

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

State Auto Financial CORP

Form 10-Q

November 05, 2018

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0000874977 us-gaap:OperatingSegmentsMember stfc:SpecialtyInsuranceSegmentMember 2018-07-01 2018-09-30  
0000874977 us-gaap:OperatingSegmentsMember stfc:BusinessInsuranceMember 2018-01-01 2018-09-30  
0000874977 us-gaap:OperatingSegmentsMember us-gaap:AllOtherSegmentsMember 2018-07-01 2018-09-30  
0000874977 us-gaap:OperatingSegmentsMember stfc:BusinessInsuranceMember 2018-07-01 2018-09-30  
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0000874977 us-gaap:IntersegmentEliminationMember 2017-07-01 2017-09-30 0000874977  
us-gaap:OperatingSegmentsMember stfc:InvestmentOperationsSegmentMember

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stfc:NetRealizedCapitalGainsMember 2017-01-01 2017-09-30 0000874977 us-gaap:OperatingSegmentsMember  
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stfc:CorporateAndReconcilingItemsMember 2017-07-01 2017-09-30 0000874977  
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us-gaap:OperatingSegmentsMember stfc:SpecialtyInsuranceMember 2018-07-01 2018-09-30 0000874977  
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stfc:PersonalInsuranceMember 2018-01-01 2018-09-30 0000874977 us-gaap:IntersegmentEliminationMember  
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2017-07-01 2017-09-30 0000874977 us-gaap:OperatingSegmentsMember stfc:SpecialtyInsuranceMember  
2017-01-01 2017-09-30 0000874977 us-gaap:OperatingSegmentsMember stfc:NetInvestmentIncomeMember  
2017-07-01 2017-09-30 0000874977 us-gaap:OperatingSegmentsMember stfc:BusinessInsuranceSegmentsMember  
2018-07-01 2018-09-30 xbrli:pure iso4217:USD xbrli:shares iso4217:USD xbrli:shares stfc:Agreement 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 September 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.

Yes ý No ¨

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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 October 30, 2018, the Registrant had 43,146,858 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>September</b>	December
	<b>30, 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 \$2,185.2 and \$2,173.1, respectively)	<b>\$ 2,141.6</b>	\$2,192.8
Equity securities	<b>376.3</b>	365.3
Other invested assets	<b>54.5</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>2,648.0</b>	2,689.7
Cash and cash equivalents	<b>49.5</b>	91.5
Accrued investment income and other assets	<b>39.5</b>	36.5
Deferred policy acquisition costs (affiliated net assumed \$50.1 and \$57.2, respectively)	<b>104.5</b>	110.3
Reinsurance recoverable on losses and loss expenses payable	<b>5.0</b>	3.1
Prepaid reinsurance premiums	<b>6.8</b>	6.4
Due from affiliate	<b>10.6</b>	—
Current federal income taxes	<b>5.9</b>	4.8
Net deferred federal income taxes	<b>62.3</b>	58.8
Property and equipment, at cost	<b>7.1</b>	7.3
<b>Total assets</b>	<b>\$ 2,939.2</b>	\$3,008.4
<b>Liabilities and Stockholders' Equity</b>		
Losses and loss expenses payable (affiliated net assumed \$619.4 and \$711.4, respectively)	<b>\$ 1,198.7</b>	\$1,255.6
Unearned premiums (affiliated net assumed \$121.7 and \$187.9, respectively)	<b>595.6</b>	611.8
Notes payable (affiliates \$15.2 and \$15.2, respectively)	<b>122.0</b>	122.1
Pension and postretirement benefits (affiliated \$28.0 and \$34.8, respectively)	<b>52.1</b>	64.5
Due to affiliate	—	2.7
Other liabilities (affiliated net assumed \$70.0 and \$15.5, respectively)	<b>101.4</b>	76.7
<b>Total liabilities</b>	<b>2,069.8</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; 49.8 and 49.2 shares issued, respectively, at stated value of \$2.50 per share	<b>124.5</b>	123.0
Treasury stock, 6.8 and 6.8 shares, respectively, at cost	<b>(117.0)</b>	(116.8)
Additional paid-in capital	<b>188.6</b>	171.8
Accumulated other comprehensive (loss) income (affiliated net ceded \$47.7 and \$50.7, respectively)	<b>(68.3)</b>	36.7
Retained earnings	<b>741.6</b>	660.3
<b>Total stockholders' equity</b>	<b>869.4</b>	875.0
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,939.2</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**

	Three months ended September 30	
<i>(\$ in millions, except per share amounts)</i>		
<i>(unaudited)</i>	<b>2018</b>	2017
Earned premiums (affiliated net assumed \$71.9 and \$115.3, respectively)	<b>\$306.8</b>	\$319.0
Net investment income (affiliates \$1.3 and \$1.3, respectively)	<b>20.8</b>	18.7
Net investment gain		
Total other-than-temporary impairment losses	—	(0.6 )
Other investment gain	<b>17.8</b>	20.8
Total net investment gain	<b>17.8</b>	20.2
Other income from affiliates	<b>0.6</b>	0.5
<b>Total revenues</b>	<b>346.0</b>	358.4
Losses and loss expenses (affiliated net assumed \$34.7 and \$128.9, respectively)	<b>191.0</b>	253.5
Acquisition and operating expenses (affiliated net ceded \$26.8 and affiliated net assumed \$78.9, respectively)	<b>110.9</b>	112.7
Interest expense (affiliates \$0.2 and \$0.2, respectively)	<b>1.2</b>	1.5
Other expenses	<b>1.9</b>	1.9
<b>Total expenses</b>	<b>305.0</b>	369.6
<b>Income (loss) before federal income taxes</b>	<b>41.0</b>	(11.2 )
Federal income tax expense (benefit):		
Current	<b>(0.1 )</b>	(0.1 )
Deferred	<b>7.7</b>	(1.6 )
<b>Total federal income tax expense (benefit)</b>	<b>7.6</b>	(1.7 )
<b>Net income (loss)</b>	<b>\$33.4</b>	\$(9.5 )
Earnings (loss) per common share:		
Basic	<b>\$0.78</b>	\$(0.23 )
Diluted	<b>\$0.76</b>	\$(0.23 )
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**

	Nine months ended September 30	
	<b>2018</b>	2017
<i>(\$ in millions, except per share amounts)</i>		
<i>(unaudited)</i>		
Earned premiums (affiliated net assumed \$251.1 and \$349.0, respectively)	<b>\$929.2</b>	\$957.2
Net investment income (affiliates \$3.7 and \$3.7, respectively)	<b>62.2</b>	56.5
Net investment gain		
Total other-than-temporary impairment losses	—	(3.5 )
Other investment gain	<b>18.2</b>	47.3
Total net investment gain	<b>18.2</b>	43.8
Other income from affiliates	<b>1.8</b>	1.7
<b>Total revenues</b>	<b>1,011.4</b>	1,059.2
Losses and loss expenses (affiliated net assumed \$105.4 and \$298.8, respectively)	<b>621.1</b>	718.2
Acquisition and operating expenses (affiliated net assumed \$52.3 and \$231.0, respectively)	<b>333.0</b>	334.1
Interest expense (affiliates \$0.7 and \$0.6, respectively)	<b>4.5</b>	4.4
Other expenses	<b>7.4</b>	5.8
<b>Total expenses</b>	<b>966.0</b>	1,062.5
<b>Income (loss) before federal income taxes</b>	<b>45.4</b>	(3.3 )
Federal income tax expense (benefit):		
Current	(1.1 )	—
Deferred	<b>9.2</b>	0.8
<b>Total federal income tax expense</b>	<b>8.1</b>	0.8
<b>Net income (loss)</b>	<b>\$37.3</b>	\$(4.1 )
Earnings (loss) per common share:		
Basic	<b>\$0.87</b>	\$(0.10 )
Diluted	<b>\$0.86</b>	\$(0.10 )
Dividends paid per common share	<b>\$0.30</b>	\$0.30

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 September 30 <b>2018</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net income	<b>\$ 33.4</b>
Other comprehensive income, net of tax:	
Net unrealized holding losses on fixed maturities:	
Unrealized holding losses	<b>(14.7 )</b>
Reclassification adjustments for gains realized in net income	<b>—</b>
Income tax benefit	<b>3.1</b>
<i>Total net unrealized holding losses on fixed maturities</i>	<b>(11.6 )</b>
Net unrecognized benefit plan obligations:	
Reclassification adjustments for amortization to statements of income:	
Negative prior service cost	<b>(1.4 )</b>
Net actuarial loss	<b>2.2</b>
Income tax expense	<b>(0.2 )</b>
<i>Total net unrecognized benefit plan obligations</i>	<b>0.6</b>
<i>Other comprehensive loss</i>	<b>(11.0 )</b>
<b>Comprehensive income</b>	<b>\$ 22.5</b>

	Three months ended September 30 <b>2017</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net loss	<b>\$ (9.5 )</b>
Other comprehensive income, net of tax:	
Net unrealized holding losses on investments:	
Unrealized holding gains	<b>11.0</b>
Reclassification adjustments for gains realized in net income	<b>(20.2 )</b>
Income tax benefit	<b>3.2</b>
<i>Total net unrealized holding losses on investments</i>	<b>(6.0 )</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>2.1</b>
Income tax expense	<b>(0.3 )</b>
<i>Total net unrecognized benefit plan obligations</i>	<b>0.5</b>
<i>Other comprehensive loss</i>	<b>(5.5 )</b>
<b>Comprehensive loss</b>	<b>\$ (15.0 )</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**

	Nine months ended September 30 <b>2018</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net income	<b>\$ 37.3</b>
Other comprehensive income, net of tax:	
Net unrealized holding losses on fixed maturities:	
Unrealized holding losses	<b>(61.6 )</b>
Reclassification adjustments for gains realized in net income	<b>(1.7 )</b>
Income tax benefit	<b>13.3</b>
<i>Total net unrealized holding losses on fixed maturities</i>	<b>(50.0 )</b>
Net unrecognized benefit plan obligations:	
Reclassification adjustments for amortization to statements of income:	
Negative prior service cost	<b>(4.1 )</b>
Net actuarial loss	<b>6.4</b>
Income tax expense	<b>(0.5 )</b>
<i>Total net unrecognized benefit plan obligations</i>	<b>1.8</b>
<i>Other comprehensive loss</i>	<b>(48.2 )</b>
<b>Comprehensive loss</b>	<b>\$ (10.9 )</b>

	Nine months ended September 30 <b>2017</b>
<i>(\$ in millions, except per share amounts)</i>	
<i>(unaudited)</i>	
Net loss	<b>\$ (4.1 )</b>
Other comprehensive income, net of tax:	
Net unrealized holding gains on investments:	
Unrealized holding gains	65.6
Reclassification adjustments for gains realized in net income	(43.8 )
Income tax expense	(7.6 )
<i>Total net unrealized holding gains on investments</i>	14.2
Net unrecognized benefit plan obligations:	
Reclassification adjustments for amortization to statements of income:	
Negative prior service cost	(4.1 )
Net actuarial loss	6.1
Income tax expense	(0.8 )
<i>Total net unrecognized benefit plan obligations</i>	1.2
<i>Other comprehensive income</i>	15.4
<b>Comprehensive income</b>	<b>\$ 11.3</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**

	Nine months ended September 30	
	2018	2017
<i>(\$ in millions)</i>		
<i>(unaudited)</i>		
<b>Cash flows from operating activities:</b>		
Net income (loss)	<b>\$37.3</b>	\$(4.1 )
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization, net	<b>6.7</b>	9.9
Share-based compensation	<b>6.7</b>	3.0
Net investment gain	<b>(18.2)</b>	(43.8 )
Changes in operating assets and liabilities:		
Deferred policy acquisition costs	<b>5.8</b>	7.2
Accrued investment income and other assets	<b>(3.0)</b>	2.0
Postretirement and pension benefits	<b>(10.6)</b>	(9.1 )
Other liabilities and due to/from affiliates, net	<b>11.8</b>	(15.1 )
Reinsurance recoverable on losses and loss expenses payable and prepaid reinsurance premiums	<b>(2.3)</b>	(1.9 )
Losses and loss expenses payable	<b>(56.9)</b>	98.9
Unearned premiums	<b>(16.2)</b>	12.7
Deferred tax expense on share-based awards	—	1.3
Federal income taxes	<b>8.6</b>	(0.3 )
<b>Net cash (used in) provided by operating activities</b>	<b>(30.3)</b>	60.7
<b>Cash flows from investing activities:</b>		
Purchases of fixed maturities available-for-sale	<b>(267.0)</b>	(409.2 )
Purchases of equity securities	<b>(82.2)</b>	(104.1 )
Purchases of other invested assets	<b>(1.1)</b>	(1.0 )
Maturities, calls and pay downs of fixed maturities available-for-sale	<b>180.4</b>	192.1
Sales of fixed maturities available-for-sale	<b>69.7</b>	156.3
Sales of equity securities	<b>89.3</b>	171.3
Sales of other invested assets	<b>0.9</b>	0.8
<b>Net cash (used in) provided by investing activities</b>	<b>(10.0)</b>	6.2
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock	<b>11.7</b>	6.0
Payments to acquire treasury stock	<b>(0.2)</b>	(0.2 )
Payment of dividends	<b>(12.8)</b>	(12.7 )
Payment of prepayment fee	<b>(0.4)</b>	—
<b>Net cash used in financing activities</b>	<b>(1.7)</b>	(6.9 )
Net (decrease) increase in cash and cash equivalents	<b>(42.0)</b>	60.0
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>\$49.5</b>	\$111.1
<u>Supplemental disclosures:</u>		
Interest paid (affiliates \$0.7 and \$0.6, respectively)	<b>\$4.5</b>	\$4.3

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 nine month period ended September 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.

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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)

*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 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

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

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 September 30, 2018 and December 31, 2017:

(\$ millions)

**September 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>\$409.4</b>	<b>\$ 4.3</b>	<b>\$(11.7)</b>	<b>\$402.0</b>
Obligations of states and political subdivisions	<b>434.8</b>	<b>6.0</b>	<b>(2.0 )</b>	<b>438.8</b>
Corporate securities	<b>535.6</b>	<b>1.7</b>	<b>(11.4 )</b>	<b>525.9</b>
U.S. government agencies mortgage-backed securities	<b>805.4</b>	<b>1.7</b>	<b>(32.2 )</b>	<b>774.9</b>
<i>Total available-for-sale fixed maturities</i>	<b>\$2,185.2</b>	<b>\$ 13.7</b>	<b>\$(57.3)</b>	<b>\$2,141.6</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

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

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

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 September 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>September 30, 2018</b>									
Fixed maturities:									
U.S. treasury securities and obligations of U.S. government agencies	\$106.1	\$(2.1)	15	\$221.6	\$(9.6)	29	\$327.7	\$(11.7)	44
Obligations of states and political subdivisions	130.7	(1.8)	19	23.3	(0.2)	3	154.0	(2.0)	22
Corporate securities	352.9	(5.7)	46	114.3	\$(5.7)	19	467.2	\$(11.4)	65
U.S. government agencies mortgage-backed securities	390.1	(11.8)	54	303.1	(20.4)	52	693.2	(32.2)	106
<i>Total temporarily impaired securities</i>	<b>\$979.8</b>	<b>\$(21.4)</b>	<b>134</b>	<b>\$662.3</b>	<b>\$(35.9)</b>	<b>103</b>	<b>\$1,642.1</b>	<b>\$(57.3)</b>	<b>237</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
<b>December 31, 2017</b>									
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>

The Company reviewed its investments at September 30, 2018, and determined that no 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.





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

(\$ millions)	Amortized Fair	
	cost	value
Due in 1 year or less	<b>\$ 28.1</b>	<b>\$28.0</b>
Due after 1 year through 5 years	<b>587.1</b>	<b>576.4</b>
Due after 5 years through 10 years	<b>369.9</b>	<b>364.2</b>
Due after 10 years	<b>394.7</b>	<b>398.1</b>
U.S. government agencies mortgage-backed securities	<b>805.4</b>	<b>774.9</b>
<i>Total</i>	<b>\$ 2,185.2</b>	<b>\$2,141.6</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 September 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 \$8.9 million and \$9.3 million were on deposit with insurance regulators as required by law at September 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 nine months ended September 30, 2018 and 2017:

(\$ millions)	Three months ended		Nine months ended	
	September 30, 2018	2017	September 30, 2018	2017
Fixed maturities	<b>\$16.4</b>	\$15.4	<b>\$49.4</b>	\$47.1
Equity securities	<b>3.0</b>	2.0	<b>8.6</b>	5.7
Cash and cash equivalents, and other	<b>1.7</b>	1.6	<b>5.2</b>	4.6
<i>Investment income</i>	<b>21.1</b>	19.0	<b>63.2</b>	57.4
Investment expenses	<b>0.3</b>	0.3	<b>1.0</b>	0.9
<i>Net investment income</i>	<b>\$20.8</b>	\$18.7	<b>\$62.2</b>	\$56.5

The Company's current investment strategy does not rely on the use of derivative financial instruments.

Proceeds on sales of investments were \$159.9 million and \$328.4 million for the nine months ended September 30, 2018, and 2017, respectively.

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

<i>(\$ millions)</i>	Three months ended September 30 <b>2018</b>		Nine months ended September 30 <b>2018</b>	
	2017	2018	2017	2018
Realized gains:				
Fixed maturities	\$—	\$0.4	<b>\$1.7</b>	\$2.7
Equity securities	<b>1.0</b>	20.9	<b>6.0</b>	45.2
Other invested assets	—	—	—	0.1
<i>Total realized gains</i>	<b>1.0</b>	21.3	<b>7.7</b>	48.0
Realized losses on securities:				
Sales of equity securities	—	(0.5 )	<b>(0.6 )</b>	(0.7 )
OTTI	—	(0.6 )	—	(3.5 )
<i>Total equity securities realized losses</i>	—	(1.1 )	<b>(0.6 )</b>	(4.2 )
<i>Net realized gain on investments</i>	<b>\$1.0</b>	\$20.2	<b>\$7.1</b>	\$43.8
Net unrealized gain (loss) on investments <sup>(1)</sup>				
Equity securities	<b>16.4</b>	\$—	<b>\$12.8</b>	\$—
Other invested assets	<b>0.4</b>	—	<b>(1.7 )</b>	—
<i>Net unrealized gain on investments</i>	<b>16.8</b>	—	<b>11.1</b>	—
<i>Net investment gain</i>	<b>\$17.8</b>	\$20.2	<b>\$18.2</b>	\$43.8
Change in unrealized holding (losses) gains, net of tax:				
Fixed maturities	<b>\$(14.7)</b>	\$0.4	<b>\$(63.3)</b>	\$15.8
Equity securities	—	(12.1 )	—	(1.9 )
Other invested assets	—	2.5	—	7.9
Deferred federal income tax liability	<b>3.1</b>	3.2	<b>13.3</b>	(7.6 )
<i>Change in net unrealized holding (losses) gains, net of tax</i>	<b>\$(11.6)</b>	\$(6.0 )	<b>\$(50.0)</b>	\$14.2

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

**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 September 30, 2018, and December 31, 2017, the Company did not adjust any of the prices received from the pricing service.

*Fixed Maturities*

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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 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 nine months ended September 30, 2018, and 2017.

*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 \$43.3 million and \$45.2 million at September 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

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

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

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

(\$ millions)

September 30, 2018

	Total	Level 1	Level 2
Available-for-sale fixed maturities:			
U.S. treasury securities and obligations of U.S. government agencies	\$402.0	\$—	\$402.0
Obligations of states and political subdivisions	438.8	—	438.8
Corporate securities	525.9	—	525.9
U.S. government agencies mortgage-backed securities	774.9	—	774.9
<i>Total available-for-sale fixed maturities</i>	<b>2,141.6</b>	<b>—</b>	<b>2,141.6</b>
Equity securities:			
Large-cap securities	95.6	95.6	—
Mutual and exchange traded funds	280.7	280.7	—
<i>Total equity securities</i>	<b>376.3</b>	<b>376.3</b>	<b>—</b>
Other invested assets	11.2	11.2	—
<i>Total investments</i>	<b>\$2,529.1</b>	<b>\$387.5</b>	<b>\$2,141.6</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 September 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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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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

Notes to Condensed Consolidated Financial Statements, Continued (Unaudited)

*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)

	September 30, 2018			December 31, 2017		
	Carrying value	Fair value	Interest rate	Carrying value	Fair value	Interest rate
Notes receivable from affiliate	\$70.0	\$72.5	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)

	September 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	86.4	3.96 %	—	—	— %
Affiliate Subordinated Debentures due 2033: issued \$15.5, May 2003 with variable interest	15.2	15.2	6.52 %	15.2	15.2	5.68 %
<i>Total notes payable</i>	\$122.0	\$122.2		\$122.1	\$121.8	

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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)

**4. Losses and Loss Expenses Payable**

The following table sets forth the activity in the liability for losses and loss expenses for the nine months ended September 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>678.7</b>	752.8
Prior years	<b>(57.6)</b>	(34.6)
<i>Total incurred</i>	<b>621.1</b>	718.2
Paid related to:		
Current year	<b>314.1</b>	302.0
Prior years	<b>365.8</b>	318.3
<i>Total paid</i>	<b>679.9</b>	620.3
<i>Net balance at end of period</i>	<b>1,193.7</b>	1,275.9
Plus: reinsurance recoverable on losses and loss expenses payable	<b>5.0</b>	4.9
<i>Losses and loss expenses payable, at end of period</i>	<b>\$1,198.7</b>	\$1,280.8

The Company recorded favorable development related to prior years' loss and loss expense reserves for the nine months ended September 30, 2018, of \$57.6 million compared to favorable development of \$34.6 million for the same 2017 period. Favorable development of prior years' unallocated loss adjustment expenses was approximately \$6.7 million of the 2018 development. Partially offsetting the favorable development was \$1.3 million of unfavorable development in catastrophe reserves. Favorable development of prior accident years' non-catastrophe loss and ALAE reserves was primarily due to \$56.4 million of favorable development in the personal and commercial insurance segments. In the personal insurance segment, personal auto contributed \$18.5 million of favorable development, primarily attributable to lower than anticipated severity from the 2016 and 2017 accident years, and homeowners contributed \$7.2 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 \$8.4 million, \$6.5 million, \$5.7 million, \$5.3 million, and respectively, of favorable development. Slightly offsetting the favorable development was adverse development in the specialty insurance segment of \$4.2 million. The specialty insurance segment was impacted by \$3.4 million and \$0.9 million of adverse development in E&S casualty and programs, respectively. The E&S casualty adverse development for prior accident years was due primarily to development within our healthcare and general liability books of business. The programs quarter and year to date 2018 adverse development for prior accident years was driven by increased ultimate loss estimates for commercial auto coverages.

The Company recorded favorable development related to prior years' loss and loss expense reserves for the nine months ended September 30, 2017 of \$34.6 million compared to adverse development of \$33.4 million for the same 2016 period. Favorable development of prior years' unallocated loss adjustment expenses and catastrophe reserves was approximately \$4.4 million and \$1.8 million, respectively, for the nine months ended September 30, 2017. The favorable development of prior accident years' non-catastrophe loss and ALAE reserves was primarily due to \$33.1 million of favorable development in the commercial insurance segment. Slightly offsetting the favorable development was adverse development in the specialty and personal insurance segments of \$2.6 million and \$2.1 million, respectively. The specialty insurance segment was impacted by \$3.0 million of adverse development in E&S property,

driven by higher than anticipated severity for liability coverages on business in run-off. The personal insurance segment, homeowners contributed \$1.9 million of adverse development, primarily from accident year 2016, and other personal contributed \$2.5 million of adverse development, driven by higher than anticipated severity emerging from accident years 2015 and 2016. Slightly offsetting the adverse development was \$2.3 million of favorable development in personal auto, primarily driven by lower than anticipated severity emerging from accident years 2014 and 2015.

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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)

**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 June 1, 2017, State Auto P&C entered into a quota share agreement with Home State County Mutual Insurance Company ("Home State") to assume 100% of the business issued under this agreement defined as Texas Private Passenger Automobile. Home State receives a variable fee (capped at 2%) in consideration for this arrangement.

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 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 nine months ended September 30, 2018 and 2017:

<i>(\$ millions)</i>	Three months ended September 30 <b>2018</b>		Nine months ended September 30 <b>2018</b>	
	2017	2017	2017	2017
Premiums earned:				
Assumed from external insurers and reinsurers	<b>\$17.3</b>	\$2.3	<b>\$41.9</b>	\$4.7
Assumed under Pooling Arrangement	<b>306.8</b>	319.0	<b>929.2</b>	957.2
Ceded to external insurers and reinsurers	<b>(5.9 )</b>	(4.9 )	<b>(16.7 )</b>	(17.1 )
Ceded under Pooling Arrangement	<b>(234.9)</b>	(203.7 )	<b>(678.1 )</b>	(608.2 )
<i>Net assumed premiums earned</i>	<b>\$83.3</b>	\$112.7	<b>\$276.3</b>	\$336.6
Losses and loss expenses incurred:				
Assumed from external insurers and reinsurers	<b>\$10.9</b>	\$2.2	<b>\$34.2</b>	\$4.7
Assumed under Pooling Arrangement	<b>183.1</b>	254.0	<b>591.4</b>	719.5
Ceded to external insurers and reinsurers	<b>(1.9 )</b>	(2.7 )	<b>(3.4 )</b>	(3.7 )
Ceded under Pooling Arrangement	<b>(148.4)</b>	(125.1 )	<b>(486.0 )</b>	(420.7 )
<i>Net assumed losses and loss expenses incurred</i>	<b>\$43.7</b>	\$128.4	<b>\$136.3</b>	\$299.8

**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 September 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.

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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)

*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 nine months ended September 30, 2018.

**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 nine months ended September 30, 2018 and 2017:

(\$ millions)	Three months ended September 30				Nine months ended September 30			
	2018		2017		2018		2017	
Amount at statutory rate	<b>\$8.6</b>	<b>21.0 %</b>	\$(3.9)	35.0 %	<b>\$9.5</b>	<b>21.0 %</b>	\$(1.2)	35.0 %
Tax-exempt interest and dividends received deduction	<b>(0.5)</b>	<b>(1.3)</b>	(1.4)	12.4	<b>(1.7)</b>	<b>(3.8)</b>	(4.4)	131.8
Other, net	<b>(0.5)</b>	<b>(1.1)</b>	3.6	(32.6)	<b>0.3</b>	<b>0.6</b>	5.1	(151.7)
<i>Federal income tax expense (benefit)</i>	<b>7.6</b>	<b>18.6 %</b>	(1.7)	14.8 %	<b>8.1</b>	<b>17.8 %</b>	\$(0.5)	15.1 %
Deferred tax expense on share-based awards	—		—		—		1.3	
<i>Federal income tax expense (benefit)</i>	<b>\$7.6</b>		\$(1.7)		<b>\$8.1</b>		\$0.8	

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. During the period ended September 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 when the IRS releases the discount factors.

**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 nine months ended September 30, 2018 and 2017:

(\$ millions)	Pension				Postretirement			
	Three months ended September 30		Nine months ended September 30		Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017	2018	2017	2018	2017
Service cost	<b>\$1.2</b>	\$1.4	\$—	\$—	<b>\$3.8</b>	\$4.4	\$—	\$—
Interest cost	<b>2.7</b>	2.9	<b>0.2</b>	0.1	<b>8.0</b>	8.6	<b>0.5</b>	0.5
Expected return on plan assets	<b>(4.5)</b>	(4.2)	—	—	<b>(13.5)</b>	(12.6)	—	—
Amortization of:								
Negative prior service cost	—	—	<b>(1.4)</b>	(1.3)	—	—	<b>(4.1)</b>	(4.1)
Net actuarial loss	<b>2.1</b>	2.0	<b>0.1</b>	0.1	<b>6.2</b>	5.9	<b>0.2</b>	0.2
<i>Net periodic cost (benefit)</i>	<b>\$1.5</b>	\$2.1	<b>\$(1.1)</b>	\$(1.1)	<b>\$4.5</b>	\$6.3	<b>\$(3.4)</b>	\$(3.4)

The Company contributed \$9.8 million to its pension plan for the nine months ended September 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)

**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 nine months ended September 30, 2018 and 2017:

<i>(\$ millions)</i>	Unrealized Gains and Losses on Available-for-Sale Securities	Benefit Plan Items	Total
Beginning balance			
at July 1, 2018	\$ (20.3 )	\$ (37.0 )	\$ (57.3 )
Other comprehensive loss before reclassifications	(11.6 )	—	(11.6 )
Amounts reclassified from AOCI (a)	—	0.6	0.6
Net current period other comprehensive (loss) income	(1.6 )	0.6	(1.0 )
Ending balance at September 30, 2018	\$ (31.9 )	\$ (36.4 )	\$ (68.3 )

Beginning balance at July 1, 2017	\$ 83.0	\$ (29.6 )	\$ 53.4
Other comprehensive	—	7.2	

income  
before  
reclassifications  
Amounts  
reclassified  
from  $13.2$  )  $0.5$  )  $(12.7)$  )  
AOCI  
(a)  
Net  
current  
period  
other  $6.0$  )  $0.5$  )  $(5.5)$  )  
comprehensive  
(loss)  
income  
*Ending  
balance  
at \$ 77.0* )  $(29.1)$  )  $$47.9$   
*September  
30,  
2017*

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

(\$  
millions)  
Unrealized Gains  
and Losses on  
Available-for-Sale  
Securities  
Benefit Plan  
Items  
Total

Beginning  
balance  
at  $$ 66.0$  )  $$(29.3)$  )  $$36.7$   
January  
1,  
2018  
Cumulative  $47.9$  )  $(8.9)$  )  $(56.8)$  )  
effect  
of  
change  
in  
accounting  
for  
equity  
securities  
and  
other  
invested  
assets  
and  
reclassification  
of  
stranded

tax effects as of January 1, 2018 Adjusted beginning balance at **18.1** (38.2 ) (20.1 ) January 1, 2018 Other comprehensive loss ~~(48.7~~ ) — (48.7 ) before reclassifications Amounts reclassified from ~~(1.3~~ ) **1.8** **0.5** AOCI (a) Net current period ~~oth~~ **(50.0** ) **1.8** (48.2 ) comprehensive (loss) income *Ending balance at \$ (31.9* ) *\$(36.4 ) \$(68.3)* *September 30, 2018*

Beginning balance at \$ 62.8 (30.3 ) \$32.5 January 1, 2017 Other comprehensive income ~~(42.7~~ ) — 42.7 before reclassifications Amounts reclassified from ~~(0.1~~ ) **1.2** (27.3 )

from  
AOCI  
(a)  
Net  
current  
period  
other  
14.2            1.2            15.4  
comprehensive  
income  
Ending  
balance  
at  
September  
30,  
2017

\$ 77.0	\$(29.1 )	\$47.9

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



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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 nine months ended September 30, 2018 and 2017:

(\$  
millions)

Three months ended September 30, 2018	Three months ended September 30, 2017	Accumulated Other Comprehensive Income Components	Affiliated Company Item in the Condensed Consolidated Statements of Income
--	--	---	--

**2018**

Unrealized gains on available-for-sale fixed maturity investments	Realized gain on sale of securities
---	-------------------------------------

—	Total before tax
—	Tax expense
—	Net of tax

Amortization  
of  
benefit  
plan  
items

Negative

1.4	(b)
-----	-----

cost

Net

(2.2)	(b)
-------	-----

loss

(0.8)	) Total before tax
0.2	Tax benefit
(0.6)	) Net of tax

*Total  
reclassifications  
for \$ (0.6 )  
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).

(\$  
millions)

Nine

months ended September 30, 2018

Consolidated Statements of Income

2018

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

4.1 (b)  
6.4 (b)

Net actual loss

(2.3 ) Total before tax  
0.5 Tax benefit  
(1.8 ) Net of tax

Total reclassifications for \$ (0.5 ) 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	September 30,	2017
Details about Accumulated Other Comprehensive Income components		
Unrealized gains on available for sale securities	\$ 20.2	Realized gain on sale of securities for sale securities
	20.2	Total before tax
	(7.0 )	Tax expense
	13.2	Net of tax
Amortization of benefit plan items		
Negative prior service cost	1.3	(b)
Net actuarial loss	(2.1)	(b)
	(0.8 )	Total before tax
	0.3	Tax benefit
	(0.5 )	Net of tax
<i>Total reclassifications for \$ 12.7 the period</i>		

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

(\$  
millions)

Details about Accumulated Other Comprehensive Income components

Nine  
 Months  
 Ended  
 September 30, 2017  
 Consolidated Statements of Income Components

Unrealized gains on available for sale securities	43.8	Realized gain on sale of securities	
		Total before tax	
	(15.3)	) Tax expense	
	28.5	) Net of tax	
Amortization of benefit plan items			
Negative prior service cost	4.1	(b)	
Net actuarial loss	(6.1)	) (b)	
	(2.0)	) Total before tax	
	0.8	) Tax benefit	
	(1.2)	) Net of tax	

*Total reclassifications for \$ 27.3 the period*

These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see (b) 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 (Loss) per Common Share**

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

	Three months ended		Nine months ended	
	September 30		September 30	
	2018	2017	2018	2017
<i>(\$ and shares in millions, except per share amounts)</i>				
Numerator:				
Net income (loss) for basic earnings per common share	\$33.4	\$(9.5 )	\$37.3	\$(4.1 )
Denominator:				
Weighted average shares for basic earnings (loss) per common share	43.0	42.2	42.8	42.0
Effect of dilutive share-based awards	0.6	—	0.5	—
<i>Adjusted weighted average shares for diluted net earnings (loss) per common share</i>	<b>43.6</b>	42.2	<b>43.3</b>	42.0
Basic net earnings (loss) per common share	<b>\$0.78</b>	\$(0.23 )	<b>\$0.87</b>	\$(0.10 )
Diluted net earnings (loss) per common share	<b>\$0.76</b>	\$(0.23 )	<b>\$0.86</b>	\$(0.10 )

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 nine months ended September 30, 2018 and 2017:

	Three months ended	Nine months ended	
	September 30	September 30	
	2018	2018	2017
<i>(shares in millions)</i>			
Total number of antidilutive options and awards	—0.5	0.1	0.7

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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)

**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

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

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 nine months ended September 30, 2018 and 2017:

(\$ millions)	Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017
Revenue from external sources:				
Insurance segments				
Personal insurance	\$173.0	\$144.1	\$494.2	\$430.6
Commercial insurance	115.2	114.3	345.7	341.8
Specialty insurance	18.6	60.6	89.3	184.8
<i>Total insurance segments</i>	<b>306.8</b>	319.0	<b>929.2</b>	957.2
Investment operations segment				
Net investment income	20.8	18.7	62.2	56.5
Net investment gain	17.8	20.2	18.2	43.8
<i>Total investment operations segment</i>	<b>38.6</b>	38.9	<b>80.4</b>	100.3
All other	0.6	0.5	1.8	1.7
<i>Total revenue from external sources</i>	<b>346.0</b>	358.4	<b>1,011.4</b>	1,059.2
Intersegment revenue	1.6	1.6	4.8	3.0
<i>Total revenue</i>	<b>347.6</b>	360.0	<b>1,016.2</b>	1,062.2
Reconciling items:				
Eliminate intersegment revenue	(1.6 )	(1.6 )	(4.8 )	(3.0 )
<i>Total consolidated revenues</i>	<b>\$346.0</b>	\$358.4	<b>\$1,011.4</b>	\$1,059.2
Segment income before federal income tax:				
Insurance segments SAP underwriting gain (loss)				
Personal insurance	\$6.9	\$(7.4 )	\$(4.6 )	\$(31.4 )
Commercial insurance	(5.2 )	1.3	(22.3 )	(7.0 )
Specialty insurance	1.9	(39.1 )	4.5	(52.1 )
<i>Total insurance segments gain (loss)</i>	<b>3.6</b>	(45.2 )	<b>(22.4 )</b>	(90.5 )
Investment operations segment				
Net investment income	20.8	18.7	62.2	56.5
Net investment gain	17.8	20.2	18.2	43.8
<i>Total investment operations segment</i>	<b>38.6</b>	38.9	<b>80.4</b>	100.3
All other	0.1	0.1	0.3	0.2
<i>Total segment income (loss) before reconciling items</i>	<b>42.3</b>	(6.2 )	<b>58.3</b>	10.0
Reconciling items:				
GAAP expense adjustments	0.8	(2.8 )	(2.6 )	(6.3 )
Interest expense on corporate debt	(1.2 )	(1.5 )	(4.5 )	(4.4 )
Corporate expenses	(0.9 )	(0.7 )	(5.8 )	(2.6 )
<i>Total reconciling items</i>	<b>(1.3 )</b>	(5.0 )	<b>(12.9 )</b>	(13.3 )
<i>Total consolidated income (loss) before federal income tax expense</i>	<b>\$41.0</b>	\$(11.2 )	<b>\$45.4</b>	\$(3.3 )

Investable assets attributable to the Company's investment operations segment totaled \$2,697.5 million and \$2,781.2 million at September 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 “third quarter” as used below refers to the three months ended September 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 September 30, 2018 and December 31, 2017, and for the consolidated statements of income for the three and nine month periods ended September 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. As previously reported, we are exiting our specialty insurance business. 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	
<i>Total</i>	
<i>STFC</i>	<i>65.0 %</i>
<i>Pooled</i>	
<i>Companies</i>	

**State**

**Auto**

**Mutual**

**Pooled**

**Companies:**

State	
Auto	4.5 %
Mutual	
SA	
Wisconsin	
Meridian	
Security	
Patrons	
Mutual	0.5
RIC	
Plaza	
American	
Compensation	
Bloomington	
Compensation	
<i>Total</i>	
<i>State</i>	
<i>Auto</i>	<i>35.0 %</i>
<i>Mutual</i>	
<i>Pooled</i>	
<i>Companies</i>	



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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 nine months ended September 30, 2018 and 2017:

	Three months ended		Nine months ended	
	September 30		September 30	
	<b>2018</b>	2017	<b>2018</b>	2017
<i>(\$ millions, except per share amounts)</i>				
<b>GAAP Basis:</b>				
Total revenues	<b>\$346.0</b>	\$358.4	<b>\$1,011.4</b>	\$1,059.2
Income (loss) before federal income taxes	<b>\$41.0</b>	\$(11.2 )	<b>\$45.4</b>	\$(3.3 )
Net income (loss)	<b>\$33.4</b>	\$(9.5 )	<b>\$37.3</b>	\$(4.1 )
Basic earnings (loss) per share	<b>\$0.78</b>	\$(0.23 )	<b>\$0.87</b>	\$(0.10 )
Diluted earnings (loss) per share	<b>\$0.76</b>	\$(0.23 )	<b>\$0.86</b>	\$(0.10 )
Stockholders' equity	<b>\$869.4</b>	\$892.2		
Return on average equity (LTM)	<b>3.0</b>	% 3.2	%	
Book value per share	<b>\$20.24</b>	\$21.16		
Debt to capital ratio	<b>12.3</b>	% 12.0	%	
Cat loss and ALAE ratio	<b>5.3</b>	% 17.6	% <b>6.8</b>	% 12.1
Non-cat loss and LAE ratio	<b>57.0</b>	% 61.9	% <b>60.0</b>	% 62.9
Loss and LAE ratio	<b>62.3</b>	% 79.5	% <b>66.8</b>	% 75.0
Expense ratio	<b>36.1</b>	% 35.3	% <b>35.8</b>	% 34.9
Combined ratio	<b>98.4</b>	% 114.8	% <b>102.6</b>	% 109.9
Premium written growth	<b>(2.8 )</b>	)% (4.3 )	)% <b>(5.9 )</b>	)% (1.7 )
Investment yield	<b>3.1</b>	% 2.9	% <b>3.1</b>	% 3.0
<b>SAP Basis:</b>				
Cat loss and ALAE ratio	<b>5.3</b>	% 17.6	% <b>6.8</b>	% 12.1
Non-cat loss and ALAE ratio	<b>51.2</b>	% 56.9	% <b>54.2</b>	% 57.5
ULAE ratio	<b>5.9</b>	% 5.1	% <b>6.0</b>	% 5.6
Loss and LAE ratio	<b>62.4</b>	% 79.6	% <b>67.0</b>	% 75.2
Expense ratio	<b>35.8</b>	% 34.3	% <b>36.1</b>	% 33.9
Combined ratio	<b>98.2</b>	% 113.9	% <b>103.1</b>	% 109.1

Twelve  
months  
ended  
September  
30  
**2018** 2017

Net premiums written to surplus **1.4** 1.5

Our pre-tax income for the three and nine months ended September 30, 2018, increased \$52.2 million and \$48.7 million, respectively, compared with the same 2017 periods. The third quarter and year to date 2018 improvements in pre-tax results compared to the same 2017 periods reflect our decision to exit specialty business during the third quarter of 2017. In addition, the personal and commercial insurance segments' net underwriting results improved due primarily to lower non-catastrophe loss and loss expenses compared to the same 2017 periods. The improvement in underwriting results for the three and nine months ended September 30, 2018 compared to the same 2017 periods was partially offset by a decline in net investment gains, primarily due to the adoption of ASU 2016-01 effective January

1, 2018 (see further discussion below).

Net investment gains for the three and nine months ended September 30, 2018 decreased \$2.4 million and \$25.6 million, respectively, quarter and year to date 2018 compared to the same 2017 periods, while net investment income increased by \$2.1 million and \$5.7 million, respectively. 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 and nine months ended September 30, 2018 declined compared to the same 2017 periods due to (i) fewer sales transactions and (ii) the impact of the adoption of ASU 2016-01.

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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 provides 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 nine months ended September 30, 2018 and 2017:

*(\$ in millions)*

<b>Three months ended September 30, 2018</b>	Personal	Commercial	Specialty	Total
Net written premiums	\$195.3	\$117.6	\$(0.5)	\$312.4
Net earned premiums	173.0	115.2	18.6	306.8
Losses and LAE incurred:				
Cat loss and ALAE	12.8	3.1	0.4	16.3
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	(9.6 )	(10.3 )	1.8	(18.1 )
Current accident year non-cat loss and ALAE	91.9	71.8	11.4	175.1
Total non-cat loss and ALAE	82.3	61.5	13.2	157.0
<i>Total Loss and ALAE</i>	95.1	64.6	13.6	173.3
ULAE	10.7	6.6	0.8	18.1
<i>Total Loss and LAE</i>	105.8	71.2	14.4	191.4
Underwriting expenses	60.3	49.2	2.3	111.8
<i>Net underwriting gain (loss)</i>	\$6.9	\$(5.2 )	\$1.9	\$3.6
Cat loss and ALAE ratio	7.4	% 2.7	% 2.2	% 5.3
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	(5.6 )%	(8.9 )%	9.4	(5.9 )%
Current accident year non-cat loss and ALAE ratio	53.1	% 62.4	% 62.1	% 57.1
Total non-cat loss and ALAE ratio	47.5	% 53.5	% 71.5	% 51.2
<i>Total Loss and ALAE ratio</i>	54.9	% 56.2	% 73.7	% 56.5
ULAE ratio	6.2	% 5.7	% 3.9	% 5.9
<i>Total Loss and LAE ratio</i>	61.1	% 61.9	% 77.6	% 62.4
Expense ratio	30.9	% 41.8	% (439.2)%	35.8

*Combined ratio* **92.0 % 103.7 % (361.6) 98.2 %**

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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 September 30, 2017	Personal	Commercial	Specialty	Total	
Net written premiums	\$ 165.5	\$ 117.3	\$ 38.5	\$ 321.3	
Net earned premiums	144.1	114.3	60.6	319.0	
Losses and LAE incurred:					
Cat loss and ALAE	8.0	4.4	43.7	56.1	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	(0.1 )	(9.9 )	1.2	(8.8 )	
Current accident year non-cat loss and ALAE	85.4	67.7	37.2	190.3	
Total non-cat loss and ALAE	85.3	57.8	38.4	181.5	
<i>Total Loss and ALAE</i>	93.3	62.2	82.1	237.6	
ULAE	8.9	5.6	1.9	16.4	
<i>Total Loss and LAE</i>	102.2	67.8	84.0	254.0	
Underwriting expenses	49.3	45.2	15.7	110.2	
<i>Net underwriting (loss) gain</i>	\$(7.4 )	\$ 1.3	\$(39.1)	\$(45.2 )	
Cat loss and ALAE ratio	5.6	% 3.8	% 72.2	% 17.6	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	(0.1 )%	(8.6 )%	1.7	% (2.8 )%	%
Current accident year non-cat loss and ALAE ratio	59.3	% 59.2	% 61.5	% 59.7	%
Total non-cat loss and ALAE ratio	59.2	% 50.6	% 63.2	% 56.9	%
<i>Total Loss and ALAE ratio</i>	64.8	% 54.4	% 135.4	% 74.5	%
ULAE ratio	6.1	% 5.0	% 3.2	% 5.1	%
<i>Total Loss and LAE ratio</i>	70.9	% 59.4	% 138.6	% 79.6	%
Expense ratio	29.8	% 38.5	% 40.8	% 34.3	%
<i>Combined ratio</i>	100.7	% 97.9	% 179.4	% 113.9	%

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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

(\$ in millions)

<b>Nine months ended September 30, 2018</b>	Personal	Commercial	Specialty	Total	
Net written premiums	\$541.9	\$356.5	\$14.3	\$912.7	
Net earned premiums	494.2	345.7	89.3	929.2	
Losses and LAE incurred:					
Cat loss and ALAE	45.1	18.3	0.2	63.6	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	(26.8 )	(29.6 )	4.2	(52.2 )	
Current accident year non-cat loss and ALAE	283.5	212.5	59.4	555.4	
Total non-cat loss and ALAE	256.7	182.9	63.6	503.2	
<i>Total Loss and ALAE</i>	<b>301.8</b>	<b>201.2</b>	<b>63.8</b>	<b>566.8</b>	
ULAE	30.7	20.3	4.5	55.5	
<i>Total Loss and LAE</i>	<b>332.5</b>	<b>221.5</b>	<b>68.3</b>	<b>622.3</b>	
Underwriting expenses	166.3	146.5	16.5	329.3	
<i>Net underwriting (loss) gain</i>	<b>\$(4.6 )</b>	<b>\$(22.3 )</b>	<b>\$4.5</b>	<b>\$(22.4 )</b>	
Cat loss and ALAE ratio	9.1	% 5.3	% 0.2	% 6.8	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	(5.4 )%	(8.5 )%	4.6	% (5.6 )%	
Current accident year non-cat loss and ALAE ratio	57.4	% 61.5	% 66.6	% 59.8	%
Total non-cat loss and ALAE ratio	52.0	% 53.0	% 71.2	% 54.2	%
<i>Total Loss and ALAE ratio</i>	<b>61.1</b>	<b>% 58.3</b>	<b>% 71.4</b>	<b>% 61.0</b>	<b>%</b>
ULAE ratio	6.2	% 5.9	% 5.0	% 6.0	%
<i>Total Loss and LAE ratio</i>	<b>67.3</b>	<b>% 64.2</b>	<b>% 76.4</b>	<b>% 67.0</b>	<b>%</b>
Expense ratio	30.7	% 41.1	% 115.9	% 36.1	%
<i>Combined ratio</i>	<b>98.0</b>	<b>% 105.3</b>	<b>% 192.3</b>	<b>% 103.1</b>	<b>%</b>

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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

(\$ in millions)

Nine months ended September 30, 2017	Personal	Commercial	Specialty	Total	
Net written premiums	\$447.9	\$ 344.6	\$176.9	\$969.4	
Net earned premiums	430.6	341.8	184.8	957.2	
Losses and LAE incurred:					
Cat loss and ALAE	43.7	25.4	46.6	115.7	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	2.1	(33.1 )	2.6	(28.4 )	
Current accident year non-cat loss and ALAE	255.2	204.6	119.0	578.8	
Total non-cat loss and ALAE	257.3	171.5	121.6	550.4	
<i>Total Loss and ALAE</i>	301.0	196.9	168.2	666.1	
ULAE	28.0	18.4	6.9	53.3	
<i>Total Loss and LAE</i>	329.0	215.3	175.1	719.4	
Underwriting expenses	133.0	133.5	61.8	328.3	
<i>Net underwriting loss</i>	\$(31.4 )	\$(7.0 )	\$(52.1 )	\$(90.5 )	
Cat loss and ALAE ratio	10.2	% 7.4	% 25.2	% 12.1	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	0.5	% (9.7 )	% 1.4	% (3.0 )	%
Current accident year non-cat loss and ALAE ratio	59.3	% 59.9	% 64.4	% 60.5	%
Total non-cat loss and ALAE ratio	59.8	% 50.2	% 65.8	% 57.5	%
<i>Total Loss and ALAE ratio</i>	70.0	% 57.6	% 91.0	% 69.6	%
ULAE ratio	6.5	% 5.4	% 3.7	% 5.6	%
<i>Total Loss and LAE ratio</i>	76.5	% 63.0	% 94.7	% 75.2	%
Expense ratio	29.7	% 38.7	% 35.0	% 33.9	%
<i>Combined ratio</i>	106.2	% 101.7	% 129.7	% 109.1	%

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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 nine months ended September 30, 2018 and 2017:

Table 1

(\$ in millions)

<b>Three months ended September 30, 2018</b>	Personal Auto	Homeowners	Other Personal	Total
Net written premiums	<b>\$110.7</b>	<b>\$ 76.6</b>	<b>\$ 8.0</b>	<b>\$195.3</b>
Net earned premiums	<b>103.5</b>	<b>63.7</b>	<b>5.8</b>	<b>173.0</b>
Losses and LAE incurred:				
Cat loss and ALAE	<b>0.9</b>	<b>11.1</b>	<b>0.8</b>	<b>12.8</b>
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	<b>(7.3 )</b>	<b>(1.5 )</b>	<b>(0.8 )</b>	<b>(9.6 )</b>
Current accident year non-cat loss and ALAE	<b>61.9</b>	<b>27.6</b>	<b>2.4</b>	<b>91.9</b>
Total non-cat loss and ALAE	<b>54.6</b>	<b>26.1</b>	<b>1.6</b>	<b>82.3</b>
<i>Total Loss and ALAE</i>	<b>55.5</b>	<b>37.2</b>	<b>2.4</b>	<b>95.1</b>
ULAE	<b>6.8</b>	<b>3.8</b>	<b>0.1</b>	<b>10.7</b>
<i>Total Loss and LAE</i>	<b>62.3</b>	<b>41.0</b>	<b>2.5</b>	<b>105.8</b>
Underwriting expenses	<b>32.6</b>	<b>24.9</b>	<b>2.8</b>	<b>60.3</b>
<i>Net underwriting gain (loss)</i>	<b>\$8.6</b>	<b>\$ (2.2 )</b>	<b>\$ 0.5</b>	<b>\$6.9</b>
Cat loss and ALAE ratio	<b>0.8</b>	<b>% 17.4</b>	<b>% 13.7</b>	<b>% 7.4</b>
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	<b>(7.1 )%</b>	<b>(2.3 )%</b>	<b>(14.5)%</b>	<b>(5.6 )%</b>
Current accident year non-cat loss and ALAE ratio	<b>59.8</b>	<b>% 43.2</b>	<b>% 43.0</b>	<b>% 53.1</b>
Total non-cat loss and ALAE ratio	<b>52.7</b>	<b>% 40.9</b>	<b>% 28.5</b>	<b>% 47.5</b>
<i>Total Loss and ALAE ratio</i>	<b>53.5</b>	<b>% 58.3</b>	<b>% 42.2</b>	<b>% 54.9</b>
ULAE ratio	<b>6.6</b>	<b>% 5.9</b>	<b>% 1.1</b>	<b>% 6.2</b>
<i>Total Loss and LAE ratio</i>	<b>60.1</b>	<b>% 64.2</b>	<b>% 43.3</b>	<b>% 61.1</b>
Expense ratio	<b>29.5</b>	<b>% 32.6</b>	<b>% 34.4</b>	<b>% 30.9</b>
<i>Combined ratio</i>	<b>89.6</b>	<b>% 96.8</b>	<b>% 77.7</b>	<b>% 92.0</b>



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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

Table 2

(\$ in millions)

Three months ended September 30, 2017	Personal Auto	Homeowners	Other Personal	Total	
Net written premiums	\$96.5	\$ 64.1	\$ 4.9	\$165.5	
Net earned premiums	84.9	54.6	4.6	144.1	
Losses and LAE incurred:					
Cat loss and ALAE	2.5	5.1	0.4	8.0	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	(0.5 )	—	0.4	(0.1 )	
Current accident year non-cat loss and ALAE	60.3	24.0	1.1	85.4	
Total non-cat loss and ALAE	59.8	24.0	1.5	85.3	
<i>Total Loss and ALAE</i>	62.3	29.1	1.9	93.3	
ULAE	5.5	3.2	0.2	8.9	
<i>Total Loss and LAE</i>	67.8	32.3	2.1	102.2	
Underwriting expenses	26.8	20.9	1.6	49.3	
<i>Net underwriting (loss) gain</i>	\$(9.7 )	\$ 1.4	\$ 0.9	\$(7.4 )	
Cat loss and ALAE ratio	3.0	% 9.3	% 8.3	% 5.6	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	(0.6 )%	—	% 7.6	% (0.1 )%	%
Current accident year non-cat loss and ALAE ratio	71.0	% 44.1	% 25.8	% 59.3	%
Total non-cat loss and ALAE ratio	70.4	% 44.1	% 33.4	% 59.2	%
<i>Total Loss and ALAE ratio</i>	73.4	% 53.4	% 41.7	% 64.8	%
ULAE ratio	6.5	% 5.8	% 2.8	% 6.1	%
<i>Total Loss and LAE ratio</i>	79.9	% 59.2	% 44.5	% 70.9	%
Expense ratio	27.7	% 32.6	% 35.8	% 29.8	%
<i>Combined ratio</i>	107.6	% 91.8	% 80.3	% 100.7	%



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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>Nine months ended September 30, 2018</b>	Personal Auto	Homeowners	Other Personal	Total
Net written premiums	<b>\$318.8</b>	<b>\$ 203.0</b>	<b>\$20.1</b>	<b>\$541.9</b>
Net earned premiums	<b>296.1</b>	<b>182.0</b>	<b>16.1</b>	<b>494.2</b>
Losses and LAE incurred:				
Cat loss and ALAE	<b>4.8</b>	<b>38.1</b>	<b>2.2</b>	<b>45.1</b>
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	<b>(18.5 )</b>	<b>(7.2 )</b>	<b>(1.1 )</b>	<b>(26.8 )</b>
Current accident year non-cat loss and ALAE	<b>193.6</b>	<b>81.9</b>	<b>8.0</b>	<b>283.5</b>
Total non-cat loss and ALAE	<b>175.1</b>	<b>74.7</b>	<b>6.9</b>	<b>256.7</b>
<i>Total Loss and ALAE</i>	<b>179.9</b>	<b>112.8</b>	<b>9.1</b>	<b>301.8</b>
ULAE	<b>17.7</b>	<b>12.4</b>	<b>0.6</b>	<b>30.7</b>
<i>Total Loss and LAE</i>	<b>197.6</b>	<b>125.2</b>	<b>9.7</b>	<b>332.5</b>
Underwriting expenses	<b>92.9</b>	<b>65.9</b>	<b>7.5</b>	<b>166.3</b>
<i>Net underwriting gain (loss)</i>	<b>\$5.6</b>	<b>\$ (9.1 )</b>	<b>\$(1.1 )</b>	<b>\$(4.6 )</b>
Cat loss and ALAE ratio	<b>1.6</b>	<b>% 20.9</b>	<b>% 13.5</b>	<b>% 9.1</b>
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	<b>(6.3 )%</b>	<b>(3.9 )%</b>	<b>(7.1 )%</b>	<b>(5.4 )%</b>
Current accident year non-cat loss and ALAE ratio	<b>65.4</b>	<b>% 45.0</b>	<b>% 50.0</b>	<b>% 57.4</b>
Total non-cat loss and ALAE ratio	<b>59.1</b>	<b>% 41.1</b>	<b>% 42.9</b>	<b>% 52.0</b>
<i>Total Loss and ALAE ratio</i>	<b>60.7</b>	<b>% 62.0</b>	<b>% 56.4</b>	<b>% 61.1</b>
ULAE ratio	<b>6.0</b>	<b>% 6.8</b>	<b>% 3.7</b>	<b>% 6.2</b>
<i>Total Loss and LAE ratio</i>	<b>66.7</b>	<b>% 68.8</b>	<b>% 60.1</b>	<b>% 67.3</b>
Expense ratio	<b>29.1</b>	<b>% 32.5</b>	<b>% 37.2</b>	<b>% 30.7</b>
<i>Combined ratio</i>	<b>95.8</b>	<b>% 101.3</b>	<b>% 97.3</b>	<b>% 98.0</b>



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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

Table 4

(\$ in millions)

Nine months ended September 30, 2017	Personal Auto	Homeowners	Other Personal	Total	
Net written premiums	\$265.3	\$ 168.9	\$ 13.7	\$447.9	
Net earned premiums	251.8	164.6	14.2	430.6	
Losses and LAE incurred:					
Cat loss and ALAE	8.4	34.2	1.1	43.7	
Non-cat loss and ALAE					
Prior accident years non-cat loss and ALAE	(2.3 )	1.9	2.5	2.1	
Current accident year non-cat loss and ALAE	178.9	72.0	4.3	255.2	
Total non-cat loss and ALAE	176.6	73.9	6.8	257.3	
<i>Total Loss and ALAE</i>	185.0	108.1	7.9	301.0	
ULAE	15.8	11.3	0.9	28.0	
<i>Total Loss and LAE</i>	200.8	119.4	8.8	329.0	
Underwriting expenses	73.4	54.7	4.9	133.0	
<i>Net underwriting (loss) gain</i>	\$(22.4 )	\$ (9.5 )	\$ 0.5	\$(31.4 )	
Cat loss and ALAE ratio	3.3	% 20.8	% 7.5	% 10.2	%
Non-cat loss and ALAE ratio					
Prior accident years non-cat loss and ALAE ratio	(0.9 )	% 1.2	% 17.3	% 0.5	%
Current accident year non-cat loss and ALAE ratio	71.0	% 43.7	% 30.9	% 59.3	%
Total non-cat loss and ALAE ratio	70.1	% 44.9	% 48.2	% 59.8	%
<i>Total Loss and ALAE ratio</i>	73.4	% 65.7	% 55.7	% 70.0	%
ULAE ratio	6.3	% 6.8	% 6.4	% 6.5	%
<i>Total Loss and LAE ratio</i>	79.7	% 72.5	% 62.1	% 76.5	%
Expense ratio	27.6	% 32.4	% 36.5	% 29.7	%
<i>Combined ratio</i>	107.3	% 104.9	% 98.6	% 106.2	%

The personal insurance segment's net written premiums for the three and nine months ended September 30, 2018 increased 18.0% and 21.0%, respectively, compared to the same 2017 periods (Tables 1 - 4). Premium growth was driven by personal auto rate increases as well as new business growth for both personal auto and homeowners. The new business growth generated through State Auto Connect resulted in higher levels of policies in force for both personal auto and homeowners for the nine months ended September 30, 2018 compared to the same 2017 period. Partially offsetting the new business growth was a decline in retention primarily resulting from cumulative rate actions taken in personal auto.

The personal insurance segment's SAP catastrophe loss ratio for the three months ended September 30, 2018, increased 1.8 points when compared to the same 2017 period. The third quarter 2018 was impacted by weather events, primarily wind and hail and Hurricane Florence. The personal insurance segment's SAP catastrophe loss ratio for the nine months ended September 30, 2018 improved 1.1 points when compared to the same 2017 period. Weather-related catastrophe events for the nine months ended September 30, 2018, were less severe than catastrophe events impacting our results for the same 2017 period. The catastrophe loss ratio for the nine months ended September 30, 2017 reflected the impact of widespread storms that affected the Ohio Valley region, South Carolina, Texas, Mississippi and Georgia during the first quarter of 2017.

The personal insurance segment's SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018, improved 11.7 points and 7.8 points, respectively, compared to the same 2017 periods (Tables 1 - 4).

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The personal auto SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018 improved 17.7 and 11.0 points, respectively, compared to the same 2017 periods (Tables 1 - 4). The quarter and year to date 2018 current accident year loss and ALAE ratios improved 11.2 points and 5.6 points, respectively, compared to the same 2017 periods, primarily due to cumulative rate and underwriting actions, as well as improved claim handling efficiency. Favorable development of prior accident year losses for the three and nine months ended September 30, 2018, improved the loss ratios by 7.1 points and 6.3 points, respectively, compared to 0.6 points and 0.9 points, respectively, for the same 2017 periods. The 2018 prior accident year favorable development was primarily attributable to lower than anticipated severity from the 2016 and 2017 accident years.

The homeowners SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018, improved 3.2 points and 3.8 points, respectively, compared to the same 2017 periods. The third quarter 2018 improvement compared to the same 2017 period was primarily due to (i) a decrease in non-catastrophe weather losses and (ii) greater favorable development of prior accident year losses (2.3 points compared to no development for the three months ended September 30, 2017). The year to date 2018 improvement was due to favorable development of prior accident year losses of 3.9 points compared to adverse development of 1.2 points during the same 2017 period.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Commercial Insurance Segment*

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

Table 5

(\$ in millions)

<b>Three months ended September 30, 2018</b>	Commercial Auto	Small Commercial Package	Middle Market Commercial	Workers' Comp	Farm & Ranch	Other Commercial	Total
Net written premiums	\$ 19.1	\$ 29.1	\$ 29.8	\$ 24.1	\$ 10.7	4.8	\$ 117.6
Net earned premiums	18.8	30.5	28.6	21.3	11.3	4.7	115.2
Losses and LAE incurred:							
Cat loss and ALAE	(0.4 )	2.1	0.5	—	0.8	0.1	3.1
Non-cat loss and ALAE							
Prior accident years non-cat loss and ALAE	(1.1 )	(1.8 )	(1.9 )	(2.5 )	(1.0 )	(2.0 )	(10.3 )
Current accident year non-cat loss and ALAE	11.5	18.5	18.7	14.3	6.5	2.3	71.8
Total non-cat loss and ALAE	10.4	16.7	16.8	11.8	5.5	0.3	61.5
<i>Total Loss and ALAE</i>	<b>10.0</b>	<b>18.8</b>	<b>17.3</b>	<b>11.8</b>	<b>6.3</b>	<b>0.4</b>	<b>64.6</b>
ULAE	0.9	1.8	1.6	1.8	0.3	0.2	6.6
<i>Total Loss and LAE</i>	<b>10.9</b>	<b>20.6</b>	<b>18.9</b>	<b>13.6</b>	<b>6.6</b>	<b>0.6</b>	<b>71.2</b>
Underwriting expenses	8.8	12.7	12.5	7.4	5.5	2.3	49.2
<i>Net underwriting (loss) gain</i>	<b>\$(0.9 )</b>	<b>\$(2.8 )</b>	<b>\$(2.8 )</b>	<b>\$0.3</b>	<b>\$(0.8 )</b>	<b>1.8</b>	<b>\$(5.2 )</b>
Cat loss and ALAE ratio	(1.8 )%	6.8 %	1.7 %	— %	7.3 %	1.7 %	2.7 %
Non-cat loss and ALAE ratio							
Prior accident years non-cat loss and ALAE ratio	(5.9 )%	(5.8 )%	(6.7 )%	(12.0 )%	(8.2 )%	(42.7 )%	(8.9 )%
Current accident year non-cat loss and ALAE ratio	60.9 %	60.6 %	65.3 %	67.5 %	57.5 %	51.0 %	62.4 %
Total non-cat loss and ALAE ratio	55.0 %	54.8 %	58.6 %	55.5 %	49.3 %	8.3 %	53.5 %
<i>Total Loss and ALAE ratio</i>	<b>53.2 %</b>	<b>61.6 %</b>	<b>60.3 %</b>	<b>55.5 %</b>	<b>56.6 %</b>	<b>10.0 %</b>	<b>56.2 %</b>
ULAE ratio	5.1 %	5.7 %	5.4 %	8.1 %	2.4 %	5.5 %	5.7 %
<i>Total Loss and LAE ratio</i>	<b>58.3 %</b>	<b>67.3 %</b>	<b>65.7 %</b>	<b>63.6 %</b>	<b>59.0 %</b>	<b>15.5 %</b>	<b>61.9 %</b>
Expense ratio	46.3 %	43.6 %	41.7 %	30.5 %	51.5 %	47.3 %	41.8 %
<i>Combined ratio</i>	<b>104.6 %</b>	<b>110.9 %</b>	<b>107.5 %</b>	<b>94.1 %</b>	<b>110.5 %</b>	<b>62.8 %</b>	<b>103.7 %</b>



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Table 6

(\$ in millions)

Three months ended September 30, 2017	Commercial Auto	Small Commercial Package	Middle Market Commercial	Workers' Comp	Farm & Ranch	Other Commercial	Total
Net written premiums	\$ 18.6	\$ 31.4	\$ 28.8	\$ 25.1	\$ 10.1	\$ 3.3	\$ 117.3
Net earned premiums	18.8	33.3	26.7	22.0	10.1	3.4	114.3
Losses and LAE incurred:							
Cat loss and ALAE	0.3	2.5	0.4	—	1.2	—	4.4
Non-cat loss and ALAE							
Prior accident years non-cat loss and ALAE	(2.6 )	(2.9 )	(0.8 )	(2.2 )	(0.2 )	(1.2 )	(9.9 )
Current accident year non-cat loss and ALAE	13.2	20.3	13.5	14.1	5.1	1.5	67.7
Total non-cat loss and ALAE	10.6	17.4	12.7	11.9	4.9	0.3	57.8
<i>Total Loss and ALAE</i>	10.9	19.9	13.1	11.9	6.1	0.3	62.2
ULAE	1.2	1.7	0.9	1.5	0.2	0.1	5.6
<i>Total Loss and LAE</i>	12.1	21.6	14.0	13.4	6.3	0.4	67.8
Underwriting expenses	7.8	14.1	10.3	7.4	3.7	1.9	45.2
<i>Net underwriting (loss) gain</i>	\$ (1.1 )	\$ (2.4 )	\$ 2.4	\$ 1.2	\$ 0.1	\$ 1.1	\$ 1.3
Cat loss and ALAE ratio	1.6	% 7.6	% 1.4	% —	% 11.7	% —	% 3.8
Non-cat loss and ALAE ratio							
Prior accident years non-cat loss and ALAE ratio	(13.6 )%	(9.0 )%	(3.0 )%	(9.6 )%	(2.7 )%	(33.4 )%	(8.6 )%
Current accident year non-cat loss and ALAE ratio	70.2	% 61.4	% 50.4	% 63.9	% 50.5	% 40.2	% 59.2
Total non-cat loss and ALAE ratio	56.6	% 52.4	% 47.4	% 54.3	% 47.8	% 6.8	% 50.6
<i>Total Loss and ALAE ratio</i>	58.2	% 60.0	% 48.8	% 54.3	% 59.5	% 6.8	% 54.4
ULAE ratio	5.7	% 5.1	% 3.3	% 6.6	% 3.6	% 7.8	% 5.0
<i>Total Loss and LAE ratio</i>	63.9	% 65.1	% 52.1	% 60.9	% 63.1	% 14.6	% 59.4
Expense ratio	42.1	% 44.8	% 36.0	% 29.6	% 36.8	% 54.4	% 38.5
<i>Combined ratio</i>	106.0	% 109.9	% 88.1	% 90.5	% 99.9	% 69.0	% 97.9

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Table 7

(\$ in millions)

<b>Nine months ended September 30, 2018</b>	Commercial Auto	Small Commercial Package	Middle Market Commercial	Workers' Comp	Farm & Ranch	Other Commercial	Total
Net written premiums	\$59.1	\$91.1	\$90.8	\$66.1	\$34.9	\$14.5	\$356.5
Net earned premiums	55.9	91.2	85.0	66.7	33.4	13.5	345.7
Losses and LAE incurred:							
Cat loss and ALAE	0.2	9.8	5.8	—	2.4	0.1	18.3
Non-cat loss and ALAE							
Prior accident years non-cat loss and ALAE	(5.7 )	(6.5 )	(5.3 )	(8.4 )	(2.2 )	(1.5 )	(29.6 )
Current accident year non-cat loss and ALAE	34.9	55.3	55.9	43.3	17.1	6.0	212.5
Total non-cat loss and ALAE	29.2	48.8	50.6	34.9	14.9	4.5	182.9
<i>Total Loss and ALAE</i>	29.4	58.6	56.4	34.9	17.3	4.6	201.2
ULAE	3.2	4.8	4.6	5.6	1.3	0.8	20.3
<i>Total Loss and LAE</i>	32.6	63.4	61.0	40.5	18.6	5.4	221.5
Underwriting expenses	26.4	40.4	36.1	21.8	15.7	6.1	146.5
<i>Net underwriting (loss) gain</i>	\$(3.1 )	\$(12.6 )	\$(12.1 )	\$4.4	\$(0.9 )	\$2.0	\$(22.3 )
Cat loss and ALAE ratio	0.4 %	10.8 %	6.8 %	— %	7.3 %	0.6 %	5.3 %
Non-cat loss and ALAE ratio							
Prior accident years non-cat loss and ALAE ratio	(10.1 )%	(7.1 )%	(6.2 )%	(12.6 )%	(6.5 )%	(11.2 )%	(8.5 )%
Current accident year non-cat loss and ALAE ratio	62.4 %	60.6 %	65.7 %	64.9 %	51.1 %	44.9 %	61.5 %
Total non-cat loss and ALAE ratio	52.3 %	53.5 %	59.5 %	52.3 %	44.6 %	33.7 %	53.0 %
<i>Total Loss and ALAE ratio</i>	52.7 %	64.3 %	66.3 %	52.3 %	51.9 %	34.3 %	58.3 %
ULAE ratio	5.8 %	5.2 %	5.4 %	8.4 %	3.9 %	6.0 %	5.9 %
<i>Total Loss and LAE ratio</i>	58.5 %	69.5 %	71.7 %	60.7 %	55.8 %	40.3 %	64.2 %
Expense ratio	44.7 %	44.3 %	39.7 %	32.9 %	45.0 %	42.0 %	41.1 %
<i>Combined ratio</i>	103.2 %	113.8 %	111.4 %	93.6 %	100.8 %	82.3 %	105.3 %

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Table 8

(\$ in millions)

Nine months ended September 30, 2017	Commercial Auto	Small Commercial Package	Middle Market Commercial	Workers' Comp	Farm & Ranch	Other Commercial	Total
Net written premiums	\$56.9	\$93.7	\$85.2	\$66.4	\$31.5	\$10.9	\$344.6
Net earned premiums	57.6	96.5	81.2	66.3	29.1	11.1	341.8
Losses and LAE incurred:							
Cat loss and ALAE	0.9	12.0	7.6	—	4.9	—	25.4
Non-cat loss and ALAE							
Prior accident years non-cat loss and ALAE	(5.7 )	(7.9 )	(6.1 )	(6.9 )	(1.0 )	(5.5 )	(33.1 )
Current accident year non-cat loss and ALAE	39.7	54.9	43.9	44.5	16.2	5.4	204.6
Total non-cat loss and ALAE	34.0	47.0	37.8	37.6	15.2	(0.1 )	171.5
<i>Total Loss and ALAE</i>	34.9	59.0	45.4	37.6	20.1	(0.1 )	196.9
ULAE	3.3	4.3	3.5	5.1	1.6	0.6	18.4
<i>Total Loss and LAE</i>	38.2	63.3	48.9	42.7	21.7	0.5	215.3
Underwriting expenses	23.4	40.9	31.0	21.0	11.5	5.7	133.5
<i>Net underwriting (loss) gain</i>	\$(4.0 )	\$(7.7 )	\$1.3	\$2.6	\$(4.1 )	\$4.9	\$(7.0 )
Cat loss and ALAE ratio	1.6	% 12.4	% 9.3	% —	% 16.9	% 0.1	% 7.4
Non-cat loss and ALAE ratio							
Prior accident years non-cat loss and ALAE ratio	(9.8 )%	(8.2 )%	(7.6 )%	(10.3 )%	(3.6 )%	(48.9 )%	(9.7 )%
Current accident year non-cat loss and ALAE ratio	68.8	% 57.0	% 54.2	% 67.1	% 55.7	% 47.9	% 59.9
Total non-cat loss and ALAE ratio	59.0	% 48.8	% 46.6	% 56.8	% 52.1	% (1.0 )	% 50.2
<i>Total Loss and ALAE ratio</i>	60.6	% 61.2	% 55.9	% 56.8	% 69.0	% (0.9 )	% 57.6
ULAE ratio	5.6	% 4.4	% 4.3	% 7.6	% 5.7	% 5.6	% 5.4
<i>Total Loss and LAE ratio</i>	66.2	% 65.6	% 60.2	% 64.4	% 74.7	% 4.7	% 63.0
Expense ratio	41.1	% 43.6	% 36.4	% 31.6	% 36.5	% 52.2	% 38.7
<i>Combined ratio</i>	107.3	% 109.2	% 96.6	% 96.0	% 111.2	% 56.9	% 101.7

The commercial insurance segment's net written premiums for the three and nine months ended September 30, 2018, increased 0.4% and 3.4%, respectively, compared to the same 2017 periods (Tables 5 - 8), due to rate increases and new business growth in commercial auto and middle market commercial, and rate increases in farm & ranch. Partially offsetting the increase in written premiums were (i) more competitive market conditions in workers' comp, and (ii) a decline in new business for small commercial.

The commercial insurance segment's SAP catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018 improved 1.1 and 2.1 points, respectively, compared to the same 2017 periods (Tables 5 - 8), primarily driven by lower severity. Year to date 2017 was impacted by the events discussed above in personal insurance.

The commercial insurance segment's SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018 increased 2.9 points and 2.8 points, respectively, compared to the same 2017 periods (Tables 5 - 8). The three months ended September 30, 2018 were primarily impacted by (i) higher non-catastrophe non-weather related losses, primarily attributable to middle market commercial and (ii) an increase in non-catastrophe weather related losses in farm & ranch. In addition, year to date 2018 was impacted by (i) higher weather-related losses, and (ii) large fire losses when compared to the same 2017 period. Year to date 2018 was also impacted by less favorable



development of prior accident year losses in other commercial, middle market commercial, and small commercial package.

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The commercial auto SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018, improved 1.6 and 6.7 points, respectively, compared to the same 2017 periods. The third quarter and year to date 2018 benefited from fewer large losses when compared to the same 2017 periods. In addition, quarter to date 2018 reflected less favorable development of prior accident year losses of 5.9 points compared to 13.6 points for the same 2017 period. The 2018 prior accident year favorable development was primarily attributable to lower than anticipated severity from the 2016 and 2017 accident years.

The small commercial package SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018, increased 2.4 points and 4.7 points, respectively, compared to the same 2017 periods. Quarter and year to date 2018 were impacted by less favorable development of prior accident year losses of 5.8 points and 7.1 points, respectively, compared to 9.0 points 8.2 points, respectively, for the same 2017 periods. In addition, year to date 2018 was impacted by an increase in (i) weather-related claims and (ii) large fire losses in the current accident year when compared to the same 2017 period.

The middle market commercial SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018, increased 11.2 and 12.9 points, respectively, compared to the same 2017 periods. The quarter to date SAP non-catastrophe loss and ALAE ratio increase was driven by an increase in current accident year losses of 14.9 points, partially offset by greater favorable development of prior accident year losses of 6.7 points compared to 3.0 points for the same 2017 period. Quarter and year to date 2018 were impacted by elevated claim frequency when compared to the same 2017 periods. The year to date increase was also impacted by (i) less favorable development of prior accident year losses of 6.2 points compared to 7.6 points for the same 2017 period, (ii) an increase in weather-related claims, and (iii) large fire losses when compared to the same 2017 period.

The workers' compensation SAP non-catastrophe loss and ALAE ratio for the three and nine months ended September 30, 2018 increased 1.2 points and improved 4.5 points, respectively, compared to the same 2017 periods. Quarter to date 2018 was impacted by an elevated level of large losses in the current accident year. In addition, quarter and year to date 2018 were impacted by greater favorable development of prior year accident year losses of 12.0 points and 12.6 points, respectively, compared to favorable development of 9.6 points and 10.3 points, respectively, for the same 2017 periods.

The farm & ranch SAP non-catastrophe loss and ALAE ratio for the three and nine months ended September 30, 2018, increased 1.5 points and improved 7.5 points, respectively, compared to the same 2017 periods. Quarter to date 2018 was impacted by (i) an increase in severe non-cat weather and (ii) increased frequency in farm auto coverages, when compared to the same 2017 period. Quarter and year to date 2018 were also impacted by greater favorable development of prior year accident year losses of 8.2 points and 6.5 points, respectively, compared to favorable development of 2.7 points and 3.6 points, respectively, for the same 2017 periods.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Specialty Insurance Segment*

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

Table 9

(\$ in millions)

<b>Three months ended September 30, 2018</b>	E&S Property	E&S Casualty	Programs	Total
Net written premiums	\$ (0.2)	\$ (0.3)	\$—	\$ (0.5)
Net earned premiums	1.5	15.2	1.9	18.6
Losses and LAE incurred:				
Cat loss and ALAE	0.4	—	—	0.4
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	(0.5 )	0.6	1.7	1.8
Current accident year non-cat loss and ALAE	0.6	10.1	0.7	11.4
Total non-cat loss and ALAE	0.1	10.7	2.4	13.2
<i>Total Loss and ALAE</i>	0.5	10.7	2.4	13.6
ULAE	0.1	0.5	0.2	0.8
<i>Total Loss and LAE</i>	0.6	11.2	2.6	14.4
Underwriting expenses	0.4	1.5	0.4	2.3
<i>Net underwriting gain (loss)</i>	\$0.5	\$2.5	\$(1.1)	\$1.9
Cat loss and ALAE ratio	27.9 %	— %	(0.6 )%	2.2 %
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	(27.5 )%	3.6 %	85.7 %	9.4 %
Current accident year non-cat loss and ALAE ratio	37.3 %	66.7 %	44.8 %	62.1 %
Total non-cat loss and ALAE ratio	9.8 %	70.3 %	130.5 %	71.5 %
<i>Total Loss and ALAE ratio</i>	37.7 %	70.3 %	129.9 %	73.7 %
ULAE ratio	4.0 %	3.1 %	10.6 %	3.9 %
<i>Total Loss and LAE ratio</i>	41.7 %	73.4 %	140.5 %	77.6 %
Expense ratio	(163.8)%	(557.0)%	(3,302.4)%	(439.2)%
<i>Combined ratio</i>	(122.1)%	(483.6)%	(3,161.9)%	(361.6)%



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Table 10

(\$ in millions)

Three months ended September 30, 2017	E&S Property	E&S Casualty	Programs	Total
Net written premiums	4.9	\$ 26.3	\$ 7.3	\$ 38.5
Net earned premiums	10.0	27.0	23.6	60.6
Losses and LAE incurred:				
Cat loss and ALAE	42.9	0.3	0.5	43.7
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	1.4	(0.8 )	0.6	1.2
Current accident year non-cat loss and ALAE	2.6	18.1	16.5	37.2
Total non-cat loss and ALAE	4.0	17.3	17.1	38.4
<i>Total Loss and ALAE</i>	46.9	17.6	17.6	82.1
ULAE	—	0.7	1.2	1.9
<i>Total Loss and LAE</i>	46.9	18.3	18.8	84.0
Underwriting expenses	3.7	9.4	2.6	15.7
<i>Net underwriting (loss) gain</i>	\$(40.6)	\$(0.7 )	\$ 2.2	\$(39.1)
Cat loss and ALAE ratio	430.9 %	1.2 %	2.1 %	72.2 %
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	13.6 %	(3.0 )%	2.1 %	1.7 %
Current accident year non-cat loss and ALAE ratio	25.0 %	66.9 %	70.7 %	61.5 %
Total non-cat loss and ALAE ratio	38.6 %	63.9 %	72.8 %	63.2 %
<i>Total Loss and ALAE ratio</i>	469.5 %	65.1 %	74.9 %	135.4 %
ULAE ratio	1.0 %	2.5 %	4.9 %	3.2 %
<i>Total Loss and LAE ratio</i>	470.5 %	67.6 %	79.8 %	138.6 %
Expense ratio	75.1 %	35.8 %	35.5 %	40.8 %
<i>Combined ratio</i>	545.6 %	103.4 %	115.3 %	179.4 %



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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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Table 11

(\$ in millions)

<b>Nine months ended September 30, 2018</b>	E&S Property	E&S Casualty	Programs	Total
Net written premiums	<b>\$(5.5)</b>	<b>\$20.7</b>	<b>\$(0.9)</b>	<b>\$14.3</b>
Net earned premiums	<b>9.8</b>	<b>60.2</b>	<b>19.3</b>	<b>89.3</b>
Losses and LAE incurred:				
Cat loss and ALAE	<b>0.5</b>	<b>—</b>	<b>(0.3 )</b>	<b>0.2</b>
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	<b>(0.1 )</b>	<b>3.4</b>	<b>0.9</b>	<b>4.2</b>
Current accident year non-cat loss and ALAE	<b>3.3</b>	<b>42.5</b>	<b>13.6</b>	<b>59.4</b>
Total non-cat loss and ALAE	<b>3.2</b>	<b>45.9</b>	<b>14.5</b>	<b>63.6</b>
<i>Total Loss and ALAE</i>	<b>3.7</b>	<b>45.9</b>	<b>14.2</b>	<b>63.8</b>
ULAE	<b>0.2</b>	<b>2.5</b>	<b>1.8</b>	<b>4.5</b>
<i>Total Loss and LAE</i>	<b>3.9</b>	<b>48.4</b>	<b>16.0</b>	<b>68.3</b>
Underwriting expenses	<b>3.3</b>	<b>11.1</b>	<b>2.1</b>	<b>16.5</b>
<i>Net underwriting gain</i>	<b>\$2.6</b>	<b>\$0.7</b>	<b>\$1.2</b>	<b>\$4.5</b>
Cat loss and ALAE ratio	<b>4.8</b>	<b>% —</b>	<b>% (1.4 )%</b>	<b>0.2</b>
Non-cat loss and ALAE ratio				<b>%</b>
Prior accident years non-cat loss and ALAE ratio	<b>(0.8 )%</b>	<b>5.6</b>	<b>% 4.4</b>	<b>% 4.6</b>
Current accident year non-cat loss and ALAE ratio	<b>33.5</b>	<b>% 70.7</b>	<b>% 71.0</b>	<b>% 66.6</b>
Total non-cat loss and ALAE ratio	<b>32.7</b>	<b>% 76.3</b>	<b>% 75.4</b>	<b>% 71.2</b>
<i>Total Loss and ALAE ratio</i>	<b>37.5</b>	<b>% 76.3</b>	<b>% 74.0</b>	<b>% 71.4</b>
ULAE ratio	<b>2.0</b>	<b>% 4.0</b>	<b>% 9.4</b>	<b>% 5.0</b>
<i>Total Loss and LAE ratio</i>	<b>39.5</b>	<b>% 80.3</b>	<b>% 83.4</b>	<b>% 76.4</b>
Expense ratio	<b>(59.2 )%</b>	<b>54.2</b>	<b>% (249.4)%</b>	<b>115.9</b>
<i>Combined ratio</i>	<b>(19.7 )%</b>	<b>134.5</b>	<b>% (166.0)%</b>	<b>192.3</b>

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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

Table 12

(\$ in millions)

Nine months ended September 30, 2017	E&S Property	E&S Casualty	Programs	Total
Net written premiums	\$31.4	\$83.6	\$ 61.9	\$176.9
Net earned premiums	31.4	76.1	77.3	184.8
Losses and LAE incurred:				
Cat loss and ALAE	45.3	0.3	1.0	46.6
Non-cat loss and ALAE				
Prior accident years non-cat loss and ALAE	3.0	(1.1 )	0.7	2.6
Current accident year non-cat loss and ALAE	8.4	53.4	57.2	119.0
Total non-cat loss and ALAE	11.4	52.3	57.9	121.6
<i>Total Loss and ALAE</i>	56.7	52.6	58.9	168.2
ULAE	(0.2 )	2.9	4.2	6.9
<i>Total Loss and LAE</i>	56.5	55.5	63.1	175.1
Underwriting expenses	14.7	29.5	17.6	61.8
<i>Net underwriting loss</i>	\$(39.8)	\$(8.9 )	\$(3.4 )	(52.1 )
Cat loss and ALAE ratio	144.4 %	0.4 %	1.2 %	25.2 %
Non-cat loss and ALAE ratio				
Prior accident years non-cat loss and ALAE ratio	9.6 %	(1.4 )%	0.8 %	1.4 %
Current accident year non-cat loss and ALAE ratio	26.6 %	70.0 %	74.2 %	64.4 %
Total non-cat loss and ALAE ratio	36.2 %	68.6 %	75.0 %	65.8 %
<i>Total Loss and ALAE ratio</i>	180.6 %	69.0 %	76.2 %	91.0 %
ULAE ratio	(0.5 )%	3.9 %	5.4 %	3.7 %
<i>Total Loss and LAE ratio</i>	180.1 %	72.9 %	81.6 %	94.7 %
Expense ratio	47.1 %	35.2 %	28.4 %	35.0 %
<i>Combined ratio</i>	227.2 %	108.1 %	110.0 %	129.7 %

As a result of our decision to exit specialty business, the specialty insurance segment's net written premiums for the three and nine months ended September 30, 2018 decreased compared to the same 2017 periods (Tables 9 - 12). As earned premiums for the specialty insurance segment continues to run-off, the related loss and LAE ratios will reflect increasing volatility. The specialty insurance segment's SAP catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018 improved 70.0 points and 25.0 points, respectively, compared to the same 2017 periods (Tables 9 - 12) which were impacted by Hurricanes Harvey and Irma. The specialty insurance segment's SAP non-catastrophe loss and ALAE ratios for the three and nine months ended September 30, 2018 reflect adverse development from prior accident years in E&S casualty and programs. The E&S casualty quarter to date 2018 adverse development was primarily within our umbrella and general liability books of business, while the year to date 2018 adverse development was primarily within our healthcare and umbrella books of business. The programs quarter and year to date 2018 adverse development was driven by increased ultimate loss estimates for commercial auto coverages.





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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Losses and LAE Development*

Losses and loss expenses represent the combined estimated ultimate liability for claims occurring in a period, along with any change in the estimated ultimate liability for claims occurring in prior periods.

The following table sets forth a tabular presentation of the development of the prior accident years' ultimate liability by product for the three and nine months ended September 30, 2018 and 2017:

(\$ millions)	Three months ended September 30			Nine months ended September 30		
	2018	2017	\$ Change	2018	2017	\$ Change
	<i>(Redundancy)/Deficiency</i>			<i>(Redundancy)/Deficiency</i>		
Non-cat loss and ALAE:						
<u>Personal Insurance Segment:</u>						
Personal Auto	<b>\$(7.3)</b>	\$(0.5)	\$(6.8)	<b>\$(18.5)</b>	\$(2.3)	\$(16.2)
Homeowners	<b>(1.5)</b>	—	(1.5)	<b>(7.2)</b>	1.9	(9.1)
Other Personal	<b>(0.8)</b>	0.4	(1.2)	<b>(1.1)</b>	2.5	(3.6)
<i>Total Personal Insurance Segment</i>	<b>(9.6)</b>	(0.1)	(9.5)	<b>(26.8)</b>	2.1	(28.9)
<u>Commercial Insurance Segment:</u>						
Commercial Auto	<b>(1.1)</b>	(2.6)	1.5	<b>(5.7)</b>	(5.7)	—
Small Commercial Package	<b>(1.8)</b>	(2.9)	1.1	<b>(6.5)</b>	(7.9)	1.4
Middle Market Commercial	<b>(1.9)</b>	(0.8)	(1.1)	<b>(5.3)</b>	(6.1)	0.8
Workers' Compensation	<b>(2.5)</b>	(2.2)	(0.3)	<b>(8.4)</b>	(6.9)	(1.5)
Farm & Ranch	<b>(1.0)</b>	(0.2)	(0.8)	<b>(2.2)</b>	(1.0)	(1.2)
Other Commercial	<b>(2.0)</b>	(1.2)	(0.8)	<b>(1.5)</b>	(5.5)	4.0
<i>Total Commercial Insurance Segment</i>	<b>(10.3)</b>	(9.9)	(0.4)	<b>(29.6)</b>	(33.1)	3.5
<u>Specialty Insurance Segment:</u>						
E&S Property	<b>(0.5)</b>	1.4	(1.9)	<b>(0.1)</b>	3.0	(3.1)
E&S Casualty	<b>0.6</b>	(0.8)	1.4	<b>3.4</b>	(1.1)	4.5
Programs	<b>1.7</b>	0.6	1.1	<b>0.9</b>	0.7	0.2
<i>Total Specialty Insurance Segment</i>	<b>1.8</b>	1.2	0.6	<b>4.2</b>	2.6	1.6
Cat Loss and ALAE	<b>0.8</b>	(0.2)	1.0	<b>1.3</b>	(1.8)	3.1
ULAE	<b>(2.0)</b>	(0.2)	(1.8)	<b>(6.7)</b>	(4.4)	(2.3)
<i>Total</i>	<b>\$(19.3)</b>	\$(9.2)	\$(10.1)	<b>\$(57.6)</b>	\$(34.6)	\$(23.0)

For further information, see the "Personal Insurance Segment," "Commercial Insurance Segment" and "Specialty Insurance Segment" discussions included in this Item 2.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Losses and loss expenses payable*

The following table sets forth losses and loss expenses payable by major product at September 30, 2018 and December 31, 2017:

<i>(\$ millions)</i>	<b>September</b>	December \$	
	<b>30, 2018</b>	31, 2017	Change
<u>Personal Insurance Segment:</u>			
Personal Auto	<b>\$ 176.5</b>	\$ 191.8	\$(15.3 )
Homeowners	<b>60.7</b>	50.5	\$ 10.2
Other Personal	<b>14.6</b>	13.8	\$ 0.8
<i>Total Personal Insurance Segment</i>	<b>251.8</b>	256.1	(4.3 )
<u>Commercial Insurance Segment:</u>			
Commercial Auto	<b>80.8</b>	92.1	(11.3 )
Small Commercial Package	<b>126.5</b>	124.5	2.0
Middle Market Commercial	<b>154.5</b>	151.4	3.1
Workers' Compensation	<b>197.9</b>	193.4	4.5
Farm & Ranch	<b>16.7</b>	16.4	0.3
Other Commercial	<b>28.1</b>	26.5	1.6
<i>Total Commercial Insurance Segment</i>	<b>604.5</b>	604.3	0.2
<u>Specialty Insurance Segment:</u>			
E&S Property	<b>36.7</b>	64.8	(28.1 )
E&S Casualty	<b>187.8</b>	176.8	11.0
Programs	<b>112.9</b>	150.5	(37.6 )
<i>Total Specialty Insurance Segment</i>	<b>337.4</b>	392.1	(54.7 )
<i>Total losses and loss expenses payable, net of reinsurance recoverable on losses and loss expenses payable</i>	<b>\$ 1,193.7</b>	\$ 1,252.5	\$(58.8 )

Losses and loss expenses payable decreased \$58.8 million since December 31, 2017 primarily due to the settlement of claims from Hurricanes Harvey and Irma in E&S property and the run-off of programs business. Partially offsetting the decrease is (i) a higher level of current accident year weather-related losses, predominantly in homeowners, and (ii) higher prior accident year loss estimates in E&S casualty.

We conduct quarterly reviews of loss development and make judgments in determining the reserves for losses and loss expenses. Several factors are considered by us when estimating ultimate liabilities, including consistency in relative case reserve adequacy, consistency in claims settlement practices, recent legal developments, historical data, actuarial projections, accounting projections, exposure changes, anticipated inflation, current business conditions, catastrophe development, late reported claims, and other reasonableness tests.

The risks and uncertainties inherent in our estimates include, but are not limited to, actual settlement experience different from historical data, trends, changes in business and economic conditions, court decisions creating unanticipated liabilities, ongoing interpretation of policy provisions by the courts, inconsistent decisions in lawsuits regarding coverage and additional information discovered before settlement of claims. Our results of operations and financial condition could be impacted, perhaps significantly, in the future if the ultimate payments required for claims settlement vary from the liability currently recorded. For a discussion of our reserving methodologies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies – Losses and Loss Expenses Payable" in Item 7 of the 2017 Form 10-K.



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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Acquisition and Operating Expenses*

Our GAAP acquisition and operating expenses for the three and nine months ended September 30, 2018, were \$110.9 million and \$333.0 million, respectively, compared to \$112.7 million and \$334.1 million, respectively, for the same 2017 periods.

The third quarter and year to date 2018 decreases, when compared to the same 2017 periods, were primarily driven by our decision to exit specialty business, partially offset by (i) an increase in agent and associate incentive compensation, (ii) an increase in report ordering costs and (iii) the impact of our technology investments, including amortization and system and infrastructure support.

**Investment Operations Segment**

Our investments in fixed maturities, equity securities and certain other invested assets are carried at fair value. The unrealized holding gains or losses of our available-for-sale fixed maturities, net of applicable deferred taxes, are included as a separate component of stockholders' equity as accumulated other comprehensive income and as such are not included in the determination of net income.

Effective January 1, 2018, the Company adopted Accounting Standards Update (ASU) No. 2016-01 which, among other things requires unrealized gains and losses for equity securities and other invested assets previously identified as available-for-sale to be recognized in net income. Previously, the unrealized gains and losses for these securities were recognized in other comprehensive income. Accordingly, changes in the fair value of equity securities and other invested assets are reported in "net investment gain" in the condensed consolidated statements of income for the three and nine months ended September 30, 2018.

We have investment policy guidelines with respect to purchasing fixed maturity investments for our insurance subsidiaries which preclude investments in bonds that are rated below investment grade by a recognized rating service at the time of purchase. Our fixed maturity portfolio is composed of high quality, investment grade issues, consisting primarily of debt issues rated AAA, AA or A. We obtain investment ratings from major rating services. If there is a split rating, we assign the lowest rating obtained. At September 30, 2018, there was one fixed maturity investment rated below investment grade in our available-for-sale investment portfolio.

For further discussion regarding the management of our investment portfolio, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Investment Operations Segment" in Item 7 of the 2017 Form 10-K.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Composition of Investment Portfolio*

The following table sets forth the composition of our investment portfolio at carrying value at September 30, 2018 and December 31, 2017:

<i>(\$ million)</i>	<b>September 30, 2018</b>	<b>% of Total</b>	December 31, 2017	<b>% of Total</b>
Cash and cash equivalents	<b>\$ 49.5</b>	<b>1.8</b>	\$ 91.5	3.3
Fixed maturities, at fair value:				
Fixed maturities	<b>1,997.8</b>	<b>74.1</b>	2,037.0	73.2
Treasury inflation-protected securities	<b>143.8</b>	<b>5.3</b>	155.8	5.6
<i>Total fixed maturities</i>	<b>2,141.6</b>	<b>79.4</b>	2,192.8	78.8
Notes receivable from affiliate (a)	<b>70.0</b>	<b>2.6</b>	70.0	2.5
Equity securities:				
Large-cap securities	<b>95.6</b>	<b>3.6</b>	96.8	3.5
Mutual and exchange traded funds	<b>280.7</b>	<b>10.4</b>	268.5	9.7
<i>Total equity securities</i>	<b>376.3</b>	<b>14.0</b>	365.3	13.2
Other invested assets:				
International funds	<b>43.3</b>	<b>1.6</b>	45.2	1.6
	<b>11.2</b>	<b>0.4</b>	10.8	0.4

Other invested assets				
<i>Total</i>				
<i>other</i>				
<b>54.5</b>	<b>2.0</b>	56.0	2.0	
<i>invested</i>				
<i>assets</i>				
Other invested assets				
<b>5.6</b>	<b>0.2</b>	5.6	0.2	
at cost				
<i>Total</i>				
<b>\$ 2,697.5</b>	<b>100.0</b>	\$ 2,781.2	100.1	
<i>portfolio</i>				

In May 2009, we entered into two separate Credit Agreements with State Auto Mutual. Under these Credit Agreements, State Auto Mutual borrowed a total of \$70.0 million from us on an unsecured basis. Interest is payable semi-annually at a fixed annual interest rate of 7.00%. Principal is payable May 2019.

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

(\$ millions)	Amortized Fair	
	cost	value
Due in 1 year or less	<b>\$ 28.1</b>	<b>\$28.0</b>
Due after 1 year through 5 years	<b>587.1</b>	<b>576.4</b>
Due after 5 years through 10 years	<b>369.9</b>	<b>364.2</b>
Due after 10 years	<b>394.7</b>	<b>398.1</b>
U.S. government agencies mortgage-backed securities	<b>805.4</b>	<b>774.9</b>
<i>Total</i>	<b>\$ 2,185.2</b>	<b>\$2,141.6</b>

Expected maturities may differ from contractual maturities as the issuers may have the right to call or prepay the obligations with or without call or prepayment penalties. The duration of the fixed maturity portfolio was approximately 4.28 and 4.23 as of September 30, 2018, and December 31, 2017, respectively.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Investment Operations Revenue*

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

(\$ millions)	Three months ended		Nine months ended	
	September 30		September 30	
	2018	2017	2018	2017
Gross investment income:				
Fixed maturities	\$16.4	\$15.4	\$49.4	\$47.1
Equity securities	3.0	2.0	8.6	5.7
Other	1.7	1.6	5.2	4.6
<i>Total gross investment income</i>	<b>21.1</b>	19.0	<b>63.2</b>	57.4
Less: Investment expenses	0.3	0.3	1.0	0.9
<i>Net investment income</i>	<b>\$20.8</b>	\$18.7	<b>\$62.2</b>	\$56.5
Average invested assets (at cost)	\$2,692.3	\$2,554.5	\$2,672.1	\$2,545.3
Annualized investment yield	3.1	% 2.9	% 3.1	% 3.0
Annualized investment yield, after tax	2.5	% 2.1	% 2.5	% 2.1
Net investment income, after tax	\$17.0	\$13.4	\$50.9	\$41.0
Effective tax rate	18.5	% 27.8	% 18.2	% 27.3

The following table sets forth realized gains (losses) and the proceeds received from the sale of our investment portfolio for the three and nine months ended September 30, 2018 and 2017:

(\$ in millions)	Three months ended				Nine months ended			
	September 30				September 30			
	2018		2017		2018		2017	
	Realized gains (losses)	Proceeds on sale	Realized gains (losses)	Proceeds on sale	Realized gains (losses)	Proceeds on sale	Realized gains (losses)	Proceeds on sale
Realized gains:								
Fixed maturities	\$—	\$ 8.8	\$0.4	\$48.1	\$1.7	\$69.7	\$2.7	\$156.3
Equity securities	1.0	7.3	20.9	76.9	6.0	83.0	45.2	164.1
Other invested assets	—	—	—	0.3	—	—	0.1	0.8
<i>Total realized gains</i>	<b>1.0</b>	<b>16.1</b>	21.3	125.3	<b>7.7</b>	<b>152.7</b>	48.0	321.2
Realized losses:								
Equity securities:								
Sales	—	0.1	(0.5 )	—	(0.6 )	6.3	(0.7 )	4.7
OTTI	—	—	(0.6 )	—	—	—	(3.5 )	—
Other invested assets	—	0.2	—	—	—	0.9	—	—
Total realized losses	—	0.3	(1.1 )	—	(0.6 )	7.2	(4.2 )	4.7
<i>Net realized gains on investments</i>	<b>\$1.0</b>	<b>\$ 16.4</b>	\$20.2	\$125.3	<b>\$7.1</b>	<b>\$159.9</b>	\$43.8	\$325.9

When a fixed maturity security has been determined to have an other-than-temporary decline in fair value, the impairment charge is separated into an amount representing the credit loss, which is recognized in earnings, and the amount related to non-credit factors, which is recognized in accumulated other comprehensive income. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies – Investments” included in Item 7 of the 2017 Form 10-K for other-than-temporary impairment (“OTTI”) indicators.



Future increases or decreases in fair value, if not other-than-temporary, are included in accumulated other comprehensive income. We did not recognize any OTTI on our fixed maturity portfolio for the three and nine months ended September 30, 2018 and 2017, respectively.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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*Gross Unrealized Investment Gains and Losses*

Based upon our review of our investment portfolio at September 30, 2018, we determined that there were no individual investments with an unrealized holding loss that had a fair value significantly below cost continually for more than one year. The following table sets forth detailed information on our investment portfolio by lot at fair value for our gross unrealized holding gains (losses) at September 30, 2018:

<i>(\$ millions, except # of positions)</i>	Cost or amortized cost	Gross unrealized holding gains	Number of positions	Gross unrealized holding losses	Number of loss positions	Fair value
Available-for-sale fixed maturities:						
U.S. treasury securities and obligations of U.S. government agencies	<b>\$409.4</b>	<b>\$ 4.3</b>	<b>10</b>	<b>\$(11.7)</b>	<b>44</b>	<b>\$402.0</b>
Obligations of states and political subdivisions	<b>434.8</b>	<b>6.0</b>	<b>78</b>	<b>(2.0 )</b>	<b>22</b>	<b>438.8</b>
Corporate securities	<b>535.6</b>	<b>1.7</b>	<b>15</b>	<b>(11.4 )</b>	<b>65</b>	<b>525.9</b>
U.S. government agencies mortgage-backed securities	<b>805.4</b>	<b>1.7</b>	<b>22</b>	<b>(32.2 )</b>	<b>106</b>	<b>774.9</b>
<i>Total available-for-sale fixed maturities</i>	<b>\$2,185.2</b>	<b>\$ 13.7</b>	<b>125</b>	<b>\$(57.3)</b>	<b>237</b>	<b>\$2,141.6</b>

The following table sets forth our unrealized holding gains by investment type, net of deferred tax that was included as a component of accumulated other comprehensive income at September 30, 2018, and December 31, 2017, and the change in unrealized holding gains, net of deferred tax, for the nine months ended September 30, 2018:

<i>(\$ millions)</i>	<b>September 30, 2018</b>	December 31, 2017	\$ Change
Available-for-sale investments:			
Unrealized holding (losses) gains:			
Fixed maturities	<b>\$ (43.6 )</b>	\$ 19.7	\$(63.3 )
Equity securities <sup>1</sup>	<b>—</b>	46.7	(46.7 )
Other invested assets <sup>1</sup>	<b>—</b>	30.2	(30.2 )
<i>Unrealized (losses) gains</i>	<b>(43.6 )</b>	96.6	(140.2 )
Net deferred federal income tax liability (benefit)	<b>9.2</b>	(30.6 )	39.8
<i>Unrealized (losses) gains, net of tax</i>	<b>\$ (34.4 )</b>	\$ 66.0	\$(100.4)

<sup>1</sup> Effective January 1, 2018, the Company adopted Accounting Standards Update (ASU) No. 2016-01 and equity securities and other invested assets are no longer classified as available-for-sale with unrealized gains and losses recognized in other comprehensive income, rather, changes in the fair value of equity securities and other invested assets are now recognized in net income.

**Fair Value Measurements**

We primarily use one independent nationally recognized pricing service in developing fair value estimates. We obtain one price per security, and our processes and control procedures are designed to ensure the value is accurately recorded on an unadjusted basis. Through discussions with the pricing service, we gain 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, we compare to other fair value pricing information gathered from other independent pricing sources. See Note 3, "Fair Value of Financial Instruments" to our condensed consolidated financial statements included in Item 1 of this Form 10-Q for a presentation of our available-for-sale investments within the fair value hierarchy at September 30, 2018, and December 31, 2017. As of September 30, 2018, we do not hold any Level 3 assets.

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## STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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**Other Items***Income Taxes*

The following table sets forth the components of our federal income tax expense for the three and nine months ended September 30, 2018 and 2017, respectively.

(\$ millions)	Three months ended		Nine months ended	
	September 30 2018	September 30 2017	September 30 2018	September 30 2017
Income (loss) before federal income taxes	<b>\$41.0</b>	\$(11.2)	<b>\$45.4</b>	\$(3.3)
Federal income tax expense (benefit):				
Current	<b>(0.1 )</b>	(0.1 )	<b>(1.1 )</b>	—
Deferred	<b>7.7</b>	(1.6 )	<b>9.2</b>	0.8
Total federal income tax expense (benefit)	<b>7.6</b>	(1.7 )	<b>8.1</b>	0.8
<i>Net income (loss)</i>	<b>\$33.4</b>	\$(9.5 )	<b>\$37.3</b>	\$(4.1)

The effective tax rates for the three and nine months ended September 30, 2018, were 18.6% and 17.8%, respectively, compared to 14.8% and 15.1%, respectively, for the same 2017 periods.

For additional information, see Note 7 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

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

**LIQUIDITY AND CAPITAL RESOURCES**

**General**

Liquidity refers to our ability to generate adequate amounts of cash to meet our short- and long-term needs. Our primary sources of cash are premiums, investment income, investment sales and the maturity of fixed income security investments. The significant outflows of cash are payments of claims, commissions, premium taxes, operating expenses, income taxes, dividends, interest and principal payments on debt and investment purchases. The cash outflows may vary due to uncertainties regarding settlement of large losses or catastrophic events. As a result, we continually monitor our investment and reinsurance programs to ensure they are appropriately structured to enable the insurance subsidiaries to meet anticipated short-term and long-term cash requirements without the need to sell investments to meet fluctuations in claim payments.

**Liquidity**

Our insurance subsidiaries must have adequate liquidity to ensure that their cash obligations are met. However, as discussed below, the STFC Pooled Companies do not have the day-to-day liquidity concerns normally associated with an insurance company due to their participation in, and the terms of, the Pooling Arrangement. In addition, State Auto P&C's \$100.0 million FHLB Line of Credit is available for general corporate purposes such as funding liquidity needs. See "Borrowing Arrangements - FHLB Line of Credit" included in this Item 2.

Under the terms of the Pooling Arrangement, State Auto Mutual receives all premiums and pays all losses and expenses associated with the insurance business produced by the STFC Pooled Companies and the other pool participants, and then it settles the intercompany balances generated by these transactions with the pool participants within 60 days following each quarter end. We believe this provides State Auto Mutual with sufficient liquidity to pay losses and expenses of our insurance operations on a timely basis. When settling the intercompany balances, State Auto Mutual provides the pool participants with full credit for the premiums written net of losses paid during the quarter, retaining all receivable amounts from insureds and agents and reinsurance recoverable on paid losses from unaffiliated reinsurers. Any receivable amounts that are ultimately deemed to be uncollectible are charged-off by State Auto Mutual and allocated to the pool participant on the basis of its pooling percentage.

As a result of the Pooling Arrangement, we have an off-balance sheet credit risk related to the balances due to State Auto Mutual from insureds, agents and reinsurers, which are offset by the unearned premiums from the respective policies. While the total amount due to State Auto Mutual from policyholders and agents is significant, the individual amounts due are relatively small at the policyholder and agency level. Based on historical data, this credit risk exposure is not considered to be material to our financial position, though the impact to income on a quarterly basis may be material. The State Auto Group mitigates its exposure to this credit risk through its in-house collections unit for both personal and commercial accounts which is supplemented by third party collection service providers. The amounts deemed uncollectible by State Auto Mutual and allocated to the STFC Pooled Companies are included in the other expenses line item in the accompanying consolidated statements of income.

We generally manage our cash flows through current operational activity and maturing investments, without a need to liquidate any of our other investments; however, should our written premiums decline or paid losses increase significantly, or a combination thereof, we may need to liquidate investments at losses in order to meet our cash obligations. This action was not necessary for the three and nine months ended September 30, 2018.

We maintain a portion of our investment portfolio in relatively short-term and highly liquid investments to ensure the immediate availability of funds to pay claims and expenses. At September 30, 2018, and December 31, 2017, we had \$49.5 million and \$91.5 million, respectively, in cash and cash equivalents, and \$2,572.4 million and \$2,614.1 million, respectively, of total investments. Our available-for-sale fixed maturities included \$8.9 million and \$9.3 million of securities on deposit with insurance regulators as required by law at September 30, 2018, and December 31, 2017; in addition, substantially all of our fixed maturity and equity securities are traded on public markets. For a further discussion regarding investments, see "Investments Operations Segment" included in this Item 2.

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Cash used in operating activities was \$30.3 million compared to cash provided by operating activities of \$60.7 million for the nine months ended September 30, 2018, and 2017, respectively. The change was primarily driven by (i) our decision to exit the specialty business which has resulted in the run-off of specialty premiums, and (ii) a higher level of paid losses.

Cash used in investing activities was \$10.0 million and cash provided by investing activities was \$6.2 million for the nine months ended September 30, 2018, and 2017, respectively. The change was primarily driven by declines in (i) fixed maturity security

nine months ended September 30, 2018

2017

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Cash provided by financing activities was \$1.7 million and cash used in financing activities was \$6.9 million for the nine months ended September 30, 2018, and 2017 respectively. The increase was primarily due to greater proceeds from stock option exercises in the first nine months of 2018 compared to the same 2017 period.

**Borrowing Arrangements**

*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 September 30, 2018, no advances have 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*

State Auto P&C has outstanding two term loans with the FHLB in the principal amounts of \$21.5 million and \$85.0 million, respectively (the "2016 FHLB Loan" and "2018 FHLB Loan", respectively). The 2016 FHLB Loan is a five-year term loan and may be called (prepaid) after three years with no prepayment penalty. The 2016 FHLB Loan provides for interest-only payments during its term, with principal due in full at maturity. The interest rate is fixed over the term of the loan at 1.73%.

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. 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 nine months ended September 30, 2018.

The 2016 and 2018 FHLB Loans are fully secured by a pledge of specific investment securities of State Auto P&C.

*Subordinated Debentures*

State Auto Financial's Delaware business trust subsidiary (the "Capital Trust") has outstanding \$15.0 million liquidation amount of capital securities, due 2033. In connection with the Capital Trust's issuance of the capital securities and the related purchase by State Auto Financial of all of the Capital Trust's common securities (liquidation amount of \$0.5 million), State Auto Financial has issued to the Capital Trust \$15.5 million aggregate principal amount of unsecured Floating Rate Junior Subordinated Debt Securities due 2033 (the "Subordinated Debentures"). The sole assets of the Capital Trust are the Subordinated Debentures and any interest accrued thereon. Interest on the Capital Trust's capital and common securities is payable quarterly at a rate equal to the three-month LIBOR rate plus 4.20%, adjusted quarterly. The applicable interest rates for September 30, 2018, and 2017 were 6.52% and 5.52%, respectively.

**Reinsurance Arrangements**

Members of the State Auto Group follow the customary industry practice of reinsuring a portion of their exposures and paying to the reinsurers a portion of the premiums received. Insurance is ceded principally to reduce net liability on individual risks or for individual loss occurrences, including catastrophic losses. Although reinsurance does not legally discharge the individual members of the State Auto Group from primary liability for the full amount of limits applicable under their policies, it does make the assuming reinsurer liable to the extent of the reinsurance ceded.



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To minimize the risk of reinsurer default, the State Auto Group cedes only to third-party reinsurers who are rated A- or better by A.M. Best or Standard & Poor's and also utilizes both domestic and international markets to diversify its credit risk. We utilize reinsurance to limit our loss exposure and contribute to our liquidity and capital resources. Each member of the State Auto Group is party to working reinsurance treaties for casualty, workers' compensation and property lines with several reinsurers arranged through reinsurance intermediaries. We have also secured other reinsurance to limit the net cost of large loss events for certain types of coverage. The State Auto Group also makes use of facultative reinsurance for unique risk situations. The State Auto Group also participates in state insurance pools and associations. In general, these pools and associations are state sponsored and/or operated, impose mandatory participation by insurers doing business in that state, and offer coverage for hard-to-place risks at premium rates established by the state sponsor or operator, thereby transferring risk of loss to the participating insurers in exchange for premiums which may not be commensurate with the risk assumed.

The State Auto Group has an adverse development reinsurance agreement implemented at the end of 2014, providing \$40.0 million of coverage for adverse development in excess of carried reserves as of November 30, 2014 for terminated restaurant program business previously underwritten by a MGU-subsiary of State Auto Mutual.

*Property Catastrophe Treaty*

Members of the State Auto Group maintain a property catastrophe excess of loss reinsurance agreement, covering property catastrophe related events affecting at least two risks. This property catastrophe reinsurance agreement renewed as of July 1, 2018. Under this reinsurance agreement, we retain the first \$75.0 million of catastrophe loss, each occurrence, with a 5.0% co-participation on the next \$125.0 million of covered loss, each occurrence. The reinsurers are responsible for 95.0% of the catastrophe losses excess of \$75.0 million up to \$200.0 million, each occurrence. The State Auto Group is responsible for catastrophe losses above \$200.0 million.

*Property Per Risk Treaty*

As of July 1, 2018, the State Auto Group renewed the property per risk excess of loss reinsurance agreement. This reinsurance agreement provides individual property risk coverage for the State Auto Group for losses exceeding \$4.0 million. Claims arising from named storms and earthquake for E&S property are excluded from this treaty. The reinsurers are responsible for 100.0% of the loss excess of the \$4.0 million retention for property business up to \$20.0 million of covered loss.

*Casualty and Workers' Compensation Treaties*

As of July 1, 2018, the State Auto Group renewed the casualty excess of loss reinsurance agreement. Under this reinsurance agreement, the State Auto Group is responsible for the first \$3.0 million of losses that involve workers' compensation, auto liability, other liability and umbrella liability policies. This reinsurance agreement provides coverage up to \$10.0 million, except for commercial umbrella policies which are covered for limits up to \$15.0 million. E&S casualty and programs risks are not subject to this casualty excess of loss reinsurance agreement. Also, certain unusual claim situations involving extra contractual obligations, excess of policy limits, LAE coverage and multiple policy or coverage loss occurrences arising from bodily injury liability, property damage, uninsured motorist and personal injury protection are covered by a Clash reinsurance agreement that provides for \$30.0 million of coverage in excess of \$10.0 million retention for each loss occurrence. This Clash reinsurance coverage sits above the \$7.0 million excess of \$3.0 million arrangement. Policies underwritten by the E&S casualty and programs units are not subject to this casualty excess of loss reinsurance agreement.

In addition, each company in the State Auto Group is party to a workers' compensation catastrophe insurance agreement that provides additional reinsurance coverage for workers' compensation losses involving multiple workers. Subject to \$10.0 million of retention, reinsurers are responsible for 100.0% of the excess over \$10.0 million up to \$30.0 million of covered loss. For loss amounts over \$30.0 million, the casualty excess of loss reinsurance agreement provides \$20.0 million coverage in excess of \$30.0 million. Workers' compensation catastrophe coverage is subject to a "Maximum Any One Life" limitation of \$10.0 million. This limitation means that losses associated with each worker may contribute no more than \$10.0 million to covered loss under these agreements.



As of July 1, 2018, the State Auto Group terminated its reinsurance coverage for E&S casualty and program casualty risks on a run-off basis, meaning treaty coverage remains in place only for those E&S casualty and program casualty policies with effective dates prior to July 1, 2018, until the expiration of these policies.

*Oil & Gas Quota Share*

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

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STATE AUTO FINANCIAL CORPORATION AND SUBSIDIARIES

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agreement, the State Auto Group ceded to external reinsurers (i) 100% of unearned premiums for this book of business as of the 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.

The liability of the reinsurers under this agreement will not exceed any of the following: \$4.0 million as to any one occurrence with respect to property and auto physical damage losses (increased from \$3.0 million effective July 1, 2018), \$1.0 million as to any occurrence with respect to auto liability losses, and \$1.0 million any occurrence/\$2.0 million any aggregate with respect to general liability losses.

The rates for all of our treaty reinsurance agreements are negotiated annually.

**Regulatory Considerations**

At September 30, 2018, all of our insurance subsidiaries were in compliance with statutory requirements relating to capital adequacy.

**ADOPTION OF RECENT ACCOUNTING PRONOUNCEMENTS**

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

In January 2016, the FASB issued guidance 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 "other loss". 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 guidance 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. We 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 Financial Accounting Standards Board (the "FASB") issued guidance 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 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

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permitted. We adopted this guidance effective January 1, 2018. The adoption of the guidance did not impact how we 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 guidance that addresses eight specific cash flow issues with the objective of reducing existing diversity in practice. The new guidance was effective beginning January 1, 2018. We adopted this guidance effective January 1, 2018 and it did not impact our cash flows.

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

In March 2017, the FASB issued guidance 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. We adopted this guidance effective beginning January 1, 2018 and it did not have a material impact on our results of operations, consolidated financial position, or cash flows.

**CREDIT AND FINANCIAL STRENGTH RATINGS**

On June 12, 2018, A.M. Best reaffirmed the State Auto Group's financial strength rating of A- (Excellent) with a stable outlook.

**MARKET RISK**

With respect to Market Risk, see the discussion regarding this subject at "Management's Discussion and Analysis of Financial Condition and Results of Operations – Investment Operations Segment – Market Risk" in Item 7 of the 2017 Form 10-K. There have been no material changes from the information reported regarding Market Risk in the 2017 Form 10-K.

**Item 3. Quantitative and Qualitative Disclosure of Market Risk**

The information called for by this item is provided in this Form 10-Q under the caption "Market Risk" under Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations.

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**Item 4. Controls and Procedures**

**Disclosure Controls and Procedures**

With the participation of our principal executive officer and principal financial officer, our management has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), as of the end of the period covered by this report. Based upon that evaluation, our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report:

Information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, 1. processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission;

Information required to be disclosed by us in the reports that we file or submit under the Exchange Act is 2. accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure; and

3. Our disclosure controls and procedures are effective in timely making known to them material information required to be included in our periodic filings with the Securities and Exchange Commission.

**Changes in Internal Control over Financial Reporting**

Effective January 1, 2018, we implemented a new cloud enterprise resource planning (ERP) solution, including a new general ledger and chart of accounts, consolidation process, and reporting tools. The introduction of this new ERP solution and the related workflow changes resulted in changes to many of our financial reporting controls and procedures. Such changes were identified and planned prior to their introduction into our internal controls over financial reporting. Following implementation, these new controls were validated according to our established processes. The system changes were undertaken to standardize accounting systems, improve our management reporting and consolidate accounting functions for the Company, its subsidiaries and affiliates, and were not undertaken in response to any actual or perceived significant deficiencies in the our internal control over financial reporting.

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**PART II – OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

There have been no material changes in our risk factors from those disclosed in the 2017 Form 10-K under Part I, Item 1A – Risk Factors.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

Exhibit No.	Description of Exhibits
31.01	<u>CEO certification required by Section 302 of Sarbanes Oxley Act of 2002</u>
31.02	<u>CFO certification required by Section 302 of Sarbanes Oxley Act of 2002</u>
32.01	<u>CEO certification required by Section 906 of Sarbanes Oxley Act of 2002</u>
32.02	<u>CFO certification required by Section 906 of Sarbanes Oxley Act of 2002</u>
101.INS	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document



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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**State Auto Financial Corporation**

Date: November 5, 2018 /s/ Steven E. English

Steven E. English

Chief Financial Officer

(Duly Authorized Officer and

Principal Financial Officer)