



# QUARTERLY STATEMENT

As of June 30, 2013  
of the Condition and Affairs of the

## Safe Auto Insurance Company

NAIC Group Code..... , (Current Period) (Prior Period)	NAIC Company Code..... 25405	Employer's ID Number..... 31-1379882
Organized under the Laws of OHIO	State of Domicile or Port of Entry OHIO	Country of Domicile US
Incorporated/Organized..... May 28, 1993	Commenced Business..... August 25, 1993	
Statutory Home Office	4 Easton Oval..... Columbus ..... OH ..... 43219 (Street and Number) (City or Town, State, Country and Zip Code)	
Main Administrative Office	4 Easton Oval..... Columbus ..... OH ..... ..... (Street and Number) (City or Town, State, Country and Zip Code)	614-231-0200 (Area Code) (Telephone Number)
Mail Address	4 Easton Oval..... Columbus ..... OH ..... ..... (Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	4 Easton Oval..... Columbus ..... OH ..... ..... (Street and Number) (City or Town, State, Country and Zip Code)	614-231-0200 (Area Code) (Telephone Number)
Internet Web Site Address	Melinda Fry (Name) melinda.fry@safauto.com (E-Mail Address)	614-944-7701 (Area Code) (Telephone Number) (Extension)
Statutory Statement Contact		614-559-5357 (Fax Number)

### OFFICERS

Name	Title	Name	Title
1. Ronald Davies	CEO & President	2. Mark LeMaster	Secretary & Executive Vice President
3. Greg Sutton	Treasurer & Executive Vice President		

Evan McKee  
Mike Livermore #

Sr. Vice President  
Vice President

John Kish #  
Charles Kordes #

Sr. Vice President  
Vice President

### DIRECTORS OR TRUSTEES

Britt Beemer  
Oded Gur-Arie

Charles Bryan  
Ralph Kaparos

Ari Deshe  
Willy Graves #

Jon Diamond

### OTHER

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) Ronald Davies 1. (Printed Name) CEO & President (Title)	(Signature) Mark LeMaster 2. (Printed Name) Secretary & Executive Vice President (Title)	(Signature) Greg Sutton 3. (Printed Name) Treasurer & Executive Vice President (Title)
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Subscribed and sworn to before me  
This \_\_\_\_\_ day of \_\_\_\_\_

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

Yes [ X ] No [ ]

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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.....	197,320,081		197,320,081	202,961,839
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	20,274,016		20,274,016	23,000,381
3. Mortgage loans on real estate:				
3.1 First liens.....	3,500,000		3,500,000	3,500,000
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....	31,998,634		31,998,634	32,409,519
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$....9,436,824), cash equivalents (\$....2,999,759) and short-term investments (\$....7,479,742).....	19,916,325		19,916,325	22,199,004
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....	1,418,278		1,418,278	1,418,278
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	274,427,334	0	274,427,334	285,489,021
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	1,645,038		1,645,038	1,774,732
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	14,031,124		14,031,124	14,465,369
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	43,656,425		43,656,425	41,965,011
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	34,155		34,155	34,155
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....			0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....	6,579,340	192,418	6,386,922	6,579,340
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....	15,060,542	12,777,234	2,283,308	2,001,319
21. Furniture and equipment, including health care delivery assets (\$.....0).....	2,114,206	2,114,206	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	14,330,532		14,330,532	8,516,196
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	12,075,800	2,331,328	9,744,472	9,172,859
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	383,954,496	17,415,186	366,539,310	369,998,002
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	383,954,496	17,415,186	366,539,310	369,998,002

**DETAILS OF WRITE-INS**

1101. ....			0	
1102. ....			0	
1103. ....			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. Corporate owned life insurance.....	4,709,531		4,709,531	4,295,254
2502. Deferred compensation life insurance.....	4,169,003		4,169,003	3,780,841
2503. License/maintenance agreements (prepaid).....	2,370,508	1,860,084	510,424	746,594
2598. Summary of remaining write-ins for Line 25 from overflow page.....	826,758	471,244	355,514	350,170
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	12,075,800	2,331,328	9,744,472	9,172,859

**Safe Auto Insurance Company**  
**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....48,224,953).....	107,971,425	106,756,999
2. Reinsurance payable on paid losses and loss adjustment expenses.....		
3. Loss adjustment expenses.....	35,277,911	36,909,314
4. Commissions payable, contingent commissions and other similar charges.....		
5. Other expenses (excluding taxes, licenses and fees).....	6,827,366	7,893,637
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	3,476,215	4,076,138
7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses)).....		
7.2 Net deferred tax liability.....		
8. Borrowed money \$....150,000 and interest thereon \$.....0.....	150,000	150,000
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$.....0 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).....	74,650,864	71,634,871
10. Advance premium.....		
11. Dividends declared and unpaid:		
11.1 Stockholders.....		4,000,000
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....		
13. Funds held by company under reinsurance treaties.....		
14. Amounts withheld or retained by company for account of others.....		
15. Remittances and items not allocated.....		
16. Provision for reinsurance (including \$.....0 certified).....		
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....		
19. Payable to parent, subsidiaries and affiliates.....	.9,254,236	6,256,542
20. Derivatives.....		
21. Payable for securities.....		6,015,834
22. Payable for securities lending.....		
23. Liability for amounts held under uninsured plans.....		
24. Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	6,413,862	6,866,813
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	244,021,879	250,560,148
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	244,021,879	250,560,148
29. Aggregate write-ins for special surplus funds.....	0	0
30. Common capital stock.....	2,500,000	2,500,000
31. Preferred capital stock.....		
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....		
34. Gross paid in and contributed surplus.....	55,400,000	51,400,000
35. Unassigned funds (surplus).....	64,617,431	65,537,854
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0).....		
37. Surplus as regards policyholders (Lines 29 to 35, less 36).....	122,517,431	119,437,854
38. Totals (Page 2, Line 28, Col. 3).....	366,539,310	369,998,002

**DETAILS OF WRITE-INS**

2501. Funds set aside for escheatment.....	1,849,418	1,946,468
2502. Executive deferred compensation payable.....	3,735,955	3,824,410
2503. Self-insured medical plan.....	371,466	451,373
2598. Summary of remaining write-ins for Line 25 from overflow page.....	457,023	644,562
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	6,413,862	6,866,813
2901. Additional admitted deferred tax assets.....		
2902. .....		
2903. .....		
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).....	0	0
3201. .....		
3202. .....		
3203. .....		
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

**STATEMENT OF INCOME**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct..... (written \$....149,581,735).....	146,565,744	145,211,641	283,964,750
1.2 Assumed..... (written \$....0).....			
1.3 Ceded..... (written \$....22,420).....	22,420	109,645	177,515
1.4 Net..... (written \$....149,559,315).....	146,543,324	145,101,996	283,787,235
DEDUCTIONS:			
2. Losses incurred (current accident year \$....95,247,117):			
2.1 Direct.....	96,183,853	90,166,355	195,119,688
2.2 Assumed.....			
2.3 Ceded.....		1,494,787	1,438,904
2.4 Net.....	96,183,853	88,671,568	193,680,784
3. Loss adjustment expenses incurred.....	15,172,659	19,799,399	40,950,437
4. Other underwriting expenses incurred.....	51,843,150	66,137,305	123,842,960
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	163,199,662	174,608,272	358,474,181
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(16,656,338)	(29,506,276)	(74,686,946)
<b>INVESTMENT INCOME</b>			
9. Net investment income earned.....	3,477,612	4,258,807	8,300,531
10. Net realized capital gains (losses) less capital gains tax of \$....0.....	(347,853)	1,301,033	2,868,731
11. Net investment gain (loss) (Lines 9 + 10).....	3,129,759	5,559,840	11,169,262
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$....1,423,434).....	(1,423,434)	(1,079,305)	(3,010,270)
13. Finance and service charges not included in premiums.....	14,136,413	14,410,296	28,479,319
14. Aggregate write-ins for miscellaneous income.....	1,441,887	1,102,061	2,492,352
15. Total other income (Lines 12 through 14).....	14,154,866	14,433,052	27,961,401
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	628,287	(9,513,384)	(35,556,283)
17. Dividends to policyholders.....			
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).....	628,287	(9,513,384)	(35,556,283)
19. Federal and foreign income taxes incurred.....		(4,132,410)	(9,478,265)
20. Net income (Line 18 minus Line 19) (to Line 22).....	628,287	(5,380,974)	(26,078,018)
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year.....	119,437,853	139,569,316	139,569,322
22. Net income (from Line 20).....	628,287	(5,380,974)	(26,078,018)
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....0.....	1,007,102	(137,927)	574,454
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	538,959	265,026	(4,161,514)
27. Change in nonadmitted assets.....	(3,094,770)	722,357	(466,390)
28. Change in provision for reinsurance.....			
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....	4,000,000		10,000,000
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	3,079,578	(4,531,518)	(20,131,468)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	122,517,431	135,037,798	119,437,853

**DETAILS OF WRITE-INS**

0501.....			
0502.....			
0503.....			
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	0
1401. Miscellaneous income.....	1,441,887	1,102,061	2,492,352
1402.....			
1403.....			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	1,441,887	1,102,061	2,492,352
3701. Additional admitted deferred tax assets.....			
3702. Reclassification of additional admitted deferred tax assets to special surplus funds.....			
3703.....			
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).....	0	0	0

Statement for June 30, 2013 of the **Safe Auto Insurance Company**  
**CASH FLOW**

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....	148,302,148	145,957,943	282,819,274
2. Net investment income.....	4,774,778	5,438,499	10,802,494
3. Miscellaneous income.....	14,154,866	14,433,052	27,961,401
4. Total (Lines 1 through 3).....	167,231,792	165,829,494	321,583,169
5. Benefit and loss related payments.....	94,969,427	93,086,572	184,658,731
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	70,313,406	87,930,951	163,192,176
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....		(3,467,908)	(8,403,858)
10. Total (Lines 5 through 9).....	165,282,833	177,549,615	339,447,049
11. Net cash from operations (Line 4 minus Line 10).....	1,948,959	(11,720,121)	(17,863,880)
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	35,805,089	62,816,994	131,521,242
12.2 Stocks.....	5,691,140	239,553	369,347
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			89
12.7 Miscellaneous proceeds.....		7,228,053	7,516,032
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	41,496,229	70,284,600	139,406,710
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	31,119,089	41,022,678	101,718,733
13.2 Stocks.....	1,567,400	439,053	687,289
13.3 Mortgage loans.....		165,489	165,489
13.4 Real estate.....			15,120
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	6,015,834	7,659,475	
13.7 Total investments acquired (Lines 13.1 to 13.6).....	38,702,323	49,286,695	102,586,631
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	2,793,906	20,997,905	36,820,079
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....	4,000,000		10,000,000
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....	4,000,000	20,000,000	30,000,000
16.6 Other cash provided (applied).....	(7,025,549)	9,391,675	(887,742)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(7,025,549)	(10,608,325)	(20,887,742)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(2,282,684)	(1,330,541)	(1,931,543)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	22,199,008	24,130,552	24,130,552
19.2 End of period (Line 18 plus Line 19.1).....	19,916,325	22,800,011	22,199,008

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001 .....	.....	.....	.....
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**NOTES TO FINANCIAL STATEMENTS****1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****A. Accounting Practices**

1. The accompanying financial statements of Safe Auto Insurance Company ("the Company") have been prepared on the basis of accounting practices prescribed or permitted by the Insurance Department of the State of Ohio. The Insurance Department of the State of Ohio recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Ohio.

	June 30, 2013	June 30, 2012
Net income Ohio basis	628,287	(5,380,974)
State prescribed practices	0	0
State permitted practices	0	0
Net income, NAIC SAP	<b>\$ 628,287</b>	<b>(5,380,974)</b>
Statutory surplus Ohio basis	122,517,431	135,037,798
State prescribed practices	0	0
State permitted practices	0	0
Statutory surplus, NAIC SAP	<b>\$ 122,517,431</b>	<b>\$ 135,037,798</b>

There have been no significant changes in accounting policies.

**2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS**

The Company did not have any material changes in accounting principles and/or corrections of errors.

**3. BUSINESS COMBINATIONS AND GOODWILL**

No change

**4. DISCONTINUED OPERATIONS**

No change

**5. INVESTMENTS****A. Mortgage Loans**

1. The Company carries one commercial mortgage loan with a current interest rate of 8.5% at June 30, 2013. The mortgage balance due as of June 30, 2013 is \$3,500,000.
2. The Company did not reduce interest rates on any outstanding loans during the current year.
3. The maximum percentage of any one loan to the value of collateral at the time of the loan was 56%.
4. The Company did not hold mortgages with interest 180 days or more past due.
5. There were no taxes, assessments or any amounts advanced and not included in the mortgage loan.

6-12. There were no impaired mortgage loans.

**B. Debt Restructuring**

1. None

**C. Reverse Mortgages**

1. None

**D. Loan-Backed Securities**

1. Prepayment assumptions for mortgage-backed securities, collateralized mortgage obligations and other structured securities 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). On an ongoing basis, we monitor the rate of prepayment and calibrate the model to reflect actual experience, market factors, and viewpoint.
2. All loan backed securities with a 2013 recognized OTTI, disclosed in the aggregate, classified on the basis for the OTTI, are as follows:

	<b>Amortized Cost Basis Before Other-than-Temporary Impairment</b>	<b>Other-than-Temporary Impairment Recognized in Loss</b>	<b>Fair Value</b>
<b>OTTI recognized 1st quarter</b>			
Intent to sell	\$ -	\$ -	\$ -
Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	-	-	-
<b>Total 1st quarter</b>	-	-	-
<b>OTTI recognized 2nd quarter</b>			
Intent to sell	\$ 2,870,647	\$ 97,125	\$ 2,773,523
Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	-	-	-
<b>Total 2nd quarter</b>	2,870,647	97,125	2,773,523

3. None

**NOTES TO FINANCIAL STATEMENTS**

## 4. Unrealized Loss greater than and less than 12 months:

	Unrealized Losses Less Than 12 Months		Unrealized Losses Greater Than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Other Structured Securities	12,768	(240)	-	-	12,768	(240)
Commercial mortgage backed securities	3,341,100	(262,706)	-	-	3,341,100	(262,706)
Residential mortgage backed securities	15,122,179	(988,847)	17,347	(2,389)	15,139,526	(991,236)
Total	\$ 18,476,047	\$ (1,251,793)	\$ 17,347	\$ (2,389)	\$ 18,493,394	\$ (1,254,182)

5. Recommendations for potential impairments are based on periodic analytical reviews and / or client specific OTTI requirements. Analysis relies on actual collateral performance measurements including, but not limited to prepayment rates, default rates, delinquencies and loss severity sourced through third party data providers.

## E. Repurchase Agreements

1. None

## F. Real Estate

1. No impairment losses on real estate were necessary in 2013 or 2012.
2. None
3. None
4. None
5. None

## G. Low Income Housing Tax Credits

1. None

## 6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

No change

## 7. INVESTMENT INCOME

No change

## 8. DERIVATIVE INSTRUMENTS

No change

## 9. INCOME TAXES

No change

## 10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

## A. Nature of Relationships

1. The Company is a wholly owned subsidiary of Safe Auto Insurance Group, Inc. (Parent), a privately held company incorporated in Ohio.

## B. Detail of Transactions Greater than 1/2% of Admitted Assets

1. The Company received a capital contribution of \$4,000,000 and \$10,000,000 from the Parent during 2013 and 2012, respectively.
2. Safe Auto Group Agency negotiates, manages, and purchases certain advertising for Safe Auto Insurance Company, sells and services certain insurance policies on the behalf of Safe Auto Insurance Company, and is reimbursed 100% by Safe Auto Insurance Company for all costs incurred to provide such services (see Note 10-F).
3. No other transactions exceeding the 1/2% limit occurred in 2013 or 2012.

## C. Change in Terms of Intercompany Arrangements

1. None

## D. Amounts Due to or From Related Parties

1. The Company had net payables to Safe Auto Group Agency of \$3,060,130.31 and \$11,779,183 as of June 30, 2013 and 2012, respectively.
2. SAGI Realty Ltd. (SAGI), a subsidiary of SafeAuto Realty, LLC., owns the Company's former headquarters and an adjacent building. The Company also from time to time paid for improvements to certain rental properties and for building operating purposes on behalf of SAGI. The Company had no net payables to SAGI as of June 30, 2013 or 2012.
3. The Company had a net receivable balance from Parent of \$8,136,427 as of June 30, 2013 and a net payable balance to Parent of \$8,896,822 as of June 30, 2012. The Company declared a \$50,000,000 dividend payable to Safe Auto Insurance Group on August 16, 2011. As of June 30, 2013, the dividend has been paid in full.

## E. Guarantees or Contingencies for Related Parties

1. None

## F. Management, Service Contracts, Cost Sharing Arrangements

1. Safe Auto Insurance Company and Safe Auto Group Agency are parties of an agency contract. Safe Auto Group Agency provides agency services for Safe Auto Insurance Company by employing certain agents, customer service, and related management personnel while also exclusively providing all advertising and marketing efforts. Safe Auto Insurance Company paid Safe Auto Group Agency \$9,996,889 and \$9,360,121 for the second quarter of 2013 and 2012, respectively.
2. In August 2012, the Company and its Parent entered into an agreement whereby Company management provides services to the Parent and its subsidiaries. This agreement was approved by the Ohio Department of Insurance. The Company has paid \$250,000 for these services during the second quarter and \$500,000 for the first six months of 2013.
3. All such management, service contracts, and cost sharing agreements mentioned are transacted at cost and provide no profit provision to the service provider.

## G. Nature of Relationships that Could Affect Operations

1. All outstanding shares of the Company are owned by Parent.

**NOTES TO FINANCIAL STATEMENTS**

- H. Amount Deducted for Investment in Upstream Company
  - 1. None
- I. Detail of Investments in Affiliates Greater than 10% of Admitted Assets
  - 1. None
- J. Write down for Impairments of Investments in Subsidiary, Controlled or Affiliated Companies
  - 1. None
- K. Foreign Subsidiary Valued Using CARVM
  - 1. None
- L. Downstream Holding Company Valued Using Look-Through Method
  - 1. None

**11. DEBT**

No change

**12. RETIREMENT PLANS, DEFERRED COMPENSATION, AND POSTEMPLOYMENT BENEFITS**

No change

**13. CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS**

No change

**14. CONTINGENCIES**

- A. Contingent Commitments
  - 1. The Company has no commitments or contingent commitments to affiliates or other entities, or has made no guarantees on behalf of affiliates.
  - 2. Not applicable
  - 3. Not applicable
- B. Guaranty Fund and Other Assessments
  - 1. The Company is subject to guaranty fund and other assessments by the states in which it writes business. Guaranty fund assessments should be accrued at the time of insolvencies. Other assessments should be accrued either at the time of assessment or in the case of premium based assessments, at the time the premiums were written, or in the case of loss based assessments, at the time the losses are incurred.
  - 2. The Company determined there are no accruals needed at this time. This represents management's best estimate based on information received from the states in which the Company writes business and may change if different information is received from a state.
- C. Gain Contingencies
  - 1. The Company does not have any material gain contingencies.
- D. Claims Related Extra Contractual Obligations and Bad Faith Losses Stemming from Lawsuits
 

The Company is named, from time to time and in the ordinary course of business, as a defendant in legal actions arising principally from claims made under its insurance contracts, including those seeking extra-contractual damages beyond policy limits. These are commonly referred to as extra-contractual or bad faith claims. Such legal actions are considered by the Company in estimating the loss and LAE reserves.

The Company is also, from time to time and in the ordinary course of business, faced with class action lawsuits, regulatory proceedings, and individual lawsuits that are not directly related to its insurance contracts. At the present time, this includes a class action involving the alleged improper charge for certain liability premiums, which the company is vigorously defending. In accordance with applicable accounting principles, reserves are established for those matters as to which the Company has determined it is probable a loss has been incurred and a reasonable estimate of the Company's potential exposure can be established. Likewise, the Company does not establish reserves for those matters where the loss is not probable and/or it currently is unable to estimate the Company's potential exposure. If the liability premiums litigation results in a judgment against, or settlement by, the Company in an amount significantly in excess of the reserve established for that matter, if any, the resulting liability could have a material effect on the Company's financial condition, cash flows, and results of operations.

At this time, the Company does not believe that any other legal action necessitates recognition of losses or disclosure, or that the resolution of such action would have a material adverse effect on the Company's financial position or results of operations.

During the first two quarters of 2013 and 2012, the Company paid \$27,500 and \$7,310, respectively, net of reimbursements on extra contractual or bad faith claims. This related to less than 25 claims in both periods.

The claim count information is disclosed on a "per claim" basis.

**15. LEASES**

No change

**16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISKS**

No change

**17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES**

No change

**18. GAIN OR LOSS FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS**

No change

**NOTES TO FINANCIAL STATEMENTS****19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS**

No change

**20. FAIR VALUE MEASUREMENT****A. Inputs Used for Assets and Liabilities Measured at Fair Value**

- Assets recorded on the financial statements at fair value measurements by accounting hierarchy levels 1, 2 and 3.

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. See item 3 below for a discussion of each of these three levels. The Company had no liabilities recorded at fair value.

Description	Level 1	Level 2	Level 3	Total
States and political subdivisions	\$ -	\$ -	\$ -	\$ -
Residential mortgage backed securities	-	12,768	-	12,768
Commercial mortgage backed securities	-	-	-	-
Total fixed maturities	-	12,768	-	12,768
Common stock	19,584,516	689,500	-	20,274,016
Total investments	\$ 19,584,516	\$ 702,268	\$ -	\$ 20,286,784

There were no transfers between Level 1 and Level 2 assets during the current period.

- Roll forward of Level 3 items

There were no transfers in or out of Level 3 securities in 2013.

- Policy for Determining Transfers between Levels.

The Company's financial assets carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by ASC 820 *Fair Value Measurements and Disclosures*. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are defined as follows:

Level 1 – Values are unadjusted quoted prices for identical assets and liabilities in active markets accessible at the measurement date.

Level 2 – Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads and yield curves.

Level 3 – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

Reclassifications impacting Level 3 financial instruments are reported as transfers in (out) of the Level 3 category as of the beginning of the quarter in which the transfer occurs; gains and losses in income only reflect activity for the period the instrument was classified in Level 3. The same policy is followed when a transfer between Level 1 and Level 2 occurs.

- Fair value measurements for fixed income and equity securities are based on values either published by the NAIC's Security Valuation Office (SVO) or from an independent pricing service vendor. Under certain circumstances, if neither an SVO price nor a Vendor price is available, a price may be obtained from a broker. Short term securities and cash equivalents are valued at amortized cost.

When published prices from the SVO are not available, the Company relies predominately on independent pricing service vendors that have been evaluated and approved by our investment management company's internal pricing policy committee. Generally, pricing service vendors use a pricing methodology involving the market approach, including pricing models, which use prices and relevant market information regarding a particular security or securities with similar characteristics to establish a valuation.

Certain investments are carried at fair value, while others may periodically be carried at fair value based on certain factors such as the NAIC's lower of cost or market rule or an impairment. Assets recorded at fair value are categorized based on an evaluation of the various inputs used to measure the fair value. Supporting documentation received from pricing vendors detailing the inputs, models and processes used in the vendor's evaluation process is used by the Company to determine the appropriate fair value hierarchy. Documentation from each pricing vendor is reviewed and monitored periodically to ensure they are consistent with the Company's pricing policy. Market Information obtained from brokers with respect to security valuations is also considered in the pricing hierarchy.

**21. OTHER ITEMS**

No change

**22. EVENTS SUBSEQUENT**

No change

**23. REINSURANCE**

No change

**NOTES TO FINANCIAL STATEMENTS**

---

**24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION**

No change

**25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES**

Current year changes in estimates of the costs of prior year losses and loss adjustment expenses (LAE) affect the current year Statement of Income. Increases in those estimates increase current year expense and are referred to as unfavorable development. Decreases in those estimates decrease current year expense and are referred to as favorable development or prior year reserve redundancies. Current year losses and LAE of \$111,356,480 were lower by \$839,354 because of favorable development of prior year estimates. This favorable development was approximately 1% of the prior years' reserves for unpaid losses and LAE.

The decreases in prior years' estimates are a result of ongoing analysis of recent loss trends. The increase in estimated losses for prior years of \$936,735 is a result of claim frequency and severity being above previously expected levels in the preceding two most recent years. The decrease in prior years' estimated LAE of \$1,776,089 is primarily a result of the impact of lower adjusting costs on DCC expenses.

The Company experienced no prior year claim development on retrospectively rated policies because the Company does not issue retrospectively rated policies.

**26. INTERCOMPANY POOLING ARRANGEMENTS**

No change

**27. STRUCTURE SETTLEMENTS**

No change

**28. HEALTH CARE RECEIVABLES**

No change

**29. PARTICIPATING POLICIES**

No change

**30. PREMIUM DEFICIENCY RESERVES**

No change

**31. HIGH DEDUCTIBLES**

No change

**32. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES**

No change

**33. ASBESTOS/ENVIRONMENTAL RESERVES**

No change

**34. SUBSCRIBER SAVINGS ACCOUNTS**

No change

**35. MULTIPLE PERIL CROP INSURANCE**

No change

**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: .....

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.  
Established a downstream subsidiary, SafeAuto Capital, LLC, to hold an investment. No activity in second quarter.

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 [ ] N/A [X]  
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. 12/31/2009.....

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. 12/31/2009.....

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). 5/12/2011.....

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 [X] No [ ] N/A [ ]

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 [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

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

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 [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....8,140,482

**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 [ X ]

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

---

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....1,418,278

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 [ X ]

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.....	\$ .....0	\$ .....0
14.24 Short-Term Investments.....	\$ .....0	\$ .....0
14.25 Mortgage Loans on Real Estate.....	\$ .....0	\$ .....0
14.26 All Other.....	\$ .....0	\$ .....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....0	\$ .....0
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 [ X ]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

If no, attach a description with this statement.

---

16. For the reporting entity's security lending program, state the amount of the following as current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.3 Total payable for securities lending reporting on the liability page: \$.....0

17. 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 [ X ] No [ ]

17.1 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
U.S. Bank	425 Walnut Street, 6th Floor, Cincinnati, OH 45202
Merrill Lynch	65 East State Street, Suite 2600, Columbus, OH 43215
JP Morgan Chase NA	Columbus Trust Office, 100 East Broad Street, Columbus, OH 43271-0192
JP Morgan Chase	100 N. Broadway, Oklahoma City, OK 73102
Bank of America Corporation	200 W. Capitol Avenue, FL 6, Little Rock, AR 72201
SunTrust	P.O. Box 26665, Richmond, VA 23261-6665
FHLB of Cincinnati	221 E. 4th Street, Suite 1000, Cincinnati, OH 45202

17.2 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)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes [ ] No [ X ]

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

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

17.5 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
105900	General Re/New England Asset Management	76 Batterson Park Road, Farmington, CT 06032
7691	Merrill Lynch	65 East State Street, Columbus, OH 43215
1608684	JP Morgan Chase	345 Park Avenue, New York, NY 10154-1002

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [ X ] No [ ]

18.2 If no, list exceptions:

---

Statement for June 30, 2013 of the **Safe Auto 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 [ ] N/A [X]  
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
Total.....	....XXX...	....XXX.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	

5. Operating Percentages:

5.1 A&H loss percent	0.0 %
5.2 A&H cost containment percent	0.0 %
5.3 A&H expense percent excluding cost containment expenses	0.0 %

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

**Safe Auto Insurance Company**  
**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)

**NONE**

**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	N.....					
2. Alaska.....	AK	N.....					
3. Arizona.....	AZ	L.....	5,711,467	5,370,774	3,458,915	2,903,645	4,319,532
4. Arkansas.....	AR	L.....					
5. California.....	CA	L.....					
6. Colorado.....	CO	L.....					
7. Connecticut.....	CT	N.....					
8. Delaware.....	DE	N.....					
9. District of Columbia.....	DC	N.....					
10. Florida.....	FL	N.....					
11. Georgia.....	GA	L.....	10,417,282	10,650,726	6,123,146	7,263,273	6,761,186
12. Hawaii.....	HI	N.....					
13. Idaho.....	ID	N.....					
14. Illinois.....	IL	L.....	7,007,648	7,269,850	4,377,345	4,585,823	5,693,821
15. Indiana.....	IN	L.....	12,786,068	12,641,359	8,889,652	8,378,496	11,311,039
16. Iowa.....	IA	N.....					
17. Kansas.....	KS	L.....	567,720	402,837	256,989	91,900	294,204
18. Kentucky.....	KY	L.....	20,402,501	18,306,938	12,684,748	10,540,782	14,491,087
19. Louisiana.....	LA	L.....	1,692,079	1,725,843	1,208,431	1,176,428	894,941
20. Maine.....	ME	N.....					
21. Maryland.....	MD	N.....					
22. Massachusetts.....	MA	N.....					
23. Michigan.....	MI	N.....					
24. Minnesota.....	MN	N.....					
25. Mississippi.....	MS	L.....	1,033,246	1,018,584	681,520	569,781	531,539
26. Missouri.....	MO	L.....	8,581,305	9,601,498	7,020,702	7,751,990	8,083,285
27. Montana.....	MT	N.....					
28. Nebraska.....	NE	N.....					
29. Nevada.....	NV	N.....					
30. New Hampshire.....	NH	N.....					
31. New Jersey.....	NJ	N.....					
32. New Mexico.....	NM	N.....					
33. New York.....	NY	N.....					
34. North Carolina.....	NC	N.....					
35. North Dakota.....	ND	N.....					
36. Ohio.....	OH	L.....	27,810,647	26,700,926	16,377,733	15,896,578	15,978,339
37. Oklahoma.....	OK	L.....	3,698,111	3,667,294	2,590,340	2,626,998	3,111,979
38. Oregon.....	OR	N.....					
39. Pennsylvania.....	PA	L.....	28,415,676	27,824,621	16,788,951	15,736,243	19,760,905
40. Rhode Island.....	RI	N.....					
41. South Carolina.....	SC	L.....	6,127,954	6,555,056	4,259,996	4,447,344	5,894,649
42. South Dakota.....	SD	N.....					
43. Tennessee.....	TN	L.....	4,604,189	4,600,323	2,893,632	3,115,475	2,660,213
44. Texas.....	TX	L.....	9,297,274	10,193,431	6,759,116	7,369,259	7,470,778
45. Utah.....	UT	N.....					
46. Vermont.....	VT	N.....					
47. Virginia.....	VA	L.....	1,428,568	818,165	598,211	210,994	713,928
48. Washington.....	WA	N.....					
49. West Virginia.....	WV	N.....					
50. Wisconsin.....	WI	N.....					
51. Wyoming.....	WY	N.....					
52. American Samoa.....	AS	N.....					
53. Guam.....	GU	N.....					
54. Puerto Rico.....	PR	N.....					
55. US Virgin Islands.....	VI	N.....					
56. Northern Mariana Islands.....	MP	N.....					
57. Canada.....	CAN	N.....					
58. Aggregate Other Alien.....	OT	XXX.....	0	0	0	0	0
59. Totals.....	(a)	19	149,581,735	147,348,225	94,969,427	92,665,009	107,971,425
							93,999,726

## DETAILS OF WRITE-INS

58001.....	XXX.....						
58002.....	XXX.....						
58003.....	XXX.....						
58998. Summary of remaining write-ins for Line 58 from overflow page.....	XXX.....	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....	XXX.....	0	0	0	0	0	0

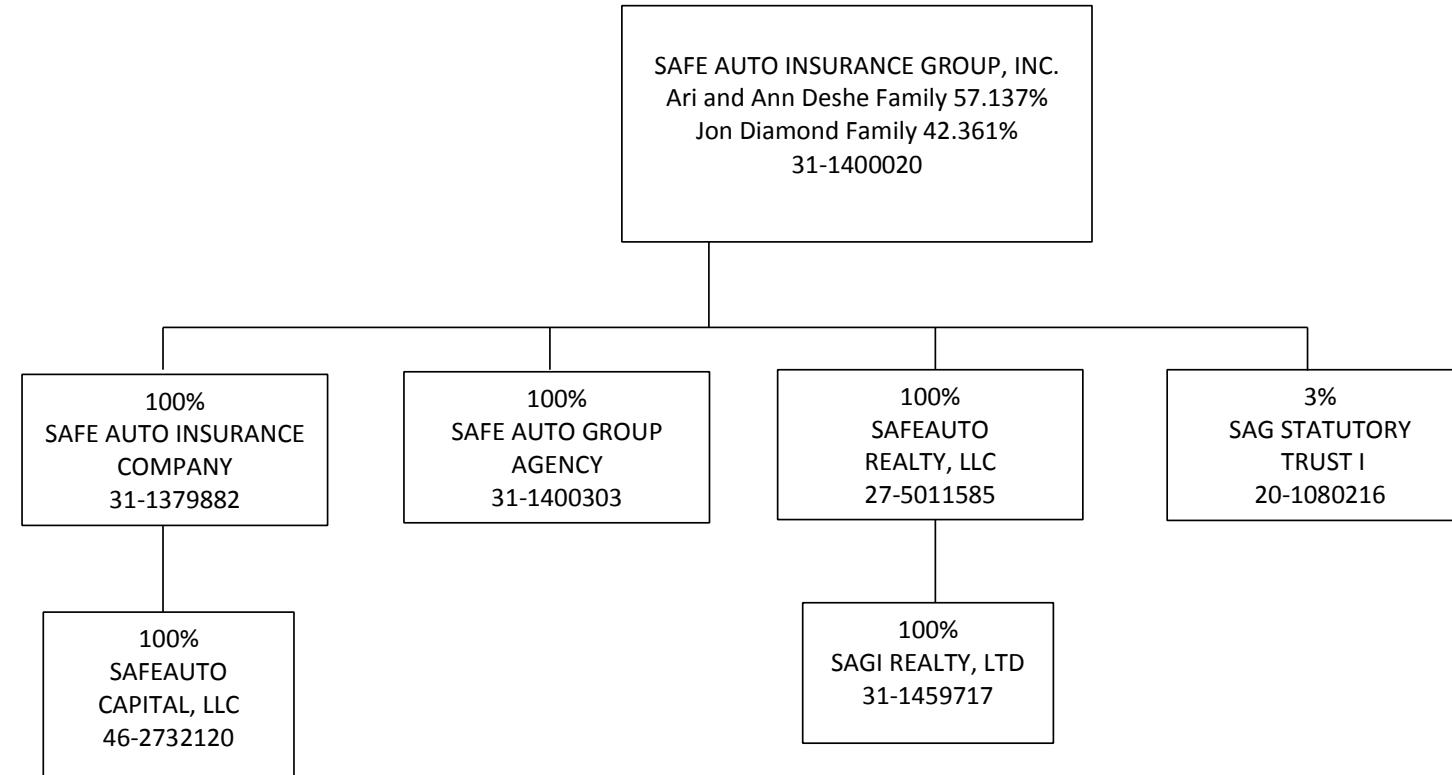
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(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**



**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)	*
<b>Members</b>														
.....	Safe Auto Insurance Group, Inc.....	.....	31-1400020	.....	.....	.....	Safe Auto Insurance Group, Inc.....	OH.....	UDP.....	Deshe & Diamond Families.....	Ownership.....	.....	Deshe Family.....	.....
.....	Safe Auto Insurance Group, Inc.....	25405.....	31-1379882	.....	.....	.....	Safe Auto Insurance Company.....	OH.....	.....	Safe Auto Insurance Group, Inc.....	Ownership.....	100.000	Safe Auto Insurance Group, Inc.....	.....
.....	Safe Auto Insurance Group, Inc.....	.....	31-1400303	.....	.....	.....	Safe Auto Group Agency.....	OH.....	NIA.....	Safe Auto Insurance Group, Inc.....	Ownership.....	100.000	Safe Auto Insurance Group, Inc.....	.....
.....	Safe Auto Insurance Group, Inc.....	.....	27-5011585	.....	.....	.....	SafeAuto Realty LLC.....	OH.....	NIA.....	Safe Auto Insurance Group, Inc.....	Ownership.....	100.000	Safe Auto Insurance Group, Inc.....	.....
.....	Safe Auto Insurance Group, Inc.....	.....	31-1459717	.....	.....	.....	SAGI Realty.....	OH.....	NIA.....	SafeAuto Realty LLC.....	Ownership.....	100.000	SafeAuto Realty LLC.....	.....
.....	Safe Auto Insurance Group, Inc.....	.....	20-1080216	.....	.....	.....	SAG Statutory Trust.....	OH.....	NIA.....	Safe Auto Insurance Group, Inc.....	Ownership.....	100.000	Safe Auto Insurance Group, Inc.....	.....
.....	Safe Auto Insurance Group, Inc.....	.....	46-2732120	.....	.....	.....	SafeAuto Capital LLC.....	OH.....	DS.....	Safe Auto Insurance Company.....	Ownership.....	100.000	Safe Auto Insurance Group, Inc.....	.....

**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.....				0.0
2. Allied lines.....				0.0
3. Farmowners multiple peril.....				0.0
4. Homeowners multiple peril.....				0.0
5. Commercial multiple peril.....				0.0
6. Mortgage guaranty.....				0.0
8. Ocean marine.....				0.0
9. Inland marine.....				0.0
10. Financial guaranty.....				0.0
11.1 Medical professional liability - occurrence.....				0.0
11.2 Medical professional liability - claims-made.....				0.0
12. Earthquake.....				0.0
13. Group accident and health.....				0.0
14. Credit accident and health.....				0.0
15. Other accident and health.....				0.0
16. Workers' compensation.....				0.0
17.1 Other liability-occurrence.....				0.0
17.2 Other liability-claims made.....				0.0
17.3 Excess workers' compensation.....				0.0
18.1 Products liability-occurrence.....				0.0
18.2 Products liability-claims made.....				0.0
19.1, 19.2 Private passenger auto liability.....	105,218,350	70,579,229	.67.1	62.1
19.3, 19.4 Commercial auto liability.....	41,347,395	25,604,624	.61.9	62.2
21. Auto physical damage.....				0.0
22. Aircraft (all perils).....				0.0
23. Fidelity.....				0.0
24. Surety.....				0.0
26. Burglary and theft.....				0.0
27. Boiler and machinery.....				0.0
28. Credit.....				0.0
29. International.....				0.0
30. Warranty.....				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	
35. Totals.....	146,565,745	96,183,853	.65.6	62.1

**DETAILS OF WRITE-INS**

3401. ....				0.0
3402. ....				0.0
3403. ....				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	

**PART 2 - DIRECT PREMIUMS WRITTEN**

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire.....			
2. Allied lines.....			
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....			
6. Mortgage guaranty.....			
8. Ocean marine.....			
9. Inland marine.....			
10. Financial guaranty.....			
11.1 Medical professional liability - occurrence.....			
11.2 Medical professional liability - claims made.....			
12. Earthquake.....			
13. Group accident and health.....			
14. Credit accident and health.....			
15. Other accident and health.....			
16. Workers' compensation.....			
17.1 Other liability-occurrence.....			
17.2 Other liability-claims made.....			
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....			
18.2 Products liability-claims made.....			
19.1, 19.2 Private passenger auto liability.....	42,733,546	107,099,937	106,859,879
19.3, 19.4 Commercial auto liability.....			
21. Auto physical damage.....	17,751,687	42,481,799	40,488,345
22. Aircraft (all perils).....			
23. Fidelity.....			
24. Surety.....			
26. Burglary and theft.....			
27. Boiler and machinery.....			
28. Credit.....			
29. International.....			
30. Warranty.....			
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.....	60,485,233	149,581,736	147,348,224

**DETAILS OF WRITE-INS**

3401. ....			
3402. ....			
3403. ....			
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**

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2010 + Prior.....	16,563	3,026	19,589	5,893	114	6,007	10,087	135	2,383	12,605	(583)	(394)	(977)
2. 2011.....	23,754	5,847	29,601	10,494	98	10,592	13,627	244	4,896	18,767	367	(609)	(242)
3. Subtotals 2011 + Prior.....	40,317	8,873	49,190	16,387	212	16,599	23,714	379	7,279	31,372	(216)	(1,003)	(1,219)
4. 2012.....	74,905	19,574	94,479	39,039	2,578	41,617	36,127	2,562	14,548	53,237	261	114	375
5. Subtotals 2012 + Prior.....	115,222	28,447	143,669	55,426	2,790	58,216	59,841	2,941	21,827	84,609	45	(889)	(844)
6. 2013.....	XXX.....	XXX.....	XXX.....	XXX.....	53,557	53,557	XXX.....	44,993	13,646	58,639	XXX.....	XXX.....	XXX.....
7. Totals.....	115,222	28,447	143,669	55,426	56,347	111,773	59,841	47,934	35,473	143,248	45	(889)	(844)
8. Prior Year-End's Surplus As Regards Policyholders											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. .....0.0 %	2. ....(3.1)%	3. ....(0.6)%
												Col. 13, Line 7	
												Line 8	
												4. ....(0.7)%	

Statement for June 30, 2013 of the **Safe Auto 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, 2013 of the **Safe Auto 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. Prepaid expenses.....	372,968	.372,968	0	
2505. Job incentives receivables.....	280,491		280,491	272,772
2506. Postage receivable.....	.98,276	.98,276	0	
2507. Miscellaneous receivables.....	.75,023		.75,023	.77,398
2597. Summary of remaining write-ins for Line 25.....	826,758	.471,244	.355,514	350,170

**Additional Write-ins for Liabilities:**

	1 Current Statement Date	2 December 31, Prior Year
2504. Corporate reserve.....	.401,720	.525,000
2505. Miscellaneous liabilities.....	.55,303	.2,827
2506. Payroll related suspense & payables.....		.106,576
2507. Declined payments suspense.....		.10,159
2597. Summary of remaining write-ins for Line 25.....	.457,023	.644,562

Statement for June 30, 2013 of the **Safe Auto 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.....	32,409,518	33,223,178
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		15,120
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....	410,884	.828,781
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	31,998,633	32,409,518
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	31,998,633	32,409,518

**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.....	3,500,000	3,334,511
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		165,489
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and mortgage interest points and commitment fees.....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	3,500,000	3,500,000
12. Total valuation allowance.....		
13. Subtotal (Line 11 plus Line 12).....	3,500,000	3,500,000
14. Deduct total nonadmitted amounts.....		
15. Statement value at end of current period (Line 13 minus Line 14).....	3,500,000	3,500,000

**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.....	1,418,278	1,430,000
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		(11,722)
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	1,418,278	1,418,278
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	1,418,278	1,418,278

**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.....	225,962,222	252,339,758
2. Cost of bonds and stocks acquired.....	32,686,489	102,406,022
3. Accrual of discount.....	23,356	66,305
4. Unrealized valuation increase (decrease).....	1,546,057	.902,976
5. Total gain (loss) on disposals.....	28,577	3,943,050
6. Deduct consideration for bonds and stocks disposed of.....	41,496,228	131,890,589
7. Deduct amortization of premium.....	779,944	1,805,300
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....	376,431	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	217,594,098	225,962,222
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	217,594,098	225,962,222

**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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	193,935,983	34,339,232	37,417,164	(688,794)	193,935,983	190,169,256		198,547,549
2. Class 2 (a).....	16,299,527	1,359,230	333,083	(29,627)	16,299,527	17,296,047		16,560,680
3. Class 3 (a).....	144,815			(13,735)	144,815	131,080		145,607
4. Class 4 (a).....	203,196				203,196	203,196		203,197
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	210,583,521	35,698,462	37,750,247	(732,156)	210,583,521	207,799,579	0	215,457,033
<b>PREFERRED STOCK</b>								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	210,583,521	35,698,462	37,750,247	(732,156)	210,583,521	207,799,579	0	215,457,033

(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 \$.....0; 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.....	7,479,742	XXX.....	7,479,742	151	

**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.....	7,745,216	19,876,870
2. Cost of short-term investments acquired.....	6,301,291	24,109,257
3. Accrual of discount.....		2,812
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		12
6. Deduct consideration received on disposals.....	6,566,765	36,243,735
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	7,479,742	7,745,216
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	7,479,742	7,745,216

**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**

**SCHEDULE E- VERIFICATION**

## Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	4,749,976	
2. Cost of cash equivalents acquired.....	21,746,968	40,244,039
3. Accrual of discount.....	2,810	3,274
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		78
6. Deduct consideration received on disposals.....	23,499,995	35,497,415
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,999,759	4,749,976
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	2,999,759	4,749,976

**Sch. A-Pt 2**  
**NONE**

**Sch. A-Pt 3**  
**NONE**

**Sch. B-Pt 2**  
**NONE**

**Sch. B-Pt 3**  
**NONE**

**Sch. BA-Pt 2**  
**NONE**

**Sch. BA-Pt 3**  
**NONE**

**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)
<b>Bonds - U.S. Government</b>									
912828 SS 0	UNITED STATES TREASURY NOTES.....		04/08/2013	BARCLAYS CAPITAL.....		4,058,451	4,000,000	15,470	1
912828 US 7	UNITED STATES TREASURY NOTE.....		04/10/2013	PARIBAS CORPORATION.....		2,001,882	2,000,000	550	1
912828 UT 5	UNITED STATES TREASURY NOTE.....		04/01/2013	JEFFERIES & COMPANY INC.....		1,000,121	1,000,000	14	1
912828 VB 3	UNITED STATES TREASURY NOTE.....		06/12/2013	VARIOUS.....		479,377	500,000	678	1
0599999.	Total - Bonds - U.S. Government.....					7,539,831	7,500,000	16,712	XXX
<b>Bonds - U.S. Special Revenue and Special Assessment</b>									
31292M EN 9	FEDERAL HOME LN MTG CORP #C04641.....		05/29/2013	SUNTRUST CAPITAL MARKETS.....		998,742	993,272	993	1FE
3132L5 AF 0	FEDERAL HOME LN MTG CORP #V80006.....		05/01/2013	NOMURA SECURITIES INTL.....		3,127,803	2,993,561	2,994	1FE
3135G0 VA 8	FANNIE MAE.....	E	04/08/2013	MORGAN STANLEY & CO.....		4,011,640	4,000,000	500	1FE
3137EA DP 1	FREDDIE MAC.....		04/08/2013	CITIGROUP GLOBAL MARKETS.....		2,005,282	2,000,000	1,556	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments.....					10,143,467	9,986,833	6,043	XXX
<b>Bonds - Industrial and Miscellaneous</b>									
478111 AB 3	JOHNS HOPKINS HEALTH SYS.....		05/01/2013	GOLDMAN SACHS.....		1,000,000	1,000,000		1FE
891906 AA 7	TOTAL SYSTEM SERVICES IN.....		05/15/2013	JP MORGAN SECURITIES INC.....		499,855	500,000		2FE
3899999.	Total - Bonds - Industrial & Miscellaneous.....					1,499,855	1,500,000	0	XXX
<b>Bonds - Hybrid Securities</b>									
025816 AU 3	AMERICAN EXPRESS.....		05/14/2013	MERRILL LYNCH.....		275,625	250,000	3,589	2FE
369622 SN 6	GENERAL ELEC CAP CORP.....		04/16/2013	MERRILL LYNCH.....		293,750	250,000	6,135	2FE
949746 PM 7	WELLS FARGO & COMPANY.....		04/10/2013	MERRILL LYNCH.....		290,000	250,000	1,663	2FE
4899999.	Total - Bonds - Hybrid Securities.....					859,375	750,000	11,387	XXX
8399997.	Total - Bonds - Part 3.....					20,042,528	19,736,833	34,142	XXX
8399999.	Total - Bonds.....					20,042,528	19,736,833	34,142	XXX
<b>Common Stocks - Industrial and Miscellaneous</b>									
277923 72 8	EATON VANCE GLOBAL MACRO-I.....		05/15/2013	MERRILL LYNCH.....		31,664,141	313,475	XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....					313,475	XXX	0	XXX
<b>Common Stocks - Mutual Funds</b>									
091936 73 2	BLACKROCK GL L/S CREDIT-INS.....		05/15/2013	MERRILL LYNCH.....		29,160,465	313,475	XXX	L
09256H 28 6	BLACKROCK STRAT INC OPP-INS.....		05/15/2013	MERRILL LYNCH.....		30,434,466	313,475	XXX	L
72201M 45 3	PIMCO UNCONSTRAINED BOND-P.....		05/15/2013	MERRILL LYNCH.....		27,023,707	313,475	XXX	L
76882K 70 2	RIVERPARK SHORT TERM H/Y-INS.....		05/15/2013	MERRILL LYNCH.....		15,675,000	156,750	XXX	L
808090 63 3	SCHRODER ABS RET FMD&CUR-INV.....		05/15/2013	MERRILL LYNCH.....		15,072,115	156,750	XXX	L
9299999.	Total - Common Stocks - Mutual Funds.....					1,253,925	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3.....					1,567,400	XXX	0	XXX
9799999.	Total - Common Stocks.....					1,567,400	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks.....					1,567,400	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks.....					21,609,928	XXX	34,142	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

**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 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	10 Unrealized Valuation Increase/ (Decrease)	Change in Book/Adjusted Carrying Value					16 Total Foreign Exchange Change in B.A.C.V. (11+12-13)	17 Book/ Adjusted Carrying Value At Disposal Date	18 Foreign Exchange Gain (Loss) on Disposal	19 Realized Gain (Loss) on Disposal	20 Total Gain (Loss) Stock Dividends Received During Year	21 Bond Interest/ Stock Dividends Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)					
										11 Current Year's Other Than Temporary Impairment (Amortization) Accretion	12 Current Year's Temporary Impairment (Amortization) Accretion	13 Current Year's Other Than Temporary Impairment (Amortization) Accretion	14 Total Change in B.A.C.V. Change in B.A.C.V.	15 Total Foreign Exchange Change in B.A.C.V.												
<b>Bonds - U.S. Government</b>																										
36178U UW 1	GOVERNMENT NATL MTG ASSOC II #AB7797...		06/01/2013	PAYDOWN.				13,092	13,092	14,082			(7)		(7)		13,092				0	52	11/20/2042	1FE....		
36296U SY 7	GOVERNMENT NATL MTG ASSOC #701735.....		06/01/2013	PAYDOWN.				243,082	243,082	248,095	243,464		(382)		(382)		243,082				0	4,819	03/15/2039	1FE....		
36297J TV 6	GOVERNMENT NATL MTG ASSOC #713464.....		06/01/2013	PAYDOWN.				44,909	44,909	46,284	45,158		(249)		(249)		44,909				0	900	06/15/2039	1FE....		
912828 QZ 6	UNITED STATES TREASURY NOTES.....		05/31/2013	VARIOUS.....				2,000,000	2,000,000	1,997,617	1,999,507		493		493		2,000,000				0	5,000	05/31/2013	1....		
912828 RW 2	UNITED STATES TREASURY NOTES.....		06/25/2013	BARCLAYS CAPITAL.....				2,999,873	3,000,000	2,997,549	2,997,676		1,133		1,133		2,998,808				1,064	1,834	12/31/2013	1....		
912828 TY 6	UNITED STATES TREASURY NOTE.....		04/04/2013	BARCLAYS CAPITAL.....				991,051	1,000,000	975,199			539		539		975,738				15,312	6,329	11/15/2022	1....		
912828 UJ 7	UNITED STATES TREASURY NOTE.....		04/30/2013	BANK OF AMERICA.....				4,046,237	4,000,000	3,998,920			42		42		3,998,962				47,275	47,275	01/31/2018	1....		
0599999.	Total - Bonds - U.S. Government.....							10,338,244	10,301,083	10,277,746	5,285,805		0	1,569	0	1,569	0	10,274,591				63,651	63,651	27,636	XXX....	
<b>Bonds - All Other Government</b>																										
46513F ML 0	ISRAEL STATE OF.....	F...	06/01/2013	MATURITY.....				300,000	300,000	300,000	300,000		0		0		300,000				0	1,496	06/01/2013	1FE....		
46513G H7 5	ISRAEL STATE OF.....	F...	04/01/2013	VARIOUS.....				200,000	200,000	200,000	200,000		0		0		200,000				0	837	04/01/2013	1FE....		
1099999.	Total - Bonds - All Other Government.....							500,000	500,000	500,000	500,000		0	0	0		500,000				0	2,333	XXX....	XXX....		
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>																										
586145 UA 0	MEMPHIS TN.....		04/15/2013	MERRILL LYNCH.....				280,848	250,000	248,750	249,175		29		29		249,204				31,644	31,644	5,472	04/01/2020	1FE....	
2499999.	Total - Bonds - U.S. Political Subdivisions of States, Territories & Possessions.....							280,848	250,000	248,750	249,175		0	29	0	29	0	249,204				31,644	31,644	5,472	XXX....	XXX....
<b>Bonds - U.S. Special Revenue and Special Assessment</b>																										
3128H7 X8 0	FEDERAL HOME LOAN MTG CORP #E99703.....		06/01/2013	PAYDOWN.				27,244	27,244	27,666	27,285		(40)		(40)		27,244				0	.574	10/01/2018	1FE....		
3128MM P8 0	FEDERAL HOME LN MTG CORP #G18446.....		06/01/2013	PAYDOWN.				73,944	73,944	77,434	74,213		(268)		(268)		73,944				0	.824	10/01/2027	1FE....		
3128PN AW 8	FEDERAL HOME LOAN MTG CORP #J09921.....		06/01/2013	PAYDOWN.				169,871	169,871	172,420	170,135		(263)		(263)		169,871				0	.2881	07/01/2024	1FE....		
3128PN BR 8	FEDERAL HOME LOAN MTG CORP #J09948.....		06/01/2013	PAYDOWN.				206,506	206,506	209,603	206,841		(335)		(335)		206,506				0	.3,448	07/01/2024	1FE....		
3128PP 5E 9	FEDERAL HOME LOAN MTG CORP #J10845.....		06/01/2013	PAYDOWN.				49,071	49,071	50,443	49,233		(162)		(162)		49,071				0	.929	10/01/2024	1FE....		
3128PQ UU 3	FEDERAL HOME LOAN MTG CORP #J11495.....		06/01/2013	PAYDOWN.				120,525	120,525	125,459	120,971		(446)		(446)		120,525				0	.1,954	02/01/2025	1FE....		
3128PU ND 0	FEDERAL HOME LOAN MTG CORP #J14888.....		06/01/2013	PAYDOWN.				162,938	162,938	165,076	163,207		(269)		(269)		162,938				0	.2,328	04/01/2026	1FE....		
312944 FE 6	FEDERAL HOME LOAN MTG CORP #A95565.....		06/01/2013	PAYDOWN.				215,287	215,287	209,467	215,350		(63)		(63)		215,287				0	.3,618	12/01/2040	1FE....		
312962 5L 3	FEDERAL HOME LOAN MTG CORP #B10851.....		06/01/2013	PAYDOWN.				8,588	8,588	8,777	8,611		(23)		(23)		8,588				0	.175	11/01/2018	1FE....		
312964 E9 6	FEDERAL HOME LOAN MTG CORP #B11960.....		06/01/2013	PAYDOWN.				5,560	5,560	5,602	5,564		(3)		(3)		5,560				0	.104	01/01/2019	1FE....		
31306X 2B 8	FEDERAL HOME LN MTG CORP #J20770.....		06/01/2013	PAYDOWN.				65,931	65,931	69,305	66,160		(229)		(229)		65,931				0	.713	10/01/2027	1FE....		
31306X YJ 6	FEDERAL HOME LN MTG CORP #J20713.....		06/01/2013	PAYDOWN.				56,951	56,951	59,639	57,157		(206)		(206)		56,951				0	.608	10/01/2027	1FE....		
3132L5 AF 0	FEDERAL HOME LN MTG CORP #V80006.....		06/01/2013	PAYDOWN.				14,106	14,106	14,739			(4)		(4)		14,106				0	.35	04/01/2043	1FE....		
313381 BR 5	FEDERAL HOME LOAN BANK.....		04/08/2013	STIFEL-HANIFEN DIVIS.....				3,963,080	4,000,000	3,926,351	3,926,587		1,853		1,853		3,928,439				34,641	.30,417	12/09/2022	1FE....		
3137A1 X9 9	FREDDIE MAC -3719 LE.....		06/01/2013	PAYDOWN.				125,506	125,506	128,938	126,150		(644)		(644)		125,506				0	.2,082	08/15/2028	1FE....		
3137EA DB 2	CORPORATION		04/08/2013	NOMURA SECURITIES INTL.....				5,885,354	5,600,000	5,884,205	5,882,728		(7,880)		(7,880)		5,874,848				10,505	.10,505	08/27,2022	1FE....		
3138A3 DM 6	FEDERAL NATIONAL MTG ASSOC #AH1907.....		06/01/2013	PAYDOWN.				19,199	19,199	19,994	19,356		(157)		(157)		19,199				0	.329	03/01/2026	1FE....		
3138A6 ZQ 6	FEDERAL NATIONAL MTG ASSOC #AH5250.....		06/01/2013	PAYDOWN.				103,888	103,888	108,190	104,044		(156)		(156)		103,888				0	.1,615	03/01/2026	1FE....		
3138MF P7 6	FEDERAL NATIONAL MTG ASSOC #AQ0445.....		06/01/2013	PAYDOWN.				17,958	17,958	18,884	18,005		(46)		(46)		17,958				0	.235	10/01/2042	1FE....		
3138MG LE 3	FEDERAL NATIONAL MTG ASSOC #AQ1224.....		06/01/2013	PAYDOWN.				13,878	13,878	14,524	13,908		(30)		(30)		13,878				0	.174	11/01/2042	1FE....		
3138MK 5J 1	FEDERAL NATIONAL MTG ASSOC #AQ4448.....		06/01/2013	PAYDOWN.				129,183	129,183	135,501	129,463		(280)		(280)		129,183				0	.1,363	11/01/2042	1FE....		
31393Q MH 2	FEDERAL HOME LOAN MTG CORP 2614 EQ.....		06/01/2013	PAYDOWN.				8,349	8,349	8,054	8,301		(49)		(49)		8,34									

**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 Number of Shares of Stock	6 Name of Purchaser	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Total Foreign Exchange Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Realized 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 Design- ation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Other Than Temporary Impairment (Amortization)/ Accretion	13 Current Year's Temporary Impairment	14 Total Change in B.A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B.A.C.V.									
38373A D9 4	GINNIE MAE 2009-69 PV.....		06/01/2013	PAYDOWN.....		.....248,051	.....248,051	.....251,036	.....248,561	.....(510)	.....(510)	.....(510)	.....(510)	.....248,051			.....0	.....4,094	08/20/2039	1FE.....			
38374B 5M 1	GOVERNMENT NATL MTG ASSOC 03 79 PH.....		06/01/2013	PAYDOWN.....		.....21,246	.....21,246	.....22,048	.....21,294	.....(48)	.....(48)	.....(48)	.....(48)	.....21,246			.....0	.....440	12/20/2031	1FE.....			
62888V AB 4	NCUA GUARANTEED NOTES 10-R1 2A.....		06/04/2013	PAYDOWN.....		.....130,605	.....130,605	.....130,593	.....130,587	.....18	.....18	.....18	.....18	.....130,605			.....0	.....1,004	10/07/2020	1FE.....			
68608R 8Q 9	OREGON ST HSG & CMNTY SVCS DEP.....		04/01/2013	SINK FUND PAYMENT.....		.....90,000	.....90,000	.....96,713	.....90,173	.....(173)	.....(173)	.....(173)	.....(173)	.....90,000			.....0	.....3,035	07/01/2031	1FE.....			
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....					.....12,191,712	.....11,943,278	.....12,206,585	.....12,143,771	.....0	.....(11,309)	.....0	.....(11,309)	.....0	.....12,146,565	.....0	.....45,146	.....45,146	.....165,329	.....XXX...	.....XXX...		
<b>Bonds - Industrial and Miscellaneous</b>																							
00253C HW 0	AAMES MTG TR 02 2 A2.....		06/01/2013	PAYDOWN.....		.....27	.....27	.....27	.....27	.....(999)	.....(999)	.....(999)	.....(999)	.....27			.....0	.....1	03/25/2033	1FM.....			
0258M0 CW 7	AMER EXPRESS CREDIT CO.....		05/02/2013	MATURITY.....		.....200,000	.....200,000	.....210,090	.....200,999	.....(999)	.....(999)	.....(999)	.....(999)	.....200,000			.....0	.....5,875	05/02/2013	1FE.....			
03063N AA 5	AMERICOLD LLC TRUST 10-ARTA A1.....		06/11/2013	PAYDOWN.....		.....21,643	.....21,643	.....21,643	.....21,643	.....0	.....0	.....0	.....0	.....21,643			.....0	.....347	01/14/2029	1FM.....			
12669G V3 2	COUNTRYWIDE HOME LOANS 05 J2 3A4.....		06/01/2013	PAYDOWN.....		.....23,782	.....23,782	.....23,665	.....23,683	.....100	.....100	.....100	.....100	.....23,782			.....0	.....472	08/25/2035	1FM.....			
22541Q 4C 3	CSFB MTG SECs CORP 03 29 6A1.....		06/01/2013	PAYDOWN.....		.....15,347	.....15,347	.....15,289	.....15,345	.....2	.....2	.....2	.....2	.....15,347			.....0	.....318	11/25/2018	1FM.....			
23305X AS 0	DBUBS MORTGAGE TRUST 11-LC2A1FL.....		06/10/2013	PAYDOWN.....		.....29,014	.....29,014	.....29,014	.....29,014	.....0	.....0	.....0	.....0	.....29,014			.....0	.....189	07/12/2044	1FM.....			
36249K AA 8	GS MORGAGE SECURITIES CORPORA 10-C1 A1.....		06/01/2013	PAYDOWN.....		.....26,889	.....26,889	.....27,695	.....26,944	.....(55)	.....(55)	.....(55)	.....(55)	.....26,889			.....0	.....412	05/10/2020	1FM.....			
57165L AA 2	MARRIOTT VACATION CLUB OWNER T 10-1A A.....		06/20/2013	PAYDOWN.....		.....41,030	.....41,030	.....41,025	.....40,961	.....69	.....69	.....69	.....69	.....41,030			.....0	.....602	10/20/2032	1FE.....			
59549P AA 6	MID-STATE TR 4 A.....		04/01/2013	PAYDOWN.....		.....697	.....697	.....737	.....698	.....(2)	.....(2)	.....(2)	.....(2)	.....697			.....0	.....29	04/01/2030	2AM.....			
76110V LB 2	RESIDENTIAL FDG MTG SECs II 02 H14 M1.....		06/01/2013	PAYDOWN.....		.....986	.....986	.....984	.....986	.....0	.....0	.....0	.....0	.....986			.....0	.....23	10/25/2027	1FM.....			
79548K XP 8	SALOMON BROS MTG SECs VII 97 HUD2 AWAC.....		06/01/2013	PAYDOWN.....		.....427	.....427	.....350	.....426	.....1	.....1	.....1	.....1	.....427			.....0	.....7	07/25/2024	1FM.....			
82651A AA 5	SIERRA RECEIVABLES FUNDING CO 2007 2A.....		06/20/2013	PAYDOWN.....		.....32,437	.....32,437	.....32,437	.....32,386	.....0	.....0	.....0	.....0	.....32,386	.....51	.....51	.....719	09/20/2019	2AM.....				
86358R XZ 5	STRUCTURED ASSET SECs CORP 02 AL1 A3.....		06/01/2013	PAYDOWN.....		.....1,032	.....1,032	.....912	.....907	.....0	.....0	.....0	.....0	.....907	.....125	.....125	.....15	02/25/2032	1FM.....				
86359A ME 0	STRUCTURED ASSET SECs CORP 03 AL1 A.....		06/01/2013	PAYDOWN.....		.....5,031	.....5,031	.....4,820	.....4,840	.....0	.....0	.....0	.....0	.....4,840	.....191	.....191	.....71	04/25/2031	1FM.....				
92903P AA 7	VNO 2010-VNO A1.....		06/10/2013	PAYDOWN.....		.....33,888	.....33,888	.....33,888	.....33,864	.....24	.....24	.....24	.....24	.....33,888	.....0	.....0	.....0	.....419	09/13/2028	1FM.....			
92976B DT 6	WACHOVIA BK COMM MTG TR 06 C23 A4.....		06/01/2013	PAYDOWN.....		.....27,064	.....27,064	.....29,572	.....27,265	.....(201)	.....(201)	.....(201)	.....(201)	.....27,064	.....0	.....0	.....0	.....685	01/15/2045	1FM.....			
89352H AA 7	TRANS-CANADA PIPELINES LIMITED.....		06/15/2013	MATURITY.....		.....1,000,000	.....1,000,000	.....1,036,090	.....1,004,840	.....(4,840)	.....(4,840)	.....(4,840)	.....(4,840)	.....1,000,000	.....0	.....0	.....0	.....20,000	06/15/2013	1FE.....			
92334N AA 1	VEOLIA ENVIRONNEMENT.....		F 06/03/2013	MATURITY.....		.....300,000	.....300,000	.....323,483	.....302,984	.....(2,984)	.....(2,984)	.....(2,984)	.....(2,984)	.....300,000	.....0	.....0	.....0	.....7,875	06/03/2013	2FE.....			
3899999.	Total - Bonds - Industrial & Miscellaneous.....					.....1,759,294	.....1,759,294	.....1,831,721	.....1,767,812	.....0	.....(8,885)	.....0	.....(8,885)	.....0	.....1,758,927	.....0	.....367	.....367	.....38,059	.....XXX...	.....XXX...		
8399997.	Total - Bonds - Part 4.....					.....25,070,098	.....24,753,655	.....25,064,802	.....19,946,563	.....0	.....(18,596)	.....0	.....(18,596)	.....0	.....24,929,287	.....0	.....140,808	.....140,808	.....238,829	.....XXX...	.....XXX...		
8399999.	Total - Bonds.....					.....25,070,098	.....24,753,655	.....25,064,802	.....19,946,563	.....0	.....(18,596)	.....0	.....(18,596)	.....0	.....24,929,287	.....0	.....140,808	.....140,808	.....238,829	.....XXX...	.....XXX...		

<b>Common Stocks - Mutual Funds</b>																								
543495 78 2	LOOMIS SAYLES GLBL BOND-INST.....		05/15/2013	MERRILL LYNCH.....		.....92,421,442	.....1,563,771	.....XXX	.....1,500,000	.....1,600,739	.....(100,739)	.....(100,739)	.....(100,739)	.....(100,739)	.....1,500,000	.....63,771	.....63,771	.....12,514	.....XXX...	L.....				
91232N 10 8	UNITED STATES OIL FUND LP.....		06/07/2013	J.P.MORGAN SECURITIES LTD.		.....57,700,000	.....1,959,458	.....XXX	.....2,167,461	.....1,925,449	.....242,012	.....242,012	.....242,012	.....242,012	.....2,167,461	.....(208,003)	.....(208,003)	.....XXX	.....L.....					
91288V 10 3	UNITED STATES 12 MONTH OIL FUND.....		05/23/2013	JP MORGAN SECURITIES INC.		.....54,700,000	.....2,167,911	.....XXX	.....2,166,427	.....2,169,949	.....(3,522)	.....(3,522)	.....(3,522)	.....(3,522)	.....2,166,427	.....1,484	.....1,484	.....1,484	.....XXX	L.....				
9299999.	Total - Common Stocks - Mutual Funds.....					.....5,691,140	.....XXX	.....5,833,888	.....5,696,137	.....137,751	.....0	.....0	.....0	.....0	.....5,833,888	.....0	.....(142,748)	.....(142,748)	.....12,514	.....XXX...	.....XXX...			
9799997.	Total - Common Stocks - Part 4.....					.....5,691,140	.....XXX	.....5,833,888	.....5,696,137	.....137,751	.....0	.....0	.....0	.....0	.....5,833,888	.....0	.....(142,748)	.....(142,748)	.....12,514	.....XXX...	.....XXX...			
9799999.	Total - Common Stocks.....					.....5,691,140	.....XXX	.....5,833,888	.....5,696,137	.....137,751	.....0	.....0	.....0	.....0	.....5,833,888	.....0	.....(142,748)	.....(142,748)	.....12,514	.....XXX...	.....XXX...			
9899999.	Total - Preferred and Common Stocks.....					.....5,691,140	.....XXX	.....5,833,888	.....5,696,137	.....137,751	.....0	.....0	.....0	.....0	.....5,833,888	.....0	.....(142,748)	.....(142,748)	.....12,514	.....XXX...	.....XXX...			
9999999.	Total - Bonds, Preferred and Common Stocks.....					.....30,761,238	.....XXX	.....30,898,690	.....25,642,700	.....137,751	.....(18,596)	.....0	.....0	.....0	.....119,155	.....0	.....30,763,175	.....0	.....(1,940)	.....(1,940)	.....251,343	.....XXX...	.....XXX...	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

**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-Sn 1**  
**NONE**

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

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

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

**Safe Auto Insurance Company**  
**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	
<b>Open Depositories</b>								
PNC PRIME MONEY MARKET FUND.....			4		28,793	28,794	2,033,796	XXX..
BBIF MONEY FUND CLASS 4.....					3,124	16,107	398,424	XXX..
FFI INST FUND.....			10		59,849	53,012	53,013	XXX..
PREFERRED DEPOSIT (BUS).....			.58		154,302	154,321	154,338	XXX..
MERRILL LYNCH.....	COLUMBUS, OH.....				6,564	.2	.1	XXX..
JP MORGAN CHASE.....	COLUMBUS, OH.....		.72		1,584,542	6,101,060	5,713,650	XXX..
US BANK.....	COLUMBUS, OH.....				137,287	125,396	125,197	XXX..
BANK OF AMERICA.....	NEW YORK, NY.....						700,000	XXX..
FEDERAL HOME LOAN BANK.....	CINCINNATI, OH.....				74,451	74,451	.81,677	XXX..
PITNEY BOWES.....	PITTSBURGH, PA.....				321,381	146,412	176,728	XXX..
INTEREST RECEIVED DURING QTR ON DISPOSED HOLDINGS.....								XXX..
0199999. Total Open Depositories.....	XXX.....	XXX.....	144	.0	2,370,293	6,699,554	9,436,824	XXX..
0399999. Total Cash on Deposit.....	XXX.....	XXX.....	144	.0	2,370,293	6,699,554	9,436,824	XXX..
0599999. Total Cash.....	XXX.....	XXX.....	144	.0	2,370,293	6,699,554	9,436,824	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
<b>Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations</b>							
TOYOTA MOTOR CREDIT CORP .....	.....	05/31/2013	.....0.100	07/30/2013	.....2,999.758	.....	.....258
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....	.....				2,999.758	.0	.....258
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....	.....				2,999.758	.0	.....258
<b>Total Bonds</b>							
7799999. Subtotals - Issuer Obligations.....	.....				2,999.758	.0	.....258
8399999. Subtotals - Bonds.....	.....				2,999.758	.0	.....258
8699999. Total - Cash Equivalents.....	.....				2,999.758	.0	.....258



## DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended June 30, 2013

NAIC Group Code.....0

Company Name: Safe Auto Insurance Company

NAIC Company Code.....25405

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
.....	.....	.....

2. Commercial Multiple Peril (CMP) Packaged Policies

2.1 Does the reporting entity provide D&amp;O liability coverage as part of a CMP packaged policy? ..... Yes [ ] No [X]

2.2 Can the direct premium earned for D&amp;O liability coverage provided as part of a CMP packaged policy be quantified or estimated? ..... Yes [ ] No [X]

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&amp;O liability coverage in CMP packaged policies:

2.31 Amount quantified: .....

2.32 Amount estimated using reasonable assumptions: .....

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&amp;O liability coverages provided in CMP packaged policies: .....