

State Auto Financial CORP
Form 10-Q
November 04, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended September 30, 2009

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 (Address of principal executive offices)	43215-3976 (Zip Code)

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

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

Yes No

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

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

Yes No

On October 30, 2009, the Registrant had 39,771,541 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**

(\$ millions, except per share amount)

	September 30 2009 (unaudited)	December 31 2008 (see Note 1)
Assets		
Fixed maturities, available-for-sale, at fair value (amortized cost \$1,775.9 and \$1,781.1, respectively)	\$ 1,844.0	1,770.7
Equity securities, available-for-sale, at fair value (cost \$153.7 and \$144.3, respectively)	175.3	137.5
Other invested assets, available-for-sale, at fair value (cost \$34.2 and \$32.4, respectively)	41.2	31.7
Notes receivable from affiliate	70.0	
Other invested assets	1.6	1.4
<i>Total investments</i>	2,132.1	1,941.3
Cash and cash equivalents	102.1	150.5
Accrued investment income and other assets	45.2	40.2
Deferred policy acquisition costs	130.7	122.3
Reinsurance recoverable on losses and loss expenses payable (affiliates \$0.2 and \$0.6, respectively)	24.9	21.2
Prepaid reinsurance premiums	7.4	7.0
Due from affiliate	9.6	
Current federal income taxes	43.2	37.6
Deferred federal income taxes	71.9	111.0
Property and equipment, at cost (net of accumulated depreciation of \$6.6 and \$6.2, respectively)	12.2	12.5
<i>Total assets</i>	\$ 2,579.3	2,443.6
Liabilities and Stockholders Equity		
Liabilities:		
Losses and loss expenses payable (affiliates \$355.6 and \$343.0, respectively)	\$ 839.9	791.2
Unearned premiums (affiliates \$184.3 and \$175.0, respectively)	558.0	515.1
Notes payable (affiliates \$15.5 and \$15.5, respectively)	117.3	117.6
Postretirement and pension benefits	164.5	187.7
Other liabilities	65.3	55.1
Due to affiliate		15.9
<i>Total liabilities</i>	1,745.0	1,682.6
Stockholders equity:		

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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; 46.5 and 46.3 shares issued, respectively, at stated value of \$2.50 per share

	116.3	115.9
Treasury stock, 6.8 shares, at cost	(115.7)	(115.5)
Additional paid-in capital	113.9	109.0
Accumulated other comprehensive loss	(7.4)	(97.6)
Retained earnings	727.2	749.2

<i>Total stockholders equity</i>	834.3	761.0
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<i>Total liabilities and stockholders equity</i>	\$ 2,579.3	2,443.6
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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

(\$ millions, except per share amounts)

(unaudited)	Three months ended September 30	
	2009	2008
Revenues		
Earned premiums (ceded to affiliates \$188.8 and \$175.4, respectively)	\$ 298.3	280.7
Net investment income (affiliates \$1.2 in 2009)	21.6	23.0
Net realized gain (loss) on investments	3.6	(4.3)
Other income (affiliates \$0.5 and \$0.8, respectively)	1.0	1.2
Total revenues	324.5	300.6
Expenses		
Losses and loss expenses (ceded to affiliates \$126.3 and \$126.7, respectively)	203.8	231.2
Acquisition and operating expenses	102.0	94.9
Interest expense (affiliates \$0.2 and \$0.3, respectively)	1.8	1.8
Other expenses, net	3.2	2.9
Total expenses	310.8	330.8
Income (loss) before federal income tax expense (benefit)	13.7	(30.2)
Federal income tax expense (benefit)	0.7	(15.5)
Net income (loss)	\$ 13.0	(14.7)
Earnings (loss) per common share:		
Basic	\$ 0.33	(0.37)
Diluted	\$ 0.33	(0.37)
Dividends paid per common share	\$ 0.15	0.15

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

(\$ millions, except per share amounts)

(unaudited)	Nine months ended September 30	
	2009	2008
Revenues		
Earned premiums (ceded to affiliates \$552.9 and \$522.2, respectively)	\$ 876.9	841.0
Net investment income (affiliates \$1.9 in 2009)	60.7	67.7
Net realized loss on investments	(5.2)	(3.7)
Other income (affiliates \$1.7 and \$2.4, respectively)	3.0	3.6
Total revenues	935.4	908.6
Expenses		
Losses and loss expenses (ceded to affiliates \$416.1 and \$421.4, respectively)	654.1	681.9
Acquisition and operating expenses	295.4	280.9
Interest expense (affiliates \$0.6 and \$0.9, respectively)	5.6	5.5
Other expenses, net	9.2	9.7
Total expenses	964.3	978.0
Loss before federal income tax benefit	(28.9)	(69.4)
Federal income tax benefit	(24.7)	(38.9)
Net loss	\$ (4.2)	(30.5)
Loss per common share:		
Basic	\$ (0.11)	(0.77)
Diluted	\$ (0.11)	(0.77)
Dividends paid per common share	\$ 0.45	0.45

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

<i>(\$ millions)</i>	Nine months ended	
(unaudited)	September 30	
	2009	2008
Cash flows from operating activities:		
Net loss	\$ (4.2)	(30.5)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization, net	9.4	6.4
Share-based compensation	2.9	4.8
Net realized loss on investments	5.2	3.7
Changes in operating assets and liabilities:		
Deferred policy acquisition costs	(8.3)	(7.2)
Accrued investment income and other assets	(0.1)	(2.0)
Postretirement and pension benefit	(2.1)	4.0
Other liabilities and due to/from affiliates, net	(25.1)	(2.8)
Reinsurance recoverable on losses and loss expenses payable and prepaid reinsurance premiums	(4.1)	(19.0)
Losses and loss expenses payable	48.7	136.2
Unearned premiums	42.9	30.5
Excess tax benefits on share based awards		0.4
Federal income taxes	(11.8)	(59.0)
Cash provided from Pooling Arrangement Amendment effective January 1, 2008		92.0
Net cash provided by operating activities	53.4	157.5
Cash flows from investing activities:		
Purchases of fixed maturities available-for-sale	(368.8)	(253.9)
Purchases of equity securities available-for-sale	(44.5)	(27.2)
Purchases of other invested assets	(2.9)	(24.7)
Maturities, calls and pay downs of fixed maturities available-for-sale	94.5	41.3
Sales of fixed maturities available-for-sale	278.2	119.3
Sales of equity securities available-for-sale	27.1	53.0
Sales of other invested assets	0.7	0.9
Notes to affiliate	(70.0)	
Net additions of property and equipment	(0.1)	(0.4)
Net cash used in investing activities	(85.8)	(91.7)
Cash flows from financing activities:		
Proceeds from issuance of common stock	1.8	3.1
Payments to acquire treasury shares		(33.2)
Excess tax benefits on share based awards		0.4
Payment of dividends	(17.8)	(17.9)

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<i>Net cash used in financing activities</i>	(16.0)	(47.6)
Net (decrease) increase in cash and cash equivalents	(48.4)	18.2
Cash and cash equivalents at beginning of period	150.5	70.9
Cash and cash equivalents at end of period	\$ 102.1	89.1
<u>Supplemental disclosures:</u>		
Federal income taxes (received) paid	\$ (12.9)	18.0
Interest paid (to affiliates \$0.7 and \$0.9, respectively)	\$ 3.8	4.1

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 ("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 for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of normal, recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine month period ended September 30, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. The balance sheet at December 31, 2008 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required 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, 2008 (the "2008 Form 10-K"). Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the 2008 Form 10-K.

Adoption of Recent Accounting Pronouncements

Accounting Standards Codification

In June 2009, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162* ("the Codification"). The Codification reorganized existing U.S. accounting and reporting standards issued by the FASB and other related private sector standard setters into a single source of authoritative accounting principles arranged by topic. The Codification supersedes all existing U.S. accounting standards; all other accounting literature not included in the Codification (other than Securities and Exchange Commission guidance for publicly-traded companies) is considered non-authoritative. The Codification was effective on a prospective basis for interim and annual reporting periods ending after September 15, 2009. The adoption of the Codification changed the Company's references to U.S. GAAP accounting standards but did not impact the Company's consolidated financial statements.

Subsequent Events

In May 2009, the FASB issued new guidance for accounting for subsequent events. The new guidance, which is now part of the FASB Accounting Standards Codification ("ASC") Topic Subsequent Events, establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Specifically, the new guidance sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements. The new guidance was effective on a prospective basis for interim or annual periods ending after June 15, 2009. The Company adopted this new guidance effective June 30, 2009, and determined it had no effect on the Company's consolidated financial statements. The disclosures required by this new guidance are provided in Note 14.

Other-Than-Temporary Impairments

In April 2009, the FASB issued new guidance for the accounting for other-than-temporary impairments. Under the new guidance, which is now part of the ASC Topic Investments – Debt and Equity Securities, the indicators used in considering an impairment of a debt security to be other-than-temporary have been modified, from management asserting it has both the intent and the ability to hold an impaired security for a period of time sufficient for anticipated recovery in fair value to management asserting that (a) it does not have the intent to sell the security and

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(b) it is more likely than not it will not have to sell the security before recovery. Additionally, this new guidance requires that other-than-temporary impairments on debt securities due to credit be recognized in earnings while non-credit other-than-temporary impairments be recognized in other comprehensive income. This new guidance also requires companies to disclose major security types for both debt and equity securities and to provide meaningful disclosure about individually significant unrealized losses and all such disclosures are required to be included in both interim and annual periods. This new guidance was effective for interim and annual reporting periods ending after June 15, 2009. The Company adopted this new guidance effective April 1, 2009, and determined it did not have a material effect on the Company's consolidated financial statements. The disclosures required by this new guidance are provided in Note 2.

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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)

Additional Fair Value Measurement Guidance

In April 2009, the FASB issued new guidance for determining when a transaction is not orderly and for estimating fair value when there has been a significant decrease in the volume and level of activity for an asset or liability. The new guidance, which is now part of the ASC Topic Fair Value Measurements and Disclosures, requires disclosure of the inputs and valuation techniques used, as well as any changes in valuation techniques and inputs used during the period, to measure fair value in interim and annual periods. In addition, the presentation of the fair value hierarchy is required to be presented by major security type as described in the ASC Topic Investments – Debt and Equity Securities. The provisions of the new guidance were effective for interim periods ending after June 15, 2009. The Company adopted this new guidance effective April 1, 2009, and determined it did not have a material effect on the Company's consolidated financial statements. The disclosures required by this new guidance are provided in Note 3.

Disclosures about Fair Value of Financial Instruments

In April 2009, the FASB issued new guidance related to the disclosure of the fair value of financial instruments. The new guidance, which is now part of the ASC Topic Financial Instruments, requires disclosure of the fair value of financial instruments whether recognized or not recognized on the balance sheet in interim and annual financial statements. The provisions of the new guidance were effective for interim periods ending after June 15, 2009. The Company adopted this new guidance effective April 1, 2009. The disclosures required by this new guidance are provided in Notes 5 and 6.

Pending Adoption of Accounting Pronouncements

Amendments to Accounting for Variable Interest Entities

In June 2009, the FASB issued revised guidance on the accounting for variable interest entities. The revised guidance, which was issued as Statement of Financial Accounting Standards No. 167, *Amendments to FASB Interpretation No. 46(R)*, has not yet been adopted into the Codification. The revised guidance reflects the elimination of the concept of a qualifying special-purpose entity and replaces the quantitative-based risks and rewards calculation of the previous guidance for determining which company, if any, has a controlling financial interest in a variable interest entity. The revised guidance requires an analysis of whether a company has: (1) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (2) the obligation to absorb the losses that could potentially be significant to the entity or the right to receive benefits from the entity that could potentially be significant to the entity. An entity is required to be re-evaluated as a variable interest entity when the holders of the equity investment at risk, as a group, lose the power from voting rights or similar rights to direct the activities that most significantly impact the entity's economic performance. Additional disclosures are required about a company's involvement in variable interest entities and an ongoing assessment of whether a company is the primary beneficiary. The new guidance is effective on a prospective basis at the start of the Company's first fiscal year beginning after November 15, 2009. The Company is still assessing the impact the provisions of the new guidance will have on its consolidated financial statements.

Employers' Disclosures about Postretirement Benefit Plan Assets

In December 2008, the FASB issued new guidance on the disclosure of postretirement benefit plan assets. The new guidance, which is now part of the ASC Topic Compensation – Retirement Benefits, requires an employer to provide certain disclosures about plan assets of its defined benefit pension or other postretirement plans. The required disclosures include the investment policies and strategies of the plans, the fair value of the major categories of plan assets, the inputs and valuation techniques used to develop fair value measurements and a description of significant concentrations of risk in plan assets. The new guidance is effective on a prospective basis for fiscal years ending after December 15,

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2009. The Company does not expect that the provisions of the new guidance will have a material effect on its 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, Continued (Unaudited)

2. Investments

The following table summarizes the cost or amortized cost and fair value of available-for-sale securities at September 30, 2009:

(\$ millions)

	Cost or amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Fair value
Fixed Maturities:				
U.S. treasury securities and obligations of U.S. government agencies	\$ 261.3	\$ 5.3	\$ (0.3)	\$ 266.3
Obligations of states and political subdivisions	1,129.5	51.0	(0.5)	1,180.0
Corporate securities	94.3	3.2		97.5
U.S. government agencies residential mortgage-backed securities	290.8	9.8	(0.4)	300.2
<i>Total fixed maturities</i>	1,775.9	69.3	(1.2)	1,844.0
Equity securities:				
Large-cap equity securities:				
Consumer	40.5	7.2	(0.4)	47.3
Technological	36.7	6.4	(0.8)	42.3
Industrial and materials	35.9	5.5	(0.7)	40.7
Energy	17.2	1.3	(1.2)	17.3
Financial services	7.7	2.7		10.4
Utilities	2.2			2.2
<i>Total large-cap equity securities</i>	140.2	23.1	(3.1)	160.2
Small-cap equity securities	13.5	1.6		15.1
<i>Total equity securities</i>	153.7	24.7	(3.1)	175.3
Other invested assets	34.2	7.0		41.2
<i>Total available-for-sale securities</i>	\$ 1,963.8	\$ 101.0	\$ (4.3)	\$ 2,060.5

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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)

At September 30, 2009, there were no individual investments reflected in the table below with an unrealized holding loss that had a fair value significantly below cost continually for more than one year. There were no individual securities with a material unrealized holding loss at September 30, 2009. The following table reflects the Company's gross unrealized losses and fair value on its investments, aggregated by investment category and length of time for individual securities, that have been in a continuous unrealized loss position at September 30, 2009:

Description of securities	Less than 12 months			12 months or more			Total		Number of positions
	Fair value	Unrealized losses	Number of positions	Fair value	Unrealized losses	Number of positions	Fair value	Unrealized losses	
<i>(\$ millions, except # of positions)</i>									
Fixed maturities:									
U.S. treasury securities and obligations of U.S. government agencies	\$ 25.0	\$	8	\$ 26.3	\$ (0.3)	3	\$ 51.3	\$ (0.3)	11
Obligations of states and political subdivisions	8.9	(0.1)	3	29.8	(0.4)	11	38.7	(0.5)	14
Corporate securities	3.2		2	1.0		1	4.2		3
U.S. government agencies residential mortgage-backed securities	1.2		1	22.0	(0.4)	11	23.2	(0.4)	12
Total fixed maturities	38.3	(0.1)	14	79.1	(1.1)	26	117.4	(1.2)	40
Equity securities:									
Consumer	7.1	(0.4)	3	2.4		1	9.5	(0.4)	4
Technological	5.8	(0.4)	2	7.3	(0.4)	2	13.1	(0.8)	4
Industrial and materials	6.2	(0.5)	1	2.9	(0.2)	2	9.1	(0.7)	3
Energy	1.7		1	8.5	(1.2)	2	10.2	(1.2)	3
Financial services	1.1		1				1.1		1
Utilities	2.2		2				2.2		2
Total equity securities	24.1	(1.3)	10	21.1	(1.8)	7	45.2	(3.1)	17
Total temporarily impaired securities	\$ 62.4	\$ (1.4)	24	\$ 100.2	\$ (2.9)	33	\$ 162.6	\$ (4.3)	57

The amortized cost and fair value of fixed maturities at September 30, 2009, by contractual maturity, are as follows:

(\$ millions)

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	Amortized cost	Fair value
Due in 1 year or less	\$	
Due after 1 year through 5 years	141.4	145.8
Due after 5 years through 10 years	527.6	549.9
Due after 10 years	816.1	848.1
U.S. government agencies residential mortgage-backed securities	290.8	300.2
<i>Total</i>	\$1,775.9	1,844.0

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.

Fixed maturities with fair values of approximately \$54.1 million were on deposit with insurance regulators as required by law at September 30, 2009.

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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)

Components of net investment income for the three and nine months ended September 30 are summarized as follows:

(\$ millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
Fixed maturities	\$ 19.8	21.5	\$ 56.4	61.3
Equity securities	0.8	1.1	2.5	3.6
Cash and cash equivalents, and other	1.4	1.0	3.3	4.5
<i>Investment income</i>	22.0	23.6	62.2	69.4
<i>Investment expenses</i>	0.4	0.6	1.5	1.7
<i>Net investment income</i>	\$ 21.6	23.0	\$ 60.7	67.7

The Company's current investment strategy does not rely on the use of derivative financial instruments. See Note 3 for additional fair value disclosures.

Realized losses recognized for the three and nine months ended September 30 related to other-than-temporary impairments on the Company's investment portfolio are summarized as follows:

(\$ millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
Equity securities	\$ (0.9)	(5.9)	\$ (7.9)	(9.6)
<i>Total other-than-temporary impairments</i>	\$ (0.9)	(5.9)	\$ (7.9)	(9.6)

The Company considers the following factors when assessing its equity securities and other invested assets for other-than-temporary impairment: (1) the length of time and/or the significance of decline below cost; (2) its ability and intent to hold these securities through their recovery periods; (3) the current financial condition of the issuer and its future business prospects; and (4) the ability of the market value to recover to cost in the near term. The Company reviewed its investments at September 30, 2009, and determined no additional other-than-temporary impairment exists in the gross unrealized holding losses. The Company considers the following factors when assessing its fixed maturities investments for other-than-temporary impairment: (1) the financial condition of the issuer; (2) intent to sell; and (3) if it is more likely than not that the Company will be required to sell the investments before recovery. The Company did not recognize other-than-temporary impairments on its fixed maturity securities for the three and nine months ended September 30, 2009 and 2008.

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Proceeds on sales of available-for-sale securities for the three and nine months ended September 30, 2009, were \$105.9 million and \$310.7 million, respectively.

The unrealized holding gains and losses, net of applicable deferred taxes, are shown as a separate component of stockholders' equity as a part of accumulated other comprehensive loss and, as such, are not included in the determination of net income (loss). Realized gains and losses on the sales of investments are computed using the first-in, first-out method.

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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)

Realized and unrealized holding gains and losses for the three and nine months ended September 30 are summarized as follows:

(\$ millions)	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
Realized gains:				
Fixed maturities	\$ 2.0	0.8	\$ 5.2	1.5
Equity securities	2.7	1.5	4.0	8.7
<i>Total realized gains</i>	4.7	2.3	9.2	10.2
Realized losses:				
Fixed maturities			(0.1)	
Equity securities	(1.1)	(6.6)	(14.3)	(13.9)
<i>Total realized losses</i>	(1.1)	(6.6)	(14.4)	(13.9)
<i>Net realized gain (loss) on investments</i>	\$ 3.6	(4.3)	\$ (5.2)	(3.7)
Change in unrealized holding gains (losses):				
Fixed maturities	\$ 47.9	(53.9)	\$ 78.5	(78.6)
Equity securities	17.0	(1.7)	28.4	(31.4)
Other invested assets	5.8	(5.3)	7.7	(8.1)
Deferred federal income tax (liability) asset thereon	(24.7)	21.3	(40.1)	41.3
Valuation allowance			2.6	
<i>Change in net unrealized holding gains (losses)</i>	\$ 46.0	(39.6)	\$ 77.1	(76.8)

There was a deferred federal tax liability on the net unrealized holding gains at September 30, 2009, of \$33.8 million. There was a deferred federal tax asset on the net unrealized holding losses at December 31, 2008, of \$3.7 million, net of a valuation allowance of \$2.6 million.

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.

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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 one nationally recognized pricing service to estimate the majority of its available for sale 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 a reasonable estimate. At September 30, 2009 the Company did not adjust any of the prices received from the pricing service.

The following sections describe the valuation methods used by the Company for each type of financial instrument it holds that are carried at fair value:

Fixed Maturities

The Company utilizes a pricing service to estimate fair value measurements for approximately 99.9% 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. 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. At September 30, 2009, the pricing service provided all valuations for the fixed maturity securities, except for one fixed maturity security discussed below.

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The Company holds one fixed maturity security for which the Company estimates the fair value of this security using the present value of the future cash flows. Due to the limited amount of observable market information, the Company includes this security in Level 3.

Equities

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

Other Invested Assets

The fair value of other invested assets managed by third party investment managers consisting of two international funds (the funds) are based on the net asset value obtained from third party trustee statements. The net asset value reflects the fair value of the funds underlying investments, the majority of which have observable market quotes. The Company employs procedures to assess the reasonableness of the fair value of the funds including obtaining and reviewing each fund s audited financial statements. However, there are other inputs which are considered to be unobservable, and therefore the funds are classified as Level 3.

The remainder of the Company s other invested assets consist primarily of holdings in publicly-traded mutual funds. The Company believes that its estimates for these publicly-traded mutual funds reasonably reflect their fair values and consequently these securities have been disclosed in Level 1.

The table below summarizes the Company s available-for-sale investments within the fair value hierarchy at September 30, 2009:

<i>(\$ millions)</i>	Total	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Fixed maturities:				
U.S. treasury securities and obligations of U.S. government agencies	\$ 266.3		266.3	
Obligations of states and political subdivisions	1,180.0		1,180.0	
Corporate securities	97.5		95.1	2.4
U.S. government agencies residential mortgage-backed securities	300.2		300.2	
<i>Total fixed maturities</i>	1,844.0		1,841.6	2.4
Equity securities:				
Large-cap equity securities:				
Consumer	47.3	47.3		

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Technological	42.3	42.3		
Industrial and materials	40.7	40.7		
Energy	17.3	17.3		
Financial services	10.4	10.4		
Utilities	2.2	2.2		
<i>Total large-cap equity securities</i>	160.2	160.2		
Small-cap equity securities	15.1	15.1		
<i>Total equity securities</i>	175.3	175.3		
Other invested assets	41.2	3.9		37.3
<i>Total available-for-sale investments</i>	\$ 2,060.5	179.2	1,841.6	39.7

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For assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately for each major category of assets, is as follows:

Fair value measurements using significant unobservable inputs (Level 3) for the three and nine months ended September 30, 2009:

<i>(\$ millions)</i>	Fixed maturities	Other invested assets
Balance at January 1, 2009	\$ 2.3	28.8
Total realized gains and losses		(4.6)
Included in other comprehensive loss total gains or losses unrealized	0.2	0.2
Purchases, issuances, and settlements		
Transfers in and/or out of Level 3		
Balance at March 31, 2009	2.5	24.4
Total realized gains and losses		5.4
Included in other comprehensive loss total gains or losses unrealized	(0.1)	0.4
Purchases, issuances, and settlements		
Transfers in and/or out of Level 3		
Balance at June 30, 2009	2.4	30.2
Total realized gains and losses		4.9
Included in other comprehensive loss total gains or losses unrealized		0.3
Purchases, issuances, and settlements		1.9
Transfers in and/or out of Level 3		
Balance at September 30, 2009	\$ 2.4	37.3

Fair value measurements using significant unobservable inputs (Level 3) for the three and nine months ended September 30, 2008:

<i>(\$ millions)</i>	Fixed maturities	Other invested assets
Balance at January 1, 2008	\$ 2.1	16.3
Total realized gains and losses		
Included in other comprehensive loss total gains or losses unrealized		(0.9)
Purchases, issuances, and settlements		8.0
Transfers in and/or out of Level 3		

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Balance at March 31, 2008	2.1	23.4
Total realized gains and losses		
Included in other comprehensive loss total gains or losses unrealized		(1.7)
Purchases, issuances, and settlements		8.0
Transfers in and/or out of Level 3		
Balance at June 30, 2008	2.1	29.7
Total realized gains and losses		
Included in other comprehensive loss total gains or losses unrealized	0.1	(4.9)
Purchases, issuances, and settlements		8.0
Transfers in and/or out of Level 3		
Balance at September 30, 2008	\$ 2.2	32.8

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Below is a summary of the carrying value and fair value of financial instruments at September 30, 2009:

<i>(\$ millions)</i>	Carrying value	Fair value	Reference
Assets:			
Fixed maturities, available-for-sale, at fair value	\$ 1,844.0	\$ 1,844.0	See above
Equity securities, available-for-sale, at fair value	175.3	175.3	See above
Other invested assets, available-for-sale, at fair value	41.2	41.2	See above
Notes receivable from affiliate	70.0	70.7	See Note 5
Liabilities:			
Notes payable	117.3	116.7	See Note 6

4. Reinsurance

A quota share reinsurance pooling arrangement (the *Pooling Arrangement*) exists between State Auto Property & Casualty Insurance Company, Milbank Insurance Company, Farmers Casualty Insurance Company, and State Auto Insurance Company of Ohio, (collectively referred to as the *STFC Pooled Companies*) and State Automobile Mutual Insurance Company (*State Auto Mutual*) and its subsidiaries and affiliates, State Auto Insurance Company of Wisconsin, State Auto Florida Insurance Company, Meridian Citizens Mutual Insurance Company, Meridian Security Insurance Company (*Meridian Security*), Beacon National Insurance Company, Patrons Mutual Insurance Company of Connecticut, and Litchfield Mutual Fire Insurance Company (collectively referred to as the *Mutual Pooled Companies*). Together, the *STFC Pooled Companies* and *Mutual Pooled Companies* are collectively referred to as the *Pooled Companies* or the *State Auto Pool*.

The following table provides a summary of the Company's reinsurance transactions with other insurers and reinsurers, as well as reinsurance transactions with affiliates:

<i>(\$ millions)</i>	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
Premiums earned				
Assumed from other insurers and reinsurers	\$ 1.3	1.6	\$ 3.9	4.3
Assumed under State Auto Pool and other affiliate arrangements	288.8	270.1	847.3	808.7
Ceded to other insurers and reinsurers	(6.4)	(6.7)	(19.9)	(16.3)
Ceded under State Auto Pool and other affiliate arrangements	(188.8)	(175.4)	(552.9)	(522.2)
Net assumed premiums earned	\$ 94.9	89.6	\$ 278.4	274.5
Losses and loss expenses incurred				
Assumed from other insurers and reinsurers	\$ 1.1	0.6	\$ 2.0	1.9
Assumed under State Auto Pool and other affiliate arrangements	194.7	224.1	628.1	655.1

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Ceded to other insurers and reinsurers	(4.5)	(18.5)	(13.5)	(20.1)
Ceded under State Auto Pool and other affiliate arrangements	(126.3)	(126.7)	(416.1)	(421.4)
<i>Net assumed losses and loss expenses incurred</i>	\$ 65.0	79.5	\$ 200.5	215.5

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5. Transactions with Affiliates

In May 2009, State Auto Financial's subsidiaries State Auto P&C and Milbank entered into separate Credit Agreements with State Auto Mutual, in which they loaned State Auto Mutual \$70.0 million (\$50.0 million and \$20.0 million, respectively) for ten years. Interest is due semi-annually at a fixed annual interest rate of 7.00%, with the principal due May 2019. There is no prepayment penalty, and there was no collateral given in exchange for the notes.

Under this agreement, State Auto Financial earned interest of \$1.2 million and \$1.9 million for the three and nine months ended September 30, 2009. Interest income is included in net investment income on the condensed consolidated statements of income.

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. Notes receivable at September 30, 2009, consisted of the following:

<i>(\$ millions, except interest rates)</i>	Carrying value	Fair value	Interest rate
Notes receivable from affiliate	\$ 70.0	\$ 70.7	7.00%

6. Notes Payable

The carrying amount of the Subordinated Debentures in the consolidated balance sheets approximates its fair value as the interest rate adjusts quarterly. The \$100.0 million, 6.25% Senior Notes have a fair value of \$101.2 million at September 30, 2009. The fair value of the Senior Notes is based on the quoted market price at September 30, 2009. Notes payable at September 30 consisted of the following:

<i>(\$ millions, except interest rates)</i>	Carrying value	Fair value	Interest rate
Senior Notes due 2013: issued \$100.0, November 2003 with fixed interest	\$ 101.8	\$ 101.2	6.25%
Affiliate subordinated debentures due 2033: issued \$15.5, May 2003 with variable interest	15.5	15.5	4.87%
Total notes payable	\$ 117.3	\$ 116.7	

State Auto Financial has a credit facility (the Credit Facility) with a syndicate of financial institutions. On April 1, 2009, the Credit Facility was amended as follows:

1. The maximum amount which may be borrowed by State Auto Financial was reduced from \$200.0 million to \$100.0 million;

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2. The amount of loans that may be advanced from State Auto Financial and its subsidiaries to State Auto Mutual and its subsidiaries (that are not State Auto Financial or its subsidiaries) was increased from \$50.0 million to \$75.0 million;
3. The definition of net worth was modified to exclude accumulated other comprehensive income (loss); and
4. State Auto Financial's minimum net worth covenant was modified.

As amended, the Credit Facility provides for a \$100.0 million unsecured revolving credit facility maturing in July 2012. The Credit Facility is available for general corporate purposes. The Credit Facility provides for interest-only payments during its term, with principal due in full at maturity. Interest is based on a London interbank market rate or a base rate plus a calculated margin amount. The Credit Facility includes certain covenants, including financial covenants that require the Company to maintain a minimum net worth and not exceed a certain debt to capitalization ratio. As of September 30, 2009, the Company was in compliance with all covenants related to the Credit Facility. As of September 30, 2009, the Company had not made any borrowings under the Credit Facility.

7. Income Taxes

The uncertainty of our expected 2009 full year results precludes us from making a reliable estimate of an expected full year tax rate. Accordingly, the Company recorded a tax benefit based on the results for the nine months ended September 30, 2009. The effective tax rate differs from the statutory rate of 35% principally because of tax exempt investment income. The effective tax rate for the three and nine months ended September 30, 2009 was 5.1% and 85.5%, respectively.

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8. Restructuring Costs

In June 2009, the Company initiated a plan to restructure its field and claims operations. Restructuring charges, including employee termination benefits, relocation packages, and costs associated with ceasing to use leased properties, related to this reorganization have been recognized in accordance with the Exit or Disposal Cost Obligations Topic of the FASB ASC. The Company recognized \$3.2 million and \$4.2 million, respectively, during the three and nine months ended September 30, 2009, and anticipates additional charges of approximately \$5.2 million through the fourth quarter 2010, the expected completion date. These charges are included in losses and loss expenses and acquisition and operating expenses on the condensed consolidated statements of income.

The Company's plan to restructure its field and claims operations is anticipated to eliminate expected years of future services of those impacted employees, resulting in a curtailment of the Company's pension and postretirement benefit plans. At June 30, 2009, after remeasurement and curtailment gain recognition, the pension and postretirement benefits obligations were reduced by \$4.3 million and \$8.8 million, respectively, and accumulated other comprehensive loss declined \$8.6 million, net of tax.

Total cumulative estimated costs to be incurred and costs incurred through September 30, 2009, at fair value are as follows:

<i>(\$ millions)</i>	Total cumulative estimated costs to be incurred	Costs incurred during the three months ended September 30, 2009	Costs incurred during the nine months ended September 30, 2009	Cumulative costs incurred through September 30, 2009
Employee termination benefits	\$ 6.5	2.5	3.2	3.2
Relocation costs	2.2	0.5	0.8	0.8
Lease termination	0.7	0.2	0.2	0.2
<i>Total</i>	\$ 9.4	3.2	4.2	4.2

These costs are allocated to the Company's insurance segments at fair value as follows:

<i>(\$ millions)</i>	Total cumulative estimated costs to be incurred	Costs incurred during the three months ended September 30, 2009	Costs incurred during the nine months ended September 30, 2009	Cumulative costs incurred through September 30, 2009
Personal insurance	\$ 4.2	1.8	2.3	2.3
Business insurance	5.2	1.4	1.9	1.9
<i>Total</i>	\$ 9.4	3.2	4.2	4.2

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Activity for the nine months ended September 30, 2009, at fair value was as follows:

<i>(\$ millions)</i>	Balance of liability at December 31, 2008	Costs incurred during the nine months ended September 30, 2009	Amounts paid during the nine months ended September 30, 2009	Balance of liability at September 30, 2009
Employee termination benefits	\$	3.2	0.2	3.0
Relocation costs		0.8	0.8	
Lease termination		0.2		0.2
<i>Total</i>	\$	4.2	1.0	3.2

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9. Pension and Postretirement Benefit Plans

The following table provides components of net periodic cost for the State Auto Group of Companies' pension and postretirement benefit plans:

(\$ millions)	Pension		Postretirement		Pension		Postretirement	
	Three months ended				Nine months ended			
	September 30				September 30			
	2009	2008	2009	2008	2009	2008	2009	2008
Service cost	\$ 2.3	2.2	\$ 1.1	1.3	\$ 7.8	6.6	\$ 3.8	3.9
Interest cost	3.5	3.4	1.3	1.9	10.8	10.2	4.9	5.7
Expected return on plan assets	(4.2)	(4.8)			(14.1)	(14.4)	(0.1)	
Curtailed loss (gain)	0.3		(0.6)		0.3		(0.6)	
Amortization of:								
Prior service costs	0.1	0.1	(1.4)	0.1	0.3	0.3	(1.3)	0.3
Transition assets	(0.1)	(0.2)			(0.4)	(0.6)		
Net loss	1.2	0.7	0.1		3.8	2.1	0.3	
<i>Net periodic cost</i>	\$ 3.1	1.4	\$ 0.5	3.3	\$ 8.5	4.2	\$ 7.0	9.9

For the nine months ended September 30, 2009, the Company contributed \$15.0 million in cash to its pension plan.

As a result of the Company's restructuring (Note 8), the Company decreased accumulated other comprehensive loss by \$2.9 million and \$5.7 million, net of tax, for the Pension and Postretirement plans, respectively.

10. Earnings (Loss) per Common Share

The following table sets forth the computation of basic and diluted earnings (loss) per common share:

(\$ millions, except per share amounts)	Three months ended		Nine months ended	
	September 30	2008	September 30	2008
	2009	2008	2009	2008
Numerator:				
Net income (loss) for basic earnings per share	\$ 13.0	(14.7)	\$ (4.2)	(30.5)
Denominator:				
Basic weighted average shares outstanding	39.7	39.5	39.7	39.7
Effect of dilutive share-based awards	0.2			

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Diluted weighted average shares outstanding	39.9	39.5	39.7	39.7
Basic earnings (loss) per share	\$ 0.33	(0.37)	\$ (0.11)	(0.77)
Diluted earnings (loss) per share	\$ 0.33	(0.37)	\$ (0.11)	(0.77)

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The following number of options to purchase shares of common stock was not included in the computation of diluted earnings per share because the exercise price of the options was greater than the average market price or their inclusion would have been antidilutive:

<i>(number of options in millions)</i>	Three months ended		Nine months ended	
	September 30 2009	2008	September 30 2009	2008
Number of options	2.4	1.4	2.1	1.4

11. Comprehensive Income (Loss)

The components of comprehensive income (loss), net of related tax, are as follows:

<i>(\$ millions)</i>	Three months ended		Nine months ended	
	September 30 2009	2008	September 30 2009	2008
Net income (loss)	\$ 13.0	(14.7)	\$ (4.2)	(30.5)
Other comprehensive income (loss):				
Change in unrealized holding gains (losses), net of tax	46.0	(39.6)	77.1	(76.8)
Amortization of gain on derivative used in cash flow hedge			(0.1)	
Change in unrecognized benefit plan obligations, net of tax	(0.1)	0.5	13.2	1.4
<i>Total other comprehensive income (loss)</i>	45.9	(39.1)	90.2	(75.4)
<i>Comprehensive income (loss)</i>	\$ 32.9	(53.8)	\$ 86.0	(105.9)

12. Segment Information

The Company has three significant reportable segments: personal insurance, business insurance, and investment operations. 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 operate in 33 states and distribute their products through our independent insurance agency system. The personal insurance segment provides primarily personal auto (standard and nonstandard) and homeowners to the personal insurance market. The business insurance segment provides primarily commercial auto, commercial multi-peril, fire and allied lines, other and product liability and workers' compensation insurance to small-to-medium sized businesses within the commercial insurance market. The Company's investable assets, the investment operations segment, are managed by Stateco Financial Services, Inc, a wholly owned subsidiary. The Company's investment portfolio is comprised primarily of publicly traded fixed income and equity securities.

The Company evaluates the performance of its insurance segments using industry financial measurements determined based on Statutory Accounting Principles (SAP), which include loss and loss adjustment expense ratios, underwriting expense ratios, combined ratios, statutory

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underwriting gain (loss), net premiums earned and net premiums written. The most significant difference between SAP and Generally Accepted Accounting Principles (GAAP) is that SAP requires all underwriting expenses to be expensed immediately and not deferred 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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The following table provides financial information regarding the Company's reportable segments:

<i>(\$ millions)</i>	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
Revenues from external sources				
Insurance segments:				
Personal insurance	\$ 186.9	167.6	\$ 541.2	499.6
Business insurance	111.4	113.1	335.7	341.4
<i>Total insurance segments</i>	298.3	280.7	876.9	841.0
Investment operations segment:				
Net investment income	21.6	23.0	60.7	67.7
Net realized capital gains (losses)	3.6	(4.3)	(5.2)	(3.7)
<i>Total investment operations segment</i>	25.2	18.7	55.5	64.0
All other	1.0	1.2	3.0	3.6
<i>Total revenues from external sources</i>	324.5	300.6	935.4	908.6
Intersegment revenues	(2.4)	(2.4)	(7.2)	(7.3)
<i>Total revenues</i>	322.1	298.2	928.2	901.3
Reconciling items:				
Eliminate intersegment revenues	2.4	2.4	7.2	7.3
<i>Total consolidated revenues</i>	\$ 324.5	300.6	\$ 935.4	908.6
Segment income (loss) before federal income tax				
Insurance segments:				
Personal insurance SAP underwriting loss	\$ (2.8)	(31.6)	\$ (55.9)	(78.4)
Business insurance SAP underwriting loss	(1.6)	(14.3)	(17.0)	(53.3)
<i>Total insurance segments</i>	(4.4)	(45.9)	(72.9)	(131.7)
Investment operations segment:				
Net investment income	21.6	23.0	60.7	67.7
Net realized capital gains (losses)	3.6	(4.3)	(5.2)	(3.7)
<i>Total investment operations segment</i>	25.2	18.7	55.5	64.0
All other segments	(0.2)	(0.5)	(0.8)	(1.4)

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<i>Total segment income (loss) before tax expense (benefit)</i>	20.6	(27.7)	(18.2)	(69.1)
Reconciling items:				
GAAP expense adjustments	(4.5)	(0.3)	(3.7)	7.1
Interest expense on corporate debt	(1.8)	(1.8)	(5.6)	(5.5)
Corporate expenses	(0.6)	(0.4)	(1.4)	(1.9)
<i>Total reconciling items</i>	(6.9)	(2.5)	(10.7)	(0.3)
<i>Total consolidated income (loss) before federal income tax expense (benefit)</i>	\$ 13.7	(30.2)	\$ (28.9)	(69.4)

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Revenues from external sources for reportable segments include the following products and services:

(\$ millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
Earned premiums:				
Personal insurance:				
Standard personal auto	\$ 111.0	96.9	\$ 318.9	285.3
Nonstandard personal auto	9.5	10.7	29.6	32.3
Homeowners	58.5	53.0	169.7	160.8
Other personal	7.9	7.0	23.0	21.2
Total personal insurance earned premiums	186.9	167.6	541.2	499.6
Business insurance:				
Commercial auto	26.4	27.7	80.5	83.0
Commercial multi-peril	24.1	24.3	72.1	73.7
Fire & allied lines	24.8	23.0	72.8	70.6
Other & product liability	18.6	20.0	57.1	60.4
Workers compensation	10.9	11.1	33.2	32.2
Other business	6.6	7.0	20.0	21.5
Total business insurance earned premiums	111.4	113.1	335.7	341.4
Total earned premiums	298.3	280.7	876.9	841.0
Investment operations:				
Net investment income	21.6	23.0	60.7	67.7
Net realized capital gain (loss)	3.6	(4.3)	(5.2)	(3.7)
Total investment operations	25.2	18.7	55.5	64.0
Total revenues from significant reportable segments	\$ 323.3	299.4	\$ 932.4	905.0

Investable assets attributable to the Company's investment operations segment totaled \$2,234.2 million at September 30, 2009, and \$2,091.8 million at December 31, 2008.

13. Contingencies and Litigation

The Company's insurance subsidiaries are involved in a number of lawsuits, and may become involved in other potential litigation, arising in the ordinary course of business. Generally, the involvement of an insurance subsidiary in a lawsuit involves defending third-party claims brought against its insureds (in its role as liability insurer) or as a principal of surety bonds and defending policy coverage claims brought against the

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insurance subsidiary. All lawsuits relating to such insurance claims are considered by the Company in establishing the Company's loss and loss adjustment expense reserves.

In accordance with the Contingencies Topic of the FASB ASC, the Company accrues for a litigation-related liability other than insurance claims when it is probable that such a liability has been incurred and the amount of the loss can be reasonably estimated. Based on currently available information known to the Company, the Company believes that its reserves for these litigation-related liabilities are reasonable and that the ultimate outcomes of any pending matters are not likely to have a material adverse effect on its consolidated financial position or results of operations.

Additionally, the insurance subsidiaries may be impacted by adverse regulatory actions and adverse court decisions where insurance coverages are expanded beyond the scope originally contemplated in their 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 financial position or results from operations.

14. Subsequent Events

The Company has evaluated events subsequent to the balance sheet date through November 4, 2009, which represents the filing date of this Form 10-Q.

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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" used below refer to State Auto Financial Corporation and its consolidated subsidiaries. The term "third quarter" as used below refers to the three months ended September 30. The term "SAP" as used below refers to Statutory Accounting Principles and the term "GAAP" as used below refers to U.S. Generally Accepted Accounting Principles.

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 September 30, 2009, and December 31, 2008, and for the consolidated statements of income for the three-month and nine-month periods ended September 30, 2009 and 2008. This discussion and analysis should be read together with "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for our year ended December 31, 2008 (the "2008 Form 10-K"), and in particular the discussions in those sections thereof entitled "Executive Summary" and "Critical Accounting Policies." Readers are encouraged to review the entire 2008 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 variations thereon or similar terminology. Forward-looking statements speak only as of the date the statements were made. 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 2008 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.

We have three significant reportable segments—personal insurance, business insurance, and investment operations. 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 operate in 33 states and distribute their products through the independent insurance agency system. The personal insurance segment provides primarily personal auto (standard and nonstandard) and homeowners insurance to the personal insurance market. The business insurance segment provides primarily commercial auto, commercial multi-peril, fire and allied lines, other and product liability and workers' compensation insurance to small-to-medium sized businesses within the commercial insurance market. Our investable assets, the investment operations segment, are managed by our subsidiary Stateco Financial Services, Inc ("Stateco"). Our investment portfolio is comprised primarily of publicly traded fixed income and equity securities. Financial information about our segments is set forth in Note 12 of our condensed consolidated financial statements included in Item 1 of this Form 10-Q.

A quota share reinsurance pooling arrangement (the "Pooling Arrangement") exists between State Auto Property & Casualty Insurance Company ("State Auto P&C"), Milbank Insurance Company ("Milbank"), Farmers Casualty Insurance Company ("Farmers"), and State Auto Insurance Company of Ohio ("SA Ohio"), (collectively referred to as the "STFC Pooled Companies") and State Automobile Mutual Insurance Company ("State Auto Mutual") and its subsidiaries and affiliates, State Auto Insurance Company of Wisconsin ("SA Wisconsin"), State Auto Florida Insurance Company ("SA Florida"), Meridian Citizens Mutual Insurance Company ("Meridian Citizens Mutual"), Meridian Security Insurance Company ("Meridian Security"), Patrons Mutual Insurance Company of Connecticut ("Patrons Mutual"), and Litchfield Mutual Fire Insurance Company ("Litchfield") (collectively referred to as the "Patrons Insurance Group") and Beacon National Insurance Company ("Beacon National"), (collectively referred to as the "Mutual Pooled Companies"). Together, the STFC Pooled Companies and Mutual Pooled Companies are collectively referred to as the "Pooled Companies" or the "State Auto Pool." The State Auto Pool has an A.M. Best rating of A+ (Superior). See "Important Defined Terms Used" in the 2008 Form 10-K.

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As of January 1, 2008, the Pooling Arrangement was amended to add Beacon National, Patrons Mutual and Litchfield as participants and the middle market business of State Auto Mutual and Meridian Security to the Pooling Arrangement (collectively, the Pooling Change).

The Pooled Companies and State Auto National Insurance Company (SA National) are collectively referred to herein as the State Auto Group.

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	Twelve months ended September 30	
	2009	2008
Net premiums written to surplus ⁽⁴⁾	1.6	1.4

(1) Defined below in Insurance Segments.

(2) 6.9 points of the percentage increase for the nine months ended September 30, 2008, related to the one-time \$53.6 million transfer of unearned premium to us on January 1, 2008, in conjunction with the Pooling Change.

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- (3) SAP Loss and LAE Ratio is losses and loss expenses as a percentage of net earned premium. SAP Expense Ratio is statutory underwriting expenses and miscellaneous expenses offset by miscellaneous income (underwriting expenses) as a percentage of net written premiums. SAP Combined Ratio is the sum of the SAP Loss and LAE Ratio and the SAP Expense Ratio.
- (4) We use the statutory net premiums written to surplus ratio as there is no comparable GAAP measure. This ratio, also called the leverage ratio, which measures a company's statutory surplus available to absorb losses.

Insurance Segments

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. The more common financial measures used are loss and LAE ratios, underwriting expense ratio, combined ratio, net premiums written and net premiums earned. The combined ratio is the sum of the loss and LAE ratio and the underwriting expense ratio. When the combined ratio is less than 100%, the insurer is operating at an underwriting gain and when it is greater than 100%, the insurer is operating at an underwriting loss. Underwriting gain (loss) is determined by subtracting from net earned premiums, losses and loss expenses and underwriting expenses.

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 policy acquisition costs see Critical Accounting Policies Deferred Acquisition Costs included in Item 7 of our 2008 Form 10-K. The GAAP Combined Ratio is the sum of the GAAP Loss and LAE Ratio (loss and loss expenses as a percentage of earned premium) plus the GAAP Expense Ratio (acquisition and operating expenses as a percentage of earned premiums).

Charges related to the restructuring of our field and claims operations (discussed below) contribute to the difference between our GAAP Expense Ratio and our SAP Expense Ratio. These differences relate mainly to the timing of the recognition of employee termination benefits. SAP requires us to estimate and immediately recognize the entire estimated costs related to severance, while GAAP requires similar estimated costs to be recognized ratably over the remaining service period of the employees impacted.

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

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The following tables provide a summary of our insurance segments' SAP underwriting loss and SAP Combined Ratio for the three and nine months ended September 30, 2009 and 2008:

(\$ millions)

	Three months ended September 30, 2009					
	Personal	% Ratio	Business	% Ratio	Total	% Ratio
Net written premiums	\$ 207.3		\$ 107.0		\$ 314.3	
Net earned premiums	186.9		111.4		298.3	
Losses and loss expenses	128.1	68.5	73.1	65.6	201.2	67.4
Underwriting expenses	61.5	29.7	40.0	37.4	101.5	32.3
SAP underwriting loss and SAP Combined Ratio	\$ (2.8)	98.2	\$ (1.6)	103.0	\$ (4.4)	99.7

(\$ millions)

	Three months ended September 30, 2008					
	Personal	% Ratio	Business	% Ratio	Total	% Ratio
Net written premiums	\$ 183.2		\$ 114.6		\$ 297.8	
Net earned premiums	167.6		113.1		280.7	
Losses and loss expenses	144.8	86.4	85.4	75.5	230.2	82.0
Underwriting expenses	54.4	29.7	42.1	36.7	96.5	32.4
SAP underwriting loss and SAP Combined Ratio	\$ (31.6)	116.1	\$ (14.4)	112.2	\$ (46.0)	114.4

(\$ millions)

	Nine months ended September 30, 2009					
	Personal	% Ratio	Business	% Ratio	Total	% Ratio
Net written premiums	\$ 584.2		\$ 335.2		\$ 919.4	
Net earned premiums	541.2		335.7		876.9	
Losses and loss expenses	423.7	78.3	226.8	67.6	650.5	74.2
Underwriting expenses	173.4	29.7	125.9	37.5	299.3	32.6
SAP underwriting loss and SAP Combined Ratio	\$ (55.9)	108.0	\$ (17.0)	105.1	\$ (72.9)	106.8

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(\$ millions)

	Nine months ended September 30, 2008					
	Personal	%	Business	%	Total	%
Net written premiums ⁽¹⁾	\$ 544.8		\$ 378.9		\$ 923.7	
Net earned premiums	499.6		341.4		841.0	
Losses and loss expenses	423.4	84.7	255.2	74.8	678.6	80.7
Underwriting expenses	154.6	28.4	139.5	36.8	294.1	31.8
SAP underwriting loss and SAP Combined Ratio	\$ (78.4)	113.1	\$ (53.3)	111.6	\$ (131.7)	112.5

⁽¹⁾ Includes the one-time transfer of \$53.6 million of unearned premiums to us on January 1, 2008, in conjunction with the Pooling Change (\$24.8 million for our personal insurance segment and \$28.8 million for our business insurance segment).

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Revenue

We measure our top-line growth for our insurance segments based on net written premiums, which represent the premiums on the policies we have issued for a period, net of reinsurance. Net written premiums 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 terms of the policy.

The following table shows the one-time impact on net written premiums for the nine months ended September 30, 2008, of the unearned premiums transferred to us on January 1, 2008, in conjunction with the Pooling Change.

(\$ millions)	Net Written Premiums Reconciliation Table		
	Including Pooling Change	Pooling Change Impact	Excluding Pooling Change
Personal insurance segment:			
Standard auto	\$ 305.7	\$ 7.9	\$ 297.8
Nonstandard auto	33.3		33.3
Homeowners	181.3	14.4	166.9
Other personal	24.5	2.5	22.0
<i>Total personal</i>	544.8	24.8	520.0
Business insurance segment:			
Commercial auto	92.9	10.0	82.9
Commercial multi-peril	82.3	6.1	76.2
Fire & allied lines	77.5	5.7	71.8
Product & other liability	65.9	3.9	62.0
Workers compensation	36.8	2.0	34.8
Other business	23.5	1.1	22.4
<i>Total business</i>	378.9	28.8	350.1
<i>Total personal & business</i>	\$ 923.7	\$ 53.6	\$ 870.1

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Personal Insurance Segment Revenue

Our personal insurance segment consists primarily of auto (standard and nonstandard) and homeowners products, with personal auto representing 40.8% of our total consolidated net written premiums.

The following table provides a summary of written and earned premium, net of reinsurance, by major product line of business for our personal insurance segment for the three and nine months ended September 30, 2009 and 2008. The one-time impact of the Pooling Change has been excluded from the nine months ended September 30, 2008 to present net written premiums on a comparative basis (see Net Written Premiums Reconciliation Table above):

(\$ millions)	Three months ended September 30			Nine months ended September 30		
	Net Written Premiums					
	2009	2008	% Change	2009	2008	% Change
Personal insurance segment:						
Standard Auto	\$ 120.9	103.8	16.5	\$ 345.3	297.8	16.0
Nonstandard Auto	9.2	10.8	(14.8)	29.6	33.3	(11.1)
Homeowners	69.3	61.3	13.1	185.6	166.9	11.2
Other personal	7.9	7.3	8.2	23.7	22.0	7.7
<i>Total personal</i>	\$ 207.3	183.2	13.2	\$ 584.2	520.0	12.3
	Three months ended September 30			Nine months ended September 30		
	Net Earned Premiums					
	2009	2008	% Change	2009	2008	% Change
Personal insurance segment:						
Standard auto	\$ 111.0	96.9	14.6	\$ 318.9	285.3	11.8
Nonstandard auto	9.5	10.7	(11.2)	29.6	32.3	(8.4)
Homeowners	58.5	53.0	10.4	169.7	160.8	5.5
Other personal	7.9	7.0	12.9	23.0	21.2	8.5
<i>Total personal</i>	\$ 186.9	167.6	11.5	\$ 541.2	499.6	8.3

Standard personal auto net written premiums for the three and nine months ended September 30, 2009, increased 16.5% and 16.0%, respectively, compared to the same 2008 periods. The State Auto Group's expansion of its operations within four of our newer states, Texas, Colorado, Arizona and Connecticut, has contributed to approximately one-third of our premium growth in standard personal auto. We believe our new products and advanced technology have strengthened our position with our independent agencies and make us attractive to prospective policyholders looking for greater value in their insurance products. Our auto product, CustomFit, coupled with easier quote capabilities, has resulted in a significant increase in new business quotes in the first nine months of 2009 compared to the same 2008 period. While the number of

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new business quotes is higher, our issue to quote ratio has remained relatively consistent with prior years. Recent rate increases have also contributed approximately 3% to premium growth for the nine months ended September 30, 2009, compared to the same 2008 period.

Nonstandard auto net written premium for the three and nine months ended September 30, 2009, decreased 14.8% and 11.1%, respectively, compared to the same 2008 periods. In 2008, we began increasing rates and tightening underwriting controls, and in 2009, we began terminating certain agencies that failed to consistently perform to our expectations. During the third quarter 2009, we implemented premium rate increases in three of our operating states, which will result in an average premium rate increase of 5.1% in those states. Rate actions coupled with agency terminations and the impact of general economic conditions have resulted in a reduction of nonstandard new business.

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Homeowners net written premiums for the three and nine months ended September 30, 2009, increased 13.1% and 11.2%, respectively, compared to the same 2008 periods. Rate increases in several states have contributed to this premium growth, as well as the expansion of new business in Texas, Colorado, Arizona and Connecticut. We implemented rate changes in ten of our operating states during the third quarter 2009, which will result in an average premium rate increase of 7.3% in affected states. We continue to aggressively address our rate needs in this line of business, and we are seeking higher rates for the remainder of 2009 and into 2010.

Our strategy to grow our personal lines business includes introducing our products, enhanced systems and easier technologies into new states. We introduced our standard auto product and technologies into Connecticut during the first half of 2009, and followed with the introduction of our homeowners product in that state during the third quarter 2009.

Business Insurance Segment Revenue

We focus our business insurance sales on small-to-medium sized businesses within the commercial insurance market and offer a broad range of both property and liability coverages. The following table provides a summary of written and earned premiums, net of reinsurance, by major product line for the three and nine months ended September 30, 2009 and 2008. The one-time impact of the Pooling Change has been excluded from the nine months ended September 30, 2008, to present net written premiums on a comparative basis (see Net Written Premiums Reconciliation Table above):

(\$ millions)	Three months ended September 30			Nine months ended September 30		
	2009	2008	% Change	2009	2008	% Change
Net Written Premiums						
Business insurance segment:						
Commercial auto	\$ 24.1	27.0	(10.7)	\$ 77.3	82.9	(6.8)
Commercial multi-peril	23.4	25.0	(6.4)	72.5	76.2	(4.9)
Fire & allied lines	25.0	24.5	2.0	74.4	71.8	3.6
Other & product liability	17.4	19.4	(10.3)	56.4	62.0	(9.0)
Workers compensation	10.6	12.1	(12.4)	34.7	34.8	(0.3)
Other commercial	6.5	6.6	(1.5)	19.9	22.4	(11.2)
<i>Total business</i>	\$ 107.0	114.6	(6.6)	\$ 335.2	350.1	(4.3)

	Three months ended September 30			Nine months ended September 30		
	2009	2008	% Change	2009	2008	% Change
Net Earned Premiums						
Business insurance segment:						
Commercial auto	\$ 26.4	27.7	(4.7)	\$ 80.5	83.0	(3.0)
Commercial multi-peril	24.1	24.3	(0.8)	72.1	73.7	(2.2)
Fire & allied lines	24.8	23.0	7.8	72.8	70.6	3.1

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Other & product liability	18.6	20.0	(7.0)	57.1	60.4	(5.5)
Workers compensation	10.9	11.1	(1.8)	33.2	32.2	3.1
Other commercial	6.6	7.0	(5.7)	20.0	21.5	(7.0)
<i>Total business</i>	\$ 111.4	113.1	(1.5)	\$ 335.7	341.4	(1.7)

The business insurance segment net written premium decreased 6.6% and 4.3% for the three and nine months ended September 30, 2009, respectively, when compared to the same 2008 periods. Business insurance continues to be impacted by rate competition and general economic conditions, as well as ease of doing business issues. We believe it will be difficult to generate measurable growth given the impact of the economy on premium bases such as payrolls, sales and number of vehicles. However, we are seeking to balance our traditional underwriting discipline with new products and pricing tools that support the production of profitable new business.

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We continue to invest in products, processes and systems that we believe will increase our business insurance writings. For our property and liability business, we have implemented a pricing process that we believe will help us price risks at appropriate levels and improve account retention; we are pursuing the same for our commercial auto and workers' compensation lines of business. In addition, we have broadened our property, liability, auto and workers' compensation pricing ranges to improve our ability to recognize the spectrum of risks within our markets. We are also attempting to strengthen our premium per exposure by re-evaluating and adjusting the application of debits and credits on our renewal policies.

We continue to enhance our insurance policy administration system, to make it easier for our agents to quote and submit business insurance policies to us. Our system now allows transactions to be processed throughout the day using real-time and straight-through processing rather than in large batch cycles at night. We have leveraged this functionality with bizXpressSM, our web-based quote system to give agents the ability to quote businessowners and commercial auto risks on-line.

We are working to expand the scope of bizXpress to add new products and lines of business, including workers' compensation. We believe this technology investment should better position us for revenue growth opportunities in the future and start to drive efficiencies into our business model much like we have seen in personal insurance. The majority of all transactions in business insurance utilize the straight-through processing technology. This has resulted in faster delivery of policies to our agents and their insureds for new business and endorsements.

We are also expanding the eligibility of our businessowners product to facilitate businesses with greater liability exposures, such as artisan contractors, auto service garages, manufacturers and restaurants. While we regularly insure these types of businesses, offering them in our businessowners program leverages our bizXpress technology, simplifies agents' rating and submission processes, and offers broader base coverages for these types of risks. In the third quarter 2009, we began to renew in-force Utah businessowners policies into this enhanced product and will expand it to new accounts in the fourth quarter. We plan to introduce this product enhancement to most other states within the first six months of 2010.

Similar to our personal lines segment, we are expanding our product offerings in our newer states of operations. We are leveraging our relationship with the agency distribution channel as a result of State Auto Mutual's affiliation with the Patrons Insurance Group. We introduced our commercial package, auto and workers' compensation products in Connecticut in the first quarter of 2009. In the second quarter 2009, we began to offer these products with risks located in the District of Columbia and Delaware. Four of our relatively newer states, Texas, Colorado, Arizona, and Connecticut, have contributed approximately 2% to our premium growth in 2009.

Loss and LAE

Our GAAP Loss and LAE ratio was 68.3% and 74.6% for the three and nine months ended September 30, 2009, respectively, as compared to 82.4% and 81.1% for the same 2008 periods. Catastrophe losses for the three and nine months ended September 30, 2009 totaled \$10.8 million (3.6 loss ratio points) and \$91.5 million (10.4 loss ratio points), respectively, compared to \$54.7 million (19.5 loss ratio points) and \$166.5 million (19.8 loss ratio points), respectively, for the same 2008 periods. During the three and nine months ended September 30, 2009, we experienced losses from 9 and 26 different storms, respectively, that were classified as numbered catastrophes by ISO's Property Claim Services (PCS) unit, a nationally recognized industry service, compared to 10 and 34 storms, respectively, for the same 2008 periods. PCS defines catastrophes as events resulting in \$25.0 million or more in insured losses industry-wide and affecting significant numbers of insureds and insurers. The losses from these catastrophes have had a significant impact on both our personal and business insurance property lines.

As of January 1, 2009, members of the State Auto Group entered into a property catastrophe aggregate excess of loss reinsurance agreement (Aggregate Treaty). Events covered by the Aggregate Treaty must be PCS numbered catastrophes, excluding earthquakes and named storms such as hurricanes and tropical storms. Individual occurrences are capped at \$55.0 million and are subject to a \$5.0 million franchise deductible. Subject to these limitations, qualifying losses from individual occurrences are then aggregated over the course of the reinsurance

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term January 1, 2009 through December 31, 2009. On an aggregate basis, the members of the State Auto Group retain the first \$80.0 million of the covered losses, with a 25% co-participation with the reinsurer on the next \$30.0 million of covered loss. The reinsurer is responsible for 75% of the excess over \$80.0 million up to \$110.0 million of covered loss on an aggregate basis. Seven catastrophes experienced during 2009 met the minimum \$5.0 million requirement and in aggregate exceeded the State Auto Group's \$80 million retention level. Our share of recoveries under the Aggregate Treaty for the three and nine months ended September 30, 2009 was \$4.9 million and \$12.5 million, respectively, benefitting our loss ratio by 1.6 points and 1.4 points for those periods, respectively.

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The following tables provide our insurance segments' comparative SAP Loss and LAE ratios (loss ratios) by major lines of business for the three and nine months ended September 30, 2009 and 2008, with the catastrophe (cat) and non-catastrophe (non-cat) impact shown separately:

2009 Statutory Loss and LAE Ratios	(\$ millions)				%			
	Three months ended September 30	Earned Premium	Cat Loss & LAE	Non-Cat Loss & LAE	Statutory Loss & LAE	Cat Loss and LAE Ratio	Non-Cat Loss and LAE Ratio	Total Loss and LAE Ratio
Personal insurance segment:								
Standard auto	\$ 111.0	\$ 0.9	\$ 75.7	\$ 76.6	0.8	68.2	69.0	
Nonstandard auto	9.5	(0.1)	6.5	6.4	(0.6)	67.8	67.2	
Homeowners	58.5	9.5	32.2	41.7	16.3	55.0	71.3	
Other personal	7.9	0.1	3.3	3.4	0.7	41.9	42.6	
<i>Total personal</i>	186.9	10.4	117.7	128.1	5.6	62.9	68.5	
Business insurance segment:								
Commercial auto	26.4	0.1	15.1	15.2	0.3	57.2	57.5	
Commercial multi-peril	24.1							