

Edgar Filing: PREFERRED INCOME OPPORTUNITY FUND INC - Form SC 13D

PREFERRED INCOME OPPORTUNITY FUND INC  
Form SC 13D  
July 25, 2002

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Preferred Income Opportunity Fund  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

74037H-10-4  
(CUSIP Number)

The Commerce Group, Inc.  
211 Main Street  
Webster, MA 01570  
(508) 943-9000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 16, 2002  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:  [X]

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Page 1 of 13

CUSIP No.: 74037H-10-4

THE COMMERCE GROUP, INC.  
SCHEDULE 13D  
AMENDMENT No. 2  
JULY 25, 2002

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. ID NO. OF ABOVE PERSON

The Commerce Group Inc.  
ID# 04-2599931

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

[WC]

5. CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

[ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER	3,875,143
SHARED VOTING POWER	0
SOLE DISPOSITIVE POWER	3,875,143
SHARED DISPOSITIVE POWER	0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,875,143

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
34.8%

14. TYPE OF REPORTING PERSON

[HC]

Page 2 of 13

CUSIP No.: 74037H-10-4

THE COMMERCE GROUP, INC.  
SCHEDULE 13D  
AMENDMENT No. 2  
JULY 25, 2002

ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of beneficial interest (the "Shares"), of Preferred Income Opportunity Fund (the "Fund"), a Maryland business trust registered as an investment company under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The principal executive offices of the Fund are located at 301 E. Colorado Blvd, Ste 720, Pasadena, California, 91101.

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c) This Schedule 13D is being filed by The Commerce Group Inc. (the "Reporting Person"), a corporation formed under the laws of Massachusetts. The Reporting Person is a corporation whose principal offices are located at 211 Main Street Webster, MA 01570. The name, business address and principal occupation of each director and officer of the Reporting Person are set forth on Annex A hereto, which is incorporated by reference. All information in this Schedule 13D with respect to the persons listed on Annex A is given to the knowledge of the Reporting Person.

(d) During the past five years, neither the Reporting Person nor any of the persons listed on Annex A has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, neither the Reporting Person nor any of the persons listed on Annex A has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All of the individuals listed in Annex A are citizens of the United States.

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## ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The source of the funds used by the Reporting Person to purchase Shares listed in Item 5(a) was working capital. The cost of such shares aggregated approximately \$46,712,768.

Page 3 of 13

CUSIP No.: 74037H-10-4

THE COMMERCE GROUP, INC.  
SCHEDULE 13D  
AMENDMENT No. 2  
JULY 25, 2002

## ITEM 4. PURPOSE OF TRANSACTION

The shares of beneficial interest of the Fund ("Shares") held by the Reporting Person were acquired and are being held in the ordinary course of business by the Reporting Person for the purpose of investment and capital appreciation. In pursuing this investment philosophy, the Reporting Person routinely monitors the performance, trading prices, investment strategy and portfolio securities of the Fund, and of other investment funds in which it invests, and may discuss such matters with fund management, shareholders, or others. The Reporting Person, as an insurance company holding company, is entitled to file securities ownership reports required by the Securities and Exchange Act of 1934 on Schedule 13G. Under amended rules under the Securities Exchange Act of 1934, a person reporting on Schedule 13G may elect to convert such filing to a Schedule 13D, in part, to ensure that discussions with management, or other actions by the Reporting Person, do not limit the Reporting Person's ability to acquire additional Shares, or to vote the shares it already owns. Accordingly, in order to maintain desired flexibility for such transactions and discussions, the Reporting Person elected to convert its ownership filing on Schedule 13G to a filing on Schedule 13D with the filing of its initial Schedule 13D.

The matters which the Reporting Person intends to consider, discuss or pursue may include additional purchases of Shares, ceasing the purchase of additional Shares, sales of Shares or one or more of the items described in items (a) through (j) of Item 4 of General Reporting Rules. Whether any of such actions are taken by From time to time, the Reporting Person may sell Shares or purchase additional Shares, depending on various factors, the Reporting Person will depend upon the Reporting Person's evaluation of several factors, including the Fund's business and prospects, future developments, the level of discount in Share market prices from net asset value ("NAV"), the performance of the Funds' investments, the availability of funds to the

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Reporting Person, alternative uses of funds, stock and money market conditions, and general economic conditions. Such factors may materially affect the Reporting Person's decision to purchase additional Shares, or take other actions, and may result in the Reporting Person's increasing its ownership to a majority or more of the outstanding Shares, and/or proposing changes in operations, governance or capitalization of the Fund. The Reporting Person does not have a specific plan or proposal that relates to or would result in any of the actions described in items (b) through (j) of Item 4 of General Reporting Rules, though the Reporting Person will review its investment in the Fund from time to time and reserves the right to take or not take any action it deems to be in its best interest or to change its intention as set forth in this Item 4.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The Fund's reports with the Securities and Exchange Commission report that 11,151,287 Shares are outstanding. Based upon such number, the Reporting Person beneficially owns 34.8% of the Fund's outstanding Shares.

(b) Reporting Person is the beneficial owner (through its insurance subsidiaries as listed below) of 3,875,143 Shares, over which it has sole power of disposition and voting. Such number of Shares represents approximately 34.8% of the outstanding Shares.

	Shares	Cost
The Commerce Insurance Company	3,660,743	\$44,349,854
American Commerce Insurance Company	200,000	2,200,000
Commerce West Insurance Company	14,400	162,914
Totals	3,875,143	\$46,712,768

Page 4 of 13

CUSIP No.: 74037H-10-4

THE COMMERCE GROUP, INC.  
SCHEDULE 13D  
AMENDMENT No. 2  
JULY 25, 2002

(c) Subsequent to January 23, 2001, the Reporting Person has effected the following purchases and sales in the shares of Common Stock, all of which were made on the New York Stock Exchange (see attached Annex B). All transactions prior to January 24, 2001 were reported on previous Schedule 13D filings made with the Securities and Exchange Commission.

(d) No person other than the Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock owned by the Reporting Person.

(e) It is inapplicable to state the date on which the Reporting Person ceased to be the beneficial owner of more than five percent of the Common Stock.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS  
WITH RESPECT TO SECURITIES OF THE ISSUER

The Reporting Person does not have any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Fund, including, but not limited to, the transfer or voting of any such securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Annex A Officers and Directors of Reporting Person and Insurance Subsidiaries
- Annex B Item 5(c) Information

Page 5 of 13

CUSIP No.: 74037H-10-4

THE COMMERCE GROUP, INC.  
SCHEDULE 13D  
AMENDMENT No. 2  
JULY 25, 2002

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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July 25, 2002

THE COMMERCE GROUP INC.

Gerald Fels  
Executive Vice President &  
Chief Financial Officer

Page 6 of 13

ANNEX A

THE COMMERCE GROUP, INC.  
211 Main Street, Webster, MA 01570

DIRECTORS

Herman F. Becker.....	President and owner, Sterling Realty and Huguenot Development Corporation
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Joseph A. Borski, Jr.....	Self-employed Certified Public Accountant
Eric G. Butler.....	Retired Vice President and General Claims Manager of Commerce and Citation
Henry J. Camosse.....	Retired President, Henry Camosse & Sons Co., Inc., a building and masonry supplies company
Gerald Fels.....	Executive Vice President and Chief Financial Officer of the Company; President and Chief Operating Officer of Commerce and Citation
David R. Grenon.....	Retired CEO, President and Chairman Emeritus of The Protector Group Insurance Agency, Inc.; President E-C Realty Corporation
Robert W. Harris.....	Retired Treasurer, H.C. Bartlett Insurance Agency, Inc.
Robert S. Howland.....	Retired Clerk, H.C. Bartlett Insurance Agency, Inc.
John J. Kunkel.....	President and Treasurer, Kunkel Buick and GMC Truck; Treasurer, Kunkel Bus Company
Raymond J. Lauring.....	Retired President, Lauring Construction Company
Normand R. Marois.....	Retired Chairman of the Board, Marois Bros., Inc., a contracting firm
Suryakant M. Patel.....	Retired physician who specialized in internal medicine
Arthur J. Remillard, Jr.....	President, Chief Executive Officer and Chairman of the Board of the Company
Arthur J. Remillard, III.....	Senior Vice President and Assistant Clerk of the Company; Senior Vice President of Commerce and Citation in charge of Policyholder Benefits
Regan P. Remillard.....	Senior Vice President of the Company; President and Secretary of Commerce West Insurance Company; President of ACIC Holding Co., Inc.; President, Vice Chairman of the Board and Chief Executive Officer of American Commerce Insurance Company
Gurbachan Singh.....	Retired physician who specialized in general surgery
John W. Spillane.....	Clerk of the Company and practicing attorney



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DIRECTORS OF  
COMMERCE HOLDINGS, INC.  
The Commerce Insurance Company  
Commerce West Insurance Company  
Citation Insurance Company  
211 Main Street, Webster, MA 01570

Arthur J. Remillard, Jr.....	President and Chairman of the Board of Commerce Holdings, Inc.; Chief Executive Officer and Chairman of the Board of The Commerce Insurance Company, Inc.; Chairman of the Board Commerce West Insurance Company
Gerald Fels.....	President, Chief Operating Officer and Chief Financial Officer of The Commerce Insurance Company and Citation Insurance Company; Treasurer, Commerce Holdings, Inc.; Investment Officer of Commerce West Insurance Company
Arthur J. Remillard, III.....	Senior Vice President and Clerk
Regan P. Remillard.....	Senior Vice President; President and Secretary of Commerce West Insurance Company
James A. Ermilio.....	Senior Vice President and General Counsel
David R. Grenon.....	Retired CEO, President and Chairman Emeritus of The Protector Group Insurance Agency, Inc.; President E-C Realty Corporation
John M. Nelson.....	Chairman of Commonwealth National Bank
Suryakant M. Patel.....	Retired physician who specialized in internal medicine
William G. Pike.....	Executive Vice President and Chief Financial Officer of Granite State Bankshares, Inc.
H. Thomas Rowles.....	Chairman of the Board of ACIC Holding Co., Inc.; Chairman of the Board of American Commerce Insurance Company; Director of AAA Southern New England
Mark A. Shaw .....	Treasurer of ACIC Holding Co., Inc.; President, Chief Executive Officer and Director of AAA Southern New England

ANNEX A

DIRECTORS OF  
American Commerce Insurance Company  
3590 Twin Creeks Drive, Columbus, OH 43204

H. Thomas Rowles.....	Chairman of the Board of ACIC Holding Co., Inc.; Chairman of the Board of American Commerce Insurance Company; Director of AAA Southern New England
Regan P. Remillard.....	President of ACIC Holding Co., Inc.; President, Vice Chairman of the Board and Chief Executive Officer of American Commerce Insurance Company; Senior Vice President of The Commerce Group, Inc.; President and Secretary of Commerce West Insurance Company
Mark A. Shaw.....	Treasurer of ACIC Holding Co., Inc.; President, Chief Executive Officer and Director of AAA Southern New England
Gerald Fels.....	Executive Vice President and Chief Financial Officer of The Commerce Group, Inc.
Patrick W. Doherty.....	President and Chief Executive Officer of AAA Oklahoma
Terry R. Farias.....	President and Chief Executive Officer of AAA Hoosier Motor Club
Richard S. Hamilton.....	President of AAA West Pennsylvania/West Virginia/South Central Ohio
Charles B. Liekweg.....	President and Chief Executive Officer of AAA Washington
D. James McDowell.....	President and Chief Executive Officer of AAA Arizona
Peter C. Ohlheiser.....	President of Ohio Motorists Association
John D. Porter.....	President and Chief Executive Officer of AAA Oregon/Idaho
Otto T. Wright.....	President and Chief Executive Officer of East Tennessee Automobile Club, Inc.

ANNEX A

THE COMMERCE GROUP, INC.  
211 Main Street, Webster, MA 01570

OFFICERS OF THE COMMERCE GROUP, INC.

President, Chief Executive Officer and Chairman of the Board.....	Arthur J. Remillard, Jr.
Executive Vice President and Chief Financial Officer.....	Gerald Fels
Senior Vice President and Assistant Clerk.....	Arthur J. Remillard, III
Senior Vice President.....	Regan P. Remillard
Senior Vice President and General Counsel.....	James A. Ermilio
Vice President.....	Joseph J. Staffieri
Clerk.....	John W. Spillane
Treasurer and Chief Accounting Officer.....	Randall V. Becker
Vice President and Corporate Compliance Officer.....	Robert E. McKenna
Assistant Vice President and Assistant General Counsel.....	Thomas D. Jungeberg
Assistant Treasurer.....	Thomas A. Gaylord

Officers of Massachusetts INSURANCE Subsidiaries

Chief Executive Officer and Chairman of the Board.....	Arthur J. Remillard, Jr.
President, Chief Operating Officer and Chief Financial Officer...	Gerald Fels
Senior Vice President and Secretary.....	Arthur J. Remillard, III
Senior Vice President and General Counsel.....	James A. Ermilio
Senior Vice Presidents.....	David H. Cochrane Peter J. Dignan Regan P. Remillard
Vice Presidents.....	Karen A. Lussier Robert E. McKenna Michael J. Richards Angelos Spetseris Joseph J. Staffieri Henry R. Whittier, Jr.
Assistant Vice President and Assistant General Counsel.....	Thomas D. Jungeberg
Assistant Vice Presidents.....	David P. Antocci Robert M. Blackmer James E. Gow Susan A. Horan

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	Stephen R. Clark	John V. Kelly
	Raymond J. DeSantis	Donald G. MacLean
	Warren S. Ehrlich	Patrick J. McDonald
	Richard W. Goodus	Robert L. Mooney
		Emile E. Riendeau
Treasurer and Chief Accounting Officer.....		Randall V. Becker
Assistant Treasurer.....		Thomas A. Gaylord

Page 10 of 13

ANNEX A

Officers of American Commerce Insurance Company  
211 Main Street, Webster, MA 01570

Chairman of the Board.....	H. Thomas Rowles
President, Vice Chairman of the Board and Chief Executive Officer..	Regan P. Remillard
Senior Vice President and Chief Financial Officer.....	Michael V. Vrban
General Counsel and Secretary.....	James A. Ermilio
Treasurer.....	Richard B. O'Hara
Vice President.....	Gregory S. Clark
Vice President.....	Joseph B. Phillips, Jr.
Assistant Vice President.....	William J. Hafer
Assistant Vice President.....	Jeffrey B. Alexander
Assistant General Counsel and Assistant Secretary.....	Thomas D. Jungeberg

Page 11 of 13

ANNEX B  
Item 5 (c) - Information

As of July 16, 2002

SALES from 5/20/02 - 7/16/02

PFO		PREFERRED INCOME OPPORTUNITY FUND		
74037H-10-4				
TRADE DATE	SETTLEMENT DATE	SHARES SOLD	SALES PRICE PER SHARE	CONSIDERATION
05/20/02	05/23/02	3,400	\$12.68	(\$43,095.00)
05/15/02	05/20/02	1,100	12.68	(13,942.50)
06/05/02	06/10/02	7,200	12.75	(91,800.00)
05/21/02	05/24/02	3,300	12.75	(42,075.00)
05/22/02	05/28/02	2,600	12.75	(33,150.00)
06/20/02	06/25/02	3,600	12.75	(45,900.00)
05/20/02	05/23/02	600	12.75	(7,650.00)
05/29/02	06/03/02	2,600	12.75	(33,150.00)
05/29/02	06/03/02	200	12.75	(2,550.00)
06/12/02	06/17/02	16,200	12.75	(206,550.00)
06/18/02	06/21/02	400	12.75	(5,100.00)
06/18/02	06/21/02	24,600	12.75	(313,650.00)
06/25/02	06/28/02	3,400	12.75	(43,350.00)
06/05/02	06/10/02	500	12.75	(6,375.00)
06/14/02	06/19/02	29,200	12.75	(372,300.00)

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06/24/02	06/27/02	13,100	12.75	(167,025.00)
06/21/02	06/26/02	4,900	12.75	(62,475.00)
07/03/02	07/09/02	27,800	12.31	(342,207.66)
07/08/02	07/11/02	1,500	12.36	(18,539.44)
07/09/02	07/12/02	500	12.31	(6,154.81)
07/09/02	07/12/02	7,700	12.26	(94,399.15)
07/11/02	07/16/02	3,200	12.26	(39,230.81)
07/12/02	07/17/02	9,400	12.17	(114,394.54)
07/12/02	07/17/02	500	12.21	(6,104.82)
07/16/02	07/19/02	1,500	12.17	(18,254.45)
07/16/02	07/19/02	5,900	12.16	(71,741.83)
Total Sales:		(174,900)		(\$2,201,165.01)

Page 12 of 13

ANNEX B  
Item 5(c) - Information

As of July 16, 2002

PURCHASES from 1/24/01 - 7/10/01

PFO 74037H-10-4 PREFERRED INCOME OPPORTUNITY FUND

TRADE DATE	SETTLEMENT DATE	SHARES PURCHASED	PURCHASE PRICE PER SHARE	ACQUISITION COST
01/24/01	01/29/01	19,700	\$10.35	\$203,944.25
01/26/01	01/31/01	24,600	10.42	256,209.00
02/05/01	02/08/01	100	10.44	1,044.00
06/27/01	07/02/01	1,100	10.44	11,484.00
07/10/01	07/13/01	9,400	10.84	\$101,896.00
Total Purchases:		54,900		\$574,577.25

Net Sales/Purchases (120,000) (\$1,626,587.76)

