

Edgar Filing: State Auto Financial CORP - Form 10-Q

State Auto Financial CORP

Form 10-Q

August 07, 2018

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us-gaap:OperatingSegmentsMember stfc:SpecialtyInsuranceMember 2018-01-01 2018-06-30 0000874977  
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xbrli:shares iso4217:USD xbrli:shares stfc:Agreement stfc:position iso4217:USD stfc:Segment  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended June 30, 2018

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-19289

**STATE AUTO FINANCIAL CORPORATION**

(Exact name of Registrant as specified in its charter)

**Ohio**

(State or other jurisdiction of  
incorporation or organization)

**31-1324304**

(I.R.S. Employer  
Identification No.)

**518 East Broad Street, Columbus, Ohio 43215-3976**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (614) 464-5000

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

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Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company) Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

On August 3, 2018, the Registrant had 43,069,268 Common Shares outstanding.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

**PART I – FINANCIAL STATEMENTS****Item 1. Condensed Consolidated Balance Sheets**

	<b>June 30,</b>	December
	<b>2018</b>	31, 2017
<i>(\$ and shares in millions, except per share amounts)</i>		
<i>(unaudited)</i>		
<b>Assets</b>		
Fixed maturities, available-for-sale, at fair value (amortized cost \$2,206.9 and \$2,173.1, respectively)	<b>\$2,178.0</b>	\$2,192.8
Equity securities	<b>362.8</b>	365.3
Other invested assets	<b>54.1</b>	56.0
Other invested assets, at cost	<b>5.6</b>	5.6
Notes receivable from affiliate	<b>70.0</b>	70.0
<i>Total investments</i>	<b>2,670.5</b>	2,689.7
Cash and cash equivalents	<b>40.8</b>	91.5
Accrued investment income and other assets	<b>39.0</b>	36.5
Deferred policy acquisition costs (affiliated net assumed \$52.2 and \$57.2, respectively)	<b>104.6</b>	110.3
Reinsurance recoverable on losses and loss expenses payable	<b>5.1</b>	3.1
Prepaid reinsurance premiums	<b>6.9</b>	6.4
Current federal income taxes	<b>5.7</b>	4.8
Net deferred federal income taxes	<b>67.1</b>	58.8
Property and equipment, at cost	<b>7.1</b>	7.3
<b>Total assets</b>	<b>\$2,946.8</b>	\$3,008.4
<b>Liabilities and Stockholders' Equity</b>		
Losses and loss expenses payable (affiliated net assumed \$646.0 and \$711.4, respectively)	<b>\$1,234.5</b>	\$1,255.6
Unearned premiums (affiliated net assumed \$135.9 and \$187.9, respectively)	<b>590.1</b>	611.8
Notes payable (affiliates \$15.2 and \$15.2, respectively)	<b>122.0</b>	122.1
Pension and postretirement benefits (affiliated net ceded \$31.2 and \$34.8, respectively)	<b>57.9</b>	64.5
Due to affiliate	<b>7.1</b>	2.7
Other liabilities (affiliated net assumed \$17.9 and \$15.5, respectively)	<b>88.2</b>	76.7
<b>Total liabilities</b>	<b>2,099.8</b>	2,133.4
Stockholders' equity:		
Class A Preferred stock (nonvoting), without par value. Authorized 2.5 shares; none issued	—	—
Class B Preferred stock, without par value. Authorized 2.5 shares; none issued	—	—
Common stock, without par value. Authorized 100.0 shares; 49.7 and 49.2 shares issued, respectively, at stated value of \$2.50 per share	<b>124.1</b>	123.0
Treasury stock, 6.8 and 6.8 shares, respectively, at cost	<b>(116.9)</b>	(116.8)
Additional paid-in capital	<b>184.8</b>	171.8
Accumulated other comprehensive (loss) income (affiliated net ceded \$48.7 and \$50.7, respectively)	<b>(57.3)</b>	36.7
Retained earnings	<b>712.3</b>	660.3
<b>Total stockholders' equity</b>	<b>847.0</b>	875.0
<b>Total liabilities and stockholders' equity</b>	<b>\$2,946.8</b>	\$3,008.4

See accompanying notes to condensed consolidated financial statements.



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

**Condensed Consolidated Statements of Income**

(\$ in millions, except per share amounts)

(unaudited)

	Three months ended June 30	
	2018	2017
Earned premiums (affiliated net assumed \$81.2 and \$118.1, respectively)	<b>\$307.5</b>	\$320.1
Net investment income (affiliates \$1.2 and \$1.2, respectively)	<b>21.5</b>	19.1
Net investment gain		
Total other-than-temporary impairment losses	—	(0.8 )
Other investment gain	<b>12.1</b>	16.6
Total net investment gain	<b>12.1</b>	15.8
Other income from affiliates	<b>0.6</b>	0.7
<b>Total revenues</b>	<b>341.7</b>	355.7
Losses and loss expenses (affiliated net assumed \$24.5 and \$83.4, respectively)	<b>217.8</b>	230.4
Acquisition and operating expenses (affiliated net assumed \$35.7 and \$71.8, respectively)	<b>111.3</b>	109.9
Interest expense (affiliates \$0.3 and \$0.2, respectively)	<b>1.7</b>	1.5
Other expenses	<b>3.2</b>	2.0
<b>Total expenses</b>	<b>334.0</b>	343.8
<b>Income before federal income taxes</b>	<b>7.7</b>	11.9
Federal income tax expense:		
Current	—	0.2
Deferred	<b>1.7</b>	3.0
<b>Total federal income tax expense</b>	<b>1.7</b>	3.2
<b>Net income</b>	<b>\$6.0</b>	\$8.7
Earnings per common share:		
Basic	<b>\$0.14</b>	\$0.21
Diluted	<b>\$0.14</b>	\$0.21
Dividends paid per common share	<b>\$0.10</b>	\$0.10

See accompanying notes to condensed consolidated financial statements.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

**Condensed Consolidated Statements of Income**

(\$ in millions, except per share amounts)

(unaudited)

	Six months ended June 30	
	2018	2017
Earned premiums (affiliated net assumed \$179.2 and \$233.7, respectively)	\$622.4	\$638.2
Net investment income (affiliates \$2.4 and \$2.4, respectively)	41.4	37.8
Net investment gain		
Total other-than-temporary impairment losses	—	(2.9 )
Other investment gain	0.4	26.5
Total net investment gain	0.4	23.6
Other income from affiliates	1.2	1.2
<b>Total revenues</b>	<b>665.4</b>	<b>700.8</b>
Losses and loss expenses (affiliated net assumed \$70.7 and \$169.6, respectively)	430.1	464.7
Acquisition and operating expenses (affiliated net assumed \$79.1 and \$152.1, respectively)	222.1	221.4
Interest expense (affiliates \$0.5 and \$0.4, respectively)	3.3	2.9
Other expenses	5.5	3.9
<b>Total expenses</b>	<b>661.0</b>	<b>692.9</b>
<b>Income before federal income taxes</b>	<b>4.4</b>	<b>7.9</b>
Federal income tax (benefit) expense:		
Current	(1.0 )	0.1
Deferred	1.5	2.4
<b>Total federal income tax expense</b>	<b>0.5</b>	<b>2.5</b>
<b>Net income</b>	<b>\$3.9</b>	<b>\$5.4</b>
Earnings per common share:		
Basic	\$0.09	\$0.13
Diluted	\$0.09	\$0.13
Dividends paid per common share	\$0.20	\$0.20

See accompanying notes to condensed consolidated financial statements.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

**Consolidated Statements of Comprehensive Income**

	Three months ended June 30 <b>2018</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net income	<b>\$ 6.0</b>
Other comprehensive income, net of tax:	
Net unrealized holding losses on fixed maturities:	
Unrealized holding losses	<b>(10.2 )</b>
Reclassification adjustments for gains realized in net income	<b>(1.3 )</b>
Income tax benefit	<b>2.4</b>
<i>Total net unrealized holding losses on fixed maturities</i>	<b>(9.1 )</b>
Net unrecognized benefit plan obligations:	
Reclassification adjustments for amortization to statements of income:	
Negative prior service cost	<b>(1.3 )</b>
Net actuarial loss	<b>2.0</b>
Income tax expense	<b>(0.1 )</b>
<i>Total net unrecognized benefit plan obligations</i>	<b>0.6</b>
<i>Other comprehensive loss</i>	<b>(8.5 )</b>
<b>Comprehensive loss</b>	<b>\$ (2.5 )</b>

	Three months ended June 30 <b>2017</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net income	<b>\$ 8.7</b>
Other comprehensive income, net of tax:	
Net unrealized holding gains on investments:	
Unrealized holding gains	23.8
Reclassification adjustments for gains realized in net income	<b>(15.8 )</b>
Income tax expense	<b>(2.8 )</b>
<i>Total net unrealized holding gains on investments</i>	5.2
Net unrecognized benefit plan obligations:	
Reclassification adjustments for amortization to statements of income:	
Negative prior service cost	<b>(1.4 )</b>
Net actuarial loss	1.9
Income tax expense	<b>(0.2 )</b>
<i>Total net unrecognized benefit plan obligations</i>	0.3
<i>Other comprehensive income</i>	5.5
<b>Comprehensive income</b>	<b>\$ 14.2</b>

See accompanying notes to condensed consolidated financial statements.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

**Consolidated Statements of Comprehensive Income**

	Six months ended June 30 <b>2018</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net income	<b>\$3.9</b>
Other comprehensive income, net of tax:	
Net unrealized holding losses on fixed maturities:	
Unrealized holding losses	<b>(46.9 )</b>
Reclassification adjustments for gains realized in net income	<b>(1.7 )</b>
Income tax benefit	<b>10.2</b>
<i>Total net unrealized holding losses on fixed maturities</i>	<b>(38.4 )</b>
Net unrecognized benefit plan obligations:	
Reclassification adjustments for amortization to statements of income:	
Negative prior service cost	<b>(2.7 )</b>
Net actuarial loss	<b>4.2</b>
Income tax expense	<b>(0.3 )</b>
<i>Total net unrecognized benefit plan obligations</i>	<b>1.2</b>
<i>Other comprehensive loss</i>	<b>(37.2 )</b>
<b>Comprehensive loss</b>	<b>\$(33.3)</b>

	Six months ended June 30 <b>2017</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net income	<b>\$ 5.4</b>
Other comprehensive income, net of tax:	
Net unrealized holding gains on investments:	
Unrealized holding gains	54.6
Reclassification adjustments for gains realized in net income	<b>(23.6 )</b>
Income tax expense	<b>(10.8 )</b>
<i>Total net unrealized holding gains on investments</i>	20.2
Net unrecognized benefit plan obligations:	
Reclassification adjustments for amortization to statements of income:	
Negative prior service cost	<b>(2.8 )</b>
Net actuarial loss	4.0
Income tax expense	<b>(0.5 )</b>
<i>Total net unrecognized benefit plan obligations</i>	0.7
<i>Other comprehensive income</i>	20.9
<b>Comprehensive income</b>	<b>\$ 26.3</b>



See accompanying notes to condensed consolidated financial statements.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

**Condensed Consolidated Statements of Cash Flows**

(\$ in millions)

(unaudited)

	Six months ended June 30	
	2018	2017
<b>Cash flows from operating activities:</b>		
Net income	<b>\$3.9</b>	\$5.4
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization, net	<b>4.6</b>	6.1
Share-based compensation	—	2.8
Net investment gain	<b>(0.4)</b>	(23.6)
Changes in operating assets and liabilities:		
Deferred policy acquisition costs	<b>5.7</b>	4.2
Accrued investment income and other assets	<b>(2.2)</b>	0.1
Postretirement and pension benefits	<b>(5.5)</b>	(6.0)
Other liabilities and due to/from affiliates, net	<b>16.2</b>	(32.7)
Reinsurance recoverable on losses and loss expenses payable and prepaid reinsurance premiums	<b>(2.5)</b>	1.0
Losses and loss expenses payable	<b>(21.1)</b>	52.0
Unearned premiums	<b>(21.7)</b>	9.6
Deferred tax expense on share-based awards	<b>0.2</b>	1.3
Federal income taxes	<b>0.6</b>	1.2
<b>Net cash (used in) provided by operating activities</b>	<b>(22.2)</b>	21.4
<b>Cash flows from investing activities:</b>		
Purchases of fixed maturities available-for-sale	<b>(207.9)</b>	(244.5)
Purchases of equity securities	<b>(78.4)</b>	(69.0)
Purchases of other invested assets	<b>(0.9)</b>	(0.7)
Maturities, calls and pay downs of fixed maturities available-for-sale	<b>110.2</b>	94.5
Sales of fixed maturities available-for-sale	<b>60.9</b>	108.2
Sales of equity securities	<b>81.8</b>	91.9
Sales of other invested assets	<b>0.7</b>	0.5
<b>Net cash used in investing activities</b>	<b>(33.6)</b>	(19.1)
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock	<b>14.3</b>	4.1
Payments to acquire treasury stock	<b>(0.1)</b>	(0.2)
Payment of dividends	<b>(8.7)</b>	(8.5)
Payment of prepayment fee	<b>(0.4)</b>	—
<b>Net cash provided by (used in) financing activities</b>	<b>5.1</b>	(4.6)
Net decrease in cash and cash equivalents	<b>(50.7)</b>	(2.3)
Cash and cash equivalents at beginning of period	<b>91.5</b>	51.1
<b>Cash and cash equivalents at end of period</b>	<b>\$40.8</b>	\$48.8
<u>Supplemental disclosures:</u>		
Interest paid (affiliates \$0.5 and \$0.4, respectively)	<b>\$3.3</b>	\$2.8

See accompanying notes to condensed consolidated financial statements.

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements (Unaudited)

**1. Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements of State Auto Financial Corporation and Subsidiaries (“State Auto Financial” or the “Company”) have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles (“GAAP”) for complete financial statements. In the opinion of the Company, all adjustments (consisting of normal, recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six month period ended June 30, 2018, are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. The balance sheet at December 31, 2017, has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, (the “2017 Form 10-K”). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the 2017 Form 10-K.

**Adoption of Recent Accounting Pronouncements**

*Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*

In January 2016, the FASB issued ASU-2016-01 to improve certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Specifically the guidance (i) requires equity investments, including equity securities and limited partnership interests, that are not accounted for under the equity method of accounting or result in consolidation to be measured at fair value with changes in fair value recognized in earnings, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iii) eliminates the requirement to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost, (iv) requires the use of the exit price notion when measuring the fair value of financial instruments for disclosure purposes, (v) requires an entity to present separately in other comprehensive income the portion of the total change in fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option, (vi) requires separate presentation of financial assets and liabilities by measurement category and form on the balance sheet or the notes to the financial statements, and (vii) clarifies that the need for a valuation allowance on a deferred tax asset related to an available for sale security should be evaluated with other deferred tax assets. The guidance was effective beginning January 1, 2018. The adoption of this guidance resulted in the recognition of \$60.8 million of net unrealized gains (net of tax) as a cumulative effect adjustment that increased retained earnings as of January 1, 2018 and decreased accumulated other comprehensive income (“AOCI”) by the same amount. Changes in the fair value of equity securities and other invested assets previously identified as available-for-sale are reported in "net investment (loss) gain" in the condensed consolidated statements of income. At December 31, 2017, equity securities and other invested assets were classified as available-for-sale on the Company's balance sheet; however, upon adoption, the guidance eliminated the available-for-sale balance sheet classification for equity securities and other invested assets.

*Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*

In February 2018, the FASB issued ASU 2018-02 that addresses certain stranded income tax effects in AOCI resulting from the Tax Cuts and Jobs Act of 2017 (“TCJA”). Current guidance requires the effect of a change in tax laws or rates on deferred tax balances to be reported in income from continuing operations in the accounting period that includes the period of enactment, even if the related income tax effects were originally charged or credited directly to AOCI. The amount of the reclassification would include the effect of the change in the U.S. federal corporate income tax rate on the gross deferred tax amounts and related valuation allowances, if any, at the date of the enactment of TCJA related to items in AOCI. The updated guidance is effective for reporting periods beginning after December 15, 2018

and is to be applied retrospectively to each period in which the effect of the TCJA related to items remaining in AOCI are recognized or at the beginning of the period of adoption. Early adoption is permitted. The Company adopted the updated guidance effective January 1, 2018 and elected to reclassify the income tax effects of the TCJA from AOCI to retained earnings as of January 1, 2018. This reclassification resulted in a decrease in retained earnings of \$4.0 million as of January 1, 2018 and an increase in AOCI by the same amount.

*Revenue from Contracts with Customers*

In May 2014, the FASB issued ASU 2014-09 that requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

for those goods or services. Insurance contracts do not fall within the scope of this new guidance. The guidance was effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted. The Company adopted this guidance effective January 1, 2018. The adoption of the guidance did not impact how the Company recognizes revenue; thus, there was no impact to its results of operations or consolidated financial position.

*Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments*

In August 2016, the FASB issued 2016-15 that addresses eight specific cash flow issues with the objective of reducing existing diversity in practice. The new guidance is effective beginning January 1, 2018. The Company adopted this guidance effective January 1, 2018 and it did not impact the Company's cash flows.

*Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*

In March 2017, the FASB issued ASU 2017-07 on how to present the components of net periodic benefit costs in the income statement for pension plans and other post-retirement benefit plans. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2017. The Company adopted this guidance effective beginning January 1, 2018 and it did not have a material impact on the Company's results of operations, consolidated financial position, or cash flows.

**Pending Adoption of Recent Accounting Pronouncements**

*Leases*

In February 2016, the FASB issued guidance that amended previous guidance on lease accounting. The new guidance requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous GAAP. The guidance is effective beginning January 1, 2019 and it is not expected to have a material impact on the Company's results of operations, consolidated financial position or cash flows.

For information regarding other accounting pronouncements that the Company has not yet adopted, see the "Pending Adoption of Recent Accounting Pronouncements" section of Note 1 of the Notes to Consolidated Financial Statements in the 2017 Form 10-K.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

**2. Investments**

The following tables set forth the cost or amortized cost and fair value of investments by lot at June 30, 2018 and December 31, 2017:

(\$ millions)

**June 30, 2018**

Available-for-sale fixed maturities:

	Cost or amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Fair value
U.S. treasury securities and obligations of U.S. government agencies	<b>\$419.1</b>	<b>\$6.3</b>	<b>\$(10.1)</b>	<b>\$415.3</b>
Obligations of states and political subdivisions	<b>447.0</b>	<b>8.8</b>	<b>(1.3)</b>	<b>454.5</b>
Corporate securities	<b>536.3</b>	<b>1.7</b>	<b>(11.1)</b>	<b>526.9</b>
U.S. government agencies mortgage-backed securities	<b>804.5</b>	<b>2.3</b>	<b>(25.5)</b>	<b>781.3</b>
<i>Total available-for-sale fixed maturities</i>	<b>\$2,206.9</b>	<b>\$19.1</b>	<b>\$(48.0)</b>	<b>\$2,178.0</b>

(\$ millions)

## December 31, 2017

Fixed maturities:

	Cost or amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Fair value
U.S. treasury securities and obligations of U.S. government agencies	\$433.8	\$9.3	\$(6.2)	\$436.9
Obligations of states and political subdivisions	507.1	19.1	(0.4)	525.8
Corporate securities	527.5	4.5	(2.3)	529.7
U.S. government agencies mortgage-backed securities	704.7	7.1	(11.4)	700.4
<i>Total fixed maturities</i>	2,173.1	40.0	(20.3)	2,192.8
Equity securities:				
Large-cap securities	62.4	35.1	(0.7)	96.8
Mutual and exchange traded funds	256.2	21.6	(9.3)	268.5
<i>Total equity securities</i>	318.6	56.7	(10.0)	365.3
Other invested assets	25.8	30.2	—	56.0
<i>Total available-for-sale securities</i>	<b>\$2,517.5</b>	<b>\$126.9</b>	<b>\$(30.3)</b>	<b>\$2,614.1</b>

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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The following tables set forth the Company's gross unrealized losses and fair value on its investments by lot, aggregated by investment category and length of time for individual securities that have been in a continuous unrealized loss position at June 30, 2018 and December 31, 2017:

(\$ millions, except # of positions)

	Less than 12 months			12 months or more			Total		
	Fair value	Unrealized losses	Number of positions	Fair value	Unrealized losses	Number of positions	Fair value	Unrealized losses	Number of positions
<b>June 30, 2018</b>									
Fixed maturities:									
U.S. treasury securities and obligations of U.S. government agencies	\$98.0	\$(1.9)	14	\$187.7	\$(8.2)	22	\$285.7	\$(10.1)	36
Obligations of states and political subdivisions	97.6	(1.2)	16	8.6	(0.1)	2	106.2	(1.3)	18
Corporate securities	385.9	(8.7)	56	70.5	\$(2.4)	12	456.4	\$(11.1)	68
U.S. government agencies mortgage-backed securities	433.0	(11.4)	58	236.6	(14.1)	43	669.6	(25.5)	101
<i>Total temporarily impaired securities</i>	<b>\$1,014.5</b>	<b>\$(23.2)</b>	<b>144</b>	<b>\$503.4</b>	<b>\$(24.8)</b>	<b>79</b>	<b>\$1,517.9</b>	<b>\$(48.0)</b>	<b>223</b>

(\$ millions, except # of positions)

	Less than 12 months			12 months or more			Total		
	Fair value	Unrealized losses	Number of positions	Fair value	Unrealized losses	Number of positions	Fair value	Unrealized losses	Number of positions
December 31, 2017									
Fixed maturities:									
U.S. treasury securities and obligations of U.S. government agencies	\$102.4	\$(0.6)	18	\$196.1	\$(5.6)	22	\$298.5	\$(6.2)	40
Obligations of states and political subdivisions	58.6	(0.4)	10	—	—	—	58.6	(0.4)	10
Corporate securities	153.2	(1.3)	23	67.3	(1.0)	10	220.5	(2.3)	33
U.S. government agencies mortgage-backed securities	188.6	(2.9)	31	252.2	(8.5)	41	440.8	(11.4)	72
<i>Total fixed maturities</i>	<b>502.8</b>	<b>(5.2)</b>	<b>82</b>	<b>515.6</b>	<b>(15.1)</b>	<b>73</b>	<b>1,018.4</b>	<b>(20.3)</b>	<b>155</b>
Equity securities:									
Large-cap equity securities	4.4	(0.7)	4	—	—	—	4.4	(0.7)	4
Mutual and exchange traded funds	66.9	(9.3)	1	—	—	—	66.9	(9.3)	1
<i>Total equity securities</i>	<b>71.3</b>	<b>(10.0)</b>	<b>5</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>71.3</b>	<b>(10.0)</b>	<b>5</b>
<i>Total temporarily impaired securities</i>	<b>\$574.1</b>	<b>\$(15.2)</b>	<b>87</b>	<b>\$515.6</b>	<b>\$(15.1)</b>	<b>73</b>	<b>\$1,089.7</b>	<b>\$(30.3)</b>	<b>160</b>

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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The Company reviewed its investments at June 30, 2018, and determined that no additional other-than-temporary impairment ("OTTI") existed in the gross unrealized holding losses.

The Company regularly monitors its available-for-sale investments that have fair values less than cost or amortized cost for signs of other-than-temporary impairment, an assessment that requires significant management judgment regarding the evidence known. Such judgments could change in the future as more information becomes known, which could negatively impact the amounts reported. Among the factors that management considers for fixed maturity securities are the financial condition of the issuer including receipt of scheduled principal and interest cash flows, and intent to sell, including if it is more likely than not that the Company will be required to sell the investments before recovery. When a fixed maturity has been determined to have an other-than-temporary impairment, the impairment charge is separated into an amount representing the credit loss, which is recognized in earnings as a realized loss, and the amount related to non-credit factors, which is recognized in accumulated other comprehensive income. Future increases or decreases in fair value, if not other-than-temporary, are included in accumulated other comprehensive income.

The following table sets forth the amortized cost and fair value of available-for-sale fixed maturities by contractual maturity at June 30, 2018:

<i>(\$ millions)</i>	Amortized cost	Fair value
Due in 1 year or less	<b>\$ 50.2</b>	<b>\$50.2</b>
Due after 1 year through 5 years	<b>583.6</b>	<b>573.8</b>
Due after 5 years through 10 years	<b>350.4</b>	<b>346.2</b>
Due after 10 years	<b>418.2</b>	<b>426.5</b>
U.S. government agencies mortgage-backed securities	<b>804.5</b>	<b>781.3</b>
<i>Total</i>	<b>\$ 2,206.9</b>	<b>\$2,178.0</b>

Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay the obligations with or without call or prepayment penalties.

At June 30, 2018, State Auto P&C had U.S. government agencies mortgage-backed fixed maturity securities, with a carrying value of approximately \$106.5 million, that were pledged as collateral for the FHLB Loans (as defined in Note 3). In accordance with the terms of the FHLB Loans, State Auto P&C retains all rights regarding these pledged securities.

Fixed maturities with fair values of \$9.0 million and \$9.3 million were on deposit with insurance regulators as required by law at June 30, 2018, and December 31, 2017, respectively. The Company retains all rights regarding these securities.

The following table sets forth the components of net investment income for the three and six months ended June 30, 2018 and 2017:

<i>(\$ millions)</i>	Three months ended June 30		Six months ended June 30	
	<b>2018</b>	2017	<b>2018</b>	2017
Fixed maturities	<b>\$16.9</b>	\$15.9	<b>\$33.0</b>	\$31.7
Equity securities	<b>3.1</b>	2.0	<b>5.6</b>	3.7
Cash and cash equivalents, and other	<b>1.8</b>	1.5	<b>3.5</b>	3.0
<i>Investment income</i>	<b>21.8</b>	19.4	<b>42.1</b>	38.4



Investment expenses	<b>0.3</b>	0.3	<b>0.7</b>	0.6
<i>Net investment income</i>	<b>\$21.5</b>	\$19.1	<b>\$41.4</b>	\$37.8

The Company's current investment strategy does not rely on the use of derivative financial instruments. Proceeds on sales of investments were \$143.4 million and \$200.6 million for the six months ended June 30, 2018, and 2017, respectively.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

The following table sets forth the realized and unrealized holding gains (losses) on the Company's investment portfolio for the three and six months ended June 30, 2018 and 2017:

(\$ millions)	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Realized gains:				
Fixed maturities	<b>\$1.3</b>	\$2.0	<b>\$1.7</b>	\$2.3
Equity securities	<b>1.7</b>	14.6	<b>5.0</b>	24.3
Other invested assets	—	0.1	<b>0.1</b>	0.1
<i>Total realized gains</i>	<b>3.0</b>	16.7	<b>6.8</b>	26.7
Realized losses on securities:				
Sales of equity securities	<b>(0.4 )</b>	(0.1 )	<b>(0.6 )</b>	(0.2 )
OTTI	—	(0.8 )	—	(2.9 )
<i>Total equity securities realized losses</i>	<b>(0.4 )</b>	(0.9 )	<b>(0.6 )</b>	(3.1 )
<i>Net realized gain on investments</i>	<b>\$2.6</b>	\$15.8	<b>\$6.2</b>	\$23.6
Net unrealized gain (loss) on investments <sup>(1)</sup>				
Equity securities	<b>10.9</b>	\$—	<b>\$(3.7 )</b>	\$—
Other invested assets	<b>(1.4 )</b>	—	<b>(2.1 )</b>	—
<i>Net unrealized gain (loss) on investments</i>	<b>9.5</b>	—	<b>(5.8 )</b>	—
<i>Net investment gain</i>	<b>\$12.1</b>	\$15.8	<b>\$0.4</b>	\$23.6
Change in unrealized holding (losses) gains, net of tax:				
Fixed maturities	<b>\$(11.5)</b>	\$10.0	<b>\$(48.6)</b>	\$15.4
Equity securities	—	(4.4 )	—	10.2
Other invested assets	—	2.4	—	5.4
Deferred federal income tax liability	<b>2.4</b>	(2.8 )	<b>10.2</b>	(10.8 )
<i>Change in net unrealized holding (losses) gains, net of tax</i>	<b>\$(9.1 )</b>	\$5.2	<b>\$(38.4)</b>	\$20.2

<sup>(1)</sup>Unrealized holding gains (losses) recognized during the period on securities still held at the reporting date

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**3. Fair Value of Financial Instruments**

Below is the fair value hierarchy that categorizes into three levels the inputs to valuation techniques that are used to measure fair value:

• Level 1 includes observable inputs which reflect quoted prices for identical assets or liabilities in active markets at the measurement date.

• Level 2 includes observable inputs for assets or liabilities other than quoted prices included in Level 1, and it includes valuation techniques which use prices for similar assets and liabilities.

• Level 3 includes unobservable inputs which reflect the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The Company utilizes a nationally recognized pricing service to estimate the majority of its investment portfolio's fair value. The Company obtains one price per security and the processes and control procedures employed by the Company are designed to ensure the value is accurately recorded on an unadjusted basis. Through discussions with the pricing service, the Company gains an understanding of the methodologies used to price the different types of securities, that the data and the valuation methods utilized are appropriate and consistently applied, and that the assumptions are reasonable and representative of fair value. To validate the reasonableness of the valuations obtained from the pricing service, the Company compares to other fair value pricing information gathered from other independent pricing sources. At June 30, 2018, and December 31, 2017, the Company did not adjust any of the prices received from the pricing service.

*Fixed Maturities*

The Company utilizes a third party pricing service to estimate fair value measurements for the majority of its fixed maturities. The fair value estimate of the Company's fixed maturity investments are determined by evaluations that are based on observable market information rather than market quotes. Inputs to the evaluations include, but are not limited to, market prices from recently completed transactions and transactions of comparable securities, interest rate yield curves, credit spreads, and other market-observable information. The fixed maturity portfolio pricing obtained from the pricing service is reviewed for reasonableness. The Company regularly selects a random sample of security prices which are compared to one or more alternative pricing sources for reasonableness. Any discrepancies with the pricing are returned to the pricing service for further explanation and, if necessary, adjustments are made. To date, the Company has not identified any significant discrepancies in the pricing provided by its third party pricing service. Investments valued using these inputs include U.S. treasury securities and obligations of U.S. government agencies, obligations of states and political subdivisions, corporate securities (except for a security discussed below), and U.S. government agencies mortgage-backed securities. All unadjusted estimates of fair value for fixed maturities priced by the pricing service are included in the amounts disclosed in Level 2 of the hierarchy. If market inputs are unavailable, then no fair value is provided by the pricing service. For these securities, fair value is determined either by requesting brokers who are knowledgeable about these securities to provide a quote; or the Company internally determines the fair values by employing widely accepted pricing valuation models, and depending on the level of observable market inputs, renders the fair value estimate as Level 2 or Level 3.

Transfers between level categorizations may occur due to changes in the availability of market observable inputs. Transfers in and out of level categorizations are reported as having occurred at the beginning of the quarter in which the transfer occurred. There were no transfers between level categorizations during the three and six months ended June 30, 2018, and 2017.

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*Equities*

The fair value of each equity security is based on an observable market price for an identical asset in an active market and is priced by the same pricing service discussed above. All equity securities are recorded using unadjusted market prices and have been disclosed in Level 1.

*Other Invested Assets*

Included in other invested assets is one international fund (“the fund”) that invests in equity securities of foreign issuers and is managed by a third party investment manager. The fund had a fair value of \$43.2 million and \$45.2 million at June 30, 2018, and December 31, 2017, respectively, which was determined using the fund’s net asset value. The Company employs procedures to assess the reasonableness of the fair value of the fund, including obtaining and reviewing the fund’s audited financial statements. There are no unfunded commitments related to the fund. The Company may not sell its investment in the fund; however, the Company may redeem all or a portion of its investment in the fund at net asset value per share with the appropriate prior written notice. In accordance with Accounting Standard Codification 820-10, this investment is measured at fair value using the net asset value per share practical expedient and has not been classified in the fair value hierarchy. Fair values presented here are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the condensed consolidated balance sheets. The remainder of the Company’s other invested assets consist primarily of holdings in publicly-traded mutual funds. The Company believes that its prices for these publicly-traded mutual funds based on an observable market price for an identical asset in an active market reflect their fair values and consequently these securities have been disclosed in Level 1.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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The following tables set forth the Company's investments within the fair value hierarchy at June 30, 2018 and December 31, 2017:

(\$ millions)

June 30, 2018

	Total	Level 1	Level 2
Available-for-sale fixed maturities:			
U.S. treasury securities and obligations of U.S. government agencies	\$415.3	\$—	\$415.3
Obligations of states and political subdivisions	454.5	—	454.5
Corporate securities	526.9	—	526.9
U.S. government agencies mortgage-backed securities	781.3	—	781.3
<i>Total available-for-sale fixed maturities</i>	<b>2,178.0</b>	<b>—</b>	<b>2,178.0</b>
Equity securities:			
Large-cap securities	92.0	92.0	—
Mutual and exchange traded funds	270.8	270.8	—
<i>Total equity securities</i>	<b>362.8</b>	<b>362.8</b>	<b>—</b>
Other invested assets	10.9	10.9	—
<i>Total investments</i>	<b>\$2,551.7</b>	<b>\$373.7</b>	<b>\$2,178.0</b>

(\$ millions)

December 31, 2017

	Total	Level 1	Level 2
Fixed maturities:			
U.S. treasury securities and obligations of U.S. government agencies	\$436.9	\$—	\$436.9
Obligations of states and political subdivisions	525.8	—	525.8
Corporate securities	529.7	—	529.7
U.S. government agencies mortgage-backed securities	700.4	—	700.4
<i>Total fixed maturities</i>	<b>2,192.8</b>	<b>—</b>	<b>2,192.8</b>
Equity securities:			
Large-cap securities	96.8	96.8	—
Mutual and exchange traded funds	268.5	268.5	—
<i>Total equity securities</i>	<b>365.3</b>	<b>365.3</b>	<b>—</b>
Other invested assets	10.8	10.8	—
<i>Total available-for-sale investments</i>	<b>\$2,568.9</b>	<b>\$376.1</b>	<b>\$2,192.8</b>

The following sections describe the valuation methods used by the Company for each type of financial instrument it holds that is not measured at fair value but for which fair value is disclosed:

**Financial Instruments Disclosed, But Not Carried, At Fair Value***Other Invested Assets, at Cost*

Included in other invested assets, at cost are common stock of the Federal Home Loan Bank of Cincinnati (the "FHLB") and the Trust Securities. The Trust Securities and FHLB common stock are carried at cost, which approximates fair value. The fair value of the FHLB common stock at June 30, 2018, was \$5.1 million and the fair value of the Trust Securities was \$0.5 million. The investments have been placed in Level 3 of the fair value hierarchy.

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*Notes Receivable from Affiliate*

In May 2009, the Company entered into two separate credit agreements with State Automobile Mutual Insurance Company ("State Auto Mutual") pursuant to which it loaned State Auto Mutual a total of \$70.0 million. The Company estimates the fair value of the notes receivable from affiliate using market quotations for U.S. treasury securities with similar maturity dates and applies an appropriate credit spread. Consequently this has been placed in Level 2 of the fair value hierarchy.

(\$ millions, except interest rates)

	June 30, 2018			December 31, 2017		
	Carrying value	Fair value	Interest rate	Carrying value	Fair value	Interest rate
Notes receivable from affiliate	\$70.0	\$71.7	7.00 %	\$70.0	\$72.6	7.00 %

*Notes Payable*

Included in notes payable are the FHLB Loans and Subordinated Debentures. The Company estimates the fair value of the FHLB Loans by discounting cash flows using a borrowing rate currently available to the Company for loans with similar terms. The FHLB Loans have been placed in Level 3 of the fair value hierarchy. The carrying amount of the Subordinated Debentures approximates its fair value as the interest rate adjusts quarterly and has been disclosed in Level 3.

(\$ millions, except interest rates)

	June 30, 2018			December 31, 2017		
	Carrying value	Fair Value	Interest rate	Carrying value	Fair value	Interest rate
FHLB Loan due 2021: issued \$21.5, September 2016 with fixed interest	\$21.5	\$20.6	1.73 %	\$21.5	\$20.9	1.73 %
FHLB Loan due 2033: issued \$85.0, July 2013 with fixed interest	—	—	— %	85.4	85.7	5.03 %
FHLB Loan due 2033: issued \$85.0, May 2018 with fixed interest	85.3	87.9	3.96 %	—	—	— %
Affiliate Subordinated Debentures due 2033: issued \$15.5, May 2003 with variable interest	15.2	15.2	6.50 %	15.2	15.2	5.68 %
<i>Total notes payable</i>	\$122.0	\$123.7		\$122.1	\$121.8	

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

**4. Losses and Loss Expenses Payable**

The following table sets forth the activity in the liability for losses and loss expenses for the six months ended June 30, 2018 and 2017:

<i>(\$ millions)</i>	<b>2018</b>	2017
Losses and loss expenses payable, at beginning of period	<b>\$1,255.6</b>	\$1,181.6
Less: reinsurance recoverable on losses and loss expenses payable	<b>3.1</b>	3.6
<i>Net balance at beginning of period</i>	<b>1,252.5</b>	1,178.0
Incurred related to:		
Current year	<b>468.4</b>	490.1
Prior years	<b>(38.3)</b>	(25.4)
<i>Total incurred</i>	<b>430.1</b>	464.7
Paid related to:		
Current year	<b>176.4</b>	174.3
Prior years	<b>276.8</b>	237.2
<i>Total paid</i>	<b>453.2</b>	411.5
<i>Net balance at end of period</i>	<b>1,229.4</b>	1,231.2
Plus: reinsurance recoverable on losses and loss expenses payable	<b>5.1</b>	2.7
<i>Losses and loss expenses payable, at end of period</i>	<b>\$1,234.5</b>	\$1,233.9

The Company recorded favorable development related to prior years' loss and loss expense reserves for the six months ended June 30, 2018, of \$38.3 million compared to favorable development of \$25.4 million for the same 2017 period. Favorable development of prior years' unallocated loss adjustment expenses was approximately \$4.8 million of the 2018 development. Partially offsetting the favorable development was \$0.5 million of unfavorable development in catastrophe reserves. Favorable development of prior accident years' non-catastrophe loss and ALAE reserves was primarily due to \$36.5 million of favorable development in the personal and commercial insurance segments. In the personal insurance segment, personal auto contributed \$11.2 million of favorable development, primarily attributable to the 2016 and 2017 accident years, and homeowners' contributed \$5.7 million of favorable development, spread across several accident years. In the commercial insurance segment, workers' compensation, small commercial package, commercial auto, and middle market commercial contributed \$5.9 million, \$4.7 million, \$4.6 million, \$3.4 million, and respectively, of favorable development. Slightly offsetting the favorable development was adverse development in the specialty insurance segment of \$2.4 million. The specialty insurance segment was impacted by \$2.8 million of adverse development in E&S casualty, due primarily to development within our general liability and healthcare books of business.

Favorable development of prior years' unallocated loss adjustment expenses and catastrophe reserves was approximately \$4.2 million and \$1.6 million, respectively, for the six months ended June 30, 2017. The favorable development of prior accident years' non-catastrophe loss and ALAE reserves was primarily due to \$23.2 million of favorable development in the commercial insurance segment. Slightly offsetting the favorable development was adverse development in the personal and specialty insurance segments of \$2.2 million and \$1.4 million, respectively. The personal insurance segment, homeowners' contributed \$1.9 million of adverse development, primarily from accident year 2016, and other personal contributed \$2.1 million of adverse development, driven by higher than anticipated severity emerging from accident years 2015 and 2016. Slightly offsetting the adverse development was \$1.8 million of favorable development in personal auto, primarily driven by lower than anticipated severity emerging from accident years 2014 and 2015. The specialty insurance segment was impacted by \$1.6 million of adverse development in E&S property, driven by higher than anticipated severity.

**5. Reinsurance**

The insurance subsidiaries of State Auto Financial, including State Auto P&C, Milbank and SA Ohio (collectively referred to as the “STFC Pooled Companies”) participate in a quota share reinsurance pooling arrangement (“the Pooling Arrangement”) with State Auto Mutual and its subsidiaries and affiliates (collectively referred to as the “Mutual Pooled Companies”).

Effective March 1, 2018, the State Auto Group entered into a quota share agreement (“Oil & Gas Quota Share”) covering its gas & propane distribution book of business. The Oil & Gas Quota Share expires February 28, 2019. In accordance with this agreement, the State Auto Group ceded to external reinsurers (i) 100% of unearned premiums for this book of business as of the



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

effective date and (ii) 100% of new and renewal policies issued on or after the effective date. In addition, the State Auto Group will receive a minimum ceding commission of 23.0% on premiums ceded under the agreement. On March 1, 2018, the Company ceded unearned premiums of \$9.7 million to the reinsurers under the terms of this agreement.

The following table sets forth a summary of the Company's external reinsurance transactions, as well as reinsurance transactions with State Auto Mutual under the Pooling Arrangement, for the three and six months ended June 30, 2018 and 2017:

(\$ millions)	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Premiums earned:				
Assumed from external insurers and reinsurers	\$14.2	\$1.3	\$24.6	\$2.4
Assumed under Pooling Arrangement	307.5	320.1	622.4	638.2
Ceded to external insurers and reinsurers	(5.4 )	(6.1 )	(10.8 )	(12.2 )
Ceded under Pooling Arrangement	(226.3)	(202.0 )	(443.2 )	(404.5 )
<i>Net assumed premiums earned</i>	<b>\$90.0</b>	\$113.3	<b>\$193.0</b>	\$223.9
Losses and loss expenses incurred:				
Assumed from external insurers and reinsurers	\$12.4	\$0.9	\$23.3	\$2.5
Assumed under Pooling Arrangement	205.6	230.8	408.3	465.2
Ceded to external insurers and reinsurers	(0.2 )	1.0	(1.5 )	(1.0 )
Ceded under Pooling Arrangement	(181.1)	(147.4 )	(337.6 )	(295.6 )
<i>Net assumed losses and loss expenses incurred</i>	<b>\$36.7</b>	\$85.3	<b>\$92.5</b>	\$171.1

**6. Notes Payable and Open Line of Credit***FHLB Line of Credit*

On March 22, 2018, State Auto P&C entered into an Open Line of Credit Commitment (the "OLC") with the FHLB. The OLC provides State Auto P&C with a \$100.0 million one-year open line of credit available for general corporate purposes. Draws under the OLC are to be funded at a daily variable rate advance with a term of no more than 180 days with interest payable monthly. All advances under the OLC are to be fully secured by a pledge of specific investment securities of State Auto P&C. As of June 30, 2018, no advances had been made under the OLC.

On March 30, 2018, State Auto P&C terminated its credit facility (the "SPC Credit Facility") with a syndicate of lenders. The SPC Credit Facility, which was maturing in July 2018, provided State Auto P&C with a \$100.0 million revolving credit facility. The SPC Credit Facility was available for general corporate purposes and provided for interest-only payments during its term, with principal and interest due in full at maturity. Interest was based on LIBOR or a base rate plus a calculated margin amount. All advances under the SPC Credit Facility were to be fully secured by a pledge of specific investment securities of State Auto P&C. Prior to its termination, State Auto P&C had not made any borrowings under the SPC Credit Facility.

*FHLB Loans*

On May 17, 2018, State Auto P&C refinanced its \$85.0 million loan (the "2013 FHLB loan") for a period of fifteen years at a fixed rate of 3.96%. The new loan (the "2018 FHLB loan") provides for interest-only payments during its term, with principal due in full at maturity. The 2018 FHLB loan is fully secured by a pledge of specific investment securities of State Auto P&C. State Auto P&C incurred a \$0.4 million prepayment fee which is included in interest expense in the condensed consolidated statements of income for the three and six months ended June 30, 2018.



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

**7. Income Taxes**

The following table sets forth the reconciliation between actual federal income tax expense and the amount computed at the indicated statutory rate for the three and six months ended June 30, 2018 and 2017:

(\$ millions)	Three months ended June 30				Six months ended June 30			
	2018		2017		2018		2017	
Amount at statutory rate	\$1.6	21.0 %	\$4.1	35.0 %	\$0.9	21.0 %	\$2.7	35.0 %
Tax-exempt interest and dividends received deduction	(0.5 )	(6.5 )	(1.5 )	(12.4 )	(1.2 )	(27.2 )	(3.0 )	(39.1 )
Other, net	0.6	7.2	(0.7 )	(6.9 )	0.8	17.0	1.5	13.5
Federal income tax expense	1.7	21.7 %	1.9	15.7 %	0.5	10.8 %	\$1.2	9.4 %
Deferred tax expense on share-based awards	—		1.3		—		1.3	
Federal income tax expense	\$1.7		\$3.2		\$0.5		\$2.5	

The 2017 10-K discusses enactment of the TCJA on December 22, 2017, and its impact on the Company's financial results for that period. Interpretive guidance of the TCJA will be received throughout 2018, and the Company expects to update its estimates and disclosure on a quarterly basis as interpretative guidance is received within each quarter that it is received. During the period ended June 30, 2018, the U.S. Treasury Department (the "Treasury") and the Internal Revenue Service (the "IRS") have not issued further clarification or guidance with regard to the uncertainty surrounding the discount factors to be applied for loss reserve discounting for which the Company's accounting for the TCJA is incomplete. The Company expects to complete determination of the effects of the TCJA on its deferred tax assets and liabilities as part of the annual income tax return filing process.

**8. Pension and Postretirement Benefit Plans**

The following table sets forth the components of net periodic cost for the Company's pension and postretirement benefit plans for the three and six months ended June 30, 2018 and 2017:

(\$ millions)	Pension		Postretirement		Pension		Postretirement	
	Three months ended June 30				Six months ended June 30			
	2018	2017	2018	2017	2018	2017	2018	2017
Service cost	\$1.3	\$1.3	\$—	\$—	\$2.6	\$3.0	\$—	\$—
Interest cost	2.6	2.8	0.1	0.2	5.3	5.7	0.3	0.4
Expected return on plan assets	(4.5 )	(4.2 )	—	—	(9.0 )	(8.4 )	—	—
Amortization of:								
Negative prior service cost	—	—	(1.3 )	(1.4 )	—	—	(2.7 )	(2.8 )
Net actuarial loss	2.0	1.9	—	—	4.1	3.9	0.1	0.1
Net periodic cost (benefit)	\$1.4	\$1.8	\$(1.2)	\$(1.2)	\$3.0	\$4.2	\$(2.3)	\$(2.3)

The Company contributed \$4.9 million to its pension plan for the six months ended June 30, 2018, and expects to contribute an additional \$4.9 million to its pension plan during 2018.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

**9. Other Comprehensive Loss and Accumulated Other Comprehensive Loss**

The following tables set forth the changes in the Company's accumulated other comprehensive (loss) income ("AOC(L)I"), net of tax, for the three and six months ended June 30, 2018 and 2017:

<i>(\$ millions)</i>	Unrealized Gains and Losses on Available-for-Sale Securities	Benefit Plan Items	Total
Beginning balance at April 1, 2018	\$ (11.2 )	\$ (37.6 )	\$ (48.8 )
Other comprehensive income before reclassifications	(0.1 )	—	(8.1 )
Amounts reclassified from AOCI (a)	1.0 )	0.6	(0.4 )
Net current period other comprehensive (loss) income	9.1 )	0.6	(8.5 )
Ending balance at June 30, 2018	\$ (20.3 )	\$ (37.0 )	\$ (57.3 )

Beginning balance at April 1, 2017	\$ 77.8	\$ (29.9 )	\$ 47.9
Other comprehensive	15.4	—	15.4

loss  
before  
reclassifications  
Amounts  
reclassified  
from  
10.2 ) 0.3 (9.9 )  
AOCI  
(a)  
Net  
current  
period  
other  
5.2 0.3 5.5  
comprehensive  
(loss)  
income  
*Ending  
balance  
at*  
\$ 83.0 (29.6 ) \$53.4  
*June  
30,  
2017*

(a) See separate table below for details about these reclassifications

<i>(\$ millions)</i>	Unrealized Gains and Losses on Available-for-Sale Securities	Benefit Plan Items	Total
Beginning balance at January 1, 2018	\$ 66.0	\$(29.3)	\$36.7
Current effect of change in accounting for equity securities and other invested assets and reclassification of stranded	17.9	(8.9)	(56.8)

tax effects as of January 1, 2018 Adjusted beginning balance at **18.1** (38.2 ) (20.1 ) January 1, 2018 Other comprehensive income ~~(37.1)~~ ) — (37.1 ) before reclassifications Amounts reclassified from ~~(1.3)~~ ) **1.2** (0.1 ) AOCI (a) Net current period other ~~(38.4)~~ ) **1.2** (37.2 ) comprehensive (loss) income *Ending balance at \$ (20.3 ) \$ (37.0 ) \$ (57.3 ) June 30, 2018*

Beginning balance at \$ 62.8 (30.3 ) \$ 32.5 January 1, 2017 Other comprehensive loss ~~35.5~~ — 35.5 before reclassifications Amounts reclassified (0.7 ) 0.7 (14.6 )

from  
AOCI  
(a)  
Net  
current  
period  
20.2                      0.7                      20.9  
other  
comprehensive  
income  
*Ending*  
*balance*  
*at*  
*June* \$ 83.0                      \$(29.6 ) \$53.4  
30,  
2017

(a) See separate table below for details about  
these reclassifications

20

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

The following tables set forth the reclassifications out of accumulated other comprehensive income, by component, to the Company's condensed consolidated statement of income for the three and six months ended June 30, 2018 and 2017:

(\$  
millions)

Three months ended June 30	Six months ended June 30	2018	2017
Unrealized gains on available-for-sale fixed maturity investments	1.3	Total before tax	
	(0.3)	) Tax expense	
	1.0	Net of tax	
Amortization of benefit plan items			
Negative prior service cost	1.3	(b)	
Net actuarial loss	(2.0)	(b)	
	(0.7)	) Total before tax	
	0.1	Tax benefit	
	(0.6)	) Net of tax	
<i>Total reclassifications for \$ 0.4 the period</i>			

(b) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see pension and postretirement benefit plans footnote for additional details).



(\$  
millions)

Six  
months ended  
June 30, 2018  
Consolidated Statements of Income  
Components

Unrealized  
gains  
on  
available-for-sale  
fixed  
maturity  
investments  
**1.7** Total before tax  
**(0.4)** ) Tax expense  
**1.3** Net of tax

Amortization  
of  
benefit  
plan  
items

Negative  
prior  
service  
cost  
Net  
actuarial  
loss  
**2.7** (b)  
**(4.2)** ) (b)

**(1.5)** ) Total before tax  
**0.3** Tax benefit  
**(1.2)** ) Net of tax

Total  
reclassifications  
for \$ **0.1**  
the  
period

(b) These accumulated other comprehensive income components  
are included in the computation of net periodic pension cost (see  
pension and postretirement benefit plans footnote for additional  
details).

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

(\$  
millions)

Three

months ended  
ended

Comprehensive Income  
Components

2017

Unrealized

gains

on

available for sale securities

for

sale

securities

15.8 Total before tax

(5.6 ) Tax expense

10.2 Net of tax

Amortization

of

benefit

plan

items

Negative

prior

service

cost

Net

actuarial loss

loss

(0.5 ) Total before tax

0.2 Tax benefit

(0.3 ) Net of tax

Total

reclassifications

for \$9.9

the

period

These accumulated other comprehensive income components  
(b) are included in the computation of net periodic pension cost  
(see pension and postretirement benefit plans footnote for  
additional details).

(\$  
millions)

Details about Accumulated Other in the Condensed

Six  
months  
ended  
June 30, 2017  
Comprehensive Income  
Components Consolidated Statements of Income

Unrealized  
gains  
on  
available for  
sale  
securities  
\$336 Realized gain on sale of securities

23.6	Total before tax
(8.3 )	Tax expense
15.3	Net of tax

Amortization  
of  
benefit  
plan  
items  
Negative  
prior  
service  
cost  
Net  
actua  
loss

2.8	(b)
(4.0)	(b)
(1.2 )	Total before tax
0.5	Tax benefit
(0.7 )	Net of tax

*Total  
reclassifications  
for \$ 14.6  
the  
period*

(b) These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see pension and postretirement benefit plans footnote for additional details).

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

**10. Net Earnings per Common Share**

The following table sets forth the compilation of basic and diluted earnings per common share for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
<i>(\$ and shares in millions, except per share amounts)</i>				
Numerator:				
Net income for basic earnings per common share	<b>\$6.0</b>	\$8.7	<b>\$3.9</b>	\$5.4
Denominator:				
Weighted average shares for basic earnings per common share	<b>42.8</b>	42.1	<b>42.7</b>	42.0
Effect of dilutive share-based awards	<b>0.6</b>	0.4	<b>0.6</b>	0.5
<i>Adjusted weighted average shares for diluted net earnings per common share</i>	<b>43.4</b>	42.5	<b>43.3</b>	42.5
Basic net earnings per common share	<b>\$0.14</b>	\$0.21	<b>\$0.09</b>	\$0.13
Diluted net earnings per common share	<b>\$0.14</b>	\$0.21	<b>\$0.09</b>	\$0.13

The following table sets forth common stock options, stock awards and restricted share units ("RSU award") of the Company that were not included in the computation of diluted earnings per common share because the exercise price of the options, or awards, was greater than the average market price or their inclusion would have been antidilutive for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
<i>(shares in millions)</i>				
Total number of antidilutive options and awards	<b>0.7</b>	0.7	<b>0.7</b>	0.5

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

**11. Segment Information**

The Company has four reportable segments: personal insurance, commercial insurance, specialty insurance and investment operations. The reportable insurance segments are business units managed separately because of the differences in the type of customers they serve, the products they provide or services they offer. The insurance segments market a broad line of property and casualty insurance products throughout the United States through independent insurance agencies, which include retail agents and wholesale brokers. The investment operations segment, managed by Stateco, provides investment services.

The Company evaluates the performance of its insurance segments using industry financial measurements based on Statutory Accounting Practices (“SAP”), which include loss and loss adjustment expense ratios, underwriting expense ratios, combined ratios, statutory underwriting gain (loss), net premiums earned and net written premiums. One of the most significant differences between SAP and GAAP is that SAP requires all underwriting expenses to be expensed immediately and not deferred and amortized over the same period the premium is earned.

The investment operations segment is evaluated based on investment returns of assets managed by Stateco. Asset information by segment is not reported for the insurance segments because the Company does not produce such information internally.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

The following table sets forth financial information regarding the Company's reportable segments for the three and six months ended June 30, 2018 and 2017:

(\$ millions)	Three months ended June 30		Six months ended June 30	
	2018	2017	2018	2017
Revenue from external sources:				
Insurance segments				
Personal insurance	<b>\$164.9</b>	\$142.9	<b>\$321.2</b>	\$286.5
Commercial insurance	<b>115.6</b>	114.5	<b>230.5</b>	227.5
Specialty insurance	<b>27.0</b>	62.7	<b>70.7</b>	124.2
<i>Total insurance segments</i>	<b>307.5</b>	320.1	<b>622.4</b>	638.2
Investment operations segment				
Net investment income	<b>21.5</b>	19.1	<b>41.4</b>	37.8
Net investment gain	<b>12.1</b>	15.8	<b>0.4</b>	23.6
<i>Total investment operations segment</i>	<b>33.6</b>	34.9	<b>41.8</b>	61.4
All other	<b>0.6</b>	0.7	<b>1.2</b>	1.2
<i>Total revenue from external sources</i>	<b>341.7</b>	355.7	<b>665.4</b>	700.8
Intersegment revenue	<b>1.8</b>	1.6	<b>3.2</b>	3.0
<i>Total revenue</i>	<b>343.5</b>	357.3	<b>668.6</b>	703.8
Reconciling items:				
Eliminate intersegment revenue	<b>(1.8 )</b>	(1.6 )	<b>(3.2 )</b>	(3.0 )
<i>Total consolidated revenues</i>	<b>\$341.7</b>	\$355.7	<b>\$665.4</b>	\$700.8
Segment income before federal income tax:				
Insurance segments SAP underwriting (loss) gain				
Personal insurance	<b>\$(13.2 )</b>	\$(14.5 )	<b>\$(11.5 )</b>	\$(24.0 )
Commercial insurance	<b>(8.8 )</b>	(2.6 )	<b>(17.1 )</b>	(8.3 )
Specialty insurance	<b>1.0</b>	(4.8 )	<b>2.6</b>	(13.0 )
<i>Total insurance segments loss</i>	<b>(21.0 )</b>	(21.9 )	<b>(26.0 )</b>	(45.3 )
Investment operations segment				
Net investment income	<b>21.5</b>	19.1	<b>41.4</b>	37.8
Net investment gain	<b>12.1</b>	15.8	<b>0.4</b>	23.6
<i>Total investment operations segment</i>	<b>33.6</b>	34.9	<b>41.8</b>	61.4
All other	<b>0.1</b>	0.1	<b>0.2</b>	0.2
<i>Total segment income before reconciling items</i>	<b>12.7</b>	13.1	<b>16.0</b>	16.3
Reconciling items:				
GAAP expense adjustments	<b>0.6</b>	1.4	<b>(3.4 )</b>	(3.5 )
Interest expense on corporate debt	<b>(1.7 )</b>	(1.5 )	<b>(3.3 )</b>	(2.9 )
Corporate expenses	<b>(3.9 )</b>	(1.1 )	<b>(4.8 )</b>	(2.0 )
<i>Total reconciling items</i>	<b>(5.0 )</b>	(1.2 )	<b>(11.6 )</b>	(8.4 )
<i>Total consolidated income before federal income tax expense</i>	<b>\$7.7</b>	\$11.9	<b>\$4.4</b>	\$7.9

Investable assets attributable to the Company's investment operations segment totaled \$2,711.3 million and \$2,781.2 million at June 30, 2018, and December 31, 2017, respectively.



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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

**12. Contingencies and Litigation**

In accordance with the Contingencies Topic of the FASB's Accounting Standards Codification, the Company accrues for a litigation-related liability when it is probable that such a liability has been incurred and the amount can be reasonably estimated. The Company reviews all litigation on an ongoing basis when making accrual and disclosure decisions. For certain legal proceedings, the Company cannot reasonably estimate a loss or a range of loss, if any, particularly for proceedings that are in their early stages of development or where the plaintiffs seek indeterminate damages. Various factors, including, but not limited to, the outcome of potentially lengthy discovery and the resolution of important factual questions, may need to be determined before probability can be established or before a loss or range of loss can be reasonably estimated. If the loss contingency in question is not both probable and reasonably estimable, the Company does not establish an accrual and the matter will continue to be monitored for any developments that would make the loss contingency both probable and reasonably estimable. Based on currently available information known to the Company, it believes that its reserves for litigation-related liabilities are reasonable. However, in the event that a legal proceeding results in a substantial judgment against, or settlement by, the Company, there can be no assurance that any resulting liability or financial commitment would not have a material adverse effect on the financial condition, results of operations or cash flows of the consolidated financial statements of the Company.

The Company is involved in lawsuits in the ordinary course of its business arising out of or otherwise related to its insurance policies. Additionally, from time to time the Company may be involved in lawsuits, including class actions, in the ordinary course of business but not arising out of or otherwise related to its insurance policies. These lawsuits are in various stages of development. The Company generally will contest these matters vigorously but may pursue settlement if appropriate. Based on currently available information, the Company does not believe it is reasonably possible that any such lawsuit or related lawsuits will be material to its results of operations or have a material adverse effect on its consolidated financial position, results of operations or cash flows.

Additionally, the Company may be impacted by adverse regulatory actions and adverse court decisions where insurance coverages are expanded beyond the scope originally contemplated in its insurance policies. The Company believes that the effects, if any, of such regulatory actions and published court decisions are not likely to have a material adverse effect on its consolidated financial position, results of operations or cash flows.



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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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

The term “State Auto Financial” as used below refers only to State Auto Financial Corporation and the terms “our Company,” “we,” “us,” and “our” as used below refer to State Auto Financial Corporation and its consolidated subsidiaries.

The term “second quarter” as used below refers to the three months ended June 30, for the time period then ended. For a glossary of terms for State Auto Financial Corporation and its subsidiaries and affiliates and a glossary of selected insurance and accounting terms, see the section entitled “Important Defined Terms Used in this Form 10-K” included in our Annual Report on Form 10-K for the year ended December 31, 2017 (the “2017 Form 10-K”).

The discussion and analysis presented below relates to the material changes in financial condition and results of operations for our consolidated balance sheets as of June 30, 2018 and December 31, 2017, and for the consolidated statements of income for the three and six month periods ended June 30, 2018 and 2017. This discussion and analysis should be read together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in the 2017 Form 10-K, and in particular the discussions in those sections thereof entitled “Overview,” “Executive Summary,” and “Critical Accounting Policies.” Readers are encouraged to review the entire 2017 Form 10-K, as it includes information regarding our Company not discussed in this Form 10-Q. This information will assist in your understanding of the discussion of our current period financial results.

The discussion and analysis presented below includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “believe” or “continue” or the negative thereof or variations thereon or similar terminology.

Forward-looking statements speak only as of the date the statements were made available. Although we believe that the expectations reflected in forward-looking statements have a reasonable basis, we can give no assurance that these expectations will prove to be correct. Forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed in or implied by the statements. For a discussion of the most significant risks and uncertainties that could cause our actual results to differ materially from those projected, see “Risk Factors” in Item 1A of the 2017 Form 10-K, updated by Part II, Item 1A of this Form 10-Q. Except to the limited extent required by applicable law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The reportable insurance segments are business units managed separately because of the differences in the type of customers they serve or products they provide or services they offer. The insurance segments market a broad line of property and casualty insurance products throughout the United States through independent insurance agencies, which include retail agents and wholesale brokers. The investment operations segment, managed by Stateco, provides investment services. See “Personal and Commercial Insurance” and “Specialty Insurance” in Item 1 of the 2017 Form 10-K for more information about our insurance segments. Financial information about our reportable segments for 2018 is set forth in Note 11 of our condensed consolidated financial statements included in Item 1 of this Form 10-Q.

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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**POOLING ARRANGEMENT**

The STFC Pooled Companies and the Mutual Pooled Companies participate in a quota share reinsurance pooling arrangement referred to as the "Pooling Arrangement." Under the Pooling Arrangement, State Auto Mutual assumes premiums, losses and expenses from each of the Pooled Companies and in turn cedes to each of the Pooled Companies a specified portion of premiums, losses and expenses based on each of the Pooled Companies' respective pooling percentages. State Auto Mutual then retains the balance of the pooled business.

The following table sets forth the participants and their participation percentages in the Pooling Arrangement:

**STFC**

**Pooled**

**Companies:**

State

Auto 1.0 %

P&C

Milwaukee

SA

Ohio

Total

STFC 65.0 %

Pooled

Companies

**State**

**Auto**

**Mutual**

**Pooled**

**Companies:**

State

Auto 4.5 %

Mutual

SA

Wisconsin

Meridian

Security

Patrons

Mutual 0.5

RIC

Plaza

American

Compensation

Bloomington

Compensation

Total

State

Auto 35.0 %

Mutual

Pooled

Companies



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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**RESULTS OF OPERATIONS**

The following table sets forth certain key performance indicators we use to monitor our operations for the three and six months ended June 30, 2018 and 2017:

(\$ millions, except per share amounts)	Three months ended		Six months ended	
	June 30		June 30	
	2018	2017	2018	2017
<b>GAAP Basis:</b>				
Total revenues	\$341.7	\$355.7	\$665.4	\$700.8
Income before federal income taxes	\$7.7	\$11.9	\$4.4	\$7.9
Net income	\$6.0	\$8.7	\$3.9	\$5.4
Basic earnings per share	\$0.14	\$0.21	\$0.09	\$0.13
Diluted earnings per share	\$0.14	\$0.21	\$0.09	\$0.13
Stockholders' equity	\$847.0	\$908.5		
Return on average equity (LTM)	(1.9 )%	5.4 %		
Book value per share	\$19.75	\$21.65		
Debt to capital ratio	12.6 %	11.9 %		
Cat loss and ALAE ratio	12.2 %	7.9 %	7.6 %	9.3 %
Non-cat loss and LAE ratio	58.6 %	64.0 %	61.5 %	63.5 %
Loss and LAE ratio	70.8 %	71.9 %	69.1 %	72.8 %
Expense ratio	36.2 %	34.3 %	35.7 %	34.7 %
Combined ratio	107.0 %	106.2 %	104.8 %	107.5 %
Premium written growth	(9.7 )%	(1.2 )%	(7.4 )%	0.7 %
Investment yield	3.2 %	3.0 %	3.1 %	3.0 %

**SAP Basis:**

Cat loss and ALAE ratio	12.2 %	7.9 %	7.6 %	9.3 %
Non-cat loss and ALAE ratio	52.4 %	58.5 %	55.6 %	57.8 %
ULAE ratio	6.3 %	5.7 %	6.0 %	5.8 %
Loss and LAE ratio	70.9 %	72.1 %	69.2 %	72.9 %
Expense ratio	35.8 %	32.6 %	36.2 %	33.7 %
Combined ratio	106.7 %	104.7 %	105.4 %	106.6 %

Twelve  
months  
ended  
June 30  
2018 2017

Net premiums written to surplus **1.8** 1.5

Our pre-tax income for the second quarter of 2018, compared with the second quarter of 2017, decreased \$4.2 million. Earned premiums and losses and loss expenses each decreased \$12.6 million when compared to the second quarter of 2017, due primarily to (i) our decision to exit specialty business during the latter half of 2017 and (ii) lower non-catastrophe losses and loss expenses compared to the same 2017 period. Partially offsetting the decrease in non-catastrophe losses and loss expenses was an increase in weather-related catastrophe losses and loss expenses. Net investment gains decreased by \$3.7 million, while net investment income increased \$2.4 million compared to the same 2017 period. Effective January 1, 2018, we adopted ASU 2016-01, which requires changes in fair value for equity securities and other invested assets still held to be reported through net income. Net investment gains for the three

months ended June 30, 2018, includes an unrealized gain of \$9.5 million resulting from fair value changes of equity securities and other invested assets still held that prior to 2018 would have been reported in other comprehensive income instead of pre-tax income.

Our pre-tax income for the six months ended June 30, 2018, decreased \$3.5 million compared with the first six months of 2017. Earned premiums and losses and loss expenses decreased \$15.8 million and \$34.6 million, respectively, when compared to the six months ended June 30, 2017, due primarily to our decision to exit specialty business. In addition, the decrease in losses and loss expenses was attributable to (i) lower current accident year losses and loss expenses, including both non-catastrophe and catastrophe and (ii) greater favorable development of prior accident year losses and loss expenses when compared to the same

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

2017 period. Net investment gains decreased \$23.2 million compared to the six months ended June 30, 2017, while net investment income increased by \$3.6 million. Net investment gains for 2018 includes a net unrealized loss of \$5.8 million.

The second quarter and year to date 2018 results were also impacted by increases in acquisition and operating expenses and other expenses when compared to the same 2017 periods, due to (i) increased estimates of agent and associate incentive compensation, (ii) higher report ordering costs, (iii) the continued impact of our technology investments and (iv) an increase in the valuation of a share-based compensation plan, which is accounted for as a liability plan (for additional information regarding our share-based compensation plans, see Note 14 in Item 8 of the 2017 Form 10-K).

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

**Insurance Segments**

We measure our top-line growth for our insurance segments based on net written premiums, which provide us with an indication of how well we are doing in terms of revenue growth before it is actually earned. Our policies provide a fixed amount of coverage for a stated period of time, often referred to as the “policy term.” As such, our written premiums are recognized as earned ratably over the policy term. The unearned portion of written premiums, called unearned premiums, is reflected on our balance sheet as a liability and represents our obligation to provide coverage for the unexpired term of the policies.

Insurance industry regulators require our insurance subsidiaries to report their financial condition and results of operations using SAP. We use SAP financial results, along with industry standard financial measures determined on a SAP basis and certain measures determined on a GAAP basis, to internally monitor the performance of our insurance segments and reward our employees.

One of the more significant differences between GAAP and SAP is that SAP requires all underwriting expenses to be expensed immediately and not deferred over the same period that the premium is earned. In converting SAP underwriting results to GAAP underwriting results, acquisition costs are deferred and amortized over the periods the related written premiums are earned. For a discussion of deferred acquisition costs, see “Critical Accounting Policies – Deferred Acquisition Costs” section included in Item 7 of our 2017 Form 10-K.

All references to financial measures or components thereof in this discussion are calculated on a GAAP basis, unless otherwise noted.

The following tables set forth certain key performance indicators for our insurance segments for the three and six months ended June 30, 2018 and 2017:

*(\$ in millions)*

<b>Three months ended June 30, 2018</b>	Personal	Commercial	Specialty	Total
Net written premiums	<b>\$184.9</b>	<b>\$120.8</b>	<b>\$2.4</b>	<b>\$308.1</b>
Net earned premiums	<b>164.9</b>	<b>115.6</b>	<b>27.0</b>	<b>307.5</b>
Losses and LAE incurred:				
Cat loss and ALAE	<b>27.1</b>	<b>10.6</b>	<b>(0.2 )</b>	<b>37.5</b>
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	<b>(10.6 )</b>	<b>(9.6 )</b>	<b>2.1</b>	<b>(18.1 )</b>
Current accident year non-cat loss and ALAE	<b>94.3</b>	<b>67.3</b>	<b>18.0</b>	<b>179.6</b>
Total non-cat loss and ALAE	<b>83.7</b>	<b>57.7</b>	<b>20.1</b>	<b>161.5</b>
<i>Total Loss and ALAE</i>	<b>110.8</b>	<b>68.3</b>	<b>19.9</b>	<b>199.0</b>
ULAE	<b>10.7</b>	<b>6.8</b>	<b>1.5</b>	<b>19.0</b>
<i>Total Loss and LAE</i>	<b>121.5</b>	<b>75.1</b>	<b>21.4</b>	<b>218.0</b>
Underwriting expenses	<b>56.6</b>	<b>49.3</b>	<b>4.6</b>	<b>110.5</b>
<i>Net underwriting (loss) gain</i>	<b>\$(13.2 )</b>	<b>\$(8.8 )</b>	<b>\$1.0</b>	<b>\$(21.0 )</b>
Cat loss and ALAE ratio	<b>16.4</b> %	<b>9.1</b> %	<b>(0.7 )</b> %	<b>12.2</b> %
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	<b>(6.4 )</b> %	<b>(8.3 )</b> %	<b>7.8</b> %	<b>(5.9 )</b> %
Current accident year non-cat loss and ALAE ratio	<b>57.2</b> %	<b>58.2</b> %	<b>66.4</b> %	<b>58.3</b> %
Total non-cat loss and ALAE ratio	<b>50.8</b> %	<b>49.9</b> %	<b>74.2</b> %	<b>52.4</b> %
<i>Total Loss and ALAE ratio</i>	<b>67.2</b> %	<b>59.0</b> %	<b>73.5</b> %	<b>64.6</b> %
ULAE ratio	<b>6.5</b> %	<b>6.0</b> %	<b>5.6</b> %	<b>6.3</b> %
<i>Total Loss and LAE ratio</i>	<b>73.7</b> %	<b>65.0</b> %	<b>79.1</b> %	<b>70.9</b> %
Expense ratio	<b>30.6</b> %	<b>40.7</b> %	<b>192.2</b> %	<b>35.8</b> %

*Combined ratio*

**104.3 % 105.7 % 271.3 % 106.7 %**

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

(\$ in millions)

Three months ended June 30, 2017	Personal	Commercial	Specialty	Total	
Net written premiums	\$ 150.4	\$ 117.2	\$ 73.7	\$ 341.3	
Net earned premiums	142.9	114.5	62.7	320.1	
Losses and LAE incurred:					
Cat loss and ALAE	13.5	11.0	0.7	25.2	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	(0.1 )	(15.6 )	0.9	(14.8 )	
Current accident year non-cat loss and ALAE	91.8	70.7	39.6	202.1	
Total non-cat loss and ALAE	91.7	55.1	40.5	187.3	
<i>Total Loss and ALAE</i>	105.2	66.1	41.2	212.5	
ULAE	9.2	6.1	3.0	18.3	
<i>Total Loss and LAE</i>	114.4	72.2	44.2	230.8	
Underwriting expenses	43.0	44.9	23.3	111.2	
<i>Net underwriting loss</i>	\$(14.5 )	\$(2.6 )	\$(4.8 )	\$(21.9 )	
Cat loss and ALAE ratio	9.5	% 9.7	% 1.0	% 7.9	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	(0.1 )%	(13.6 )%	1.5	% (4.6 )%	%
Current accident year non-cat loss and ALAE ratio	64.2	% 61.7	% 63.3	% 63.1	%
Total non-cat loss and ALAE ratio	64.1	% 48.1	% 64.8	% 58.5	%
<i>Total Loss and ALAE ratio</i>	73.6	% 57.8	% 65.8	% 66.4	%
ULAE ratio	6.5	% 5.2	% 4.6	% 5.7	%
<i>Total Loss and LAE ratio</i>	80.1	% 63.0	% 70.4	% 72.1	%
Expense ratio	28.5	% 38.3	% 31.8	% 32.6	%
<i>Combined ratio</i>	108.6	% 101.3	% 102.2	% 104.7	%

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

(\$ in millions)

<b>Six months ended June 30, 2018</b>	Personal	Commercial	Specialty	Total
Net written premiums	\$346.6	\$238.9	\$14.8	\$600.3
Net earned premiums	321.2	230.5	70.7	622.4
Losses and LAE incurred:				
Cat loss and ALAE	32.3	15.2	(0.2 )	47.3
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	(17.2 )	(19.3 )	2.4	(34.1 )
Current accident year non-cat loss and ALAE	191.6	140.7	48.0	380.3
Total non-cat loss and ALAE	174.4	121.4	50.4	346.2
<i>Total Loss and ALAE</i>	<b>206.7</b>	<b>136.6</b>	<b>50.2</b>	<b>393.4</b>
ULAE	20.0	13.7	3.7	37.5
<i>Total Loss and LAE</i>	<b>226.7</b>	<b>150.3</b>	<b>53.9</b>	<b>430.9</b>
Underwriting expenses	106.0	97.3	14.2	217.5
<i>Net underwriting (loss) gain</i>	<b>\$(11.5 )</b>	<b>\$(17.1 )</b>	<b>\$2.6</b>	<b>\$(26.0 )</b>
Cat loss and ALAE ratio	10.1	% 6.6	% (0.3 )	% 7.6
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	(5.4 )%	(8.4 )%	3.4	(5.5 )%
Current accident year non-cat loss and ALAE ratio	59.7	% 61.0	% 67.8	% 61.1
Total non-cat loss and ALAE ratio	54.3	% 52.6	% 71.2	% 55.6
<i>Total Loss and ALAE ratio</i>	<b>64.4</b>	<b>% 59.2</b>	<b>% 70.9</b>	<b>% 63.2</b>
ULAE ratio	6.2	% 6.0	% 5.2	% 6.0
<i>Total Loss and LAE ratio</i>	<b>70.6</b>	<b>% 65.2</b>	<b>% 76.1</b>	<b>% 69.2</b>
Expense ratio	30.6	% 40.7	% 96.2	% 36.2
<i>Combined ratio</i>	<b>101.2</b>	<b>% 105.9</b>	<b>% 172.3</b>	<b>% 105.4</b>

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

(\$ in millions)

Six months ended June 30, 2017	Personal	Commercial	Specialty	Total	
Net written premiums	\$282.4	\$ 227.3	\$ 138.5	\$648.2	
Net earned premiums	286.5	227.5	124.2	638.2	
Losses and LAE incurred:					
Cat loss and ALAE	35.7	20.9	2.9	59.5	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	2.2	(23.2 )	1.4	(19.6 )	
Current accident year non-cat loss and ALAE	169.8	137.0	81.8	388.6	
Total non-cat loss and ALAE	172.0	113.8	83.2	369.0	
<i>Total Loss and ALAE</i>	207.7	134.7	86.1	428.5	
ULAE	19.1	12.8	5.0	36.9	
<i>Total Loss and LAE</i>	226.8	147.5	91.1	465.4	
Underwriting expenses	83.7	88.3	46.1	218.1	
<i>Net underwriting loss</i>	\$(24.0 )	\$(8.3 )	\$(13.0 )	\$(45.3 )	
Cat loss and ALAE ratio	12.5	% 9.2	% 2.3	% 9.3	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	0.8	% (10.2 )%	1.2	% (3.1 )%	%
Current accident year non-cat loss and ALAE ratio	59.2	% 60.2	% 65.9	% 60.9	%
Total non-cat loss and ALAE ratio	60.0	% 50.0	% 67.1	% 57.8	%
<i>Total Loss and ALAE ratio</i>	72.5	% 59.2	% 69.4	% 67.1	%
ULAE ratio	6.7	% 5.6	% 4.0	% 5.8	%
<i>Total Loss and LAE ratio</i>	79.2	% 64.8	% 73.4	% 72.9	%
Expense ratio	29.6	% 38.8	% 33.3	% 33.7	%
<i>Combined ratio</i>	108.8	% 103.6	% 106.7	% 106.6	%

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

*Personal Insurance Segment*

The following tables set forth certain key performance indicators by major product line for our personal insurance segment for the three and six months ended June 30, 2018 and 2017:

Table 1

(\$ in millions)

<b>Three months ended June 30, 2018</b>	Personal Auto	Homeowners	Other Personal	Total
Net written premiums	<b>\$106.2</b>	<b>\$ 72.1</b>	<b>\$6.6</b>	<b>\$184.9</b>
Net earned premiums	<b>99.1</b>	<b>60.4</b>	<b>5.4</b>	<b>164.9</b>
Losses and LAE incurred:				
Cat loss and ALAE	<b>3.8</b>	<b>22.3</b>	<b>1.0</b>	<b>27.1</b>
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	<b>(7.2 )</b>	<b>(2.9 )</b>	<b>(0.5 )</b>	<b>(10.6 )</b>
Current accident year non-cat loss and ALAE	<b>64.8</b>	<b>25.9</b>	<b>3.6</b>	<b>94.3</b>
Total non-cat loss and ALAE	<b>57.6</b>	<b>23.0</b>	<b>3.1</b>	<b>83.7</b>
<i>Total Loss and ALAE</i>	<b>61.4</b>	<b>45.3</b>	<b>4.1</b>	<b>110.8</b>
ULAE	<b>5.9</b>	<b>4.6</b>	<b>0.2</b>	<b>10.7</b>
<i>Total Loss and LAE</i>	<b>67.3</b>	<b>49.9</b>	<b>4.3</b>	<b>121.5</b>
Underwriting expenses	<b>31.4</b>	<b>22.8</b>	<b>2.4</b>	<b>56.6</b>
<i>Net underwriting gain (loss)</i>	<b>\$0.4</b>	<b>\$ (12.3 )</b>	<b>\$ (1.3)</b>	<b>\$ (13.2 )</b>
Cat loss and ALAE ratio	<b>3.9</b>	<b>% 36.9</b>	<b>% 18.2</b>	<b>% 16.4</b>
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	<b>(7.2 )%</b>	<b>(4.8 )%</b>	<b>(9.8 )%</b>	<b>(6.4 )%</b>
Current accident year non-cat loss and ALAE ratio	<b>65.3</b>	<b>% 43.0</b>	<b>% 65.6</b>	<b>% 57.2</b>
Total non-cat loss and ALAE ratio	<b>58.1</b>	<b>% 38.2</b>	<b>% 55.8</b>	<b>% 50.8</b>
<i>Total Loss and ALAE ratio</i>	<b>62.0</b>	<b>% 75.1</b>	<b>% 74.0</b>	<b>% 67.2</b>
ULAE ratio	<b>6.0</b>	<b>% 7.6</b>	<b>% 5.2</b>	<b>% 6.5</b>
<i>Total Loss and LAE ratio</i>	<b>68.0</b>	<b>% 82.7</b>	<b>% 79.2</b>	<b>% 73.7</b>
Expense ratio	<b>29.5</b>	<b>% 31.5</b>	<b>% 36.1</b>	<b>% 30.6</b>
<i>Combined ratio</i>	<b>97.5</b>	<b>% 114.2</b>	<b>% 115.3</b>	<b>% 104.3</b>



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Table 2

(\$ in millions)

Three months ended June 30, 2017	Personal Auto	Homeowners	Other Personal	Total
Net written premiums	\$86.2	\$ 59.6	\$4.6	\$150.4
Net earned premiums	83.7	54.5	4.7	142.9
Losses and LAE incurred:				
Cat loss and ALAE	2.7	11.1	(0.3 )	13.5
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	(1.2 )	(0.9 )	2.0	(0.1 )
Current accident year non-cat loss and ALAE	62.2	27.9	1.7	91.8
Total non-cat loss and ALAE	61.0	27.0	3.7	91.7
<i>Total Loss and ALAE</i>	63.7	38.1	3.4	105.2
ULAE	5.6	3.4	0.2	9.2
<i>Total Loss and LAE</i>	69.3	41.5	3.6	114.4
Underwriting expenses	23.0	18.3	1.7	43.0
<i>Net underwriting loss</i>	\$(8.6 )	\$ (5.3 )	\$(0.6 )	\$(14.5 )
Cat loss and ALAE ratio	3.2	% 20.4	% (5.5 )	% 9.5
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	(1.4 )	% (1.7 )	% 43.0	% (0.1 )
Current accident year non-cat loss and ALAE ratio	74.2	% 51.2	% 35.2	% 64.2
Total non-cat loss and ALAE ratio	72.8	% 49.5	% 78.2	% 64.1
<i>Total Loss and ALAE ratio</i>	76.0	% 69.9	% 72.7	% 73.6
ULAE ratio	6.8	% 6.2	% 7.1	% 6.5
<i>Total Loss and LAE ratio</i>	82.8	% 76.1	% 79.8	% 80.1
Expense ratio	26.7	% 30.7	% 35.2	% 28.5
<i>Combined ratio</i>	109.5	% 106.8	% 115.0	% 108.6



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

(a majority-owned subsidiary of State Automobile Mutual Insurance Company)

Table 3

(\$ in millions)

<b>Six months ended June 30, 2018</b>	Personal Auto	Homeowners	Other Personal	Total
Net written premiums	<b>\$208.1</b>	<b>\$ 126.4</b>	<b>\$12.1</b>	<b>\$346.6</b>
Net earned premiums	<b>192.6</b>	<b>118.3</b>	<b>10.3</b>	<b>321.2</b>
Losses and LAE incurred:				
Cat loss and ALAE	<b>3.9</b>	<b>27.0</b>	<b>1.4</b>	<b>32.3</b>
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	<b>(11.2 )</b>	<b>(5.7 )</b>	<b>(0.3 )</b>	<b>(17.2 )</b>
Current accident year non-cat loss and ALAE	<b>131.7</b>	<b>54.3</b>	<b>5.6</b>	<b>191.6</b>
Total non-cat loss and ALAE	<b>120.5</b>	<b>48.6</b>	<b>5.3</b>	<b>174.4</b>
<i>Total Loss and ALAE</i>	<b>124.4</b>	<b>75.6</b>	<b>6.7</b>	<b>206.7</b>
ULAE	<b>10.9</b>	<b>8.6</b>	<b>0.5</b>	<b>20.0</b>
<i>Total Loss and LAE</i>	<b>135.3</b>	<b>84.2</b>	<b>7.2</b>	<b>226.7</b>
Underwriting expenses	<b>60.3</b>	<b>41.0</b>	<b>4.7</b>	<b>106.0</b>
<i>Net underwriting loss</i>	<b>\$(3.0 )</b>	<b>\$(6.9 )</b>	<b>\$(1.6 )</b>	<b>\$(11.5 )</b>
Cat loss and ALAE ratio	<b>2.1</b>	<b>% 22.8</b>	<b>% 13.3</b>	<b>% 10.1</b>
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	<b>(5.8 )%</b>	<b>(4.8 )%</b>	<b>(2.9 )%</b>	<b>(5.4 )%</b>
Current accident year non-cat loss and ALAE ratio	<b>68.3</b>	<b>% 45.9</b>	<b>% 53.9</b>	<b>% 59.7</b>
Total non-cat loss and ALAE ratio	<b>62.5</b>	<b>% 41.1</b>	<b>% 51.0</b>	<b>% 54.3</b>
<i>Total Loss and ALAE ratio</i>	<b>64.6</b>	<b>% 64.0</b>	<b>% 64.3</b>	<b>% 64.4</b>
ULAE ratio	<b>5.6</b>	<b>% 7.2</b>	<b>% 5.3</b>	<b>% 6.2</b>
<i>Total Loss and LAE ratio</i>	<b>70.2</b>	<b>% 71.2</b>	<b>% 69.6</b>	<b>% 70.6</b>
Expense ratio	<b>29.0</b>	<b>% 32.4</b>	<b>% 39.0</b>	<b>% 30.6</b>
<i>Combined ratio</i>	<b>99.2</b>	<b>% 103.6</b>	<b>% 108.6</b>	<b>% 101.2</b>



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Table 4

(\$ in millions)

Six months ended June 30, 2017	Personal Auto	Homeowners	Other Personal	Total	
Net written premiums	\$ 168.8	\$ 104.8	\$ 8.8	\$ 282.4	
Net earned premiums	166.9	110.0	9.6	286.5	
Losses and LAE incurred:					
Cat loss and ALAE	5.9	29.1	0.7	35.7	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	(1.8 )	1.9	2.1	2.2	
Current accident year non-cat loss and ALAE	118.6	48.0	3.2	169.8	
Total non-cat loss and ALAE	116.8	49.9	5.3	172.0	
<i>Total Loss and ALAE</i>	122.7	79.0	6.0	207.7	
ULAE	10.3	8.1	0.7	19.1	
<i>Total Loss and LAE</i>	133.0	87.1	6.7	226.8	
Underwriting expenses	46.6	33.8	3.3	83.7	
<i>Net underwriting loss</i>	\$(12.7 )	\$ (10.9 )	\$ (0.4 )	\$(24.0 )	
Cat loss and ALAE ratio	3.5	% 26.5	% 7.0	% 12.5	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	(1.1 )	% 1.7	% 21.4	% 0.8	%
Current accident year non-cat loss and ALAE ratio	71.4	% 43.6	% 34.1		