

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended March 31, 2012

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____

Commission File Number: 1-9518

THE PROGRESSIVE CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

34-0963169
(I.R.S. Employer
Identification No.)

6300 Wilson Mills Road, Mayfield Village, Ohio
(Address of principal executive offices)

44143
(Zip Code)

(440) 461-5000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Shares, \$1.00 par value: 611,155,122 outstanding at March 31, 2012

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

The Progressive Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income

(unaudited)

Three months ended March 31, (millions—except per share amounts)	2012	2011	% Change
Revenues			
Net premiums earned	\$3,861.5	\$3,665.3	5
Investment income	114.7	123.3	(7)
Net realized gains (losses) on securities:			
Other-than-temporary impairment (OTTI) losses:			
Total OTTI losses	(.5)	(1.4)	(64)
Non-credit losses, net of credit losses recognized on previously recorded non-credit OTTI losses	(.4)	0	NM
Net impairment losses recognized in earnings	(.9)	(1.4)	(36)
Net realized gains (losses) on securities	78.4	101.1	(22)
Total net realized gains (losses) on securities	77.5	99.7	(22)
Service revenues	8.2	5.2	58
Net gains (losses) on extinguishment of debt	(.7)	0	NM
Total revenues	<u>4,061.2</u>	<u>3,893.5</u>	4
Expenses			
Losses and loss adjustment expenses	2,762.4	2,508.1	10
Policy acquisition costs	359.6	346.7	4
Other underwriting expenses	510.8	454.7	12
Investment expenses	4.2	3.1	35
Service expenses	8.2	4.0	105
Interest expense	31.9	31.5	1
Total expenses	<u>3,677.1</u>	<u>3,348.1</u>	10
Net Income			
Income before income taxes	384.1	545.4	(30)
Provision for income taxes	126.5	182.5	(31)
Net income	<u>257.6</u>	<u>362.9</u>	(29)
Other Comprehensive Income, Net of Tax			
Net unrealized gains (losses) on securities:			
Net non-credit related OTTI losses, adjusted for valuation changes	3.0	(.9)	NM
Other net unrealized gains (losses) on securities	199.4	30.5	554
Total net unrealized gains (losses) on securities	202.4	29.6	584
Net unrealized gains on forecasted transactions	(.6)	(.8)	(25)
Foreign currency translation adjustment	.5	.2	150
Other comprehensive income	<u>202.3</u>	<u>29.0</u>	598
Comprehensive income	<u>\$ 459.9</u>	<u>\$ 391.9</u>	17
Computation of Net Income Per Share			
Average shares outstanding—Basic	606.2	651.8	(7)
Net effect of dilutive stock-based compensation	3.8	4.0	(5)
Total equivalent shares—Diluted	<u>610.0</u>	<u>655.8</u>	(7)
Basic: Net income per share	<u>\$.42</u>	<u>\$.56</u>	(24)
Diluted: Net income per share	<u>\$.42</u>	<u>\$.55</u>	(24)
Dividends declared per share¹	<u>\$ 0</u>	<u>\$ 0</u>	

NM = Not Meaningful

¹ Progressive maintains an annual dividend program. See *Note 8—Dividends* for further discussion.

See notes to consolidated financial statements.

The Progressive Corporation and Subsidiaries
Consolidated Balance Sheets
(unaudited)

(millions)	March 31,		December 31,
	2012	2011	2011
Assets			
Investments—Available-for-sale, at fair value:			
Fixed maturities (amortized cost: \$11,623.7, \$11,713.6, and \$11,455.7)	\$11,952.7	\$11,890.3	\$ 11,759.3
Equity securities:			
Nonredeemable preferred stocks (cost: \$434.0, \$536.8, and \$473.7)	832.4	1,099.9	806.3
Common equities (cost: \$1,457.3, \$1,169.3, and \$1,431.0)	2,096.5	1,658.9	1,845.6
Short-term investments (amortized cost: \$1,520.1, \$1,128.4, and \$1,551.8)	1,520.1	1,128.4	1,551.8
Total investments	16,401.7	15,777.5	15,963.0
Cash	156.0	155.5	155.7
Accrued investment income	96.8	111.3	105.7
Premiums receivable, net of allowance for doubtful accounts of \$113.9, \$103.5, and \$124.2	3,167.5	2,928.5	2,929.8
Reinsurance recoverables, including \$41.6, \$34.9, and \$32.3 on paid losses and loss adjustment expenses	818.5	767.3	818.0
Prepaid reinsurance premiums	70.0	86.7	69.8
Deferred acquisition costs	441.7	437.7	433.6
Income taxes	0	7.5	208.0
Property and equipment, net of accumulated depreciation of \$591.4, \$581.1, and \$573.8	916.4	927.4	911.3
Other assets	200.7	326.7	249.9
Total assets	<u>\$22,269.3</u>	<u>\$21,526.1</u>	<u>\$ 21,844.8</u>
Liabilities and Shareholders' Equity			
Unearned premiums	\$ 4,880.6	\$ 4,587.1	\$ 4,579.4
Loss and loss adjustment expense reserves	7,337.4	7,073.6	7,245.8
Accounts payable, accrued expenses, and other liabilities	1,709.6	1,586.1	1,770.8
Income taxes	11.3	0	0
Debt ¹	2,080.0	1,958.7	2,442.1
Total liabilities	16,018.9	15,205.5	16,038.1
Common Shares, \$1.00 par value (authorized 900.0; issued 797.6, 797.6, and 797.7, including treasury shares of 186.4, 141.9, and 184.7)	611.2	655.7	613.0
Paid-in capital	1,029.4	1,013.0	1,006.2
Retained earnings	3,715.0	3,839.2	3,495.0
Accumulated other comprehensive income, net of tax:			
Net non-credit related OTTI losses, adjusted for valuation changes	(2.4)	(2.7)	(5.4)
Other net unrealized gains (losses) on securities	887.6	799.6	688.2
Total net unrealized gains (losses) on securities	885.2	796.9	682.8
Net unrealized gains on forecasted transactions	7.3	13.9	7.9
Foreign currency translation adjustment	2.3	1.9	1.8
Total accumulated other comprehensive income	894.8	812.7	692.5
Total shareholders' equity	6,250.4	6,320.6	5,806.7
Total liabilities and shareholders' equity	<u>\$22,269.3</u>	<u>\$21,526.1</u>	<u>\$ 21,844.8</u>

¹ Consists of long-term debt. See Note 4—Debt.

See notes to consolidated financial statements.

The Progressive Corporation and Subsidiaries
Consolidated Statements of Cash Flows
(unaudited)

Three months ended March 31, (millions)	2012	2011
Cash Flows From Operating Activities		
Net income	\$ 257.6	\$ 362.9
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	22.3	21.0
Amortization of fixed-income securities	50.6	59.5
Amortization of stock-based compensation	16.8	12.2
Net realized (gains) losses on securities	(77.5)	(99.7)
Net (gains) losses on disposition of property and equipment	1.1	1.2
Net (gains) losses on extinguishment of debt	.7	0
Changes in:		
Premiums receivable	(237.7)	(190.1)
Reinsurance recoverables	(.5)	(25.8)
Prepaid reinsurance premiums	(.2)	1.4
Deferred acquisition costs	(8.1)	(20.5)
Income taxes	110.4	165.6
Unearned premiums	301.1	233.3
Loss and loss adjustment expense reserves	91.6	2.5
Accounts payable, accrued expenses, and other liabilities	168.5	153.0
Other, net	11.7	(3.0)
Net cash provided by operating activities	708.4	673.5
Cash Flows From Investing Activities		
Purchases:		
Fixed maturities	(1,679.3)	(3,173.0)
Equity securities	(29.5)	(150.6)
Sales:		
Fixed maturities	1,207.5	2,722.5
Equity securities	74.4	124.8
Maturities, paydowns, calls, and other:		
Fixed maturities	287.8	324.2
Net purchases of short-term investments - other	32.2	(37.6)
Net unsettled security transactions	74.3	(73.2)
Purchases of property and equipment	(29.3)	(17.5)
Sales of property and equipment	.8	.5
Net cash used in investing activities	(61.1)	(279.9)
Cash Flows From Financing Activities		
Proceeds from exercise of stock options	.5	2.9
Tax benefit from exercise/vesting of stock-based compensation	4.1	1.5
Payment of debt	(350.0)	0
Reacquisition of debt	(13.3)	0
Dividends paid to shareholders ¹	(251.0)	(263.6)
Acquisition of treasury shares	(37.7)	(138.0)
Net cash used in financing activities	(647.4)	(397.2)
Effect of exchange rate changes on cash	.4	.2
Increase (decrease) in cash	.3	(3.4)
Cash, January 1	155.7	158.9
Cash, March 31	\$ 156.0	\$ 155.5

¹ Progressive maintains an annual dividend program. See *Note 8—Dividends* for further discussion.

See notes to consolidated financial statements.

The Progressive Corporation and Subsidiaries
Notes to Consolidated Financial Statements
(unaudited)

Note 1 Basis of Presentation — The consolidated financial statements include the accounts of The Progressive Corporation, its subsidiaries, and a mutual company affiliate. All of the subsidiaries and the mutual company affiliate are wholly owned or controlled. The consolidated financial statements reflect all normal recurring adjustments that, in the opinion of management, were necessary for a fair statement of the results for the interim periods presented. The results of operations for the period ended March 31, 2012, are not necessarily indicative of the results expected for the full year. These consolidated financial statements and the notes thereto should be read in conjunction with Progressive's audited financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2011.

On January 1, 2012, we adopted, on a prospective basis, the accounting standard update related to the accounting for the deferral of costs associated with the successful acquisition or renewal of insurance contracts. As a result, \$23 million of deferred acquisition costs that no longer meet the criteria for deferral upon adoption are being recognized as a reduction to income primarily over the first six months of 2012, consistent with our insurance policy terms. During the first quarter 2012, we recognized \$16.8 million of this accounting change.

Note 2 Investments — The following tables present the composition of our investment portfolio by major security type, consistent with our internal classification of how we manage, monitor, and measure the portfolio:

(\$ in millions)	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Net Realized Gains (Losses) ¹	Fair Value	% of Total Fair Value
March 31, 2012						
Fixed maturities:						
U.S. government obligations	\$ 3,045.6	\$ 96.3	\$ (1.8)	\$ 0	\$ 3,140.1	19.1 %
State and local government obligations	1,718.3	47.2	(.8)	0	1,764.7	10.8
Corporate debt securities	2,758.9	105.9	(2.2)	5.6	2,868.2	17.5
Residential mortgage-backed securities	448.5	14.8	(24.6)	0	438.7	2.7
Commercial mortgage-backed securities	2,052.2	70.8	(1.3)	0	2,121.7	12.9
Other asset-backed securities	1,224.4	13.0	(.8)	(.1)	1,236.5	7.5
Redeemable preferred stocks	375.8	25.1	(18.1)	0	382.8	2.3
Total fixed maturities	11,623.7	373.1	(49.6)	5.5	11,952.7	72.8
Equity securities:						
Nonredeemable preferred stocks	434.0	400.3	(1.1)	(.8)	832.4	5.1
Common equities	1,457.3	647.2	(8.0)	0	2,096.5	12.8
Short-term investments:						
Other short-term investments	1,520.1	0	0	0	1,520.1	9.3
Total portfolio ^{2,3}	<u>\$15,035.1</u>	<u>\$1,420.6</u>	<u>\$ (58.7)</u>	<u>\$ 4.7</u>	<u>\$16,401.7</u>	<u>100.0 %</u>

(\$ in millions)	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Net Realized Gains (Losses) ¹	Fair Value	% of Total Fair Value
March 31, 2011						
Fixed maturities:						
U.S. government obligations	\$ 2,965.7	\$ 25.2	\$ (17.8)	\$ 0	\$ 2,973.1	18.8%
State and local government obligations	1,843.1	35.3	(9.7)	0	1,868.7	11.8
Corporate debt securities	2,783.6	72.1	(9.3)	3.3	2,849.7	18.1
Residential mortgage-backed securities	565.5	14.4	(24.1)	0	555.8	3.5
Commercial mortgage-backed securities	1,826.9	57.4	(6.9)	0	1,877.4	11.9
Other asset-backed securities	1,282.1	12.1	(1.7)	.6	1,293.1	8.2
Redeemable preferred stocks	446.7	34.3	(8.5)	0	472.5	3.0
Total fixed maturities	11,713.6	250.8	(78.0)	3.9	11,890.3	75.3
Equity securities:						
Nonredeemable preferred stocks	536.8	563.6	0	(.5)	1,099.9	7.0
Common equities	1,169.3	494.3	(4.7)	0	1,658.9	10.5
Short-term investments:						
Other short-term investments	1,128.4	0	0	0	1,128.4	7.2
Total portfolio ^{2,3}	<u>\$14,548.1</u>	<u>\$1,308.7</u>	<u>\$ (82.7)</u>	<u>\$ 3.4</u>	<u>\$15,777.5</u>	<u>100.0%</u>

(\$ in millions)	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Net Realized Gains (Losses) ¹	Fair Value	% of Total Fair Value
December 31, 2011						
Fixed maturities:						
U.S. government obligations	\$ 2,842.7	\$ 120.3	\$ 0	\$ 0	\$ 2,963.0	18.6%
State and local government obligations	1,938.6	64.1	(.6)	0	2,002.1	12.5
Corporate debt securities	2,801.5	94.3	(6.5)	6.9	2,896.2	18.1
Residential mortgage-backed securities	452.9	9.3	(35.3)	0	426.9	2.7
Commercial mortgage-backed securities	1,829.8	52.3	(5.5)	0	1,876.6	11.8
Other asset-backed securities	1,210.9	11.3	(1.3)	(.3)	1,220.6	7.6
Redeemable preferred stocks	379.3	18.6	(24.0)	0	373.9	2.3
Total fixed maturities	11,455.7	370.2	(73.2)	6.6	11,759.3	73.6
Equity securities:						
Nonredeemable preferred stocks	473.7	342.6	(3.7)	(6.3)	806.3	5.1
Common equities	1,431.0	440.0	(25.4)	0	1,845.6	11.6
Short-term investments:						
Other short-term investments	1,551.8	0	0	0	1,551.8	9.7
Total portfolio ^{2,3}	<u>\$14,912.2</u>	<u>\$1,152.8</u>	<u>\$ (102.3)</u>	<u>\$.3</u>	<u>\$15,963.0</u>	<u>100.0%</u>

¹ Represents net holding period gains (losses) on certain hybrid securities (discussed below).

² At March 31, 2012, we had \$27.4 million of net unsettled security transactions included in other liabilities, compared to \$119.5 million and \$46.9 million included in other assets at March 31, 2011 and December 31, 2011, respectively.

³ The total fair value of the portfolio at March 31, 2012 and 2011, and December 31, 2011 included \$1.5 billion, \$1.8 billion, and \$2.0 billion, respectively, of securities held in a consolidated, non-insurance subsidiary of the holding company, net of any unsettled security transactions.

Our other short-term investments include Eurodollar deposits, commercial paper, reverse repurchase transactions, and other investments that are expected to mature within one year.

Included in our fixed-maturity and equity securities are hybrid securities, which are reported at fair value:

(millions)	March 31,		December 31,
	2012	2011	2011
Fixed maturities:			
Corporate debt securities	\$167.7	\$221.2	\$ 234.9
Other asset-backed securities	15.8	15.8	15.5
Total fixed maturities	183.5	237.0	250.4
Equity securities:			
Nonredeemable preferred stocks	19.7	34.0	14.2
Total hybrid securities	<u>\$203.2</u>	<u>\$271.0</u>	<u>\$ 264.6</u>

Certain corporate debt securities are accounted for as hybrid securities since they were acquired at a substantial premium and contain a change-in-control put option (derivative) that permits the investor, at its sole option once the change in control is triggered, to put the security back to the issuer at a 1% premium to par. Due to this change-in-control put option and the substantial market premium paid to acquire these securities, there is the potential that the election to put, upon the change in control, could result in an acceleration of the remaining premium paid on these securities, which would result in a loss of \$12.1 million as of March 31, 2012, if all of the bonds experienced a simultaneous change-in-control and we elected to exercise all of our put options. The put feature limits the potential loss in value that could be experienced in the event a corporate action occurs that results in a change-in-control which materially diminishes the credit quality of the issuer. We are under no obligation to exercise the put option we hold if a change in control occurs.

In our asset-backed portfolio, we hold one hybrid security that was acquired at a deep discount to par due to a failing auction, and contains a put option that allows the investor to put that security back to the auction at par if the auction is restored. This embedded derivative has the potential to more than double our initial investment yield.

The hybrid securities in our nonredeemable preferred stock portfolio are perpetual preferred stocks that have call features with fixed-rate coupons, whereby the change in value of the call features is a component of the overall change in value of the preferred stocks.

Our securities are reported at fair value, with the changes in fair value of these securities (other than hybrid securities and derivative instruments) reported as a component of accumulated other comprehensive income, net of deferred income taxes. The changes in fair value of the hybrid securities and derivative instruments are recorded as a component of net realized gains (losses) on securities.

Gross Unrealized Losses As of March 31, 2012, we had \$50.7 million of gross unrealized losses in our fixed-income securities (i.e., fixed-maturity securities, nonredeemable preferred stocks, and short-term investments) and \$8.0 million in our common equities. We currently do not intend to sell the fixed-income securities and determined that it is more likely than not that we will not be required to sell these securities during the period of time necessary to recover their cost bases. A review of our fixed-income securities indicated that the issuers were current with respect to their interest obligations and that there was no evidence of any deterioration of the current cash flow projections that would indicate we would not receive the remaining principal at maturity. In addition, 96% of our common stock portfolio was indexed to the Russell 1000; as such, this portfolio may contain securities in a loss position for an extended period of time, subject to possible write-downs, as described below. We may retain these securities as long as the portfolio and index correlation remain similar. To the extent there is issuer specific deterioration, we may write-down the securities. The remaining 4% of our common stocks are part of a managed equity strategy selected and administered by an external investment advisor. If our strategy were to change and these securities were determined to be other-than-temporarily impaired, we would recognize a write-down in accordance with our stated policy.

The following tables show the composition of gross unrealized losses by major security type and by the length of time that individual securities have been in a continuous unrealized loss position:

	Total Fair Value	Gross Unrealized Losses	Less than 12 Months		12 Months or Greater	
(millions)			Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<u>March 31, 2012</u>						
Fixed maturities:						
U.S. government obligations	\$ 520.6	\$ (1.8)	\$ 520.6	\$ (1.8)	\$ 0	\$ 0
State and local government obligations	124.7	(.8)	111.2	(.7)	13.5	(.1)
Corporate debt securities	192.1	(2.2)	161.0	(1.7)	31.1	(.5)
Residential mortgage-backed securities	286.4	(24.6)	21.6	(.5)	264.8	(24.1)
Commercial mortgage-backed securities	221.9	(1.3)	196.6	(1.0)	25.3	(.3)
Other asset-backed securities	72.8	(.8)	55.0	(.4)	17.8	(.4)
Redeemable preferred stocks	193.8	(18.1)	43.8	(1.1)	150.0	(17.0)
Total fixed maturities	1,612.3	(49.6)	1,109.8	(7.2)	502.5	(42.4)
Equity securities:						
Nonredeemable preferred stocks	22.0	(1.1)	22.0	(1.1)	0	0
Common equities	92.1	(8.0)	73.8	(7.2)	18.3	(.8)
Total equity securities	114.1	(9.1)	95.8	(8.3)	18.3	(.8)
Total portfolio	\$1,726.4	\$ (58.7)	\$1,205.6	\$ (15.5)	\$520.8	\$ (43.2)

	Total Fair Value	Gross Unrealized Losses	Less than 12 Months		12 Months or Greater	
(millions)			Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2011						
Fixed maturities:						
U.S. government obligations	\$1,592.2	\$ (17.8)	\$1,592.2	\$ (17.8)	\$ 0	\$ 0
State and local government obligations	494.8	(9.7)	466.1	(8.9)	28.7	(.8)
Corporate debt securities	721.3	(9.3)	691.7	(9.0)	29.6	(.3)
Residential mortgage-backed securities	363.6	(24.1)	129.5	(1.3)	234.1	(22.8)
Commercial mortgage-backed securities	435.6	(6.9)	363.7	(4.2)	71.9	(2.7)
Other asset-backed securities	297.5	(1.7)	284.7	(1.1)	12.8	(.6)
Redeemable preferred stocks	161.5	(8.5)	0	0	161.5	(8.5)
Total fixed maturities	4,066.5	(78.0)	3,527.9	(42.3)	538.6	(35.7)
Equity securities:						
Nonredeemable preferred stocks	0	0	0	0	0	0
Common equities	48.4	(4.7)	31.7	(3.2)	16.7	(1.5)
Total equity securities	48.4	(4.7)	31.7	(3.2)	16.7	(1.5)
Total portfolio	\$4,114.9	\$ (82.7)	\$3,559.6	\$ (45.5)	\$555.3	\$ (37.2)

	Total Fair Value	Gross Unrealized Losses	Less than 12 Months		12 Months or Greater	
(millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<u>December 31, 2011</u>						
Fixed maturities:						
U.S. government obligations	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
State and local government obligations	93.6	(.6)	79.5	(.5)	14.1	(.1)
Corporate debt securities	262.7	(6.5)	137.3	(4.6)	125.4	(1.9)
Residential mortgage-backed securities	308.7	(35.3)	34.4	(2.0)	274.3	(33.3)
Commercial mortgage-backed securities	203.7	(5.5)	161.4	(3.5)	42.3	(2.0)
Other asset-backed securities	284.2	(1.3)	259.7	(1.0)	24.5	(.3)
Redeemable preferred stocks	191.4	(24.0)	43.5	(1.5)	147.9	(22.5)
Total fixed maturities	1,344.3	(73.2)	715.8	(13.1)	628.5	(60.1)
Equity securities:						
Nonredeemable preferred stocks	19.5	(3.7)	19.5	(3.7)	0	0
Common equities	214.6	(25.4)	196.7	(23.1)	17.9	(2.3)
Total equity securities	234.1	(29.1)	216.2	(26.8)	17.9	(2.3)
Total portfolio	\$1,578.4	\$ (102.3)	\$932.0	\$ (39.9)	\$646.4	\$ (62.4)

Other-than-Temporary Impairment (OTTI) The following table shows the total non-credit portion of the OTTI recorded in accumulated other comprehensive income, reflecting the original non-credit loss at the time the credit impairment was determined:

(millions)	March 31,		December 31,
	2012	2011	2011
Fixed maturities:			
Residential mortgage-backed securities	\$(44.5)	\$(44.3)	\$ (44.8)
Commercial mortgage-backed securities	(.9)	(1.0)	(1.0)
Total fixed maturities	<u>\$(45.4)</u>	<u>\$(45.3)</u>	<u>\$ (45.8)</u>

The following tables provide rollforwards of the amounts related to credit losses recognized in earnings for the periods ended March 31, 2012 and 2011, for which portions of the OTTI losses were also recognized in accumulated other comprehensive income at the time the credit impairments were determined and recognized:

(millions)	Three Months Ended March 31, 2012			
	Mortgage-Backed		Corporate	Total
	Residential	Commercial	Debt	
Beginning balance at January 1, 2012	\$ 34.5	\$ 1.3	\$ 0	\$35.8
Credit losses for which an OTTI was previously recognized	0	0	0	0
Credit losses for which an OTTI was not previously recognized	.1	0	0	.1
Reductions for securities sold/matured	0	(.2)	0	(.2)
Change in recoveries of future cash flows expected to be collected ¹	(2.3)	0	0	(2.3)
Reductions for previously recognized credit impairments written-down to fair value ²	(4.0)	(.3)	0	(4.3)
Ending balance at March 31, 2012	<u>\$ 28.3</u>	<u>\$.8</u>	<u>\$ 0</u>	<u>\$29.1</u>

(millions)	Three Months Ended March 31, 2011			
	Mortgage-Backed		Corporate	Total
	Residential	Commercial	Debt	
Beginning balance at January 1, 2011	\$ 32.3	\$ 1.0	\$ 6.5	\$39.8
Credit losses for which an OTTI was previously recognized	0	0	0	0
Credit losses for which an OTTI was not previously recognized	.1	.2	0	.3
Reductions for securities sold/matured	0	0	0	0
Change in recoveries of future cash flows expected to be collected ¹	3.2	.2	0	3.4
Reductions for previously recognized credit impairments written-down to fair value ²	(1.1)	(.4)	0	(1.5)
Ending balance at March 31, 2011	<u>\$ 34.5</u>	<u>\$ 1.0</u>	<u>\$ 6.5</u>	<u>\$42.0</u>

¹ Reflects expected recovery of prior period impairments that will be accreted into income over the remaining life of the security, net of any current quarter (increases) decreases in expected cash flows on previously recorded reductions.

² Reflects reductions of prior credit impairments where the current credit impairment requires writing securities down to fair value (i.e., no remaining non-credit loss).

Although we determined that it is more likely than not that we will not be required to sell the securities prior to the recovery of their respective cost bases (which could be maturity), we are required to measure the amount of credit losses on the securities that were determined to be other-than-temporarily impaired. In that process, we considered a number of factors and inputs related to the individual securities. The methodology and significant inputs used to measure the amount of credit losses in our portfolio included: 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. Updated cash flow expectations were also generated by our portfolio managers based upon these performance indicators. In order to determine the amount of credit loss, if any, the net present value of the cash flows expected (i.e., expected recovery value) was calculated using the current book yield for each security, and was compared to its current amortized value. In the event that the net present value was below the amortized value, a credit loss was deemed to exist, and the security was written down.

Trading Securities At March 31, 2012 and 2011, and December 31, 2011, we did not hold any trading securities and did not have any net realized gains (losses) on trading securities for the three months ended March 31, 2012 and 2011.

Derivative Instruments We have invested in the following derivative exposures at various times: interest rate swaps, asset-backed credit default swaps, U.S. corporate debt credit default swaps, cash flow hedges, and equity options.

For all derivative positions discussed below, realized holding period gains and losses are netted with any upfront cash that may be exchanged under the contract to determine if the net position should be classified either as an asset or liability. To be reported as an asset and a component of the available-for-sale portfolio, the inception-to-date realized gain on the derivative position at period end would have to exceed any upfront cash received (net derivative asset). On the other hand, a net derivative liability would include any inception-to-date realized loss plus the amount of upfront cash received (or netted, if upfront cash was paid) and would be reported as a component of other liabilities. These net derivative assets/liabilities are not separately disclosed on the balance sheet due to their immaterial effect on our financial condition, cash flows, and results of operations.

The following table shows the status of our derivative instruments at March 31, 2012 and 2011, and December 31, 2011, and for the three months ended March 31, 2012 and 2011; amounts are on a pretax basis:

(millions)										
				Balance Sheet			Income Statement			
				Assets (Liabilities)			Net Realized			
				Fair Value			Gains (Losses) on Securities			
							Three months ended			
							March 31,			

NA= Not Applicable

¹ The amounts represent the value held at quarter and year end for open positions and the maximum amount held during the quarter for closed positions.

CASH FLOW HEDGES

During the quarter ended March 31, 2012, we repurchased \$12.6 million principal amount of our 6.70% Junior Subordinated Debentures due 2067 (the “6.70% Debentures”) for \$13.3 million in the open market. During the year ended December 31, 2011, we repurchased \$15.0 million principal amount of the 6.70% Debentures for \$15.1 million in the open market (see *Note 4 – Debt* for further discussion). We reclassified \$0.3 million, in both the first quarter 2012 and during 2011, on a pretax basis, from accumulated other comprehensive income on the balance sheet to net realized gains (losses) on securities on the comprehensive income statement, reflecting the portion of the unrealized gain on forecasted transactions that was related to the portion of the 6.70% Debentures repurchased during the periods. We did not repurchase any debt during the quarter ended March 31, 2011.

INTEREST RATE SWAPS

During the periods ended March 31, 2012 and 2011, and December 31, 2011, we invested in interest rate swap positions, primarily to manage the fixed-income portfolio duration. At March 31, 2012, we held a 9-year interest rate swap position (opened in 2009) and two 5-year interest rate swap positions (opened in 2011); in each case, we are paying a fixed rate and receiving a variable rate, effectively shortening the duration of our fixed-income portfolio. We closed a portion of the 9-year position during the first quarter 2011. The combined open positions have generated an aggregate realized loss, as interest rates have fallen since the inception of these positions. As of March 31, 2012 and 2011, and December 31, 2011, we delivered \$79.7 million, \$36.3 million, and \$81.7 million, respectively, in cash collateral to the applicable counterparty on these positions.

CORPORATE CREDIT DEFAULT SWAPS

Financial Services Sector - During the periods ended March 31, 2012 and 2011, and December 31, 2011, we held a position, which was opened during the third quarter 2008, on one corporate issuer within the financial services sector for which we bought credit default protection in the form of a credit default swap for a 5-year time horizon. We hold this protection to reduce some of our exposure to additional valuation declines on a preferred stock position of the same issuer. As of March 31, 2012 and December 31, 2011, we received \$0.4 million and \$0.7 million, respectively, in cash collateral from the counterparty on this position. As of March 31, 2011, we delivered \$0.2 million in cash collateral to the counterparty on this position.

Automotive Sector - We held no credit default swaps in this sector at March 31, 2012 or December 31, 2011. During the period ended March 31, 2011, we held a position, which was opened during 2010 and closed during the third quarter 2011, where we sold credit protection in the form of a corporate credit default swap on one issuer in the automotive sector for a 5-year time horizon. We would have been required to cover a \$10 million notional value if a credit event had been triggered, including failure to pay or bankruptcy by the issuer. We acquired an equal par value amount of U.S. Treasury Notes with a similar maturity to cover the credit default swap’s notional exposure. As of March 31, 2011, the credit worthiness of the issuer was favorable and we received \$0.9 million in cash collateral from the counterparty on this position.

Note 3 Fair Value — We have categorized our 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., U.S. government obligations, active exchange-traded equity securities, and certain short-term securities).
- *Level 2:* Inputs (other than quoted prices included within Level 1) that are observable for the instrument either directly or indirectly (e.g., certain corporate and municipal bonds and certain preferred stocks). 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 our subjective evaluation about the assumptions market participants would use in pricing the financial instrument (e.g., certain structured securities and privately held investments).

Determining the fair value of the investment portfolio is the responsibility of management. As part of our responsibility, we evaluate whether a market is distressed or inactive in determining the fair value of our portfolio. We review certain market level inputs to evaluate whether sufficient activity, volume, and new issuances exist to create an active market. Based on this evaluation, we concluded that there was sufficient activity related to the sectors and securities for which we obtained valuations.

The composition of the investment portfolio by major security type was:

(millions)	Fair Value				Cost
	Level 1	Level 2	Level 3	Total	
March 31, 2012					
Fixed maturities:					
U.S. government obligations	\$3,140.1	\$ 0	\$ 0	\$ 3,140.1	\$ 3,045.6
State and local government obligations	0	1,764.7	0	1,764.7	1,718.3
Corporate debt securities	0	2,868.2	0	2,868.2	2,758.9
Subtotal	3,140.1	4,632.9	0	7,773.0	7,522.8
Asset-backed securities:					
Residential mortgage-backed	0	380.0	58.7	438.7	448.5
Commercial mortgage-backed	0	2,098.9	22.8	2,121.7	2,052.2
Other asset-backed	0	1,234.7	1.8	1,236.5	1,224.4
Subtotal asset-backed securities	0	3,713.6	83.3	3,796.9	3,725.1
Redeemable preferred stocks:					
Financials	24.8	109.3	0	134.1	120.7
Utilities	0	69.4	0	69.4	70.8
Industrials	0	179.3	0	179.3	184.3
Subtotal redeemable preferred stocks	24.8	358.0	0	382.8	375.8
Total fixed maturities	3,164.9	8,704.5	83.3	11,952.7	11,623.7
Equity securities:					
Nonredeemable preferred stocks:					
Financials	274.4	511.5	0	785.9	398.7
Utilities	0	46.5	0	46.5	35.3
Industrials	0	0	0	0	0
Subtotal nonredeemable preferred stocks	274.4	558.0	0	832.4	434.0
Common equities:					
Common stocks	2,085.4	0	0	2,085.4	1,453.9
Other equity-like investments	0	0	11.1	11.1	3.4
Subtotal common equities	2,085.4	0	11.1	2,096.5	1,457.3
Total fixed maturities and equity securities	5,524.7	9,262.5	94.4	14,881.6	13,515.0
Short-term investments:					
Other short-term investments	1,179.5	340.6	0	1,520.1	1,520.1
Total portfolio	\$6,704.2	\$9,603.1	\$94.4	\$16,401.7	\$15,035.1
Debt	\$ 0	\$2,337.0	\$ 0	\$ 2,337.0	\$ 2,080.0

(millions)	Fair Value				
	Level 1	Level 2	Level 3	Total	Cost
March 31, 2011					
Fixed maturities:					
U.S. government obligations	\$2,973.1	\$ 0	\$ 0	\$ 2,973.1	\$ 2,965.7
State and local government obligations	0	1,868.7	0	1,868.7	1,843.1
Corporate debt securities	0	2,820.1	29.6	2,849.7	2,783.6
Subtotal	2,973.1	4,688.8	29.6	7,691.5	7,592.4
Asset-backed securities:					
Residential mortgage-backed	0	479.5	76.3	555.8	565.5
Commercial mortgage-backed	0	1,850.3	27.1	1,877.4	1,826.9
Other asset-backed	0	1,288.0	5.1	1,293.1	1,282.1
Subtotal asset-backed securities	0	3,617.8	108.5	3,726.3	3,674.5
Redeemable preferred stocks:					
Financials	24.3	146.1	0	170.4	148.6
Utilities	0	72.1	0	72.1	70.4
Industrials	0	230.0	0	230.0	227.7
Subtotal redeemable preferred stocks	24.3	448.2	0	472.5	446.7
Total fixed maturities	2,997.4	8,754.8	138.1	11,890.3	11,713.6
Equity securities:					
Nonredeemable preferred stocks:					
Financials	556.0	466.0	0	1,022.0	474.9
Utilities	0	64.2	0	64.2	47.9
Industrials	0	13.7	0	13.7	14.0
Subtotal nonredeemable preferred stocks	556.0	543.9	0	1,099.9	536.8
Common equities:					
Common stocks	1,647.1	0	0	1,647.1	1,165.2
Other equity-like investments	0	0	11.8	11.8	4.1
Subtotal common equities	1,647.1	0	11.8	1,658.9	1,169.3
Total fixed maturities and equity securities	\$5,200.5	\$9,298.7	\$149.9	14,649.1	13,419.7
Short-term investments:					
Other short-term investments¹				1,128.4	1,128.4
Total portfolio				\$15,777.5	\$14,548.1
Debt¹				\$ 2,120.5	\$ 1,958.7

(millions)	Fair Value				
	Level 1	Level 2	Level 3	Total	Cost
December 31, 2011					
Fixed maturities:					
U.S. government obligations	\$2,963.0	\$ 0	\$ 0	\$ 2,963.0	\$ 2,842.7
State and local government obligations	0	2,002.1	0	2,002.1	1,938.6
Corporate debt securities	0	2,896.2	0	2,896.2	2,801.5
Subtotal	2,963.0	4,898.3	0	7,861.3	7,582.8
Asset-backed securities:					
Residential mortgage-backed	0	364.6	62.3	426.9	452.9
Commercial mortgage-backed	0	1,855.3	21.3	1,876.6	1,829.8
Other asset-backed	0	1,218.0	2.6	1,220.6	1,210.9
Subtotal asset-backed securities	0	3,437.9	86.2	3,524.1	3,493.6
Redeemable preferred stocks:					
Financials	24.1	107.2	0	131.3	124.3
Utilities	0	68.1	0	68.1	70.8
Industrials	0	174.5	0	174.5	184.2
Subtotal redeemable preferred stocks	24.1	349.8	0	373.9	379.3
Total fixed maturities	2,987.1	8,686.0	86.2	11,759.3	11,455.7
Equity securities:					
Nonredeemable preferred stocks:					
Financials	227.9	525.4	0	753.3	433.7
Utilities	0	53.0	0	53.0	40.0
Industrials	0	0	0	0	0
Subtotal nonredeemable preferred stocks	227.9	578.4	0	806.3	473.7
Common equities:					
Common stocks	1,834.1	0	0	1,834.1	1,427.3
Other equity-like investments	0	0	11.5	11.5	3.7
Subtotal common equities	1,834.1	0	11.5	1,845.6	1,431.0
Total fixed maturities and equity securities	\$5,049.1	\$9,264.4	\$97.7	14,411.2	13,360.4
Short-term investments:					
Other short-term investments¹				1,551.8	1,551.8
Total portfolio				\$15,963.0	\$14,912.2
Debt¹				\$ 2,664.7	\$ 2,442.1

¹ Under the prior accounting guidance, fair value hierarchies were not required.

Our portfolio valuations classified as either Level 1 or Level 2 in the above tables are priced exclusively by external sources, including: pricing vendors, dealers/market makers, and exchange-quoted prices. We did not have any transfers between Level 1 and Level 2 at March 31, 2012. At March 31, 2011, we had two nonredeemable preferred securities with an aggregate value of \$71.2 million that were transferred from Level 2 to Level 1 due to the availability of exchange pricing. At December 31, 2011, we had one nonredeemable preferred security with a value of \$44.2 million that was transferred from Level 1 to Level 2 due to the lack of an exchange-quoted price at year-end. The exchange price was not available due to illiquidity in the market place. A consistent exchange-quoted price was previously available for this security, and we will continue to monitor the security for future exchange trading volume. We recognize transfers between levels at the end of the reporting period.

Our short-term security holdings classified as Level 1 are considered highly liquid, actively marketed, and have a very short duration, primarily seven days or less to redemption. These securities are held at their original cost, adjusted for any amortization of discount or premium, since that value very closely approximates what an active market participant would be willing to pay for such securities. The remainder of our short-term securities are classified as Level 2 and are not priced externally since these securities continually trade at par value. These securities are classified as Level 2 since they are primarily longer-dated auction securities issued by municipalities that contain a redemption put feature back to the auction pool with a redemption period of less than seven days. The auction pool is created by a liquidity provider and if the auction is not available at the end of the seven days, we are able to put the security back to the state of issuance at par.

At March 31, 2012 and 2011, vendor-quoted prices represented 57% of our Level 1 classifications (excluding short-term investments), compared to 59% at December 31, 2011. The securities quoted by vendors in Level 1 represent our holdings in U.S. Treasury Notes, which are frequently traded and the quotes are considered similar to exchange-traded quotes. The balance of our Level 1 pricing comes from quotes obtained directly from trades made on active exchanges.

At March 31, 2012, vendor-quoted prices comprised 97% of our Level 2 classifications (excluding short-term investments), while dealer-quoted prices represented 3%, compared to 96% and 4%, respectively, at both March 31, 2011 and December 31, 2011. In our process for selecting a source (e.g., dealer, pricing service) to provide pricing for securities in our portfolio, we reviewed documentation from the sources that detailed the pricing techniques and methodologies used by these sources and determined if their policies adequately considered market activity, either based on specific transactions for the particular security type or based on modeling of securities with similar credit quality, duration, yield, and structure that were recently transacted. Once a source is chosen, we continue to monitor any changes or modifications to their processes by reviewing their documentation on internal controls for pricing and market reviews.

Our internal pricing policy is to consistently use a single source in order to maintain the integrity established when selecting the source initially. From time to time, we will obtain a quote from more than one source to help us further evaluate the market price of a security. Quotes obtained from the sources are not considered binding offers to transact a trade. Under our policy, when a review of the valuation received from our selected source appears outside what is considered market level activity (which is defined as trading at spreads or yields significantly different than comparable securities or outside the general sector level movement without a reasonable explanation), we may use an alternate source's price. To the extent we determine that it is prudent to substitute one source's price for another, we will contact the initial source to obtain an understanding of the factors that may be contributing to the significant price variance, which often leads the source to adjust their pricing input data for future pricing.

To allow us to determine if our initial source is providing a price that is outside of a reasonable range, we review our portfolio pricing on a weekly basis. We frequently challenge prices from our sources when a price provided does not match our expectations based on our evaluation of market trends/activity. Initially, we perform a global review of our portfolio by sector to identify securities whose prices appear outside of a reasonable range. We refine our review to analyze prices by specific criteria, such as whether the security is investment or non-investment-grade, prime or sub-prime, or a consumer product (e.g., auto, credit card). Through this review, we try to determine what contributed to the price variances among sources by analyzing spread movement, comparable security trades, if available, or industry or specific issuer fundamentals. We review quality control measures of our sources as they become available to determine if any significant changes have occurred from period to period that might indicate issues/concerns regarding their evaluation or market coverage. We also review data assumptions as supplied by our sources to determine if that data is relevant to current market conditions. In addition, we independently review each sector for transaction volumes, new issuances, and changes in spreads, as well as the overall movement of interest rates along the yield curve to determine if sufficient activity and liquidity exists to provide a credible source for our market valuations.

During each valuation period, we create internal estimations of portfolio valuation (performance returns), based on current market-related activity (i.e., interest rate and credit spread movements and other credit-related factors) within each major sector of our portfolio. We compare our internally generated portfolio results with those generated based on quotes we received externally and research material valuation differences. We compare our results to index returns for each major sector adjusting for duration and credit quality differences to better understand our portfolio's results. Additionally, we review on a monthly basis our external sales transactions and compare the actual final market sales price to a previous market valuation price. This review provides us further validation that our pricing sources are providing market level prices, since we are able to explain significant price changes (i.e., greater than 2%) as known events occur in the market place and affect a particular security's price at sale.

This analysis provides us additional comfort regarding the source's process, the quality of their review, and their willingness to improve their analysis based on feedback from clients. We believe this collaborative effort helps ensure that we are reporting the most representative fair values of our securities.

With limited exceptions, our Level 3 securities are also priced externally; however, due to several factors (e.g., nature of the securities, level of activity, and lack of similar securities trading to obtain observable market level inputs), these valuations are more subjective in nature. Certain private equity investments and fixed-income investments included in the Level 3 category are valued using external pricing supplemented by internal review and analysis.

After all the valuations are received and our review is complete, if the inputs used by vendors are determined to not contain sufficient observable market information, we will reclassify the affected security valuations to Level 3. At March 31, 2012 and 2011, and December 31, 2011, securities in our fixed-maturity portfolio listed as Level 3 were comprised substantially of securities that were either: (i) private placement deals, (ii) thinly held and/or traded securities, or (iii) non-investment-grade securities with little liquidity. Based on these factors, it was difficult to independently verify observable market inputs that were used to generate the external valuations we received. At March 31, 2012 and 2011, and December 31, 2011, we had one private common equity security with a value of \$10.2 million that was priced internally. Additionally, at March 31, 2012 and December 31, 2011, we had two fixed-maturity securities with an aggregate value of \$0.5 million that were priced internally. At March 31, 2011, we had two fixed-maturity securities with an aggregate value of \$0.6 million that were priced internally. Despite the lack of sufficient observable market information, we believe the valuations received in conjunction with our procedures for evaluating third-party prices support the fair values as reported in the financial statements.

We review the prices from our external sources for reasonableness using internally developed assumptions to derive a price for the security, which is then compared to the price we received. Based on our review, all of the prices received from external sources remained unadjusted.

The following tables provide a summary of changes in fair value associated with Level 3 assets for the three months ended March 31, 2012 and 2011:

	Level 3 Fair Value Three months ended March 31, 2012							
(millions)	Fair Value at Dec. 31, 2011	Calls/ Maturities/ Paydowns	Purchases	Sales	Net Realized (gain)/loss	Change in Valuation	Net Transfers in (out)	Fair value at March 31, 2012
Fixed maturities:								
Asset-backed securities:								
Residential mortgage-backed	\$ 62.3	\$ (3.7)	\$ 0	\$ 0	\$ 0	\$.1	\$ 0	\$ 58.7
Commercial mortgage-backed	21.3	0	0	0	0	1.5	0	22.8
Other asset-backed	2.6	(.8)	0	0	0	0	0	1.8
Total asset-backed securities	86.2	(4.5)	0	0	0	1.6	0	83.3
Corporate debt securities	0	0	0	0	0	0	0	0
Total fixed maturities	86.2	(4.5)	0	0	0	1.6	0	83.3
Equity securities:								
Common equities:								
Other equity-like investments	11.5	0	0	0	0	(.4)	0	11.1
Total Level 3 securities	\$ 97.7	\$ (4.5)	\$ 0	\$ 0	\$ 0	\$ 1.2	\$ 0	\$ 94.4

	Level 3 Fair Value Three months ended March 31, 2011							
(millions)	Fair Value at Dec. 31, 2010	Calls/ Maturities/ Paydowns	Purchases	Sales	Net Realized (gain)/loss	Change in Valuation	Net Transfers in (out) ¹	Fair value at March 31, 2011
Fixed maturities:								
Asset-backed securities:								
Residential mortgage-backed	\$ 96.7	\$ (5.0)	\$ 0	\$ 0	\$ 0	\$ 0	\$ (15.4)	\$ 76.3
Commercial mortgage-backed	27.5	0	0	0	0	(.4)	0	27.1
Other asset-backed	5.0	(.4)	0	0	0	.5	0	5.1
Total asset-backed securities	129.2	(5.4)	0	0	0	.1	(15.4)	108.5
Corporate debt securities	29.5	0	0	0	0	.1	0	29.6
Total fixed maturities	158.7	(5.4)	0	0	0	.2	(15.4)	138.1
Equity securities:								
Common equities:								
Other equity-like investments	11.8	0	0	0	0	0	0	11.8
Total Level 3 securities	\$ 170.5	\$ (5.4)	\$ 0	\$ 0	\$ 0	\$.2	\$ (15.4)	\$ 149.9

¹ The \$(15.4) million was transferred out of Level 3 into Level 2 due to the availability of vendor pricing on a residential mortgage-backed security.

The following table provides a summary of the quantitative information about Level 3 fair value measurements for our internally priced securities at March 31, 2012:

(millions)	Quantitative Information about Level 3 Fair Value Measurements			
	Fair Value at Mar. 31, 2012	Valuation Technique	Unobservable Input	Unobservable Input Assumption
Fixed maturities:				
Asset-backed securities:				
Residential mortgage-backed	\$.3	Prepayment model	Prepayment rate ¹	7
Commercial mortgage-backed	.2	Matrix pricing model	Prepayment rate ²	100
Total fixed maturities	.5			
Equity securities:				
Common equities:				
Other equity-like investments	10.2	Discounted consolidated equity	Discount for lack of marketability	20%
Total internally priced securities	\$ 10.7			

¹ The 7 constant prepayment rate (CPR) assumes that 7% of the principal amount of the underlying loans will be paid off prematurely in each year.

² The 100 constant prepayment rate after yield maintenance (CPY) assumes that all loans will pay off as soon as their contractual lockout and yield maintenance period ends.

The quantitative table does not include securities whose Level 3 fair values are obtained from non-binding broker quotes where unobservable inputs are not reasonably available to us. Due to the immateriality of the security values, any changes in pricing methodology would not have a significant change in valuation that would materially impact other comprehensive income.

Note 4 Debt — Debt consisted of:

(millions)	March 31, 2012		March 31, 2011		December 31, 2011	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
6.375% Senior Notes due 2012	\$ 0	\$ 0	\$ 349.7	\$ 365.8	\$ 350.0	\$ 350.5
7% Notes due 2013	149.8	163.1	149.6	167.6	149.7	162.4
3.75% Senior Notes due 2021	497.1	532.2	0	0	497.0	525.3
6 5/8% Senior Notes due 2029	295.0	370.2	294.9	337.9	295.0	364.4
6.25% Senior Notes due 2032	394.4	486.4	394.3	429.4	394.4	492.4
6.70% Fixed-to-Floating Rate Junior Subordinated Debentures due 2067	743.7	785.1	770.2	819.8	756.0	769.7
Total	<u>\$2,080.0</u>	<u>\$2,337.0</u>	<u>\$1,958.7</u>	<u>\$2,120.5</u>	<u>\$2,442.1</u>	<u>\$2,664.7</u>

In March 2012, we repurchased \$12.6 million in aggregate principal amount of our 6.70% Fixed-to-Floating Rate Junior Subordinated Debentures due 2067 (the “6.70% Debentures”), for \$13.3 million in the open market, resulting in a loss on these extinguishments of \$0.7 million. During the second half of 2011, we repurchased \$15.0 million in aggregate principal amount of our 6.70% Debentures, for \$15.1 million in the open market, resulting in a loss on these debt extinguishments of \$0.1 million. In addition, we reclassified \$0.3 million, in both the first quarter 2012 and during 2011, on a pretax basis, from accumulated other comprehensive income on the balance sheet to net realized gains (losses) on securities on the comprehensive income statement, reflecting the portion of the unrealized gain on forecasted transactions that was related to the portion of the 6.70% Debentures repurchased during the periods.

In January 2012, we retired all \$350 million of our 6.375% Senior Notes at maturity.

On December 31, 2011, we entered into an amendment to the 364-Day Secured Liquidity Credit Facility Agreement (“Credit Facility Agreement”) with PNC Bank, National Association (PNC), which extended the expiration date of our outstanding credit facility agreement until December 31, 2012, unless earlier terminated pursuant to the terms of the agreement. Under this agreement, we may borrow up to \$125 million, which may be increased to \$150 million at our request but subject to PNC’s discretion. The purpose of the credit facility is to provide liquidity in the event of disruptions in our cash management operations, such as disruptions in the financial markets or related facilities that affect our ability to transfer or receive funds. Under this credit facility, we may borrow funds, on a revolving basis, either in the form of Eurodollar Loans or Base Rate Loans. Eurodollar Loans will bear interest at one-, two-, three-, or six-month LIBOR (as selected by us) plus 50 basis points for the selected period. Base Rate Loans will bear daily interest at the greater of (a) PNC’s prime rate for such day, (b) the federal funds effective rate for such day plus 1/2% per annum, or (c) one-month LIBOR plus 2% per annum. Any borrowings under this agreement will be secured by a lien on certain marketable securities held in our investment portfolio. We had no borrowings under this arrangement in 2011 or through the first three months of 2012.

In September 2011, we entered into an agreement with The Bank of New York Mellon Trust Company, N.A., as trustee, modifying the terms of our 6.70% Debentures. Pursuant to that agreement, among other changes, we surrendered our right to temporarily defer the payment of interest on the 6.70% Debentures and terminated a related obligation to reserve 250 million of our unissued common shares as a source of potential funding to pay any such deferred interest. The changes were effective immediately upon execution of the agreement. Prior to this time, and subject to certain conditions, we had the right to defer the payment of interest on our 6.70% Debentures for one or more periods not exceeding ten consecutive years each.

In August 2011, we issued \$500 million of 3.75% Senior Notes due 2021 (the “3.75% Senior Notes”). We received proceeds of \$497 million, after deducting underwriter’s discounts and commissions, and incurred an additional \$1.0 million of expenses related to the issuance. In addition, upon issuance of the 3.75% Senior Notes, we closed a forecasted debt issuance hedge, which was entered into to hedge against a possible rise in interest rates, and recognized a \$5.1 million pretax loss as part of accumulated other comprehensive income (loss); the loss will be recognized as an increase to interest expense and amortized over the life of the 3.75% Senior Notes.

Note 5 Income Taxes — At March 31, 2012 and 2011 and December 31, 2011, we determined that we did not need a valuation allowance on our deferred tax asset. Although realization of the deferred tax asset is not assured, management believes that it is more likely than not that the gross deferred tax asset will be realized based on our expectation that we will be able to fully utilize the deductions that are ultimately recognized for tax purposes. For the three months ended March 31, 2012, there have been no material changes in our uncertain tax positions.

Note 6 Supplemental Cash Flow Information — Cash includes only bank demand deposits. We paid the following in the respective periods:

(millions)	Three Months Ended March 31,	
	2012	2011
Income taxes, net of refunds	\$ 12.0	\$ 15.0
Interest	30.6	21.1

Note 7 Segment Information — Our Personal Lines segment writes insurance for personal autos and recreational vehicles. Our Commercial Auto segment writes primary liability and physical damage insurance for automobiles and trucks owned by small businesses in the business auto, contractor, tow, for-hire specialty, and for-hire transportation markets. Our other indemnity businesses manage our run-off businesses, including the run-off of our professional liability insurance program for community banks. Our service businesses provide insurance-related services, including processing Commercial Auto Insurance Procedures/Plans (“CAIP”) business and serving as an agent for homeowners, general liability, and workers’ compensation insurance through our programs with unaffiliated insurance companies. All revenues are generated from external customers.

Following are the operating results for the respective periods:

(millions)	Three Months Ended March 31,			
	2012		2011	
	Revenues	Pretax Profit (Loss)	Revenues	Pretax Profit (Loss)
Personal Lines				
Agency	\$1,960.6	\$139.2	\$1,887.8	\$210.1
Direct	1,513.2	61.3	1,420.0	105.2
Total Personal Lines ¹	3,473.8	200.5	3,307.8	315.3
Commercial Auto	387.3	29.4	355.7	41.1
Other indemnity	.4	(1.2)	1.8	(.6)
Total underwriting operations	3,861.5	228.7	3,665.3	355.8
Service businesses	8.2	0	5.2	1.2
Investments ²	192.2	188.0	223.0	219.9
Net gains (losses) on extinguishment of debt	(.7)	(.7)	0	0
Interest expense	NA	(31.9)	NA	(31.5)
Consolidated total	<u>\$4,061.2</u>	<u>\$384.1</u>	<u>\$3,893.5</u>	<u>\$545.4</u>

¹ Personal auto insurance accounted for 91% of the total Personal Lines segment net premiums earned in both the first quarters of 2012 and 2011; insurance for our special lines products (e.g., motorcycles, ATVs, RVs, mobile homes, watercraft, and snowmobiles) accounted for the balance of the Personal Lines net premiums earned.

² Revenues represent recurring investment income and total net realized gains (losses) on securities; pretax profit is net of investment expenses.

NA = Not Applicable

Progressive's management uses underwriting margin and combined ratio as primary measures of underwriting profitability. The underwriting margin is the pretax underwriting profit (loss) expressed as a percentage of net premiums earned (i.e., revenues from insurance operations). Combined ratio is the complement of the underwriting margin. Following are the underwriting margins and combined ratios for our underwriting operations:

	Three Months Ended March 31,			
	2012		2011	
	Underwriting Margin	Combined Ratio	Underwriting Margin	Combined Ratio
Personal Lines				
Agency	7.1%	92.9%	11.1%	88.9%
Direct	4.1	95.9	7.4	92.6
Total Personal Lines	5.8	94.2	9.5	90.5
Commercial Auto	7.6	92.4	11.6	88.4
Other indemnity ¹	NM	NM	NM	NM
Total underwriting operations	5.9	94.1	9.7	90.3

¹ Underwriting margins/combined ratios are not meaningful (NM) for our other indemnity businesses due to the low level of premiums earned by, and the variability of loss costs in, such businesses.

Note 8 Dividends — Progressive maintains a policy of paying an annual variable dividend that, if declared, would be payable shortly after the close of the year. This annual variable dividend is based on a target percentage of after-tax underwriting income multiplied by a companywide performance factor (“Gainshare factor”), subject to the limitations discussed below. The target percentage is determined by our Board of Directors on an annual basis and announced to shareholders and the public. For 2012, the Board has determined the target percentage to be 33-1/3% of annual after-tax underwriting income.

The Gainshare factor can range from zero to two and is determined by comparing our operating performance for the year to certain predetermined profitability and growth objectives approved by the Compensation Committee of the Board. This Gainshare factor is also used in the variable cash incentive program currently in place for our employees (referred to as our “Gainsharing program”). Although recalibrated every year, the structure of the Gainsharing program generally remains the same. On a year-to-date basis, as of March 31, 2012, the Gainshare factor was 1.26. Since the final factor will be determined based on our results for the full year, the final factor may vary from the current factor.

Our annual variable dividend program is subject to certain limitations. If the Gainshare factor is zero or if our after-tax comprehensive income (net income plus the after-tax change in net unrealized gains (losses) on securities, among other factors) is less than after-tax underwriting income, no dividend will be paid. Nevertheless, the declaration and amount of the dividend remains within the Board’s discretion. If a dividend for 2012 will be paid, the Board would likely declare the 2012 annual dividend in December 2012, with a record date in January 2013 and payment shortly thereafter. For the three months ended March 31, 2012, our after-tax comprehensive income was \$459.9 million, which is higher than the \$148.7 million of after-tax underwriting income for the same period.

Progressive paid dividends per common share of \$.4072 and \$.3987 in February 2012 and 2011, respectively, under our annual variable dividend policy. These dividends were paid pursuant to declarations made by the Board of Directors in December 2011 and 2010, respectively.

Note 9 Litigation — The Progressive Corporation and/or its insurance subsidiaries are named as defendants in various lawsuits arising out of claims made under insurance policies in the ordinary course of our business. We consider all legal actions relating to such claims in establishing our loss and loss adjustment expense reserves.

In addition, The Progressive Corporation and/or its insurance subsidiaries are named as defendants in a number of class action or individual lawsuits arising out of the operations of the insurance subsidiaries. These cases include those alleging damages as a result of our practices in evaluating or paying medical or injury claims or benefits, including, but not limited to, personal injury protection, medical payments, and bodily injury benefits; the utilization, content, or appearance of policy documents; labor rates paid to auto body repair shops; and cases challenging other aspects of our claims or marketing practices or other business operations. Other insurance companies face many of these same issues.

We plan to contest the outstanding suits vigorously, but may pursue settlement negotiations in some cases, if appropriate. We establish accruals for lawsuits when it is probable that a loss has been incurred and we can reasonably estimate its potential exposure, which may include a range of loss. As to lawsuits in which the loss is not considered both probable and estimable, we have not established a liability at this time. In the event that any one or more of these cases results in a substantial judgment against, or settlement by, Progressive, the resulting liability could have a material effect on our consolidated financial condition, cash flows, and/or results of operations.

For a further discussion on our pending litigation, see *Note 12 – Litigation* in our Annual Report to Shareholders for the year ended December 31, 2011.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

I. OVERVIEW

In the first quarter 2012, The Progressive Corporation's insurance subsidiaries generated net premiums written and policies in force growth of 7% and 6%, respectively. Underwriting profitability for the quarter was 5.9%, or \$228.7 million, and our investment operations produced investment income of \$114.7 million. We also recognized \$77.5 million of net realized gains on securities during the quarter. Overall, we reported net income of \$257.6 million, or \$.42 per share, for the first quarter 2012. Our total capital position (debt plus equity) increased \$81.6 million during the quarter, to \$8.3 billion at March 31, 2012.

A. Operations

During the first quarter 2012, we realized a year-over-year increase in net premiums written of 7% on a companywide basis. Our Agency and Direct Personal Lines businesses grew 5% and 7%, respectively, and our Commercial Auto business grew 13%. Premium growth reflects a combination of new business applications (i.e., issued policies), premium per policy (i.e., rates), and customer retention.

On a year-over-year basis, Personal Lines new applications increased 7%, with 8% growth in our Agency auto business, reflecting stronger conversion in this channel, and 4% growth in the Direct auto business. Our advertising and media placement remain a critical component of our new customer generation. We will continue to take advantage of the brand assets we have developed in both the "Superstore" and the "Messenger" campaigns, but realize that it is essential that we have fresh and appealing messages to present the consumer with compelling reasons to select and retain Progressive.

Both our Agency and Direct businesses contributed to the 4% increase in our Personal Lines renewal applications. The Personal Lines increase in part reflects our retention efforts, which include:

- further penetration into multi-product households,
- the use of multi-product quoting applications, which help improve the efficiency of quoting and buying a combination of Personal Lines products, and
- the expansion of the number of insurance carriers that participate in our Progressive Home Advantage® program, in which we bundle these unaffiliated companies' home or renters' policies with a Progressive product.

In our Commercial Auto business, new applications increased 8%, led by an increase in our for-hire transportation business market target. The 3% decrease in our Commercial Auto renewal applications partially reflects the reduction in policies in force last year.

In addition to our efforts to further penetrate customer households through cross-selling products, we remain focused on several other programs/initiatives we have that are designed to help stimulate growth and provide consumers with distinctive insurance options. These items include:

- Snapshot®, our usage-based insurance product
- Name Your Price®, a tool that allows consumers to name or select the price they would like to pay for auto insurance and match it to a range of coverage combinations
- new product models in both our Personal Lines and Commercial Auto businesses, which are designed to improve competitiveness with advanced segmentation and product features, and
- additional functionality in the mobile device space, including:
 - a feature that enables customers in certain states to purchase insurance for up to three drivers and three vehicles directly from their mobile devices after receiving a quote
 - the nationwide rollout of a mobile quoting application for our Commercial Auto business and special lines products
 - an application available in certain states with the ability to use the camera in a mobile device to send a photo of a driver's license and/or insurance card, along with some additional information, to get an instantaneous quote, and
 - expansion of our agent offerings on tablet computers, including full quote/buy capabilities.

After years of flat to slightly lower average personal auto premiums, we began to see written premium per policy increase. On a year-over-year basis, for the first quarter 2012, written premium per policy increased 1% in our Agency auto business and, although flat on a year-to-date basis, was up slightly by the end of the quarter in Direct auto. Commercial Auto saw premiums per policy increase about 10% for the first quarter 2012, primarily reflecting rate increases taken during 2011 and shifts in our mix of business to higher average premium policies. Written premium per policy for our special lines products was down 2%, driven largely by older average model years of motorcycles insured. Adjusting rates is an ongoing process, and we will continue to evaluate future rate needs and react quickly as we recognize changing trends.

On a companywide basis, year-over-year, we grew policies in force 6%, with Personal Lines growing 6% and Commercial Auto increasing 1%. Our Direct auto business continues to be the biggest contributor to this increase with policies in force growth of 7%, or 265,300 additional policies. In our Agency auto business, policies in force grew 5%, or 235,300 policies, over last March. With a 6% increase in our special lines policies over last year, we ended the first quarter with nearly 12.7 million Personal Lines policyholders.

To further grow policies in force, it is critical that we retain our customers for longer periods, which is why increasing retention continues to be one of our most important priorities and why our efforts to increase the number of multi-product households continues to be a key initiative. Policy life expectancy, which is our actuarial estimate of the average length of time that a policy will remain in force before cancellation or lapse in coverage, is one measure of customer retention. Policy life expectancy for our Agency auto business increased about 6% over the same time last year and in our Direct auto business decreased about 1%; our policy life expectancy is similar in both channels. Our policy life expectancy for both our Commercial Auto business and our special lines products was relatively flat compared to last year.

Our 5.9% companywide underwriting profit margin for the first quarter 2012 exceeded our target of 4%. On a year-over-year basis, our margin decreased 3.8 percentage points from the first quarter 2011. During the first quarter 2012, we experienced \$44.3 million, or 1.1 points, of unfavorable prior accident year reserve development, compared to \$99.0 million, or 2.7 points of favorable reserve development in the first quarter last year, which accounts for much of the variance in profitability. Nearly 95% of the unfavorable development reflected in our 2012 results was in our Personal Lines business (Agency channel), with the balance primarily in Commercial Auto. On a year-over-year basis, for the first quarter 2012, our personal auto business experienced an increase in incurred severity across most coverages, while frequency declined, primarily for our collision coverage.

B. Investments and Capital Management

The fair value of our investment portfolio was \$16.4 billion at March 31, 2012. Our asset allocation strategy is to maintain 0-25% of our portfolio in Group I securities, with the balance (75%-100%) of our portfolio in Group II securities. We define Group I securities to include:

- common equities
- nonredeemable preferred stocks
- redeemable preferred stocks, except for 50% of investment-grade redeemable preferred stocks with cumulative dividends, and
- all other non-investment-grade fixed-maturity securities

Group II securities include:

- short-term securities, and
- all other fixed-maturity securities

At March 31, 2012, 23% of our portfolio was allocated to Group I securities and 77% to Group II securities. We use the credit ratings from models provided by the National Association of Insurance Commissioners (NAIC) for classifying our residential and commercial mortgage-backed securities, while all other debt securities derive their credit ratings from external vendors in determining whether securities should be classified as Group I or Group II.

Our investment portfolio produced a fully taxable equivalent (FTE) total return of 3.3% for the first quarter 2012. We experienced gains in both our fixed-income and common stock portfolios, with FTE total returns of 2.0% and 12.3%, respectively. At March 31, 2012, the fixed-income portfolio had a weighted average credit quality of AA-. We continue to maintain our fixed-income portfolio strategy of investing in high-quality securities. At March 31, 2012, our duration was 1.9 years to limit the potential loss of capital in the event of an increase in interest rates from their present low levels.

At March 31, 2012, our total capital (debt plus equity) was \$8.3 billion, compared to \$8.2 billion at December 31, 2011, and our debt-to-total capital ratio was 25.0%. During the quarter, we retired \$350 million of our 6.375% Senior Notes, which matured in January, repurchased \$12.6 million in principal amount of our 6.70% Fixed-to-Floating Rate Junior Subordinated Debentures due 2067 (the "6.70% Debentures"), and repurchased 1.9 million of our common shares at a total cost of \$37.7 million (average cost of \$20.19 per share). We continue to manage our investing and financing activities in order to maintain sufficient capital to support all of the insurance we can profitably underwrite and service.

II. FINANCIAL CONDITION

A. Liquidity and Capital Resources

Progressive's insurance operations create liquidity by collecting and investing premiums from new and renewal business in advance of paying claims. For the three months ended March 31, 2012 and 2011, operations generated positive cash flows of \$708.4 million and \$673.5 million, respectively.

We held total capital (debt plus equity) of \$8.3 billion, at book value, at both March 31, 2012 and March 31, 2011, compared to \$8.2 billion at December 31, 2011.

Based upon our capital planning and forecasting efforts, we believe that we have sufficient capital resources, cash flows from operations, and borrowing capacity to support our current and anticipated business, scheduled principal and interest payments on our debt, and expected capital requirements. The covenants on our existing debt securities do not include any rating or credit triggers that would require an adjustment of the interest rate or an acceleration of principal payments in the event our securities are downgraded by a rating agency.

We seek to deploy capital in a prudent manner and use multiple data sources and modeling tools to estimate the frequency, severity, and correlation of identified exposures, including, but not limited to, catastrophic losses, natural disasters, and other significant business interruptions to estimate our potential capital needs.

Management views our capital position as consisting of three layers, each with a specific size and purpose:

- The first layer of capital, which we refer to as “regulatory capital,” is the amount of capital we need to satisfy state insurance regulatory requirements and support our objective of writing all the business we can write and service, consistent with our underwriting discipline of achieving a 96 combined ratio. This capital is held by our various insurance entities.
- The second layer of capital we call “extreme contingency.” While our regulatory capital is, by definition, a cushion for absorbing financial consequences of adverse events, such as loss reserve development, litigation, weather catastrophes, or investment market corrections, we view that as a base and hold additional capital for even more extreme conditions. The modeling used to quantify capital needs for these conditions is quite extensive, including tens of thousands of simulations, representing our best estimates of such contingencies based on historical experience. This capital is held either at a non-insurance subsidiary of the holding company or in our insurance entities, where it is potentially eligible for a dividend up to the holding company. Regulatory restrictions on subsidiary dividends are discussed in *Note 8—Statutory Financial Information* in our Annual Report to Shareholders for the year ended December 31, 2011.
- The third layer of capital is capital in excess of the sum of the first two layers and provides maximum flexibility to repurchase stock or other securities, consider acquisitions, and pay dividends to shareholders, among other purposes. This capital is largely held at a non-insurance subsidiary of the holding company.

During the first three months of 2012 and at all times during 2011, our total capital exceeded the sum of our regulatory capital layer plus our self-constructed extreme contingency load.

The combination of strong operating and investment results increased the amount of capital in our third layer to a level that allowed our Board of Directors to take several actions to return underleveraged capital to our investors, including:

- *Repurchases of our outstanding debt securities.* From time to time, we may elect to repurchase our outstanding debt securities in the open market or in privately negotiated transactions, when management believes that such securities are attractively priced and capital is available for such a purpose. We repurchased \$12.6 million and \$15.0 million in aggregate principal amount of our 6.70% Debentures in the open market, during the first quarter 2012 and in 2011, respectively. As a result of these debt extinguishments, we recognized a loss of \$0.7 million and \$0.1 million, respectively, reflecting the amount we paid above par. In addition, since this portion of the debt is no longer outstanding, we were required to reclassify \$0.3 million in each of these periods to realized gains on securities from unrealized gains on forecasted transactions.
- *Repurchases of our common shares.* We continued our practice of repurchasing our common shares when we deem it appropriate. During the first quarter 2012, we repurchased 1.9 million of our common shares at a total cost of \$37.7 million (average cost of \$20.19 per share). In June 2011, the Board of Directors approved an authorization to repurchase up to 75 million common shares; we have 48.8 million shares remaining under this authorization.
- *Declaration of dividends.* As part of our capital strategy, in December 2011, we declared a dividend of \$.4072 per share under our annual variable dividend policy, which was paid in February 2012.

In January 2012, we retired \$350 million of our 6.375% Senior Notes at maturity. Our next scheduled debt maturity is \$150 million of our 7% Notes due October 2013.

During the third quarter 2011, we issued \$500 million of 3.75% Senior Notes due 2021 (the “3.75% Senior Notes”). We received proceeds of \$497 million, after deducting underwriter’s discounts and commissions, and incurred an additional \$1.0 million of expenses related to the issuance. In addition, upon issuance of the 3.75% Senior Notes, we closed a forecasted debt issuance hedge, which was entered into to hedge against a possible rise in interest rates, and recognized a \$5.1 million pretax loss as part of accumulated other comprehensive income (loss); the loss will be recognized as an increase to interest expense and amortized over the life of the 3.75% Senior Notes.

Short-Term Borrowings

During the three months ended March 31, 2012 and throughout 2011, we did not engage in short-term borrowings to fund our operations. As discussed above, our insurance operations create liquidity by collecting and investing insurance premiums in advance of paying claims. Information concerning our insurance operations can be found below under *Results of Operations—Underwriting*, and details about our investment portfolio can be found below under *Results of Operations—Investments*. In addition, we have \$125 million available under a secured line of credit that is described in further detail in *Note 4—Debt*. The line of credit is intended to provide liquidity in the event of disruptions in our cash management operations; we have never borrowed under this line of credit.

During eight days in the first quarter 2012, we engaged in repurchase agreements under which we loaned U.S. Treasury securities to accredited brokerage firms in exchange for cash equal to the fair value of the securities, as described in more detail below under *Results of Operations—Investments; Repurchase Transactions*. These investment transactions were entered into to enhance the yield from our fixed-income portfolio and not as a source of liquidity or funding for our operations. We had no open repurchase commitments at March 31, 2012 or 2011, and we did not engage in any repurchase agreements during the first quarter 2011.

B. Commitments and Contingencies

Contractual Obligations

During the first three months of 2012, our contractual obligations have not changed materially from those discussed in our Annual Report on Form 10-K for the year ended December 31, 2011.

Off-Balance-Sheet Arrangements

Our off-balance-sheet leverage includes derivative positions, operating leases, and purchase obligations. See the “Derivative Instruments” section of *Note 2—Investments* and of this *Management’s Discussion and Analysis* for a summary of our derivative activity since year-end 2011. There have been no material changes in the other off-balance-sheet items since the discussion in the notes to the financial statements in Progressive’s Annual Report on Form 10-K for the year ended December 31, 2011.

III. RESULTS OF OPERATIONS – UNDERWRITING

A. Growth

(\$ in millions)	Three Months Ended March 31,		
	2012	2011	% Change
NET PREMIUMS WRITTEN			
Personal Lines			
Agency	\$2,076.5	\$1,970.2	5
Direct	1,656.5	1,551.1	7
Total Personal Lines	3,733.0	3,521.3	6
Commercial Auto	429.5	378.7	13
Other indemnity	0	0	NM
Total underwriting operations	\$4,162.5	\$3,900.0	7
NET PREMIUMS EARNED			
Personal Lines			
Agency	\$1,960.6	\$1,887.8	4
Direct	1,513.2	1,420.0	7
Total Personal Lines	3,473.8	3,307.8	5
Commercial Auto	387.3	355.7	9
Other indemnity	.4	1.8	(78)
Total underwriting operations	\$3,861.5	\$3,665.3	5
NM = Not Meaningful			

Net premiums written represent the premiums generated from policies written during the period less any premiums ceded to reinsurers. Net premiums earned, which are a function of the premiums written in the current and prior periods, are earned as revenue over the life of the policy using a daily earnings convention.

Policies in force, our preferred measure of growth, represents all policies under which coverage was in effect as of the end of the period specified. As of March 31, our policies in force were:

(thousands)	2012	2011	% Change
POLICIES IN FORCE			
Personal Lines:			
Agency auto	4,816.6	4,581.3	5
Direct auto	3,987.5	3,722.2	7
Total auto	8,804.1	8,303.5	6
Special lines ¹	3,852.3	3,645.5	6
Total Personal Lines	12,656.4	11,949.0	6
Commercial Auto	513.8	506.5	1

¹ Includes insurance for motorcycles, ATVs, RVs, mobile homes, watercraft, snowmobiles, and similar items, as well as a personal umbrella product.

To analyze growth, we review new policies, rate levels, and the retention characteristics of our books of business. The following table shows our year-over-year changes in new and renewal applications (i.e., issued policies):

	Growth Over Prior Year Quarter	
	2012	2011
APPLICATIONS		
Personal Lines		
New	7 %	(2)%
Renewal	4 %	7 %
Commercial Auto		
New	8 %	(6)%
Renewal	(3)%	(2)%

Our Personal Lines business had a solid increase in new applications for the first three months of 2012, compared to last year, with increases in both our Agency and Direct auto businesses, primarily due to growth in several large states, reflecting previous actions to make our rates more competitive. In addition, unseasonably warm weather in much of the country contributed to significant new application growth for our special lines products on a quarter-over-prior-year quarter basis, particularly in our motorcycle business. Our Commercial Auto business also experienced an increase in new applications for the first quarter 2012, driven by an increase in new applications in our for-hire transportation business market target, and a significant increase in new applications in Florida, our largest Commercial Auto state, compared to the same period last year. We remain committed to our advertising campaigns, product enhancements, and brand-building efforts in order to stimulate new business.

We have several initiatives underway aimed at providing consumers with distinctive auto insurance options, including the rollout of personal auto product models, which began in 2010 and further refines our segmentation and incorporates the best design elements of the Agency and Direct auto products. As of March 31, 2012, these products have been rolled out to 43 jurisdictions, including three states added during the first quarter. We plan to extend the rollout to about four additional states, which will substantially complete the rollout of these product models.

In the first quarter 2012, we continued the expansion of Snapshot®, our usage-based insurance product. Snapshot was made available in one additional state in the first quarter, bringing the total number of Direct markets to 41. Agency auto customers have access to Snapshot in 34 of those 41 jurisdictions. We plan to expand Snapshot into additional states, depending on regulatory approval and business results.

We are also continuing with our efforts to further penetrate customer households through cross-selling products. Progressive Home Advantage®, the program in which we “bundle” our auto product with property insurance provided by one of five unaffiliated insurance carriers (including two carriers added in the first quarter 2012), is becoming an integral part of our consumer offerings. This program is currently available to Direct customers in 48 states, Agency customers in 36 states, and to both Direct and Agency customers in the District of Columbia. Progressive Home Advantage is not available to customers in Florida and Alaska. In 2012, we began to scale back the number of states in which we offer Progressive Home Advantage to new Agency customers until we are able to determine which of these unaffiliated carriers are best suited to offer this program through independent agents. These multi-product customers are an important part of our strategic agenda, since they tend to stay with us longer, have better loss experience, and

represent a sizable segment of the market. In addition to our Progressive Home Advantage program, we are continuing to focus on selling auto policies to our special lines customers and vice versa.

Improving our offerings in the mobile space remains an important initiative. Consumers have the ability to obtain a quote and buy an auto insurance policy on our mobile website in 42 states and the District of Columbia. In April 2012, we began to offer the ability to quote up to three drivers and three vehicles on mobile devices in ten states. We plan to make this multi-driver, multi-vehicle feature available in all states in the near future. In the first quarter 2012, we also launched a feature in 28 states that allows consumers to use the camera from their mobile device to take a picture of their driver license, and/or current insurance card, to provide easy data fill for an instantaneous quote. In addition, policyholders are able to make payments and certain endorsements from their mobile device, as well as receive identification cards and severe weather text alerts. Furthermore, much of our agency-dedicated website is now accessible to agents from most tablet computers, including full quote/buy capability. We expect to add new functionality to our mobile site and mobile applications over the remainder of the year.

We also continued the national rollout of a product model in our Commercial Auto business that began in 2011. This model, which expands our coverage offerings, simplifies the quoting and claims experience, and provides incentives for customers to stay with us longer, is available in 21 states, including 7 states added in the first quarter 2012. We plan to continue the rollout to our remaining 28 Commercial Auto business states over the remainder of the year. We also offer our Commercial Auto customers general liability coverage in 26 states and workers' compensation coverage in 14 states through our Progressive Commercial AdvantageSM program; these products are underwritten by four unaffiliated insurance companies.

We experienced the following changes in written premium per policy:

	Growth Over Prior Year Quarter	
	2012	2011
WRITTEN PREMIUM PER POLICY		
Personal Lines — auto	1 %	(1)%
Commercial Auto	10 %	0 %

In the first quarter 2012, written premium per policy for our personal auto business remained relatively flat. For our Commercial Auto business, written premium per policy increased significantly, primarily reflecting rate increases taken since the beginning of 2011 and continuing into the first quarter 2012, as well as shifts in our mix of business. Adjusting rates is a continuous process and we will continue to evaluate future rate needs and react quickly as we recognize changing trends. See below for additional discussion on written premium per policy for our Agency and Direct auto channels and our Commercial Auto business.

Another important element affecting growth is customer retention. One measure of retention is policy life expectancy, which is our actuarial estimate of the average length of time that a policy (including any renewals) will remain in force before cancellation or lapse in coverage. The following table shows our year-over-year changes in policy life expectancy:

	Growth Over Prior Year	
	2012	2011
POLICY LIFE EXPECTANCY		
Personal Lines:		
Auto	3 %	4 %
Special lines	0 %	(1)%
Commercial Auto	0 %	(1)%

The lengthening policy life expectancies in our personal auto business in part reflect our state mix, payment mix, and rate level competitiveness in our Agency business. Policy life expectancy for our special lines products and our Commercial Auto business remained flat, compared to last year. Realizing the importance that retention has on our ability to continue to grow profitably, we continue to emphasize competitive pricing, quality service, and other retention initiatives for our customers.

B. Profitability

Profitability for our underwriting operations is defined by pretax underwriting profit, which is calculated as net premiums earned less losses and loss adjustment expenses, policy acquisition costs, and other underwriting expenses. We also use underwriting profit margin, which is underwriting profit expressed as a percentage of net premiums earned, to analyze our results. For the respective periods, our underwriting profitability results were as follows:

(\$ in millions)	2012		2011	
	Underwriting Profit (Loss)		Underwriting Profit (Loss)	
	\$	Margin	\$	Margin
Personal Lines				
Agency	\$139.2	7.1 %	\$210.1	11.1 %
Direct	61.3	4.1	105.2	7.4
Total Personal Lines	200.5	5.8	315.3	9.5
Commercial Auto	29.4	7.6	41.1	11.6
Other indemnity ¹	(1.2)	NM	(.6)	NM
Total underwriting operations	<u>\$228.7</u>	<u>5.9 %</u>	<u>\$355.8</u>	<u>9.7 %</u>

¹ Underwriting margins for our other indemnity businesses are not meaningful (NM) due to the low level of premiums earned by, and the variability of loss costs in, such businesses.

Our underwriting profit margin continued to be better than our long-term profitability target of 4%. On a year-over-year basis, however, our underwriting margin decreased 3.8 percentage points for the first quarter 2012. Unfavorable loss reserve development in the first quarter this year, compared to favorable development in the first quarter 2011, contributed significantly to the decrease in underwriting profitability for the period.

Further underwriting results for our Personal Lines business, including its channel components, the Commercial Auto business, and our underwriting operations in total, were as follows:

Underwriting Performance ¹	Three Months Ended March 31,		
	2012	2011	Change
Personal Lines - Agency			
Loss & loss adjustment expense ratio	71.9	68.0	3.9 pts.
Underwriting expense ratio	21.0	20.9	.1 pts.
Combined ratio	<u>92.9</u>	<u>88.9</u>	<u>4.0 pts.</u>
Personal Lines—Direct			
Loss & loss adjustment expense ratio	71.6	69.7	1.9 pts.
Underwriting expense ratio	24.3	22.9	1.4 pts.
Combined ratio	<u>95.9</u>	<u>92.6</u>	<u>3.3 pts.</u>
Total Personal Lines			
Loss & loss adjustment expense ratio	71.8	68.7	3.1 pts.
Underwriting expense ratio	22.4	21.8	.6 pts.
Combined ratio	<u>94.2</u>	<u>90.5</u>	<u>3.7 pts.</u>
Commercial Auto			
Loss & loss adjustment expense ratio	69.1	65.7	3.4 pts.
Underwriting expense ratio	23.3	22.7	.6 pts.
Combined ratio	<u>92.4</u>	<u>88.4</u>	<u>4.0 pts.</u>
Total Underwriting Operations ²			
Loss & loss adjustment expense ratio	71.5	68.4	3.1 pts.
Underwriting expense ratio	22.6	21.9	.7 pts.
Combined ratio	<u>94.1</u>	<u>90.3</u>	<u>3.8 pts.</u>
Accident year loss & loss adjustment expense ratio ³	<u>70.4</u>	<u>71.1</u>	<u>(.7) pts.</u>

¹ Ratios are expressed as a percentage of net premiums earned.

² Combined ratios for the other indemnity businesses are not presented separately due to the low level of premiums earned by, and the variability of loss costs in, such businesses. These businesses generated an underwriting loss of \$1.2 million and \$0.6 million for the three months ended March 31, 2012 and 2011, respectively; see the “Other Indemnity” section of this *Management’s Discussion and Analysis* for further discussion.

³ The accident year ratio includes only the losses that occurred during the period noted. As a result, accident period results will change over time as our estimates of loss costs improve or deteriorate when payments are made or reserves for that accident period are reviewed.

Losses and Loss Adjustment Expenses (LAE)

(millions)	Three Months Ended March 31,	
	2012	2011
Change in net loss and LAE reserves	\$ 100.4	\$ (25.7)
Paid losses and LAE	2,662.0	2,533.8
Total incurred losses and LAE	<u>\$ 2,762.4</u>	<u>\$ 2,508.1</u>

Claims costs, our most significant expense, represent payments made, and estimated future payments to be made, to or on behalf of our policyholders, including expenses needed to adjust or settle claims. Claims costs are a function of loss severity and frequency and are influenced by inflation and driving patterns, among other factors. Accordingly, anticipated changes in these factors are taken into account when we establish premium rates and loss reserves. Our estimated needed reserves are adjusted as these underlying assumptions change.

Our first quarter 2012 total loss and loss adjustment expense ratio increased 3.1 points over the first quarter 2011, primarily due to unfavorable loss reserve development in 2012, compared to favorable development in 2011. The effect of catastrophe losses in both the first quarter 2012 and 2011 was similar, contributing 0.4 points and 0.3 points, respectively. On an accident year basis, our companywide loss and loss adjustment expense ratio decreased 0.7 points, reflecting lower auto accident frequency, primarily in our collision coverage.

The following discussion of our severity and frequency trends excludes comprehensive coverage because of its inherent volatility, as it is typically linked to catastrophic losses generally resulting from adverse weather. Comprehensive coverage insures against damage to a customer's vehicle due to various causes other than collision, such as windstorm, hail, theft, falling objects, and glass breakage.

Total personal auto incurred severity (i.e., average cost per claim, including both paid losses and the change in reserves) increased on a quarter-over-prior-year quarter basis, with increases in severity in most of our auto coverages. It is a challenge to estimate future severity, especially for bodily injury and personal injury protection ("PIP") claims, which experienced about a 6%-7% increase in severity year-over-year. We continue to monitor changes in the underlying costs, such as medical costs, health care reform, and jury verdicts, along with regulatory changes, which may affect severity. We also had increases in severity in our property damage and collision coverages of about 4%-5%.

Our incurred frequency of auto accidents, on a calendar year basis, decreased for the first three months of 2012, compared to the same period last year. Frequency for our collision coverage experienced a decline of nearly 11%, which is related to the mild winter weather in the northern states in 2012, while frequency in our property damage and PIP coverages decreased in the 1%-2% range. In contrast, frequency for our bodily injury coverage was up about 3%. The degree or direction of frequency change that we will experience in the future is not something that we are able to predict with any certainty. We continue to analyze trends to distinguish changes in our experience from external factors, such as changes in the number of vehicles per household, miles driven, gasoline prices, greater vehicle safety, and unemployment rates, versus those resulting from shifts in the mix of our business, to allow us to reserve more accurately for our loss exposure.

The table below presents the actuarial adjustments implemented and the loss reserve development experienced in the following periods:

(\$ in millions)	Three Months Ended March 31,	
	2012	2011
ACTUARIAL ADJUSTMENTS		
Reserve decrease/(increase)		
Prior accident years	\$ 27.0	\$ 46.1
Current accident year	7.1	2.8
Calendar year actuarial adjustments	<u>\$ 34.1</u>	<u>\$ 48.9</u>
PRIOR ACCIDENT YEARS DEVELOPMENT		
Favorable/(Unfavorable)		
Actuarial adjustments	\$ 27.0	\$ 46.1
All other development	(71.3)	52.9
Total development	<u>\$(44.3)</u>	<u>\$ 99.0</u>
(Increase)/decrease to calendar year combined ratio	<u>(1.1)pts.</u>	<u>2.7pts.</u>

Total development consists of both actuarial adjustments and “all other development.” The actuarial adjustments represent the net changes made by our actuarial department to both current and prior accident year reserves based on regularly scheduled reviews. Through these reviews, the actuaries identify and measure variances in the projected frequency and severity trends, which allows them to adjust the reserves to reflect the current costs. We report these actuarial adjustments separately for the current and prior accident years to reflect these adjustments as part of the total prior accident years’ development.

“All other development” represents claims settling for more or less than reserved, emergence of unrecorded claims at rates different than anticipated in our incurred but not recorded (IBNR) reserves, and changes in reserve estimates on specific claims. Although we believe that the development from both the actuarial adjustments and “all other development” generally results from the same factors, as discussed below, we are unable to quantify the portion of the reserve development that might be applicable to any one or more of those underlying factors.

Our objective is to establish case and IBNR reserves that are adequate to cover all loss costs, while sustaining minimal variation from the date that the reserves are initially established until losses are fully developed. As reflected in the table above, we experienced unfavorable development in the first quarter 2012, compared to favorable development in the first quarter 2011.

First quarter 2012

- The majority of the unfavorable reserve development was attributable to accident year 2011; the aggregate reserve development for accident years 2010 and prior was slightly favorable.
- Nearly 95% of our unfavorable reserve development was in our Personal Lines business (Agency channel), with the remainder primarily in our Commercial Auto business.
- The Personal Lines development reflected unfavorable reserve development in our personal auto business, including IBNR reserves in the bodily injury and property damage coverages, reflecting more late emerging claims than expected, as well as higher severity on those claims in the property damage coverage. We also had unfavorable development in Florida in our PIP coverage. In addition, the estimated bodily injury severity for accident year 2011 increased approximately 2%, contributing to the unfavorable development.

First quarter 2011

- Nearly 60% of the favorable prior year reserve development was attributable to accident year 2010, while the remainder was primarily related to accident years 2008 and prior.
- Approximately 75% of our favorable reserve development was in our Personal Lines business, with our Agency and Direct channels contributing 25% and 75%, respectively.
- The reserve development reflected favorable settlement of larger losses and favorable development of our defense cost and containment reserves, reflecting a greater percentage of litigated claims being handled by our in-house counsel. In addition, our PIP case reserves developed favorably, reflecting decreased severity. The favorable development was partially offset by our IBNR reserves developing unfavorably.

We continue to focus on our loss reserve analysis, attempting to enhance accuracy and to further our understanding of our loss costs. A detailed discussion of our loss reserving practices can be found in our *Report on Loss Reserving Practices*, which was filed in a Form 8-K on June 30, 2011.

Underwriting Expenses

Progressive's other underwriting expenses and policy acquisition costs as a percentage of premiums earned increased 0.7 points for the three month period ended March 31, 2012, compared to the same period last year. The increase primarily reflects an increase in advertising expenditures in 2012 and the recognition of previously deferred acquisition costs that no longer meet the criteria for deferral under new accounting guidance. See *Note 1 – Basis of Presentation* for further discussion of our adoption of this accounting standard update.

C. Personal Lines

	Growth 2012 vs. 2011 First Quarter
Net premiums written	6 %
Net premiums earned	5 %
Policies in force	6 %

Progressive's Personal Lines business writes insurance for personal autos and recreational vehicles and represented 90% of our total net premiums written in both the first quarter 2012 and 2011. We currently write our Personal Lines products in all 50 states. We also offer our personal auto product (not special lines products) in the District of Columbia and on an Internet-only basis in Australia.

Personal auto represented 93% of our total Personal Lines net premiums written in the first three months of both 2012 and 2011. These auto policies are primarily written for 6-month terms. The remaining Personal Lines business is comprised of special lines products (e.g., motorcycles, watercraft, and RVs), which are written for 12-month terms. Compared to March 31, 2011, policies in force grew 6% for both auto and special lines products. Net premiums written for personal auto increased 6% and 4% for the first quarter 2012 and 2011, respectively; special lines net premiums written grew 3% for the first quarter 2012 and decreased 2% for the first quarter 2011.

Our total Personal Lines business generated combined ratios of 94.2 and 90.5 for the first quarter 2012 and 2011, respectively. In both the first three months of 2012 and 2011, 47 states and the District of Columbia were profitable; in 2012, all 10 of our largest states were profitable, compared to 9 of our top 10 states in 2011. The special lines products had a favorable impact of 2.7 points on the total Personal Lines combined ratio for the first quarter 2012, compared to a favorable effect of 3.0 points for the first quarter last year. The special lines products are typically used more during the warmer weather months and, therefore, historically our Personal Lines combined ratio is lower during the first quarter than in the second and third quarters.

The Personal Lines business is comprised of the Agency business and the Direct business.

The Agency Business

	Growth 2012 vs. 2011 First Quarter
Net premiums written	5 %
Net premiums earned	4 %
Auto: policies in force	5 %
new applications	8 %
renewal applications	3 %
written premium per policy	1 %
policy life expectancy	6 %

The Agency business includes business written by more than 35,000 independent insurance agencies that represent Progressive, as well as brokerages in New York and California. On a year-over-year basis, for the three-month period ended March 31, 2012, we generated new Agency auto application growth in 28 states and the District of Columbia, including 6 of our 10 largest states. Florida, New Jersey, and New York experienced significant new application growth, primarily reflecting actions taken in 2011 to make our rates more competitive in those states. Written premium per policy for Agency auto increased 2% for new business and 1% for renewal business, compared to the same period last year. The increase in retention in our Agency auto business (measured by policy life expectancy) in part reflects changes in our state mix, payment mix, and rate level competitiveness.

On a quarter-over-prior-year quarter basis, we saw a solid increase in Agency auto quotes, reflecting a significant increase in quoting on third-party comparative rating systems. We strive to continually improve our presentation on these systems and identify opportunities to ensure our prices are available for our agents, including efforts to make agent quoting and servicing available on tablet computers. Our Agency auto rate of conversion (i.e., converting a quote to a sale) increased slightly for the first quarter 2012 over the same period last year.

The Direct Business

	Growth 2012 vs. 2011 First Quarter
Net premiums written	7 %
Net premiums earned	7 %
Auto: policies in force	7 %
new applications	4 %
renewal applications	6 %
written premium per policy	0 %
policy life expectancy	(1)%

The Direct business includes business written directly by Progressive online and over the phone. For the first quarter 2012, compared to the same period last year, we experienced an increase in new Direct auto applications in 27 states. Out of our top 10 volume states, seven states experienced new application growth in the first quarter 2012, with Florida having the largest year-over-year increase.

Written premium per policy for total Direct auto was flat for the three-month period ended March 31, 2012, compared to the same period last year, but written premium per policy for new Direct auto business was up 3%.

On a year-over-year basis, the total number of quotes in the Direct business decreased for the first quarter 2012. Internet quotes were down while quotes generated via the phone slightly increased for the first quarter 2012. Quotes that initially begin on a mobile device may be completed on the phone, which partially explains the decrease in Internet quotes and the increase in phone quotes. The overall Direct business conversion rate had a solid increase for the first quarter 2012, compared to the same period last year, reflecting increases in conversion rates for both Internet-initiated business and business initiated over the phone.

The underwriting expense ratio for our Direct business increased 1.4 points for the first quarter 2012, compared to the same period last year, primarily due to a quarter-over-prior-year quarter increase in advertising expenditures and the recognition of previously deferred acquisition costs that no longer meet the criteria for deferral under new accounting guidance. We remain focused on establishing a well-respected brand and added to our inventory of television commercials and Internet advertising. We continue to use “Flo” and the “Superstore” to provide fresh and engaging messages, and have increased the use of a complementary campaign with the “Messenger.” In addition, during 2012, we have continued to invest in the infrastructure of both our mobile capabilities and our usage-based insurance products.

D. Commercial Auto

	Growth 2012 vs. 2011 First Quarter
Net premiums written	13 %
Net premiums earned	9 %
Policies in force	1 %
New applications	8 %
Renewal applications	(3)%
Written premium per policy	10 %
Policy life expectancy	0 %

Progressive's Commercial Auto business writes primary liability, physical damage, and other auto-related insurance for automobiles and trucks owned by small businesses, with the majority of our customers insuring three or fewer vehicles. Our Commercial Auto business represented 10% of our total net premiums written for both the first quarter 2012 and 2011. This business is primarily distributed through independent agents and operates in the following business market targets:

- *Business auto* – autos, vans, and pick-up trucks used by small businesses, such as retailing, farming, services, and private trucking
- *For-hire transportation* – tractors, trailers, and straight trucks primarily used by regional general freight and expeditor-type businesses and non-fleet long-haul operators
- *Contractor* – vans, pick-up trucks, and dump trucks used by small businesses, such as artisan contractors, heavy construction, and landscapers/snowplowers
- *For-hire specialty* – dump trucks, log trucks, and garbage trucks used by dirt, sand and gravel, logging, and coal-type businesses, and
- *Tow* – tow trucks and wreckers used in towing services and gas/service station businesses.

Business auto and for-hire transportation are the two largest Commercial Auto business market targets measured by premium volume, and together, account for approximately 60% of our total Commercial Auto premiums and approximately 55% of the vehicles we insure in this business. We currently write our Commercial Auto business in 49 states; we do not write Commercial Auto in Hawaii or the District of Columbia. The majority of our policies in this business are written for 12-month terms.

Our Commercial Auto business generated double digit growth in net premiums written for the first quarter 2012, compared to last year, continuing the growth we began to see in the second half of 2011 and showing encouraging signs of possible recovery from the economic downturn that has significantly impacted this business over the last several years. The growth in net premiums written for the first three months of 2012 was driven by an 8% increase in new applications and a 10% increase in written premium per policy. We have been increasing rates in our Commercial Auto business since the beginning of 2011 and into 2012 and continued to see shifts in our mix of business toward business market targets with higher average premium.

E. Other Indemnity

Our other indemnity businesses consist of managing our run-off businesses, which include the run-off of our professional liability businesses. As of March 31, 2012, we continued to write professional liability business in only one state and stopped writing all new business as of April 30, 2012; all such new and renewal business is 100% reinsured.

F. Service Businesses

Our service businesses, which represent less than 1% of our total revenues and do not have a material effect on our overall operations, primarily include:

- *Commercial Auto Insurance Procedures/Plans (CAIP)*—We are the only servicing carrier on a nationwide basis for CAIP, which are state-supervised plans servicing the involuntary market. As a service provider, we provide policy issuance and claims adjusting services and collect fee revenue that is earned on a pro rata basis over the terms of the related policies.
- *Progressive Home Advantage®*—Through Progressive Home Advantage, we offer, either directly or through our network of independent agents, new and existing Agency and Direct customers home, condominium, and renters insurance underwritten by unaffiliated homeowner's insurance companies. Progressive Home Advantage is not available to customers in Florida and Alaska. For the policies written under this program in our Direct business, we receive commissions, which are used to mitigate the expenses associated with maintaining this program.
- *Progressive Commercial AdvantageSM*—We currently offer our Commercial Auto customers the ability to package their auto coverage with other commercial coverages that are underwritten by four unaffiliated insurance companies. This program offers general liability coverage in 26 states and workers' compensation coverage in 14 states as of March 31, 2012. We receive commissions for the policies written under this program, which are used to mitigate the expenses associated with maintaining the program.

Our service businesses generated revenues equal to expenses for the first quarter 2012, compared to an operating profit of \$1.2 million for the same period last year.

G. Income Taxes

As reported in the balance sheets, income taxes are comprised of net current income taxes payable/recoverable and net deferred tax assets and liabilities. A deferred tax asset/liability is a tax benefit/expense that is expected to be realized in a future tax return. At March 31, 2012, our income taxes were in a net liability position, compared to a net asset position at both March 31, 2011 and December 31, 2011. The movement in the income tax balance since year-end 2011 primarily reflects the decrease in our net deferred tax asset and the timing of first quarter estimated payments (i.e., not due until April 15).

Our net deferred tax asset was \$80.6 million at March 31, 2012, compared to \$127.8 million at March 31, 2011, and \$196.0 million at December 31, 2011. The decrease in our net deferred tax asset since March 31, 2011, is primarily due to the increase in net unrealized gains that occurred in our investment portfolio. At March 31, 2012 and 2011, and at December 31, 2011, we determined that we did not need a valuation allowance on our deferred tax asset. Although realization of the deferred tax asset is not assured, management believes it is more likely than not that the gross deferred tax asset will be realized based on our expectation that we will be able to fully utilize the deductions that are ultimately recognized for tax purposes.

There were no material changes in our uncertain tax positions during the quarter ended March 31, 2012.

IV. RESULTS OF OPERATIONS—INVESTMENTS

A. Portfolio Allocation

The composition of the investment portfolio was:

(\$ in millions)	Fair Value	% of Total Portfolio	Duration (years)	Rating ¹
March 31, 2012				
Fixed maturities	\$11,952.7	72.8 %	2.2	AA-
Nonredeemable preferred stocks	832.4	5.1	1.1	BBB-
Short-term investments—other	1,520.1	9.3	<1	AAA-
Total fixed-income securities	14,305.2	87.2	1.9	AA-
Common equities	2,096.5	12.8	na	na
Total portfolio ^{2,3}	<u>\$16,401.7</u>	<u>100.0 %</u>	1.9	AA-
March 31, 2011				
Fixed maturities	\$11,890.3	75.3 %	2.5	AA
Nonredeemable preferred stocks	1,099.9	7.0	1.1	BBB-
Short-term investments—other	1,128.4	7.2	<1	AAA-
Total fixed-income securities	14,118.6	89.5	2.2	AA-
Common equities	1,658.9	10.5	na	na
Total portfolio ^{2,3}	<u>\$15,777.5</u>	<u>100.0 %</u>	2.2	AA-
December 31, 2011				
Fixed maturities	\$11,759.3	73.6 %	2.1	AA-
Nonredeemable preferred stocks	806.3	5.1	1.1	BBB-
Short-term investments—other	1,551.8	9.7	<1	AA+
Total fixed-income securities	14,117.4	88.4	1.9	AA-
Common equities	1,845.6	11.6	na	na
Total portfolio ^{2,3}	<u>\$15,963.0</u>	<u>100.0 %</u>	1.9	AA-

na = not applicable

¹ Represents ratings at period end. Credit quality ratings are assigned by nationally recognized securities rating organizations. To calculate the weighted average credit quality ratings, we weight individual securities based on fair value and assign a numeric score of 0-5, with non-investment-grade and non-rated securities assigned a score of 0-1. To the extent the weighted average of the ratings falls between AAA and AA+, we assign an internal rating of AAA-.

² At March 31, 2012, we had \$27.4 million of net unsettled security transactions included in other liabilities, compared to \$119.5 million and \$46.9 million included in other assets at March 31, 2011 and December 31, 2011, respectively.

³ The total fair value of the portfolio at March 31, 2012 and 2011, and December 31, 2011 included \$1.5 billion, \$1.8 billion, and \$2.0 billion, respectively, of securities held in a consolidated, non-insurance subsidiary of the holding company, net of any unsettled security transactions.

Our asset allocation strategy is to maintain 0-25% of our portfolio in Group I securities, with the balance (75%-100%) of our portfolio in Group II securities, as defined in the *Overview – Investments and Capital Management* section and as reflected in the following tables. We believe this asset allocation strategy allows us to more accurately assess the risks associated with these securities for capital purposes and is in line with the treatment by our regulators.

The following tables show the composition of our Group I and Group II securities at March 31, 2012, March 31, 2011, and December 31, 2011:

(\$ in millions)	Fair Value	% of Total Portfolio
March 31, 2012		
Group I securities:		
Non-investment-grade fixed maturities	\$ 481.5	2.9 %
Redeemable preferred stocks ¹	295.6	1.8
Nonredeemable preferred stocks	832.4	5.1
Common equities	2,096.5	12.8
Total Group I securities	3,706.0	22.6
Group II securities:		
Other fixed maturities ²	11,175.6	68.1
Short-term investments - other	1,520.1	9.3
Total Group II securities	12,695.7	77.4
Total portfolio	<u>\$16,401.7</u>	<u>100.0 %</u>
March 31, 2011		
Group I securities:		
Non-investment-grade fixed maturities	\$ 428.4	2.7 %
Redeemable preferred stocks ¹	344.7	2.2
Nonredeemable preferred stocks	1,099.9	7.0
Common equities	1,658.9	10.5
Total Group I securities	3,531.9	22.4
Group II securities:		
Other fixed maturities ²	11,117.2	70.4
Short-term investments - other	1,128.4	7.2
Total Group II securities	12,245.6	77.6
Total portfolio	<u>\$15,777.5</u>	<u>100.0 %</u>
December 31, 2011		
Group I securities:		
Non-investment-grade fixed maturities	\$ 384.4	2.4 %
Redeemable preferred stocks ¹	287.8	1.8
Nonredeemable preferred stocks	806.3	5.1
Common equities	1,845.6	11.6
Total Group I securities	3,324.1	20.9
Group II securities:		
Other fixed maturities ²	11,087.1	69.4
Short-term investments - other	1,551.8	9.7
Total Group II securities	12,638.9	79.1
Total portfolio	<u>\$15,963.0</u>	<u>100.0 %</u>

¹ Includes non-investment-grade redeemable preferred stocks of \$208.4 million at March 31, 2012, \$216.9 million at March 31, 2011, and \$201.7 million at December 31, 2011.

² Includes investment-grade redeemable preferred stocks, with cumulative dividends, of \$87.2 million at March 31, 2012, \$127.8 million at March 31, 2011, and \$86.1 million at December 31, 2011.

Unrealized Gains and Losses

As of March 31, 2012, our portfolio had pretax net unrealized gains, recorded as part of accumulated other comprehensive income, of \$1,361.9 million, compared to \$1,226.0 million and \$1,050.5 million at March 31, 2011 and December 31, 2011, respectively.

Since December 31, 2011, the net unrealized gains in our fixed-income and common stock portfolios increased \$86.8 million and \$224.6 million, respectively, primarily due to spread tightening (i.e., the risk premium paid above the comparable Treasury rate) in some fixed-income sectors and positive returns in the equity market. Since March 31, 2011, our fixed-income portfolio's net unrealized gains decreased \$13.7 million, reflecting sales of our fixed-income securities over the last 12 months, primarily in our nonredeemable preferred stocks. The net unrealized gains in our common stock portfolio increased \$149.6 million over the same time period, reflecting positive returns in the broad equity market.

See Note 2—*Investments* for a further break-out of our gross unrealized gains and losses.

Fixed-Income Securities

The fixed-income portfolio is managed internally and includes fixed-maturity securities, short-term investments, and nonredeemable preferred stocks.

The fixed-maturity securities (including redeemable preferred stocks) and short-term securities, as reported on the balance sheets, were comprised of the following:

(\$ in millions)	March 31, 2012		March 31, 2011		December 31, 2011	
	Fair Value	% of Total	Fair Value	% of Total	Fair Value	% of Total
Investment-grade fixed maturities: ¹						
Short/intermediate term	\$12,585.8	93.4 %	\$12,122.0	93.1 %	\$12,539.3	94.2 %
Long term	53.9	.4	47.1	.4	55.7	.4
Non-investment-grade fixed maturities ²	833.1	6.2	849.6	6.5	716.1	5.4
Total	<u>\$13,472.8</u>	<u>100.0 %</u>	<u>\$13,018.7</u>	<u>100.0 %</u>	<u>\$13,311.1</u>	<u>100.0 %</u>

¹ Long term includes securities with expected liquidation dates of 10 years or greater. Asset-backed securities are reported at their weighted average maturity based upon their projected cash flows. All other securities that do not have a single expected maturity date are reported at average maturity.

² Non-investment-grade fixed-maturity securities are non-rated or have a quality rating of an equivalent BB+ or lower, classified by the lowest rating from a nationally recognized rating agency.

A primary exposure for the fixed-income portfolio is interest rate risk, which is managed by maintaining the portfolio's duration between 1.5 and 5 years. Interest rate risk includes the change in value resulting from movements in the underlying market rates of debt securities held. The duration of the fixed-income portfolio was 1.9 years at March 31, 2012, compared to 2.2 years at March 31, 2011 and 1.9 years at December 31, 2011. The distribution of duration and convexity (i.e., a measure of the speed at which the duration of a security is expected to change based on a rise or fall in interest rates) is monitored on a regular basis.

The duration distribution of our fixed-income portfolio, represented by the interest rate sensitivity of the comparable benchmark U.S. Treasury Notes, was:

Duration Distribution	March 31, 2012	March 31, 2011	December 31, 2011
1 year	19.0 %	24.6 %	22.6 %
2 years	20.7	13.0	22.3
3 years	29.5	28.6	31.5
5 years	27.5	31.1	20.8
10 years	3.3	2.7	2.8
Total fixed-income portfolio	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>

Another primary exposure related to the fixed-income portfolio is credit risk. This risk is managed by maintaining an A+ minimum average portfolio credit quality rating, as defined by nationally recognized rating agencies.

The credit quality distribution of the fixed-income portfolio was:

<u>Rating</u>	<u>March 31, 2012</u>	<u>March 31, 2011</u>	<u>December 31, 2011</u>
AAA	55.7 %	54.1 %	53.6 %
AA	12.0	11.5	13.4
A	4.9	6.8	5.1
BBB	19.5	19.2	21.3
Non-rated/other	7.9	8.4	6.6
Total fixed-income portfolio	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>

Our portfolio is also exposed to concentration risk. Our investment constraints limit investment in a single issuer, other than U.S. Treasury Notes or a state's general obligation bonds, to 2.5% of shareholders' equity, while the single issuer guideline on preferred stocks and/or non-investment-grade debt is 1.25% of shareholders' equity. Additionally, the guideline applicable to any state's general obligation bonds is 6% of shareholders' equity. Our credit risk guidelines limit single issuer exposure; however, we also consider sector concentration a risk, and we frequently evaluate the portfolio's sector allocation with regard to internal requirements and external market factors. We consider concentration risk in the context of asset classes, including but not limited to common equities, residential and commercial mortgage-backed securities, municipal bonds, and high-yield bonds. At March 31, 2012, we were within all of the constraints described above.

We monitor prepayment and extension risk, especially in our structured product and preferred stock portfolios. Prepayment risk includes the risk of early redemption of security principal that may need to be reinvested at less attractive rates. Extension risk includes the risk that a security will not be redeemed when anticipated, and that the security that is extended has a lower yield than a security we might be able to obtain by reinvesting the expected redemption principal. The different types of structured debt and preferred securities, which are discussed in more detail below, help minimize this risk. During the first three months of 2012, we did not experience significant prepayment or extension of principal relative to our cash flow expectations in the portfolio.

The pricing on the majority of our preferred stocks continues to reflect expectations that many issuers will not call such securities on the first call date, and hence reflects an assumption that the securities will remain outstanding for a period of time beyond such initial call date (extension risk). Two nonredeemable preferred stocks had their first call date during the first three months of 2012; neither of these securities were called. Extension risk on holding these securities is limited because they either convert from a fixed-rate coupon instrument to a variable rate coupon after the call date, or were variable rate coupon securities prior to the call date. Reinvestment risk is minimal since we are receiving the current prevailing market level coupon based on the financial instrument's characteristics.

We also face the risk that our preferred stock dividend payments could be deferred for one or more periods. As of March 31, 2012, all of our preferred securities continued to pay their dividends in full and on time.

Liquidity risk is another risk factor we monitor. Our overall portfolio remains very liquid and is sufficient to meet expected liquidity requirements. As of March 31, 2012 and 2011 and December 31, 2011, we held \$4.7 billion, \$4.1 billion, and \$4.5 billion, respectively, of U.S. Treasury and short-term securities. The short-to-intermediate duration of our portfolio provides an additional source of liquidity, as we expect approximately \$1.1 billion, or 13%, of our fixed-income portfolio, excluding U.S. Treasury Notes and short-term investments, to repay principal during the remainder of 2012. Cash from interest and dividend payments provides an additional source of recurring liquidity.

Included in the fixed-income portfolio are U.S. government obligations, which include U.S. Treasury Notes and interest rate swaps. Although the interest rate swaps are not obligations of the U.S. government, they are recorded in this portfolio as the change in fair value is correlated to movements in the U.S. Treasury market. The duration of these securities was comprised of the following at March 31, 2012:

<u>(\$ in millions)</u>	<u>Fair Value</u>	<u>Duration (years)</u>
U.S. Treasury Notes		
Less than two years	\$ 864.1	1.9
Two to five years	2,236.9	3.9
Five to nine years	39.1	6.5
Total U.S. Treasury Notes	3,140.1	3.4
Interest Rate Swaps		
Two to five years (\$900 notional value)	0	(4.4)
Five to nine years (\$363 notional value)	0	(6.7)
Total interest rate swaps (\$1,263 notional value)	0	(5.1)
Total U.S. government obligations	<u>\$3,140.1</u>	1.3

The interest rate swap positions show a fair value of zero as they are in an overall liability position of \$72.8 million, which is fully funded through collateral payments to the counterparty; the liability is reported in the “other liabilities” section of the Consolidated Balance Sheets. The negative duration of the interest rate swaps is due to the positions being short interest-rate exposure (i.e., receiving a variable-rate coupon). In determining duration, we add the interest rate sensitivity of our interest rate swap positions to that of our Treasury holdings, but do not add the notional value of the swaps to our Treasury holdings in order to calculate an unlevered duration for the portfolio.

ASSET-BACKED SECURITIES

Included in the fixed-income portfolio are asset-backed securities, which were comprised of the following at the balance sheet dates listed:

<u>(\$ in millions)</u>	<u>Fair Value</u>	<u>Net Unrealized Gains (Losses)</u>	<u>% of Asset-Backed Securities</u>	<u>Duration (years)</u>	<u>Rating (at period end)</u>
March 31, 2012					
Prime collateralized mortgage obligations	\$ 217.5	\$.1	5.7 %	1.6	A-
Alt-A collateralized mortgage obligations	42.5	1.6	1.1	2.4	A-
Subtotal collateralized mortgage obligations	<u>260.0</u>	<u>1.7</u>	<u>6.8</u>	1.7	A-
Commercial mortgage-backed securities	1,855.2	59.5	48.9	2.3	AA+
Commercial mortgage-backed securities: interest-only	266.5	10.0	7.0	1.8	AAA-
Subtotal commercial mortgage-backed securities	<u>2,121.7</u>	<u>69.5</u>	<u>55.9</u>	2.2	AA+
Other asset-backed securities:					
Automobile	652.3	6.5	17.2	1.3	AAA
Credit card	157.4	4.3	4.1	1.2	AAA
Home equity (sub-prime bonds)	178.7	(11.5)	4.7	1.1	BBB+
Other ¹	426.8	1.4	11.3	1.2	AAA-
Subtotal other asset-backed securities	<u>1,415.2</u>	<u>.7</u>	<u>37.3</u>	1.2	AA+
Total asset-backed securities	<u><u>\$3,796.9</u></u>	<u><u>\$ 71.9</u></u>	<u><u>100.0 %</u></u>	1.8	AA+

(\$ in millions)	Fair Value	Net Unrealized Gains (Losses)	% of Asset-Backed Securities	Duration (years)	Rating (at period end)
March 31, 2011					
Prime collateralized mortgage obligations	\$ 324.3	\$ (5.0)	8.7 %	1.5	A
Alt-A collateralized mortgage obligations	43.3	2.4	1.2	1.9	A-
Subtotal collateralized mortgage obligations	367.6	(2.6)	9.9	1.6	A
Commercial mortgage-backed securities	1,535.6	38.7	41.2	2.3	AA+
Commercial mortgage-backed securities: interest-only	341.8	11.8	9.2	1.2	AAA-
Subtotal commercial mortgage-backed securities	1,877.4	50.5	50.4	2.1	AA+
Other asset-backed securities:					
Automobile	738.9	6.9	19.8	1.3	AAA
Credit card	186.1	2.8	5.0	1.5	AAA-
Home equity (sub-prime bonds)	188.2	(7.1)	5.0	.5	A-
Other ¹	368.1	.7	9.9	1.2	AAA-
Subtotal other asset-backed securities	1,481.3	3.3	39.7	1.2	AAA-
Total asset-backed securities	\$3,726.3	\$ 51.2	100.0 %	1.7	AA+
December 31, 2011					
Prime collateralized mortgage obligations	\$ 228.6	\$ (9.6)	6.5 %	1.2	A
Alt-A collateralized mortgage obligations	43.2	.9	1.2	2.1	A-
Subtotal collateralized mortgage obligations	271.8	(8.7)	7.7	1.3	A-
Commercial mortgage-backed securities	1,595.7	39.8	45.3	2.4	AA+
Commercial mortgage-backed securities: interest-only	280.9	7.0	8.0	1.6	AAA-
Subtotal commercial mortgage-backed securities	1,876.6	46.8	53.3	2.2	AA+
Other asset-backed securities:					
Automobile	682.6	5.1	19.4	1.3	AAA
Credit card	157.2	4.0	4.4	1.4	AAA
Home equity (sub-prime bonds)	155.1	(17.3)	4.4	<.1	A-
Other ¹	380.8	.9	10.8	1.1	AAA-
Subtotal other asset-backed securities	1,375.7	(7.3)	39.0	1.1	AAA-
Total asset-backed securities	\$3,524.1	\$ 30.8	100.0 %	1.7	AA+

¹ Includes equipment leases, manufactured housing, and other types of structured debt.

Substantially all of the asset-backed securities have widely available market quotes. As of March 31, 2012, approximately 6% of our asset-backed securities are exposed to non-prime mortgage loans (home equity and Alt-A). Consistent with our plan to add high-quality, short-maturity, fixed-income securities, we continue to purchase investment-grade structured securities, primarily in the commercial mortgage-backed and consumer asset-backed markets. These investments typically have a maturity profile of five years or less, and have substantial structural credit support (i.e., the amount of underlying principal balance that is available to absorb losses before our position begins to recognize losses due to further defaults). We reviewed all of our asset-backed securities for other-than-temporary impairment (OTTI) and yield or asset valuation adjustments under current accounting guidance, and we realized \$0.6 million of OTTI losses during the first three months of 2012, compared to \$1.0 million during the same period last year.

Collateralized Mortgage Obligations At March 31, 2012, 6.8% of our asset-backed securities were collateralized mortgage obligations (CMO), which are a component of our residential mortgage-backed securities. During the three months ended March 31, 2012 and 2011, we recorded \$0.4 million and \$0.6 million, respectively, in credit loss write-downs on our CMO portfolio due to estimated principal losses in our most recent cash flow projections. We did not have any write-downs on Alt-A securities during the same periods. The following table details the credit quality rating and fair value of our collateralized mortgage obligations, along with the loan classification and comparison of the fair value at March 31, 2012 to our original investment value (adjusted for returns of principal, amortization, and write-downs):

Collateralized Mortgage Obligations (at March 31, 2012)

(\$ in millions) Category	AAA	AA	A	BBB	Non-Investment Grade	Total	% of Collateralized Mortgage Obligations
Non-agency prime	\$74.7	\$10.1	\$15.0	\$24.3	\$ 72.7	\$196.8	75.7 %
Alt-A	.7	24.4	0	0	17.4	42.5	16.3
Government/GSE ¹	9.3	2.1	6.3	0	3.0	20.7	8.0
Total fair value	<u>\$84.7</u>	<u>\$36.6</u>	<u>\$21.3</u>	<u>\$24.3</u>	<u>\$ 93.1</u>	<u>\$260.0</u>	<u>100.0 %</u>
Increase (decrease) in value	<u>.8 %</u>	<u>.2 %</u>	<u>(1.1)%</u>	<u>(2.1)%</u>	<u>2.0 %</u>	<u>.7 %</u>	

¹ The securities in this category are insured by a Government Sponsored Entity (GSE) and/or collateralized by mortgage loans insured by the Federal Housing Administration (FHA) or the U.S. Department of Veteran Affairs (VA).

Commercial Mortgage-Backed Securities At March 31, 2012, 48.9% of our asset-backed securities were commercial mortgage-backed securities (CMBS) and 7.0% were CMBS interest-only securities (IO). During the three months ended March 31, 2012, we recorded \$0.1 million in write-downs on our IO portfolio, compared to \$0.4 million during the three months ended March 31, 2011. No write-downs were recorded on our CMBS portfolio during the same periods. The following table details the credit quality rating and fair value of our CMBS and IO portfolios:

Commercial Mortgage-Backed Securities (at March 31, 2012)

(\$ in millions) Category	AAA	AA	A	BBB	Non-Investment Grade	Fair Value	% of Total Exposure
CMBS	\$1,459.2	\$120.9	\$105.1	\$140.4	\$ 29.6	\$1,855.2	87.4 %
IO	257.5	0	0	1.1	7.9	266.5	12.6
Total fair value	<u>\$1,716.7</u>	<u>\$120.9</u>	<u>\$105.1</u>	<u>\$141.5</u>	<u>\$ 37.5</u>	<u>\$2,121.7</u>	<u>100.0 %</u>
% of Total fair value	<u>80.9 %</u>	<u>5.7 %</u>	<u>4.9 %</u>	<u>6.7 %</u>	<u>1.8 %</u>	<u>100.0 %</u>	

The CMBS portfolio contained 9.2% of securities that are rated BBB or lower, with a net unrealized gain of \$11.1 million at March 31, 2012, and an average duration of 1.3 years, compared to 2.3 years for the entire CMBS portfolio. The BBB and non-investment-grade exposure includes \$82.8 million of cell tower securitizations. All of the BBB bonds have a single borrower, are backed by a cross-collateralized pool of cell towers throughout the U.S., and have significant net cash flow relative to their interest payments. Approximately 24% of our CMBS portfolio was originated from 2005 to 2007, a period in which the CMBS market saw more aggressive underwriting as reflected in the table below:

CMBS Portfolio (at March 31, 2012)					
(\$ in millions) Vintage	Agency	Cell Tower	Multi-Borrower	Single-Borrower	Fair Value
1997	\$ 0	\$ 0	\$ 23.1	\$ 0	\$ 23.1
2001	0	0	8.2	0	8.2
2002	0	0	108.5	0	108.5
2003	0	0	316.8	0	316.8
2004	0	0	279.4	0	279.4
2005	0	0	278.5	9.9	288.4
2006	0	0	13.6	11.3	24.9
2007	0	82.8	0	49.0	131.8
2009	0	0	0	18.3	18.3
2010	12.6	0	50.2	43.4	106.2
2011	0	0	344.4	84.4	428.8
2012	0	0	55.2	65.6	120.8
Total	<u>\$12.6</u>	<u>\$ 82.8</u>	<u>\$1,477.9</u>	<u>\$ 281.9</u>	<u>\$1,855.2</u>

Planned amortization class IOs comprised 53.5% of our IO portfolio. This is a class that is structured to provide bondholders with greater protection against loan prepayment, default, or extension risk. The bonds are at the top of the payment order for interest distributions and benefit from increased structural support over time as they repay. With the exception of Freddie Mac senior multi-family IOs, we have no multi-borrower deal IOs originated after 2006.

Home-Equity Securities At March 31, 2012, 4.7% of our asset-backed securities were home-equity securities, which are a component of our residential mortgage-backed securities. For the three months ended March 31, 2012, we recorded \$0.1 million in write-downs; we did not record any write-downs during the same period last year. The following table shows the credit quality rating of our home-equity securities, by deal origination year, along with a comparison of the fair value at March 31, 2012, to our original investment value (adjusted for returns of principal, amortization, and write-downs):

Home-Equity Securities (at March 31, 2012)						
(\$ in millions) Rating (date acquired)	Deal Origination Year				Total	% of Home-Equity Securities
	2007	2006	2005	2004		
AAA (January 2008-February 2011)	\$ 0	\$ 0	\$ 37.2	\$ 0	\$ 37.2	20.8 %
AA (February 2008-April 2010)	0	0	9.5	3.5	13.0	7.3
A (March 2008- December 2011)	0	9.2	19.8	0	29.0	16.2
BBB (January 2012)	0	13.9	0	0	13.9	7.8
Non-investment grade (March 2007-March 2012)	.2	35.1	40.6	9.7	85.6	47.9
Total	<u>\$.2</u>	<u>\$58.2</u>	<u>\$107.1</u>	<u>\$13.2</u>	<u>\$178.7</u>	<u>100.0 %</u>
Increase (decrease) in value	(23.4)%	1.8 %	(10.5)%	.7 %	(6.1)%	

MUNICIPAL SECURITIES

Included in the fixed-income portfolio at March 31, 2012 and 2011 and December 31, 2011, were \$1,764.7 million, \$1,868.7 million, and \$2,002.1 million, respectively, of state and local government obligations. These securities had a duration of 2.5 years and an overall credit quality of AA+ (excluding the benefit of credit support from bond insurance) at March 31, 2012, compared to 2.3 years and AA+ at March 31, 2011, and 2.6 years and AA+ at December 31, 2011. These securities had a net unrealized gain of \$46.4 million at March 31, 2012, compared to \$25.6 million and \$63.5 million at March 31, 2011 and December 31, 2011, respectively. During the three months ended March 31, 2012 and 2011, we did not record any write-downs on our municipal portfolio. The following table details the credit quality rating of our municipal securities at March 31, 2012, without the benefit of credit or bond insurance:

Municipal Securities (at March 31, 2012)			
(millions) Rating	General Obligations	Revenue Bonds	Total
AAA	\$ 194.5	\$ 421.0	\$ 615.5
AA	461.9	610.5	1,072.4
A	39.5	15.9	55.4
BBB	1.5	12.7	14.2
Other ¹	0	7.2	7.2
Total	<u>\$ 697.4</u>	<u>\$1,067.3</u>	<u>\$1,764.7</u>

¹ Includes non-investment-grade and non-rated securities.

Included in revenue bonds were \$844.9 million of single family housing revenue bonds issued by state housing finance agencies, of which \$357.7 million were supported by individual mortgages held by the state housing finance agencies and \$487.2 million were supported by mortgage-backed securities. Of the programs supported by mortgage-backed securities, approximately 30% were collateralized by Fannie Mae and Freddie Mac mortgages; the remaining 70% were collateralized by Ginnie Mae loans, which are fully guaranteed by the U.S. Government. Of the programs supported by individual mortgages held by the state housing finance agencies, the overall credit quality rating was AA. Most of these mortgages were supported by FHA, VA, or private mortgage insurance providers.

Approximately 12%, or \$206.8 million, of our total municipal securities were insured general obligation (\$153.7 million) or revenue bonds (\$53.1 million), with an overall credit rating of AA- at March 31, 2012, excluding the benefit of credit insurance provided by municipal bond insurers. These securities had a net unrealized gain of \$8.6 million at March 31, 2012, compared to \$8.9 million and \$9.2 million at March 31, 2011 and December 31, 2011, respectively. We buy and hold these securities based on our evaluation of the underlying credit without reliance on the municipal bond insurance. Our investment policy does not require us to liquidate securities should the insurance provided by the municipal bond insurers cease to exist.

CORPORATE SECURITIES

Included in our fixed-income securities at March 31, 2012 and 2011 and December 31, 2011, were \$2,868.2 million, \$2,849.7 million, and \$2,896.2 million, respectively, of fixed-rate corporate securities. These securities had a duration of 3.3 years at March 31, 2012 and 2011, compared to 3.2 years at December 31, 2011; the overall credit quality rating was BBB for all three periods. At March 31, 2012 and 2011, and December 31, 2011, these securities had net unrealized gains of \$103.7 million, \$62.8 million, and \$87.8 million, respectively. During the three months ended March 31, 2012 and 2011, we did not record any write-downs on our corporate debt portfolio. The table below shows the exposure break-down by rating and sector:

Corporate Securities (at March 31, 2012)						
Sector	AAA	AA	A	BBB	Non-Investment Grade	% of Corporate Securities
Consumer	0 %	0 %	4.5 %	18.9 %	5.2 %	28.6 %
Industrial	0	0	3.4	16.6	5.2	25.2
Communications	0	0	2.0	13.7	.3	16.0
Financial Services	0	3.3	4.4	6.1	2.7	16.5
Technology	0	0	0	2.8	0	2.8
Basic Materials	0	0	0	3.7	.8	4.5
Energy	1.4	0	1.8	3.2	0	6.4
Total	1.4 %	3.3 %	16.1 %	65.0 %	14.2 %	100.0 %

PREFERRED STOCKS – REDEEMABLE AND NONREDEEMABLE

We hold both redeemable (i.e., mandatory redemption dates) and nonredeemable (i.e., perpetual with call dates) preferred stocks. At March 31, 2012, we held \$382.8 million in redeemable preferred stocks and \$832.4 million in nonredeemable preferred stocks, compared to \$472.5 million and \$1,099.9 million, respectively, at March 31, 2011 and \$373.9 million and \$806.3 million, respectively, at December 31, 2011. We made no additional investments in preferred stocks during the three months ended March 31, 2012.

At March 31, 2012 and 2011, and December 31, 2011, our preferred stock portfolio had net unrealized gains of \$406.2 million, \$589.4 million, and \$333.5 million, respectively. We did not have any write-downs during the three months ended March 31, 2012 or 2011.

Our preferred stock portfolio had a duration of 1.6 years, which reflects the portfolio's exposure to changes in interest rates, at March 31, 2012 and 2011, and December 31, 2011. The overall credit quality rating was BBB- at March 31, 2012 and 2011, and December 31, 2011. Approximately 40% of our preferred stock securities are fixed-rate securities, and 60% are floating-rate securities. All of our preferred securities have call or mandatory redemption features. Most of the securities are structured to provide some protection against extension risk in the event the issuer elects not to call such securities at their initial call date, by either paying a higher dividend amount or by paying floating-rate coupons. Of our fixed-rate securities, approximately 90% will convert to floating-rate dividend payments if not called at their initial call date. The interest rate duration of our preferred securities is calculated to reflect both the call and floating rate features. Although a preferred security may remain outstanding if not called, its interest rate duration will reflect the floating rate dividend structure of the security. The table below shows the exposure break-down by sector and rating, reflecting any changes in ratings since acquisition:

Preferred Stocks (at March 31, 2012)				
Sector	A	BBB	Non-Investment Grade	% of Preferred Stock Portfolio
Financial Services				
U.S. banks	3.3 %	32.9 %	17.3 %	53.5 %
Foreign banks	0	2.5	1.6	4.1
Insurance holdings	0	8.3	7.4	15.7
Other financial institutions	0	0	2.4	2.4
Total financial services	3.3	43.7	28.7	75.7
Industrials	0	3.0	11.8	14.8
Utilities	0	9.5	0	9.5
Total	3.3 %	56.2 %	40.5 %	100.0 %

Approximately 55% of our preferred stock securities pay dividends that have tax preferential characteristics, while the balance pay dividends that are fully taxable. In addition, the issuers of all our non-investment-grade preferred stock holdings maintain investment-grade senior debt ratings.

Common Equities

Common equities were comprised of the following:

(\$ in millions)	March 31, 2012		March 31, 2011		December 31, 2011	
Common stocks	\$2,085.4	99.5 %	\$1,647.1	99.3 %	\$1,834.1	99.4 %
Other equity-like investments	11.1	.5	11.8	.7	11.5	.6
Total common equities	<u>\$2,096.5</u>	<u>100.0 %</u>	<u>\$1,658.9</u>	<u>100.0 %</u>	<u>\$1,845.6</u>	<u>100.0 %</u>

At March 31, 2012, 12.8% of the total investment portfolio was in common equities, compared to 10.5% at March 31, 2011 and 11.6% at December 31, 2011. Our indexed common stock portfolio, which makes up 96% of our March 31, 2012 common stock holdings, is managed externally to track the Russell 1000 Index with an anticipated annual tracking error of +/- 50 basis points. Our individual holdings are selected based on their contribution to the correlation with the index. For all three periods reported in the table above, the GAAP basis total return was within the desired tracking error when compared to the Russell 1000 Index. We held 753 out of 981, or 77%, of the common stocks comprising the Russell 1000 Index at March 31, 2012, which made up 94% of the total market capitalization of the index.

The remaining 4% reflects our decision to invest in common stocks outside of the index. During the fourth quarter 2011, we selected an external investment manager to invest up to \$150 million in such common stocks; at March 31, 2012, \$72.2 million of the \$150 million was invested in such securities with a fair value of \$83.8 million.

Other equity-like investments include private equity investments and limited partnership interests in private equity and mezzanine investment funds, which have no off-balance-sheet exposure or contingent obligations.

Derivative Instruments

We have invested in the following derivative exposures at various times: interest rate swaps, asset-backed credit default swaps, U.S. corporate debt credit default swaps, cash flow hedges, and equity options. See *Note 2—Investments* for further discussion of our derivative positions.

INTEREST RATE SWAPS

We invest in interest rate swaps primarily to manage the fixed-income portfolio duration. The following table summarizes our interest rate swap activity:

(millions)	Date		Coupon	Notional Value		Net Realized Gains (Losses)	
	Effective	Maturity		March 31, 2012	March 31, 2011	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Open:							
5-year	05/2011	05/2016	Receive variable	\$400	\$ 0	\$ (1.4)	\$ 0
5-year	08/2011	08/2016	Receive variable	500	0	(1.6)	0
9-year	12/2009	01/2019	Receive variable	363	613	.7	2.6
Total open positions						<u>\$ (2.3)</u>	<u>\$ 2.6</u>
Closed:							
9-year	NA	NA	Receive variable	\$ 0	\$100	\$ 0	\$.5
Total interest rate swaps						<u>\$ (2.3)</u>	<u>\$ 3.1</u>

NA = Not Applicable

CORPORATE CREDIT DEFAULT SWAPS

We invest in corporate credit default swaps primarily to manage the fixed-income portfolio credit risk. The following table summarizes our corporate credit default swap activity:

(millions)	Date		Bought or Sold Protection	Notional Value		Net Realized Gains (Losses)	
				March 31,		Three Months Ended March 31,	
	Effective	Maturity		2012	2011	2012	2011
Term							
Open:							
5-year ¹	09/2008	09/2013	Bought	\$ 25	\$ 25	\$ (.4)	\$ (.6)
Corporate swap	NA	NA	Sold	0	10	0	0
Treasury Note ²	NA	NA		0	10	0	(.1)
Total corporate swaps						<u>\$ (.4)</u>	<u>\$ (.7)</u>

NA = Not Applicable

¹ Financial services sector, see *Note 2—Investments* for details.

² Used to replicate a long corporate bond position.

CASH FLOW HEDGES

During the quarter ended March 31, 2012, we repurchased \$12.6 million principal amount of our 6.70% Junior Subordinated Debentures due 2067 (the “6.70% Debentures”) for \$13.3 million in the open market. During the year ended December 31, 2011, we repurchased \$15.0 million principal amount of the 6.70% Debentures for \$15.1 million in the open market (see *Note 4 – Debt* for further discussion). We reclassified \$0.3 million, in both the first quarter 2012 and during 2011, on a pretax basis, from accumulated other comprehensive income on the balance sheet to net realized gains (losses) on securities on the comprehensive income statement, reflecting the portion of the unrealized gain on forecasted transactions that was related to the portion of the 6.70% Debentures repurchased during the periods. We did not repurchase any debt during the quarter ended March 31, 2011.

B. Investment Results

We reported the following investment results for the periods ended March 31 :

	2012	2011
Pretax recurring investment book yield	3.1 %	3.4 %
Weighted average FTE book yield	3.5 %	3.8 %
FTE total return:		
Fixed-income securities	2.0 %	1.3 %
Common stocks	12.3 %	6.5 %
Total portfolio	3.3 %	1.8 %

Recurring investment income (interest and dividends, before investment and interest expenses) decreased 7% for the first quarter 2012, compared to the same period last year. The reduction is primarily the result of a decrease in investment yields, partially offset by an increase in average assets.

We report total return to reflect more accurately the management philosophy governing the portfolio and our evaluation of investment results. The fully taxable equivalent (FTE) total return includes recurring investment income, net realized gains (losses) on securities, and changes in unrealized gains (losses) on investments.

A further break-down of our FTE total returns for our fixed-income securities, including the net gains (losses) on our derivative positions, for the periods ended March 31, follows:

	<u>2012</u>	<u>2011</u>
Fixed-income securities:		
U.S. Treasury Notes	(.3)%	.5 %
Municipal bonds	.9 %	1.0 %
Corporate bonds	2.4 %	1.1 %
Commercial mortgage-backed securities	2.3 %	.6 %
Collateralized mortgage obligations	5.0 %	.6 %
Asset-backed securities	1.1 %	.3 %
Preferred stocks	11.2 %	6.7 %

Investment expenses were \$4.2 million for the first quarter 2012, compared to \$3.1 million for the same period last year.

Interest expense for the first three months of 2012 was \$31.9 million, compared to \$31.5 million for the same period last year.

Realized Gains/Losses

The components of net realized gains (losses) for the three months ended March 31, were:

(millions)	2012	2011
Gross realized gains on security sales		
Fixed maturities:		
U.S. government obligations	\$ 7.1	\$ 31.3
State and local government obligations	12.1	3.1
Corporate and other debt securities	22.2	8.9
Commercial mortgage-backed securities	1.0	0
Redeemable preferred stocks	0	.6
Total fixed maturities	42.4	43.9
Equity securities:		
Nonredeemable preferred stocks	30.6	57.2
Common equities	1.2	1.1
Subtotal gross realized gains on security sales	74.2	102.2
Gross realized losses on security sales		
Fixed maturities:		
U.S. government obligations	(.5)	(3.3)
Corporate and other debt securities	0	(2.8)
Redeemable preferred stocks	0	(2.2)
Total fixed maturities	(.5)	(8.3)
Subtotal gross realized losses on security sales	(.5)	(8.3)
Net realized gains (losses) on security sales		
Fixed maturities:		
U.S. government obligations	6.6	28.0
State and local government obligations	12.1	3.1
Corporate and other debt securities	22.2	6.1
Commercial mortgage-backed securities	1.0	0
Redeemable preferred stocks	0	(1.6)
Total fixed maturities	41.9	35.6
Equity securities:		
Nonredeemable preferred stocks	30.6	57.2
Common equities	1.2	1.1
Subtotal net realized gains (losses) on security sales	73.7	93.9
Other-than-temporary impairment losses		
Fixed maturities:		
Residential mortgage-backed securities	(.5)	(.6)
Commercial mortgage-backed securities	(.1)	(.4)
Total fixed maturities	(.6)	(1.0)
Equity securities:		
Common equities	(.3)	(.4)
Subtotal other-than-temporary impairment losses	(.9)	(1.4)
Net holding period gains (losses)		
Hybrid securities	7.1	4.8
Derivative instruments	(2.4)	2.4
Subtotal net holding period gains (losses)	4.7	7.2
Total net realized gains (losses) on securities	\$77.5	\$ 99.7

Gross realized gains and losses were the result of customary investment sales transactions in our fixed-income portfolio, affected by movements in credit spreads and interest rates, sales of common stocks, and holding period valuation changes on derivatives and hybrid preferred stocks. From time to time, gross realized losses also include write-downs for securities in our fixed-income and/or equity portfolios, which are determined to be other-than-temporarily impaired.

Other-Than-Temporary Impairment (OTTI)

Realized losses may include write-downs of securities determined to have had other-than-temporary declines in fair value. We routinely monitor our portfolio for pricing changes that might indicate potential impairments and perform detailed reviews of securities with unrealized losses based on predetermined guidelines. In such cases, changes in fair value are evaluated to determine the extent to which such changes are attributable to (i) fundamental factors specific to the issuer, such as financial conditions, business prospects, or other factors, (ii) market-related factors, such as interest rates or equity market declines (e.g., negative return at either a sector index level or at the broader market level), or (iii) credit-related losses where the present value of cash flows expected to be collected is lower than the amortized cost basis of the security.

Fixed-income securities and common equities with declines attributable to issuer-specific fundamentals are reviewed to identify all available evidence, circumstances, and influences to estimate the potential for, and timing of, recovery of the investment's impairment. An other-than-temporary impairment loss is deemed to have occurred when the potential for recovery does not satisfy the criteria set forth in the current accounting guidance.

For fixed-income investments with unrealized losses due to market- or sector-related declines, the losses are not deemed to qualify as other-than-temporary where we do not have the intent to sell the investments, and it is more likely than not that we will not be required to sell the investments, prior to the periods of time that we anticipate to be necessary for the investments to recover their cost bases. In general, our policy for common equity securities with market- or sector-related declines is to recognize impairment losses on individual securities with losses we cannot reasonably conclude will recover in the near term under historical conditions by the earlier of (i) when we are able to objectively determine that the loss is other-than-temporary, or (ii) when the security has been in such a loss position for three consecutive quarters.

When a security in our fixed-maturity portfolio has an unrealized loss and we intend to sell the security, or it is more likely than not that we will be required to sell the security, we write-down the security to its current fair value and recognize the entire unrealized loss through the comprehensive income statement as a realized loss. If a fixed-maturity security has an unrealized loss and it is more likely than not that we will hold the debt security until recovery (which could be maturity), then we determine 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, we recognize that portion of the impairment in the comprehensive income statement as a realized loss; any remaining unrealized loss on the security is considered to be due to other factors (e.g., interest rate and credit spread movements) and is reflected in shareholders' equity, along with unrealized gains or losses on securities that are not deemed to be other-than-temporarily impaired. The write-down activity recorded in the comprehensive income statement was as follows:

(millions)	Three Months Ended March 31,		
	Total Write-downs	Write-downs on Securities Sold	Write-downs on Securities Held at Period End
2012			
Residential mortgage-backed securities	\$.5	\$ 0	\$.5
Commercial mortgage-backed securities	.1	0	.1
Total fixed income	.6	0	.6
Common equities	.3	0	.3
Total portfolio	<u>\$.9</u>	<u>\$ 0</u>	<u>\$.9</u>
2011			
Residential mortgage-backed securities	\$.6	\$ 0	\$.6
Commercial mortgage-backed securities	.4	0	.4
Total fixed income	1.0	0	1.0
Common equities	.4	0	.4
Total portfolio	<u>\$ 1.4</u>	<u>\$ 0</u>	<u>\$ 1.4</u>

The following table stratifies the gross unrealized losses in our fixed-income and common equity portfolios at March 31, 2012, by duration in a loss position and magnitude of the loss as a percentage of the cost of the security:

			Decline of Investment Value			
(millions)	Fair Value	Total Gross Unrealized Losses	>15%	>25%	>35%	>45%
Fixed Income:						
Unrealized loss for less than 12 months	\$1,131.8	\$ 8.3	\$.1	\$.1	\$ 0	\$ 0
Unrealized loss for 12 months or greater	502.5	42.4	21.9	13.5	12.3	4.0
Total	<u>\$1,634.3</u>	<u>\$ 50.7</u>	<u>\$22.0</u>	<u>\$13.6</u>	<u>\$12.3</u>	<u>\$4.0</u>
Common Equity:						
Unrealized loss for less than 12 months	\$ 73.8	\$ 7.2	\$ 4.1	\$ 2.9	\$.1	\$ 0
Unrealized loss for 12 months or greater	18.3	.8	.1	0	0	0
Total	<u>\$ 92.1</u>	<u>\$ 8.0</u>	<u>\$ 4.2</u>	<u>\$ 2.9</u>	<u>\$.1</u>	<u>\$ 0</u>

We completed a thorough review of the existing securities in these loss categories and determined that, applying the procedures and criteria discussed above, these securities were not other-than-temporarily impaired. We do not intend to sell these securities. We also determined that it is more likely than not that we will not be required to sell these securities for the periods of time necessary to recover their respective cost bases, and that there are no additional credit-related impairments on our debt securities.

Since total unrealized losses are already a component of other comprehensive income and included in shareholders' equity, any recognition of these losses as additional OTTI losses would have no effect on our comprehensive income, book value, or reported investment total return.

C. Repurchase Transactions

From time to time we enter into reverse repurchase commitment transactions. In these transactions, we loan cash to internally approved counterparties and receive U.S. Treasury Notes pledged as collateral against the cash borrowed. We choose to enter into these transactions as rates and credit quality are more attractive than other short-term rates available in the market. Our exposure to credit risk is limited due to the characteristics of the collateral (i.e., U.S. Treasury Notes) received. The income generated on these transactions is calculated at the then applicable general collateral rates on the value of U.S. Treasury securities received. We have counterparty exposure on reverse repurchase agreements in the event of a counterparty default to the extent the general collateral security's value is below the cash we delivered to acquire the collateral. The short-term duration of the transactions (primarily overnight investing) reduces that default exposure.

We earned income of \$0.1 million and \$0.2 million for the three months ended March 31, 2012 and 2011, respectively. We had \$715.6 million of open reverse repurchase commitments with two counterparties at March 31, 2012, compared to \$394.6 million open with two counterparties at March 31, 2011, and \$384.2 million with two counterparties at December 31, 2011. For the three months ended March 31, 2012, our largest single outstanding balance of reverse repurchase commitments was \$968.1 million, which was open for one day; the average daily balance of reverse repurchase commitments was \$759.9 million.

Additionally, during the first quarter 2012, we entered into repurchase commitment transactions for a period of eight days. In these transactions, we loan U.S. Treasury securities to internally approved counterparties in exchange for cash equal to the fair value of the securities. The cash proceeds were invested in unsecured commercial paper with a maturity matching the repurchase transaction issued by large, high-quality institutions. These transactions were entered into as overnight arrangements, and we had no open repurchase commitments at March 31, 2012. During the period we invested in repurchase transactions, the largest single outstanding balance was \$143.7 million, which was open for one day; the average daily balance of repurchase commitments was \$143.3 million. We earned income of less than \$0.1 million during the period these transactions were open; we did not enter into any repurchase commitment transactions during the first three months of 2011.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: Statements in this report that are not historical fact are forward-looking statements that are subject to certain risks and uncertainties that could cause actual events and results to differ materially from those discussed herein. These risks and uncertainties include, without limitation, uncertainties related to estimates, assumptions, and projections generally; inflation and changes in economic conditions (including changes in interest rates and financial markets); the possible failure of one or more governmental entities to make scheduled debt payments or satisfy other obligations; the potential or actual downgrading of governmental, corporate, or other securities by a rating agency; the financial condition of, and other issues relating to the strength of and liquidity available to, issuers of securities held in our investment portfolios and other companies with which we have ongoing business relationships, including counterparties to certain financial transactions; the accuracy and adequacy of our pricing and loss reserving methodologies; the competitiveness of our pricing and the effectiveness of our initiatives to retain more customers; initiatives by competitors and the effectiveness of our response; our ability to obtain regulatory approval for requested rate changes and the timing thereof; the effectiveness of our brand strategy and advertising campaigns relative to those of competitors; legislative and regulatory developments, including, but not limited to, health care reform and tax law changes; disputes relating to intellectual property rights; the outcome of litigation pending or that may be filed against us; weather conditions (including the severity and frequency of storms, hurricanes, snowfalls, hail, and winter conditions); changes in driving patterns and loss trends; acts of war and terrorist activities; our ability to maintain the uninterrupted operation of our facilities, systems (including information technology systems), and business functions; court decisions and trends in litigation and health care and auto repair costs; and other matters described from time to time in our releases and publications, and in our periodic reports and other documents filed with the United States Securities and Exchange Commission. In addition, investors should be aware that generally accepted accounting principles prescribe when a company may reserve for particular risks, including litigation exposures. Accordingly, results for a given reporting period could be significantly affected if and when a reserve is established for one or more contingencies. Also, our regular reserve reviews may result in adjustments of varying magnitude as additional information regarding claims activity becomes known. Reported results, therefore, may be volatile in certain accounting periods.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The duration of the financial instruments held in our portfolios that are subject to interest rate risk was 1.9 years at both March 31, 2012 and December 31, 2011. The weighted average beta of the equity portfolio was 1.02 at March 31, 2012 and 1.01 at December 31, 2011. Although components of the portfolio have changed, no material changes have occurred in the total interest rate or market risk since that which was reported in the tabular presentations of our interest rate and market risk sensitive instruments in our Annual Report on Form 10-K for the year ended December 31, 2011.

Item 4. Controls and Procedures.

Progressive, under the direction of the Chief Executive Officer and the Chief Financial Officer, has established disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The disclosure controls and procedures are also intended to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

The Chief Executive Officer and the Chief Financial Officer reviewed and evaluated Progressive's disclosure controls and procedures as of the end of the period covered by this report. Based on that review and evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that Progressive's disclosure controls and procedures are effectively serving the stated purposes as of the end of the period covered by this report.

There has been no change in Progressive's internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1A. Risk Factors.

There have been no material changes in the risk factors that were discussed in our Annual Report on Form 10-K for the year ended December 31, 2011.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(c) Share Repurchases

ISSUER PURCHASES OF EQUITY SECURITIES				
2012 Calendar Month	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs
January	1,539,578	\$ 20.02	25,867,679	49,132,321
February	303,100	20.85	26,170,779	48,829,221
March	23,471	22.71	26,194,250	48,805,750
Total	<u>1,866,149</u>	<u>\$ 20.19</u>		

In June 2011, the Board approved an authorization to repurchase up to 75 million of our common shares; this Board authorization does not have an expiration date. Shares repurchased under this authorization may be accomplished through open market purchases or otherwise, and may include trading plans entered into with one or more brokerage firms in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. In the first three months of 2012, all repurchases were accomplished through the open market or in conjunction with our incentive compensation plans at the then current market prices. Progressive's financial policies state that we will repurchase shares to neutralize dilution from equity-based compensation in the year of issuance and as an option to return underleveraged capital to investors.

Item 5. Other Information.

I. GRANTS OF PLAN-BASED EQUITY AWARDS

In March 2012, Progressive granted 1,562,374 time-based restricted stock units to 669 employees, primarily management employees, including our executive officers, under Progressive's 2010 Equity Incentive Plan ("2010 Plan"), as amended. These awards were based on a \$22.92 closing price of our common shares on the date of grant, as reported on the New York Stock Exchange, and are scheduled to vest in equal installments on January 1 of 2015, 2016, and 2017. On the date of grant, these time-based awards had an aggregate dollar value of approximately \$35.8 million.

Pursuant to the 2010 Plan, in March 2012, we granted 635,208 performance-based restricted stock units to 43 executives and senior managers. At the date of grant, all of these performance-based restricted stock unit awards had an aggregate dollar value of approximately \$14.6 million assuming 100% of the initial award value will vest. These shares will vest from 0-2x of the initial award value if and when the underlying performance criteria are achieved. The performance criteria includes underwriting profitability and growth measurements, as well as separate awards based on investment results for our Chief Executive Officer, Chief Financial Officer, and Chief Investment Officer.

The following table discloses the restricted stock unit awards granted to each of the named executive officers identified in Progressive's 2012 Proxy Statement dated March 9, 2012:

<u>Name and Principal Position</u>	<u>Time-Based Award</u>		<u>Performance-Based Award</u>	
	<u>Units</u>	<u>Value¹</u>	<u>Units²</u>	<u>Value^{1,3}</u>
Glenn M. Renwick President and Chief Executive Officer	0	\$ 0	327,226	\$7,500,020
Brian C. Domeck Vice President and Chief Financial Officer	20,070	460,004	39,137	897,020
Susan Patricia Griffith Claims Group President	19,200	440,064	34,555	792,001
John P. Sauerland Personal Lines Group President	19,200	440,064	34,555	792,001
M. Jeffrey Charney Chief Marketing Officer	18,108	415,035	21,728	498,006

¹ Value is based on the market value at the date of grant, which was \$22.92 per share on March 15, 2012, without discount for risk of forfeitures of the awards.

² Amount includes 49,084 restricted stock units for Mr. Renwick and 4,014 restricted stock units for Mr. Domeck, using the new investment-related performance criteria. See our Current Report on Form 8-K, filed on March 22, 2012, for additional information on the investment-related awards.

³ Amount shown represents 100% of the initial award value. The value of the performance-based award can range from 0% to 200% of the initial award value based on achievement of the underlying performance criteria.

In addition, we granted time-based restricted stock awards covering a total of 88,677 common shares to our non-employee directors on April 20, 2012, based on a \$21.37 closing price on the date of grant. These awards are scheduled to vest on March 20, 2013, and had an aggregate dollar value of approximately \$1.9 million at the date of grant.

II. OTHER

President and CEO Glenn M. Renwick's letter to shareholders with respect to our first quarter 2012 results is included as Exhibit 99 to this Quarterly Report on Form 10-Q. The letter is also posted on Progressive's website at progressive.com/annualreport.

Item 6. Exhibits.

See exhibit index beginning on page 56.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE PROGRESSIVE CORPORATION
(Registrant)

Date: May 7, 2012

By: /s/ Brian C. Domeck
Brian C. Domeck
Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Under Reg. S-K, Item 601	Form 10-Q Exhibit Number	Description of Exhibit	If Incorporated by Reference, Documents with Which Exhibit was Previously Filed with SEC
3	3.1	Code of Regulations of The Progressive Corporation (as amended April 20, 2012)	Filed herewith
10	10.1	2012 Progressive Capital Management Bonus Plan	Current Report on Form 8-K (filed on March 6, 2012; Exhibit 10.1 therein)
10	10.2	Form of Restricted Stock Unit Award Agreement for Performance-Based Awards (Investment Performance) under The Progressive Corporation 2010 Equity Incentive Plan, as amended	Current Report on Form 8-K (filed on March 22, 2012; Exhibit 10.1 therein)
10	10.3	Amendment No. 3 to The Progressive Corporation 2003 Directors Equity Incentive Plan	Filed herewith
10	10.4	Fourth Amendment to The Progressive Corporation 2003 Incentive Plan	Filed herewith
10	10.5	Fifth Amendment to The Progressive Corporation 2010 Equity Incentive Plan	Filed herewith
31	31.1	Rule 13a-14(a)/15d-14(a) Certification of the Principal Executive Officer, Glenn M. Renwick	Filed herewith
31	31.2	Rule 13a-14(a)/15d-14(a) Certification of the Principal Financial Officer, Brian C. Domeck	Filed herewith
32	32.1	Section 1350 Certification of the Principal Executive Officer, Glenn M. Renwick	Furnished herewith
32	32.2	Section 1350 Certification of the Principal Financial Officer, Brian C. Domeck	Furnished herewith
99	99	Letter to Shareholders from Glenn M. Renwick, President and Chief Executive Officer (Regulation FD Disclosure)	Furnished herewith
101	101.INS	XBRL Instance Document	Filed herewith
101	101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101	101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101	101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101	101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101	101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

CODE OF REGULATIONS
OF
THE PROGRESSIVE CORPORATION
(as amended through April 20, 2012)

ARTICLE I

Meetings of Shareholders

Section 1. Annual Meetings. The annual meeting of shareholders shall be held at such time and on such date on or before June 30th of each year as may be fixed by the board of directors and stated in the notice of the meeting, for the election of directors, the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the shareholders shall be called upon the written request of the president, the directors by action at a meeting, a majority of the directors acting without a meeting, or of the holders of shares entitling them to exercise twenty-five percent (25%) of the voting power of the corporation entitled to vote thereat. Calls for such meetings shall specify the time, place, and purposes thereof. No business other than that specified in the call shall be considered at any special meeting.

Section 3. Notices of Meetings. Unless waived, written notice of each annual or special meeting stating the time, place, and the purposes thereof, and the means, if any, by which shareholders can be present and vote at the meeting through the use of communications equipment, shall be given by personal delivery, by mail, by overnight delivery service or by any other means of communication authorized by the shareholder to whom the notice is given, to each shareholder of record entitled to vote at or entitled to notice of the meeting, not more than sixty (60) days nor less than seven (7) days before any such meeting. If mailed or sent by overnight delivery service, such notice shall be directed to the shareholder at his address as the same appears upon the records of the corporation. If sent by any other means of communication authorized by the shareholder, the notice shall be sent to the address furnished by the shareholder for those transmissions. Any shareholder, either before or after any meeting, may waive any notice required to be given by law or under these Regulations.

Section 4. Place of Meetings. Meetings of shareholders shall be held at the principal office of the corporation unless the board of directors determines that a meeting shall be held at some other place within or without the State of Ohio and causes the notice thereof to so state. Notwithstanding the foregoing, the board of directors may determine that a meeting of shareholders shall not be held at any physical place, but instead may be held solely by means of communications equipment as authorized in the following paragraph.

If authorized by the board of directors, the shareholders and proxyholders who are not physically present at a meeting of shareholders may attend a meeting of shareholders by use of communications equipment that enables the shareholder or proxyholder an opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting and to speak or otherwise participate in the proceedings contemporaneously with those physically present. Any shareholder using communications equipment will be deemed present in person at the meeting, whether the meeting is to be held at a designated place or solely by means of communications equipment. The directors may adopt guidelines and procedures for the use of communications equipment in connection with a meeting of shareholders to permit the corporation to verify that a person is a shareholder or proxyholder and to maintain a record of any vote or other action.

Section 5. Quorum. The holders of shares entitling them to exercise a majority of the voting power of the corporation entitled to vote at any meeting, present in person or by proxy, shall constitute a quorum for the transaction of business to be considered at such meeting; provided, however, that no action required by law or by the Articles of Incorporation or these Regulations to be authorized or taken by the holders of a designated proportion of the shares of any particular class or of each class may be authorized or taken by a lesser proportion. The holders of a majority of the voting shares represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time, until a quorum shall be present.

Section 6. Record Date. The board of directors may fix a record date for any lawful purpose, including, without limiting the generality of the foregoing, the determination of shareholders entitled to (i) receive notice of or to vote at any meeting, (ii) receive payment of any dividend or distribution, (iii) receive or exercise rights of purchase of or subscription for, or exchange or conversion of, shares or other securities, subject to any contract right with respect thereto, or (iv) participate in the execution of written consents, waivers or releases. Said record date, which shall not be a date earlier than the date on which the record date is fixed, shall not be more than sixty (60) days preceding the date of such meeting, the date fixed for the payment of any dividend or distribution or the date fixed for the receipt or the exercise of rights, as the case may be.

If a record date shall not be fixed, the record date for the determination of shareholders who are entitled to notice of, or who are entitled to vote at, a meeting of shareholders, shall be the close of business on the date next preceding the day on which notice is given, or the close of business on the date next preceding the day on which the meeting is held, as the case may be.

Section 7. Proxies. A person who is entitled to attend a shareholders' meeting, to vote thereat, or to execute consents, waivers or releases, may be represented at such meeting or vote thereat, and execute consents, waivers and releases, and exercise any of his other rights, by proxy or proxies appointed by a writing signed by such person or appointed by a verifiable communication authorized by the person.

Section 8. Notification of Proposals. This Section 8 sets forth the exclusive means by which a shareholder may make a proposal for business to be considered at the annual meeting of

shareholders (other than nominations for the election of directors, the means for which are set forth in Section 13 of Article II) if the proposal is not made pursuant to Rule 14a-8 under the Securities Exchange Act of 1934. A shareholder may submit such a proposal for consideration at an annual meeting of shareholders only if the shareholder is entitled to vote at the annual meeting of shareholders, the business is a proper matter for shareholder action, and written notice of such shareholder's intent to propose such business complying with the requirements of this Section 8 has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the corporation, and has been received by the Secretary of the corporation not less than 60 days, nor more than 90 days, in advance of the first anniversary of the immediately preceding year's annual meeting of shareholders.

Each such notice shall set forth the following information, together with a representation as to the accuracy of the information, as to (i) each shareholder that holds of record shares of the corporation entitled to vote at the annual meeting of shareholders (the "Record Shareholder(s)") who is making the proposal and, (ii) if any shareholder making a proposal holds shares of the corporation for the benefit of another, the beneficial owner(s) on whose behalf the proposal is made (the "Beneficial Owner(s)") (Record Shareholder(s) and Beneficial Owner(s) are hereinafter referred to as "Holder(s)");

(a) the name and address (as they appear on the corporation's stock records) of each shareholder who is making the proposal and, if applicable, the name and address of the Beneficial Owner(s) on whose behalf such shareholder is making the proposal;

(b) a representation that each proposing shareholder is a holder of record of shares of the corporation, or holds shares of the corporation for the benefit of another, who is entitled to vote at such meeting, and that such proposing shareholder intends to (i) appear in person or by proxy at the meeting, and (ii) submit the proposal specified in the notice at the meeting in person or through a representative;

(c) a description of all types of each Holder's economic and voting interests in the corporation, including a description of:

(i) the class or series and number of shares of the corporation that, directly or indirectly, are owned of record or beneficially owned (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended) by such Holder, and, to the extent (if any) in addition thereto, the number of shares of any class or series of the corporation as to which such Holder has a right, at that time or at any time in the future, to own of record or acquire beneficial ownership;

(ii) any derivative, swap or other transaction or series of transactions engaged in, directly or indirectly, by such Holder, the purpose or effect of which is to give such Holder economic risk similar to ownership of shares of, or voting power with respect to, any class or series of the corporation;

(iii) any proxy, agreement, arrangement, understanding or relationship

pursuant to which such Holder has or shares a right to vote any shares of any class or series of the corporation;

(iv) any agreement, arrangement, understanding or relationship, including without limitation any repurchase or similar so-called “stock borrowing” agreement or arrangement, engaged in, directly or indirectly, by such Holder, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of shares of any class or series of the corporation by, manage the risk of share price changes for, or increase or decrease the voting power of, such Holder with respect to the shares of any class or series of the corporation, or which provides, directly or indirectly, the opportunity to profit from any decrease in the price or value of the shares of any class or series of the corporation;

(v) any rights to dividends on the shares of any class or series of the corporation owned beneficially by such Holder that are separated or separable from the underlying shares of the corporation;

(vi) any performance-related fees (other than an asset-based fee) that such Holder is entitled to based on any increase or decrease in the price or value of shares of any class or series of the corporation or any interest described in subsections (ii) and (iv) of this Section 8(c); and

(vii) the aggregate number of voting shares held or beneficially owned by all Holders that are subject to or referred to in this Section 8;

(d) a description of all arrangements or understandings between each Holder and any other person(s) or entity(ies) (naming such person or entity) pursuant to which the proposal or proposals are to be made;

(e) any proportionate interest in shares of the corporation or any interest described in subsection (ii) of Section 8(c) that is held, directly or indirectly, by a general or limited partnership or limited liability company or similar entity in, or with respect to, which any Holder: is a general or limited partner; beneficially owns, directly or indirectly, an interest in a general or any limited partner of such general or limited partnership; or is a member or manager of, or beneficially owns, directly or indirectly, an interest in a member or manager of, such limited liability company or similar entity;

(f) any arrangements, rights or other interests described in Sections 8(c) through 8(e) held by each Holder’s immediate family members;

(g) a representation regarding whether each Holder intends or is part of a group that intends to deliver a proxy statement and/or form of proxy to one or more holders of the corporation’s outstanding capital stock, and/or otherwise to solicit proxies from shareholders, in support of such proposal;

(h) any other information relating to each Holder that would be required to be disclosed by such Holder in a proxy statement or other filings required to be made in connection with solicitations by such Holder of proxies for such proposal pursuant to Section 14 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder;

(i) any other information reasonably requested by the corporation; and

(j) a reasonably brief statement of the course of action proposed for the corporation to follow, stated as clearly and specifically as possible; the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Code of Regulations of the company, the language of the proposed amendment); the reasons for making such proposal for business at the next annual meeting; and any material interest in such business of each Holder (including any anticipated benefit to each Holder, or any of such Holder's affiliates or immediate family members, therefrom).

Such information shall be provided as of the date of the notice and shall be supplemented by the shareholder making the proposal not later than 10 days after the record date for the meeting to disclose such ownership information as of the record date. The presiding officer at the meeting may refuse to acknowledge the submission of any proposal not made in accordance with the provisions hereof and may declare at such meeting that any such proposal was not properly brought before the meeting and shall not be considered.

This Section 8 shall constitute an "advance notice provision" for annual meetings of shareholders for the purposes of Rule 14a-4(c)(1) under the Securities Exchange Act of 1934.

For the purpose of this Section 8, "immediate family members" shall include a person's spouse, parents, stepparents, children, stepchildren, grandchildren, siblings, stepsiblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, anyone (other than domestic employees) who shares such person's home, and shall include adoptive relationships; and "affiliates" shall include any corporation or organization of which such person is an officer, director, partner, manager or member or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities or other equity interest, any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar fiduciary capacity, and any other entity that controls, is controlled by, or is under common control with, the Holder. For the purposes hereof, "control" shall mean the right or power, alone or with others, to direct the management or policies of such other entity.

ARTICLE II

Directors

Section 1. Number of Directors. The number of directors of the corporation, none of whom need to be a shareholder or resident of the State of Ohio, shall be eleven. All of the directors shall comprise a single class, although the terms of individual directors may vary on an

interim basis as provided at Section 3 hereof. The shareholders, acting by the affirmative vote of the holders of record of shares representing a majority of the voting power of the corporation on such proposal, or a majority of the board of directors, may, from time to time, increase or decrease the number of directors, but in no case shall the number of directors be fewer than five or more than thirteen, nor shall any decrease in the number of directors shorten the term of any director then in office.

Section 2. Election of Directors. Directors shall be elected at the annual meeting of shareholders, but when the annual meeting is not held or directors are not elected thereat, they may be elected at a special meeting called and held for that purpose. Such election shall be by ballot whenever requested by any shareholder entitled to vote at such election; but, unless such request is made, the election may be conducted in any manner approved at such meeting.

Article TENTH of the Company's Amended Articles of Incorporation, as amended, sets forth voting standards applicable in the election of directors at each meeting of shareholders to elect directors.

Section 3. Term of Office. Subject to the following sentences, the term of office for each director elected or re-elected at or any time after the Company's 2013 Annual Meeting of Shareholders shall be one year. Directors elected for multi-year terms prior to the Company's 2013 Annual Meeting of Shareholders shall serve for the terms for which they were previously elected. Any director elected to fill a vacancy pursuant to Section 5 of this Article shall serve for the term specified therein. Each director shall hold office until the date of the annual meeting of shareholders coinciding with the termination of the term for which he or she was elected, or until the termination of the period specified in Section 5 of this Article (if applicable), ("End-of-Term Date") and until his or her successor shall be elected or until his or her earlier resignation, removal from office or death; provided that:

(a) a director that has not been nominated by the Board of Directors for re-election in an election of directors at an annual meeting of shareholders coinciding with his or her End-of-Term Date ("End-of-Term Election") shall hold office only until such End-of-Term Date; and

(b) a director that has been nominated for re-election by the Board of Directors in an End-of-Term Election in which a majority vote is required for his or her re-election by the Amended Articles of Incorporation, as amended, but such director fails to achieve a majority of votes cast with respect to his or her nomination and fails to tender his or her resignation to the Board of Directors or an appropriate committee thereof, in accordance with applicable procedures adopted by the Board of Directors or a committee thereof, within 10 days after the results of the vote have been certified, shall hold office only until the earlier of (i) the date that his or her successor shall be elected or (ii) the expiration of such 10 day period.

Section 4. Removal. All directors, or any individual director, may be removed from office, without assigning any cause, by the affirmative vote of the holders of record of shares representing 75% of the voting power of the corporation with respect to the election of directors, provided that unless all the directors are removed, no individual director shall be removed if the votes of a sufficient number of shares are cast against his or her removal which, if cumulatively

voted at an election of all the directors would be sufficient to elect at least one director. In case of any such removal, a new director may be elected at the same meeting for the unexpired term of each director removed.

Section 5. Vacancies. Vacancies in the board of directors may be filled by a majority vote of the remaining directors. Any director so elected by the remaining directors to fill a vacancy shall have a term of office ending on the earlier of the next annual meeting of shareholders or the next special meeting of shareholders held to elect directors. At the expiration of such term, each such director shall then be subject to election by shareholders in accordance with this Article.

Section 6. Quorum and Transaction of Business. A majority of the whole authorized number of directors shall constitute a quorum for the transaction of business, except that a majority of the directors in office shall constitute a quorum for filling a vacancy on the board. Whenever less than a quorum is present at the time and place appointed for any meeting of the board, a majority of those present may adjourn the meeting from time to time, until a quorum shall be present. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

Section 7. Annual Meeting. Annual meetings of the board of directors shall be held immediately following annual meetings of the shareholders, or as soon thereafter as is practicable. If no annual meeting of the shareholders is held, or if directors are not elected thereat, then the annual meeting of the board of directors shall be held immediately following any special meeting of the shareholders at which directors are elected, or as soon thereafter as is practicable. If such annual meeting of directors is held immediately following a meeting of the shareholders, it shall be held at the same place at which such meeting of shareholders was held.

Section 8. Regular Meetings. Regular meetings of the board of directors shall be held at such times and places, within or without the State of Ohio, as the board of directors may, by resolution or by-law, from time to time, determine. The secretary shall give notice of each such resolution or bylaw to any director who was not present at the time the same was adopted, but no further notice of such regular meeting need be given.

Section 9. Special Meetings. Special meetings of the board of directors may be called by the chairman of the board or the president to be held at such times and places within or without the State of Ohio as the person calling such meeting shall specify. In addition, any two members of the board of directors may call special meetings of the board of directors to be held at the principal office of the corporation at such times as they may specify.

Section 10. Notice of Annual or Special Meetings. Notice of the time and place of each annual or special meeting shall be given to each director by the secretary or by the person or persons calling such meeting. Such notice need not specify the purpose or purposes of the meeting and may be given in any manner or method and at such time so that the director receiving it may have reasonable opportunity to attend the meeting. Such notice shall, in all events, be deemed to have been properly and duly given if mailed at least forty-eight (48) hours prior to the meeting and directed to the residence of each director as shown upon the secretary's

records. The giving of notice shall be deemed to have been waived by any director who shall attend and participate in such meeting and may be waived, in a writing, by any director either before or after such meeting.

Section 11. Compensation. The directors, as such, shall be entitled to receive such reasonable compensation for their services as may be fixed from time to time by resolution of the board, and expenses of attendance, if any, may be allowed for attendance of each annual, regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of the executive committee or of any standing or special committee may by resolution of the board be allowed such compensation for their services as the board may deem reasonable, and additional compensation may be allowed to directors for special services rendered.

Section 12. By-laws. For the government of its actions, the board of directors may adopt by-laws consistent with the Articles of Incorporation and these Regulations.

Section 13. Notification of Nominations. Subject to the rights of the holders of any class or series of stock of the corporation having a preference over the Common Shares as to dividends or upon liquidation to elect directors under specified circumstances, nominations for the election of directors may be made only by the Board of Directors or a committee of the Board of Directors or, subject to this Section 13, by any shareholder of record entitled to vote in the election of directors generally. A shareholder of record entitled to vote in the election of directors generally may nominate one or more persons for election as directors at a meeting of shareholders only if written notice of such shareholder's intent to make such nomination(s) has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the corporation and has been received by the Secretary of the corporation on or before the following dates, as applicable: (i) with respect to an election to be held at an annual meeting of shareholders, not less than 60 days, nor more than 90 days, in advance of the first anniversary of the immediately preceding year's annual meeting, or (ii) with respect to an election to be held at a special meeting of shareholders, the close of business on the tenth day following the date on which notice of such meeting is first given to shareholders. For purposes of this Section 13, notice shall be deemed to be first given to shareholders when disclosure of such date is first made in a press release reported by the Dow Jones News Services, Associated Press or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended.

Each such notice shall set forth the following information, together with a representation as to the accuracy of the information, as to (i) each shareholder that holds of record shares of the corporation entitled to vote at the annual meeting of shareholders (the "Record Shareholder(s)") who is making the nomination(s) and, (ii) if any shareholder making any nomination(s) holds shares of the corporation for the benefit of another, the beneficial owner(s) on whose behalf each nomination is made (the "Beneficial Owner(s)") (Record Shareholder(s) and Beneficial Owner(s) are hereinafter referred to as "Holder(s)");

(a) the name and address (as they appear on the corporation's stock records) of the shareholder who intends to make the nomination(s), and, if applicable, the name and address of the Beneficial Owner(s) on whose behalf such shareholder is making the nomination(s);

(b) a representation that the nominating shareholder is a holder of record of shares of the corporation or holds shares for the benefit of another, who is entitled to vote at such meeting, and that such nominating shareholder intends to (i) appear in person or by proxy at the meeting; and (ii) nominate the person(s) specified in the notice in person or through a representative;

(c) the name, address and principal occupation or employment of each person to be so nominated;

(d) a description of all arrangements or understandings between the nominating shareholder and each nominee and any other person(s) or entity(ies) (naming each such person or entity) pursuant to which the nomination(s) are to be made by the shareholder;

(e) such other information regarding each nominee proposed by such nominating shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission, as then in effect, had the nominee been nominated, or intended to be nominated, by the Board of Directors;

(f) a description of all types of each Holder's economic and voting interests in the corporation, including a description of:

(i) the class or series and number of shares of the corporation that, directly or indirectly, are owned of record or beneficially owned (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended) by such Holder, and, to the extent (if any) in addition thereto, the number of shares of any class or series of the corporation as to which such Holder has a right, at that time or at any time in the future, to own of record or acquire beneficial ownership;

(ii) any derivative, swap or other transaction or series of transactions engaged in, directly or indirectly, by such Holder, the purpose or effect of which is to give such Holder economic risk similar to ownership of shares of, or voting power with respect to, any class or series of the corporation;

(iii) any proxy, agreement, arrangement, understanding or relationship pursuant to which such Holder has or shares a right to vote any shares of any class or series of the corporation;

(iv) any agreement, arrangement, understanding or relationship, including without limitation any repurchase or similar so-called "stock borrowing" agreement or arrangement, engaged in, directly or indirectly, by such Holder, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of shares of any class or series of the corporation

by, manage the risk of share price changes for, or increase or decrease the voting power of, such Holder with respect to the shares of any class or series of the corporation, or which provides, directly or indirectly, the opportunity to profit from any decrease in the price or value of the shares of any class or series of the corporation;

(v) any rights to dividends on the shares of any class or series of the corporation owned beneficially by such Holder that are separated or separable from the underlying shares of the corporation;

(vi) any performance-related fees (other than an asset-based fee) that such Holder is entitled to based on any increase or decrease in the price or value of shares of any class or series of the corporation or any interest described in subsections (ii) and (iv) of this Section 13(f);

(vii) the aggregate number of voting shares held or beneficially owned by all Holders that are subject to or referred to in this Section 13;

(viii) any proportionate interest in shares of the corporation or any interest described in subsection (ii) of this Section 13(f) that is held, directly or indirectly, by a general or limited partnership or limited liability company or similar entity in, or with respect to, which any Holder: is a general or limited partner; beneficially owns, directly or indirectly, an interest in a general or any limited partner of such general or limited partnership; or is a member or manager of, or beneficially owns, directly or indirectly, an interest in a member or manager of, such limited liability company or similar entity; and

(ix) any arrangements, rights or other interests described in Sections 13f(i) through 13f(viii) held by each Holder's immediate family members;

(g) a representation regarding whether each Holder intends or is part of a group that intends to deliver a proxy statement and/or form of proxy to one or more holders of the corporation's outstanding capital stock, and/or otherwise to solicit proxies from shareholders, in support of such nomination(s);

(h) any other information relating to each Holder that would be required to be disclosed by such Holder in a proxy statement or other filings required to be made in connection with solicitations by such Holder of proxies for such nomination(s) pursuant to Section 14 of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder; and

(i) any other information reasonably requested by the corporation.

Such information shall be provided as of the date of the notice and shall be supplemented by the shareholder making the nomination(s) not later than 10 days after the record date for the meeting to disclose such ownership information as of the record date.

For the purpose of this Section 13, “immediate family members” shall include a person’s spouse, parents, stepparents, children, stepchildren, grandchildren, siblings, stepsiblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, anyone (other than domestic employees) who shares such person’s home, and shall include adoptive relationships; and “affiliates” shall include any corporation or organization of which such person is an officer, director, partner, manager or member or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities or other equity interests, any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar fiduciary capacity, and any other entity that controls, is controlled by, or is under common control with, the Holder. For the purposes hereof, “control” shall mean the right or power, alone or with others, to direct the management or policies of such other entity.

To be effective, each notice of intent to make a nomination given hereunder must be accompanied by the written consent of each such nominee to serve as a director of the corporation if elected.

The presiding officer at the meeting may refuse to acknowledge the nomination of any person or persons not made in compliance with the provisions hereof and may declare at such meeting that any such nomination was not properly brought before the meeting and shall not be considered.

This Section 13 shall constitute an “advance notice provision” for annual meetings of shareholders for the purposes of Rule 14a-4(c)(1) under the Securities Exchange Act of 1934.

ARTICLE III

Committees

Section 1. Executive Committee. The board of directors may from time to time, by resolution passed by a majority of the whole board, create an executive committee of three or more directors, the members of which shall be elected by the board of directors to serve during the pleasure of the board. If the board of directors does not designate a chairman of the executive committee, the executive committee shall elect a chairman from its own number. Except as otherwise provided herein and in the resolution creating an executive committee, such committee shall, during the intervals between the meetings of the board of directors, possess and may exercise all of the powers of the board of directors in the management of the business and affairs of the corporation, other than that of filling vacancies among the directors or in any committee of the directors. The executive committee shall keep full records and accounts of its proceedings and transactions. All action by the executive committee shall be reported to the board of directors at its meeting next succeeding such action and shall be subject to control, revision and alteration by the board of directors, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the executive committee shall be filled by the directors, and the directors may appoint one or more directors as alternate members of the committee who may take the place of any absent member or members at any meeting.

Section 2. Meetings of Executive Committee. Subject to the provisions of these Regulations, the executive committee shall fix its own rules of procedure and shall meet as provided by such rules or by resolutions of the board of directors, and it shall also meet at the call of the president, the chairman of the executive committee or any two members of the committee. Unless otherwise provided by such rules or by such resolutions, the provisions of Section 10 of Article II relating to the notice required to be given of meetings of the board of directors shall also apply to meetings of the executive committee. A majority of the executive committee shall be necessary to constitute a quorum. The executive committee may act in a writing, or by telephone with written confirmation, without a meeting, but no such action of the executive committee shall be effective unless concurred in by all members of the committee.

Section 3. Other Committees. The board of directors may by resolution provide for such other standing or special committees as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the board of directors. The provisions of Section 1 and Section 2 of this Article shall govern the appointment and action of such committees so far as consistent, unless otherwise provided by the board of directors. Vacancies in such committees shall be filled by the board of directors or as the board of directors may provide.

ARTICLE IV

Officers

Section 1. General Provisions. The board of directors shall elect a president, such number of vice presidents as the board may from time to time determine, a secretary and a treasurer and, in its discretion, a chairman of the board of directors. The board of directors may from time to time create such offices and appoint such other officers, subordinate officers and assistant officers as it may determine. The president, any vice president who succeeds to the office of the president, and the chairman of the board shall be, but the other officers need not be, chosen from among the members of the board of directors. Any two of such offices, other than that of president and vice president, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2. Term of Office. The officers of the corporation shall hold office during the pleasure of the board of directors, and, unless sooner removed by the board of directors, until the organization meeting of the board of directors following the date of their election and until their successors are chosen and qualified. The board of directors may remove any officer at any time, with or without cause. A vacancy in any office, however created, shall be filled by the board of directors.

ARTICLE V

Duties of Officers

Section 1. Chairman of the Board. The chairman of the board, if one be elected, shall preside at all meetings of the board of directors and shall have such other powers and duties as may be prescribed by the board of directors.

Section 2. President. The president shall be the chief executive officer of the corporation and shall exercise supervision over the business of the corporation and over its several officers, subject, however, to the control of the board of directors. He shall preside at all meetings of shareholders, and, in the absence of the chairman of the board, or if a chairman of the board shall not have been elected, shall also preside at meetings of the board of directors. He shall have authority to sign all certificates for shares and all deeds, mortgages, bonds, agreements, notes, and other instruments requiring his signature; and shall have all the powers and duties prescribed by Chapter 1701 of the Revised Code of Ohio and such others as the board of directors may from time to time assign to him.

Section 3. Vice Presidents. The vice presidents shall have such powers and duties as may from time to time be assigned to them by the board of directors or the president. At the request of the president, or in the case of his absence or disability, the vice president designated by the president (or in the absence of such designation, the vice president designated by the board) shall perform all the duties of the president and, when so acting, shall have all the powers of the president. The authority of vice presidents to sign in the name of the corporation certificates for shares and deeds, mortgages, bonds, agreements, notes and other instruments shall be coordinate with like authority of the president.

Section 4. Secretary. The secretary shall keep minutes of all the proceedings of the shareholders and board of directors and shall make proper record of the same, which shall be attested by him; shall have authority to sign all certificates for shares and all deeds, mortgages, bonds, agreements, notes, and other instruments executed by the corporation requiring his signature; shall give notice of meetings of shareholders and directors; shall produce on request at each meeting of shareholders a certified list of shareholders arranged in alphabetical order; shall keep such books as may be required by the board of directors; and shall have such other powers and duties as may from time to time be assigned to him by the board of directors or the president.

Section 5. Treasurer. The treasurer shall have general supervision of all finances; he shall receive and have in charge all money, bills, notes, deeds, leases, mortgages and similar property belonging to the corporation, and shall do with the same as may from time to time be required by the board of directors. He shall cause to be kept adequate and correct accounts of the business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, stated capital and shares, together with such other accounts as may be required, and upon the expiration of his term of office shall turn over to his successor or to the board of directors all property, books, papers and money of the corporation in his hands; and shall have such other powers and duties as may from time to time be assigned to him by the board of directors or the president.

Section 6. Assistant and Subordinate Officers. The board of directors may appoint such assistant and subordinate officers as it may deem desirable. Each such officer shall hold office during the pleasure of the board of directors, and perform such duties as the board of directors or the president may prescribe.

The board of directors may, from time to time, authorize any officer to appoint and remove subordinate officers, to prescribe their authority and duties, and to fix their compensation.

Section 7. Duties of Officers May be Delegated. In the absence of any officer of the corporation, or for any other reason the board of directors may deem sufficient, the board of directors may delegate, for the time being, the powers or duties, or any of them, of such officers to any other officer or to any director.

ARTICLE VI

Indemnification and Insurance

Section 1. Indemnification. The corporation shall indemnify each director, officer and employee and each former director, officer and employee of the corporation, and each person who is serving or has served at its request as a director, officer or employee of another corporation, against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending or threatened action, suit or proceeding, criminal or civil, to which he was, is or may be made a party by reason of being or having been such director, officer or employee, provided a determination is made (i) by the directors of the corporation acting at a meeting at which a quorum consisting of directors who neither were nor are parties to or threatened with any such action, suit or proceeding is present, or (ii) by the shareholders of the corporation at a meeting held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation on such proposal or without a meeting by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power on such proposal, that (a) such director, officer or employee was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the corporation of which he is or was a director, officer or employee, (b) he acted in good faith in what he reasonably believed to be the best interest of such corporation, and (c) in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such expenses unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

The foregoing rights of indemnification shall not be deemed exclusive of, or in any way to limit, any other rights to which any person indemnified may be, or may become, entitled apart from the provisions of this Article VI.

Section 2. Liability Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or designated agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or designated agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article or of Chapter 1701 of the Ohio Revised Code.

ARTICLE VII

Certificates for Shares; Uncertificated Shares

Section 1. Form and Execution. Except as provided in Section 2 hereof, certificates for shares, certifying the number of full-paid shares owned, shall be issued to each shareholder in such form as shall be approved by the board of directors. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary or the treasurer or an assistant treasurer; provided however, that if such certificates are countersigned by a transfer agent and/or registrar the signatures of any of said officers and the seal of the corporation upon such certificates may be facsimiles, which are engraved, stamped or printed thereon. If any officer or officers, who shall have signed, or whose facsimile signature shall have been used, printed, engraved or stamped on any certificate or certificates for shares, shall cease to be such officer or officers, because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the corporation, such certificate or certificates, if authenticated by the endorsement thereon of the signature of a transfer agent or registrar, shall nevertheless be conclusively deemed to have been adopted by the corporation by the use and delivery thereof and shall be as effective in all respects as though signed by a duly elected, qualified and authorized officer or officers, and as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be an officer or officers of the corporation.

Section 2. Uncertificated Shares. The board of directors, subject to the immediately succeeding paragraph, may provide by resolution that some or all of any or all classes and series of shares of the corporation shall be uncertificated shares, provided that the resolution shall not apply to shares represented by a certificate until the certificate is surrendered to the corporation and the resolution shall not apply to a certificated security issued in exchange for an uncertificated security. Within a reasonable time after the issuance or transfer of uncertificated shares, the corporation shall send to the registered owner of the shares a written notice containing the information required to be set forth or stated on share certificates in accordance with all applicable laws. Except as expressly provided by law, the rights and obligations of the holders

of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

Notwithstanding the foregoing provisions of this Section 2, a shareholder of record shall at all times have the right to receive one or more certificates for some or all of the shares held of record by such shareholder in accordance with Section 1 hereof by making a written request therefor to the corporation or any transfer agent for the applicable class of shares, accompanied by such assurances as the corporation or such transfer agent may require as to the genuineness of such request; provided, however, that shareholders holding shares of the corporation under one or more of the corporation's benefit plans for officers, directors and/or employees shall have no such right to have certificates issued unless such a right is provided for under the applicable benefit plan or otherwise ordered by the board of directors or a committee thereof.

Section 3. Registration of Transfer. Any certificate for shares of the corporation shall be transferable in person or by attorney upon the surrender thereof to the corporation or any transfer agent for the class of shares represented by the certificate surrendered of a certificate, properly endorsed for transfer or accompanied by a duly endorsed stock power, together with such assurances as the corporation or such transfer agent may require as to the genuineness and effectiveness of each necessary endorsement or executed stock power. Any uncertificated shares of the corporation shall be transferable in person or by attorney upon written request in form and substance acceptable to the corporation or any transfer agent for the applicable class of shares, accompanied by a duly endorsed stock power and/or such other assurances as the corporation or such transfer agent may require as to the genuineness and effectiveness thereof.

Section 4. Lost, Destroyed or Stolen Certificates. Subject to the provisions of Section 2 hereof, a new share certificate or certificates may be issued in place of any certificate theretofore issued by the corporation which is alleged to have been lost, destroyed or wrongfully taken upon (i) the execution and delivery to the corporation by the person claiming the certificate to have been lost, destroyed or wrongfully taken of an affidavit of that fact, specifying whether or not, at the time of such alleged loss, destruction or taking, the certificate was endorsed, and (ii) the furnishing to the corporation of indemnity and other assurances satisfactory to the corporation and to all transfer agents and registrars of the class of shares represented by the certificate against any and all losses, damages, costs, expenses or liabilities to which they or any of them may be subjected by reason of the issue and delivery of such new certificate or certificates or in respect of the original certificate.

Section 5. Registered Shareholders. A person in whose name shares are of record on the books of the corporation, whether such shares are evidenced by a certificate or are uncertificated, shall conclusively be deemed the unqualified owner and holder thereof for all purposes and to have capacity to exercise all rights of ownership. Neither the corporation nor any transfer agent of the corporation shall be bound to recognize any equitable interest in or claim to such shares on the part of any other person, whether disclosed upon any such certificate or otherwise, nor shall they be obliged to see to the execution of any trust or obligation.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall end on the 31st day of December in each year, or on such other date as may be fixed from time to time by the board of directors.

ARTICLE IX

Seal

The board of directors may provide a suitable seal containing the name of the corporation. If deemed advisable by the board of directors, duplicate seals may be provided and kept for the purposes of the corporation.

ARTICLE X

Amendments

These Regulations may be amended or repealed: (a) at any meeting of shareholders called for that purpose by the affirmative vote of the holders of record of shares entitling them to exercise a majority of the voting power of the corporation with respect to such proposal; or (b) by the board of directors (to the extent permitted by Ohio law).

AMENDMENT NO. 3

TO

THE PROGRESSIVE CORPORATION
2003 DIRECTORS EQUITY INCENTIVE PLAN

The Progressive Corporation 2003 Directors Equity Incentive Plan, as previously amended (the “Plan”), is hereby amended as follows:

1. The second sentence of the first paragraph of Section 2 of the Plan is hereby deleted, and the following is substituted in its place:

“The Committee shall consist of not less than two directors of the Company, all of whom shall be Non-Employee Directors.”

2. Except as expressly modified hereby, the terms of the Plan shall be unchanged.

This Amendment will be effective as of April 20, 2012.

/s/ Charles E. Jarrett

Charles E. Jarrett

Secretary

FOURTH AMENDMENT
TO
THE PROGRESSIVE CORPORATION
2003 INCENTIVE PLAN

The Progressive Corporation 2003 Incentive Plan, as heretofore amended (the “Plan”), is hereby amended as follows:

1. The second sentence of the first paragraph of Section 2 of the Plan is hereby deleted, and the following is substituted in its place:

“The Committee shall consist of not less than two directors of the Company, all of whom shall be Non-Employee Directors and Outside Directors.”

2. Except as expressly modified hereby, the terms of the Plan shall be unchanged.

This Amendment will be effective as of April 20, 2012.

/s/ Charles E. Jarrett

Charles E. Jarrett

Secretary

FIFTH AMENDMENT
TO
THE PROGRESSIVE CORPORATION
2010 EQUITY INCENTIVE PLAN

The Progressive Corporation 2010 Equity Incentive Plan, as previously amended (the “Plan”), is hereby amended as follows:

1. The second sentence of Section 2(a) of the Plan is hereby deleted, and the following is substituted in its place:

“The Committee shall consist of not less than two directors of the Company, all of whom shall be Non-Employee Directors and Outside Directors.”

2. Except as expressly modified hereby, the terms of the Plan shall be unchanged.

This Amendment will be effective as of April 20, 2012.

/s/ Charles E. Jarrett

Charles E. Jarrett

Secretary

CERTIFICATION

I, Glenn M. Renwick, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Progressive Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2012

/s/ Glenn M. Renwick

Glenn M. Renwick
President and Chief Executive Officer

CERTIFICATION

I, Brian C. Domeck, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Progressive Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2012

/s/ Brian C. Domeck

Brian C. Domeck

Vice President and Chief Financial Officer

SECTION 1350 CERTIFICATION

I, Glenn M. Renwick, President and Chief Executive Officer of The Progressive Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2012 (the "Report"), which this certification accompanies, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Glenn M. Renwick

Glenn M. Renwick

President and Chief Executive Officer

May 7, 2012

SECTION 1350 CERTIFICATION

I, Brian C. Domeck, Vice President and Chief Financial Officer of The Progressive Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2012 (the “Report”), which this certification accompanies, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brian C. Domeck

Brian C. Domeck

Vice President and Chief Financial Officer

May 7, 2012

The Progressive Corporation
Letter to Shareholders
First Quarter 2012

Our encouraging growth momentum of the fourth quarter last year carried over into 2012. At 7%, written premium growth for the first quarter was not quite as robust as the 8% generated in the fourth quarter, but still very encouraging. As many of our competitors struggle with growth and/or profitability, Progressive is positioned to take advantage of this challenging environment, but there are plenty of caution signs to be observed. Our best estimate of the industry growth for last year is around 1.5% with what we expect to be a combined ratio north of 100. We do not expect these industry figures to significantly change in the first quarter.

As encouraging as the growth story is, concerns over combined ratio, which came in at a very acceptable 94.1 for the quarter, are at the forefront of all our product managers' minds, and few think we won't have our work cut out to maintain the delicate balance between our desire to grow as fast as possible and our insistence on staying within the framework of our aggregate 96 combined ratio goal. Severity trends in most coverages are increasing and, while frequency trends are still generally favorable, it's a dangerous combination that can change quickly. Our respect for these conditions is extremely high, especially when any safety net of excess margins has long since been removed. Equally, however, our opportunity to outperform is amplified under these market conditions.

A year-over-year comparison of net income doesn't suggest the same positive tone, but does reflect the current market reality that our combined ratios for now will be more likely closer to our target 96 than 90. Our capital position remains very strong and investment results, measured by total return, so far this year are considerably ahead of last year at 3.3%. With over \$1.3 billion in unrealized gains in our portfolio, comprehensive income, which for the quarter showed a healthy 17% increase over last year, provides a more meaningful measure of current performance.

Even from a windowless office, I would have known February and March were unseasonably warm months in much of the country simply by observing the motorcycle loss ratio. Clearly the early spring was a welcome relief to motorcyclists, who were robbed by so many rainy days last summer. Our volume of new applications is strong, but so is early loss reporting – all part and parcel of this seasonally influenced business. New customers will add to our significant market presence in this product.

The encouraging second half of last year for our Commercial Auto products has also continued into this year, with double digit written premium growth for the quarter. We are starting to reclaim some of the lost ground on premium the economy stripped away from us since 2008. With rapid growth of any kind, the composition of a book of business is always changing and maintaining underwriting and pricing discipline is paramount and difficult. The first quarter would suggest that both are true and so far so good, with growth of 13% and a combined ratio of 92.4, but we are cautious of March's results with a combined ratio over 100.

Our personal auto business's combined ratio results are uncharacteristically about half a point higher than our pricing expectations through the first quarter. Several of our largest states are running a little hot, and we have already taken appropriate rate action to ensure longer-term margin health. Reflecting the increasing trends in severity, we experienced unfavorable reserve development in the quarter. In comparison to the same quarter last year, when we recognized favorable development, the combination of the two items largely reconciles the two calendar year results.

Our independent agent produced auto business had an excellent growth quarter, with new business growth of 8%, reflecting stronger conversion in the channel, along with modest renewal growth. Renewals in our Direct channel were very solid, and new business was up about 4% for the quarter, although essentially flat for March. There is, however, no shortage of advertising attempting to incite consumers to shop. With significant dollars chasing new business, it is essential that we have fresh and appealing messages to present the consumer with a compelling reason to show Progressive preference.

I wrote about one such reason extensively in the Annual Report to Shareholders – Snapshot®, our discount based on measured driving behavior. Each quarter, shipments of the monitoring device set new highs, suggesting strong, and getting stronger, consumer understanding and comfort with this trial.

Electing a Snapshot monitoring period post initial purchase to further distinguish yourself by your driving behaviors from the norms of the data available upon first quote is an appealing, no-lose consumer proposition. Further, this offering is completely consistent with our pricing and margin disciplines. Based on sessions with agents over the past month or two, I am as confident as ever that they too accept the proposition, but want to be sure it is "consumer safe" and are rapidly becoming satisfied it is. I look forward to their usage mirroring that of the higher acceptance in the Direct channel.

Name Your Price® is another attractive way to interact with the quoting process, ensuring your selection is the one that best fits your needs from the options and combinations of coverage available.

Adding to the messaging options are exciting new initiatives in mobile quoting and servicing and continued promotion of our Progressive Home Advantage® program, where we offer other companies' home or renters' policies bundled with a Progressive product.

Operationally, Progressive is currently very strong, well-staffed in most every area, and Net Promoter® Scores are all moving in the right direction, suggesting service quality continues to reflect our commitment to our customers. The claims organization has already absorbed several weather catastrophes as tornados seem to be following the unusual early weather patterns, all while producing great claims quality and customer experiences.

The current environment, where the markets start to harden and the industry faces significant profitability challenges, in sports jargon, feels more like the playoffs than the regular season. We know what we must do to win. More to follow...

Glenn M. Renwick
President and Chief Executive Officer