



# ANNUAL STATEMENT

For the Year Ended December 31, 2011

of the Condition and Affairs of the

## PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS

NAIC Group Code.....155	NAIC Company Code..... 21735	Employer's ID Number..... 36-3789786
(Current Period) (Prior Period)		
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	440-461-5000
	(Street and Number) (City or Town, State and Zip Code)	(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	440-395-4460
	(Street and Number) (City or Town, State and Zip Code)	(Area Code) (Telephone Number)
Internet Web Site Address	PROGRESSIVE.COM	
Statutory Statement Contact	MARY BETH ANDREANO	440-395-4460
	(Name)	(Area Code) (Telephone Number) (Extension)
	FINANCIAL_REPORTING@PROGRESSIVE.COM	440-446-7168
	(E-Mail Address)	(Fax Number)

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

### OFFICERS

Name	Title	Name	Title
TOBY KRAMER ALFRED	PRESIDENT	MICHAEL ROBERT UTH	SECRETARY
CLARK HAROLD IBRAHIM KHAYAT #	TREASURER		

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

(Signature) TOBY KRAMER ALFRED	(Signature) MICHAEL ROBERT UTH	(Signature) SCOTT EDWARD COLEMAN
1. (Printed Name) PRESIDENT	2. (Printed Name) SECRETARY	3. (Printed Name) ASSISTANT TREASURER
(Title)	(Title)	(Title)

Subscribed and sworn to before me  
This 16TH day of FEBRUARY, 2012

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

Yes [X] No [ ]

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**ASSETS**

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	107,288,077		107,288,077	103,603,233
2. Stocks (Schedule D):				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....			0	
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (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, Sch. E-Part 1), cash equivalents (\$.....0, Sch. E-Part 2) and short-term investments (\$.....0, Sch. DA).....			0	
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives (Schedule DB).....			0	
8. Other invested assets (Schedule BA).....			0	
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets (Schedule DL).....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	107,288,077	0	107,288,077	103,603,233
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	1,684,786		1,684,786	1,703,428
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in course of collection.....	8,897,939	2,208,559	6,689,380	6,058,404
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	37,309,992		37,309,992	34,357,890
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	2,474,576		2,474,576	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.....	3,764,206	279,446	3,484,760	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.....			0	
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	282,720	12,148	270,572	300,730
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	161,702,296	2,500,153	159,202,143	152,096,343
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. TOTALS (Lines 26 and 27).....	161,702,296	2,500,153	159,202,143	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.....	270,572		270,572	300,730
2502. PREPAID EXPENSES.....	6,161	6,161	0	
2503. MISCELLANEOUS OTHER ASSETS.....	5,987	5,987	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).....	282,720	12,148	270,572	300,730

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

	1 Current Year	2 Prior Year
1. Losses (Part 2A, Line 35, Column 8).....	32,695,139	31,111,437
2. Reinsurance payable on paid losses and loss adjustment expenses (Schedule F, Part 1, Column 6).....	746,002	621,653
3. Loss adjustment expenses (Part 2A, Line 35, Column 9).....	7,170,759	6,797,730
4. Commissions payable, contingent commissions and other similar charges.....	12,220	5,331
5. Other expenses (excluding taxes, licenses and fees).....	331,281	340,690
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	769,439	821,056
7.1 Current federal and foreign income taxes (including \$.....18 on realized capital gains (losses)).....	526,679	275,162
7.2 Net deferred tax liability.....		
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (Part 1A, Line 38, Column 5) (after deducting unearned premiums for ceded reinsurance of \$.....63,429,707 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act).....	27,106,737	25,116,084
10. Advance premium.....	845,365	1,008,020
11. Dividends declared and unpaid:		
11.1 Stockholders.....	3,500,000	
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	2,335,354	1,539,032
13. Funds held by company under reinsurance treaties (Schedule F, Part 3, Column 19).....		
14. Amounts withheld or retained by company for account of others.....		
15. Remittances and items not allocated.....		
16. Provision for reinsurance (Schedule F, Part 7).....		
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....	8,919,134	7,004,813
19. Payable to parent, subsidiaries and affiliates.....	18,778,244	32,490,020
20. Derivatives.....		
21. Payable for securities.....		
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.....	17,110,675	8,293,023
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	120,847,028	115,424,050
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	120,847,028	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).....	23,605,115	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) (Page 4, Line 39).....	38,355,115	36,672,293
38. TOTALS (Page 2, Line 28, Col. 3).....	159,202,143	152,096,343

**DETAILS OF WRITE-INS**

2501. RECEIVABLE FACTORING LIABILITY.....	16,400,000	7,600,000
2502. MISCELLANEOUS OTHER LIABILITIES.....	447,355	450,342
2503. STATE PLAN LIABILITY.....	245,110	241,798
2598. Summary of remaining write-ins for Line 25 from overflow page.....	18,210	883
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	17,110,675	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	2 Prior Year
<b>UNDERWRITING INCOME</b>		
1. Premiums earned (Part 1, Line 35, Column 4).....	100,093,934	92,376,119
DEDUCTIONS		
2. Losses incurred (Part 2, Line 35, Column 7).....	60,620,234	56,604,486
3. Loss adjustment expenses incurred (Part 3, Line 25, Column 1).....	11,164,513	11,081,668
4. Other underwriting expenses incurred (Part 3, Line 25, Column 2).....	23,090,171	20,854,582
5. Aggregate write-ins for underwriting deductions.....	1	(16,074)
6. Total underwriting deductions (Lines 2 through 5).....	94,874,919	88,524,662
7. Net income of protected cells.....		
8. Net underwriting gain (loss) (Line 1 minus Line 6 plus Line 7).....	5,219,015	3,851,457
<b>INVESTMENT INCOME</b>		
9. Net investment income earned (Exhibit of Net Investment Income, Line 17).....	1,921,521	1,651,846
10. Net realized capital gains (losses) less capital gains tax of \$....53,015 (Exhibit of Capital Gains (Losses)).....	(53,015)	61,305
11. Net investment gain (loss) (Lines 9 + 10).....	1,868,506	1,713,151
<b>OTHER INCOME</b>		
12. Net gain (loss) from agents' or premium balances charged off (amount recovered \$....128,455 amount charged off \$....3,704,006).....	(3,575,551)	(3,401,633)
13. Finance and service charges not included in premiums.....	3,949,884	3,466,014
14. Aggregate write-ins for miscellaneous income.....	24,862	22,347
15. Total other income (Lines 12 through 14).....	399,195	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).....	7,486,716	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).....	7,486,716	5,651,336
19. Federal and foreign income taxes incurred.....	2,231,987	1,751,652
20. Net income (Line 18 minus Line 19) (to Line 22).....	5,254,729	3,899,684
<b>CAPITAL AND SURPLUS ACCOUNT</b>		
21. Surplus as regards policyholders, December 31 prior year (Page 4, Line 39, Column 2).....	36,672,293	32,590,870
22. Net income (from Line 20).....	5,254,729	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.....	350,273	250,685
27. Change in nonadmitted assets (Exhibit of Nonadmitted Assets, Line 28 Column 3).....	(422,180)	(68,946)
28. Change in provision for reinsurance (Page 3, Line 16, Column 2 minus Column 1).....		
29. Change in surplus notes.....		
30. Surplus (contributed to) withdrawn from protected cells.....		
31. Cumulative effect of changes in accounting principles.....		
32. Capital changes:		
32.1 Paid in.....		
32.2 Transferred from surplus (Stock Dividend).....		
32.3 Transferred to surplus.....		
33. Surplus adjustments:		
33.1 Paid in.....		
33.2 Transferred to capital (Stock Dividend).....		
33.3. Transferred from capital.....		
34. Net remittances from or (to) Home Office.....		
35. Dividends to stockholders.....	(3,500,000)	
36. Change in treasury stock (Page 3, Lines 36.1 and 36.2, Column 2 minus Column 1).....		
37. Aggregate write-ins for gains and losses in surplus.....	0	0
38. Change in surplus as regards policyholders for the year (Lines 22 through 37).....	1,682,822	4,081,423
39. Surplus as regards policyholders, December 31 current year (Line 21 plus Line 38) (Page 3, Line 37).....	38,355,115	36,672,293

**DETAILS OF WRITE-INS**

0501. 2008 NORTH CAROLINA PRIVATE PASSENGER AUTO ESCROW (REFUNDS).....	1	(16,074)
0502.....		
0503.....		
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	1	(16,074)
1401. MISCELLANEOUS OTHER INCOME.....	32,399	28,831
1402. INTEREST INCOME ON INTERCOMPANY BALANCES.....	10,047	21,174
1403. LOSS ON RECEIVABLE FACTORING.....	(17,584)	(27,658)
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	24,862	22,347
3701.....		
3702.....		
3703.....		
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	0	0

# PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS

## CASH FLOW

	1 Current Year	2 Prior Year
<b>CASH FROM OPERATIONS</b>		
1. Premiums collected net of reinsurance.....	98,624,874	88,387,596
2. Net investment income.....	4,074,130	3,967,654
3. Miscellaneous income.....	516,219	117,227
4. Total (Lines 1 through 3).....	103,215,223	92,472,477
5. Benefit and loss related payments.....	58,492,232	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.....	33,935,821	30,985,771
8. Dividends paid to policyholders.....	.....	.....
9. Federal and foreign income taxes paid (recovered) net of \$....65,258 tax on capital gains (losses).....	2,033,485	1,871,087
10. Total (Lines 5 through 9).....	94,461,537	87,397,465
11. Net cash from operations (Line 4 minus Line 10).....	8,753,685	5,075,012
<b>CASH FROM INVESTMENTS</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	19,051,450	42,509,003
12.2 Stocks.....	.....	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.....	.....	.....
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	19,051,450	49,236,875
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	24,870,229	64,006,014
13.2 Stocks.....	.....	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).....	24,870,229	70,733,886
14. Net increase (decrease) in contract loans and premium notes.....	.....	.....
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	(5,818,779)	(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
16.6 Other cash provided (applied).....	(2,934,907)	7,639,525
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	(2,934,907)	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)	(9,782,474)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	0	9,782,474
19.2 End of year (Line 18 plus Line 19.1).....	(0)	0

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

20.0001 .....	.....	.....
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**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 1 - PREMIUMS EARNED**

Line of Business	1 Net Premiums Written per Column 6, Part 1B	2 Unearned Premiums December 31 Prior Year- per Col. 3, Last Year's Part 1	3 Unearned Premiums December 31 Current Year- per Col. 5, Part 1A	4 Premiums Earned During Year (Cols. 1 + 2 - 3)
1. Fire.....				0
2. Allied lines.....				0
3. Farmowners multiple peril.....				0
4. Homeowners multiple peril.....	66,141	32,399	33,965	64,575
5. Commercial multiple peril.....				0
6. Mortgage guaranty.....				0
8. Ocean marine.....				0
9. Inland marine.....	1,033,721	437,549	486,615	984,655
10. Financial guaranty.....				0
11.1 Medical professional liability - occurrence.....				0
11.2 Medical professional liability - claims-made.....				0
12. Earthquake.....				0
13. Group accident and health.....				0
14. Credit accident and health (group and individual).....				0
15. Other accident and health.....				0
16. Workers' compensation.....				0
17.1 Other liability - occurrence.....	431,049	192,109	202,643	420,515
17.2 Other liability - claims-made.....	5,000	425	438	4,986
17.3 Excess workers' compensation.....				0
18.1 Products liability - occurrence.....				0
18.2 Products liability - claims-made.....				0
19.1, 19.2 Private passenger auto liability.....	66,421,428	15,885,985	17,207,432	65,099,981
19.3, 19.4 Commercial auto liability.....	493,304	178,974	228,425	443,853
21. Auto physical damage.....	33,633,945	8,388,643	8,947,219	33,075,369
22. Aircraft (all perils).....				0
23. Fidelity.....				0
24. Surety.....				0
26. Burglary and theft.....				0
27. Boiler and machinery.....				0
28. Credit.....				0
29. International.....				0
30. Warranty.....				0
31. Reinsurance - nonproportional assumed property.....				0
32. Reinsurance - nonproportional assumed liability.....				0
33. Reinsurance - nonproportional assumed financial lines.....				0
34. Aggregate write-ins for other lines of business.....	0	0	0	0
35. TOTALS.....	102,084,587	25,116,084	27,106,738	100,093,933

**DETAILS OF WRITE-INS**

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

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 1A - RECAPITULATION OF ALL PREMIUMS**

Line of Business	1 Amount Unearned (Running One Year or Less from Date of Policy) (a)	2 Amount Unearned (Running More Than One Year from Date of Policy) (a)	3 Earned But Unbilled Premium	4 Reserve for Rate Credits and Retrospective Adjustments Based on Experience	5 Total Reserve for Unearned Premiums Cols. 1 + 2 + 3 + 4
1. Fire.....					0
2. Allied lines.....					0
3. Farmowners multiple peril.....					0
4. Homeowners multiple peril.....	.33,965				.33,965
5. Commercial multiple peril.....					0
6. Mortgage guaranty.....					0
8. Ocean marine.....					0
9. Inland marine.....	.486,615				.486,615
10. Financial guaranty.....					0
11.1 Medical professional liability - occurrence.....					0
11.2 Medical professional liability - claims-made.....					0
12. Earthquake.....					0
13. Group accident and health.....					0
14. Credit accident and health (group and individual).....					0
15. Other accident and health.....					0
16. Workers' compensation.....					0
17.1 Other liability - occurrence.....	.202,643				.202,643
17.2 Other liability - claims-made.....	.438				.438
17.3 Excess workers' compensation.....					0
18.1 Products liability - occurrence.....					0
18.2 Products liability - claims-made.....					0
19.1, 19.2 Private passenger auto liability.....	17,207,432				17,207,432
19.3, 19.4 Commercial auto liability.....	.228,425				.228,425
21. Auto physical damage.....	8,947,219				8,947,219
22. Aircraft (all perils).....					0
23. Fidelity.....					0
24. Surety.....					0
26. Burglary and theft.....					0
27. Boiler and machinery.....					0
28. Credit.....					0
29. International.....					0
30. Warranty.....					0
31. Reinsurance - nonproportional assumed property.....					0
32. Reinsurance - nonproportional assumed liability.....					0
33. Reinsurance - nonproportional assumed financial lines.....					0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0
35. TOTALS.....	27,106,738	0	0	0	27,106,738
36. Accrued retrospective premiums based on experience.....					
37. Earned but unbilled premiums.....					0
38. Balance (sum of Lines 35 through 37).....					27,106,738

**DETAILS OF WRITE-INS**

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

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

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 1B - PREMIUMS WRITTEN**

Line of Business	1 Direct Business (a)	Reinsurance Assumed		Reinsurance Ceded		6 Net Premiums Written (Cols. 1 + 2 + 3 - 4 - 5)
		2 From Affiliates	3 From Non-Affiliates	4 To Affiliates	5 To Non-Affiliates	
1. Fire.....						0
2. Allied lines.....						0
3. Farmowners multiple peril.....						0
4. Homeowners multiple peril.....		66,141				66,141
5. Commercial multiple peril.....						0
6. Mortgage guaranty.....						0
8. Ocean marine.....						0
9. Inland marine.....	1,460,658	1,033,721		1,460,658		1,033,721
10. Financial guaranty.....						0
11.1 Medical professional liability - occurrence.....						0
11.2 Medical professional liability - claims-made.....						0
12. Earthquake.....						0
13. Group accident and health.....						0
14. Credit accident and health (group and individual).....						0
15. Other accident and health.....						0
16. Workers' compensation.....						0
17.1 Other liability - occurrence.....	673,077	431,049		673,077		431,049
17.2 Other liability - claims-made.....		5,000				5,000
17.3 Excess workers' compensation.....						0
18.1 Products liability - occurrence.....						0
18.2 Products liability - claims-made.....						0
19.1, 19.2 Private passenger auto liability.....	143,673,066	66,421,429		130,317,705	13,355,362	66,421,428
19.3, 19.4 Commercial auto liability.....	3,060,690	493,304		3,060,690		493,304
21. Auto physical damage.....	95,000,328	33,633,945		95,000,328		33,633,945
22. Aircraft (all perils).....						0
23. Fidelity.....						0
24. Surety.....						0
26. Burglary and theft.....						0
27. Boiler and machinery.....						0
28. Credit.....						0
29. International.....						0
30. Warranty.....						0
31. Reinsurance - nonproportional assumed property.....	XXX					0
32. Reinsurance - nonproportional assumed liability.....	XXX					0
33. Reinsurance - nonproportional assumed financial lines.....	XXX					0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
35. TOTALS.....	243,867,819	102,084,588	0	230,512,458	13,355,362	102,084,587

**DETAILS OF WRITE-INS**

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

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

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

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

## UNDERWRITING AND INVESTMENT EXHIBIT

## PART 2 - LOSSES PAID AND INCURRED

Line of Business	Losses Paid Less Salvage				5 Net Losses Unpaid Current Year (Part 2A, Col. 8)	6 Net Losses Unpaid Prior Year	7 Losses Incurred Current Year (Cols. 4 + 5 - 6)	8 Percentage of Losses Incurred (Col. 7, Part 2) to Premiums Earned (Col. 4, Part 1)
	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Recovered	4 Net Payments (Cols. 1 + 2 - 3)				
1. Fire.....				0				0
2. Allied lines.....				0				0
3. Farmowners multiple peril.....				0				0
4. Homeowners multiple peril.....		46,331		46,331	10,106	11,710	44,727	69.3
5. Commercial multiple peril.....				0				0
6. Mortgage guaranty.....				0				0
8. Ocean marine.....				0				0
9. Inland marine.....	335,643	518,143	335,643	518,143	53,235	55,996	515,383	52.3
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 (group and individual).....				0				0
15. Other accident and health.....				0				0
16. Workers' compensation.....				0				0
17.1 Other liability - occurrence.....	7,050	132,981	7,050	132,981	143,203	118,466	157,718	37.5
17.2 Other liability - claims-made.....		41,815		41,815	14,249	20,252	35,812	718.2
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.....	80,896,684	34,626,464	80,896,685	34,626,463	31,984,192	30,401,204	36,209,451	55.6
19.3, 19.4 Commercial auto liability.....	4,298,559	219,518	4,298,559	219,518	465,999	363,929	321,588	72.5
21. Auto physical damage.....	60,001,927	23,451,280	60,001,927	23,451,280	24,154	139,880	23,335,554	70.6
22. Aircraft (all perils).....				0				0
23. Fidelity.....				0				0
24. Surety.....				0				0
26. Burglary and theft.....				0				0
27. Boiler and machinery.....				0				0
28. Credit.....				0				0
29. International.....				0				0
30. Warranty.....				0				0
31. Reinsurance - nonproportional assumed property.....	XXX			0				0
32. Reinsurance - nonproportional assumed liability.....	XXX			0				0
33. Reinsurance - nonproportional assumed financial lines.....	XXX			0				0
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0	0	0
35. TOTALS.....	145,539,863	59,036,532	145,539,864	59,036,531	32,695,138	31,111,436	60,620,234	60.6

## DETAILS OF WRITE-INS

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

**UNDERWRITING AND INVESTMENT EXHIBIT****PART 2A - UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES**

Line of Business	Reported Losses				Incurred But Not Reported			8	9
	1	2	3	4	5	6	7		
	Direct	Reinsurance Assumed	Deduct Reinsurance Recoverable from Authorized and Unauthorized Companies	Net Losses Excluding Incurred but not Reported (Cols. 1 + 2 - 3)	Direct	Reinsurance Assumed	Reinsurance Ceded	Net Losses Unpaid (Cols. 4 + 5 + 6 - 7)	Net Unpaid Loss Adjustment Expenses
1. Fire.....				0				0	
2. Allied lines.....				0				0	
3. Farmowners multiple peril.....				0				0	
4. Homeowners multiple peril.....			7,436	7,436		2,670		10,106	1,492
5. Commercial multiple peril.....				0				0	
6. Mortgage guaranty.....				0				0	
8. Ocean marine.....				0				0	
9. Inland marine.....	24,504	24,481	24,504	24,481	36,187	28,754	36,187	53,235	10,106
10. Financial guaranty.....				0				0	
11.1 Medical professional liability - occurrence.....				0				0	
11.2 Medical professional liability - claims-made.....				0				0	
12. Earthquake.....				0				0	
13. Group accident and health.....				0				(a)	0
14. Credit accident and health (group and individual).....				0				0	
15. Other accident and health.....				0				(a)	0
16. Workers' compensation.....				0				0	
17.1 Other liability - occurrence.....	87,353	110,806	87,353	110,806	39,232	32,397	39,232	143,203	26,518
17.2 Other liability - claims-made.....				0		14,249		14,249	4,951
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.....	45,311,123	24,644,359	45,311,122	24,644,360	13,038,930	7,339,832	13,038,930	31,984,192	6,860,141
19.3, 19.4 Commercial auto liability.....	4,315,707	407,190	4,315,707	407,190	.514,281	.58,809	.514,281	465,999	77,399
21. Auto physical damage.....	2,409,514	1,059,905	2,409,514	1,059,905	(1,865,221)	(1,035,750)	(1,865,220)	24,154	190,151
22. Aircraft (all perils).....				0				0	
23. Fidelity.....				0				0	
24. Surety.....				0				0	
26. Burglary and theft.....				0				0	
27. Boiler and machinery.....				0				0	
28. Credit.....				0				0	
29. International.....				0				0	
30. Warranty.....				0				0	
31. Reinsurance - nonproportional assumed property.....	XXX.			0	XXX.			0	
32. Reinsurance - nonproportional assumed liability.....	XXX.			0	XXX.			0	
33. Reinsurance - nonproportional assumed financial lines.....	XXX.			0	XXX.			0	
34. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0	0	0	0
35. TOTALS.....	52,148,201	26,254,178	52,148,200	26,254,179	11,763,409	6,440,961	11,763,410	32,695,138	7,170,759

**DETAILS OF WRITE-INS**

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

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

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 3 - EXPENSES**

	1 Loss Adjustment Expenses	2 Other Underwriting Expenses	3 Investment Expenses	4 Total
1. Claim adjustment services:				
1.1 Direct.....	1,849,390			1,849,390
1.2 Reinsurance assumed.....	1,269,578			1,269,578
1.3 Reinsurance ceded.....	1,849,390			1,849,390
1.4 Net claim adjustment services (1.1 + 1.2 - 1.3).....	1,269,578	0	0	1,269,578
2. Commission and brokerage:				
2.1 Direct, excluding contingent.....		970,610		970,610
2.2 Reinsurance assumed, excluding contingent.....		78,441		78,441
2.3 Reinsurance ceded, excluding contingent.....		970,610		970,610
2.4 Contingent - direct.....		45,644		45,644
2.5 Contingent - reinsurance assumed.....		16,489		16,489
2.6 Contingent - reinsurance ceded.....		45,644		45,644
2.7 Policy and membership fees.....				0
2.8 Net commission and brokerage (2.1 + 2.2 - 2.3 + 2.4 + 2.5 - 2.6 + 2.7).....	0	94,930	0	94,930
3. Allowances to manager and agents.....		417		417
4. Advertising.....		8,606,702		8,606,702
5. Boards, bureaus and associations.....	29,194	24,568		53,762
6. Surveys and underwriting reports.....		886,994		886,994
7. Audit of assureds' records.....				0
8. Salary and related items:				
8.1 Salaries.....	5,848,661	6,304,033	45,664	12,198,359
8.2 Payroll taxes.....	412,569	494,445	1,493	908,506
9. Employee relations and welfare.....	1,077,961	986,553	3,485	2,067,999
10. Insurance.....		77		77
11. Directors' fees.....				0
12. Travel and travel items.....	419,535	120,624		540,159
13. Rent and rent items.....	590,007	916,684	2,213	1,508,904
14. Equipment.....	45,910	145,286		191,196
15. Cost or depreciation of EDP equipment and software.....	861,205	769,699		1,630,904
16. Printing and stationery.....	44,230	147,564	126	191,921
17. Postage, telephone and telegraph, exchange and express.....	416,514	1,039,842	404	1,456,760
18. Legal and auditing.....	99,914	117,608	8,664	226,186
19. Totals (Lines 3 to 18).....	9,845,700	20,561,096	62,049	30,468,845
20. Taxes, licenses and fees:				
20.1 State and local insurance taxes deducting guaranty association credits of \$....60.....		1,700,259		1,700,259
20.2 Insurance department licenses and fees.....		129,280		129,280
20.3 Gross guaranty association assessments.....		4,642		4,642
20.4 All other (excluding federal and foreign income and real estate).....		421,046		421,046
20.5 Total taxes, licenses and fees (20.1 + 20.2 + 20.3 + 20.4).....	0	2,255,227	0	2,255,227
21. Real estate expenses.....				0
22. Real estate taxes.....				0
23. Reimbursements by uninsured plans.....				0
24. Aggregate write-ins for miscellaneous expenses.....	49,236	178,918	11,651	239,805
25. Total expenses incurred.....	11,164,514	23,090,171	73,700	(a).....34,328,384
26. Less unpaid expenses - current year.....	7,170,759	1,111,452	1,485	8,283,696
27. Add unpaid expenses - prior year.....	6,797,730	1,167,175	1,457	7,966,362
28. Amounts receivable relating to uninsured plans, prior year.....				0
29. Amounts receivable relating to uninsured plans, current year.....				0
30. TOTAL EXPENSES PAID (Lines 25 - 26 + 27 - 28 + 29).....	10,791,485	23,145,894	73,672	34,011,051

**DETAILS OF WRITE-INS**

2401. MISCELLANEOUS EXPENSES.....	.49,236	178,918	11,651	239,805
2402. ....	.....	.....	.....	0
2403. ....	.....	.....	.....	0
2498. Summary of remaining write-ins for Line 24 from overflow page.....	0	0	0	0
2499. Totals (Lines 2401 thru 2403 plus 2498) (Line 24 above).....	49,236	178,918	11,651	239,805

(a) Includes management fees of \$....30,708,649 to affiliates and \$.....0 to non-affiliates.

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**EXHIBIT OF NET INVESTMENT INCOME**

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a) 91,382	91,259
1.1 Bonds exempt from U.S. tax.....	(a) 1,922,413	1,903,894
1.2 Other bonds (unaffiliated).....	(a) .....	.....
1.3 Bonds of affiliates.....	(a) .....	.....
2.1 Preferred stocks (unaffiliated).....	(b) .....	.....
2.11 Preferred stocks of affiliates.....	(b) .....	.....
2.2 Common stocks (unaffiliated).....	.....	.....
2.21 Common stocks of affiliates.....	.....	.....
3. Mortgage loans.....	(c) .....	.....
4. Real estate.....	(d) .....	.....
5. Contract loans.....	.....	.....
6. Cash, cash equivalents and short-term investments.....	(e) 68	68
7. Derivative instruments.....	(f) .....	.....
8. Other invested assets.....	.....	.....
9. Aggregate write-ins for investment income.....	0	0
10. Total gross investment income.....	2,013,863	1,995,221
11. Investment expenses.....	(g) .....	73,700
12. Investment taxes, licenses and fees, excluding federal income taxes.....	(g) .....	.....
13. Interest expense.....	(h) .....	.....
14. Depreciation on real estate and other invested assets.....	(i) .....	0
15. Aggregate write-ins for deductions from investment income.....	.....	0
16. Total deductions (Lines 11 through 15).....	.....	73,700
17. Net investment income (Line 10 minus Line 16).....	.....	1,921,521

**DETAILS OF WRITE-INS**

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

- (a) Includes \$....2,632 accrual of discount less \$....2,136,571 amortization of premium and less \$....122,628 paid for accrued interest on purchases.
- (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
- (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
- (e) Includes \$....77 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
- (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.
- (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
- (i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.

**EXHIBIT OF CAPITAL GAINS (LOSSES)**

	1 Realized Gain (Loss) on Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. government bonds.....	.....	.....	0	.....	.....
1.1 Bonds exempt from U.S. tax.....	.....	.....	0	.....	.....
1.2 Other bonds (unaffiliated).....	.....	.....	0	.....	.....
1.3 Bonds of affiliates.....	.....	.....	0	.....	.....
2.1 Preferred stocks (unaffiliated).....	.....	.....	0	.....	.....
2.11 Preferred stocks of affiliates.....	.....	.....	0	.....	.....
2.2 Common stocks (unaffiliated).....	.....	.....	0	.....	.....
2.21 Common stocks of affiliates.....	.....	.....	0	.....	.....
3. Mortgage loans.....	.....	.....	0	.....	.....
4. Real estate.....	.....	.....	0	.....	.....
5. Contract loans.....	.....	.....	0	.....	.....
6. Cash, cash equivalents and short-term investments.....	.....	.....	0	.....	.....
7. Derivative instruments.....	.....	.....	0	.....	.....
8. Other invested assets.....	.....	.....	0	.....	.....
9. Aggregate write-ins for capital gains (losses).....	0	0	0	0	0
10. Total capital gains (losses).....	0	0	0	0	0

**DETAILS OF WRITE-INS**

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

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**EXHIBIT OF NONADMITTED ASSETS**

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....			0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....			0
2.2 Common stocks.....			0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....			0
3.2 Other than first liens.....			0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....			0
4.2 Properties held for the production of income.....			0
4.3 Properties held for sale.....			0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			0
6. Contract loans.....			0
7. Derivatives (Schedule DB).....			0
8. Other invested assets (Schedule BA).....			0
9. Receivables for securities.....			0
10. Securities lending reinvested collateral assets (Schedule DL).....			0
11. Aggregate write-ins for invested assets.....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	0	0	0
13. Title plants (for Title insurers only).....			0
14. Investment income due and accrued.....			0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,208,559	1,815,281	(393,278)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			0
15.3 Accrued retrospective premiums.....			0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers.....			0
16.2 Funds held by or deposited with reinsured companies.....			0
16.3 Other amounts receivable under reinsurance contracts.....			0
17. Amounts receivable relating to uninsured plans.....			0
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0
18.2 Net deferred tax asset.....	279,446	235,802	(43,644)
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
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0
23. Receivables from parent, subsidiaries and affiliates.....			0
24. Health care and other amounts receivable.....			0
25. Aggregate write-ins for other than invested assets.....	12,148	26,890	14,742
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	2,500,153	2,077,973	(422,180)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0
28. TOTALS (Lines 26 and 27).....	2,500,153	2,077,973	(422,180)

**DETAILS OF WRITE-INS**

1101. ....			0
1102. ....			0
1103. ....			0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0
2501. PREPAID EXPENSES.....	6,161	21,689	15,528
2502. MISCELLANEOUS OTHER ASSETS.....	5,987	5,201	(786)
2503. ....			0
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	12,148	26,890	14,742

**NOTES TO FINANCIAL STATEMENTS**

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36	Financial Guaranty Insurance	14.11

**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.

## B. Use of Estimates

The Company is required to make estimates and assumptions when preparing its financial statements and accompanying notes in conformity with NAIC SAP. Actual results may differ from those estimates. Material estimates that are susceptible to significant changes in the near term include the loss and loss adjustment expense ("LAE") reserves.

## C. Accounting Policies

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

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

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

In addition, the Company uses the following accounting policies:

## Investments

- Cash and cash equivalents include bank accounts and certificates of deposit as well as short-term investments with original maturities of three months or less that are reported at amortized cost which approximates market value.
- Short-term investments include securities acquired within one year of maturity except for those with original maturities of three months or less (see cash and cash equivalents above) and are reported at amortized cost which approximates market value.
- Investment grade bond valuations are based on NAIC designations or NAIC Acceptable Rating Organization ("ARO") designations and are reported at amortized cost using the scientific method which closely approximates the effective interest method. Non-investment grade bond valuations are also based on NAIC designations or NAIC ARO designations and are reported at the lower of amortized cost or fair market value. Loan-backed and structured securities follow the guidance prescribed by SSAP 43R, Loan-backed and Structured Securities ("SSAP 43R"), for the determination of the bond valuation and reporting designation. The difference between the original cost and redemption value of these securities is recognized over the lives of the respective issues and included in net investment gain.
- Common stocks, other than investments in stocks of subsidiaries and affiliates, are reported at fair market values based on active market closing quotations from a regulated exchange. Changes in the fair market values of these securities are reflected directly as unrealized gains or losses in statutory surplus, net of deferred income taxes.
- Non-redeemable preferred stocks are reported at fair market values. Changes in the fair market values of these securities are reflected directly as unrealized gains or losses in statutory surplus, net of deferred income taxes. Investment grade redeemable preferred stocks are reported at amortized cost, while non-investment grade redeemable preferred stocks are reported at the lower of amortized cost or fair market value. The difference between the original cost and redemption value of the redeemable preferred securities is recognized using the scientific method, which closely approximates the effective interest method, over the lives of the respective issues and included in net investment gain.
- The fair market values reported are derived from independent and observable market input evaluations provided by reputable pricing services, independent broker/dealer bid lists, independent broker/dealer quotations, independent broker/dealer pricing services, or active market closing quotations from a regulated exchange. In very rare cases, if none of the aforementioned primary sources are available, matrix pricing using the reporting entity's own market based assumptions may be utilized. The approved methods for computation of fair market value are prescribed in Part Five of the Securities Valuation Office Purposes and Procedures Manual.
- The Company has no investments in mortgage loans.
- Loan-backed and structured securities are accounted for as prescribed by SSAP 43R. These securities are generally stated at amortized cost as determined by the estimated value of future cash flows. Prepayment assumptions for loan-backed and structured securities are obtained from available market data, broker/dealers, and/or internal estimates, and are consistent with current interest rate and economic trends.
- The Company has no investments in joint ventures, partnerships, or limited liability companies.
- The Company has no investments in derivatives.
- Realized gains and losses on sales of securities are computed based on the first-in, first-out method.
- The Company's management routinely monitors individual securities in its investment portfolio for pricing changes that might indicate potential impairments and performs detailed reviews of securities with unrealized losses based on predetermined guidelines to determine whether a decline in the value of a security is other-than-temporary. A review for other-than-temporary impairment ("OTTI") requires making certain judgments regarding the materiality of the decline, its effect on the financial statements, the probability, extent, and timing of a valuation recovery, and the Company's ability and intent to hold the security. The scope of this review is broad and requires a forward-looking assessment of the fundamental characteristics of a security, as well as the market-related prospects of the issuer and its industry.

**NOTES TO FINANCIAL STATEMENTS**

Management assesses valuation declines to determine the extent to which such changes are attributable to (i) fundamental factors specific to the issuer, such as financial conditions, business prospects or other factors, or (ii) market-related factors such as interest rates or equity market declines (i.e., negative returns at either a sector index level or the broader market level), or (iii) credit-related losses where the present value of cash flows expected to be collected are lower than the amortized cost basis of the security (includes only those securities covered under SSAP 43R). This evaluation reflects management's assessment of current conditions, as well as predictions of uncertain future events that may have a material effect on the financial statements related to security valuation.

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

**Loss and Loss Adjustment Expense Reserves**

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

**Capitalization of Assets**

- Prepaid assets above a \$100,000 threshold are capitalized. Under certain circumstances, the Company may decide to establish a prepaid expense for amounts less than the threshold. Prepaid assets are nonadmitted.

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

Not applicable

**3. Business Combinations and Goodwill**

Not applicable

**4. Discontinued Operations**

Not applicable

**5. Investments****A. Mortgage Loans**

Not applicable

**B. Troubled Debt Restructuring for Creditors**

Not applicable

**C. Reverse Mortgages**

Not applicable

**D. Loan-Backed Securities**

The Company does not own any loan-backed or structured debt securities.

**E. Repurchase Agreements**

Not applicable

**F. Real Estate**

Not applicable

**G. Low Income Housing Tax Credits**

Not applicable

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

Not applicable

**7. Investment Income****A. Accrued Investment Income**

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

**B. Amounts Nonadmitted**

Not applicable

**8. Derivative Instruments**

Not applicable

**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>December 31, 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	\$ 3,841,201	\$ 3,639	\$ 3,844,840	\$ 3,554,621	\$ 9,458	\$ 3,564,079	\$ 286,580	\$ (5,819)	\$ 280,761
(b) Statutory valuation allowance adjustment	-	-	-	-	-	-	-	-	-
(c) Adjusted gross deferred tax assets (1a-1b)	\$ 3,841,201	\$ 3,639	\$ 3,844,840	\$ 3,554,621	\$ 9,458	\$ 3,564,079	\$ 286,580	\$ (5,819)	\$ 280,761
(d) Deferred tax liabilities	77,264	3,370	80,634	83,485	66,661	150,146	(6,221)	(63,291)	(69,512)
(e) Subtotal (net deferred tax assets) (1c-1d)	\$ 3,763,937	\$ 269	\$ 3,764,206	\$ 3,471,136	\$ (57,203)	\$ 3,413,933	\$ 292,801	\$ 57,472	\$ 350,273
(f) Deferred tax assets nonadmitted	279,177	269	279,446	235,802	-	235,802	43,375	269	43,644
(g) Net admitted deferred tax assets (1e-1f)	\$ 3,484,760	\$ -	\$ 3,484,760	\$ 3,235,334	\$ (57,203)	\$ 3,178,131	\$ 249,426	\$ 57,203	\$ 306,629

2. The Company has not elected to admit additional DTAs pursuant to SSAP No. 10R, paragraph 10.e. for the reporting period ended December 31, 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

4. The admission calculation components of the DTA (gross DTA less nonadmitted DTA) in accordance with SSAP No. 10R are as follows:

<b>Description</b>	<b>December 31, 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>
Deferred Tax Assets admitted pursuant to SSAP No. 10R ¶10.a., ¶10.b., & ¶10.c.									
(a) ¶10.a.-amount recovered through loss carrybacks	\$ 3,484,760	\$ -	\$ 3,484,760	\$ 3,178,131	\$ -	\$ 3,178,131	\$ 306,629	\$ -	\$ 306,629
<b>And</b>									
(b) ¶10.b. (the lesser of paragraph 10.b.i. and 10.b.ii below)	-	-	-	-	-	-	-	-	-
(c) ¶10.b.i.-amount to be recognized within 1 year	-	-	-	-	-	-	-	-	-
<b>Or</b>									
(d) ¶10.b.ii.-10% of adjusted surplus									430,002
<b>And</b>									
(e) ¶10.c.-adjusted deferred tax assets offset by deferred tax liabilities	77,264	3,370	80,634	140,688	9,458	150,146	(63,424)	(6,088)	(69,512)
(f) Total (4a+4b+4e)	\$ 3,562,024	\$ 3,370	\$ 3,565,394	\$ 3,318,819	\$ 9,458	\$ 3,328,277	\$ 243,205	\$ (6,088)	\$ 237,117
Deferred Tax Assets admitted Pursuant to SSAP No. 10R, ¶10.e.									
(g) ¶10.e.i.-amounts recovered through loss carrybacks	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>And</b>									
(h) ¶10.e.ii. (the lesser of paragraph 10.e.ii.a. and 10.e.ii.b. below)	-	-	-	-	-	-	-	-	-
(i) ¶10.e.ii.a.-amount to be recognized within 3 years	-	-	-	-	-	-	-	-	-
<b>Or</b>									
(j) ¶10.e.ii.b.-15% of adjusted surplus									
<b>And</b>									
(k) ¶10.e.iii.-adjusted deferred tax assets offset by deferred tax liabilities									
(l) Total (4g+4h+4k)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Used in SSAP No. 10R, ¶10.d.									
(m) Total adjusted capital			\$ 38,355,115			\$ 36,672,293			\$ 1,682,822
(n) Authorized control level			\$ 4,058,836			\$ 4,451,866			\$ (393,030)

**NOTES TO FINANCIAL STATEMENTS**

## 5. Additional disclosures pursuant to SSAP No. 10R, paragraph 18.h.

Description	December 31, 2011			December 31, 2010			Change		
	(1) Ordinary income	(2) Capital gain (loss)	(3) (Col 1+2) Total	(4) Ordinary income	(5) Capital gain (loss)	(6) (Col 4+5) Total	(7) (Col 1-4) Ordinary income	(8) (Col 2-5) Capital gain (loss)	(9) (Col 7+8) Total
<b>Balances Pursuant to SSAP No. 10R, ¶10.a., ¶10.b., and ¶10.c.</b>									
(a) Admitted deferred tax assets	\$ 3,484,760	\$ -	\$ 3,484,760	\$ 3,235,334	\$ (57,203)	\$ 3,178,131	\$ 249,426	\$ 57,203	\$ 306,629
(b) Admitted assets			\$ 159,202,143			\$ 152,096,343			\$ 7,105,800
(c) Adjusted statutory surplus*			\$ 36,597,129			\$ 32,297,109			\$ 4,300,020
(d) Total adjusted capital from DTAs			\$ 3,484,760			\$ 3,178,131			\$ 306,629
<b>Increases due to SSAP No. 10R, ¶10.e.</b>									
(e) Admitted deferred tax assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(f) Admitted assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(g) Statutory surplus	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

\*As reported on the statutory balance sheet for the most recently filed statement with the domiciliary state commissioner adjusted in accordance with SSAP No. 10R, ¶10.b.ii.

## 6. Impact of tax planning strategies

Not applicable

## B. Regarding deferred tax liabilities that are not recognized:

Not applicable

## C. Current and deferred income taxes consist of the following major components:

## 1. Current Income Tax:

Description	(1) December 31, 2011	(2) December 31, 2010	(3) (Col 1-2) Change
(a) Federal income tax expense (benefit)	\$ 2,235,521	\$ 1,738,441	\$ 497,080
(b) Foreign income tax expense (benefit)	-	-	-
(c) Prior year underaccrual (overaccrual)	(3,534)	13,211	(16,745)
(d) Subtotal	\$ 2,231,987	\$ 1,751,652	\$ 480,335
(e) Federal income tax (benefit) on net realized capital gains (losses)	48,480	13,176	35,304
(f) Utilization of capital loss carry-forwards	-	-	-
(g) Prior year underaccrual (overaccrual)	4,535	(36,834)	41,369
(h) Subtotal	\$ 53,015	\$ (23,658)	\$ 76,673
(i) Federal and Foreign income taxes incurred	\$ 2,285,002	\$ 1,727,994	\$ 557,008

## 2. Deferred Tax Assets:

Description	(1) December 31, 2011	(2) December 31, 2010	(3) (Col 1-2) Change
(a) Ordinary income			
(1) Discounting of unpaid losses and LAE	\$ 789,588	\$ 801,952	\$ (12,364)
(2) Unearned premium reserve	1,911,278	1,774,236	137,042
(3) Nonadmitted assets	777,248	644,759	132,489
(4) Non-deductible accruals	360,955	330,716	30,239
(5) Depreciable assets	2,133	2,956	(823)
(6) Other (including items <5% of total ordinary tax assets)	(1)	2	(3)
(99) Subtotal	\$ 3,841,201	\$ 3,554,621	\$ 286,580
(b) Statutory valuation allowance adjustment	-	-	-
(c) Nonadmitted	279,177	235,802	43,375
(d) Admitted ordinary deferred tax assets (2a99-2b-2c)	\$ 3,562,024	\$ 3,318,819	\$ 243,205
(e) Capital losses			
(1) Unrealized capital losses	-	-	-
(2) Intercompany deferred losses	3,639	9,458	(5,819)
(3) Investment write-downs	-	-	-
(4) Other (including items <5% of total capital tax assets)	-	-	-
(99) Subtotal	\$ 3,639	\$ 9,458	\$ (5,819)
(f) Statutory valuation allowance adjustment	-	-	-
(g) Nonadmitted	269	-	269
(h) Admitted capital loss deferred tax assets (2e99-2f-2g)	\$ 3,370	\$ 9,458	\$ (6,088)
(i) Admitted deferred tax assets (2d+2h)	\$ 3,565,394	\$ 3,328,277	\$ 237,117

**NOTES TO FINANCIAL STATEMENTS**

## 3. Deferred Tax Liabilities:

Description	(1) December 31, 2011	(2) December 31, 2010	(3) (Col 1-2) Change
(a) Ordinary income			
(1) Depreciable assets	\$ 22,753	\$ 34,129	\$ (11,376)
(2) Salvage and subrogation	45,363	42,739	2,624
(3) Prepaid expenses	9,149	6,616	2,533
(4) Other (including items <5% of total ordinary tax assets)	(1)	1	(2)
(99) Subtotal	\$ 77,264	\$ 83,485	\$ (6,221)
(b) Capital gains			
(1) Unrealized capital gains	-	-	-
(2) Bond discount accretion	1,568	647	921
(3) Intercompany deferred gains	1,801	66,014	(64,213)
(4) Other (including items <5% of total capital tax assets)	1	-	1
(99) Subtotal	\$ 3,370	\$ 66,661	\$ (63,291)
(c) Deferred tax liabilities (3a99+3b99)	\$ 80,634	\$ 150,146	\$ (69,512)

## 4. Net Deferred Tax Asset (Liability):

Description	(1) December 31, 2011	(2) December 31, 2010	(3) (Col 1-2) Change
Net deferred tax asset (liability) (2i-3c)	\$ 3,484,760	\$ 3,178,131	\$ 306,629

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

Description	December 31, 2011	December 31, 2010	Change
Total deferred tax assets	\$ 3,844,840	\$ 3,564,079	\$ 280,761
Total deferred tax liabilities	80,634	150,146	(69,512)
Net deferred tax asset (liability)	\$ 3,764,206	\$ 3,413,933	\$ 350,273
Tax effect of unrealized gains (losses)			-
Change in net deferred income tax			\$ 350,273

## 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. The significant book to tax adjustments causing this difference are as follows:

Description	Tax Effect Amount	Effective Tax Rate
Provision computed at statutory rate	\$ 2,638,906	35%
Exempt interest income	(566,405)	-7%
Prior year underaccrual (overaccrual)	(5,382)	0%
Impact of nonadmitted assets	(132,489)	-2%
Other	99	0%
Total	\$ 1,934,729	26%
Federal and foreign income taxes incurred	\$ 2,285,002	
Change in net deferred income tax	(350,273)	
Total statutory income taxes	\$ 1,934,729	

## E. Operating Loss and Tax Credit Carryforwards

- 1) At December 31, 2011, the Company had no operating loss or tax credit carryforwards available for tax purposes.
- 2) The amount of Federal income taxes incurred and available for recoupment by the Company in the event of future net losses is equal to approximately \$2,284,001 for the current tax year and \$1,751,685 for the first preceding year. The amounts that can be recouped may be subject to the alternative minimum tax rules, and therefore may be limited.
- 3) Protective Tax Deposits  
Not applicable

## F. Consolidated Federal Income Tax Return

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

**NOTES TO FINANCIAL STATEMENTS**

## 10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

## A. Nature of Relationships

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

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

All significant 2011 transactions by the Company or any affiliated insurer with any affiliate are summarized in Schedule Y, Part 2.

See Notes 13D, 17B, and 22.

## C. Change in Terms of Intercompany Arrangements

Not applicable

## D. Amounts Due to or from Related Parties

The Company reported a \$18,778,244 and \$32,490,020 payable to parent, subsidiaries, and affiliates at December 31, 2011 and 2010, respectively. These balances are due to the timing of security purchases and cash collections and disbursements under the Group's centralized cash management system and the reinsurance and management agreements in which the Company participates. The Company also reported a \$526,679 and \$275,162 current Federal income taxes payable at December 31, 2011 and 2010, respectively. These balances are due to TPC for the Company's Federal income tax liability. The intercompany balances are settled quarterly.

## E. Guarantees or Contingencies for Related Parties

Not applicable

## F. Management, Service Contracts, Cost Sharing Arrangements

The Company does not have employees or facilities. Management, operations and claims services are provided under a management agreement with Progressive Direct Insurance Company ("Progressive Direct"), an insurance affiliate domiciled in Ohio. Under the terms of the agreement, the Company is provided underwriting and loss adjustment services for business produced in exchange for a management fee based on the Company's use of services.

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

All intercompany agreements are approved by the participating insurance companies' states of domicile when established. Upon redomestication, intercompany agreements are not required to be approved by the new state of domicile.

## G. Nature of Relationships that Could Affect Operations

All outstanding shares of the Company are owned by PDH.

## H. Amount Deducted for Investment in Upstream Company

Not applicable

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

Not applicable

## J. Write-Downs for Impairments of Investments in Affiliates

Not applicable

## K. Investment in Foreign Insurance Subsidiary

Not applicable

## L. Investment in Downstream Non-Insurance Holding Company

Not applicable

## 11. Debt

Not applicable

## 12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

The Company has no direct payroll (see Note 10F).

## 13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

## A. Outstanding Shares

The Company has 893 shares of \$2,800 par value common stock authorized, issued, and outstanding. The Company has no preferred stock authorized, issued, or outstanding.

## B. Dividend Rate of Preferred Stock

Not applicable

## C,D,E,F. Dividends

The maximum amount of dividends the Company can pay to PDH in 2012 without prior regulatory approval is limited by insurance laws in Ohio. Based on the dividend laws currently in effect, the Company may pay dividends of \$5,254,729 in 2012 without prior approval from the Ohio DOI, provided the dividend payment is not made within 12 months of the previous payment.

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

**NOTES TO FINANCIAL STATEMENTS**

The Company paid dividends to PDH as follows:

Date Paid	Amount Paid	Dividend Type
January 4, 2010	\$ 1,000,000	Ordinary

See Note 22

- G. Mutual Surplus Advances  
Not applicable
- H. Company Stock Held for Special Purposes  
Not applicable
- I. Changes in Special Surplus Funds  
Not applicable
- J. Changes in Unassigned Funds (Surplus)

As of December 31, 2011, the portion of unassigned funds (surplus) represented or reduced by each item below is as follows:

Description	Cumulative Increase (Decrease) in Surplus
Unrealized gain (loss)	\$ --
Nonadmitted assets	(2,500,153)
Provision for reinsurance	--
Total	\$ (2,500,153)

- K. Surplus Notes  
Not applicable
- L,M. Quasi Reorganizations  
Not applicable
- 14. Contingencies
  - A. Contingent Commitments  
Not applicable
  - B. Assessments
 

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

As of December 31, 2011 and 2010, the Company's estimated liability for state guaranty fund and other assessments was \$121,580 and \$114,378, respectively. The assessments are expected to be paid in various intervals during the next year. The Company did not recognize any premium tax benefit associated with its various assessments.
  - C. Gain Contingencies  
Not applicable
  - D. Claims Related to Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits  
Not applicable
  - E. All Other Contingencies
 

All legal actions relating to claims made under insurance policies are considered by the Company in establishing its loss and LAE reserves. The Company also has, on a net basis, potential exposure relating to lawsuits due to its participation in the 100% pooling reinsurance agreement for which it is allocated litigation expenses (see Note 26).
- 15. Leases  
Not applicable
- 16. Information about Financial Instruments with Off-Balance Sheet Risk and with Concentrations of Credit Risk  
Not applicable
- 17. Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities
  - A. Transfers of Receivables Reported as Sales  
Not applicable
  - B. Transfers and Servicing of Financial Assets
 

The Company transferred \$79,500,000 and \$91,950,000 of premiums receivable to Progressive Investment Company, Inc. ("PICI"), a non-insurance affiliate, for \$79,482,416 and \$91,922,342 in cash and/or securities in 2011 and 2010, respectively. The related premiums receivable remained in the Company's assets, and a corresponding liability was established. As the related cash was collected, it was transferred to PICI and the liability was reduced. These premium receivable transactions were approved by the Ohio DOI.

**NOTES TO FINANCIAL STATEMENTS****C. Wash Sales**

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

**18. Gain or Loss from Uninsured Plans and the Uninsured Portion of Partially Insured Plans**

Not applicable

**19. Direct Premiums Written / Produced by Managing General Agents / Third Party Administrators**

Not applicable

**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 December 31, 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

**B. Other Fair Value Disclosures**

Not applicable

**C. Reasons Not Practical to Estimate Fair Values**

Not applicable

**21. Other Items****A. Extraordinary Items**

Not applicable

**B. Troubled Debt Restructuring for Debtors**

Not applicable

**C. Other Disclosures****Segregated Funds**

1. At December 31, 2011, securities at the amortized cost of \$3,540,891 were on deposit with various regulatory agencies to meet statutory requirements (see Schedule E, Part 3).

**D. Uncollectible Premiums Receivable**

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

**E. Business Interruption Insurance Recoveries**

Not applicable

**F. State Transferable and Non-transferable Tax Credits**

Not applicable

**NOTES TO FINANCIAL STATEMENTS****G. Sub-Prime Mortgage Related Risk Exposure****1. Exposure to Sub-Prime Mortgage Related Risk**

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

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

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

As of December 31, 2011, the Company recorded no OTTI write-downs on any securities as a result of direct sub-prime exposure.

**2. Direct Investment in Sub-Prime Mortgage Loans**

Not applicable

**3. Direct Investment in Securities with Underlying Sub-Prime Exposure**

Not applicable

**4. Mortgage or Financial Guaranty Sub-Prime Exposure**

Not applicable

**22. Events Subsequent**

Subsequent events have been considered through February 17, 2012 for the statutory statement that was available for issuance by March 1, 2012.

The Company paid a \$3,500,000 ordinary cash dividend that was declared in 2011 to PDH on January 6, 2012.

**23. Reinsurance****A. Unsecured Reinsurance Recoverable (all amounts in 000's)**

At December 31, 2011, the Company had the following unsecured reinsurance recoverable balances which exceeded 3% of policyholders' surplus:

Reinsurer	NAIC Code	Federal ID#	Amount
Progressive Direct Insurance Company	16322	34-1524319	\$ 130,721
North Carolina Reinsurance Facility		AA-9991139	11,058
<b>Total</b>			<b>\$ 141,779</b>

**B. Reinsurance Recoverable in Dispute**

Not applicable

**C. Reinsurance Assumed and Ceded (all amounts in 000's)**

1) The table below summarizes ceded and assumed unearned premiums and the related commission equity at December 31, 2011.

	ASSUMED		CEDED		ASSUMED LESS CEDED	
	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity
Affiliates	\$ 27,107	\$ --	\$ 60,848	\$ --	\$ (33,741)	\$ --
All Other	--	--	2,582	687	(2,582)	(687)
<b>Totals</b>	<b>\$ 27,107</b>	<b>\$ --</b>	<b>\$ 63,430</b>	<b>\$ 687</b>	<b>\$ (36,323)</b>	<b>\$ (687)</b>
Direct Unearned Premium Reserve is \$63,430						

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

**D. Uncollectible Reinsurance**

Not applicable

**E. Commutation of Ceded Reinsurance**

Not applicable

**F. Retroactive Reinsurance**

Not applicable

**G. Reinsurance Accounted for as a Deposit**

Not applicable

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

Not applicable

**NOTES TO FINANCIAL STATEMENTS**

## 24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

Not applicable

## 25. Changes in Incurred Losses and Loss Adjustment Expenses

Incurred losses and LAE attributable to insured events of prior years decreased by \$2,070,000 in 2011, which is 5.5% of the total prior year net unpaid losses and LAE of \$37,909,000. The net decrease is the result of favorable loss and defense and cost containment ("DCC") reserve development of \$1,957,000 and adjusting and other expense reserves of \$113,000. 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 1.8% and 1.5% for private passenger auto liability and auto physical damage, respectively. Defense and cost containment reserves also experienced favorable development.

## 26. Intercompany Pooling Arrangements

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

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

The pooling percentages for each Direct Pool member as of December 31, 2011 and 2010, were as follows:

	NAIC Code	2011 Pool %	2010 Pool %
Progressive Direct Insurance Company	16322	77.5 %	77.5 %
Progressive Marathon Insurance Company	37605	6.0	6.0
Progressive Max Insurance Company	24279	6.0	6.0
Progressive Advanced Insurance Company	11851	4.0	4.0
Progressive Universal Insurance Company	21727	4.0	4.0
Progressive Premier Insurance Company of Illinois	21735	2.0	2.0
Progressive Paloverde Insurance Company	44695	0.5	0.5
Mountain Laurel Assurance Company	44180	--	--
		100.0 %	100.0 %

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

At December 31, 2011, amounts recoverable from and payable to Progressive Direct and all affiliates participating in the Direct Pool are as follows:

	Amounts Recoverable	Amounts Payable
Progressive Direct Insurance Company (Lead)	\$ 16,295,512	\$ 12,654,015
Progressive Marathon Insurance Company	1,173,045	4,623,483
Progressive Max Insurance Company	885,395	2,955,550
Progressive Advanced Insurance Company	3,939,994	3,301,761
Progressive Universal Insurance Company	3,879,759	2,696,785
Progressive Premier Insurance Company of Illinois	886,232	2,045,070
Progressive Paloverde Insurance Company	1,889,590	667,941
Mountain Laurel Assurance Company	--	4,922
<b>Total</b>	<b>\$ 28,949,527</b>	<b>\$ 28,949,527</b>

## 27. Structured Settlements

Not applicable

## 28. Health Care Receivables

Not applicable

## 29. Participating Accident and Health Policies

Not applicable

## 30. Premium Deficiency Reserves

The Company's management evaluated the need to record a premium deficiency reserve for the year ended December 31, 2011. The evaluation, which was completed on January 11, 2012, indicated that there was not a need for a premium deficiency reserve due to reserve adequacy. The Company anticipates investment income as a factor in the premium deficiency calculation.

## 31. High Deductibles

Not applicable

## 32. Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses

Not applicable

## 33. Asbestos and Environmental Reserves

Not applicable

**NOTES TO FINANCIAL STATEMENTS**

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34. Subscriber Savings Accounts

Not applicable

35. Multiple Peril Crop Insurance

Not applicable

36. Financial Guaranty Insurance

Not applicable

# PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS

## GENERAL INTERROGATORIES

### PART 1 - COMMON INTERROGATORIES - GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [ ] N/A [ ]
- 1.3 State regulating? OHIO
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]
- 2.2 If yes, date of change: 12/31/2007
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 04/07/2009
- 3.4 By what department or departments? OHIO
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments? Yes [ ] No [ ] N/A [X]
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes [ ] No [X]
- 4.12 renewals? Yes [ ] No [X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes [ ] No [X]
- 4.22 renewals? Yes [ ] No [X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]
- 5.2 If yes, provide the name of the 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<br>Name of Entity | 2<br>NAIC Co. Code | 3<br>State of Domicile |
|---------------------|--------------------|------------------------|
|---------------------|--------------------|------------------------|
- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [ ] No [X]
- 7.2 If yes,
- 7.21 State the percentage of foreign control .....%
- 7.22 State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)
- | 1<br>Nationality | 2<br>Type of Entity |
|------------------|---------------------|
|------------------|---------------------|
- 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 response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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<br>Affiliate Name | 2<br>Location (City, State) | 3<br>FRB | 4<br>OCC | 5<br>OTS | 6<br>FDIC | 7<br>SEC |
|---------------------|-----------------------------|----------|----------|----------|-----------|----------|
|---------------------|-----------------------------|----------|----------|----------|-----------|----------|
9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
PRICEWATERHOUSECOOPERS, LLP 200 PUBLIC SQUARE, 18TH FLOOR CLEVELAND, OH 44114-2301
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [ ] No [X]
- 10.2 If the response to 10.1 is yes, provide information related to this exemption:
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [ ] No [X]
- 10.4 If the response to 10.3 is yes, provide information related to this exemption:
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [ ] N/A [ ]
- 10.6 If the answer to 10.5 is no or n/a, please explain.
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?  
ALLAN R. NEIS, FCAS, MAAA, CORPORATE ACTUARY 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143-2182
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [ ] No [X]
- 12.11 Name of real estate holding company
- 12.12 Number of parcels involved .....  
12.13 Total book/adjusted carrying value .....
- 12.2 If yes, provide explanation.

# PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS

## GENERAL INTERROGATORIES

## 13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

N/A

- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [ ] No [ ]
- 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [ ] No [ ]
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [ ] N/A [ ]
- 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
- a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
  - b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
  - c. Compliance with applicable governmental laws, rules and regulations;
  - d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
  - e. Accountability for adherence to the code.
- 14.11 If the response to 14.1 is no, please explain:

- 14.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s).

- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance with a NAIC rating of 3 or below? Yes [ ] No [X]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

### PART 1 - COMMON INTERROGATORIES - BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No [ ]
17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No [ ]
18. Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No [ ]

### PART 1 - COMMON INTERROGATORIES - FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [X]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- |   |          |
|---|----------|
| 20.11 To directors or other officers              | \$.....0 |
| 20.12 To stockholders not officers                | \$.....0 |
| 20.13 Trustees, supreme or grand (Fraternal only) | \$.....0 |
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- |   |          |
|---|----------|
| 20.21 To directors or other officers              | \$.....0 |
| 20.22 To stockholders not officers                | \$.....0 |
| 20.23 Trustees, supreme or grand (Fraternal only) | \$.....0 |
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [X]
- 21.2 If yes, state the amount thereof at December 31 of the current year:
- |                            |       |
|----------------------------|-------|
| 21.21 Rented from others   | ..... |
| 21.22 Borrowed from others | ..... |
| 21.23 Leased from others   | ..... |
| 21.24 Other                | ..... |
- 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [ ] No [X]
- 22.2 If answer is yes:
- |  |       |
|--|-------|
| 22.21 Amount paid as losses or risk adjustment | ..... |
| 22.22 Amount paid as expenses                  | ..... |
| 22.23 Other amounts paid                       | ..... |
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount.

### PART 1 - COMMON INTERROGATORIES - INVESTMENT

- 24.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.3)? Yes [X] No [ ]
- 24.2 If no, give full and complete information relating thereto.
- 24.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).
- N/A
- 24.4 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ ] No [ ] N/A [X]
- 24.5 If answer to 24.4 is yes, report amount of collateral for conforming programs.
- 24.6 If answer to 24.4 is no, report amount of collateral for other programs.

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS****PART 1 - COMMON INTERROGATORIES - INVESTMENT**

- 24.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract?  Yes [ ]  No [ ]  N/A [X]
- 24.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%?  Yes [ ]  No [ ]  N/A [X]
- 24.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?  Yes [ ]  No [ ]  N/A [X]
- 25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.3)  Yes [X]  No [ ]
- 25.2 If yes, state the amount thereof at December 31 of the current year:
- |  |                  |
|--|------------------|
| 25.21 Subject to repurchase agreements                 | \$.....0         |
| 25.22 Subject to reverse repurchase agreements         | \$.....0         |
| 25.23 Subject to dollar repurchase agreements          | \$.....0         |
| 25.24 Subject to reverse dollar repurchase agreements  | \$.....0         |
| 25.25 Pledged as collateral                            | \$.....0         |
| 25.26 Placed under option agreements                   | \$.....0         |
| 25.27 Letter stock or securities restricted as to sale | \$.....0         |
| 25.28 On deposit with state or other regulatory body   | \$.....3,540,891 |
| 25.29 Other  | \$.....0         |
- 25.3 For category (25.27) provide the following:
- | 1<br>Nature of Restriction | 2<br>Description | 3<br>Amount |
|----------------------------|------------------|-------------|
|----------------------------|------------------|-------------|
- 26.1 Does the reporting entity have any hedging transactions reported on Schedule DB?  Yes [ ]  No [X]
- 26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  Yes [ ]  No [ ]  N/A [X]
- If no, attach a description with this statement.
- 
- 27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?  Yes [ ]  No [X]
- 27.2 If yes, state the amount thereof at December 31 of the current year:
28. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?  Yes [X]  No [ ]
- 28.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:
- | 1<br>Name of Custodian(s) | 2<br>Custodian's Address                |
|---------------------------|---|
| CITIBANK, N.A.            | 338 GREENWICH STREET NEW YORK, NY 10013 |
- 28.02 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<br>Name(s) | 2<br>Location(s) | 3<br>Complete Explanation(s) |
|--------------|------------------|------------------------------|
| NONE         |                  |                              |
- 28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?  Yes [ ]  No [X]
- 28.04 If yes, give full and complete information relating thereto:
- | 1<br>Old Custodian | 2<br>New Custodian | 3<br>Date of Change | 4<br>Reason |
|--------------------|--------------------|---------------------|-------------|
| NONE               |                    |                     |             |
- 28.05 Identify all investment advisors, brokers/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<br>Central Registration Depository Number(s) | 2<br>Name | 3<br>Address |
|--|-----------|--------------|
| NONE   |           |              |
- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?  Yes [ ]  No [X]
- 29.2 If yes, complete the following schedule:
- | 1<br>CUSIP #   | 2<br>Name of Mutual Fund | 3<br>Book/Adj.Carrying Value |
|----------------|--------------------------|------------------------------|
| 29.2999. TOTAL |                          | 0                            |
- 29.3 For each mutual fund listed in the table above, complete the following schedule:
- | 1<br>Name of Mutual Fund<br>(from the above table) | 2<br>Name of Significant Holding<br>of the Mutual Fund | 3<br>Amount of Mutual<br>Fund's Book/Adjusted<br>Carrying Value<br>Attributable to Holding | 4<br>Date of Valuation |
|--|--|--|------------------------|
|--|--|--|------------------------|
30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.
- |                            | 1<br>Statement<br>(Admitted)<br>Value | 2<br>Fair<br>Value | 3<br>Excess of Statement<br>over Fair Value (-),<br>or Fair Value over<br>Statement (+) |
|----------------------------|---------------------------------------|--------------------|---|
| 30.1 Bonds.....            | 107,288,077                           | 112,015,907        | 4,727,830   |
| 30.2 Preferred stocks..... |                                       |                    | 0   |
| 30.3 Totals.....           | 107,288,077                           | 112,015,907        | 4,727,830   |
- 30.4 Describe the sources or methods utilized in determining the fair values:  
 THE FAIR MARKET VALUES REPORTED ARE DERIVED FROM INDEPENDENT AND OBSERVABLE MARKET INPUT EVALUATIONS  
 PROVIDED BY WIDELY UTILIZED REPUTABLE PRICING SERVICES, INDEPENDENT BROKER BID LISTS, INDEPENDENT BROKER QUOTATIONS,  
 INDEPENDENT BROKER PRICING SERVICES, OR ACTIVE MARKET CLOSING QUOTATIONS FROM A REGULATED EXCHANGE. IN VERY RARE  
 CASES, IF NONE OF THE AFOREMENTIONED PRIMARY SOURCES ARE AVAILABLE, MATRIX PRICING USING THE REPORTING ENTITY'S OWN  
 MARKET BASED ASSUMPTIONS MAY BE UTILIZED. THE APPROVED METHODS FOR COMPUTATION OF FAIR MARKET VALUE ARE  
 PRESCRIBED IN PART FIVE OF THE SECURITIES VALUATION OFFICE PURPOSES AND PROCEDURES MANUAL.
- 
- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?  Yes [ ]  No [X]
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?  Yes [ ]  No [ ]
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D.

**PART 1 - COMMON INTERROGATORIES - INVESTMENT**

32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [  ] No [  ]

32.2 If no, list exceptions:

**PART 1 - COMMON INTERROGATORIES - OTHER**

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$.....13,430

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

1 Name	2 Amount Paid
PROPERTY CASUALTY INSURERS ASSOCIATION	13,430

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

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

1 Name	2 Amount Paid

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

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

1 Name	2 Amount Paid

**GENERAL INTERROGATORIES****PART 2 - PROPERTY AND CASUALTY INTERROGATORIES**

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [ ] No [ X ]

1.2 If yes, indicate premium earned on U.S. business only.

.....

1.3 What portion of item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

.....

1.31 Reason for excluding:

.....

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

.....

1.5 Indicate total incurred claims on all Medicare Supplement insurance.

.....

1.6 Individual policies:

Most current three years:

1.61 Total premium earned

.....

1.62 Total incurred claims

.....

1.63 Number of covered lives

.....

All years prior to most current three years:

1.64 Total premium earned

.....

1.65 Total incurred claims

.....

1.66 Number of covered lives

.....

1.7 Group policies:

Most current three years:

1.71 Total premium earned

.....

1.72 Total incurred claims

.....

1.73 Number of covered lives

.....

All years prior to most current three years:

1.74 Total premium earned

.....

1.75 Total incurred claims

.....

1.76 Number of covered lives

.....

2. Health test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator.....	\$.....0	\$.....0
2.2 Premium Denominator.....	\$.....100,093,934	\$.....92,376,119
2.3 Premium Ratio (2.1/2.2).....	.....0.0	.....0.0
2.4 Reserve Numerator.....	\$.....0	\$.....0
2.5 Reserve Denominator.....	\$.....67,718,638	\$.....63,646,903
2.6 Reserve Ratio (2.4/2.5).....	.....0.0	.....0.0

3.1 Does the reporting entity issue both participating and non-participating policies?

Yes [ ] No [ X ]

3.2 If yes, state the amount of calendar year premiums written on:

3.21 Participating policies

.....

3.22 Non-participating policies

.....

4. FOR MUTUAL REPORTING ENTITIES AND RECIPROCAL EXCHANGES ONLY:

4.1 Does the reporting entity issue assessable policies?

Yes [ ] No [ ]

4.2 Does the reporting entity issue non-assessable policies?

Yes [ ] No [ ]

4.3 If assessable policies are issued, what is the extent of the contingent liability of the policyholders?

.....%  
.....

4.4 Total amount of assessments paid or ordered to be paid during the year on deposit notes or contingent premiums.

.....

5. FOR RECIPROCAL EXCHANGES ONLY:

5.1 Does the exchange appoint local agents?

Yes [ ] No [ ]

5.2 If yes, is the commission paid:

5.21 Out of Attorney's-in-fact compensation

Yes [ ] No [ ] N/A [ ]

5.22 As a direct expense of the exchange

Yes [ ] No [ ] N/A [ ]

5.3 What expenses of the exchange are not paid out of the compensation of the Attorney-in-fact?

.....

5.4 Has any Attorney-in-fact compensation, contingent on fulfillment of certain conditions, been deferred?

Yes [ ] No [ ]

5.5 If yes, give full information:

.....

6.1 What provision has this reporting entity made to protect itself from an excessive loss in the event of a catastrophe under a workers' compensation contract issued without limit of loss?

THE COMPANY DOES NOT WRITE WORKERS' COMPENSATION INSURANCE.

6.2 Describe the method used to estimate this reporting entity's probable maximum insurance loss, and identify the type of insured exposures comprising that probable maximum loss, the locations of concentrations of those exposures and the external resources (such as consulting firms or computer software models), if any, used in the estimation process:

THE COMPANY'S PROBABLE MAXIMUM LOSS (PML) IS ESTIMATED BY ANALYZING HISTORICAL MAJOR OCCURRENCES AND ESTIMATING FREQUENCY OF LOSS AND SEVERITY BASED ON THE POTENTIAL FORCE OF AN OCCURRENCE AND THE TOTAL NUMBER OF AUTOS AND BOATS EXPOSED. THE ESTIMATE OF THE PML WAS COMPLETED BY PROGRESSIVE EMPLOYEES. THE COMPANY'S NET COMPREHENSIVE EXPOSURE IN THE CATASTROPHE PRONE STATES OF FLORIDA, LOUISIANA, TEXAS, MISSISSIPPI, ALABAMA AND CALIFORNIA IS LIMITED SINCE THE COMPANY IS A MEMBER OF A 100% POOLING REINSURANCE ARRANGEMENT WITH 6 OF ITS PROPERTY AND CASUALTY AFFILIATES.

6.3 What provision has this reporting entity made (such as a catastrophic reinsurance program) to protect itself from an excessive loss arising from the types and concentrations of insured exposures comprising its probable maximum property insurance loss?

THE PRIMARY PROPERTY COVERAGE SOLD BY THE COMPANY IS COMPREHENSIVE FOR AUTOMOBILE AND INLAND MARINE FOR BOATS. SINCE THE COMPANY'S ESTIMATED PML IS APPROXIMATELY 7% OF THE SURPLUS, THE COMPANY CARRIES NO EXTERNAL CATASTROPHE REINSURANCE TO COVER ITS LIMITED CATASTROPHE EXPOSURE. THE COMPANY PARTICIPATES IN A POOLING ARRANGEMENT WHICH SPREADS THE UNDERWRITING RISK INCLUDING THE CATASTROPHE EXPOSURE AMONG ALL PARTIES TO THE POOLING AGREEMENT.

6.4 Does the reporting entity carry catastrophe reinsurance protection for at least one reinstatement, in an amount sufficient to cover its estimated probable maximum loss attributable to a single loss event or occurrence?

Yes [ ] No [ X ]

6.5 If no, describe any arrangements or mechanisms employed by the reporting entity to supplement its catastrophe reinsurance program or to hedge its exposure to uninsured catastrophic loss:

NONE

**GENERAL INTERROGATORIES****PART 2 - PROPERTY AND CASUALTY INTERROGATORIES**

- 7.1 Has the reporting entity reinsured any risk with any other entity under a quota share reinsurance contract that includes a provision that would limit the reinsurer's losses below the stated quota share percentage (e.g., a deductible, a loss ratio corridor, a loss cap, an aggregate limit or any similar provisions)? Yes [ ] No [ X ]
- 7.2 If yes, indicate the number of reinsurance contracts containing such provisions. .....
- 7.3 If yes, does the amount of reinsurance credit taken reflect the reduction in quota share coverage caused by any applicable limiting provision(s)? Yes [ ] No [ ]
- 8.1 Has this reporting entity reinsured any risk with any other entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on this risk, or portion thereof, reinsured? Yes [ ] No [ X ]
- 8.2 If yes, give full information:
- 
- 9.1 Has the reporting entity ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates) for which during the period covered by the statement: (i) it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards policyholders or it reported calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year-end surplus as regards policyholders; (ii) it accounted for that contract as reinsurance and not as a deposit; and (iii) the contract(s) contain one or more of the following features or other features that would have similar results:
- (a) A contract term longer than two years and the contract is noncancelable by the reporting entity during the contract term;
  - (b) A limited or conditional cancellation provision under which cancellation triggers an obligation by the reporting entity, or an affiliate of the reporting entity, to enter into a new reinsurance contract with the reinsurer, or an affiliate of the reinsurer;
  - (c) Aggregate stop loss reinsurance coverage;
  - (d) A unilateral right by either party (or both parties) to commute the reinsurance contract, whether conditional or not, except for such provisions which are only triggered by a decline in the credit status of the other party;
  - (e) A provision permitting reporting of losses, or payment of losses, less frequently than on a quarterly basis (unless there is no activity during the period); or
  - (f) Payment schedule, accumulating retentions from multiple years or any features inherently designed to delay timing of the reimbursement to the ceding entity?
- Yes [ ] No [ X ]
- 9.2 Has the reporting entity during the period covered by the statement ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates), for which, during the period covered by the statement, it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards policyholders or it reported calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year-end surplus as regards policyholders; excluding cessions to approved pooling arrangements or to captive insurance companies that are directly or indirectly controlling, controlled by, or under control with (i) one or more unaffiliated policyholders of the reporting entity, or (ii) an association of which one or more unaffiliated policyholders of the reporting entity is a member where:
- (a) The written premium ceded to the reinsurer by the reporting entity or its affiliate represents fifty percent (50%) or more of the entire direct and assumed premium written by the reinsurer based on its most recently available financial statement; or
  - (b) Twenty-five percent (25%) or more of the written premium ceded to the reinsurer has been retroceded back to the reporting entity or its affiliates in a separate reinsurance contract?
- Yes [ ] No [ X ]
- 9.3 If yes to 9.1 or 9.2, please provide the following information in the Reinsurance Summary Supplemental Filing for General Interrogatory 9:
- (a) The aggregate financial statement impact gross of all such ceded reinsurance contracts on the balance sheet and statement of income;
  - (b) A summary of the reinsurance contract terms and indicate whether it applies to the contracts meeting the criteria in 9.1 or 9.2; and
  - (c) A brief discussion of management's principle objectives in entering into the reinsurance contract including the economic purpose to be achieved.
- 9.4 Except for transactions meeting the requirements of paragraph 32 of SSAP No. 62R, Property and Casualty Reinsurance, has the reporting entity ceded any risk under any reinsurance contract (or multiple contracts with the same reinsurer or its affiliates) during the period covered by the financial statement, and either:
- (a) Accounted for that contract as reinsurance (either prospective or retroactive) under statutory accounting principles ("SAP") and as a deposit under generally accepted accounting principles ("GAAP"); or
  - (b) Accounted for that contract as reinsurance under GAAP and as a deposit under SAP?
- Yes [ ] No [ X ]
- 9.5 If yes to 9.4, explain in the Reinsurance Summary Supplemental Filing for General Interrogatory 9 (Section D) why the contract(s) is treated differently for GAAP and SAP.
- 9.6 The reporting entity is exempt from the Reinsurance Attestation Supplement under one or more of the following criteria:
- (a) The entity does not utilize reinsurance; or
  - (b) The entity only engages in a 100% quota share contract with an affiliate and the affiliated or lead company has filed an attestation supplement; or
  - (c) The entity has no external cessions and only participates in an intercompany pool and the affiliated or lead company has filed an attestation supplement.
- Yes [ ] No [ X ]
10. If the reporting entity has assumed risks from another entity, there should be charged on account of such reinsurance a reserve equal to that which the original entity would have been required to charge had it retained the risks. Has this been done? Yes [ X ]
- No [ ] N/A [ ]
- 11.1 Has this reporting entity guaranteed policies issued by any other reporting entity and now in force? Yes [ ] No [ X ]
- 11.2 If yes, give full information:
- 
- 12.1 If the reporting entity recorded accrued retrospective premiums on insurance contracts on Line 15.3 of the assets schedule, Page 2, state the amount of corresponding liabilities recorded for:
- 12.1.1 Unpaid losses \$.....0
  - 12.1.1 Unpaid underwriting expenses (including loss adjustment expenses) \$.....0
- 12.2 Of the amount on Line 15.3, Page 2, state the amount that is secured by letters of credit, collateral and other funds: \$.....0
- 12.3 If the reporting entity underwrites commercial insurance risks, such as workers' compensation, are premium notes or promissory notes accepted from its insureds covering unpaid premiums and/or unpaid losses? Yes [ ] No [ X ] N/A [ ]
- 12.4 If yes, provide the range of interest rates charged under such notes during the period covered by this statement:
- 12.4.1 From .....%
  - 12.4.1 To .....%
- 12.5 Are letters of credit or collateral and other funds received from insureds being utilized by the reporting entity to secure premium notes or promissory notes taken by a reporting entity, or to secure any of the reporting entity's reported direct unpaid loss reserves, including unpaid losses under loss deductible features of commercial policies? Yes [ ] No [ X ]
- 12.6 If yes, state the amount thereof at December 31 of current year:
- 12.6.1 Letters of credit .....
  - 12.6.1 Collateral and other funds .....

**GENERAL INTERROGATORIES****PART 2 - PROPERTY AND CASUALTY INTERROGATORIES**

- 13.1 Largest net aggregate amount insured in any one risk (excluding workers' compensation): \$ ..... 400,000
- 13.2 Does any reinsurance contract considered in the calculation of this amount include an aggregate limit of recovery without also including a reinstatement provision? Yes [ ] No [ X ]
- 13.3 State the number of reinsurance contracts (excluding individual facultative risk certificates, but including facultative programs, automatic facilities or facultative obligatory contracts) considered in the calculation of the amount. ..... 1
- 14.1 Is the company a cedant in a multiple cedant reinsurance contract? Yes [ ] No [ X ]
- 14.2 If yes, please describe the method of allocating and recording reinsurance among the cedants:
- 

- 14.3 If the answer to 14.1 is yes, are the methods described in item 14.2 entirely contained in the respective multiple cedant reinsurance contracts? Yes [ ] No [ ]
- 14.4 If the answer to 14.3 is no, are all the methods described in 14.2 entirely contained in written agreements? Yes [ ] No [ ]
- 14.5 If the answer to 14.4 is no, please explain:
- 

- 15.1 Has the reporting entity guaranteed any financed premium accounts? Yes [ ] No [ X ]
- 15.2 If yes, give full information:
- 

- 16.1 Does the reporting entity write any warranty business? Yes [ ] No [ X ]
- If yes, disclose the following information for each of the following types of warranty coverage:

	1 Direct Losses Incurred	2 Direct Losses Unpaid	3 Direct Written Premium	4 Direct Premium Unearned	5 Direct Premium Earned
16.11 Home.....	.....	.....	.....	.....	.....
16.12 Products.....	.....	.....	.....	.....	.....
16.13 Automobile.....	.....	.....	.....	.....	.....
16.14 Other*.....	.....	.....	.....	.....	.....

\* Disclose type of coverage: \_\_\_\_\_

- 17.1 Does the reporting entity include amounts recoverable on unauthorized reinsurance in Schedule F-Part 3 that it excludes from Schedule F-Part 5? Yes [ ] No [ X ]
- Incurred but not reported losses on contracts in force prior to July 1, 1984, and not subsequently renewed are exempt from inclusion in Schedule F-Part 5.
- Provide the following information for this exemption:
- 17.11 Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5 .....  
 17.12 Unfunded portion of Interrogatory 17.11 .....  
 17.13 Paid losses and loss adjustment expenses portion of Interrogatory 17.11 .....  
 17.14 Case reserves portion of Interrogatory 17.11 .....  
 17.15 Incurred but not reported portion of Interrogatory 17.11 .....  
 17.16 Unearned premium portion of Interrogatory 17.11 .....  
 17.17 Contingent commission portion of Interrogatory 17.11 .....  
 Provide the following information for all other amounts included in Schedule F-Part 3 and excluded from Schedule F-Part 5, not included above:
- 17.18 Gross amount of unauthorized reinsurance in Schedule F-Part 3 excluded from Schedule F-Part 5 .....  
 17.19 Unfunded portion of Interrogatory 17.18 .....  
 17.20 Paid losses and loss adjustment expenses portion of Interrogatory 17.18 .....  
 17.21 Case reserves portion of Interrogatory 17.18 .....  
 17.22 Incurred but not reported portion of Interrogatory 17.18 .....  
 17.23 Unearned premium portion of Interrogatory 17.18 .....  
 17.24 Contingent commission portion of Interrogatory 17.18 .....  
 18.1 Do you act as a custodian for health savings account? Yes [ ] No [ X ]  
 18.2 If yes, please provide the amount of custodial funds held as of the reporting date. .....  
 18.3 Do you act as an administrator for health savings accounts? Yes [ ] No [ X ]  
 18.4 If yes, please provide the balance of the funds administered as of the reporting date. ....

**FIVE-YEAR HISTORICAL DATA**

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

	1 2011	2 2010	3 2009	4 2008	5 2007
<b>Gross Premiums Written (Page 8, Part 1B, Cols. 1, 2 &amp; 3)</b>					
1. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	....214,757,614	....196,153,319	....175,635,248	....156,438,015	....92,766,892
2. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	....131,128,652	....119,299,654	....107,939,382	....99,451,500	....58,251,448
3. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	....66,141	....63,495	....57,357	....51,683	....45,545
4. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
5. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
6. Total (Line 35).....	....345,952,407	....315,516,467	....283,631,986	....255,941,198	....151,063,885
<b>Net Premiums Written (Page 8, Part 1B, Col. 6)</b>					
7. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	....67,350,780	....61,886,276	....54,002,413	....46,704,088	....43,989,551
8. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	....34,667,666	....32,963,051	....31,524,370	....28,771,687	....27,155,253
9. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	....66,141	....63,495	....57,357	....51,683	....45,545
10. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
11. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
12. Total (Line 35).....	....102,084,587	....94,912,821	....85,584,139	....75,527,458	....71,190,349
<b>Statement of Income (Page 4)</b>					
13. Net underwriting gain (loss) (Line 8).....	....5,219,015	....3,851,457	....4,837,347	....4,064,032	....4,801,419
14. Net investment gain (loss) (Line 11).....	....1,868,506	....1,713,151	....2,535,031	....1,710,821	....3,352,144
15. Total other income (Line 15).....	....399,195	....86,728	....(432,852)	....540,510	....45,109
16. Dividends to policyholders (Line 17).....					
17. Federal and foreign income taxes incurred (Line 19).....	....2,231,987	....1,751,652	....1,993,939	....1,837,360	....2,722,861
18. Net income (Line 20).....	....5,254,729	....3,899,684	....4,945,587	....4,478,003	....5,475,811
<b>Balance Sheet Lines (Pages 2 and 3)</b>					
19. Total admitted assets excluding protected cell business (Page 2, Line 26, Col. 3).....	....159,202,143	....152,096,343	....135,078,811	....122,728,806	....95,354,200
20. Premiums and considerations (Page 2, Col. 3):					
20.1 In course of collection (Line 15.1).....	....6,689,380	....6,058,404	....5,119,763	....5,021,256	....2,935,187
20.2 Deferred and not yet due (Line 15.2).....	....37,309,992	....34,357,890	....30,179,689	....27,888,841	....23,685,642
20.3 Accrued retrospective premiums (Line 15.3).....					
21. Total liabilities excluding protected cell business (Page 3, Line 26).....	....120,847,028	....115,424,050	....102,487,942	....94,271,628	....71,696,980
22. Losses (Page 3, Line 1).....	....32,695,139	....31,111,437	....26,960,495	....23,084,247	....20,189,556
23. Loss adjustment expenses (Page 3, Line 3).....	....7,170,759	....6,797,730	....5,945,152	....5,262,120	....5,021,597
24. Unearned premiums (Page 3, Line 9).....	....27,106,737	....25,116,084	....22,579,382	....20,223,743	....18,747,971
25. Capital paid up (Page 3, Lines 30 & 31).....	....2,500,400	....2,500,400	....2,500,400	....2,500,400	....2,500,400
26. Surplus as regards policyholders (Page 3, Line 37).....	....38,355,115	....36,672,293	....32,590,870	....28,457,178	....23,657,220
<b>Cash Flow (Page 5)</b>					
27. Net cash from operations (Line 11).....	....8,753,685	....5,075,012	....11,403,261	....184,737	....(5,470,315)
<b>Risk-Based Capital Analysis</b>					
28. Total adjusted capital.....	....38,355,115	....36,672,293	....32,590,870	....28,457,178	....23,657,220
29. Authorized control level risk-based capital.....	....4,058,836	....4,451,866	....3,610,301	....3,777,403	....4,425,252
<b>Percentage Distribution of Cash, Cash Equivalents and Invested Assets</b>					
(Page 2, Col. 3) (Item divided by Page 2, Line 12, Col. 3) x 100.0					
30. Bonds (Line 1).....	....100.0	....100.0	....89.6	....78.1	....100.0
31. Stocks (Lines 2.1 & 2.2).....					
32. Mortgage loans on real estate (Lines 3.1 & 3.2).....					
33. Real estate (Lines 4.1, 4.2 & 4.3).....					
34. Cash, cash equivalents and short-term investments (Line 5).....			....10.4	....21.9	
35. Contract loans (Line 6).....					
36. Derivatives (Line 7).....			....XXX	....XXX	....XXX
37. Other invested assets (Line 8).....					
38. Receivable for securities (Line 9).....					
39. Securities lending reinvested collateral assets (Line 10).....			....XXX	....XXX	....XXX
40. Aggregate write-ins for invested assets (Line 11).....					
41. Cash, cash equivalents and invested assets (Line 12).....	....100.0	....100.0	....100.0	....100.0	....100.0
<b>Investments in Parent, Subsidiaries and Affiliates</b>					
42. Affiliated bonds (Sch. D, Summary, Line 12, Col. 1).....					
43. Affiliated preferred stocks (Sch. D, Summary, Line 18, Col. 1).....					
44. Affiliated common stocks (Sch. D, Summary, Line 24, Col. 1).....					
45. Affiliated short-term investments (Schedule DA, Verification, Col. 5, Line 10).....					
46. Affiliated mortgage loans on real estate.....					
47. All other affiliated.....					
48. Total of above lines 42 to 47.....	....0	....0	....0	....0	....0
49. Percentage of investments in parent, subsidiaries and affiliates to surplus as regards policyholders (Line 48 above divided by Page 3, Col. 1, Line 37 x 100.0).....	....0.0				

**FIVE-YEAR HISTORICAL DATA**

(Continued)

	1 2011	2 2010	3 2009	4 2008	5 2007
<b>Capital and Surplus Accounts (Page 4)</b>					
50. Net unrealized capital gains (losses) (Line 24).....					
51. Dividends to stockholders (Line 35).....	.....(3,500,000)		.....(1,000,000)		.....(4,500,000)
52. Change in surplus as regards policyholders for the year (Line 38).....	.....1,682,822	.....4,081,423	.....4,133,692	.....4,799,959	.....1,154,976
<b>Gross Losses Paid (Page 9, Part 2, Cols. 1&amp;2)</b>					
53. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	.....120,223,071	.....103,912,009	.....90,276,999	.....70,923,684	.....41,901,761
54. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	.....84,306,993	.....71,509,740	.....68,101,044	.....61,158,797	.....28,736,557
55. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	.....46,331	.....26,745	.....52,106	.....37,995	.....16,584
56. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
57. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
58. Total (Line 35).....	.....204,576,395	.....175,448,493	.....158,430,149	.....132,120,475	.....70,654,902
<b>Net Losses Paid (Page 9, Part 2, Col. 4)</b>					
59. Liability lines (Lines 11.1, 11.2, 16, 17.1, 17.2, 17.3, 18.1, 18.2, 19.1, 19.2 & 19.3, 19.4).....	.....35,020,777	.....31,214,794	.....27,906,104	.....24,577,782	.....22,250,313
60. Property lines (Lines 1, 2, 9, 12, 21 & 26).....	.....23,969,423	.....21,212,004	.....19,204,826	.....17,703,237	.....16,784,639
61. Property and liability combined lines (Lines 3, 4, 5, 8, 22 & 27).....	.....46,331	.....26,745	.....52,106	.....37,995	.....16,584
62. All other lines (Lines 6, 10, 13, 14, 15, 23, 24, 28, 29, 30 & 34).....					
63. Nonproportional reinsurance lines (Lines 31, 32 & 33).....					
64. Total (Line 35).....	.....59,036,531	.....52,453,542	.....47,163,036	.....42,319,013	.....39,051,536
<b>Operating Percentages</b> (Page 4) (Item divided by Page 4, Line 1) x 100.0					
65. Premiums earned (Line 1).....	.....100.0	.....100.0	.....100.0	.....100.0	.....100.0
66. Losses incurred (Line 2).....	.....60.6	.....61.3	.....61.3	.....61.1	.....59.4
67. Loss expenses incurred (Line 3).....	.....11.2	.....12.0	.....12.0	.....12.7	.....12.6
68. Other underwriting expenses incurred (Line 4).....	.....23.1	.....22.6	.....20.9	.....20.8	.....21.3
69. Net underwriting gain (loss) (Line 8).....	.....5.2	.....4.2	.....5.8	.....5.5	.....6.8
<b>Other Percentages</b>					
70. Other underwriting expenses to net premiums written (Page 4, Lines 4 + 5 - 15 divided by Page 8, Part 1B, Col. 6, Line 35 x 100.0).....	.....22.2	.....21.9	.....20.8	.....19.7	.....21.0
71. Losses and loss expenses incurred to premiums earned (Page 4, Lines 2 + 3 divided by Page 4, Line 1 x 100.0).....	.....71.7	.....73.3	.....73.3	.....73.7	.....71.9
72. Net premiums written to policyholders' surplus (Page 8, Part 1B, Col. 6, Line 35, divided by Page 3, Line 37, Col. 1 x 100.0).....	.....266.2	.....258.8	.....262.6	.....265.4	.....300.9
<b>One Year Loss Development (000 omitted)</b>					
73. Development in estimated losses and loss expenses incurred prior to current year (Schedule P, Part 2-Summary, Line 12, Col. 11).....	.....(1,957)	.....(2,128)	.....(871)	.....(173)	.....(95)
74. Percent of development of losses and loss expenses incurred to policyholders' surplus of prior year end (Line 73 above divided by Page 4, Line 21, Col. 1 x 100).....	.....(5.3)	.....(6.5)	.....(3.1)	.....(0.7)	.....(0.4)
<b>Two Year Loss Development (000 omitted)</b>					
75. Development in estimated losses and loss expenses incurred 2 years before the current year and prior year (Schedule P, Part 2-Summary, Line 12, Col. 12).....	.....(3,177)	.....(1,498)	.....(676)	.....(82)	.....(1,056)
76. Percent of development of losses and loss expenses incurred to reported policyholders' surplus of second prior year end (Line 75 above divided by Page 4, Line 21, Col. 2 x 100.0).....	.....(9.7)	.....(5.3)	.....(2.9)	.....(0.4)	.....(5.3)

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

Yes [ ] No [ ]

If no, please explain:

## SCHEDULE P - ANALYSIS OF LOSSES AND LOSS EXPENSES

## SCHEDULE P - PART 1 - SUMMARY

(\$000 Omitted)

Years in Which Premiums Were Earned and Losses Were Incurred	Premiums Earned			Loss and Loss Expense Payments								12 Number of Claims Reported-Direct and Assumed	
	1 Direct and Assumed	2 Ceded	3 Net (Cols. 1 - 2)	Loss Payments		Defense and Cost Containment Payments		Adjusting and Other Payments		10 Salvage and Subrogation Received	11 Total Net Paid (Cols. 4 - 5 + 6 - 7 + 8 - 9)		
				4 Direct and Assumed	5 Ceded	6 Direct and Assumed	7 Ceded	8 Direct and Assumed	9 Ceded				
1. Prior.....	....XXX.....	....XXX.....	....XXX.....	.....15.....	.....1.....	.....0.....	.....0.....	.....3.....	.....16.....	.....XXX.....	.....XXX.....	.....XXX.....	
2. 2002.....	....27,651.....	....22,571.....	....5,080.....	....15,218.....	....12,702.....	....475.....	....322.....	....3,168.....	....2,594.....	....389.....	....3,244.....	.....XXX.....	
3. 2003.....	....35,201.....	....29,326.....	....5,875.....	....18,613.....	....15,977.....	....503.....	....490.....	....4,032.....	....3,409.....	....1,075.....	....3,272.....	.....XXX.....	
4. 2004.....	....47,163.....	....2.....	....47,162.....	....24,473.....	....2.....	....742.....	....0.....	....5,388.....	....0.....	....2,410.....	....30,600.....	.....XXX.....	
5. 2005.....	....59,297.....	....295.....	....59,002.....	....33,686.....	....239.....	....949.....	....0.....	....7,247.....	....19.....	....3,374.....	....41,623.....	.....XXX.....	
6. 2006.....	....66,825.....	....512.....	....66,314.....	....37,177.....	....249.....	....978.....	....0.....	....7,958.....	....0.....	....4,088.....	....45,864.....	.....XXX.....	
7. 2007.....	....71,248.....	....648.....	....70,600.....	....41,249.....	....283.....	....1,010.....	....1.....	....7,895.....	.....	....4,898.....	....49,870.....	.....XXX.....	
8. 2008.....	....74,728.....	....676.....	....74,052.....	....43,526.....	....287.....	....861.....	....0.....	....8,467.....	.....	....5,082.....	....52,566.....	.....XXX.....	
9. 2009.....	....84,068.....	....840.....	....83,229.....	....46,789.....	....330.....	....743.....	....0.....	....8,246.....	.....	....5,599.....	....55,447.....	.....XXX.....	
10. 2010.....	....93,394.....	....1,018.....	....92,376.....	....50,162.....	....411.....	....498.....	....0.....	....8,779.....	.....	....6,080.....	....59,027.....	.....XXX.....	
11. 2011.....	....101,399.....	....1,305.....	....100,094.....	....42,970.....	....271.....	....139.....	....0.....	....7,489.....	.....	....4,584.....	....50,328.....	.....XXX.....	
12. Totals.....	....XXX.....	....XXX.....	....XXX.....	....353,877.....	....30,752.....	....6,896.....	....814.....	....68,670.....	....6,023.....	....37,582.....	....391,856.....	.....XXX.....	

	Losses Unpaid				Defense and Cost Containment Unpaid				Adjusting and Other Unpaid		23 Salvage and Subrogation Anticipated	24 Total Net Losses and Expenses Unpaid	25 Number of Claims Outstanding-Direct and Assumed	
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		21	22				
	13 Direct and Assumed	14 Ceded	15 Direct and Assumed	16 Ceded	17 Direct and Assumed	18 Ceded	19 Direct and Assumed	20 Ceded	Direct and Assumed	Ceded				
1. Prior.....	....2.....	.....	.....	.....	.....0.....	.....	.....	.....	.....0.....	.....	.....	.....	....2.....	.....XXX.....
2. 2002.....	....6.....	.....	....0.....	.....	....1.....	.....	.....	.....	....0.....	.....	.....	.....	....7.....	.....XXX.....
3. 2003.....	....5.....	.....	....1.....	.....	....1.....	.....	.....	.....	....0.....	.....	.....	.....	....8.....	.....XXX.....
4. 2004.....	....24.....	.....	....2.....	.....	....3.....	.....	.....	.....	....1.....	.....	.....	.....	....30.....	.....XXX.....
5. 2005.....	....357.....	....255.....	....2.....	.....	....9.....	.....	.....	.....	....3.....	.....	....13.....	.....	....117.....	.....XXX.....
6. 2006.....	....127.....	....14.....	....2.....	.....	....19.....	.....	.....	.....	....7.....	.....	....21.....	.....	....142.....	.....XXX.....
7. 2007.....	....417.....	....121.....	....4.....	.....	....50.....	.....	.....	.....	....20.....	.....	....40.....	.....	....370.....	.....XXX.....
8. 2008.....	....1,319.....	....358.....	....413.....	....151.....	....159.....	.....	....55.....	.....	....73.....	.....	....83.....	.....	....1,509.....	.....XXX.....
9. 2009.....	....3,023.....	....201.....	....859.....	....169.....	....535.....	.....	....94.....	.....	....261.....	.....	....204.....	.....	....4,403.....	.....XXX.....
10. 2010.....	....7,498.....	....982.....	....1,452.....	....104.....	....912.....	.....	....200.....	.....	....775.....	.....	....548.....	.....	....9,751.....	.....XXX.....
11. 2011.....	....15,957.....	....550.....	....4,599.....	....470.....	....1,112.....	.....	....441.....	.....	....2,438.....	.....	....2,880.....	.....	....23,527.....	.....XXX.....
12. Totals.....	....28,735.....	....2,481.....	....7,334.....	....893.....	....2,801.....	....0.....	....791.....	....0.....	....3,579.....	....0.....	....3,796.....	....	....39,866.....	.....XXX.....

	Total Losses and Loss Expenses Incurred			Loss and Loss Expense Percentage (Incurred/Premiums Earned)			Nontabular Discount		34 Inter-Company Pooling Participation Percentage	Net Balance Sheet Reserves after Discount	
	26 Direct and Assumed	27 Ceded	28 Net	29 Direct and Assumed	30 Ceded	31 Net	32 Loss	33 Loss Expense		35 Losses Unpaid	36 Loss Expenses Unpaid
	Direct and Assumed	Ceded	Net	Direct and Assumed	Ceded	Net	Loss	Loss Expense		Losses Unpaid	Loss Expenses Unpaid
1. Prior..	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	.....	.....	....XXX.....	....2.....	....1.....
2. 2002.....	....18,868.....	....15,617.....	....3,251.....	....68.2.....	....69.2.....	....64.0.....	.....	.....	....2.00.....	....6.....	....1.....
3. 2003.....	....23,155.....	....19,876.....	....3,279.....	....65.8.....	....67.8.....	....55.8.....	.....	.....	....2.00.....	....6.....	....1.....
4. 2004.....	....30,632.....	....3.....	....30,630.....	....64.9.....	....180.3.....	....64.9.....	.....	.....	....2.00.....	....26.....	....4.....
5. 2005.....	....42,253.....	....513.....	....41,740.....	....71.3.....	....174.3.....	....70.7.....	.....	.....	....2.00.....	....105.....	....12.....
6. 2006.....	....46,270.....	....264.....	....46,006.....	....69.2.....	....51.6.....	....69.4.....	.....	.....	....2.00.....	....116.....	....27.....
7. 2007.....	....50,644.....	....404.....	....50,240.....	....71.1.....	....62.4.....	....71.2.....	.....	.....	....2.00.....	....300.....	....70.....
8. 2008.....	....54,872.....	....796.....	....54,076.....	....73.4.....	....117.8.....	....73.0.....	.....	.....	....2.00.....	....1,222.....	....287.....
9. 2009.....	....60,550.....	....700.....	....59,850.....	....72.0.....	....83.4.....	....71.9.....	.....	.....	....2.00.....	....3,513.....	....890.....
10. 2010.....	....70,274.....	....1,497.....	....68,778.....	....75.2.....	....147.0.....	....74.5.....	.....	.....	....2.00.....	....7,864.....	....1,887.....
11. 2011.....	....75,145.....	....1,291.....	....73,855.....	....74.1.....	....98.9.....	....73.8.....	.....	.....	....2.00.....	....19,536.....	....3,991.....
12. Totals.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....XXX.....	....0.....	....0.....	....XXX.....	....32,695.....	....7,171.....

Note: Parts 2 and 4 are gross of all discounting, including tabular discounting. Part 1 is gross of only nontabular discounting, which is reported in Columns 32 and 33 of Part 1. The tabular discount, if any, is reported in the Notes to Financial Statements which will reconcile Part 1 with Parts 2 and 4.

**SCHEDULE P - PART 2 - SUMMARY**

Years in Which Losses Were Incurred	Incurred Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										DEVELOPMENT	
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011	11 One Year	12 Two Year
1. Prior....	671	643	651	726	741	751	724	706	705	702	(3)	(3)
2. 2002....	3,005	2,953	2,908	2,738	2,681	2,681	2,671	2,669	2,669	2,676	8	7
3. 2003....	XXX....	3,280	3,232	2,905	2,704	2,691	2,637	2,651	2,662	2,655	(6)	5
4. 2004....	XXX....	XXX....	26,297	25,609	25,380	25,293	25,175	25,201	25,195	25,241	.46	40
5. 2005....	XXX....	XXX....	XXX....	35,262	34,649	34,767	34,668	34,477	34,477	34,508	.31	31
6. 2006....	XXX....	XXX....	XXX....	XXX....	38,357	38,231	38,553	38,300	38,072	38,041	(31)	(259)
7. 2007....	XXX....	XXX....	XXX....	XXX....	XXX....	43,173	42,987	42,909	42,683	42,325	(358)	(585)
8. 2008....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	46,463	46,094	45,918	45,536	(381)	(558)
9. 2009....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	53,198	51,697	51,343	(354)	(1,855)
10. 2010....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	60,132	59,224	(908)	XXX....
11. 2011....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	63,928	XXX....	XXX....
										12. Totals....	(1,957)	(3,177)

**SCHEDULE P - PART 3 - SUMMARY**

Years in Which Losses Were Incurred	Cumulative Paid Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)										11 Number of Claims Closed With Loss Payment	12 Number of Claims Closed Without Loss Payment
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011		
1. Prior....	000....	349	89	436	612	671	684	684	684	700	XXX....	XXX....
2. 2002....	1,987	2,540	1,717	2,246	2,503	2,615	2,647	2,656	2,661	2,669	XXX....	XXX....
3. 2003....	XXX....	2,179	(201)	1,181	2,025	2,416	2,557	2,609	2,629	2,648	XXX....	XXX....
4. 2004....	XXX....	XXX....	17,351	21,382	23,245	24,338	24,863	25,063	25,138	25,212	XXX....	XXX....
5. 2005....	XXX....	XXX....	XXX....	23,906	29,644	32,243	33,674	34,138	34,328	34,394	XXX....	XXX....
6. 2006....	XXX....	XXX....	XXX....	XXX....	26,493	32,806	35,655	37,146	37,722	37,906	XXX....	XXX....
7. 2007....	XXX....	XXX....	XXX....	XXX....	XXX....	29,428	36,889	39,908	41,336	41,975	XXX....	XXX....
8. 2008....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	30,871	39,700	42,643	44,100	XXX....	XXX....
9. 2009....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	34,141	43,603	47,201	XXX....	XXX....
10. 2010....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	38,835	50,248	XXX....	XXX....
11. 2011....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	42,839	XXX....	XXX....

**SCHEDULE P - PART 4 - SUMMARY**

Years in Which Losses Were Incurred	Bulk and IBNR Reserves on Net Losses and Defense and Cost Containment Expenses Reported at Year End (\$000 omitted)									
	1 2002	2 2003	3 2004	4 2005	5 2006	6 2007	7 2008	8 2009	9 2010	10 2011
1. Prior....	100	35	.88	19	.21	16	.16	17	.16	.....
2. 2002....	219	77	220	52	(0)	(0)	0	1	0	0
3. 2003....	XXX....	264	701	294	.75	.0	0	1	1	1
4. 2004....	XXX....	XXX....	2,222	824	.325	106	0	1	2	2
5. 2005....	XXX....	XXX....	XXX....	2,711	934	429	165	0	3	2
6. 2006....	XXX....	XXX....	XXX....	XXX....	3,039	1,043	.534	205	3	2
7. 2007....	XXX....	XXX....	XXX....	XXX....	XXX....	3,406	1,122	571	303	4
8. 2008....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	4,006	1,262	688	317
9. 2009....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	4,340	1,463	785
10. 2010....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	4,522	1,548
11. 2011....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	XXX....	4,570

**PROGRESSIVE PREMIER INSURANCE COMPANY OF ILLINOIS**  
**SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**

Allocated by States and Territories

States, Etc.	1 Active Status	Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies Not Taken		4 Dividends Paid or Credited to Policyholders on Direct Business	5 Direct Losses Paid (Deducting Salvage)	6 Direct Losses Incurred	7 Direct Losses Unpaid	8 Finance and Service Charges not Included in Premiums	9 Direct Premiums Written for Federal Purchasing Groups (Incl. in Col. 2)
		2 Direct Premiums Written	3 Direct Premiums Earned						
1. Alabama.....	AL ..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.....	194,286,154	189,582,198		115,818,567	120,572,248	46,700,270	3,183,778	
12. Hawaii.....	HI ..L.....								
13. Idaho.....	ID ..L.....								
14. Illinois.....	IL ..L.....	4,299,845	4,707,023		5,005,663	1,839,319	5,009,630	37,436	
15. Indiana.....	IN ..N.....								
16. Iowa.....	IA ..N.....								
17. Kansas.....	KS ..N.....								
18. Kentucky.....	KY ..N.....								
19. Louisiana.....	LA ..N.....								
20. Maine.....	ME ..L.....	132,175	147,733		44,074	36,400	7,326	3,140	
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.....	45,149,644	43,867,348		24,671,561	25,969,283	12,194,386	725,530	
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	0	0	0
59. Totals.....	(a) ..11	243,867,818	238,304,302	0	145,539,865	148,417,250	63,911,612	3,949,884	0

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	0	0
5899. Totals (Lines 5801 thru 5803+ Line 5898) (Line 58 above)	...XXX.....	0	0	0	0	0	0	0	0

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

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

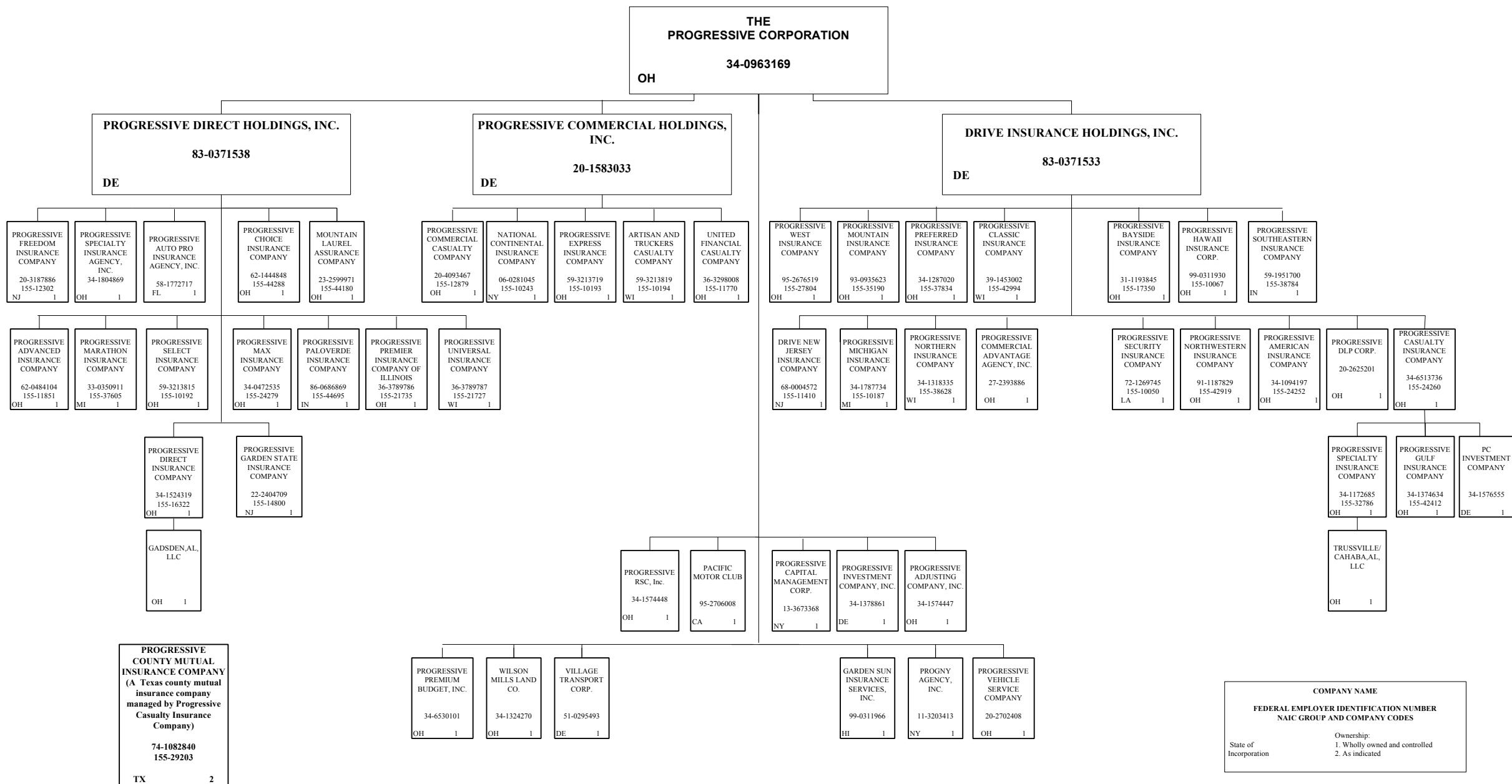
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

## **SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

## PART 1 – ORGANIZATIONAL CHART



**AS OF 12/31/11**

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