



## QUARTERLY STATEMENT

## **As of September 30, 2011**

of the Condition and Affairs of the

# PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS

NAIC Group Code.....155, 155 (Current Period) (Prior Period)	NAIC Company Code.....21735	Employer's ID Number.....36-3789786
Organized under the Laws of OH	State of Domicile or Port of Entry OH	Country of Domicile US
Incorporated/Organized.....September 13, 1992	Commenced Business.....November 16, 1992	
Statutory Home Office	6300 WILSON MILLS ROAD, W33.....CLEVELAND ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	
Main Administrative Office	6300 WILSON MILLS ROAD, W33.....CLEVELAND ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	440-461-5000 (Area Code) (Telephone Number)
Mail Address	P.O. BOX 89490.....CLEVELAND ..... OH ..... 44101-6490 (Street and Number or P. O. Box) (City or Town, State and Zip Code)	
Primary Location of Books and Records	6300 WILSON MILLS ROAD, W33.....CLEVELAND ..... OH ..... 44143-2182 (Street and Number) (City or Town, State and Zip Code)	440-395-4460 (Area Code) (Telephone Number)
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO (Name) FINANCIAL_REPORTING@PROGRESSIVE.COM (E-Mail Address)	440-395-4460 (Area Code) (Telephone Number) (Extension) 440-446-7168 (Fax Number)

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

## OFFICERS

<b>Name</b> TOBY KRAMER ALFRED CLARK HAROLD IBRAHIM KHAYAT #	<b>Title</b> PRESIDENT TREASURER	<b>Name</b> MICHAEL ROBERT UTH	<b>Title</b> SECRETARY
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## OTHER

SCOTT EDWARD COLEMAN (ASST. TREASURER) CAROLINE MAE KORAN (VICE PRESIDENT)  
KAREN ANN KOSUDA (ASST. SECRETARY) MARIANN WOJKUN MARSHALL (VICE PRESIDENT)

## **DIRECTORS OR TRUSTEES**

TOBY KRAMER ALFRED STEVEN ANTHONY BROZ JAMES RUSSELL HAAS # CAROLINE MAE KORAN  
SCOTT WESLEY ZIEGLER

State of..... OHIO  
County of.... CUYAHOGA

The officers of this reporting entity  
the herein described assets were

together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)  
**TOBY KRAMER ALFRED**  
1. (Printed Name)  
PRESIDENT  
(Title)

(Signature)  
KAREN ANN KOSUDA  
2. (Printed Name)  
ASSISTANT SECRETARY  
(Title)

(Signature)  
SCOTT EDWARD COLEMAN  
3. (Printed Name)  
TREASURER  
(Title)

Subscribed and sworn to before me  
This 7TH day of NOVEMBER, 2011

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

## ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	.....92,654,076		.....92,654,076	.....103,603,233
2. Stocks:				
2.1 Preferred stocks.....			.....0	
2.2 Common stocks.....			.....0	
3. Mortgage loans on real estate:				
3.1 First liens.....			.....0	
3.2 Other than first liens.....			.....0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.....0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.....0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.....0	
5. Cash (\$.....0), cash equivalents (\$.....0) and short-term investments (\$.....0).....			.....0	
6. Contract loans (including \$.....0 premium notes).....			.....0	
7. Derivatives.....			.....0	
8. Other invested assets.....			.....0	
9. Receivables for securities.....			.....0	
10. Securities lending reinvested collateral assets.....			.....0	
11. Aggregate write-ins for invested assets.....	.....0	.....0	.....0	.....0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	.....92,654,076	.....0	.....92,654,076	.....103,603,233
13. Title plants less \$.....0 charged off (for Title insurers only).....			.....0	
14. Investment income due and accrued.....	.....1,264,598		.....1,264,598	.....1,703,428
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	.....8,152,195	.....1,999,127	.....6,153,068	.....6,058,404
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	.....40,583,659		.....40,583,659	.....34,357,890
15.3 Accrued retrospective premiums.....			.....0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	.....2,902,610		.....2,902,610	.....2,894,527
16.2 Funds held by or deposited with reinsured companies.....			.....0	
16.3 Other amounts receivable under reinsurance contracts.....			.....0	
17. Amounts receivable relating to uninsured plans.....			.....0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.....0	
18.2 Net deferred tax asset.....	.....3,879,264	.....307,559	.....3,571,705	.....3,178,131
19. Guaranty funds receivable or on deposit.....			.....0	
20. Electronic data processing equipment and software.....			.....0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			.....0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.....0	
23. Receivables from parent, subsidiaries and affiliates.....	.....4,729,273		.....4,729,273	
24. Health care (\$.....0) and other amounts receivable.....			.....0	
25. Aggregate write-ins for other than invested assets.....	.....329,628	.....28,165	.....301,463	.....300,730
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	.....154,495,303	.....2,334,850	.....152,160,452	.....152,096,343
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.....0	
28. Total (Lines 26 and 27).....	.....154,495,303	.....2,334,850	.....152,160,452	.....152,096,343

## DETAILS OF WRITE-INS

1101.....			.....0	
1102.....			.....0	
1103.....			.....0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.....0	.....0	.....0	.....0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.....0	.....0	.....0	.....0
2501. STATE UNEARNED SURCHARGE RECOVERABLE.....	.....301,463		.....301,463	.....300,730
2502. PREPAID EXPENSES.....	.....22,826	.....22,826	.....0	
2503. MISCELLANEOUS OTHER ASSETS.....	.....5,339	.....5,339	.....0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.....0	.....0	.....0	.....0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	.....329,628	.....28,165	.....301,463	.....300,730

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....16,784,803)	32,829,419	.31,111,437
2. Reinsurance payable on paid losses and loss adjustment expenses	467,689	.621,653
3. Loss adjustment expenses	7,056,786	.6,797,730
4. Commissions payable, contingent commissions and other similar charges	15,539	.5,331
5. Other expenses (excluding taxes, licenses and fees)	474,131	.340,690
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	683,885	.821,056
7.1 Current federal and foreign income taxes (including \$....52,997 on realized capital gains (losses))	398,199	.275,162
7.2 Net deferred tax liability		
8. Borrowed money \$.....0 and interest thereon \$.....0		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....68,073,958 and including warranty reserves of \$.....0)	.28,874,879	.25,116,084
10. Advance premium	1,046,398	.1,008,020
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	1,606,117	.1,539,032
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others		
15. Remittances and items not allocated		
16. Provision for reinsurance		
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding	8,936,430	.7,004,813
19. Payable to parent, subsidiaries and affiliates		.32,490,020
20. Derivatives		
21. Payable for securities	3,077,464	
22. Payable for securities lending		
23. Liability for amounts held under uninsured plans		
24. Capital notes \$.....0 and interest thereon \$.....0		
25. Aggregate write-ins for liabilities	.26,524,682	.8,293,023
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	.111,991,618	.115,424,050
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	.111,991,618	.115,424,050
29. Aggregate write-ins for special surplus funds	0	0
30. Common capital stock	2,500,400	.2,500,400
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds	0	0
33. Surplus notes		
34. Gross paid in and contributed surplus	12,249,600	.12,249,600
35. Unassigned funds (surplus)	.25,418,834	.21,922,293
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0)		
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	.40,168,834	.36,672,293
38. Totals	.152,160,452	.152,096,343

**DETAILS OF WRITE-INS**

2501. RECEIVABLE FACTORING LIABILITY	.25,700,000	.7,600,000
2502. MISCELLANEOUS OTHER LIABILITIES	.512,330	.450,342
2503. STATE PLAN LIABILITY	.244,504	.241,798
2598. Summary of remaining write-ins for Line 25 from overflow page	.67,848	.883
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	.26,524,682	.8,293,023
2901.		
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**STATEMENT OF INCOME**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct..... (written \$....187,742,142)	177,534,374	156,681,963	212,314,806
1.2 Assumed..... (written \$....78,375,693)	74,616,898	68,561,395	92,376,119
1.3 Ceded..... (written \$....187,742,142)	177,534,374	156,681,963	212,314,806
1.4 Net..... (written \$....78,375,693)	74,616,898	68,561,395	92,376,119
DEDUCTIONS:			
2. Losses incurred (current accident year \$....46,527,455):			
2.1 Direct.....	108,997,032	93,926,383	129,926,091
2.2 Assumed.....	45,165,428	41,357,580	56,604,486
2.3 Ceded.....	108,997,032	93,926,383	129,926,091
2.4 Net.....	45,165,428	41,357,580	56,604,486
3. Loss adjustment expenses incurred.....	8,318,016	8,233,440	11,081,668
4. Other underwriting expenses incurred.....	17,762,023	16,063,583	20,854,582
5. Aggregate write-ins for underwriting deductions.....	1	(13,516)	(16,074)
6. Total underwriting deductions (Lines 2 through 5).....	71,245,468	65,641,087	88,524,662
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	3,371,430	2,920,308	3,851,457
<b>INVESTMENT INCOME</b>			
9. Net investment income earned.....	1,365,995	1,163,621	1,651,846
10. Net realized capital gains (losses) less capital gains tax of \$....52,997.....	(52,997)	38,532	61,305
11. Net investment gain (loss) (Lines 9 + 10).....	1,312,998	1,202,153	1,713,151
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$....102,291 amount charged off \$....2,726,733).....	(2,624,442)	(2,539,589)	(3,401,633)
13. Finance and service charges not included in premiums.....	2,931,234	2,522,647	3,466,014
14. Aggregate write-ins for miscellaneous income.....	2,186	(1,955)	22,347
15. Total other income (Lines 12 through 14).....	308,978	(18,897)	86,728
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	4,993,406	4,103,564	5,651,336
17. Dividends to policyholders.....			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17).....	4,993,406	4,103,564	5,651,336
19. Federal and foreign income taxes incurred.....	1,705,319	1,488,590	1,751,652
20. Net income (Line 18 minus Line 19) (to Line 22).....	3,288,087	2,614,974	3,899,684
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year.....	36,672,293	32,590,870	32,590,870
22. Net income (from Line 20).....	3,288,087	2,614,974	3,899,684
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....0.....			
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	465,331	349,410	250,685
27. Change in nonadmitted assets.....	(256,877)	12,899	(68,946)
28. Change in provision for reinsurance.....			
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....			
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	3,496,541	2,977,283	4,081,423
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	40,168,834	35,568,153	36,672,293

**DETAILS OF WRITE-INS**

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS).....	1	(13,516)	(16,074)
0502. .....			
0503. .....			
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	1	(13,516)	(16,074)
1401. INTEREST INCOME ON INTERCOMPANY BALANCES.....	9,342	14,304	21,174
1402. MISCELLANEOUS OTHER INCOME.....	8,086	11,006	28,831
1403. LOSS ON RECEIVABLE FACTORING.....	(15,242)	(27,265)	(27,658)
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	2,186	(1,955)	22,347
3701. .....			
3702. .....			
3703. .....			
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0	0

**CASH FLOW**

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....	71,840,236	65,096,692	88,387,596
2. Net investment income.....	3,374,175	3,200,697	3,967,654
3. Miscellaneous income.....	445,619	(28,720)	117,227
4. Total (Lines 1 through 3).....	75,660,030	68,268,669	92,472,477
5. Benefit and loss related payments.....	43,609,492	38,864,577	54,540,607
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	25,814,506	23,689,407	30,985,771
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$....12,261 tax on capital gains (losses).....	1,635,279	1,395,736	1,871,087
10. Total (Lines 5 through 9).....	71,059,277	63,949,720	87,397,465
11. Net cash from operations (Line 4 minus Line 10).....	4,600,753	4,318,949	5,075,012
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	19,051,450	33,092,534	42,509,003
12.2 Stocks.....		6,727,872	6,727,872
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....	3,077,464	1,245,110	
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	22,128,914	41,065,516	49,236,875
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	9,671,638	46,309,722	64,006,014
13.2 Stocks.....		6,727,872	6,727,872
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....			0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	9,671,638	53,037,594	70,733,886
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	12,457,276	(11,972,078)	(21,497,011)
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....		1,000,000	1,000,000
16.6 Other cash provided (applied).....	(17,058,029)	2,649,915	7,639,525
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(17,058,029)	1,649,915	6,639,525
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(0)	(6,003,214)	(9,782,474)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	0	9,782,474	9,782,474
19.2 End of period (Line 18 plus Line 19.1).....	0	3,779,260	0

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

20.0001 .....	.....	.....	.....
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**NOTES TO FINANCIAL STATEMENTS****1. Summary of Significant Accounting Policies****A. Accounting Practices**

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

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

**2. Accounting Changes and Corrections of Errors**

No significant change

**3. Business Combinations and Goodwill**

No significant change

**4. Discontinued Operations**

No significant change

**5. Investments****D. Loan-Backed Securities**

Effective for the third quarter 2009 reporting period, the Company adopted *Statement of Statutory Accounting Principles* ("SSAP") No. 43R, Loan-backed and Structured Securities. Pursuant to the new standard, the Company analyzes its structured debt securities to determine if the Company intends to sell, or if it is more likely than not that the Company will be required to sell, the security prior to recovery and, if so, the Company writes down the security to its current fair value with the entire amount of the write-down recorded as a realized loss. To the extent that it is more likely than not that the Company will hold the debt security until recovery (which could be maturity), the Company determines if any of the decline in value is due to a credit loss (i.e., where the present value of cash flows expected to be collected is lower than the amortized cost basis of the security) and, if so, the Company recognizes that portion of the impairment as a realized loss.

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

As of September 30, 2011, the Company had \$36,398 of gross unrealized losses in the Company's loan-backed and structured debt securities. The Company currently does not intend to sell the loan-backed and structured debt securities and determined that it is more likely than not that the Company will not be required to sell these securities for the period of time necessary to recover their cost basis. If the Company's strategy was to change and these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with the Company's stated policy.

The following table shows, as of September 30, 2011, the composition of fair value and gross unrealized losses on loan-backed and structured debt securities by the length of time that individual securities have been in a continuous unrealized loss position:

Fair Value	Unrealized Loss	Losses less than 12 Months	Losses greater than 12 months	Market Value of losses less than 12 months	Market Value of losses greater than 12 months
\$ 5,370,380	\$ 36,398	\$ 36,398	\$ --	\$ 5,370,380	\$ --

**6. Joint Ventures, Partnerships and Limited Liability Companies**

No significant change

**7. Investment Income**

No significant change

**8. Derivative Instruments**

No significant change

**NOTES TO FINANCIAL STATEMENTS****9. Income Taxes****A. Components of the net deferred tax asset (liability) ("DTA"/"(DTL)")****1. The components of the DTA in accordance with SSAP 10R, Income Taxes, are as follows:**

<b>Description</b>	<b>September 30, 2011</b>			<b>December 31, 2010</b>			<b>Change</b>		
	<b>(1) Ordinary Income</b>	<b>(2) Capital gain (loss)</b>	<b>(3) (Col 1+2) Total</b>	<b>(4) Ordinary Income</b>	<b>(5) Capital gain (loss)</b>	<b>(6) (Col 4+5) Total</b>	<b>(7) (Col 1-4) Ordinary Income</b>	<b>(8) (Col 2-5) Capital gain (loss)</b>	<b>(9) (Col 7+8) Total</b>
(a) Gross deferred tax assets	\$ 3,958,911	\$ 3,639	\$ 3,962,550	\$ 3,554,621	\$ 9,458	\$ 3,564,079	\$ 404,290	\$ (5,819)	\$ 398,471
(b) Statutory valuation allowance adjustment	-	-	-	-	-	-	-	-	-
(c) Adjusted gross deferred tax assets (1a-1b)	\$ 3,958,911	\$ 3,639	\$ 3,962,550	\$ 3,554,621	\$ 9,458	\$ 3,564,079	\$ 404,290	\$ (5,819)	\$ 398,471
(d) Deferred tax liabilities	80,109	3,177	83,286	83,485	66,661	150,146	(3,376)	(63,484)	(66,860)
(e) Subtotal (net deferred tax assets) (1c-1d)	\$ 3,878,802	\$ 462	\$ 3,879,264	\$ 3,471,136	\$ (57,203)	\$ 3,413,933	\$ 407,666	\$ 57,665	\$ 465,331
(f) Deferred tax assets nonadmitted	307,097	462	307,559	235,802	-	235,802	71,295	462	71,757
(g) Net admitted deferred tax assets (1e-1f)	\$ 3,571,705	\$ -	\$ 3,571,705	\$ 3,235,334	\$ (57,203)	\$ 3,178,131	\$ 336,371	\$ 57,203	\$ 393,574

2. The Company has not elected to admit additional DTAs pursuant to SSAP No. 10R, paragraph 10.e. for the reporting period ended September 30, 2011. The current period election does not differ from the prior year-end.

**3. Benefits of adopting SSAP No. 10R, paragraph 10.e.**

Not applicable

**C. Current income taxes consist of the following major components:****1. Current Income Tax:**

<b>Description</b>	<b>(1) September 30, 2011</b>	<b>(2) December 31, 2010</b>
(a) Federal income tax expense (benefit)	\$ 1,708,853	\$ 1,738,441
(b) Foreign income tax expense (benefit)	-	-
(c) Prior year underaccrual (overaccrual)	(3,534)	13,211
(d) Subtotal	\$ 1,705,319	\$ 1,751,652
(e) Federal income tax (benefit) on net realized capital gains (losses)	48,462	13,176
(f) Utilization of capital loss carry-forwards	-	-
(g) Prior year underaccrual (overaccrual)	4,535	(36,834)
(h) Subtotal	\$ 52,997	\$ (23,658)
(i) Federal and Foreign income taxes incurred	\$ 1,758,316	\$ 1,727,994

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

<b>Description</b>	<b>September 30, 2011</b>	<b>December 31, 2010</b>	<b>Change</b>
Total deferred tax assets	\$ 3,962,550	\$ 3,564,079	\$ 398,471
Total deferred tax liabilities	83,286	150,146	(66,860)
Net deferred tax asset (liability)	\$ 3,879,264	\$ 3,413,933	\$ 465,331
Tax effect of unrealized gains (losses)			-
Change in net deferred income tax			\$ 465,331

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

The provision for Federal income taxes is different than that which would be obtained by applying the statutory Federal income tax rate to pre-tax income. At September 30, 2011 the significant book to tax adjustments causing this difference are as follows:

<b>Description</b>	<b>Tax Effect Amount</b>	<b>Effective Tax Rate</b>
Provision computed at statutory rate	\$ 1,766,241	35%
Exempt interest income	(403,167)	(8)
Prior year underaccrual (overaccrual)	(5,382)	--
Impact of nonadmitted assets	(64,793)	(1)
Other	86	--
Total	\$ 1,292,985	26%
Federal and foreign income taxes incurred	\$ 1,758,316	
Change in net deferred income tax	(465,331)	
Total statutory income taxes	\$ 1,292,985	

**10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties****B. Detail of Transactions Greater than 1/2% of Admitted Assets**

See Note 17B

**NOTES TO FINANCIAL STATEMENTS**

11. Debt  
No significant change

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans  
No significant change

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations  
No significant change

14. Contingencies  
E. All Other Contingencies  
All legal actions relating to claims made under insurance policies are considered by the Company in establishing its loss and loss adjustment expense ("LAE") reserves. The Company also has potential exposure relating to lawsuits due to its participation in the 100% pooling reinsurance agreement for which it is allocated litigation expenses.

15. Leases  
No significant change

16. Information about Financial Instruments with Off-Balance Sheet Risk and with Concentrations of Credit Risk  
No significant change

17. Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities  
B. Transfers and Servicing of Financial Assets  
The Company transferred \$25,700,000 of premiums receivable to Progressive Investment Company, Inc. ("PICI"), a non-insurance affiliate, for \$25,696,490 in cash and/or securities in September, 2011. The related premiums receivable remain in the Company's assets, and a corresponding liability was established. As the related cash is collected, it is transferred to PICI, and the liability is reduced. These premiums receivable transactions were approved by the Ohio DOI.

C. Wash Sales  
The Company had no wash sales of securities with a National Association of Insurance Commissioners' rating of 3 or below during the year.

18. Gain or Loss from Uninsured Plans and the Uninsured Portion of Partially Insured Plans  
No significant change

19. Direct Premiums Written / Produced by Managing General Agents / Third Party Administrators  
No significant change

20. Fair Value Measurements  
A. Inputs Used for Assets and Liabilities Measured at Fair Value  
1. Fair Value Measurements by Levels 1, 2 and 3  
The Company categorizes its financial instruments, based on the degree of subjectivity inherent in the method by which they are valued, into a fair value hierarchy of three levels, as follows:  
Level 1 - Inputs are unadjusted, quoted prices in active markets for identical instruments at the measurement date (e.g., active exchange-traded equity securities).  
Level 2 - Inputs (other than quoted prices included within Level 1) that are observable for the instrument either directly or indirectly. This includes: (i) quoted prices for similar instruments in active markets, (ii) quoted prices for identical or similar instruments in markets that are not active, (iii) inputs other than quoted prices that are observable for the instruments, and (iv) inputs that are derived principally from or corroborated by observable market data by correlation or other means.  
Level 3 - Inputs that are unobservable. Unobservable inputs reflect the Company's subjective evaluation about the assumptions market participants would use in pricing the financial instrument.  
The Company evaluated whether the market was distressed or inactive in determining the fair value for those securities reported and reviewed certain market level inputs to evaluate whether sufficient activity, volume, and new issuances existed to create an active market. Based on this evaluation, the Company concluded that there was sufficient activity in determining the fair value for those securities reported.  
As of September 30, 2011, the Company did not measure and report any securities at fair value on the balance sheet. All bonds were carried at amortized cost.  
2. Rollforward of Level 3 Items  
Not applicable  
3. Policy on Transfers Into and Out of Level 3  
Not applicable  
4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values  
Not applicable  
5. Derivative Fair Values  
Not applicable

**NOTES TO FINANCIAL STATEMENTS**

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C. Other Fair Value Disclosures  
Not applicable

D. Reasons Not Practical to Estimate Fair Values  
Not applicable

21. Other Items  
No significant change

22. Events Subsequent  
The Company was not impacted by any subsequent events. Subsequent events have been considered through November 7, 2011 for the statutory statement that was available for issuance by November 15, 2011.

23. Reinsurance  
No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination  
No significant change

25. Changes in Incurred Losses and Loss Adjustment Expenses  
Incurred losses and LAE attributable to insured events of prior years decreased \$1,835,000 in 2011, which is 4.8% of the total prior year net unpaid losses and LAE of \$37,909,167. The favorable development is primarily due to favorable Private Passenger Auto Liability case loss reserve development with Auto Physical Damage development representing most of the remaining favorable development. Originally anticipated severity for accident year 2010 decreased 1.5% for both Private Passenger Auto Liability and Auto Physical Damage. Defense and cost containment reserves also experienced favorable development.

26. Intercompany Pooling Arrangements  
No significant change

27. Structured Settlements  
No significant change

28. Health Care Receivables  
No significant change

29. Participating Accident and Health Policies  
No significant change

30. Premium Deficiency Reserves  
No significant change

31. High Deductibles  
No significant change

32. Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses  
No significant change

33. Asbestos and Environmental Reserves  
No significant change

34. Subscriber Savings Accounts  
No significant change

35. Multiple Peril Crop Insurance  
No significant change

36. Financial Guaranty Insurance  
No significant change

**GENERAL INTERROGATORIES****PART 1 - COMMON INTERROGATORIES****GENERAL**

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

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

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

2.2 If yes, date of change: \_\_\_\_\_

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [ X ]  
If yes, complete the Schedule Y-Part 1 - Organizational chart.

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

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

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

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

\_\_\_\_\_

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007.....

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 4/7/2009.....

6.4 By what department or departments?  
OHIO

\_\_\_\_\_

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

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

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

7.2 If yes, give full information:  
\_\_\_\_\_

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

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

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

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

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

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

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

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

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

(e) Accountability for adherence to the code.

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

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

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

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

**GENERAL INTERROGATORIES****PART 1 - COMMON INTERROGATORIES****GENERAL**

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

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**FINANCIAL**

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

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

**INVESTMENT**

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

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

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

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

1 Name of Custodian(s)	2 Custodian Address
CITIBANK, N.A.	338 GREENWICH STREET NEW YORK, NY 10013

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [ X ]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
NONE		

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [ X ] No [ ]

17.2 If no, list exceptions:

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**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**GENERAL INTERROGATORIES (continued)**

**PART 2**  
**PROPERTY & CASUALTY INTERROGATORIES**

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

---

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

---

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [ ] No [ X ]  
 3.2 If yes, give full and complete information thereto:

---

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

4.2 If yes, complete the following schedule:

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

5. Operating Percentages:

5.1 A&H loss percent 0.0 %  
 5.2 A&H cost containment percent 0.0 %  
 5.3 A&H expense percent excluding cost containment expenses 0.0 %

6.1 Do you act as a custodian for health savings accounts? Yes [ ] No [ X ]  
 6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0  
 6.3 Do you act as an administrator for health savings accounts? Yes [ ] No [ X ]  
 6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**SCHEDULE F - CEDED REINSURANCE**

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)

**NONE**

## SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....	.AL	N					
2. Alaska.....	.AK	N					
3. Arizona.....	.AZ	N					
4. Arkansas.....	.AR	N					
5. California.....	.CA	N					
6. Colorado.....	.CO	N					
7. Connecticut.....	.CT	N					
8. Delaware.....	.DE	N					
9. District of Columbia.....	.DC	N					
10. Florida.....	.FL	N					
11. Georgia.....	.GA	L	150,164,885	134,418,774	83,350,047	70,476,826	47,505,690
12. Hawaii.....	.HI	L					
13. Idaho.....	.ID	L					
14. Illinois.....	.IL	L	3,423,212	4,424,527	4,023,086	3,395,756	5,192,495
15. Indiana.....	.IN	N					
16. Iowa.....	.IA	N					
17. Kansas.....	.KS	N					
18. Kentucky.....	.KY	N					
19. Louisiana.....	.LA	N					
20. Maine.....	.ME	L	129,698	169,340	23,933	72,868	20,947
21. Maryland.....	.MD	N					
22. Massachusetts.....	.MA	N					
23. Michigan.....	.MI	N					
24. Minnesota.....	.MN	L					
25. Mississippi.....	.MS	N					
26. Missouri.....	.MO	N					
27. Montana.....	.MT	N					
28. Nebraska.....	.NE	N					
29. Nevada.....	.NV	N					
30. New Hampshire.....	.NH	N					
31. New Jersey.....	.NJ	N					
32. New Mexico.....	.NM	N					
33. New York.....	.NY	N					
34. North Carolina.....	.NC	L	34,024,346	30,249,478	18,068,487	15,774,983	11,846,574
35. North Dakota.....	.ND	N					
36. Ohio.....	.OH	L					
37. Oklahoma.....	.OK	L					
38. Oregon.....	.OR	N					
39. Pennsylvania.....	.PA	N					
40. Rhode Island.....	.RI	L					
41. South Carolina.....	.SC	N					
42. South Dakota.....	.SD	N					
43. Tennessee.....	.TN	N					
44. Texas.....	.TX	N					
45. Utah.....	.UT	N					
46. Vermont.....	.VT	N					
47. Virginia.....	.VA	L					
48. Washington.....	.WA	N					
49. West Virginia.....	.WV	N					
50. Wisconsin.....	.WI	N					
51. Wyoming.....	.WY	N					
52. American Samoa.....	.AS	N					
53. Guam.....	.GU	N					
54. Puerto Rico.....	.PR	N					
55. US Virgin Islands.....	.VI	N					
56. Northern Mariana Islands.....	.MP	N					
57. Canada.....	.CN	N					
58. Aggregate Other Alien.....	OT	XXX	0	0	0	0	0
59. Totals.....		(a) 11	187,742,141	169,262,119	105,465,553	89,720,433	64,565,706
							58,309,037

## DETAILS OF WRITE-INS

5801.	XXX						
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page.....	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 thru 5803 + Line 5898) (Line 58 above).....	XXX	0	0	0	0	0	0

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

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

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

**NONE**

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**PART 1 - LOSS EXPERIENCE**

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....				0.0
2. Allied lines.....				0.0
3. Farmowners multiple peril.....				0.0
4. Homeowners multiple peril.....				0.0
5. Commercial multiple peril.....				0.0
6. Mortgage guaranty.....				0.0
8. Ocean marine.....				0.0
9. Inland marine.....	864,348	308,401	35.7	46.2
10. Financial guaranty.....				0.0
11.1. Medical professional liability - occurrence.....				0.0
11.2. Medical professional liability - claims-made.....				0.0
12. Earthquake.....				0.0
13. Group accident and health.....				0.0
14. Credit accident and health.....				0.0
15. Other accident and health.....				0.0
16. Workers' compensation.....				0.0
17.1 Other liability-occurrence.....	399,625	222,625	55.7	19.0
17.2 Other liability-claims made.....				0.0
17.3 Excess workers' compensation.....				0.0
18.1 Products liability-occurrence.....				0.0
18.2 Products liability-claims made.....				0.0
19.1, 19.2 Private passenger auto liability.....	105,253,331	64,079,099	60.9	62.2
19.3, 19.4 Commercial auto liability.....	2,570,030	451,955	17.6	16.7
21. Auto physical damage.....	68,447,040	43,934,952	64.2	59.1
22. Aircraft (all perils).....				0.0
23. Fidelity.....				0.0
24. Surety.....				0.0
26. Burglary and theft.....				0.0
27. Boiler and machinery.....				0.0
28. Credit.....				0.0
29. International.....				0.0
30. Warranty.....				0.0
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	0.0
35. Totals.....	177,534,374	108,997,032	61.4	59.9

**DETAILS OF WRITE-INS**

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

**PART 2 - DIRECT PREMIUMS WRITTEN**

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire.....			
2. Allied lines.....			
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....			
6. Mortgage guaranty.....			
8. Ocean marine.....			
9. Inland marine.....	393,640	1,331,401	582,260
10. Financial guaranty.....			
11.1 Medical professional liability - occurrence.....			
11.2 Medical professional liability - claims made.....			
12. Earthquake.....			
13. Group accident and health.....			
14. Credit accident and health.....			
15. Other accident and health.....			
16. Workers' compensation.....			
17.1 Other liability-occurrence.....	181,927	618,181	282,320
17.2 Other liability-claims made.....			
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....			
18.2 Products liability-claims made.....			
19.1, 19.2 Private passenger auto liability.....	37,396,879	110,541,262	99,403,153
19.3, 19.4 Commercial auto liability.....	590,554	2,455,226	3,142,736
21. Auto physical damage.....	24,718,990	72,796,071	65,851,650
22. Aircraft (all perils).....			
23. Fidelity.....			
24. Surety.....			
26. Burglary and theft.....			
27. Boiler and machinery.....			
28. Credit.....			
29. International.....			
30. Warranty.....			
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0
35. Totals.....	63,281,990	187,742,141	169,262,119

**DETAILS OF WRITE-INS**

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

**PART 3 (000 omitted)****LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE**

Years in Which Losses Occurred	1	2	3	4	5	6	7	8	9	10	11	12	13
	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2011 Loss and LAE Payments on Claims Reported as of Prior Year-End	2011 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2011 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2008 + Prior.....	4,423	1,099	5,521	2,045	107	2,152	1,928	344	.519	2,791	(450)	(128)	(578)
2. 2009.....	7,041	1,704	8,745	2,910	.265	3,176	.3,307	.949	.975	5,230	(824)	.485	(339)
3. Subtotals 2009 + Prior.....	11,464	2,803	14,267	4,955	.373	5,328	.5,235	.1,293	.1,494	8,021	(1,274)	.356	(918)
4. 2010.....	18,253	5,390	23,643	9,775	1,214	10,989	.5,770	3,566	.2,399	11,736	(2,708)	1,790	(918)
5. Subtotals 2010 + Prior.....	29,717	8,192	37,909	14,730	1,587	16,317	11,005	4,859	.3,893	19,757	(3,982)	2,146	(1,835)
6. 2011.....	XXX.....	XXX.....	XXX.....	XXX.....	35,190	35,190	XXX.....	15,215	.4,914	20,129	XXX.....	XXX.....	XXX.....
7. Totals.....	29,717	8,192	37,909	14,730	36,776	51,506	11,005	20,074	.8,807	39,886	(3,982)	2,146	(1,835)
8. Prior Year-End's Surplus As Regards Policyholders.....											Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. ....(13.4)%	2. ....26.2 %	3. ....(4.8)%
												Col. 13, Line 7 Line 8	
													4. ....(5.0)%

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

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

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

**Explanation:**

- 1.
- 2.
- 3.
- 4.

**Bar Code:**

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**Overflow Page for Write-Ins****Additional Write-ins for Liabilities:**

	1 Current Statement Date	2 December 31, Prior Year
2504. ESCHEATABLE PROPERTY.....	67,848	883
2597. Summary of remaining write-ins for Line 25.....	67,848	883

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**SCHEDULE A - VERIFICATION**

## Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

NONE

**SCHEDULE B - VERIFICATION**

## Mortgage Loans

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

NONE

**SCHEDULE BA - VERIFICATION**

## Other Long-Term Invested Assets

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

NONE

**SCHEDULE D - VERIFICATION**

## Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	103,603,237	84,276,735
2. Cost of bonds and stocks acquired.....	9,671,639	70,733,886
3. Accrual of discount.....	2,033	1,849
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration for bonds and stocks disposed of.....	19,051,450	49,236,875
7. Deduct amortization of premium.....	1,571,383	2,210,005
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	92,654,076	103,603,237
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	92,654,076	103,603,237

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	91,250,579	9,671,638	7,784,450	(483,691)	89,262,166	91,250,579	92,654,076	103,603,234
2. Class 2 (a).....								
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	91,250,579	9,671,638	7,784,450	(483,691)	89,262,166	91,250,579	92,654,076	103,603,234
<b>PREFERRED STOCK</b>								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	91,250,579	9,671,638	7,784,450	(483,691)	89,262,166	91,250,579	92,654,076	103,603,234

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

**SCHEDULE DA - PART 1**

## Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Fair Value XXX.....	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....					

**NONE****SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	9,235,040
2. Cost of short-term investments acquired.....		
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....		8,970,000
7. Deduct amortization of premium.....		.265,040
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	0	0

**Sch. DB-Pt A-Verification**  
**NONE**

**Sch. DB-Pt B-Verification**  
**NONE**

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

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

**Sch. DB-Verification**  
**NONE**

**SCHEDULE E- VERIFICATION**

## Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of cash equivalents acquired.....	6,599,923	28,399,549
3. Accrual of discount.....	.77	.451
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	6,600,000	28,400,000
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	0	0

**Sch. A-Pt 2**  
**NONE**

**Sch. A-Pt 3**  
**NONE**

**Sch. B-Pt 2**  
**NONE**

**Sch. B-Pt 3**  
**NONE**

**Sch. BA-Pt 2**  
**NONE**

**Sch. BA-Pt 3**  
**NONE**

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS****SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
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**Bonds - U.S. States, Territories and Possessions**

373384 WF 9	GEORGIA ST 5.000% 07/01/12.....		08/08/2011	Security Contribution.....		367,588	360,000	1,850	1FE.....
373384 WK 8	GEORGIA ST 5.000% 07/01/12.....		08/08/2011	Security Contribution.....		816,862	800,000	4,111	1FE.....
1799999.	Total - Bonds - U.S. States, Territories & Possessions.....					1,184,450	1,160,000	5,961	XXX.....

**Bonds - U.S. Special Revenue and Special Assessment**

373539 A4 7	GEORGIA ST HSG & FIN AU 4.000% 12/01/29.....		09/01/2011	Citicorp Securities Inc.....		5,411,113	5,060,000		1FE.....
37358M DD 0	GEORGIA ST TOLLWAY AUTH 5.000% 10/01/19.....		09/30/2011	Goldman Sachs.....		3,076,075	2,500,000	1,389	1FE.....
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments.....					8,487,188	7,560,000	1,389	XXX.....
8399997.	Total - Bonds - Part 3.....					9,671,638	8,720,000	7,350	XXX.....
8399999.	Total - Bonds.....					9,671,638	8,720,000	7,350	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					9,671,638	XXX.....	7,350	XXX.....

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

QE04

**SCHEDULE D - PART 4**

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Other Than Temporary Impairment	14 Total Change in B/A.C.V. (11+12-13)	15 Foreign Exchange Change in B/A.C.V.									

**Bonds - U.S. States, Territories and Possessions**

373383	VA	3	GEORGIA ST 5.000% 07/01/12.....	08/08/2011	Various.....		1,184,450	1,160,000	1,254,047	1,200,612		(16,161)		(16,161)		1,184,450			0	63,961	07/01/2012	1FE.....
1799999.			Total - Bonds - U.S. States, Territories & Possessions.....				1,184,450	1,160,000	1,254,047	1,200,612	0	(16,161)	0	(16,161)	0	1,184,450	0	0	0	63,961	XXX...	XXX....
8399997.			Total - Bonds - Part 4.....				1,184,450	1,160,000	1,254,047	1,200,612	0	(16,161)	0	(16,161)	0	1,184,450	0	0	0	63,961	XXX...	XXX....
8399999.			Total - Bonds.....				1,184,450	1,160,000	1,254,047	1,200,612	0	(16,161)	0	(16,161)	0	1,184,450	0	0	0	63,961	XXX...	XXX....
9999999.			Total - Bonds, Preferred and Common Stocks.....				1,184,450	XXX	1,254,047	1,200,612	0	(16,161)	0	(16,161)	0	1,184,450	0	0	0	63,961	XXX...	XXX....

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

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

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

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

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

**Sch. DB-Pt B-Sn 1B-Broker List**  
**NONE**

**Sch. DB-Pt D**  
**NONE**

**Sch. DL-Pt. 1**  
**NONE**

**Sch. DL-Pt. 2**  
**NONE**

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS****SCHEDULE E - PART 1 - CASH**

## Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	

**Open Depositories**

CITIBANK.....	NEW YORK, NY.....	.....	.....	.....	.....	.....	.....	XXX..
0199999_ Total Open Depositories.....	....XXX.....	....XXX.....	.....0	.....0	.....0	.....0	.....0	XXX..
0399999_ Total Cash on Deposit.....	....XXX.....	....XXX.....	.....0	.....0	.....0	.....0	.....0	XXX..
0599999_ Total Cash.....	....XXX.....	....XXX.....	.....0	.....0	.....0	.....0	.....0	XXX..

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
------------------	-----------	--------------------	-----------------------	--------------------	-----------------------------------	---------------------------------------	----------------------------------

**NONE**