



QUARTERLY STATEMENT

As of June 30, 2012

of the Condition and Affairs of the

STATE AUTOMOBILE MUTUAL INSURANCE COMPANY

NAIC Group Code.....0175, 0175 (Current Period) (Prior Period)	NAIC Company Code..... 25135	Employer's ID Number..... 31-4316080
Organized under the Laws of OHIO	State of Domicile or Port of Entry OHIO	Country of Domicile US
Incorporated/Organized..... August 15, 1921	Commenced Business..... September 1, 1921	
Statutory Home Office	518 EAST BROAD STREET..... COLUMBUS OH 43215 <i>(Street and Number) (City or Town, State and Zip Code)</i>	
Main Administrative Office	518 EAST BROAD STREET..... COLUMBUS OH 43215 <i>(Street and Number) (City or Town, State and Zip Code)</i>	614-464-5000 <i>(Area Code) (Telephone Number)</i>
Mail Address	518 EAST BROAD STREET..... COLUMBUS OH 43215 <i>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</i>	
Primary Location of Books and Records	518 EAST BROAD STREET..... COLUMBUS OH 43215 <i>(Street and Number) (City or Town, State and Zip Code)</i>	614-464-5000 <i>(Area Code) (Telephone Number)</i>
Internet Web Site Address	WWW.STATEAUTO.COM	
Statutory Statement Contact	TINA MARIE STILLABOWER <i>(Name)</i> corporateaccounting@stateauto.com <i>(E-Mail Address)</i>	317-931-7473 <i>(Area Code) (Telephone Number) (Extension)</i> 317-931-6558 <i>(Fax Number)</i>

OFFICERS

Name	Title	Name	Title
1. ROBERT PAUL RESTREPO, JR.	PRESIDENT	2. JAMES ANDREW YANO	SECRETARY
3. CYNTHIA ANN POWELL	TREASURER	4.	

OTHER

CLYDE HOWARD FITCH, JR.	SENIOR VICE PRESIDENT	DOUGLAS EDWARD ALLEN	VICE PRESIDENT
JOEL EDWARD BROWN	VICE PRESIDENT	JESSICA ELIZABETH BUSS	VICE PRESIDENT
JOYCE ANN DALLESSIO	VICE PRESIDENT	DAVID WILLIAM DALTON	VICE PRESIDENT
NANCY DUFFEY EDWARDS	VICE PRESIDENT	STEVEN EUGENE ENGLISH	VICE PRESIDENT
STEVEN RAY HAZELBAKER	VICE PRESIDENT	RICKY LEE HOLBEIN	VICE PRESIDENT
STEPHEN PETER HUNCKLER	VICE PRESIDENT	SCOTT ALAN JONES #	VICE PRESIDENT
KAREN LYNN LONGSHORE #	VICE PRESIDENT	CHARLES EDWARD MCSHANE, JR. #	VICE PRESIDENT
CATHY BERNATH MILEY	VICE PRESIDENT	MATTHEW STANLEY MROZEK	VICE PRESIDENT
PAUL EDWARD NORDMAN	VICE PRESIDENT	JOHN MICHAEL PETRUCCI	VICE PRESIDENT
TIMOTHY GERARD REIK	VICE PRESIDENT	MARY JEAN REYNOLDS	VICE PRESIDENT
LYLE DEAN RHODEBECK	VICE PRESIDENT	LORRAINE MARGARET SIEGWORTH	VICE PRESIDENT
LARRY EMMETT WILLFORD	VICE PRESIDENT		

DIRECTORS OR TRUSTEES

DENNIS RAY BLANK	ALISON COOLBRITH	MICHAEL JOSEPH FIORILE	JAMES EDWARD KUNK
PAUL JOHN OTTE	ROBERT PAUL RESTREPO, JR.	MARSHA PASQUINELLI RYAN	KENAN LEE SCHULTHEIS
EDWIN JESSE SIMCOX	DWIGHT ERIC SMITH	ROGER PHILIP SUGARMAN	

State of..... OHIO
County of..... FRANKLIN

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

_____ (Signature) ROBERT PAUL RESTREPO, JR. 1. (Printed Name) PRESIDENT (Title)	_____ (Signature) JAMES ANDREW YANO 2. (Printed Name) SECRETARY (Title)	_____ (Signature) CYNTHIA ANN POWELL 3. (Printed Name) TREASURER (Title)
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Subscribed and sworn to before me
This 9TH day of AUGUST, 2012

a. Is this an original filing? Yes [X] No []
b. If no: 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	435,128,208	0	435,128,208	156,054,257
2. Stocks:				
2.1 Preferred stocks.....	0	0	0	0
2.2 Common stocks.....	690,878,178	47,013,758	643,864,420	711,961,742
3. Mortgage loans on real estate:				
3.1 First liens.....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	38,072,884	0	38,072,884	39,848,868
4.2 Properties held for the production of income (less \$.....0 encumbrances).....	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances).....	506,083	0	506,083	506,083
5. Cash (\$.....50,548,038), cash equivalents (\$.....0) and short-term investments (\$.....26,993,875).....	77,541,913	0	77,541,913	63,017,499
6. Contract loans (including \$.....0 premium notes).....	0	0	0	0
7. Derivatives.....	0	0	0	0
8. Other invested assets.....	66,169,924	11,014,734	55,155,190	21,725,768
9. Receivables for securities.....	6,480	0	6,480	0
10. Securities lending reinvested collateral assets.....	0	0	0	0
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	1,308,303,670	58,028,492	1,250,275,178	993,114,217
13. Title plants less \$.....0 charged off (for Title insurers only).....	0	0	0	0
14. Investment income due and accrued.....	3,146,401	0	3,146,401	1,303,553
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	223,296,937	107,019	223,189,918	240,690,091
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....700,022 earned but unbilled premiums).....	370,851,989	983,693	369,868,296	337,431,807
15.3 Accrued retrospective premiums.....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	223,126,852	0	223,126,852	231,396,267
16.2 Funds held by or deposited with reinsured companies.....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts.....	0	0	0	0
17. Amounts receivable relating to uninsured plans.....	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon.....	7,069,027	0	7,069,027	6,690,036
18.2 Net deferred tax asset.....	0	0	0	0
19. Guaranty funds receivable or on deposit.....	216,484	0	216,484	191,312
20. Electronic data processing equipment and software.....	30,557,746	27,815,003	2,742,743	2,275,651
21. Furniture and equipment, including health care delivery assets (\$.....0).....	5,088,421	5,088,421	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates.....	61,502,669	0	61,502,669	343,435,463
24. Health care (\$.....0) and other amounts receivable.....	0	0	0	0
25. Aggregate write-ins for other than invested assets.....	37,091,316	36,327,211	764,105	378,870
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	2,270,251,512	128,349,839	2,141,901,673	2,156,907,267
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0	0
28. Total (Lines 26 and 27).....	2,270,251,512	128,349,839	2,141,901,673	2,156,907,267

DETAILS OF WRITE-INS

1101.....	0	0	0	0
1102.....	0	0	0	0
1103.....	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501. Accounts receivable.....	237,688	237,688	0	336
2502. Prepaid expenses.....	3,251,127	3,251,127	0	0
2503. Equities and deposits in pools and associations.....	385,395	0	385,395	304,166
2598. Summary of remaining write-ins for Line 25 from overflow page.....	33,217,106	32,838,396	378,710	74,368
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	37,091,316	36,327,211	764,105	378,870

STATE AUTOMOBILE MUTUAL INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....107,942,165).....	388,949,717	373,676,317
2. Reinsurance payable on paid losses and loss adjustment expenses.....	213,426,744	206,954,924
3. Loss adjustment expenses.....	88,846,111	87,553,014
4. Commissions payable, contingent commissions and other similar charges.....	11,027,629	13,191,339
5. Other expenses (excluding taxes, licenses and fees).....	35,606,562	39,009,315
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	5,526,796	6,764,992
7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses)).....	0	0
7.2 Net deferred tax liability.....	0	0
8. Borrowed money \$....89,000,000 and interest thereon \$....892,822.....	89,892,822	89,897,814
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....642,810,216 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act.....)	252,466,394	241,848,022
10. Advance premium.....	15,317,233	11,636,520
11. Dividends declared and unpaid:		
11.1 Stockholders.....	0	0
11.2 Policyholders.....	824	108,999
12. Ceded reinsurance premiums payable (net of ceding commissions).....	131,747,614	180,457,766
13. Funds held by company under reinsurance treaties.....	0	0
14. Amounts withheld or retained by company for account of others.....	17,116,185	16,256,532
15. Remittances and items not allocated.....	1,123,355	842,863
16. Provision for reinsurance.....	457,327	457,327
17. Net adjustments in assets and liabilities due to foreign exchange rates.....	0	0
18. Drafts outstanding.....	62,806,230	49,492,109
19. Payable to parent, subsidiaries and affiliates.....	46,362,608	24,501,573
20. Derivatives.....	0	0
21. Payable for securities.....	3,699,668	0
22. Payable for securities lending.....	0	0
23. Liability for amounts held under uninsured plans.....	0	0
24. Capital notes \$.....0 and interest thereon \$.....0.....	0	0
25. Aggregate write-ins for liabilities.....	27,193,631	28,764,236
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	1,391,567,451	1,371,413,662
27. Protected cell liabilities.....	0	0
28. Total liabilities (Lines 26 and 27).....	1,391,567,451	1,371,413,662
29. Aggregate write-ins for special surplus funds.....	486,871	609,059
30. Common capital stock.....	0	0
31. Preferred capital stock.....	0	0
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....	0	0
34. Gross paid in and contributed surplus.....	0	0
35. Unassigned funds (surplus).....	749,847,352	784,884,546
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0).....	0	0
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0).....	0	0
37. Surplus as regards policyholders (Lines 29 to 35, less 36).....	750,334,223	785,493,605
38. Totals.....	2,141,901,673	2,156,907,267

DETAILS OF WRITE-INS

2501. Escheated funds payable.....	1,641,691	1,156,261
2502. Premium deficiency reserve.....	42,500	42,500
2503. Equities and deposits in pools and associations.....	149,956	132,877
2598. Summary of remaining write-ins for Line 25 from overflow page.....	25,359,484	27,432,598
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	27,193,631	28,764,236
2901. Retroactive reinsurance gain (loss).....	486,871	609,059
2902.	0	0
2903.	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	486,871	609,059
3201.	0	0
3202.	0	0
3203.	0	0
3298. Summary of remaining write-ins for Line 32 from overflow page.....	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....	0	0

STATE AUTOMOBILE MUTUAL INSURANCE COMPANY

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$.....225,138,966).....	209,635,610	205,237,844	411,849,403
1.2 Assumed..... (written \$.....760,402,967).....	737,840,843	697,506,931	1,430,085,265
1.3 Ceded..... (written \$.....706,923,941).....	678,966,162	735,903,195	1,502,612,464
1.4 Net..... (written \$.....278,617,992).....	268,510,291	166,841,580	339,322,204
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....179,281,213):			
2.1 Direct.....	148,542,091	148,820,905	278,210,938
2.2 Assumed.....	498,936,154	549,442,005	997,206,405
2.3 Ceded.....	475,642,583	566,552,853	1,037,716,994
2.4 Net.....	171,835,662	131,710,057	237,700,349
3. Loss adjustment expenses incurred.....	34,026,758	20,831,746	41,378,777
4. Other underwriting expenses incurred.....	94,842,432	60,440,440	139,768,507
5. Aggregate write-ins for underwriting deductions.....	0	0	(9,880)
6. Total underwriting deductions (Lines 2 through 5).....	300,704,852	212,982,243	418,837,753
7. Net income of protected cells.....	0	0	0
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(32,194,561)	(46,140,663)	(79,515,549)
INVESTMENT INCOME			
9. Net investment income earned.....	9,019,642	13,476,796	26,978,903
10. Net realized capital gains (losses) less capital gains tax of \$.....169,997.....	24,696,303	1,295,699	1,698,901
11. Net investment gain (loss) (Lines 9 + 10).....	33,715,945	14,772,495	28,677,804
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....111,776 amount charged off \$.....677,325).....	(565,549)	(532,385)	(1,338,240)
13. Finance and service charges not included in premiums.....	1,681,714	1,023,313	2,012,659
14. Aggregate write-ins for miscellaneous income.....	(474,646)	190,887	2,073,299
15. Total other income (Lines 12 through 14).....	641,518	681,815	2,747,718
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	2,162,902	(30,686,353)	(48,090,027)
17. Dividends to policyholders.....	40,350	21,118	76,896
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17).....	2,122,552	(30,707,471)	(48,166,923)
19. Federal and foreign income taxes incurred.....	(1,624,337)	(4,117,000)	(5,700,425)
20. Net income (Line 18 minus Line 19) (to Line 22).....	3,746,889	(26,590,471)	(42,466,498)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	785,493,605	1,033,349,418	1,033,349,418
22. Net income (from Line 20).....	3,746,889	(26,590,471)	(42,466,498)
23. Net transfers (to) from Protected Cell accounts.....	0	0	0
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....1,608,284.....	(51,688,037)	(124,175,405)	(130,937,877)
25. Change in net unrealized foreign exchange capital gain (loss).....	0	0	0
26. Change in net deferred income tax.....	1,607,931	(26,272,776)	(27,390,540)
27. Change in nonadmitted assets.....	10,634,443	23,418,815	(22,632,721)
28. Change in provision for reinsurance.....	0	0	(245,000)
29. Change in surplus notes.....	0	0	0
30. Surplus (contributed to) withdrawn from protected cells.....	0	0	0
31. Cumulative effect of changes in accounting principles.....	0	0	0
32. Capital changes:			
32.1 Paid in.....	0	0	0
32.2 Transferred from surplus (Stock Dividend).....	0	0	0
32.3 Transferred to surplus.....	0	0	0
33. Surplus adjustments:			
33.1 Paid in.....	0	0	0
33.2 Transferred to capital (Stock Dividend).....	0	0	0
33.3 Transferred from capital.....	0	0	0
34. Net remittances from or (to) Home Office.....	0	0	0
35. Dividends to stockholders.....	0	0	0
36. Change in treasury stock.....	0	0	0
37. Aggregate write-ins for gains and losses in surplus.....	539,392	28,747	(24,183,177)
38. Change in surplus as regards policyholders (Lines 22 through 37).....	(35,159,382)	(153,591,090)	(247,855,813)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	750,334,223	879,758,328	785,493,605
DETAILS OF WRITE-INS			
0501. Premium deficiency reserve.....	0	0	(9,880)
0502.	0	0	0
0503.	0	0	0
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	0	0	(9,880)
1401. Miscellaneous income (expense).....	20,380	24,295	24,666
1402. Gain (loss) on sale of fixed assets.....	(450,240)	(44,794)	(16,966)
1403. Governmental fines and penalties.....	(27,863)	(5,715)	(7,020)
1498. Summary of remaining write-ins for Line 14 from overflow page.....	(16,923)	217,101	2,072,619
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	(474,646)	190,887	2,073,299
3701. Deferred gain on asset transfers between parent and affiliate.....	16,879	28,747	65,949
3702. Net excess of pension liability over intangible asset.....	0	0	(24,249,126)
3703. Affiliate cost basis adjustment.....	522,513	0	0
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	539,392	28,747	(24,183,177)

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	230,806,152	167,817,009	414,599,842
2. Net investment income.....	10,231,289	15,850,459	31,878,689
3. Miscellaneous income.....	658,442	681,815	2,509,012
4. Total (Lines 1 through 3).....	241,695,883	184,349,283	448,987,543
5. Benefit and loss related payments.....	142,394,137	8,636,483	31,667,424
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	133,980,910	71,177,537	112,851,301
8. Dividends paid to policyholders.....	148,525	144,245	117,099
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	(1,075,349)	845,000	(8,169,550)
10. Total (Lines 5 through 9).....	275,448,223	80,803,265	136,466,274
11. Net cash from operations (Line 4 minus Line 10).....	(33,752,340)	103,546,018	312,521,269
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	41,566,693	36,845,928	71,018,270
12.2 Stocks.....	76,785,900	7,316,515	14,120,246
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	1,272,616
12.5 Other invested assets.....	1,657,765	170,316	304,038
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	3,699,668	18,405	4,738
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	123,710,026	44,351,164	86,719,908
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	321,134,022	62,807,684	63,061,755
13.2 Stocks.....	20,406,647	37,386,720	38,454,260
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	219,705	222,823	1,131,120
13.5 Other invested assets.....	48,448,888	1,459,963	3,350,081
13.6 Miscellaneous applications.....	6,480	200,186	3,388
13.7 Total investments acquired (Lines 13.1 to 13.6).....	390,215,742	102,077,376	106,000,604
14. Net increase (decrease) in contract loans and premium notes.....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(266,505,716)	(57,726,212)	(19,280,696)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0	0
16.5 Dividends to stockholders.....	0	0	0
16.6 Other cash provided (applied).....	314,782,470	(49,212,686)	(302,941,060)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	314,782,470	(49,212,686)	(302,941,060)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	14,524,414	(3,392,880)	(9,700,487)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	63,017,499	72,717,986	72,717,986
19.2 End of period (Line 18 plus Line 19.1).....	77,541,913	69,325,106	63,017,499
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001	0	0	0

NOTES TO FINANCIAL STATEMENTS**1. Summary of Significant Accounting Policies:**

A. Accounting Practices:

The accompanying financial statements of State Automobile Mutual Insurance Company (the "Company" or "State Auto Mutual") are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance, which has adopted the National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures* manual (NAIC SAP).

2. Accounting Changes and Corrections of Errors:

No substantial change from December 31, 2011.

3. Business Combinations and Goodwill:

A. Statutory Purchase Method:

1. a. On February 10, 2009, the Company purchased 100% interest in RHC, a Missouri corporation. RHC writes specialty property and casualty business through four insurance subsidiaries, Rockhill, Plaza, American Compensation and Bloomington Compensation and is a third party administrator providing workers compensation case and claim management services.
- b. On May 18, 2011, RHC divested its 91% ownership in RED, a Missouri limited liability company, to the Company. Concurrent with this transaction, the Company purchased the 9% minority interests in RED.
2. The RHC and RED transactions described in Note 3A were accounted for as statutory purchases.
3. a. The cost of the RHC purchase was \$248,627,800 resulting in goodwill of \$150,178,743, of which \$28,939,544 was nonadmitted at June 30, 2012.
- b. The cost of the RED purchase was \$25,773,447 resulting in goodwill of \$20,145,874, of which \$17,795,522 was nonadmitted at June 30, 2012.
4. a. Goodwill amortization for the period ended June 30, 2012 relating to the purchase of RHC was \$7,508,937.
- b. Goodwill amortization for the period ended June 30, 2012 relating to the purchase of RED was \$1,007,294.

4. Discontinued Operations:

No substantial change from December 31, 2011.

5. Investments:

D. Loan-Backed Securities:

1. Prepayment assumptions for mortgage-backed securities, asset-backed securities and collateralized mortgage obligations were generated using a purchased prepayment model. The prepayment model uses a number of factors to estimate prepayment activity including the time of year (seasonality), current levels of interest rates (refinancing incentive), economic activity (including housing turnover) and term and age of the underlying collateral (burnout, seasoning).
2. The Company has not recognized any other than temporary impairments on its loan-backed securities.
3. The Company has not recognized any other than temporary impairments on its loan-backed securities.
4. The Company has loan-backed securities in which the fair value is less than cost or amortized cost for which an other than temporary impairment has not been recognized.

	Amount (\$)			
	Less than 12 months		More than 12 months	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Loan-backed securities:				
Pools	10,273,388	(48,615)	-	-
Commercial mortgage-backed securities	15,305,106	(127,800)	-	-
Asset-backed securities	-	-	-	-
Total loan-backed securities	25,578,494	(176,415)	-	-

5. The Company regularly reviews its investment portfolio for factors that may indicate that a decline in fair value of an investment is other than temporary. The Company considers various factors, such as the duration and extent the security has been below cost, underlying credit rating of the issuer, receipt of scheduled principal and interest cash flows, and the Company's ability and intent to hold the security until recovery.

6. Joint Ventures, Partnerships and Limited Liability Companies:

No substantial change from December 31, 2011.

7. Investment Income:

No substantial change from December 31, 2011.

8. Derivative Instruments:

No substantial change from December 31, 2011.

9. Income Taxes:

No substantial change from December 31, 2011.

10. Information Concerning Parent, Subsidiaries and Affiliates:

A. Nature of the Relationships:

See Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group, Part 1 Organizational Chart.

11. Debt:

On February 9, 2009, the Company borrowed \$19,000,000 from the Federal Home Loan Bank of Cincinnati ("FHLB") for a period of ten years at a fixed rate of 4.89%. This is an interest-only loan with principle due at the maturity date of February 9, 2019. This loan is collateralized by treasury bonds and mortgage-backed securities on deposit with FHLB. The total loan interest incurred through June 30, 2012, June 30, 2011 and December 31, 2011 was \$462,011, \$460,732 and \$929,100, respectively.

In May 2009, the Company borrowed money in the amounts of \$50,000,000 and \$20,000,000 from State Auto P&C and Milbank, respectively. The principal amount is due 2019. At the option of the Company, early repayment may be made. Interest is due semi-annually at a fixed annual interest rate of 7%. The total loan interest incurred through June 30, 2012, June 30, 2011 and December 31, 2011 was \$2,436,612, \$2,429,863, and \$4,900,000, respectively.

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

No substantial change from December 31, 2011.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations:

No substantial change from December 31, 2011.

14. Contingencies:

No substantial change from December 31, 2011.

15. Leases:

No substantial change from December 31, 2011.

16. Information about Financial Instruments with Off-Balance-Sheet Risk and Financial Instruments with Concentrations of Credit Risk:

No substantial change from December 31, 2011.

17. Sale, Transfer and Servicing of Financial Instruments and Extinguishments of Liabilities:

C. Wash Sales: None.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans:

No substantial change from December 31, 2011.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators:

No substantial change from December 31, 2011.

20. Fair Value Measurement:**A. Inputs Used for Assets and Liabilities Measured at Fair Value:**

The fair value of the majority of equity securities is provided by the Securities Valuation Office ("SVO"). These equity securities are recorded using unadjusted market prices provided by the SVO and have been disclosed in Level 1 in item 1 below. The company holds equity securities as a member of Federal Home Loan Bank of Cincinnati. These securities are not publicly traded and the fair value reported is the per share cost. These equity securities have been disclosed in Level 3 in item 1 below. The company also holds equity securities of BroadStreet Capital Partners, Inc. (BroadStreet Capital) that are valued at US GAAP equity value. These equity securities have been disclosed in Level 3 in item 1 below.

The Company utilizes information provided by the SVO to estimate fair value measurements for the majority of its fixed maturities. If market data is not provided by the SVO, fair value is determined by using data provided by a nationally recognized pricing service. See item C below for fair value disclosures related to fixed maturities.

The Company's other invested assets include one international private equity fund, Silchester International Partners Ltd., ("the fund") that invests in equity securities of foreign issuers and is managed by a third party investment manager. The fair value of this fund is based on the net asset value obtained from a third party trustee statement. The net asset value reflects the fair value of the fund's underlying investments, the majority of which have observable market quotes. 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. The fund is disclosed in Level 2 in item 1 below. 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, which are 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 in item 1 below.

The Company estimates the fair value of the notes payable to affiliates using market quotations for U.S. treasury securities with similar maturity dates and applies an appropriate credit spread. See item C below for fair value disclosures related to the notes payable.

- The Company has categorized its assets that are measured at fair value into the three-level fair value hierarchy as reflected in the following table. The Company has no liabilities that are measured and reported at fair value. See item 3 below for a discussion of the Company's transfer policy. See item 4 below for a discussion of Level 2 and Level 3 assets.

June 30, 2012	Amount (\$)				
	Description	Level 1	Level 2	Level 3	Total
Assets, at fair value					
Common stocks					
Industrial and misc.	36,240,312	-	18,123,039		54,363,351
Other invested assets	2,654,143	10,676,913	-		13,331,056
Total assets	38,894,455	10,676,913	18,123,039		67,694,407

- A reconciliation of assets measured at fair value using Significant Unobservable Inputs (Level 3) is reflected in the following table.

Description	Amount (\$)					
	Balance at January 1, 2012	Transfers in (out) of Level 3	Total realized gains/(losses) included in Net Income	Total unrealized gains/(losses) included in Surplus	Purchases, issuances, sales, and settlements	Balance at June 30, 2012
Assets:						
Common stocks						
Industrial and misc.	3,558,700	14,027,588	-	536,751	-	18,123,039
Total assets	3,558,700	14,027,588	-	536,751	-	18,123,039

- 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. The equity securities of BroadStreet Capital were previously held as affiliated equity securities and the Company sold 85% of its interest in BroadStreet Capital during the first quarter and the remaining equity securities were transferred into level 3.
- As of June 30, 2012 and December 31, 2011, the reported fair value of the Company's investment in Level 2, the fund, was \$10,676,913 and \$10,639,813, respectively. See item A for a discussion of valuation techniques and inputs used in determining fair value. 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. Due to the Company's ability to redeem its investment in the fund at net asset value per share at the measurement date, the fund is classified as Level 2. As of June 30, 2012 and December 31, 2011, the reported fair value of the Company's investment in Level 3, equity securities of Federal Home Loan Bank of Cincinnati, was \$3,900,100 and \$3,558,700, respectively. See item A above for a discussion of valuation techniques and inputs used in determining fair value. Since these equity securities are not publicly traded, they are classified as Level 3. As of June 30, 2012, the reported fair value of the Company's investment in Level 3, equity securities of BroadStreet Capital, was \$14,222,939. See item A above for a discussion of valuation techniques and inputs used in determining fair value. Since these equity securities are valued at US GAAP equity, they are classified as Level 3.
- The Company has no derivative assets or liabilities.

B. Other Fair Value Disclosures: Not applicable.

20. Fair Value Measurement (continued):

C. Fair Values for All Financial Instruments by levels 1, 2, and 3:

See Item A for a discussion on valuation techniques.

June 30, 2012 Description	Amount (\$)				
	Fair Value	Admitted Value	Level 1	Level 2	Level 3
Financial instruments - assets					
Bonds	445,570,055	435,128,208	-	445,570,055	-
Common stocks	54,363,351	54,363,351	36,240,312	-	18,123,039
Cash equivalents and short-term investments	26,993,875	26,993,875	26,993,875	-	-
Other invested assets	58,049,162	46,679,298	2,654,143	55,395,019	-
Total assets	584,976,443	563,164,732	65,888,330	500,965,074	18,123,039
Financial instruments - liabilities					
Notes payable to affiliate	78,531,645	70,000,000	-	78,531,645	-
Total liabilities	78,531,645	70,000,000	-	78,531,645	-

December 31, 2011 Description	Amount (\$)				
	Fair Value	Admitted Value	Level 1	Level 2	Level 3
Financial instruments - assets					
Bonds	165,675,873	156,054,258	-	165,675,873	-
Common stocks	24,892,976	24,892,976	21,334,276	-	3,558,700
Cash equivalents and short-term investments	26,511,191	26,511,191	26,511,191	-	-
Other invested assets	12,615,360	12,615,360	1,975,547	10,639,813	-
Total assets	229,695,400	220,073,785	49,821,014	176,315,686	3,558,700
Financial instruments - liabilities					
Notes payable to affiliate	77,503,176	70,000,000	-	77,503,176	-
Total liabilities	77,503,176	70,000,000	-	77,503,176	-

D. Financial Instruments for which Not Practical to Estimate Fair Values: Not applicable.

21. Other Items:

C. Other Disclosures:

Florida Statute 625.012(5) requires that the Company disclose the amount of Agents' balances or uncollected premiums and the premiums collected from "controlled" or "controlling" persons. The Company had \$223,189,918 and \$240,690,091 of uncollected premiums at June 30, 2012 and December 31, 2011, respectively. No premiums were collected from "controlled" or "controlling persons" during the year-to-date periods ended June 30, 2012 and December 31, 2011.

Pursuant to Florida Statutes 624.424, the Company is required to disclose any credit in loss reserves taken for anticipated recoveries from the Special Disability Trust Fund. The Company took no credits in the determination of its loss reserves for the periods ended June 30, 2012 and December 31, 2011. Additionally, the Special Disability Trust Fund made no assessments and issued no payments to the Company during the year-to-date periods ended June 30, 2012 and December 31, 2011.

As of June 30, 2012, short-term money market investments in the amount of \$5,548,612 and bonds in the amount of \$184,569,755 were held in trust and pledged as collateral for the benefit of State National Insurance Company as required by a reinsurance agreement.

Agents' loans have been reclassified from "Uncollected Premiums and Agents' Balances in Course of Collection" to "Other Invested Assets" on the 2012 balance sheet. Prior year amounts were not restated.

22. Events Subsequent:

Subsequent events have been considered through August 9, 2012 for the statutory statement issued on August 9, 2012.

23. Reinsurance:

No substantial change from December 31, 2011.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination:

No substantial change from December 31, 2011.

25. Changes in Incurred Losses and Loss Adjustment Expenses:

Year to date, the provision for incurred losses and loss adjustment expenses attributable to prior years decreased. Included in the decrease is favorable development overall in property lines of business, as well as in the Personal Auto Liability and Other Liability lines. Somewhat offsetting this favorable development are increases in prior year incurred losses and loss adjustment expenses in Commercial Multi-Peril Liability and Commercial Auto Liability lines of business. The overall decrease is generally the result of ongoing analysis of recent loss development trends and subsequent reserve reviews using more mature claims data. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements:

Per SSAP No. 62 – *Property and Casualty Reinsurance*, ceded reinsurance written premiums payable may be deducted from amounts due from the reinsurer when a legal right of offset exists. As the Pooling Arrangement and affiliated reinsurance agreement provide for the right of offset, the Company has netted within the Statement of Assets and Liabilities the amount due to each State Auto Pool participant under ceded reinsurance written premiums payable with the amount due from the same participant on assumed reinsurance written premiums receivable for transactions under the agreements. The following tabular presentation reflects the ceded reinsurance written premiums payable and assumed reinsurance written premiums receivable at June 30, 2012, between each State Auto Pool participant and State Auto Mutual resulting in the net amount due to or due from State Auto Mutual:

	Amount (\$)		
	Assumed Reinsurance Written Premiums Receivable from State Auto Mutual	Ceded Reinsurance Written Premiums Payable to State Auto Mutual	Net Assumed Reinsurance Written Premiums Receivable/(Net Ceded Reinsurance Written Premiums Payable)
State Auto P&C	211,297,566	171,459,109	39,838,457
Milbank	58,003,254	23,085,298	34,917,956
SA Wisconsin	-	8,446,694	(8,446,694)
Farmers	-	3,883,062	(3,883,062)
SA Ohio	-	19,287,711	(19,287,711)
SA Florida	-	14,516	(14,516)
Meridian Security	-	49,932,192	(49,932,192)
Meridian Citizens Mutual	2,071,545	11,632,662	(9,561,117)
Beacon National	-	(55,494)	55,494
Patrons Mutual	1,657,236	15,512,615	(13,855,379)
Litchfield	414,309	857,811	(443,502)
Rockhill	-	30,269,140	(30,269,140)
Plaza	-	14,034,830	(14,034,830)
American Compensation	-	11,193,605	(11,193,605)
Bloomington Compensation	-	498,012	(498,012)

The following tabular presentation reflects the reinsurance receivable and payable on loss and loss adjustment expense paid at June 30, 2012, between each State Auto Pool participant and State Auto Mutual:

	Amount (\$)	
	Assumed Reinsurance Loss and Loss Adjustment Expense Paid from State Auto Mutual	Ceded Reinsurance Loss and Loss Adjustment Expense Paid to State Auto Mutual
State Auto P&C	131,203,951	118,664,675
Milbank	36,016,771	13,869,172
SA Wisconsin	-	4,628,031
Farmers	-	2,633,386
SA Ohio	-	10,398,017
SA Florida	-	794,340
Meridian Security	-	35,599,971
Meridian Citizens Mutual	1,286,313	7,821,166
Beacon National	-	1,770,660
Patrons Mutual	1,029,051	7,200,139
Litchfield	257,263	145,279
Rockhill	-	4,222,730
Plaza	-	4,269,957
American Compensation	-	5,917,915
Bloomington Compensation	-	1,192,169

The following tabular presentation reflects all other intercompany amounts due from and due to State Auto Mutual from entities participating in the Pooling Arrangement at June 30, 2012:

	Amount (\$)	
	Intercompany Amounts Due from State Auto Mutual	Intercompany Amounts Due to State Auto Mutual
State Auto P&C	-	35,768,132
Milbank	-	13,651,515
SA Wisconsin	3,705,807	-
Farmers	1,143,401	-
SA Ohio	8,728,818	-
SA Florida	-	797,939
Meridian Security	14,505,303	-
Meridian Citizens Mutual	3,012,082	-
Beacon National	-	1,081,247
Patrons Mutual	3,106,971	-
Litchfield	452,972	-
Rockhill	3,576,173	-
Plaza	4,910,215	-
American Compensation	2,362,568	-
Bloomington Compensation	282,074	-

Additionally, SA Wisconsin owes State Auto P&C \$64,933, Patrons Mutual owes Litchfield \$172,076, Rockhill owes Plaza \$378,154, Rockhill owes American Compensation \$111,063, American Compensation owes Plaza \$120,114, American Compensation owes Bloomington Compensation \$231,089, and Bloomington Compensation owes Plaza \$1,918.

27. Structured Settlements:

No substantial change from December 31, 2011.

28. Health Care Receivables:

No substantial change from December 31, 2011.

29. Participating Policies:

No substantial change from December 31, 2011.

30. Premium Deficiency Reserves:

No substantial change from December 31, 2011.

31. High Deductibles:

As of June 30, 2012 and December 31, 2011, the amount of reserve credit recorded for high deductibles on unpaid claims was \$360,830 and \$485,322, respectively, and the amount billed and recoverable on paid claims was \$18,307 and \$233,394, respectively.

32. Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses:

No substantial change from December 31, 2011.

33. Asbestos/Environmental Reserves:

No substantial change from December 31, 2011.

34. Subscriber Savings Accounts:

No substantial change from December 31, 2011.

35. Multiple Peril Crop Insurance:

No substantial change from December 31, 2011.

36. Financial Guaranty Insurance:

B. Schedule of Insured Financial Obligations: Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change:

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2008.....

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 3/1/2010.....

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator].

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [X] No []

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
The Nominating and Governance Committee of the Company's Board of Directors annually reviews the employee code of conduct, which is applicable to all senior managers. The 2012 annual review resulted in minor changes to the code, and adopted an anti-hedging policy regarding trading in State Auto Financial Corporation Shares.

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No

11.2 If yes, give full and complete information relating thereto:

The Company placed as collateral securities for the \$19,000,000 loan with FHLB. As of June 30, 2012, \$190,118,367 of invested assets were held in trust and pledged as collateral for the benefit of State National Insurance Company as required by a reinsurance agreement.

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

13. Amount of real estate and mortgages held in short-term investments: \$.....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$745,667,162	\$636,514,826
14.24 Short-Term Investments.....	\$0	\$0
14.25 Mortgage Loans on Real Estate.....	\$0	\$0
14.26 All Other.....	\$0	\$1,000,000
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$745,667,162	\$637,514,826
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$0	\$0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
If no, attach a description with this statement.

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes No

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase Worldwide Securities	1111 Polaris Parkway, Suite 2N, Columbus, Ohio 43240
The Northern Trust Company	50 S. LaSalle Street, B-10, Chicago, Illinois 60675

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Federal Home Loan Bank	Cincinnati, Ohio	Investment required as a provision of obtaining loans

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes No

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
131394	Cortina Asset Management	330 Kilbourn, Suite 850, Milwaukee, Wisconsin 53202

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes No

17.2 If no, list exceptions:

**STATE AUTOMOBILE MUTUAL INSURANCE COMPANY
GENERAL INTERROGATORIES (continued)**

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [] No [X] N/A []
If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [] No [X]
If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]
3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? Yes [] No [X]
4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Disc. Rate	Total Discount				Discount Taken During Period			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
	.....0.0	.....0.000 %	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
Total.....	.....XXX..	.....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0

5. Operating Percentages:

5.1 A&H loss percent 1,685.0 %

5.2 A&H cost containment percent 0.0 %

5.3 A&H expense percent excluding cost containment expenses (13.6)%

6.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0

6.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)
All Other Insurers				
00000.....	AA-3194122.....	Davinci Reins Ltd.....	BM.....	NO.....
00000.....	AA-3190339.....	Renaissance Reins Ltd.....	BM.....	NO.....
00000.....	AA-5324100.....	Taiping Reins Co Ltd.....	HK.....	NO.....
00000.....	AA-1460019.....	Amlin Ag.....	CH.....	NO.....
00000.....	AA-3194200.....	Ms Frontier Reins Ltd.....	BM.....	NO.....
00000.....	AA-3191183.....	PaCRe, Ltd.....	BM.....	NO.....
00000.....	AA-1320031.....	Scor Global P & C.....	FR.....	NO.....

STATE AUTOMOBILE MUTUAL INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....AL.....L.....		3,955,968	4,301,420	2,358,698	3,811,058	7,152,195	8,523,563
2. Alaska.....AK.....L.....		0	0	0	0	0	0
3. Arizona.....AZ.....L.....		1,593,107	1,104,132	518,618	603,455	3,941,496	5,006,590
4. Arkansas.....AR.....L.....		10,056,606	10,434,995	6,151,139	6,000,015	10,318,981	9,682,898
5. California.....CA.....Q.....		0	0	0	0	0	0
6. Colorado.....CO.....L.....		2,347,950	1,737,773	644,016	580,728	2,929,884	2,826,900
7. Connecticut.....CT.....L.....		796,467	645,293	50,876	34,496	1,187,524	845,074
8. Delaware.....DE.....L.....		161,051	(32,151)	(53,349)	40,455	71,993	57,324
9. District of Columbia.....DC.....L.....		107,368	147,450	8,620	6,668	302,764	393,983
10. Florida.....FL.....L.....		470,279	455,303	377,868	216,718	1,602,695	1,537,249
11. Georgia.....GA.....L.....		2,976,243	2,731,076	5,126,579	4,869,659	6,315,182	7,699,139
12. Hawaii.....HI.....L.....		0	0	0	0	0	0
13. Idaho.....ID.....L.....		0	0	0	0	0	0
14. Illinois.....IL.....L.....		5,076,031	4,844,672	2,861,870	3,908,136	20,033,402	21,174,041
15. Indiana.....IN.....L.....		12,230,976	10,705,920	6,175,927	6,524,564	20,598,815	17,996,453
16. Iowa.....IA.....L.....		998,246	1,117,206	744,823	736,360	1,625,302	1,951,134
17. Kansas.....KS.....L.....		1,807,780	1,402,183	973,194	823,361	1,299,736	1,359,883
18. Kentucky.....KY.....L.....		10,058,102	10,495,673	11,706,992	6,043,832	20,404,979	14,748,537
19. Louisiana.....LA.....L.....		0	0	0	0	0	0
20. Maine.....ME.....L.....		0	0	0	0	0	0
21. Maryland.....MD.....L.....		12,729,107	13,234,359	5,410,906	5,421,132	18,221,453	14,704,874
22. Massachusetts.....MA.....L.....		165,731	10,869	7,841	0	48,783	1,033
23. Michigan.....MI.....L.....		19,014,663	15,533,206	12,635,615	11,530,838	52,750,871	52,708,867
24. Minnesota.....MN.....L.....		1,828,352	1,847,991	723,107	966,364	5,487,053	6,462,706
25. Mississippi.....MS.....L.....		717,950	775,387	483,556	574,994	1,099,407	2,164,951
26. Missouri.....MO.....L.....		771,142	713,403	622,567	948,847	1,476,610	2,682,885
27. Montana.....MT.....L.....		0	0	0	0	0	0
28. Nebraska.....NE.....L.....		0	0	0	0	0	0
29. Nevada.....NV.....L.....		0	0	0	0	0	0
30. New Hampshire.....NH.....L.....		0	0	0	0	0	0
31. New Jersey.....NJ.....L.....		0	0	0	0	0	0
32. New Mexico.....NM.....L.....		0	0	0	0	0	0
33. New York.....NY.....L.....		0	0	0	0	0	0
34. North Carolina.....NC.....L.....		5,437,293	4,385,375	2,382,038	3,520,806	6,039,427	6,995,689
35. North Dakota.....ND.....L.....		99,649	58,088	5,968	21,085	472,377	423,448
36. Ohio.....OH.....L.....		76,370,131	79,375,602	35,684,048	56,358,260	104,954,207	96,804,036
37. Oklahoma.....OK.....L.....		694,602	685,451	395,526	184,224	1,271,868	3,115,196
38. Oregon.....OR.....L.....		0	0	0	0	0	0
39. Pennsylvania.....PA.....L.....		9,486,108	9,494,185	4,990,319	6,092,706	25,783,397	25,788,413
40. Rhode Island.....RI.....L.....		0	0	0	0	0	0
41. South Carolina.....SC.....L.....		10,396,672	8,327,716	5,990,328	5,365,892	8,002,003	8,021,727
42. South Dakota.....SD.....L.....		194,330	207,599	12,118	312,600	346,580	837,887
43. Tennessee.....TN.....L.....		9,444,487	8,879,574	3,911,302	4,225,191	21,711,336	19,022,406
44. Texas.....TX.....L.....		20,818,900	15,823,351	8,105,066	4,906,992	30,087,533	20,279,454
45. Utah.....UT.....L.....		140,410	61,009	19,430	10,491	204,719	66,422
46. Vermont.....VT.....L.....		0	0	0	0	0	0
47. Virginia.....VA.....L.....		1,320,949	1,193,858	343,272	935,348	3,987,472	3,710,432
48. Washington.....WA.....L.....		0	0	0	0	0	0
49. West Virginia.....WV.....L.....		1,722,750	1,469,317	685,292	2,020,608	9,452,080	5,143,345
50. Wisconsin.....WI.....L.....		1,149,565	765,903	331,868	352,648	1,820,909	2,035,936
51. Wyoming.....WY.....L.....		0	0	0	0	0	0
52. American Samoa.....AS.....N.....		0	0	0	0	0	0
53. Guam.....GU.....N.....		0	0	0	0	0	0
54. Puerto Rico.....PR.....N.....		0	0	0	0	0	0
55. US Virgin Islands.....VI.....N.....		0	0	0	0	0	0
56. Northern Mariana Islands.....MP.....N.....		0	0	0	0	0	0
57. Canada.....CN.....N.....		0	0	0	0	0	0
58. Aggregate Other Alien.....OT.....XXX.....		0	0	0	0	0	0
59. Totals.....(a).....50.....		225,138,966	212,933,187	120,386,041	137,948,534	391,003,034	364,772,474

DETAILS OF WRITE-INS

5801.....XXX.....		0	0	0	0	0	0
5802.....XXX.....		0	0	0	0	0	0
5803.....XXX.....		0	0	0	0	0	0
5898. Summary of remaining write-ins for Line 58 from overflow page.....XXX.....		0	0	0	0	0	0
5899. Totals (Lines 5801 thru 5803 + Line 5898) (Line 58 above).....XXX.....		0	0	0	0	0	0

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

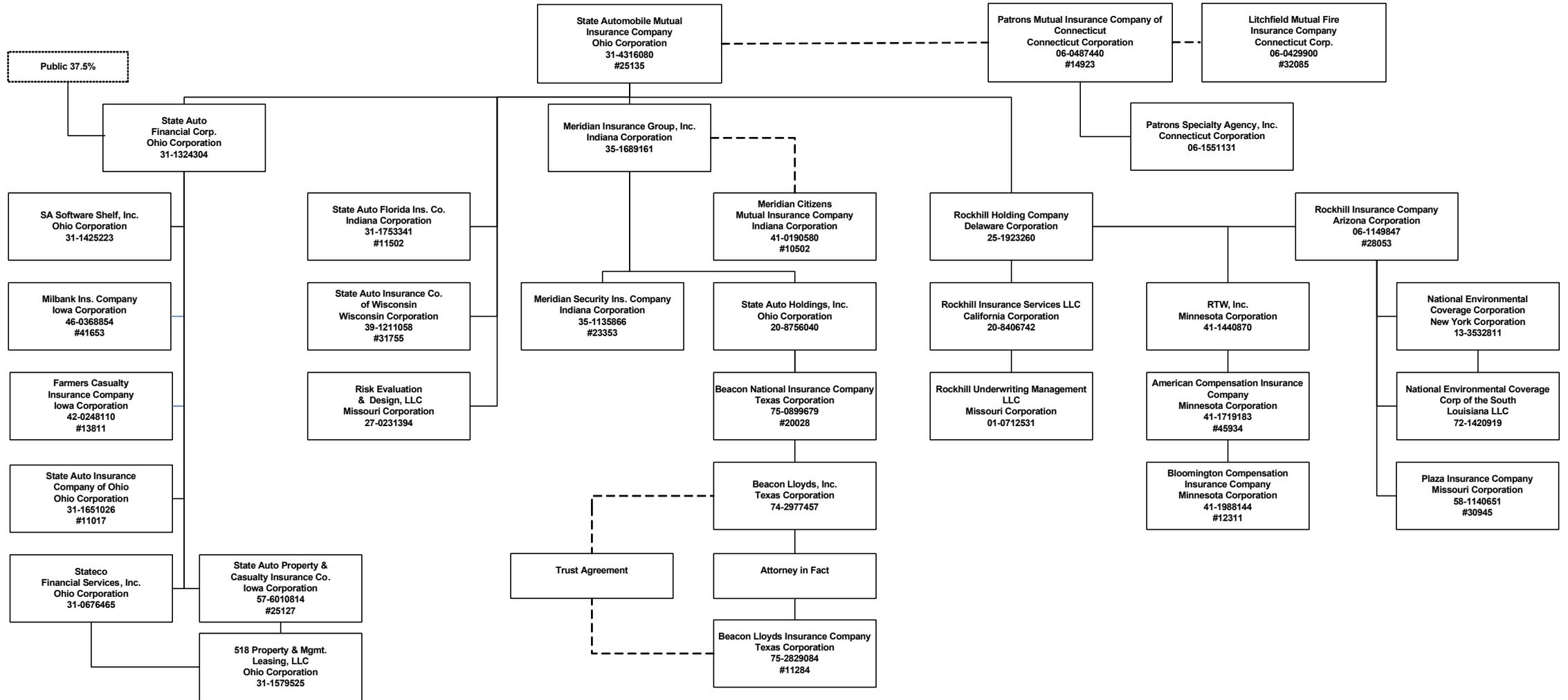
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

PART 1 – ORGANIZATIONAL CHART

ORGANIZATIONAL STRUCTURE OF STATE AUTO HOLDING COMPANY SYSTEM



Q11

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*

Members

0175	State Auto Group	45934	41-1719183	0	0		American Compensation Insurance Company	MN	DS	RTW, Inc.	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	11284	75-2829084	0	0		Beacon Lloyds Insurance Company	TX	DS	Beacon Lloyds, Inc.	Attorney-in-Fact	0.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	20028	75-0899679	0	0		Beacon National Insurance Company	TX	DS	State Auto Holdings, Inc.	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	12311	41-1988144	0	0		Bloomington Compensation Insurance Company	MN	DS	American Compensation Insurance Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	13811	42-0248110	0	0		Farmers Casualty Insurance Company	IA	DS	State Auto Financial Corp	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	32085	06-0429900	0	0		Litchfield Mutual Fire Insurance Company	CT	IA	State Automobile Mutual Insurance Co	Board of Directors	0.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	10502	41-0190580	0	0		Meridian Citizens Mutual Insurance Company	IN	IA	Meridian Insurance Group, Inc.	Board of Directors	0.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	23353	35-1135866	0	0		Meridian Security Insurance Company	IN	DS	Meridian Insurance Group, Inc.	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	41653	46-0368854	0	0		Milbank Insurance Company	IA	DS	State Auto Financial Corp	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	14923	06-0487440	0	0		Patrons Mutual Insurance Company of Connecticut	CT	IA	State Automobile Mutual Insurance Co	Board of Directors	0.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	30945	58-1140651	0	0		Plaza Insurance Company	MO	DS	Rockhill Insurance Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	28053	06-1149847	0	0		Rockhill Insurance Company	AZ	DS	Rockhill Holding Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	11502	31-1753341	0	0		State Auto Florida Insurance Company	IN	DS	State Automobile Mutual Insurance Co	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	11017	31-1651026	0	0		State Auto Insurance Company of Ohio	OH	DS	State Auto Financial Corp	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	31755	39-1211058	0	0		State Auto Insurance Company of Wisconsin	WI	DS	State Automobile Mutual Insurance Co	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	25127	57-6010814	0	0		State Auto Property & Casualty Insurance Company	IA	DS	State Auto Financial Corp	Ownership	100.000	State Automobile Mutual Insurance Co	0
0175	State Auto Group	25135	31-4316080	0	0		State Automobile Mutual Insurance Company	OH		Members	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	31-1579525	0	0		518 Property & Mgmt. Leasing, LLC	OH	DS	Stateco Financial Services, Inc.	Ownership	85.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	74-2977457	0	0		Beacon Lloyds, Inc.	TX	NIA	Beacon National Insurance Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	35-1689161	0	0000809801		Meridian Insurance Group, Inc.	IN	DS	State Automobile Mutual Insurance Co	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	13-3632811	0	0		National Environmental Coverage Corporation	NY	DS	Rockhill Insurance Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	72-1420919	0	0		National Environmental Coverage Corporation of the South	LA	DS	Rockhill Insurance Company & National Environmental Coverage Corporation	Ownership	100.000	State Automobile Mutual Insurance Co	1
0000	State Auto Group	00000	06-1551131	0	0		Patrons Specialty Agency, Inc.	CT	NIA	Patrons Mutual Insurance Company of Connecticut	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	27-0231394	0	0		Risk Evaluation & Design, LLC	MO	DS	State Automobile Mutual Insurance Co	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	25-1923260	0	0001347161		Rockhill Holding Company	DE	DS	State Automobile Mutual Insurance Co	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	20-8406742	0	0		Rockhill Insurance Services LLC	CA	DS	Rockhill Holding Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	01-0712531	0	0		Rockhill Underwriting Management LLC	MO	DS	Rockhill Holding Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	41-1440870	0	0000915781		RTW, Inc.	MN	DS	Rockhill Holding Company	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	31-1425223	0	0		SA Software Shelf, Inc.	OH	NIA	State Auto Financial Corp	Ownership	100.000	State Automobile Mutual Insurance Co	0
0000	State Auto Group	00000	31-1324304	0	0000874977	NASDAQ	State Auto Financial Corp	OH	DS	State Automobile Mutual Insurance Co	Ownership	62.500	State Automobile Mutual Insurance Co	0

Q12

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000.....	State Auto Group.....	00000.....	20-8756040	0.....	0.....	.....	State Auto Holdings, Inc.....	OH.....	DS.....	Meridian Insurance Group, Inc.....	Ownership.....	...100.000	State Automobile Mutual Insurance Co.....	0.....
0000.....	State Auto Group.....	00000.....	31-0676465	0.....	0.....	.....	Stateco Financial Services, Inc.....	OH.....	DS.....	State Auto Financial Corp.....	Ownership.....	...100.000	State Automobile Mutual Insurance Co.....	0.....

Asterisk	Explanation
1	Ownership is 50/50% by Rockhill Insurance Company and National Environmental Coverage Corporation

STATE AUTOMOBILE MUTUAL INSURANCE COMPANY

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....	12,346,457	1,514,750	12.3	63.6
2. Allied lines.....	12,002,588	15,557,022	129.6	137.4
3. Farmowners multiple peril.....	0	(1)	0.0	0.0
4. Homeowners multiple peril.....	31,384,451	41,633,972	132.7	98.5
5. Commercial multiple peril.....	15,716,211	13,342,989	84.9	69.6
6. Mortgage guaranty.....	0	0	0.0	0.0
8. Ocean marine.....	75,677	36,628	48.4	25.2
9. Inland marine.....	4,629,879	1,110,332	24.0	42.2
10. Financial guaranty.....	0	0	0.0	0.0
11.1. Medical professional liability - occurrence.....	0	0	0.0	0.0
11.2. Medical professional liability - claims-made.....	0	0	0.0	0.0
12. Earthquake.....	919,056	4,999	0.5	0.0
13. Group accident and health.....	0	0	0.0	0.0
14. Credit accident and health.....	0	0	0.0	0.0
15. Other accident and health.....	3,356	36,464	1,086.6	172.8
16. Workers' compensation.....	15,174,418	9,497,858	62.6	76.2
17.1. Other liability-occurrence.....	22,013,122	11,209,742	50.9	65.6
17.2. Other liability-claims made.....	0	0	0.0	0.0
17.3. Excess workers' compensation.....	0	0	0.0	0.0
18.1. Products liability-occurrence.....	4,559,420	1,024,189	22.5	13.5
18.2. Products liability-claims made.....	0	0	0.0	0.0
19.1, 19.2. Private passenger auto liability.....	36,068,365	25,235,785	70.0	71.1
19.3, 19.4. Commercial auto liability.....	17,930,141	9,020,902	50.3	48.5
21. Auto physical damage.....	33,133,626	19,349,057	58.4	66.5
22. Aircraft (all perils).....	0	0	0.0	0.0
23. Fidelity.....	406,732	(54,622)	(13.4)	(3.1)
24. Surety.....	2,460,541	3,308	0.1	(0.2)
26. Burglary and theft.....	84,406	(29,872)	(35.4)	218.9
27. Boiler and machinery.....	727,166	48,586	6.7	21.0
28. Credit.....	0	0	0.0	0.0
29. International.....	0	0	0.0	0.0
30. Warranty.....	0	0	0.0	0.0
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	0.0
35. Totals.....	209,635,609	148,542,088	70.9	72.5
DETAILS OF WRITE-INS				
3401.....	0	0	0.0	0.0
3402.....	0	0	0.0	0.0
3403.....	0	0	0.0	0.0
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	0.0

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire.....	6,273,202	12,136,331	13,057,330
2. Allied lines.....	6,163,418	11,965,253	11,954,551
3. Farmowners multiple peril.....	0	0	0
4. Homeowners multiple peril.....	17,952,814	31,155,163	30,887,527
5. Commercial multiple peril.....	9,653,575	18,042,040	15,331,094
6. Mortgage guaranty.....	0	0	0
8. Ocean marine.....	54,451	82,084	94,417
9. Inland marine.....	2,679,132	5,009,731	4,999,768
10. Financial guaranty.....	0	0	0
11.1. Medical professional liability - occurrence.....	0	0	0
11.2. Medical professional liability - claims made.....	0	0	0
12. Earthquake.....	424,183	836,377	891,806
13. Group accident and health.....	0	0	0
14. Credit accident and health.....	0	0	0
15. Other accident and health.....	2,417	3,450	3,446
16. Workers' compensation.....	8,139,120	16,518,255	12,068,760
17.1. Other liability-occurrence.....	13,833,255	25,078,896	23,049,278
17.2. Other liability-claims made.....	0	0	0
17.3. Excess workers' compensation.....	0	0	0
18.1. Products liability-occurrence.....	2,492,429	4,853,647	4,268,318
18.2. Products liability-claims made.....	0	0	0
19.1, 19.2. Private passenger auto liability.....	18,167,178	36,092,890	38,133,409
19.3, 19.4. Commercial auto liability.....	12,513,873	23,225,770	19,955,946
21. Auto physical damage.....	17,686,955	35,301,799	34,860,178
22. Aircraft (all perils).....	0	0	0
23. Fidelity.....	216,953	435,714	409,341
24. Surety.....	1,892,844	3,555,417	2,115,343
26. Burglary and theft.....	40,529	84,319	91,247
27. Boiler and machinery.....	378,025	761,829	761,427
28. Credit.....	0	0	0
29. International.....	0	0	0
30. Warranty.....	0	0	0
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0
35. Totals.....	118,564,352	225,138,966	212,933,187
DETAILS OF WRITE-INS			
3401.....	0	0	0
3402.....	0	0	0
3403.....	0	0	0
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2012 Loss and LAE Payments on Claims Reported as of Prior Year-End	2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2012 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2009 + Prior.....	78,609	76,543	155,152	21,713	692	22,405	61,959	2,776	67,549	132,284	5,063	(5,526)	(463)
2. 2010.....	48,171	50,022	98,193	16,065	1,399	17,464	36,745	3,304	34,481	74,530	4,638	(10,838)	(6,200)
3. Subtotals 2010 + Prior.....	126,780	126,565	253,345	37,778	2,091	39,869	98,704	6,080	102,030	206,814	9,701	(16,364)	(6,663)
4. 2011.....	106,518	101,366	207,884	50,555	13,512	64,067	60,547	12,560	64,316	137,423	4,585	(10,979)	(6,394)
5. Subtotals 2011 + Prior.....	233,298	227,931	461,229	88,333	15,603	103,936	159,252	18,639	166,346	344,237	14,286	(27,343)	(13,057)
6. 2012.....	XXX	XXX	XXX	XXX	85,360	85,360	XXX	61,061	72,497	133,559	XXX	XXX	XXX
7. Totals.....	233,298	227,931	461,229	88,333	100,963	189,296	159,252	79,701	238,843	477,796	14,286	(27,343)	(13,057)
8. Prior Year-End's Surplus As Regards Policyholders	785,494										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1.6.1%	2.(12.0)%	3.(2.8)%
													Col. 13, Line 7 Line 8
													4.(1.7)%

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STATE AUTOMOBILE MUTUAL INSURANCE COMPANY SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	YES

Explanation:

- 1.
- 2.
- 3.
- 4.

Bar Code:



Statement for June 30, 2012 of the **STATE AUTOMOBILE MUTUAL INSURANCE COMPANY**
Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Advances.....	70,566	70,566	0	0
2505. Loss deductibles.....	420,789	42,079	378,710	74,368
2506. Prepaid pension asset.....	32,460,503	32,460,503	0	0
2507. Intangible pension asset.....	265,248	265,248	0	0
2597. Summary of remaining write-ins for Line 25.....	33,217,106	32,838,396	378,710	74,368

Additional Write-ins for Liabilities:

	1 Current Statement Date	2 December 31, Prior Year
2504. Deferred gain on asset transfers.....	182,367	199,903
2505. Accounts payable.....	(347,142)	725,672
2506. Earned but unbilled premium credits.....	0	426,591
2507. Retroactive reinsurance reserves - assumed.....	1,149,870	1,735,417
2508. Retroactive reinsurance reserves - ceded.....	(152,541)	(181,900)
2509. Excess ceding commissions.....	12,557	12,542
2510. Minimum pension liability.....	24,514,373	24,514,373
2597. Summary of remaining write-ins for Line 25.....	25,359,484	27,432,598

Additional Write-ins for Statement of Income:

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1404. Pools and associations valuation allowance.....	0	7,484	7,484
1405. Post-retirement health care curtailment gain.....	0	209,617	1,826,429
1406. Retroactive reinsurance gain (loss).....	(16,923)	0	238,706
1497. Summary of remaining write-ins for Line 14.....	(16,923)	217,101	2,072,619

STATE AUTOMOBILE MUTUAL INSURANCE COMPANY
SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	40,354,951	44,508,908
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	219,705	1,131,120
3. Current year change in encumbrances.....	0	0
4. Total gain (loss) on disposals.....	0	(29,069)
5. Deduct amounts received on disposals.....	0	1,272,615
6. Total foreign exchange change in book/adjusted carrying value.....	0	0
7. Deduct current year's other than temporary impairment recognized.....	0	0
8. Deduct current year's depreciation.....	1,995,689	3,983,393
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	38,578,967	40,354,951
10. Deduct total nonadmitted amounts.....	0	0
11. Statement value at end of current period (Line 9 minus Line 10).....	38,578,967	40,354,951

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Total valuation allowance.....	0	0
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....	0	0
15. Statement value at end of current period (Line 13 minus Line 14).....	0	0

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	21,725,769	19,240,784
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	46,376,765	1,479,649
2.2 Additional investment made after acquisition.....	2,072,120	1,870,432
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	(2,355,228)	(581,115)
6. Total gain (loss) on disposals.....	8,263	20,058
7. Deduct amounts received on disposals.....	1,657,765	304,039
8. Deduct amortization of premium and depreciation.....	0	0
9. Total foreign exchange change in book/adjusted carrying value.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	66,169,924	21,725,769
12. Deduct total nonadmitted amounts.....	11,014,734	0
13. Statement value at end of current period (Line 11 minus Line 12).....	55,155,190	21,725,769

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	926,614,392	1,039,157,548
2. Cost of bonds and stocks acquired.....	341,540,671	101,516,021
3. Accrual of discount.....	45,380	89,663
4. Unrealized valuation increase (decrease).....	(47,725,533)	(131,014,541)
5. Total gain (loss) on disposals.....	25,109,410	3,937,111
6. Deduct consideration for bonds and stocks disposed of.....	118,352,592	85,138,517
7. Deduct amortization of premium.....	973,971	920,074
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	251,371	1,012,819
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	1,126,006,386	926,614,392
11. Deduct total nonadmitted amounts.....	47,013,758	58,598,396
12. Statement value at end of current period (Line 10 minus Line 11).....	1,078,992,628	868,015,996

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	525,821,016	371,248,201	434,542,527	(12,974,942)	525,821,016	449,551,748	0	182,565,448
2. Class 2 (a).....	0	0	0	12,570,335	0	12,570,335	0	0
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds.....	525,821,016	371,248,201	434,542,527	(404,607)	525,821,016	462,122,083	0	182,565,448
PREFERRED STOCK								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	525,821,016	371,248,201	434,542,527	(404,607)	525,821,016	462,122,083	0	182,565,448

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(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....26,993,875; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....	.....26,993,875	.....XXX.....	.....26,993,875	.....0	.....0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	.....26,511,191	.....39,249,589
2. Cost of short-term investments acquired.....	.....681,474,996	.....333,638,164
3. Accrual of discount.....	.....0	.....5,513
4. Unrealized valuation increase (decrease).....	.....0	.....0
5. Total gain (loss) on disposals.....	.....0	.....0
6. Deduct consideration received on disposals.....	.....680,992,312	.....346,382,075
7. Deduct amortization of premium.....	.....0	.....0
8. Total foreign exchange change in book/adjusted carrying value.....	.....0	.....0
9. Deduct current year's other than temporary impairment recognized.....	.....0	.....0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	.....26,993,875	.....26,511,191
11. Deduct total nonadmitted amounts.....	.....0	.....0
12. Statement value at end of current period (Line 10 minus Line 11).....	.....26,993,875	.....26,511,191

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

**Sch. DB-Pt C-Sn 1
NONE**

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. DB-Verification
NONE**

**Sch. E-Verification
NONE**

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						
Acquired by Purchase								
Home Office - 518 E. Broad Street.....	Columbus.....	OH.....	.....Various	Various.....	.....0	.....0	.....14,262,395	.....25,752
Branch Office - 2955 N. Meridian Street.....	Indianapolis.....	IN.....	.....05/25/2012	Superior Roofing Services, Inc.....	.....0	.....0	.....9,327,398	.....78,173
0199999. Totals.....					.....0	.....0	.....23,589,793	.....103,925
0399999. Totals.....					.....0	.....0	.....23,589,793	.....103,925

QE01

SCHEDULE A - PART 3

Showing all Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract "

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encumbrances	8 Change in Book/Adjusted Carrying Value Less Encumbrances					14 Book/Adjusted Carrying Value Less Encumbrances on Disposal	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encumbrances	20 Taxes, Repairs, and Expenses Incurred
	2 City	3 State					9 Current Year's Depreciation	10 Current Year's Other Than Temporary Impairment Recognized	11 Current Year's Change in Encumbrances	12 Total Change in B./A.C.V. (11 - 9 - 10)	13 Total Foreign Exchange Change in B./A.C.V.							
NONE																		

SCHEDULE B - PART 2

Showing all Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisition	9 Value of Land and Buildings
	2 City	3 State						

NONE

QE02

SCHEDULE B - PART 3

Showing all Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	Change in Book Value/Recorded Investment						14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consideration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal
	2 City	3 State					8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization)/ Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8+9-10+11)	13 Total Foreign Exchange Change in Book Value					

NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Desig- nation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									
Joint Venture or Partnership Interests That Have Underlying Characteristics of Common Stocks - Unaffiliated												
000000 00 0	Consumer Agent Portal.....	St. Louis Park.....	MN.....	Consumer Agent Portal, LLC.....		08/19/2011....	.....2	.....0	.....600,000	.....0	.....635,295	.....25.5
1599999	Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Common Stocks - Unaffiliated.....											.....XXX
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated												
000000 00 0	NCT Ventures Fund, LP.....	Columbus.....	OH.....	NCT Ventures.....		08/29/2008....	.....0	.....0	.....12,768	.....0	.....153,991	.....3.3
1999999	Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated.....											.....XXX
Surplus Debentures - Affiliated												
000000 00 0	Meridian Citizens Mutual Surplus Note.....	Columbus.....	OH.....			06/30/2012....	.....0	.....1,000,000	.....0	.....0	.....0	.....100.0
2299999	Total - Surplus Debentures - Affiliated.....											.....XXX
Collateral Loans - Unaffiliated												
000000 00 0	Diamond Brothers Insurance Agency Inc.....	Paris.....	IL.....			06/30/2012....	.....0	.....0	.....500,000	.....0	.....0	.....0.0
2399999	Total - Collateral Loans - Unaffiliated.....											.....XXX
Any Other Class of Asset - Unaffiliated												
000000 00 0	Fidelity.....	Boston.....	MA.....			12/31/2001....	.....0	.....0	.....140,424	.....0	.....0	.....0.0
3799999	Total - Any Other Class of Asset - Unaffiliated.....											.....XXX
3999999	Subtotal - Unaffiliated.....											.....XXX
4099999	Subtotal - Affiliated.....											.....XXX
4199999	Totals.....											.....XXX

QE03

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Changes in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income	
		3 City	4 State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B./A.C.V.							
Joint Venture or Partnership Interests That Have Underlying Characteristics of Common Stocks - Unaffiliated																				
000000 00 0	Silchester International Equity Trust.....	New York City.....	NY...	Silchester International Investors Ltd.....	09/01/2009	06/01/2012	.....22,459	.....0	.....0	.....0	.....0	.....0	.....0	.....22,459	.....26,386	.....0	.....3,927	.....3,927	.....0
1599999	Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Common Stocks - Unaffiliated.....																000
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated																				
000000 00 0	NCT Ventures Fund, LP.....	Columbus.....	OH...	NCT Ventures.....	08/29/2008	06/01/2012	.....33,123	.....0	.....0	.....0	.....0	.....0	.....0	.....33,123	.....33,123	.....0	.....0	.....0	.....0
1999999	Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated.....																000
Collateral Loans - Unaffiliated																				
000000 00 0	Alliance Insurance.....	Speedway.....	IN....	Paydown.....	03/31/2012	06/01/2012	.....20,182	.....0	.....0	.....0	.....0	.....0	.....0	.....20,182	.....20,182	.....0	.....0	.....0	.....1,568
000000 00 0	Frank Clark Agency.....	Columbia Station.....	OH...	Paydown.....	03/31/2012	06/01/2012	.....7,164	.....0	.....0	.....0	.....0	.....0	.....0	.....7,164	.....7,164	.....0	.....0	.....0	.....992
000000 00 0	Gardner Agency.....	Sandusky.....	OH...	Paydown.....	03/31/2012	06/01/2012	.....9,182	.....0	.....0	.....0	.....0	.....0	.....0	.....9,182	.....9,182	.....0	.....0	.....0	.....214
000000 00 0	Guild & Landis.....	Dayton.....	OH...	Paydown.....	03/31/2012	06/01/2012	.....7,295	.....0	.....0	.....0	.....0	.....0	.....0	.....7,295	.....7,295	.....0	.....0	.....0	.....4,230
000000 00 0	McMicheal Insurance.....	Akron.....	OH...	Paydown.....	03/31/2012	06/01/2012	.....8,474	.....0	.....0	.....0	.....0	.....0	.....0	.....8,474	.....8,474	.....0	.....0	.....0	.....1,221
000000 00 0	O'Neil Agency.....	Wadsworth.....	OH...	Paydown.....	03/31/2012	06/01/2012	.....8,743	.....0	.....0	.....0	.....0	.....0	.....0	.....8,743	.....8,743	.....0	.....0	.....0	.....707
000000 00 0	Patriot Insurance Corporation.....	Kokmo.....	IN....	Paydown.....	03/31/2012	06/01/2012	.....2,511	.....0	.....0	.....0	.....0	.....0	.....0	.....2,511	.....2,511	.....0	.....0	.....0	.....54
000000 00 0	Sheward Insurance.....	Jackson.....	OH...	Paydown.....	03/31/2012	06/01/2012	.....2,158	.....0	.....0	.....0	.....0	.....0	.....0	.....2,158	.....2,158	.....0	.....0	.....0	.....162
000000 00 0	Sweet & Associates.....	Bingham Farms.....	MN...	Paydown.....	03/31/2012	06/01/2012	.....2,727	.....0	.....0	.....0	.....0	.....0	.....0	.....2,727	.....2,727	.....0	.....0	.....0	.....190

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Changes in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		3 City	4 State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B./A.C.V.						
000000 00 0	Weaver Insurance Group.....	Indianapolis.....	IN.....	Paydown.....	03/31/2012	06/01/2012	.....9,629	.....0	.....0	.....0	.....0	.....0	.....0	.....9,629	.....9,629	.....0	.....0	.....0	.....552
000000 00 0	C.O Brown.....	Rochester.....	MN.....	Paydown.....	03/31/2012	06/01/2012	.....229,564	.....0	.....0	.....0	.....0	.....0	.....0	.....229,564	.....229,564	.....0	.....0	.....0	.....85,346
000000 00 0	Correll Insurance Agency.....	Spartanburg.....	SC.....	Paydown.....	03/31/2012	06/01/2012	.....241,729	.....0	.....0	.....0	.....0	.....0	.....0	.....241,729	.....241,729	.....0	.....0	.....0	.....144,410
000000 00 0	Dimond Bros. Insurance Agency, Inc.....	Paris.....	IL.....	Paydown.....	03/31/2012	06/01/2012	.....220,992	.....0	.....0	.....0	.....0	.....0	.....0	.....220,992	.....220,992	.....0	.....0	.....0	.....79,721
000000 00 0	Geny Insurance Agency.....	Nashville.....	TN.....	Paydown.....	03/31/2012	06/01/2012	.....68,096	.....0	.....0	.....0	.....0	.....0	.....0	.....68,096	.....68,096	.....0	.....0	.....0	.....26,111
000000 00 0	Insurance Partners.....	Westlake.....	OH.....	Paydown.....	03/31/2012	06/01/2012	.....79,787	.....0	.....0	.....0	.....0	.....0	.....0	.....79,787	.....79,787	.....0	.....0	.....0	.....34,219
000000 00 0	The Jim Lively Insurance, Inc.....	Oakhill.....	WV.....	Paydown.....	03/31/2012	06/01/2012	.....32,795	.....0	.....0	.....0	.....0	.....0	.....0	.....32,795	.....32,795	.....0	.....0	.....0	.....14,058
000000 00 0	Mowery Ins.....	Knoxville.....	TN.....	Paydown.....	03/31/2012	06/01/2012	.....44,406	.....0	.....0	.....0	.....0	.....0	.....0	.....44,406	.....44,406	.....0	.....0	.....0	.....8,673
000000 00 0	Pillar Mgmt Group.....	Indianapolis.....	IN.....	Paydown.....	03/31/2012	06/01/2012	.....25,038	.....0	.....0	.....0	.....0	.....0	.....0	.....25,038	.....25,038	.....0	.....0	.....0	.....5,791
000000 00 0	Valenti Trobec Chandler, Inc.....	Troy.....	MI.....	Paydown.....	03/31/2012	06/01/2012	.....320,168	.....0	.....0	.....0	.....0	.....0	.....0	.....320,168	.....320,168	.....0	.....0	.....0	.....149,349
000000 00 0	Keller Stonebraker Ins.....	Hagerstown.....	MD.....	Paydown.....	03/31/2012	06/01/2012	.....173,145	.....0	.....0	.....0	.....0	.....0	.....0	.....173,145	.....173,145	.....0	.....0	.....0	.....82,761
2399999. Total - Collateral Loans - Unaffiliated.....							.....1,513,785	.....0	.....0	.....0	.....0	.....0	.....0	.....1,513,785	.....1,513,785	.....0	.....0	.....0	.....640,329
Any Other Class of Asset - Unaffiliated																			
000000 00 0	Fidelity Group.....	Boston.....	MA.....	.....	12/31/2001	06/01/2012	.....2,527	.....0	.....0	.....0	.....0	.....0	.....0	.....2,527	.....2,527	.....0	.....0	.....0	.....15,236
3799999. Total - Any Other Class of Asset - Unaffiliated.....							.....2,527	.....0	.....0	.....0	.....0	.....0	.....0	.....2,527	.....2,527	.....0	.....0	.....0	.....15,236
3999999. Subtotal - Unaffiliated.....							.....1,571,894	.....0	.....0	.....0	.....0	.....0	.....0	.....1,571,894	.....1,575,821	.....0	.....3,927	.....3,927	.....655,565
4199999. Totals.....							.....1,571,894	.....0	.....0	.....0	.....0	.....0	.....0	.....1,571,894	.....1,575,821	.....0	.....3,927	.....3,927	.....655,565

QE03.1

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
36176U 2A 2	GNMA POOL# 776869 4.900% 11/15/51		06/18/2012	Red Capital Markets		84,703	79,069	272	1
36177N KL 3	GNMA POOL# 793899 3.890% 04/15/52		06/22/2012	Red Capital Markets		995,507	966,512	3,054	1
36213F ZS 5	GNMA POOL# 553453 3.500% 01/15/42		04/30/2012	Stephens Inc.		5,236,258	4,960,339	9,645	1
38378B SH 3	GNMA 2012-45 3.450% 04/16/53		04/23/2012	Morgan Stanley		5,243,750	5,000,000	13,896	1
831628 C4 2	SBA 100091 4.325% 02/25/37		04/23/2012	Morgan Stanley		7,742,102	7,166,539	12,915	1
912828 SA 9	US TREASURY TIPS 0.125% 01/15/22		03/13/2012	Stifel & Nicolaus		0	5,450	0	1
0599999	Total - Bonds - U.S. Government					19,302,320	18,177,909	39,782	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
20772J FS 6	CONNECTICUT ST 5.000% 04/15/31		05/04/2012	Performance Trust		2,367,780	2,000,000	3,611	1FE
812626 N5 4	SEATTLE WA GO REF & IMP 4.000% 09/01/31		05/09/2012	RAYMOND JAMES MORGAN KE		2,631,668	2,450,000	0	1FE
812626 N6 2	SEATTLE WA GO REF & IMP 4.000% 09/01/32		05/09/2012	RAYMOND JAMES MORGAN KE		1,095,735	1,025,000	0	1FE
2499999	Total - Bonds - U.S. Political Subdivision of States, Territories & Possessions					6,095,183	5,475,000	3,611	XXX
Bonds - U.S. Special Revenue and Special Assessment									
181685 HN 1	CLARKE CO GA HOSP AUTH 5.000% 01/01/32		05/09/2012	RAYMOND JAMES MORGAN KE		4,546,320	4,000,000	25,000	1FE
196632 PK 3	COLORADO SPRINGS CO UTI 4.000% 11/15/30		05/09/2012	Stephens Inc.		4,478,881	4,450,000	2,472	1FE
3128LX BJ 8	FHLMC POOL# G01841 5.500% 06/01/35		04/23/2012	Performance Trust		5,480,121	4,963,597	9,858	1
3128MJ RJ 1	FHLMC POOL# G08488 3.500% 04/01/42		04/23/2012	Stifel & Nicolaus		5,037,182	4,826,043	6,100	1
3128PX 3Y 0	FHLMC POOL# J18015 3.500% 02/01/27		03/22/2012	Robert W Baird		(26,283)	(45,076)	(39)	1
31292L G3 3	FHLMC POOL# C03818 3.500% 04/01/42		04/23/2012	Stifel & Nicolaus		5,215,513	4,984,959	6,300	1
3132GS DB 2	FHLMC POOL# Q06998 3.500% 03/01/42		04/23/2012	Stifel & Nicolaus		5,183,317	4,954,186	6,262	1
313378 Z9 5	FEDERAL HOME LOAN BANK 3.000% 04/23/27		04/09/2012	Morgan Stanley		3,700,000	3,700,000	0	1
313379 4C 0	FEDERAL HOME LOAN BANK 2.750% 04/23/27		04/23/2012	Stephens Inc.		3,698,150	3,700,000	283	1FE
313379 NN 5	FEDERAL HOME LOAN BANK 3.600% 06/14/32		05/23/2012	Stifel & Nicolaus		1,000,000	1,000,000	0	1FE
3133EA LV 8	FEDERAL FARM CREDIT BAN 1.930% 04/18/19		04/23/2012	GX Clark & Co		4,998,250	5,000,000	1,608	1FE
31381N UY 7	FNMA POOL# 465999 2.710% 09/01/17		04/23/2012	Stephens Inc.		5,282,031	5,000,000	9,410	1
31381U RV 1	FNMA POOL# 471300 2.750% 10/01/20		04/13/2012	Red Capital Markets		5,416,630	5,363,000	12,290	1
462466 CX 9	IOWA ST FIN AUTH IOWA 5.250% 02/15/29		05/09/2012	Various		3,374,550	3,000,000	38,938	1FE
66285W KW 5	TEXAS NORTH TOLLWAY AUT 5.000% 01/01/27		06/05/2012	Morgan Stanley		4,755,114	4,200,000	0	1FE
70869P FM 4	PA ST ECON DEV AUTH REV 5.101% 06/15/19		04/23/2012	Performance Trust		1,287,462	1,100,000	20,418	1FE
83162C RY 1	SBA 2008-20H 6.020% 08/01/28		04/23/2012	Morgan Stanley		901,877	768,782	10,927	1
83162C SA 2	SBA 2008-20I 5.600% 09/01/28		04/26/2012	Morgan Stanley		2,795,335	2,425,185	21,580	1
86932U AT 2	SUSTAINABLE ENERGY UTIL 5.000% 09/15/30		05/09/2012	Robert W Baird		4,196,774	3,640,000	29,828	1FE
88675A AQ 9	OREGON TIGARD WTR SYS R 5.000% 08/01/30		05/07/2012	RAYMOND JAMES MORGAN KE		2,934,950	2,500,000	3,125	1FE
88675A AS 5	OREGON TIGARD WTR SYS R 5.000% 08/01/32		05/07/2012	RAYMOND JAMES MORGAN KE		1,740,000	1,500,000	1,875	1FE
924166 EC 1	VERMONT ST EDUC & HLTH 5.000% 11/01/32		05/04/2012	RAYMOND JAMES MORGAN KE		1,501,542	1,275,000	5,135	1FE
3199999	Total - Bonds - U.S. Special Revenue & Special Assessments					77,800,716	72,305,676	211,370	XXX
Bonds - Industrial and Miscellaneous									
05531F AK 9	BB&T CORP 2.150% 03/22/17		04/20/2012	Robert W Baird		4,515,615	4,500,000	8,869	1FE
172967 EV 9	CITIGROUP INC 8.500% 05/22/19		04/23/2012	Key Capital Markets Inc		6,203,500	5,000,000	181,806	1FE

QE04

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
18683K AA 9	CLIFFS NATURAL RESOURCE 5.900% 03/15/20.....		...05/04/2012	Stephens Inc.....		.....2,817,675	.....2,500,000	.....22,125	2FE.....
22546Q AC 1	CREDIT SUISSE 5.300% 08/13/19.....		...04/23/2012	Key Capital Markets Inc.....		.....5,578,650	.....5,000,000	.....53,736	1FE.....
38141E A2 5	GOLDMAN SACHS GROUP INC 7.500% 02/15/19.....		...04/23/2012	Key Capital Markets Inc.....		.....5,775,450	.....5,000,000	.....73,958	1FE.....
46625H GY 0	JP MORGAN CHASE 6.000% 01/15/18.....		...06/11/2012	Stephens Inc.....		.....7,898,520	.....7,000,000	.....173,833	1FE.....
472319 AK 8	JEFFERIES GROUP 5.125% 04/13/18.....		...05/04/2012	Key Capital Markets Inc.....		.....4,925,000	.....5,000,000	.....18,507	2FE.....
59156R AT 5	METLIFE 7.717% 02/15/19.....		...04/23/2012	Robert W Baird.....		.....6,360,700	.....5,000,000	.....76,098	1FE.....
61747Y CG 8	MORGAN STANLEY 7.300% 05/13/19.....		...04/23/2012	Key Capital Markets Inc.....		.....5,342,550	.....5,000,000	.....165,264	1FE.....
904000 AA 4	ULTRAMAR DIAMOND SHAMRC 7.200% 10/15/17.....		...05/04/2012	Stephens Inc.....		.....4,852,440	.....4,000,000	.....19,200	2FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					.....54,270,100	.....48,000,000	.....793,396	.....XXX.....
8399997.	Total - Bonds - Part 3.....					.....157,468,319	.....143,958,585	.....1,048,159	.....XXX.....
8399999.	Total - Bonds.....					.....157,468,319	.....143,958,585	.....1,048,159	.....XXX.....

Common Stocks - Industrial and Miscellaneous

00206R 10 2	AT&T INC.....		...06/07/2012	Morgan Stanley.....	.....5,000,000	.....171,846	.....XXX.....	.....0	L.....
00207R 10 1	ATMI INC.....		...06/27/2012	Cortina.....	.....4,605,000	.....92,765	.....XXX.....	.....0	L.....
008073 10 8	AEROVIRONMENT INC.....		...06/27/2012	Cortina.....	.....3,778,000	.....98,477	.....XXX.....	.....0	L.....
03071H 10 0	AMERISAFE INC.....		...06/27/2012	Cortina.....	.....3,894,000	.....104,249	.....XXX.....	.....0	L.....
03073T 10 2	AMERIGROUP CORPORATION.....		...06/28/2012	Cortina.....	.....1,487,000	.....92,912	.....XXX.....	.....0	L.....
037833 10 0	APPLE INC.....	E.....	...06/26/2012	Various.....	.....1,250,000	.....719,712	.....XXX.....	.....0	L.....
03820C 10 5	APPLIED INDUSTRIAL TECH.....		...06/27/2012	Cortina.....	.....1,016,000	.....36,066	.....XXX.....	.....0	L.....
043176 10 6	ARUBA NETWORKS INC.....		...06/28/2012	Cortina.....	.....10,690,000	.....152,653	.....XXX.....	.....0	L.....
064058 10 0	BANK NEW YORK MELLON CO.....		...06/26/2012	Various.....	.....10,000,000	.....210,079	.....XXX.....	.....0	L.....
073685 10 9	BEACON ROOFING SUPPLY I.....		...06/27/2012	Cortina.....	.....1,365,000	.....32,709	.....XXX.....	.....0	L.....
09180C 10 6	BJ'S RESTAURANTS INC.....		...06/27/2012	Cortina.....	.....1,227,000	.....48,306	.....XXX.....	.....0	L.....
09247X 10 1	BLACKROCK INC.....		...05/21/2012	Stifel & Nicolaus.....	.....500,000	.....85,195	.....XXX.....	.....0	L.....
126408 10 3	CSX CORP.....	E.....	...06/21/2012	Stifel & Nicolaus.....	.....5,000,000	.....111,300	.....XXX.....	.....0	L.....
127387 10 8	CADENCE DESIGN SYSTEMS.....		...06/29/2012	Cortina.....	.....8,010,000	.....86,690	.....XXX.....	.....0	L.....
14161H 10 8	CARDTRONICS INC.....		...06/27/2012	Cortina.....	.....3,379,000	.....97,236	.....XXX.....	.....0	L.....
146229 10 9	CARTER'S INC.....		...06/27/2012	Cortina.....	.....1,403,000	.....73,285	.....XXX.....	.....0	L.....
156700 10 6	CENTURYLINK.....		...06/26/2012	Various.....	.....10,000,000	.....386,314	.....XXX.....	.....0	L.....
166764 10 0	CHEVRON CORP.....		...04/23/2012	Stifel & Nicolaus.....	.....1,500,000	.....152,629	.....XXX.....	.....0	L.....
197236 10 2	COLUMBIA BANKING SYSTEM.....		...06/27/2012	Cortina.....	.....3,679,000	.....66,101	.....XXX.....	.....0	L.....
199908 10 4	COMFORT SYSTEMS USA.....		...06/27/2012	Cortina.....	.....2,136,000	.....19,997	.....XXX.....	.....0	L.....
204166 10 2	COMMVault SYSTEMS INC.....		...06/27/2012	Cortina.....	.....3,560,000	.....169,738	.....XXX.....	.....0	L.....
227046 10 9	CROCS INC.....		...06/27/2012	Cortina.....	.....8,477,000	.....134,973	.....XXX.....	.....0	L.....
243537 10 7	DECKERS OUTDOOR CORP.....		...06/27/2012	Cortina.....	.....1,562,000	.....94,224	.....XXX.....	.....0	L.....
244199 10 5	DEERE & CO.....	E.....	...05/17/2012	Stifel & Nicolaus.....	.....1,500,000	.....110,230	.....XXX.....	.....0	L.....
25179M 10 3	DEVON ENERGY CORP.....		...06/27/2012	Stifel & Nicolaus.....	.....2,500,000	.....154,096	.....XXX.....	.....0	L.....
263534 10 9	DU PONT & CO.....	E.....	...06/08/2012	Stifel & Nicolaus.....	.....5,000,000	.....247,770	.....XXX.....	.....0	L.....
26433B 10 7	DUFF & PHELPS CORP.....		...06/27/2012	Cortina.....	.....5,905,000	.....82,339	.....XXX.....	.....0	L.....
265504 10 0	DUNKIN BRANDS GROUP INC.....		...06/27/2012	Cortina.....	.....1,396,000	.....47,270	.....XXX.....	.....0	U.....

QE04.1

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
267475 10 1	DYCOM INDUSTRIES INC.....		..06/27/2012	Cortina.....	3,686.000	67,774	XXX	0	L
29084Q 10 0	EMCOR GROUP INC.....		..06/27/2012	Cortina.....	1,504.000	40,716	XXX	0	L
292218 10 4	EMPLOYERS HOLDINGS INC.....		..06/27/2012	Cortina.....	3,586.000	63,407	XXX	0	L
30064K 10 5	EXACTTARGET INC.....		..06/27/2012	Cortina.....	2,208.000	47,825	XXX	0	L
30161N 10 1	EXELON CORP.....		..04/30/2012	Stifel & Nicolaus.....	5,000.000	194,573	XXX	0	L
30241L 10 9	FEI COMPANY.....		..06/27/2012	Cortina.....	3,175.000	147,698	XXX	0	L
302693 10 6	FXCM INC.....		..06/07/2012	Cortina.....	1,502.000	15,982	XXX	0	L
31337# 10 5	FEDERAL HOME LOAN BANK.....		..04/10/2012	None.....	3,414.000	341,400	XXX	0	A
317923 10 0	FINISH LINE INC.....		..06/27/2012	Cortina.....	3,451.000	66,541	XXX	0	L
34984V 10 0	FORUM ENERGY TECHNOLOGI.....		..06/27/2012	Cortina.....	5,169.000	105,889	XXX	0	L
369550 10 8	GENERAL DYNAMICS.....		..04/30/2012	Stifel & Nicolaus.....	2,500.000	168,642	XXX	0	L
369604 10 3	GENERAL ELECTRIC CORP.....	E.....	..06/18/2012	Morgan Stanley.....	2,500.000	49,798	XXX	0	L
384313 10 2	GRAFTECH INTERNATIONAL.....		..06/27/2012	Cortina.....	7,292.000	70,813	XXX	0	L
390607 10 9	GREAT LAKES DREDGE & DO.....		..06/27/2012	Cortina.....	13,111.000	90,304	XXX	0	L
39304D 10 2	GREEN DOT CORP.....		..06/27/2012	Cortina.....	3,939.000	89,203	XXX	0	L
40171V 10 0	GUIDEWIRE SOFTWARE INC.....		..06/27/2012	Cortina.....	1,905.000	52,477	XXX	0	L
405024 10 0	HAEMONETICS CORP.....		..06/27/2012	Cortina.....	1,201.000	86,211	XXX	0	L
421906 10 8	HEALTHCARE SERVICES GRO.....		..06/27/2012	Cortina.....	4,537.000	86,926	XXX	0	L
423074 10 3	HEINZ H J CO.....	E.....	..06/27/2012	Stifel & Nicolaus.....	2,500.000	133,069	XXX	0	L
428567 10 1	HIBBETT SPORTS INC.....		..06/27/2012	Cortina.....	2,133.000	119,933	XXX	0	L
436893 20 0	HOME BANCSHARES INC.....		..06/27/2012	Cortina.....	2,827.000	83,076	XXX	0	L
44930G 10 7	ICU MEDICAL INC.....		..06/27/2012	Cortina.....	1,379.000	73,448	XXX	0	L
450828 10 8	IBERIABANK CORP.....		..06/27/2012	Cortina.....	1,400.000	67,333	XXX	0	L
45103T 10 7	ICON PLC.....		..06/27/2012	Cortina.....	4,881.000	107,380	XXX	0	L
45672H 10 4	INFOBLOX INC.....		..06/27/2012	Cortina.....	4,260.000	85,558	XXX	0	L
458140 10 0	INTEL CORP.....	E.....	..06/26/2012	Various.....	7,500.000	197,637	XXX	0	U
48123V 10 2	J2 GLOBAL INC.....		..06/27/2012	Cortina.....	4,280.000	109,100	XXX	0	L
483007 70 4	KAISER ALUMINUM CORP.....		..06/27/2012	Cortina.....	1,508.000	74,644	XXX	0	L
488879 10 7	KENEXA CORP.....		..06/27/2012	Cortina.....	3,026.000	86,761	XXX	0	L
500255 10 4	KOHL'S CORP.....		..06/27/2012	Stifel & Nicolaus.....	5,000.000	217,033	XXX	0	L
50060P 10 6	KOPPERS HOLDINGS INC.....		..06/27/2012	Cortina.....	635.000	21,091	XXX	0	L
500643 20 0	KORN/FERRY INTL.....		..06/27/2012	Cortina.....	2,072.000	28,394	XXX	0	L
501889 20 8	LKQ CORP.....		..06/27/2012	Cortina.....	1,859.000	65,100	XXX	0	L
502403 20 7	LTX CREDENCE CORP.....		..06/27/2012	Cortina.....	16,175.000	110,433	XXX	0	L
502424 10 4	L3 COMMUNICATIONS HLDG.....		..06/25/2012	Morgan Stanley.....	3,000.000	216,025	XXX	0	L
515098 10 1	LANDSTAR SYSTEM INC.....		..06/27/2012	Cortina.....	1,026.000	52,141	XXX	0	L
516806 10 6	LAREDO PETROLEUM INC.....		..06/27/2012	Cortina.....	2,702.000	55,194	XXX	0	L
532791 10 0	LINCARE HOLDINGS INC.....		..06/27/2012	Cortina.....	1,989.000	55,448	XXX	0	L
55306N 10 4	MKS INSTRUMENTS INC.....		..06/27/2012	Cortina.....	2,884.000	80,145	XXX	0	L
556269 10 8	STEVEN MADDEN LTD.....		..06/27/2012	Cortina.....	3,044.000	111,682	XXX	0	L

QE04.2

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
565849 10 6	MARATHON OIL CORP.....		...06/27/2012	Stifel & Nicolaus.....	.....2,500.000	.....60,999	.....XXX	.....0	L.....
56585A 10 2	MARATHON PETROLEUM CORP.....		...05/22/2012	Stifel & Nicolaus.....	.....5,000.000	.....188,664	.....XXX	.....0	L.....
576853 10 5	MATRIX SERVICE COMPANY.....		...06/27/2012	Cortina.....	.....5,244.000	.....55,317	.....XXX	.....0	L.....
580135 10 1	MCDONALDS CORP.....	E.....	...06/12/2012	Stifel & Nicolaus.....	.....1,500.000	.....130,353	.....XXX	.....0	L.....
583334 10 7	MEADWESTVACO CORP.....		...06/26/2012	Stifel & Nicolaus.....	.....2,500.000	.....70,675	.....XXX	.....0	L.....
58502B 10 6	MEDNAX INC.....		...06/27/2012	Cortina.....	.....1,319.000	.....85,204	.....XXX	.....0	L.....
61022P 10 0	MONOTYPE IMAGING HOLDIN.....		...06/27/2012	Cortina.....	.....6,405.000	.....98,148	.....XXX	.....0	L.....
64111Q 10 4	NETGEAR INC.....		...06/27/2012	Cortina.....	.....2,723.000	.....88,110	.....XXX	.....0	L.....
654106 10 3	NIKE INC - CL B.....		...06/12/2012	Stifel & Nicolaus.....	.....500.000	.....54,080	.....XXX	.....0	L.....
67072V 10 3	NXSTAGE MEDICAL INC.....		...06/27/2012	Cortina.....	.....7,632.000	.....121,437	.....XXX	.....0	L.....
674215 10 8	OASIS PETROLEUM INC.....		...06/27/2012	Cortina.....	.....4,007.000	.....95,726	.....XXX	.....0	L.....
675232 10 2	OCEANEERING INTL INC.....	E.....	...06/27/2012	Cortina.....	.....673.000	.....31,046	.....XXX	.....0	L.....
678026 10 5	OIL STATES INTL INC.....		...06/27/2012	Cortina.....	.....489.000	.....31,410	.....XXX	.....0	L.....
679580 10 0	OLD DOMINION FREIGHT LI.....		...06/27/2012	Cortina.....	.....1,540.000	.....65,001	.....XXX	.....0	L.....
68162K 10 6	OLYMPIC STEEL INC.....		...06/27/2012	Cortina.....	.....2,047.000	.....32,565	.....XXX	.....0	L.....
69351T 10 6	PPL CORP.....		...04/30/2012	Citigroup.....	.....5,000.000	.....136,473	.....XXX	.....0	L.....
699462 10 7	PAREXEL INTL CORP.....		...06/27/2012	Cortina.....	.....3,781.000	.....103,049	.....XXX	.....0	U.....
713448 10 8	PEPSICO INC.....	E.....	...06/21/2012	Stifel & Nicolaus.....	.....2,500.000	.....172,662	.....XXX	.....0	L.....
739276 10 3	POWER INTEGRATIONS INS.....		...06/27/2012	Cortina.....	.....1,862.000	.....72,110	.....XXX	.....0	U.....
742718 10 9	PROCTER & GAMBLE CO.....	E.....	...05/18/2012	Stifel & Nicolaus.....	.....2,500.000	.....160,100	.....XXX	.....0	L.....
74733T 10 5	QLIK TECHNOLOGIES INC.....		...06/27/2012	Cortina.....	.....4,154.000	.....94,325	.....XXX	.....0	L.....
747525 10 3	QUALCOMM INC.....		...06/21/2012	Stifel & Nicolaus.....	.....2,500.000	.....140,449	.....XXX	.....0	L.....
78401V 10 2	SCBT FINANCIAL CORP.....		...06/27/2012	Cortina.....	.....1,178.000	.....40,943	.....XXX	.....0	L.....
78462F 10 3	S&P 500 SPDR.....		...06/04/2012	Stifel & Nicolaus.....	.....15,000.000	.....1,967,662	.....XXX	.....0	L.....
81369Y 60 5	FINANCIAL SELECT SECTOR.....		...04/03/2012	Stifel & Nicolaus.....	.....25,000.000	.....396,750	.....XXX	.....0	L.....
82568P 30 4	SHUTTERFLY INC.....		...06/27/2012	Cortina.....	.....2,347.000	.....66,680	.....XXX	.....0	L.....
826919 10 2	SILICON LABS INC.....		...06/27/2012	Cortina.....	.....3,164.000	.....114,036	.....XXX	.....0	L.....
830566 10 5	SKECHERS USA INC.....		...06/27/2012	Cortina.....	.....3,493.000	.....68,358	.....XXX	.....0	L.....
868157 10 8	SUPERIOR ENERGY SERVICE.....		...06/27/2012	Cortina.....	.....1,828.000	.....35,487	.....XXX	.....0	L.....
87612E 10 6	TARGET CORP.....		...04/30/2012	Citigroup.....	.....2,500.000	.....144,523	.....XXX	.....0	L.....
882508 10 4	TEXAS INSTRUMENTS INC.....		...06/18/2012	Various.....	.....5,000.000	.....150,671	.....XXX	.....0	L.....
885175 30 7	THORATEC CORP.....		...06/27/2012	Cortina.....	.....3,007.000	.....96,927	.....XXX	.....0	L.....
886547 10 8	TIFFANY & CO.....		...06/12/2012	Stifel & Nicolaus.....	.....1,500.000	.....81,971	.....XXX	.....0	L.....
887317 30 3	TIME WARNER INC.....		...06/27/2012	Stifel & Nicolaus.....	.....10,000.000	.....371,154	.....XXX	.....0	L.....
88830M 10 2	TITAN INTL INC ILL.....	E.....	...06/27/2012	Cortina.....	.....8,513.000	.....206,423	.....XXX	.....0	L.....
89969Q 10 4	TUMI HOLDINGS INC.....		...04/19/2012	Cortina.....	.....86.000	.....1,548	.....XXX	.....0	L.....
904214 10 3	UMPQUA HOLDINGS CORP.....		...06/27/2012	Cortina.....	.....4,757.000	.....60,046	.....XXX	.....0	L.....
904311 10 7	UNDER ARMOUR INC.....		...06/27/2012	Cortina.....	.....689.000	.....66,116	.....XXX	.....0	L.....
913837 10 0	UNIVERSAL STAINLESS & A.....		...06/25/2012	Cortina.....	.....154.000	.....5,707	.....XXX	.....0	L.....
92343V 10 4	VERIZON COMMUNICATIONS.....		...06/07/2012	Morgan Stanley.....	.....5,000.000	.....208,133	.....XXX	.....0	L.....

QE04.3

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
92849E 10 1	VITAMIN SHOPPE INC.....		...06/27/2012	Cortina.....	.....940.000	.....48,899	.....XXX.....	.....0	L.....
92858J 10 8	VOCUS INC.....		...06/27/2012	Cortina.....	.....7,000.000	.....121,445	.....XXX.....	.....0	L.....
H50430 23 2	LOGITECH INTL SA.....		...06/27/2012	Cortina.....	.....8,402.000	.....87,086	.....XXX.....	.....0	U.....
G0464B 10 7	ARGO GROUP INTL HOLDING.....	R.....	...06/27/2012	Cortina.....	.....740.000	.....21,026	.....XXX.....	.....0	L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....					.....14,265,459	.....XXX.....	.....0	.....XXX.....
9799997.	Total - Common Stocks - Part 3.....					.....14,265,459	.....XXX.....	.....0	.....XXX.....
9799999.	Total - Common Stocks.....					.....14,265,459	.....XXX.....	.....0	.....XXX.....
9899999.	Total - Preferred and Common Stocks.....					.....14,265,459	.....XXX.....	.....0	.....XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					.....171,733,778	.....XXX.....	.....1,048,159	.....XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....5.

QE04.4

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig- nation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.								
Bonds - U.S. Government																						
3136FM	YF 5		06/15/2012	Call 100.0000		5,000,000	5,000,000	5,051,850	5,019,287	0	(19,287)	0	(19,287)	0	5,000,000	0	0	0	37,500	06/15/2012	1	
3136FR	EJ 8		04/12/2012	Call 100.0000		2,000,000	2,000,000	2,000,000	2,037,735	0	(37,735)	0	(37,735)	0	2,000,000	0	0	0	20,000	04/12/2021	1	
3136FR	EX 7		04/12/2012	Call 100.0000		2,000,000	2,000,000	2,000,000	1,999,936	0	64	0	64	0	2,000,000	0	0	0	32,500	04/12/2021	1	
36200B	6D 4		06/01/2012	Paydown		3,767	3,767	3,880	3,853	0	(86)	0	(86)	0	3,767	0	0	0	94	12/15/2032	1	
36210B	DM 4		06/01/2012	Paydown		88,221	88,221	92,825	92,116	0	(3,895)	0	(3,895)	0	88,221	0	0	0	2,234	04/15/2029	1	
36213F	ZS 5		06/01/2012	Paydown		13,539	13,539	14,292	14,292	0	(753)	0	(753)	0	13,539	0	0	0	39	01/15/2042	1	
36291E	GV 7		06/01/2012	Paydown		11,475	11,475	11,884	11,849	0	(373)	0	(373)	0	11,475	0	0	0	306	03/15/2046	1	
36295F	Z4 9		06/01/2012	Paydown		8,694	8,694	8,900	8,896	0	(202)	0	(202)	0	8,694	0	0	0	244	12/15/2050	1	
36295F	ZN 7		06/01/2012	Paydown		6,693	6,693	7,002	6,981	0	(288)	0	(288)	0	6,693	0	0	0	172	12/15/2038	1	
36295V	HW 2		06/01/2012	Paydown		2,234	2,234	2,245	2,244	0	(11)	0	(11)	0	2,234	0	0	0	58	03/15/2050	1	
831628	C4 2		06/01/2012	Paydown		13,516	13,516	14,601	14,601	0	(1,085)	0	(1,085)	0	13,516	0	0	0	49	02/25/2037	1	
0599999	Total - Bonds - U.S. Government						9,148,139	9,148,139	9,207,479	9,182,897	0	(63,651)	0	(63,651)	0	9,148,139	0	0	0	93,196	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																						
3128LX	BJ 8		06/01/2012	Paydown		176,856	176,856	195,261	195,261	0	(18,404)	0	(18,404)	0	176,856	0	0	0	811	06/01/2035	1	
3128MB	YB 7		06/01/2012	Paydown		125,142	125,142	129,835	129,562	0	(4,420)	0	(4,420)	0	125,142	0	0	0	2,541	05/01/2023	1	
3128MJ	RJ 1		06/01/2012	Paydown		14,146	14,146	14,765	14,765	0	(619)	0	(619)	0	14,146	0	0	0	41	04/01/2042	1	
3128P7	JV 6		06/01/2012	Paydown		107,594	107,594	111,915	111,711	0	(4,117)	0	(4,117)	0	107,594	0	0	0	2,520	05/01/2028	1	
3128P7	RH 8		06/01/2012	Paydown		136,191	136,191	143,235	143,235	0	(7,044)	0	(7,044)	0	136,191	0	0	0	1,022	02/01/2032	1	
3128P7	SA 2		06/01/2012	Paydown		108,834	108,834	114,463	114,463	0	(5,629)	0	(5,629)	0	108,834	0	0	0	981	12/01/2031	1	
3128PR	CH 0		06/01/2012	Paydown		584,875	584,875	618,506	618,506	0	(33,630)	0	(33,630)	0	584,875	0	0	0	3,605	03/01/2025	1	
3128PR	V4 8		06/01/2012	Paydown		514,821	514,821	544,584	544,584	0	(29,763)	0	(29,763)	0	514,821	0	0	0	3,171	06/01/2025	1	
3128PX	3Y 0		06/01/2012	Paydown		172,275	172,275	181,696	181,696	0	(9,421)	0	(9,421)	0	172,275	0	0	0	933	02/01/2027	1	
3128PX	T6 3		06/01/2012	Paydown		113,028	113,028	118,185	118,185	0	(5,157)	0	(5,157)	0	113,028	0	0	0	889	01/01/2027	1	
31292L	G3 3		06/01/2012	Paydown		21,521	21,521	22,517	22,517	0	(995)	0	(995)	0	21,521	0	0	0	63	04/01/2042	1	
3132GR	L5 8		06/01/2012	Paydown		41,829	41,829	43,528	43,528	0	(1,699)	0	(1,699)	0	41,829	0	0	0	407	02/01/2042	1	
3132GS	DB 2		06/01/2012	Paydown		24,148	24,148	25,265	25,265	0	(1,117)	0	(1,117)	0	24,148	0	0	0	70	03/01/2042	1	
313378	Z9 5		05/23/2012	Call 100.0000		3,700,000	3,700,000	3,700,000	3,700,000	0	0	0	0	0	3,700,000	0	0	0	9,250	04/23/2027	1	
31360K	DW 1		06/01/2012	Paydown		60	60	63	63	0	(1)	0	(1)	0	60	0	0	0	3	12/01/2015	1	
31371N	U5 2		06/01/2012	Paydown		84,896	84,896	85,984	85,910	0	(1,014)	0	(1,014)	0	84,896	0	0	0	1,999	05/01/2028	1	
31371N	V7 7		06/01/2012	Paydown		65,019	65,019	64,836	64,836	0	185	0	185	0	65,019	0	0	0	1,391	06/01/2028	1	
31377Q	XL 1		06/01/2012	Paydown		6,845	6,845	7,171	7,082	0	(236)	0	(236)	0	6,845	0	0	0	200	09/01/2031	1	
31377U	KR 3		06/01/2012	Paydown		5,510	5,510	5,758	5,717	0	(207)	0	(207)	0	5,510	0	0	0	136	05/01/2035	1	
31381K	MP 1		06/01/2012	Paydown		2,940	2,940	3,128	3,099	0	(159)	0	(159)	0	2,940	0	0	0	73	08/01/2024	1	
31381Q	YH 3		06/01/2012	Paydown		20,757	20,757	21,043	21,021	0	(264)	0	(264)	0	20,757	0	0	0	382	05/01/2021	1	
31381R	BN 3		06/01/2012	Paydown		10,137	10,137	10,264	10,255	0	(118)	0	(118)	0	10,137	0	0	0	185	06/01/2021	1	

QE05

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eig n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31381T VG 2	FNMA POOL# 470515 3.250% 02/01/22.....		06/01/2012	Paydown.....		6,962	6,962	7,280	0	0	(318)	0	(318)	0	6,962	0	0	0	39	02/01/2022	1.....
31381U D2 0	FNMA POOL# 470921 2.725% 04/01/22.....		06/01/2012	Paydown.....		14,164	14,164	14,323	0	0	(159)	0	(159)	0	14,164	0	0	0	48	04/01/2022	1.....
31381U RV 1	FNMA POOL# 471300 2.750% 10/01/20.....		06/01/2012	Paydown.....		6,594	6,594	6,660	0	0	(66)	0	(66)	0	6,594	0	0	0	16	10/01/2020	1.....
31404P BV 2	FNMA POOL# 774152 6.000% 08/01/14.....		06/01/2012	Paydown.....		80,529	80,529	82,442	81,407	0	(878)	0	(878)	0	80,529	0	0	0	2,133	08/01/2014	1.....
31405G DJ 6	FNMA POOL# 788605 6.000% 07/01/34.....		06/01/2012	Paydown.....		138,577	138,577	142,994	142,410	0	(3,833)	0	(3,833)	0	138,577	0	0	0	3,464	07/01/2034	1.....
31410F 6B 6	FNMA POOL# 888366 7.000% 04/01/37.....		05/14/2012	MAXWELL SIMON.....		5,024,921	4,324,838	5,020,206	0	0	(52)	0	(52)	0	5,020,154	0	4,767	4,767	99,700	04/01/2037	1.....
31410F 6B 6	FNMA POOL# 888366 7.000% 04/01/37.....		05/01/2012	Paydown.....		213,318	213,318	247,617	0	0	(34,298)	0	(34,298)	0	213,318	0	0	0	3,631	04/01/2037	1.....
31413X PF 4	FNMA POOL# 958622 6.250% 04/01/19.....		06/01/2012	Paydown.....		5,903	5,903	6,136	6,072	0	(168)	0	(168)	0	5,903	0	0	0	127	04/01/2019	1.....
31413X PS 6	FNMA POOL# 958633 4.900% 05/01/19.....		06/01/2012	Paydown.....		5,252	5,252	5,393	5,354	0	(102)	0	(102)	0	5,252	0	0	0	109	05/01/2019	1.....
31416R BE 2	FNMA POOL# AA7236 4.000% 06/01/39.....		06/01/2012	Paydown.....		259,364	259,364	273,872	0	0	(14,508)	0	(14,508)	0	259,364	0	0	0	1,625	06/01/2039	1.....
31417Y 7H 4	FNMA POOL# MA0895 3.500% 11/01/31.....		06/01/2012	Paydown.....		211,983	211,983	221,092	0	0	(9,109)	0	(9,109)	0	211,983	0	0	0	2,452	11/01/2031	1.....
31418A BT 4	FNMA POOL# MA0949 3.500% 01/01/32.....		06/01/2012	Paydown.....		97,339	97,339	101,932	0	0	(4,593)	0	(4,593)	0	97,339	0	0	0	602	01/01/2032	1.....
31418A CN 6	FNMA POOL# MA0976 3.500% 02/01/32.....		06/01/2012	Paydown.....		103,707	103,707	108,828	0	0	(5,121)	0	(5,121)	0	103,707	0	0	0	974	02/01/2032	1.....
31418A DU 9	FNMA POOL# MA1014 3.000% 03/01/22.....		06/01/2012	Paydown.....		164,727	164,727	173,015	0	0	(8,288)	0	(8,288)	0	164,727	0	0	0	837	03/01/2022	1.....
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....					12,370,764	11,670,681	12,573,792	674,495	0	(205,322)	0	(205,322)	0	12,365,997	0	4,767	4,767	146,430	....XXX....	....XXX....
Bonds - Industrial and Miscellaneous																					
36962G 2L 7	GENERAL ELECTRIC CAPITA 5.000% 04/10/12.....		04/10/2012	Maturity.....		1,000,000	1,000,000	1,010,000	1,000,881	0	(881)	0	(881)	0	1,000,000	0	0	0	25,000	04/10/2012	1FE.....
46625H HB 9	JP MORGAN CHASE 4.750% 05/01/13.....		06/11/2012	Stephens Inc.....		2,101,894	2,040,000	2,175,476	2,126,941	0	(29,335)	0	(29,335)	0	2,097,606	0	4,288	4,288	60,024	05/01/2013	1FE.....
46625H JA 9	JP MORGAN CHASE 3.150% 07/05/16.....		06/11/2012	Stephens Inc.....		5,095,000	5,000,000	5,132,750	0	0	(8,489)	0	(8,489)	0	5,124,261	0	(29,261)	(29,261)	69,563	07/05/2016	1FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					8,196,894	8,040,000	8,318,226	3,127,822	0	(38,705)	0	(38,705)	0	8,221,867	0	(24,973)	(24,973)	154,587	....XXX....	....XXX....
8399997.	Total - Bonds - Part 4.....					29,715,797	28,858,820	30,099,497	12,985,214	0	(307,678)	0	(307,678)	0	29,736,003	0	(20,206)	(20,206)	394,213	....XXX....	....XXX....
8399999.	Total - Bonds.....					29,715,797	28,858,820	30,099,497	12,985,214	0	(307,678)	0	(307,678)	0	29,736,003	0	(20,206)	(20,206)	394,213	....XXX....	....XXX....
Common Stocks - Industrial and Miscellaneous																					
00207R 10 1	ATMI INC.....		05/01/2012	Cortina.....		951,000	20,182	15,045	19,049	(4,004)	0	0	(4,004)	0	15,045	0	5,137	5,137	0	....XXX....	L.....
146229 10 9	CARTER'S INC.....		06/21/2012	Cortina.....		1,027,000	53,839	25,245	40,885	(15,640)	0	0	(15,640)	0	25,245	0	28,594	28,594	0	....XXX....	L.....
17273K 10 9	CIRCOR INTERNATIONAL IN.....		05/03/2012	Cortina.....		2,342,000	71,486	68,785	82,696	(13,911)	0	0	(13,911)	0	68,785	0	2,702	2,702	88	....XXX....	L.....
18683K 10 1	CLIFFS NATURAL RESOURCE.....		05/15/2012	Stifel & Nicolaus.....		5,500,000	288,654	495,609	342,925	152,684	0	0	152,684	0	495,609	0	(206,954)	(206,954)	4,978	....XXX....	L.....
204166 10 2	COMMVAULT SYSTEMS INC.....		04/20/2012	Cortina.....		775,000	42,249	16,054	33,108	(17,054)	0	0	(17,054)	0	16,054	0	26,195	26,195	0	....XXX....	L.....
26138E 10 9	DR PEPPER SNAPPLE GROUP.....		06/04/2012	Morgan Stanley.....		7,000,000	284,761	262,882	276,360	(13,478)	0	0	(13,478)	0	262,882	0	21,879	21,879	4,620	....XXX....	L.....
267475 10 1	DYCOM INDUSTRIES INC.....		06/01/2012	Cortina.....		1,739,000	34,736	26,607	36,380	(9,773)	0	0	(9,773)	0	26,607	0	8,130	8,130	0	....XXX....	L.....
302693 10 6	FXCM INC.....		06/29/2012	Cortina.....		3,762,000	44,973	36,680	36,680	0	0	0	0	36,680	0	8,294	8,294	451	....XXX....	L.....	
317923 10 0	FINISH LINE INC.....		06/08/2012	Cortina.....		3,376,000	66,416	65,106	65,106	0	0	0	0	65,106	0	1,309	1,309	405	....XXX....	L.....	
405024 10 0	HAEMONETICS CORP.....		04/30/2012	Cortina.....		592,000	42,237	34,620	36,242	(1,622)	0	0	(1,622)	0	34,620	0	7,616	7,616	0	....XXX....	L.....
428567 10 1	HIBBETT SPORTS INC.....		05/16/2012	Cortina.....		1,361,000	79,344	46,138	61,490	(15,352)	0	0	(15,352)	0	46,138	0	33,206	33,206	0	....XXX....	L.....
46625H 10 0	JP MORGAN CHASE & CO.....		05/24/2012	Morgan Stanley.....		7,500,000	254,652	304,426	166,250	50,145	0	0	50,145	0	304,426	0	(49,774)	(49,774)	3,500	....XXX....	L.....
500643 20 0	KORN/FERRY INTL.....		05/16/2012	Cortina.....		3,153,000	46,187	38,435	53,790	(15,355)	0	0	(15,355)	0	38,435	0	7,752	7,752	0	....XXX....	L.....

QE051

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
58502B 10 6	MEDNAX INC.....		05/09/2012	Cortina.....	215,000	14,727	XXX	11,460	15,482	(4,023)	0	0	(4,023)	0	11,460	0	3,268	3,268	0	XXX	L.....
630077 10 5	NANOMETRICS.....		05/01/2012	Cortina.....	7,414,000	124,841	XXX	69,612	136,566	(66,954)	0	0	(66,954)	0	69,612	0	55,229	55,229	0	XXX	L.....
699462 10 7	PAREXEL INTL CORP.....		06/26/2012	Cortina.....	951,000	25,739	XXX	18,002	19,724	(1,721)	0	0	(1,721)	0	18,002	0	7,737	7,737	0	XXX	U.....
727493 10 8	PLANTRONICS INC NEW.....	E..	06/05/2012	Cortina.....	2,303,000	67,866	XXX	65,520	82,079	(16,559)	0	0	(16,559)	0	65,520	0	2,345	2,345	331	XXX	L.....
743713 10 9	PROTO LABS INC.....		04/04/2012	Cortina.....	715,000	23,257	XXX	17,522	0	0	0	0	0	0	17,522	0	5,735	5,735	0	XXX	L.....
75606N 10 9	REALPAGE INC.....		04/04/2012	Cortina.....	3,681,000	68,934	XXX	70,565	69,518	(13,260)	0	5,279	(18,539)	0	70,565	0	(1,631)	(1,631)	0	XXX	L.....
81369Y 60 5	FINANCIAL SELECT SECTOR.....		05/23/2012	Stifel & Nicolaus.....	25,000,000	344,117	XXX	396,750	0	0	0	0	0	396,750	0	(52,633)	(52,633)	0	XXX	L.....	
87582Y 10 8	TANGOE INC.....		05/31/2012	Cortina.....	5,613,000	115,033	XXX	66,867	73,812	(22,115)	0	0	(22,115)	0	66,867	0	48,165	48,165	0	XXX	L.....
89969Q 10 4	TUMI HOLDINGS INC.....		04/20/2012	Cortina.....	86,000	2,193	XXX	1,548	0	0	0	0	0	1,548	0	645	645	0	XXX	L.....	
931142 10 3	WAL MART STORES.....	E..	05/17/2012	Morgan Stanley.....	4,000,000	249,144	XXX	210,548	239,040	(28,492)	0	0	(28,492)	0	210,548	0	38,596	38,596	4,640	XXX	L.....
G0464B 10 7	ARGO GROUP INTL HOLDING.....	R..	06/19/2012	Cortina.....	1,686,000	47,755	XXX	47,832	48,827	(995)	0	0	(995)	0	47,832	0	(77)	(77)	405	XXX	L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....				2,413,322	2,413,322	XXX	2,411,858	1,936,009	(57,479)	0	5,279	(62,758)	0	2,411,858	0	1,465	1,465	19,418	XXX	XXX
9799997	Total - Common Stocks - Part 4.....				2,413,322	2,413,322	XXX	2,411,858	1,936,009	(57,479)	0	5,279	(62,758)	0	2,411,858	0	1,465	1,465	19,418	XXX	XXX
9799999.	Total - Common Stocks.....				2,413,322	2,413,322	XXX	2,411,858	1,936,009	(57,479)	0	5,279	(62,758)	0	2,411,858	0	1,465	1,465	19,418	XXX	XXX
9899999.	Total - Preferred and Common Stocks.....				2,413,322	2,413,322	XXX	2,411,858	1,936,009	(57,479)	0	5,279	(62,758)	0	2,411,858	0	1,465	1,465	19,418	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks.....				32,129,119	32,129,119	XXX	32,511,355	14,921,223	(57,479)	(307,678)	5,279	(370,436)	0	32,147,861	0	(18,741)	(18,741)	413,631	XXX	XXX

QE05.2

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:....1.

**Sch. DB-Pt A-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1B-Broker List
NONE**

**Sch. DB-Pt D
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
JP Morgan Chase.....	Columbus, OH 43215.....	.....0.000	.....0	.....0	.....4,929,863	.....2,176,827	.....3,114,152	XXX..
Huntington National Bank.....	Columbus, OH 43215.....	.....0.000	.....0	.....0	.....15,502,625	.....10,375,544	.....23,727,013	XXX..
PNC Bank.....	Columbus, OH 43215.....	.....0.000	.....0	.....0	.....15,516,073	.....10,470,541	.....11,746,309	XXX..
US Bank.....	Minneapolis, MN 55402.....	.....0.000	.....0	.....0	.....9,711,790	.....6,728,846	.....5,871,522	XXX..
Garden State Community Bank.....	Verona, NJ.....	.....0.000	.....0	.....0	.....500,000	.....750,000	.....750,000	XXX..
Georgia Banking Company.....	Atlanta, GA 30339.....	.....0.000	.....0	.....0	.....2,500,000	.....2,500,000	.....2,500,000	XXX..
US Bank.....	Minneapolis, MN 55402.....	.....0.000	.....0	.....0	.....250,000	.....250,000	.....250,000	XXX..
JP Morgan Chase.....	New York, NY 10005.....	.....0.000	.....0	.....0	.....250,000	.....750,000	.....750,000	XXX..
New York Citibank - Corporate.....	New York, NY 10005.....	.....0.000	.....0	.....0	.....250,000	.....250,000	.....250,000	XXX..
Georgia Banking Company.....	Atlanta, GA 30339.....	.....0.000	.....0	.....0	.....250,000	.....250,000	.....250,000	XXX..
Wachovia Bank.....	Charlotte, NC 28288.....	.....0.000	.....0	.....0	.....250,000	.....250,000	.....250,000	XXX..
JP Morgan Chase.....	New York, NY 10005.....	.....0.000	.....0	.....0	.....250,000	.....250,000	.....250,000	XXX..
US Bank.....	Minneapolis, MN 55402.....	.....0.000	.....0	.....0	.....400,000	.....400,000	.....400,000	XXX..
0199998. Deposits in.....12 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	.....XXX.....	.....XXX.....	.....0	.....0	.....384,240	.....418,873	.....436,871	XXX..
0199999. Total Open Depositories.....	.....XXX.....	.....XXX.....	.....0	.....0	.....50,944,591	.....35,820,631	.....50,545,867	XXX..
0399999. Total Cash on Deposit.....	.....XXX.....	.....XXX.....	.....0	.....0	.....50,944,591	.....35,820,631	.....50,545,867	XXX..
0499999. Cash in Company's Office.....	.....XXX.....	.....XXX.....	.....XXX.....	.....XXX.....	.....2,170	.....2,170	.....2,170	XXX..
0599999. Total Cash.....	.....XXX.....	.....XXX.....	.....0	.....0	.....50,946,761	.....35,822,801	.....50,548,037	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
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NONE

QE12



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended June 30, 2012

NAIC Group Code.....0175

NAIC Company Code.....25135

Company Name: STATE AUTOMOBILE MUTUAL INSURANCE COMPANY

If the reporting entity writes any director and officer (D&O) business, please provide the following:

1. Monoline Policies

1 Direct Written Premiums	2 Direct Earned Premiums	3 Direct Losses Incurred
.....1,088	.....839	.....0

2. Commercial Multiple Peril (CMP) Packaged Policies

- 2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? Yes No
- 2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? Yes No
- 2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies:
- 2.31 Amount quantified: \$.....5,170
- 2.32 Amount estimated using reasonable assumptions: \$.....0
- 2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverages provided in CMP packaged policies: \$.....0