1,227,537	1,227,537	1,225,285	1,226,282		1,255		1,255		1,227,537			0	8,049	02/22/2021.	1FE
30711X CK 8	CAS 2016-C03 1M1 3.216% 10/25/28		06/25/2017.	Paydown		937,777	937,777	937,777	940,043		(2,267)		(2,267)		937,777			0	11,234	10/25/2028.	1
30711X EK 6	CAS 2017-C01 1M1 2.516% 07/25/29		06/25/2017.	Paydown		161,682	161,682	161,682					0		161,682			0	1,169	07/25/2029.	2FE
30711X JS 4	CAS 2017-C03 1M1 2.166% 10/25/29		06/25/2017.	Paydown		658,983	658,983	658,983					0		658,983			0	1,095	10/25/2029.	2FE
3137G0 GT 0	STACR 2015-DNA3 M2 3.874% 04/25/28		06/25/2017.	Paydown		1,496,673	1,496,673	1,496,673	1,505,837		(9,164)		(9,164)		1,496,673			0	23,322	04/25/2028.	1
34530X AB 1	FORDL 2015-B A2A 1.040% 05/15/18		05/15/2017.	Paydown		5,690,986	5,690,986	5,690,873	5,690,963		23		23		5,690,986			0	22,010	05/15/2018.	1FE
35729P LM 0	FHLT 2005-2 M2 1.936% 06/25/35		06/25/2017.	Paydown		1,131,221	1,131,221	1,094,103	1,139,187		(7,966)		(7,966)		1,131,221			0	7,410	06/25/2035.	1FM
36190S AA 0	GPPT 2014-GPP A 2.359% 02/15/27		05/15/2017.	Paydown		474,714	474,714	474,770	474,856		(142)		(142)		474,714			0	2,975	02/15/2027.	1FM
36193A AA 6	GSMS 2013-KING A 2.706% 12/10/27		04/25/2017.	Deutsche Bank		17,249,845	17,002,773	17,280,817	17,169,643		(18,026)		(18,026)		17,151,617		98,228	98,228	187,872	12/10/2027.	1FM
36193A AA 6	GSMS 2013-KING A 2.706% 12/10/27		04/01/2017.	Paydown		62,424	62,424	63,445	63,036		(613)		(613)		62,424			0	563	12/10/2027.	1FM
36193A AG 3	GSMS 2013-KING B 3.241% 12/10/27		04/25/2017.	Deutsche Bank		7,615,430	7,500,000	7,788,281	7,679,180		(19,842)		(19,842)		7,659,338		(43,908)	(43,908)	99,256	12/10/2027.	1FM
36193A AL 2	GSMS 2013-KING D 3.435% 12/10/27		04/05/2017.	Deutsche Bank		15,319,825	15,194,000	15,595,691	15,446,192		(23,274)		(23,274)		15,422,918		(103,092)	(103,092)	188,472	12/10/2027.	1FM
3622N6 AG 4	GSR 2007-AR2 4A1 3.110% 02/25/51		06/01/2017.	Paydown		199,260	199,260	193,955	193,955		5,305		5,305		199,260			0	2,507	02/25/2051.	1FM
362341 KD 0	GSAMP 2005-HE4 M2 1.706% 07/25/45		06/25/2017.	Paydown		1,901,761	1,901,761	1,749,082	1,884,127		17,634		17,634		1,901,761			0	10,731	07/25/2045.	1FM
37045X AR 7	GENERAL MOTORS FINL CO 3.150% 01/15/20		04/25/2017.	Various		10,182,218	10,000,000	10,046,000			(3,611)		(3,611)		10,042,389		139,829	139,829	77,624	01/15/2020.	2FE
39154T AB 4	GALC 2016-1 A2 1.570% 05/20/18		06/20/2017.	Paydown		2,420,445	2,420,445	2,420,420	2,420,411		35		35		2,420,445			0	15,820	05/20/2018.	1FE
41284C AD 6	HDMOT 2015-2 A3 1.300% 03/16/20		06/15/2017.	Paydown		626,890	626,890	626,669			220		220		626,890			0	1,010	03/16/2020.	1FE
42824C AS 8	HP ENTERPRISE CO 2.450% 10/05/17		04/28/2017.	Call 100.0000		20,000,000	20,000,000	19,988,800	19,995,260		1,893		1,893		19,997,153		2,847	2,847	358,257	10/05/2017.	2FE
438124 AB 5	HAROT 2016-3 A2 1.010% 10/18/18		06/18/2017.	Paydown		4,279,288	4,279,288	4,279,075	4,279,157		131		131		4,279,288			0	17,948	10/18/2018.	1FE
44929E AB 1	HALST 2016-C A2 1.300% 03/15/19		06/15/2017.	Paydown		1,286,851	1,286,851	1,286,721	1,286,755		95		95		1,286,851			0	7,412	03/15/2019.	1FE
45660L DG 1	INDX 2005-AR1 4A1 3.257% 03/25/35		06/01/2017.	Paydown		108,604	108,604	82,878	89,833		18,771		18,771		108,604			0	1,676	03/25/2035.	1FM
46628K AT 7	JPMMT 2006-A3 6A1 3.370% 08/25/34		06/01/2017.	Paydown		284,515	284,515	276,124	305,781		(21,266)		(21,266)		284,515			0	3,968	08/25/2034.	1FM
46634G AC 5	JPMCC 2009-IWST XA IO 1.884% 12/05/27		06/01/2017.	Paydown				11,221	5,484		(5,484)		(5,484)					0	911	12/05/2027.	1FE
46639G AU 0	JPMMT 2013-1 2A2 2.500% 03/01/43		06/01/2017.	Paydown		423,238	423,238	430,298	428,532		(5,294)		(5,294)		423,238			0	4,177	03/01/2043.	1FM
47788M AB 6	JDOT 2016-A A2 1.150% 10/15/18		06/15/2017.	Paydown		3,631,626	3,631,626	3,631,616	3,631,623		4		4		3,631,626			0	17,087	10/15/2018.	1FE
493268 CJ 3	KSLT 2005-A 2A4 1.493% 06/27/38		06/27/2017.	Paydown		1,730,967	1,730,967	1,730,967					0		1,730,967			0	6,604	06/27/2038.	1FE
50116R AC 0	KCOT 2015-1A A3 1.540% 03/15/19		06/15/2017.	Paydown		3,209,288	3,209,288	3,213,675			(4,388)		(4,388)		3,209,288			0	16,412	03/15/2019.	1FE
55315F AB 6	MMAF 2016-AA A2 1.390% 12/17/18		06/15/2017.	Paydown		3,145,523	3,145,523	3,145,487	3,145,377		146		146		3,145,523			0	18,189	12/17/2018.	1FE
57643L GJ 9	MABS 2005-NC1 M4 2.122% 09/25/41		05/04/2017.	Cantor Fitzgerald		1,042,791	1,080,088	629,335	629,335				0		629,335		413,456	413,456	7,888	09/25/2041.	1FM
57643L GJ 9	MABS 2005-NC1 M4 2.122% 09/25/41		05/31/2017.	Reclass Adjustment							(629,335)		(629,335)		(629,335)		629,335	629,335		09/25/2041.	1FM
58769A AB 2	MBALT 2015-B A2A 1.000% 01/16/18		05/15/2017.	Paydown		2,700,237	2,700,237	2,699,996	2,700,195		42		42		2,700,237			0	9,346	01/16/2018.	1FE
58769A AD 8	MBALT 2015-B A3 1.340% 07/16/18		06/15/2017.	Paydown		750,382	750,382	750,412			(29)		(29)		750,382			0	1,247	07/16/2018.	1FE
58772P AB 4	MBART 2015-1 A2A 0.820% 06/15/18		05/15/2017.	Paydown		798,233	798,233	798,219	798,231		2		2		798,233			0	2,297	06/15/2018.	1FE
60871R AG 5	MOLSON COORS BREWING CO 3.000% 07/15/2		05/02/2017.	Bank of America Corp		4,807,800	5,000,000	4,992,250	4,992,553		143		143		4,992,696		(184,896)	(184,896)	124,167	07/15/2026.	2FE
61744C TL 0	MSAC 2005-HE4 M2 1.921% 07/25/35		06/25/2017.	Paydown		360,550	360,550	342,522	378,311		(17,761)		(17,761)		360,550			0	2,032	07/25/2035.	1FM

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
61748L AD 4	MSAC 2006-NC4 A2C 1.141% 11/25/42		05/04/2017.	Citigroup		2,086,483	2,309,893	1,542,409	1,542,409				0		1,542,409		544,074	544,074	8,435	11/25/2042.	1FM
61748L AD 4	MSAC 2006-NC4 A2C 1.141% 11/25/42		04/25/2017.	Paydown		65,610	65,610	43,811	43,811		21,800		21,800		65,610			0	210	11/25/2042.	1FM
61748L AD 4	MSAC 2006-NC4 A2C 1.141% 11/25/42		05/31/2017.	Reclass Adjustment							(669,303)		(669,303)		(669,303)		669,303	669,303		11/25/2042.	1FM
61761N AA 8	MSRR 2012-R4 1A 1.174% 08/26/36		06/25/2017.	Paydown		541,658	541,658	516,606	532,701		8,957		8,957		541,658			0	2,309	08/26/2036.	1FM
61762U BB 8	MSRR 2013-R8 5A 3.191% 07/26/53		06/01/2017.	Paydown		1,174,380	1,174,380	1,204,473	1,215,896		(41,516)		(41,516)		1,174,380			0	14,665	07/26/2053.	1FM
61763Y AA 2	MSRM 2014-1A A1 2.967% 06/25/44		06/01/2017.	Paydown		616,378	616,378	628,026	623,084		(6,706)		(6,706)		616,378			0	8,235	06/25/2044.	1FM
63862H AA 5	NHLT 2017-1A A 1.968% 05/25/27		06/25/2017.	Paydown		1,550,314	1,550,314	1,550,313					0		1,550,314			0	2,627	05/25/2027.	1FE
63940L AA 2	NAVSL 2016-6A A1 1.696% 03/25/66		06/25/2017.	Paydown		2,425,152	2,425,152	2,425,152	2,426,188		(1,036)		(1,036)		2,425,152			0	13,416	03/25/2066.	1FE
640315 AE 7	NSLT 2006-2 A5 1.138% 01/25/30		04/25/2017.	Paydown		6,014,203	6,014,203	6,006,651			7,553		7,553		6,014,203			0	17,109	01/25/2030.	1FE
64352V LK 5	NCHET 2005-3 M2 1.706% 07/25/35		06/25/2017.	Paydown		1,536,300	1,536,300	1,434,520	1,531,058		5,242		5,242		1,536,300			0	8,606	07/25/2035.	1FM
64828A AA 1	NRZT 2014-1A A 3.750% 01/25/54		06/01/2017.	Paydown		477,052	477,052	487,786			(10,734)		(10,734)		477,052			0	2,950	01/25/2054.	1FE
65473D AD 4	NALT 2015-A A3 1.400% 06/15/18		06/15/2017.	Paydown		5,957,846	5,957,846	5,956,865	5,957,679		167		167		5,957,846			0	34,376	06/15/2018.	1FE
654740 AF 6	NISSAN MOTOR ACCEPTANCE 2.650% 09/26/1		04/03/2017.	Societe Generale		3,089,796	3,055,000	3,122,516	3,114,258		(8,883)		(8,883)		3,105,375		(15,578)	(15,578)	42,728	09/26/2018.	1FE
65475W AB 4	NAROT 2015-B A2A 0.830% 07/16/18		06/15/2017.	Paydown		2,621,573	2,621,573	2,621,376	2,621,534		38		38		2,621,573			0	9,002	07/16/2018.	1FE
65477X AB 0	NALT 2016-B A2A 1.260% 12/17/18		06/15/2017.	Paydown		3,740,119	3,740,119	3,739,782	3,739,859		259		259		3,740,119			0	19,713	12/17/2018.	1FE
65478T AB 8	NALT 2015-B A2A 1.180% 12/15/17		05/15/2017.	Paydown		4,147,414	4,147,414	4,147,119	4,147,353		60		60		4,147,414			0	17,494	12/15/2017.	1FE
65540P AR 5	NMRR 2014-6R 4A1 1.184% 11/26/36		06/26/2017.	Paydown		1,116,944	1,116,944	1,063,889	1,095,281		21,663		21,663		1,116,944			0	5,081	11/26/2036.	1FM
714294 AF 2	PERRIGO CO LTD 2.300% 11/08/18		05/08/2017.	Call 100.0000		25,965,000	25,965,000	25,932,876	25,942,703		4,446		4,446		25,947,149		17,851	17,851	651,722	11/08/2018.	2FE
747262 AH 6	QVC INC 5.125% 07/02/22		05/16/2017.	Stifel Nicolaus		10,556,000	10,000,000	10,489,000			(6,771)		(6,771)		10,482,229		73,771	73,771	195,035	07/02/2022.	2FE
747262 AU 7	QVC INC 4.450% 02/15/25		05/12/2017.	Stifel Nicolaus		14,783,400	15,000,000	14,979,000	14,982,143		400		400		14,982,543		(199,143)	(199,143)	478,375	02/15/2025.	2FE
74928G BM 9	RBSSP 2009-13 11A3 3.527% 09/26/35		06/01/2017.	Paydown		832,488	832,488	851,219	849,344		(16,856)		(16,856)		832,488			0	12,230	09/26/2035.	1FM
74928U BS 5	RBSSP 2009-12 15A1 2.900% 10/25/35		06/25/2017.	Paydown		5,989,181	5,989,181	6,023,805	6,042,242		(53,061)		(53,061)		5,989,181			0	82,970	10/25/2035.	1FM
74932T AA 2	RBSSP 2014-1 1A1 1.184% 11/26/36		06/25/2017.	Paydown		629,732	629,732	574,631	607,020		22,712		22,712		629,732			0	2,851	11/26/2036.	1FM
75606D AE 1	REALOGY GROUP/CO-ISSUER 4.875% 06/01/2		04/12/2017.	JP Morgan Securities Inc.		2,000,000	2,000,000	1,985,380	1,930,000	56,331	512		56,843		1,986,844		13,156	13,156	37,104	06/01/2023.	4FE
76112B JG 6	RAMP 2005-RS1 MII1 2.041% 01/25/35		06/25/2017.	Paydown		613,473	613,473	593,918	613,105		368		368		613,473			0	4,646	01/25/2035.	1FM
784419 AE 3	SLCLT 2006-A A5 1.328% 07/15/36		04/15/2017.	Paydown		2,063,454	2,063,454	2,046,190	2,057,669		5,786		5,786		2,063,454			0	11,685	07/15/2036.	1FE
78442G PP 5	SLMA 2005-5 A3 1.256% 04/25/25		04/25/2017.	Paydown		442,977	442,977	442,423			554		554		442,977			0	1,260	04/25/2025.	1FE
78444V AB 7	SLCLT 2010-B A2 4.489% 07/15/42		06/15/2017.	Paydown		902,105	902,105	939,881	909,684		(7,579)		(7,579)		902,105			0	15,567	07/15/2042.	1FE
78447V AA 6	SLMA 2013-B A1 1.809% 07/15/22		06/15/2017.	Paydown		1,420,416	1,420,416	1,416,421	1,420,020		396		396		1,420,416			0	8,818	07/15/2022.	1FE
78448Q AA 6	SMB 2015-B A1 1.859% 02/15/23		06/15/2017.	Paydown		3,977,129	3,977,129	3,967,871	3,977,859		(730)		(730)		3,977,129			0	25,477	02/15/2023.	1FE
78448R AA 4	SMB 2015-C A1 2.059% 07/15/22		06/15/2017.	Paydown		4,446,558	4,446,558	4,443,756	4,450,004		(3,446)		(3,446)		4,446,558			0	32,283	07/15/2022.	1FE
78469P AC 8	SOFI 2016-A B 3.570% 01/26/38		06/25/2017.	Paydown		1,362,467	1,362,467	1,315,832	1,324,373		38,094		38,094		1,362,467			0	19,819	01/26/2038.	1AM
78470N AC 0	SOFI 2015-D B 3.590% 10/25/37		06/25/2017.	Paydown		1,346,541	1,346,541	1,328,844	1,332,732		13,809		13,809		1,346,541			0	19,706	10/25/2037.	1AM
790849 AL 7	ST JUDE MEDICAL INC 2.000% 09/15/18		04/01/2017.	Citigroup		(700)							0				(700)	(700)		09/15/2018.	2FE
80284B AD 6	SDART 2015-2 A3 1.220% 04/15/19		04/15/2017.	Paydown		284,464	284,464	284,553	284,517		(53)		(53)		284,464			0	1,157	04/15/2019.	1FE
834017 AA 3	SOFI 2015-B A1 2.266% 04/25/35		06/25/2017.	Paydown		792,188	792,188	770,402	771,346		20,842		20,842		792,188			0	6,081	04/25/2035.	1FE
83402J AB 4	SOFI 2016-B A2A 1.680% 03/25/31		06/25/2017.	Paydown		1,105,559	1,105,559	1,105,469	1,104,937		622		622		1,105,559			0	7,534	03/25/2031.	1FE
83612M AE 7	SVHE 2006-WF2 A2D 1.426% 12/25/36		06/25/2017.	Paydown		2,442,084	2,442,084	2,253,605	2,401,496		40,588		40,588		2,442,084			0	11,288	12/25/2036.	1FM
84861T AC 2	SPIRIT REALTY LP 4.450% 09/15/26		05/05/2017.	Morgan Stanley		6,815,760	7,000,000	6,836,096			3,029		3,029		6,839,124		(23,364)	(23,364)	226,703	09/15/2026.	2FE
855541 AB 4	STARM 2007-S1 2A1 3.354% 01/25/37		06/01/2017.	Paydown		202,414	202,414	177,770	177,770		24,644		24,644		202,414			0	3,053	01/25/2037.	1FM
863579 XC 7	SARM 2005-18 3A1 3.287% 11/25/54		05/09/2017.	Bank of America Corp.		7,891,508	8,855,980	6,759,548	6,759,548				0		6,759,548		1,131,960	1,131,960	128,715	11/25/2054.	1FM
863579 XC 7	SARM 2005-18 3A1 3.287% 11/25/54		05/01/2017.	Paydown		705,849	809,107	617,571	617,571		88,277		88,277		705,849			0	10,113	11/25/2054.	1FM

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than-Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
863579 XC 7	SARM 2005-18 3A1 3.287% 11/25/54		05/31/2017.	Reclass Adjustment							(802,438)		(802,438)		(802,438)		802,438	802,438		11/25/2054.	1FM
86359X AD 5	SASC 2006-AM1 A4 1.376% 04/25/36		06/25/2017.	Paydown		626,361	626,361	586,626	613,361		13,000		13,000		626,361			0	2,568	04/25/2036.	1FM
87342R AA 2	BELL 2016-1A A2I 3.832% 05/25/46		05/25/2017.	Paydown		107,925	107,925	109,741	66,982	661	(1,720)		(1,059)		107,925			0	1,673	05/25/2046.	3AM
89237W AB 3	TAOT 2016-C A2A 1.000% 01/15/19		06/15/2017.	Paydown		7,021,162	7,021,162	7,020,822	7,020,943		219		219		7,021,162			0	29,620	01/15/2019.	1FE
90117P AQ 8	AOTA 2015-1211 E 4.142% 08/10/35		04/05/2017.	Morgan Stanley		9,882,422	10,000,000	9,045,703	9,093,841		22,028		22,028		9,115,869		766,553	766,553	149,576	08/10/2035.	1FM
92890X AG 2	WFCG 2015-BXRP C 2.766% 11/15/29		04/28/2017.	Citigroup		3,495,254	3,490,891	3,459,255	3,481,221		6,165		6,165		3,487,386		7,869	7,869	34,871	11/15/2029.	1FM
92890X AL 1	WFCG 2015-BXRP E 4.129% 11/15/29		04/26/2017.	Citigroup		14,900,560	14,863,402	14,635,687	14,753,063		51,752		51,752		14,804,815		95,746	95,746	223,594	11/15/2029.	1FM
931427 AN 8	WALGREENS BOOTS ALLIANCE 2.600% 06/01/		06/05/2017.	Call 100.0000		10,000,000	10,000,000	9,994,400	9,994,900		557		557		9,995,456		4,544	4,544	232,889	06/01/2021.	2FE
9497EN AC 7	WFHET 2005-3 M3 1.676% 11/25/35		06/25/2017.	Paydown		38,611	38,611	38,563			48		48		38,611			0	223	11/25/2035.	1FM
96328D AT 1	WHLS 2016-1A A2 1.590% 05/20/25		06/20/2017.	Paydown		537,923	537,923	537,880	537,889		34		34		537,923			0	4,277	05/20/2025.	1FE
81378B AA 7	SSTRT 2016-1A A1 0.800% 10/25/17	A	04/25/2017.	Paydown		753,023	753,023	753,023	753,023				0		753,023			0	1,975	10/25/2017.	1FE
00507U AB 7	ACTAVIS FUNDING SCS 1.300% 06/15/17	D	04/21/2017.	Call 100.0000		10,000,000	10,000,000	9,974,000	9,995,929		2,642		2,642		9,998,571		1,429	1,429	52,100	06/15/2017.	2FE
709629 AP 4	PENTAIR FINANCE SA 4.650% 09/15/25	D	05/26/2017.	Citigroup		7,631,400	7,000,000	6,977,880	6,979,738		749		749		6,980,487		650,913	650,913	226,946	09/15/2025.	2FE
3899999.	Total - Bonds - Industrial and Miscellaneous					465,671,878	465,447,752	461,248,403	410,501,104	82,832	(2,924,041)	0	(2,841,209)	0	458,934,424	0	6,737,458	6,737,458	6,241,545	XXX	XXX
8399997.	Total - Bonds - Part 4					681,837,152	681,441,150	677,253,401	445,491,470	82,832	(3,254,765)	0	(3,171,933)	0	674,412,484	0	7,424,671	7,424,671	7,059,083	XXX	XXX
8399999.	Total - Bonds					681,837,152	681,441,150	677,253,401	445,491,470	82,832	(3,254,765)	0	(3,171,933)	0	674,412,484	0	7,424,671	7,424,671	7,059,083	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
026874 78 4	AIG		04/03/2017.	Class Action Litigation		5,470	XXX						0				5,470	5,470		XXX	L
044186 10 4	ASHLAND INC		05/15/2017.	Spin Off		346,863	XXX	346,863	630,745	(283,882)			(283,882)		346,863			0		XXX	L
071813 10 9	BAXTER INTERNATIONAL INC		04/01/2017.	Class Action Litigation		3,046	XXX						0				3,046	3,046		XXX	L
23355L 10 6	DXC TECHNOLOGY CO		04/21/2017.	State Street Bank	0.190	14	XXX	4					0		4		10	10		XXX	L
42824C 10 9	HP ENTERPRISE CO		04/03/2017.	Spin Off		369,565	XXX	369,565	1,095,109	(725,544)			(725,544)		369,565			0		XXX	L
441060 10 0	HOSPIRA INC		05/10/2017.	Class Action Litigation		15	XXX						0				15	15		XXX	L
49456B 11 9	KINDER MORGAN INC WARRANTS		05/30/2017.	State Street Bank	7,040.000		XXX		42	(42)			(42)					0		XXX	L
582839 10 6	MEAD JOHNSON NUTRITION CO		06/15/2017.	State Street Bank	13,700.000	1,233,000	XXX	900,118	969,412	(69,294)			(69,294)		900,118		332,882	332,882	11,303	XXX	L
92047W 10 1	VALVOLINE INC		06/01/2017.	State Street Bank	0.320	7	XXX	4					0		4		3	3		XXX	L
93317Q 10 5	WALTER ENERGY		05/10/2017.	Class Action Litigation		3,399	XXX						0				3,399	3,399		XXX	L
966244 10 5	WHITEWAVE FOODS CO		04/12/2017.	State Street Bank	12,198.000	686,138	XXX	86,520	678,209	(591,689)			(591,689)		86,520		599,618	599,618		XXX	L
984121 60 8	XEROX CORP		06/15/2017.	Security Contribution	42,399.000		XXX						0					0	5,936	XXX	L
984332 10 6	YAHOO! INC		06/15/2017.	State Street Bank	84,900.000	4,454,504	XXX	1,512,807	3,283,083	(1,770,276)			(1,770,276)		1,512,807		2,941,697	2,941,697		XXX	L
9099999.	Total - Common Stocks - Industrial and Miscellaneous					7,102,021	XXX	3,215,881	6,656,600	(3,440,727)	0	0	(3,440,727)	0	3,215,881	0	3,886,140	3,886,140	17,239	XXX	XXX
9799997.	Total - Common Stocks - Part 4					7,102,021	XXX	3,215,881	6,656,600	(3,440,727)	0	0	(3,440,727)	0	3,215,881	0	3,886,140	3,886,140	17,239	XXX	XXX
9799999.	Total - Common Stocks					7,102,021	XXX	3,215,881	6,656,600	(3,440,727)	0	0	(3,440,727)	0	3,215,881	0	3,886,140	3,886,140	17,239	XXX	XXX
9899999.	Total - Preferred and Common Stocks					7,102,021	XXX	3,215,881	6,656,600	(3,440,727)	0	0	(3,440,727)	0	3,215,881	0	3,886,140	3,886,140	17,239	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					688,939,173	XXX	680,469,282	452,148,070	(3,357,895)	(3,254,765)	0	(6,612,660)	0	677,628,365	0	11,310,811	11,310,811	7,076,322	XXX	XXX

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

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

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

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

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

Sch. DL - Pt. 1
NONE

Sch. DL - Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
CITIGROUP PTY LTD.	SYDNEY, NEW SOUTH WALES, AUSTRALIA		0.050	781		5,629,671	4,907,407	5,739,449	XXX
NATIONAL AUSTRALIAN BANK	MELBOURNE, VICTORIA, AUSTRALIA					748,486	954,432	843,502	XXX
CITIBANK	NEW YORK, NY								XXX
STATE STREET BANK	KANSAS CITY, MO								XXX
0199999. Total Open Depositories		XXX	XXX	781	0	6,378,157	5,861,839	6,582,951	XXX
0399999. Total Cash on Deposit		XXX	XXX	781	0	6,378,157	5,861,839	6,582,951	XXX
0599999. Total Cash		XXX	XXX	781	0	6,378,157	5,861,839	6,582,951	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
AMERICAN EXPRESS CREDIT		05/22/2017	1.200	08/21/2017	29,948,932		39,932
APPLE INC.		06/19/2017	1.070	08/18/2017	9,985,728		3,562
WAL-MART STORES INC.		06/15/2017	1.000	07/19/2017	9,994,998		4,165
SVENSKA HANDELSBANKEN		05/22/2017	1.070	08/21/2017	39,939,294		47,483
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					89,868,952	0	95,142
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					89,868,952	0	95,142
Total Bonds							
7799999. Subtotals - Issuer Obligations					89,868,952	0	95,142
8399999. Subtotals - Bonds					89,868,952	0	95,142
8699999. Total - Cash Equivalents					89,868,952	0	95,142