



QUARTERLY STATEMENT

As of September 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	4. Thomas Happensack	Controller & VP
John Kish # Evan McKee Mike Livermore #	Sr. Vice President Sr. Vice President Vice President	Kristin Watkins Charles Kordes #	Vice President Vice President

OTHER

Britt Beemer Oded Gur-Arie	Charles Bryan Ralph Kaparos	Ari Deshe Willy Graves #	Jon Diamond
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DIRECTORS OR TRUSTEES

State of..... County of.....			
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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 []

Statement for September 30, 2013 of the **Safe Auto Insurance Company**
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.....	199,056,994		199,056,994	202,961,839
2. Stocks:				
2.1 Preferred stocks.....	127,931		127,931	
2.2 Common stocks.....	21,171,210		21,171,210	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).....	30,410,047		30,410,047	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).....	1,392,265		1,392,265	
5. Cash (\$....6,677,275), cash equivalents (\$.....0) and short-term investments (\$....13,943,507).....	20,620,782		20,620,782	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).....	277,697,507	0	277,697,507	285,489,021
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	1,447,444		1,447,444	1,774,732
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	14,021,724		14,021,724	14,465,369
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	46,020,976		46,020,976	41,965,011
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			0	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.....	5,241,964		5,241,964	6,579,340
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....	16,981,168	14,638,216	2,342,952	2,001,319
21. Furniture and equipment, including health care delivery assets (\$.....0).....	1,926,446	1,926,446	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	7,947,612		7,947,612	8,516,196
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	12,518,540	1,984,791	10,533,749	9,172,859
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	383,803,381	18,549,453	365,253,928	369,998,002
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	383,803,381	18,549,453	365,253,928	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.....	5,279,054		5,279,054	4,295,254
2502. Deferred compensation life insurance.....	4,457,314		4,457,314	3,780,841
2503. License/maintenance agreements (prepaid).....	2,199,993	1,611,743	588,250	746,594
2598. Summary of remaining write-ins for Line 25 from overflow page.....	582,179	373,048	209,131	350,170
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	12,518,540	1,984,791	10,533,749	9,172,859

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....64,921,885).....	108,977,626	106,756,999
2. Reinsurance payable on paid losses and loss adjustment expenses.....		
3. Loss adjustment expenses.....	35,178,650	36,909,314
4. Commissions payable, contingent commissions and other similar charges.....	8,652	
5. Other expenses (excluding taxes, licenses and fees).....	9,559,285	7,893,637
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	3,492,750	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).....	76,464,963	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.....	9,896	
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.....	3,753,461	6,256,542
20. Derivatives.....		
21. Payable for securities.....	1,199,375	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.....	2,311,427	6,866,813
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	241,106,085	250,560,148
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	241,106,085	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).....	66,247,844	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).....	124,147,844	119,437,854
38. Totals (Page 2, Line 28, Col. 3).....	365,253,929	369,998,002

DETAILS OF WRITE-INS

2501. Funds set aside for escheatment.....	1,909,707	1,946,468
2502. Executive deferred compensation payable.....		3,824,410
2503. Self-insured medical plan.....		451,373
2598. Summary of remaining write-ins for Line 25 from overflow page.....	401,720	644,562
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	2,311,427	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 for September 30, 2013 of the **Safe Auto Insurance Company**
STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$.....221,678,481).....	216,848,390	214,570,919	283,964,750
1.2 Assumed..... (written \$.....0).....			
1.3 Ceded..... (written \$.....60,901).....	60,901	139,408	177,515
1.4 Net..... (written \$.....221,617,580).....	216,787,489	214,431,511	283,787,235
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....143,510,696):			
2.1 Direct.....	139,662,769	138,013,707	195,119,688
2.2 Assumed.....			
2.3 Ceded.....		1,472,203	1,438,904
2.4 Net.....	139,662,769	136,541,504	193,680,784
3. Loss adjustment expenses incurred.....	22,384,568	28,370,315	40,950,437
4. Other underwriting expenses incurred.....	76,357,074	96,493,732	123,842,960
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	238,404,411	261,405,551	358,474,181
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(21,616,922)	(46,974,040)	(74,686,946)
INVESTMENT INCOME			
9. Net investment income earned.....	5,225,632	6,284,398	8,300,531
10. Net realized capital gains (losses) less capital gains tax of \$.....0.....	37,194	1,664,188	2,868,731
11. Net investment gain (loss) (Lines 9 + 10).....	5,262,826	7,948,586	11,169,262
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....2,354,265).....	(2,354,265)	(2,182,642)	(3,010,270)
13. Finance and service charges not included in premiums.....	20,807,188	21,380,562	28,479,319
14. Aggregate write-ins for miscellaneous income.....	2,187,546	1,813,134	2,492,352
15. Total other income (Lines 12 through 14).....	20,640,469	21,011,054	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).....	4,286,373	(18,014,400)	(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).....	4,286,373	(18,014,400)	(35,556,283)
19. Federal and foreign income taxes incurred.....		(7,372,302)	(9,478,265)
20. Net income (Line 18 minus Line 19) (to Line 22).....	4,286,373	(10,642,098)	(26,078,018)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	119,437,853	139,569,316	139,569,322
22. Net income (from Line 20).....	4,286,373	(10,642,098)	(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.....	1,293,521	761,221	574,454
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	(640,864)	525,621	(4,161,514)
27. Change in nonadmitted assets.....	(4,229,039)	(730,245)	(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).....	4,709,991	(10,085,501)	(20,131,468)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	124,147,844	129,483,815	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.....	2,187,546	1,813,134	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).....	2,187,546	1,813,134	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 September 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
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	218,005,261	214,877,080	282,819,274
2. Net investment income.....	7,266,979	8,196,968	10,802,494
3. Miscellaneous income.....	20,640,469	21,011,054	27,961,401
4. Total (Lines 1 through 3).....	245,912,709	244,085,102	321,583,169
5. Benefit and loss related payments.....	137,407,987	139,781,777	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.....	99,381,394	126,526,990	163,192,176
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....		(6,911,328)	(8,403,858)
10. Total (Lines 5 through 9).....	236,789,381	259,397,439	339,447,049
11. Net cash from operations (Line 4 minus Line 10).....	9,123,328	(15,312,338)	(17,863,880)
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	78,512,076	80,853,007	131,521,242
12.2 Stocks.....	5,691,140	369,347	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.....		3,596,656	7,516,032
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	84,203,216	84,819,010	139,406,710
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	75,577,405	60,203,911	101,718,733
13.2 Stocks.....	2,099,345	598,662	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.....	4,816,459		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	82,493,209	60,968,062	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).....	1,710,007	23,850,948	36,820,079
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
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).....	(12,411,561)	2,008,311	(887,742)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(12,411,561)	(17,991,689)	(20,887,742)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	(1,578,226)	(9,453,079)	(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).....	20,620,783	14,677,473	22,199,008

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

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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.

	September 30, 2013	September 30, 2012
(1) Net income Ohio basis	4,286,373	(10,642,098)
(2) State prescribed practices	0	0
(3) State permitted practices	0	0
(4) Net income, NAIC SAP	<u>\$ 4,286,373</u>	<u>\$ (10,642,098)</u>
(5) Statutory surplus Ohio basis	124,147,844	129,483,815
(6) State prescribed practices	0	0
(7) State permitted practices	0	0
(8) Statutory surplus, NAIC SAP	<u>\$ 124,147,844</u>	<u>\$ 129,483,815</u>

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 carried one commercial mortgage loan with a current interest rate of 9.0% at September 30, 2013. The mortgage balance due as of September 30, 2013 is \$3,500,000. This commercial mortgage loan was paid in full on October 18, 2013.
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.

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NOTES TO FINANCIAL STATEMENTS

2. All loan backed securities with a 2013 recognized OTTI, disclosed in the aggregate, classified on the basis for the OTTI, are as follows:

	Amortized Cost Basis Before Other-than-Temporary Impairment	Other-than-Temporary Impairment Recognized in Loss	Fair Value
OTTI recognized 1st quarter			
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	-	-	-
Total 1st quarter	-	-	-
OTTI recognized 2nd quarter			
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	-	-	-
Total 2nd quarter	2,870,647	97,125	2,773,523
OTTI recognized 3rd quarter			
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	-	-	-
Total 3rd quarter	-	-	-

3. None

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	2,477,900	(1,385)	-	-	2,477,900	(1,385)
Commercial mortgage backed securities	3,351,530	(220,815)	-	-	3,351,530	(220,815)
Residential mortgage backed securities	20,105,734	(990,853)	17,404	(2,091)	20,123,138	(992,944)
Total	\$ 25,935,164	\$ (1,213,053)	\$ 17,404	\$ (2,091)	\$ 25,952,568	\$ (1,215,144)

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. None

NOTES TO FINANCIAL STATEMENTS

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 \$3,747,032 and \$8,081,978 as of September 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 net receivables from SAGI as of September 30, 2013 of \$6,883 with no net receivables as of September 30, 2012.
3. The Company had a net receivable balance from Parent of \$7,933,004 as of September 30, 2013 and a net payable balance to Parent of \$6,185,498 as of September 30, 2012. The Company declared a \$50,000,000 dividend payable to Safe Auto Insurance Group on August 16, 2011. As of September 30, 2013, the dividend has been paid in full.
4. The Company had net receivables from SafeAuto Realty, LLC of \$1,294 and \$0 as of September 30, 2013 and 2012, respectively.

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 \$12,189,032 and \$12,830,165 for the third 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 third quarter and \$750,000 for the first nine 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.

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.

NOTES TO FINANCIAL STATEMENTS**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 three quarters of 2013 and 2012, the Company paid \$27,500 and \$782,310, 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

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

In the third quarter the Company began a relationship with a single general agent (GA) to write and administer private passenger automobile insurance products in the State of California. The general agent writes direct premiums lower than 5% of policyholder surplus. The terms of the GA contracts give the GA's authority for premium collection (P). The Company retains underwriting authority for all policies issued under this agreement. In the third quarter the Company began a separate agreement with a single third party administrator to handle claims adjustment (CA) and claims payment (C) for handling of the company's State of California business.

20. FAIR VALUE MEASUREMENT**A. Inputs Used for Assets and Liabilities Measured at Fair Value****1. 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	24,967	955,020	-	979,987
Commercial mortgage backed securities	-	-	-	-
Total fixed maturities	24,967	955,020	-	979,987
Preferred Stock		129,950		129,950
Common stock	20,479,692	689,500	-	21,169,192
Total investments	\$20,504,659	\$1,774,470	\$ -	\$ 22,279,129

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

2. Roll forward of Level 3 items

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

NOTES TO FINANCIAL STATEMENTS

3. 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.

4. 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

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 \$162,046,825 were lower by \$3,187,891 because of favorable development of prior year estimates. This favorable development was approximately 2.2% 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 decrease in estimated losses for prior years of \$3,846,154 is a result of claim frequency and severity being below previously expected levels in the preceding two most recent years. The increase in prior years' estimated LAE of \$658,263 is primarily a result of the impact of higher adjusting costs on A&O 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

NOTES TO FINANCIAL STATEMENTS

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

Safe Auto Insurance Company

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 [] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

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 [X] No [] N/A []
If yes, attach an explanation.
In September 2013, the Company entered into a general agent agreement with SCJ to write business in the State of California. A separate agreement was made with DMA Claims Management, Inc. to handle claims on the California business.

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
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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: \$.....,7937,096

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 of 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
US 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 September 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	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

Statement for September 30, 2013 of the **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

Safe Auto Insurance Company
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....	.AL.....	N.....					
2. Alaska.....	AK.....	N.....					
3. Arizona.....	AZ.....	L.....	8,432,640	7,974,327	5,383,857	.4,412,085	4,504,108
4. Arkansas.....	AR.....	L.....					
5. California.....	CA.....	L.....	70,598				8,171
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.....	15,493,521	15,737,163	8,835,820	10,484,684	7,019,367
12. Hawaii.....	HI.....	N.....					
13. Idaho.....	ID.....	N.....					
14. Illinois.....	IL.....	L.....	10,004,790	10,742,860	6,379,203	6,929,137	5,286,961
15. Indiana.....	IN.....	L.....	18,952,573	18,802,110	12,554,110	12,173,931	12,220,595
16. Iowa.....	IA.....	N.....					
17. Kansas.....	KS.....	L.....	.844,066	685,375	395,123	125,380	309,784
18. Kentucky.....	KY.....	L.....	30,408,348	27,531,759	18,365,147	16,828,933	15,380,775
19. Louisiana.....	LA.....	L.....	2,600,931	2,751,290	1,623,352	1,805,800	912,559
20. Maine.....	ME.....	N.....					
21. Maryland.....	MD.....	N.....					
22. Massachusetts.....	MA.....	N.....					
23. Michigan.....	MI.....	N.....					
24. Minnesota.....	MN.....	N.....					
25. Mississippi.....	MS.....	L.....	1,491,362	1,447,541	1,082,074	.870,225	.610,161
26. Missouri.....	MO.....	L.....	12,216,020	14,115,124	9,899,851	10,336,367	7,467,674
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.....	41,668,110	40,227,449	23,729,683	23,696,128	16,196,803
37. Oklahoma.....	OK.....	L.....	5,516,757	5,429,906	3,836,896	4,018,415	3,060,406
38. Oregon.....	OR.....	N.....					
39. Pennsylvania.....	PA.....	L.....	42,514,378	41,650,998	24,242,279	23,348,351	19,207,405
40. Rhode Island.....	RI.....	N.....					
41. South Carolina.....	SC.....	L.....	8,895,714	9,746,407	6,236,798	6,685,117	5,812,590
42. South Dakota.....	SD.....	N.....					
43. Tennessee.....	TN.....	L.....	6,893,303	6,861,323	3,866,873	4,486,567	2,997,453
44. Texas.....	TX.....	L.....	13,408,836	15,303,795	10,029,497	11,195,246	7,153,082
45. Utah.....	UT.....	N.....					
46. Vermont.....	VT.....	N.....					
47. Virginia.....	VA.....	L.....	2,266,534	1,479,446	.983,360	.457,455	.829,731
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	221,678,481	220,486,873	137,443,923	137,853,821	108,977,625
							95,151,872

DETAILS OF WRITE-INS

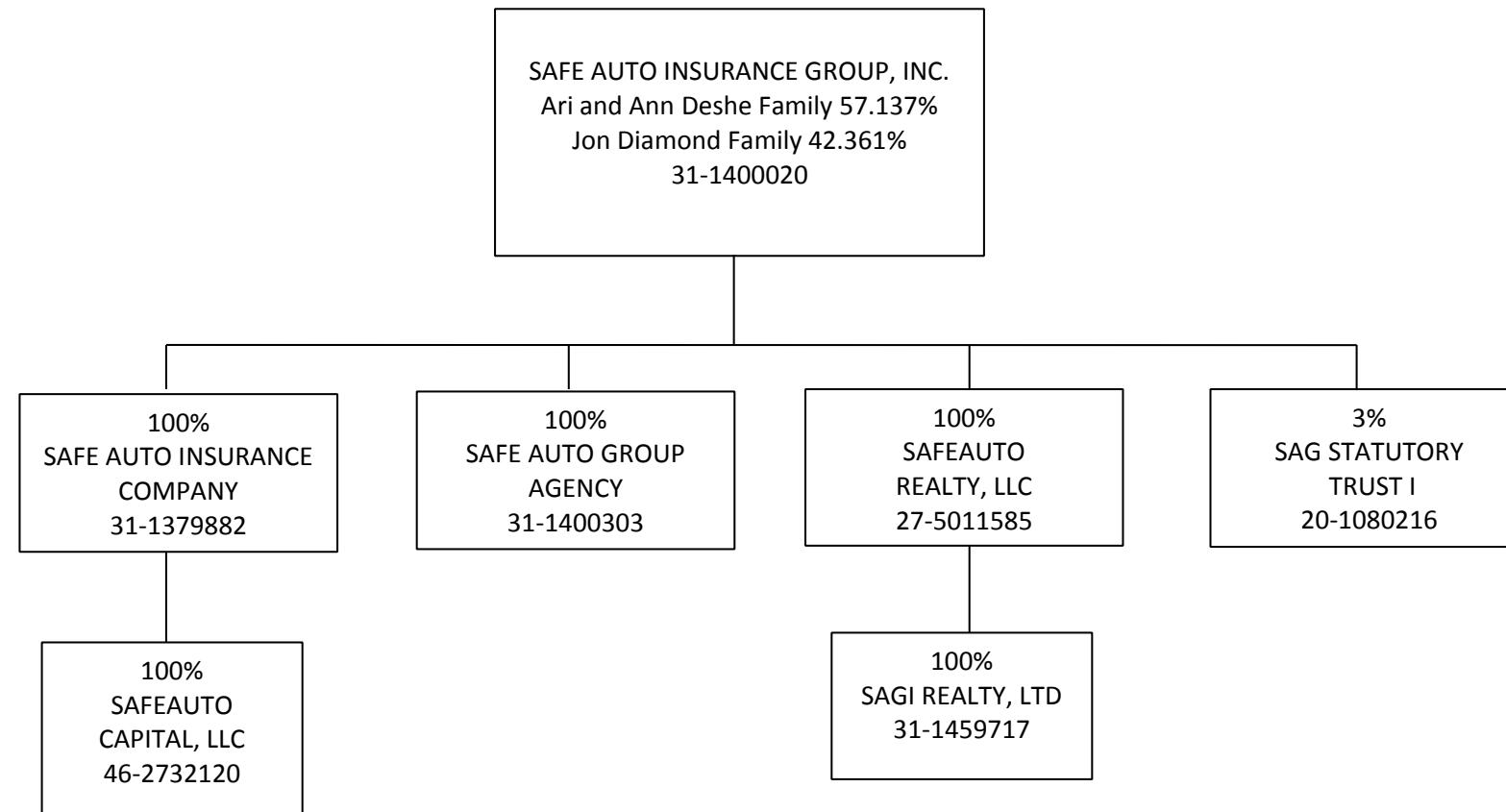
58001.....	XXX.....						
58002.....	XXX.....						
58003.....	XXX.....						
58998. Summary of remaining write-ins for Line 58 from overflow page.....	XXX.....	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above).....	XXX.....	0	0	0	0	0	0

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

Statement for September 30, 2013 of the **Safe Auto Insurance Company**
PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....				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.....	155,334,892	103,260,520	66.5	65.1
19.3, 19.4 Commercial auto liability.....				0.0
21. Auto physical damage.....	61,513,499	36,402,249	59.2	62.3
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.....	216,848,391	139,662,769	64.4	64.3

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.....	51,325,919	158,425,866	159,323,468
19.3, 19.4 Commercial auto liability.....			
21. Auto physical damage.....	20,770,816	63,252,615	61,163,404
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	0.0
35. Totals.....	72,096,735	221,678,481	220,486,872

DETAILS OF WRITE-INS

3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

ACCOUNT AND ACCOUNT 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	.....7,458	.....149	.....7,607	.....8,186	.....180	.....1,892	.....10,258	.....(919)	.....(805)	.....(1,724)
2. 2011.....	.....23,754	.....5,847	.....29,601	.....13,827	.....126	.....13,953	.....10,583	.....491	.....3,313	.....14,387	.....656	.....(1,917)	.....(1,261)
3. Subtotals 2011 + Prior.....	.....40,317	.....8,873	.....49,190	.....21,285	.....275	.....21,560	.....18,769	.....671	.....5,205	.....24,645	.....(263)	.....(2,722)	.....(2,985)
4. 2012.....	.....74,905	.....19,574	.....94,479	.....47,151	.....3,159	.....50,310	.....28,743	.....2,227	.....9,674	.....40,644	.....989	.....(4,514)	.....(3,525)
5. Subtotals 2012 + Prior.....	.....115,222	.....28,447	.....143,669	.....68,436	.....3,434	.....71,870	.....47,512	.....2,898	.....14,879	.....65,289	.....726	.....(7,236)	.....(6,510)
6. 2013.....	.....XXX	.....XXX	.....XXX	.....XXX	.....89,688	.....89,688	.....XXX	.....58,040	.....20,828	.....78,868	.....XXX	.....XXX	.....XXX
7. Totals.....	.....115,222	.....28,447	.....143,669	.....68,436	.....93,122	.....161,558	.....47,512	.....60,938	.....35,707	.....144,157	.....726	.....(7,236)	.....(6,510)
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. .....0.6 %	2. ....(25.4)%	3. ....(4.5)%
											Col. 13, Line 7 Line 8		
											4. ....(5.5)%		

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 September 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.....	241,259	241,259	0	
2505. Job incentives receivables.....	180,246		180,246	272,772
2506. Postage receivable.....	83,080	83,080	0	
2507. Miscellaneous receivables.....	75,081	48,709	26,372	77,398
2508. Contributions and Withdrawals.....	2,513		2,513	
2597. Summary of remaining write-ins for Line 25.....	582,179	373,048	209,131	350,170

Additional Write-ins for Liabilities:

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

Statement for September 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.....	607,206	828,781
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8).....	31,802,312	32,409,518
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	31,802,312	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.....		3,334,511
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.....	77,676,751	102,406,022
3. Accrual of discount.....	37,951	66,305
4. Unrealized valuation increase (decrease).....	1,990,034	902,976
5. Total gain (loss) on disposals.....	413,625	3,943,050
6. Deduct consideration for bonds and stocks disposed of.....	84,203,210	131,890,589
7. Deduct amortization of premium.....	1,144,804	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).....	220,356,138	225,962,222
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	220,356,138	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
BONDS								
1. Class 1 (a).....	190,169,256	73,625,812	69,298,916	(306,729)	193,935,983	190,169,256	194,189,423	198,547,549
2. Class 2 (a).....	17,296,047	2,916,235	1,642,835	(1,050,618)	16,299,527	17,296,047	17,518,829	16,560,680
3. Class 3 (a).....	131,080		743	967,988	144,815	131,080	1,098,325	145,607
4. Class 4 (a).....	203,196			(9,272)	203,196	203,196	193,924	203,197
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	207,799,579	76,542,047	70,942,494	(398,631)	210,583,521	207,799,579	213,000,501	215,457,033
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....		127,931		2,019				129,950
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	127,931	0	2,019	0	0	129,950	0
15. Total Bonds and Preferred Stock.....	207,799,579	76,669,978	70,942,494	(396,612)	210,583,521	207,799,579	213,130,451	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.

QSI02

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	13,943,507	XXX	13,943,625	1,473	970

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.....	33,385,734	24,109,257
3. Accrual of discount.....	58	2,812
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		12
6. Deduct consideration received on disposals.....	27,187,325	36,243,735
7. Deduct amortization of premium.....	176	
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).....	13,943,507	7,745,216
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	13,943,507	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

Statement for September 30, 2013 of the **Safe Auto Insurance Company**
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.....	26,746,255	40,244,039
3. Accrual of discount.....	3,764	3,274
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....	78	
6. Deduct consideration received on disposals.....	31,499,995	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).....	0	4,749,976
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	0	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 Date Acquired	4 Foreign	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 VK 3	UNITED STATES TREASURY NOTE.....	07/01/2013	PNC CAPITAL MARKETS.....		1,989,537	2,000,000		75	1.....
0599999.	Total - Bonds - U.S. Government.....				1,989,537	2,000,000		75	XXX.....
Bonds - All Other Government									
46513A F8 8	ISRAEL STATE OF.....	F.....	07/01/2013	DIRECT.....	700,000	700,000			1.....
1099999.	Total - Bonds - All Other Government.....				700,000	700,000		0	XXX.....
Bonds - U.S. Special Revenue and Special Assessment									
3128MJ S4 3	FEDERAL HOME LN MTG CORP #G08538.....		08/06/2013	VARIOUS.....	5,885,089	5,837,283		6,243	1FE.....
31307B 6T 2	FEDERAL HOME LN MTG CORP #J23582.....		08/05/2013	SUNTRUST CAPITAL MARKETS.....	2,022,835	1,968,696		2,133	1FE.....
3132GT PH 4	FEDERAL HOME LN MTG CORP #Q08224.....		07/26/2013	CANTOR FITZGERALD LLC.....	8,099,516	8,034,238		8,592	1FE.....
3137A3 RL 5	FREDDIE MAC -3782 PG.....		07/30/2013	KEY BANC CAPITAL MARKETS.....	1,268,774	1,240,476		78	1FE.....
3138X6 A5 4	FEDERAL NATIONAL MTG ASSOC #AU6327.....		08/15/2013	SUNTRUST CAPITAL MARKETS.....	2,035,539	1,991,204		2,655	1FE.....
31397N 5G 6	FANNIE MAE 09-38 AB.....		07/26/2013	KEY BANC CAPITAL MARKETS.....	1,823,097	1,715,856		5,720	1FE.....
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments.....				21,134,850	20,787,753		25,421	XXX.....
Bonds - Industrial and Miscellaneous									
053635 AA 6	EVERY POINT CLO LTD 13-2A A.....		08/07/2013	BANK OF AMERICA.....	1,985,716	2,000,000		4,190	1FE.....
12549C AA 4	CIFC 2013-3A A1A.....		08/02/2013	CITIGROUP GLOBAL MARKETS.....	2,995,860	3,000,000			1FE.....
14041N DL 2	CAPITAL ONE MULTI-ASSET EXECUT 07-A2 A2.....		07/26/2013	BARCLAYS CAPITAL.....	2,477,734	2,500,000		301	1FE.....
14313N AD 4	CARMAX AUTO OWNER TRUST 13-3 A4.....		07/31/2013	JP MORGAN SECURITIES INC.....	1,999,901	2,000,000			1FE.....
161571 FT 6	CHASE ISSUANCE TRUST 12-A10 A10.....		08/15/2013	BARCLAYS CAPITAL.....	1,994,063	2,000,000		123	1FE.....
191216 AU 4	COCA-COLA COMPANY.....		08/26/2013	CITIGROUP GLOBAL MARKETS.....	1,022,760	1,000,000		8,900	1FE.....
25468P CM 6	WALT DISNEY COMPANY/THE.....		08/26/2013	WELLS FARGO FINANCIAL.....	1,009,700	1,000,000		488	1FE.....
36962G 4T 8	GENERAL ELEC CAP CORP.....		07/23/2013	PARIBAS CORPORATION.....	1,026,090	1,000,000		4,813	1FE.....
459284 AA 3	COCA-COLA ENTERPRISES.....		08/07/2013	MORGAN STANLEY & CO.....	768,960	750,000		6,508	2FE.....
564759 PS 1	MANUFACTURES & TRADERS BANK.....		09/24/2013	MERRILL LYNCH.....	206,000	200,000		2,761	1FE.....
665772 CF 4	NORTHERN STATES PWR-MINN.....		08/26/2013	WELLS FARGO FINANCIAL.....	511,580	500,000		379	1FE.....
713448 CE 6	PEPSICO INC.....		08/26/2013	HSBC SECURITIES USA INC.....	992,710	1,000,000		58	1FE.....
78573A AB 6	SABMILLER HOLDINGS INC.....		08/08/2013	GOLDMAN SACHS.....	773,040	750,000		1,429	2FE.....
811065 AA 9	SCRIPPS NETWORKS INTERAC.....		08/15/2013	WELLS FARGO FINANCIAL.....	519,400	500,000		2,438	2FE.....
887317 AC 9	TIME WARNER INC.....		08/08/2013	WELLS FARGO FINANCIAL.....	854,835	750,000		10,771	2FE.....
780083 VJ 2	ROYAL BANK OF CANADA.....	I.....	08/07/2013	MERRILL LYNCH.....	500,990	500,000		243	1FE.....
89352H AH 2	TRANS-CANADA PIPELINES.....	I.....	09/30/2013	KEY BANC CAPITAL MARKETS.....	994,590	1,000,000		1,625	1FE.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....				20,633,929	20,450,000		45,027	XXX.....
8399997.	Total - Bonds - Part 3.....				44,458,316	43,937,753		70,523	XXX.....
8399999.	Total - Bonds.....				44,458,316	43,937,753		70,523	XXX.....
Preferred Stocks - Industrial and Miscellaneous									
902973 83 3	US BANCORP 6.5%.....		08/20/2013	MERRILL LYNCH.....	5,000,000	127,931			P2LFE.....
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous.....					127,931	XXX.....	0	XXX.....
8999997.	Total - Preferred Stocks - Part 3.....					127,931	XXX.....	0	XXX.....
8999999.	Total - Preferred Stocks.....					127,931	XXX.....	0	XXX.....
Common Stocks - Mutual Funds									
78462F 10 3	SPDR S&P 500 ETF TRUST.....		09/26/2013	J.P.MORGAN SECURITIES LTD.....	2,375,000	404,014	XXX.....		L.....
9299999.	Total - Common Stocks - Mutual Funds.....					404,014	XXX.....	0	XXX.....
9799997.	Total - Common Stocks - Part 3.....					404,014	XXX.....	0	XXX.....
9799999.	Total - Common Stocks.....					404,014	XXX.....	0	XXX.....
9899999.	Total - Preferred and Common Stocks.....					531,945	XXX.....	0	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....					44,990,261	XXX.....	70,523	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 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 Change in B.A.C.V.	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) on Disposal	21 Bond Interest/ Stock Dividends Received During Year	22 NAIC Design- ation or Market Indicator					
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Accretion	13 Other Than Temporary Impairment	14 Total Change in B.A.C.V.	15 Change in B.A.C.V.												
Bonds - U.S. Government																										
36178U UW 1	GOVERNMENT NATL MTG ASSOC II #AB7797.....		09/01/2013	PAYDOWN.....			4,795	4,795	5,158			(18)		(18)			4,795				0	70	11/20/2042	1FE.....		
36296U SY 7	GOVERNMENT NATL MTG ASSOC #701735.....		09/01/2013	PAYDOWN.....			276,335	276,335	282,035	276,992		(656)		(656)			276,335				0	8,304	03/15/2039	1FE.....		
36297J TV 6	GOVERNMENT NATL MTG ASSOC #713464.....		09/01/2013	PAYDOWN.....			33,534	33,534	34,561	33,796		(261)		(261)			33,534				0	1,071	06/15/2039	1FE.....		
912828 NU 0	UNITED STATES TREASURY NOTES.....		08/15/2013	MATURITY.....			1,000,000	1,000,000	1,000,156	1,000,033		(33)		(33)			1,000,000				0	7,500	08/15/2013	1.....		
912828 SK 7	UNITED STATES TREASURY NOTES.....		07/23/2013	VARIOUS.....			1,001,833	1,000,000	1,002,308			(322)	892	(1,214)			1,001,994				739	739	1,335	03/15/2015	1.....	
912828 SS 0	UNITED STATES TREASURY NOTES.....		07/23/2013	VARIOUS.....			3,993,580	4,000,000	4,058,451			(3,230)	75,533	(78,763)			3,979,688				13,893	13,893	25,584	04/30/2017	1.....	
912828 UD 0	UNITED STATES TREASURY NOTE.....		07/23/2013	JEFFERIES & COMPANY INC..			1,997,728	2,000,000	1,994,460				1,391		1,391			1,995,851				1,876	1,876	1,413	12/31/2014	1.....
912828 US 7	UNITED STATES TREASURY NOTE.....		07/23/2013	VARIOUS.....			1,993,509	2,000,000	2,001,882			(141)	12,444	(12,585)			1,989,297				4,212	4,212	2,670	03/15/2016	1.....	
912828 UT 5	UNITED STATES TREASURY NOTE.....		07/23/2013	VARIOUS.....			999,645	1,000,000	1,000,121			(15)	1,239	(1,254)			998,867				778	778	786	03/31/2015	1.....	
912828 VB 3	UNITED STATES TREASURY NOTE.....		07/23/2013	VARIOUS.....			467,381	500,000	479,377				94	11,268	(11,174)			468,203				(822)	(822)	1,664	05/15/2023	1.....
0599999.	Total - Bonds - U.S. Government.....						11,768,340	11,814,664	11,858,509	1,310,821	0	(3,191)	101,376	(104,567)			0	11,747,664			0	20,676	20,676	50,397	XXX...	XXX...
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																										
434110 QZ 8	HOBOKEN NJ.....		07/30/2013	VARIOUS.....			248,750	250,000	258,268	253,677		(641)		(641)			253,035				(4,285)	(4,285)	13,362	02/01/2018	2FE.....	
2499999.	Total - Bonds - U.S. Political Subdivisions of States, Territories & Possessions.....						248,750	250,000	258,268	253,677	0	(641)	0	(641)			253,035				(4,285)	(4,285)	13,362	XXX...	XXX...	
Bonds - U.S. Special Revenue and Special Assessment																										
04780T CM 4	ATLANTA GA ARPT PASSENGER FAC.....		07/23/2013	JEFFERIES & COMPANY INC..			1,078,570	1,000,000	1,046,170	1,037,054		(2,615)		(2,615)			1,034,438				44,132	44,132	53,472	01/01/2026	1FE.....	
197493 QP 7	COLUMBIA CNTY GA WTR & SWR REV.....		07/23/2013	BMO CAPITAL MARKETS.....			1,091,850	1,000,000	1,146,840	1,116,523		(8,006)		(8,006)			1,108,518				(16,668)	(16,668)	32,639	06/01/2026	1FE.....	
3128H7 X8 0	FEDERAL HOME LOAN MTG CORP #E99703.....		09/01/2013	PAYDOWN.....			35,516	35,516	36,066	35,600		(84)		(84)			35,516				0	1,149	10/01/2018	1FE.....		
3128MJ S4 3	FEDERAL HOME LN MTG CORP #G08538.....		09/01/2013	PAYDOWN.....			21,792	21,792	21,970				0				21,792				64	64	70,000	07/01/2043	1FE.....	
3128MM P8 0	FEDERAL HOME LN MTG CORP #G18446.....		08/01/2013	VARIOUS.....			887,981	889,474	931,446	934,162		(4,963)	33,587	(38,550)			895,612				(7,632)	(7,632)	15,585	10/01/2027	1FE.....	
3128PN AW 8	FEDERAL HOME LOAN MTG CORP #J09921.....		09/01/2013	PAYDOWN.....			195,799	195,799	198,736	196,241		(442)		(442)			195,799				0	5,324	07/01/2024	1FE.....		
3128PN BR 8	FEDERAL HOME LOAN MTG CORP #J09948.....		09/01/2013	PAYDOWN.....			114,752	114,752	116,473	114,982		(230)		(230)			114,752				0	3,060	07/01/2024	1FE.....		
3128PP 5E 9	FEDERAL HOME LOAN MTG CORP #J10845.....		09/01/2013	PAYDOWN.....			4,694	4,694	4,825	4,730		(36)		(36)			4,694				0	141	10/01/2024	1FE.....		
3128PQ UU 3	FEDERAL HOME LOAN MTG CORP #J11495.....		09/01/2013	PAYDOWN.....			327,088	327,088	340,478	329,986		(2,898)		(2,898)			327,088				0	10,173	02/01/2025	1FE.....		
3128PU ND 0	FEDERAL HOME LOAN MTG CORP #J14888.....		09/01/2013	PAYDOWN.....			104,260	104,260	105,628	104,344		(84)		(84)			104,260				0	2,381	04/01/2026	1FE.....		
31292M EN 9	FEDERAL HOME LN MTG CORP #C04641.....		08/01/2013	VARIOUS.....			966,382	993,272	998,742			(17)	29,205	(29,222)			969,521				(3,139)	(3,139)	5,863	03/01/2043	1FE.....	
312944 FE 6	FEDERAL HOME LOAN MTG CORP #A95565.....		08/01/2013	VARIOUS.....			2,530,349	2,435,422	2,369,589	2,373,492		(338)		(338)			2,373,154				157,194	157,194	67,595	12/01/2040	1FE.....	
312962 5L 3	FEDERAL HOME LOAN MTG CORP #B10851.....		09/01/2013	PAYDOWN.....			7,245	7,245	7,405	7,272		(27)		(27)			7,245				0	250	11/01/2018	1FE.....		
312964 E9 6	FEDERAL HOME LOAN MTG CORP #B11960.....		09/01/2013	PAYDOWN.....			15,059	15,059	15,172	15,071		(12)		(12)			15,059				0	414	01/01/2019	1FE.....		
31306X 2B 8	FEDERAL HOME LN MTG CORP #J20770.....		09/01/2013	PAYDOWN.....			45,983	45,983	48,336	46,215		(232)		(232)			45,983				0	775	10/01/2027	1FE.....		
31306X YJ 6	FEDERAL HOME LN MTG CORP #J20713.....		08/01/2013	VARIOUS.....			900,693	902,164	944,734	947,184		(4,462)	34,333	(38,795)			908,389				(7,896)	(7,896)	15,754	10/01/2027	1FE.....	
31307B 6T 2	FEDERAL HOME LN MTG CORP #J23582.....		09/01/2013	PAYDOWN.....			8,445	8,445	8,677			(1)		(1)			8,445				0	21	05/01/2028	1FE.....		
3132GT PH 4	FEDERAL HOME LN MTG CORP #Q08224.....		09/01/2013	PAYDOWN.....			31,795	31,795	32,053				0				31,795				0	93	05/01/2042	1FE.....		
3132L5 AF 0	FEDERAL HOME LN MTG CORP #V80006.....		09/01/2013	PAYDOWN.....			43,624	43,624	45,580			(73)		(73)			43,624				0	333	04/01/2043	1FE.....		
3135G0 RT 2	FANNIE MAE.....	E.	07/23/2013	VARIOUS.....			979,398	1,000,000	1,002,004	1,002,001		(197)	27,633	(27,830)			974,170				5,228	5,228	5,201	12/20/2017	1FE.....	
3135G0 VA 8	FANNIE MAE.....	E.	07/23/2013	VARIOUS.....			3,988,760	4,000,000	4,011,640			(887)	33,193	(34,080)			3,977,560				11,200	11,200	6,333	03/30/2016	1FE.....	
3137A1 X9 9	FREDDIE MAC -3719 LE.....		09/01/2013	PAYDOWN.....			99,878	99,878	102,609	100,798		(919)		(919)			99,878				0	2,589	08/15/2028	1FE.....		
3137A3 RL 5	FREDDIE MAC -3782 PG.....		09/01/2013	PAYDOWN.....			26,960	26,9																		

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	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22 NAIC Design- ation or Market Indicator				
										11 Prior Year Book/ Adjusted Carrying Value (Increase/ Decrease)	12 Unrealized Valuation (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment	14 Total Change in B.A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B.A.C.V.	Book/ Adjusted Carrying Value At B.A.C.V.	Foreign Exchange	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date				
3138MG LE 3	FEDERAL NATIONAL MTG ASSOC #AQ1224.....		09/01/2013	PAYDOWN.....			11,399	..11,399	11,930	11,428		..(29)		..(29)		11,399			..0	228	11/01/2042	1FE.....			
3138MK 5J 1	FEDERAL NATIONAL MTG ASSOC #AQ4448.....		09/01/2013	PAYDOWN.....			47,895	..47,895	50,237	48,043		..(148)		..(148)		47,895			..0	.883	11/01/2042	1FE.....			
31393Q MH 2	FEDERAL HOME LOAN MTG CORP 2614 EQ.....		09/01/2013	PAYDOWN.....			6,963	..6,963	6,717	6,883		..80		..80		6,963			..0	.206	12/15/2017	1FE.....			
31393Q WR 9	FEDERAL HOME LOAN MTG CORP 2610 DG.....		07/01/2013	PAYDOWN.....			.591	..591	.556	.574		..17		..17		.591			..0	.13	03/15/2033	1FE.....			
31397N 5G 6	FANNIE MAE 09-38 AB.....		09/01/2013	PAYDOWN.....			97,509	..97,509	103,603			..(89)		..(89)		97,509			..0	.484	06/25/2024	1FE.....			
31398C D4 7	FREDDIE MAC -3527 DA.....		09/01/2013	PAYDOWN.....			87,356	..87,356	90,591	88,149		..(794)		..(794)		87,356			..0	.2,333	04/15/2029	1FE.....			
31398M FS 0	FNR 2010-17 CA.....		09/01/2013	PAYDOWN.....			17,264	..17,264	17,920	17,529		..(265)		..(265)		17,264			..0	.454	11/25/2023	1FE.....			
31398P QS 1	FANNIE MAE 10-40 DN.....		09/01/2013	PAYDOWN.....			103,722	..103,722	105,667	104,279		..(557)		..(557)		103,722			..0	.2,392	03/25/2028	1FE.....			
31418A MW 5	FEDERAL NATIONAL MTG ASSOC #MA1272.....		09/01/2013	PAYDOWN.....			20,373	..20,373	21,430	20,439		..(66)		..(66)		20,373			..0	.395	12/01/2042	1FE.....			
38373A D9 4	GINNIE MAE 2009-69 PV.....		09/01/2013	PAYDOWN.....			192,846	..192,846	195,166	193,465		..(619)		..(619)		192,846			..0	.5,132	08/20/2039	1FE.....			
38374B 5M 1	GOVERNMENT NATL MTG ASSOC 03 79 PH.....		08/01/2013	PAYDOWN.....			6,829	..6,829	7,086	6,845		..(17)		..(17)		6,829			..0	.201	12/20/2031	1FE.....			
575896 HN 8	MASSACHUSETTS ST PORT AUTH.....		07/23/2013	MORGAN STANLEY & CO.....			1,035,199	..1,015,000	1,018,786	1,018,119		..(199)		..(199)		1,017,920		17,278	..17,278	.54,274	07/01/2040	1FE.....			
62888V AB 4	NCUA GUARANTEE NOTES 10-1R1 2A.....		09/04/2013	PAYDOWN.....			126,633	..126,633	126,621	126,617		..16		..16		126,633			..0	.1,559	10/07/2020	1FE.....			
64972F U8 7	NEW YORK CITY NY MUNI WTR FIN.....		07/23/2013	VARIOUS.....			522,310	..500,000	549,155	539,263		..(2,304)		..(4,333)		532,625		..(10,315)	..(10,315)	.15,347	06/15/2031	1FE.....			
650028 SP 9	NEW YORK ST THRUWAY AUTH PERSO.....		07/23/2013	VARIOUS.....			.797,078	..750,000	833,348	816,928		..(3,799)		..(1,982)		811,148		..(14,070)	..(14,070)	.32,396	03/15/2030	1FE.....			
735352 FD 3	PORT SAINT LUCIE FL UTILITY RE.....		09/01/2013	PREREFUNDED.....			200,000	..200,000	228,678	204,529		..(4,529)		..(4,529)		200,000			..0	.10,000	09/01/2019	1FE.....			
795560 DE 8	SALT LAKE & SANDY UT MET WTR D.....		07/30/2013	MORGAN STANLEY & CO.....			790,170	..750,000	813,810	795,132		..(3,621)		..(3,621)		791,511		..(1,341)	..(1,341)	.40,729	07/01/2030	1FE.....			
837151 GH 6	SOUTH CAROLINA ST PUBLIC SVC A.....		07/01/2013	PREREFUNDED.....			.275,000	..275,000	.294,902	.277,559		..(2,559)		..(2,559)		.275,000			..0	.13,750	01/01/2019	1FE.....			
837151 GT 0	SOUTH CAROLINA ST PUBLIC SVC A.....		09/09/2013	SECURITY CALLED BY ISSUER at 100,000			.850,000	..850,000	.911,515	.857,909		..(7,909)		..(7,909)		.850,000			..0	.50,339	01/01/2019	1FE.....			
914119 PS 5	UNIV OF CINCINNATI OH RECPTS.....		07/23/2013	KEY BANC CAPITAL MARKETS			1,845,945	..1,700,000	1,849,668	1,808,034		..(7,840)		..(7,840)		1,800,194		45,751	..45,751	.55,486	06/01/2025	1FE.....			
319999. Total - Bonds - U.S. Special Revenue & Assessment.....							25,105,258	..24,678,695	25,437,512	24,436,774		..0		..(65,850)		249,010		(314,860)	..0	.24,866,358		.238,897	.238,897	.534,667	XXX

Bonds - Industrial and Miscellaneous

00253C HW 0	AAMES MTG TR 02 2 A2.....		09/01/2013	PAYDOWN.....			.30	..30	.30	.30							.30			..0	.1	03/25/2033	1FM.....
03063N AA 5	AMERICOLD LLC TRUST 10-ARTA A1.....		09/11/2013	PAYDOWN.....			21,912	..21,912	21,912	21,912							21,912			..0	.562	01/14/2029	1FM.....
12669G V3 2	COUNTRYWIDE HOME LOANS 05 J2 3A4.....		07/01/2013	PAYDOWN.....			3,484	..3,484	3,466	3,426		..58		..58		3,484			..0	.97	08/25/2035	1FM.....	
144195 AN 4	CAROLINA TEL&TEL.....		08/15/2013	MATURITY.....			126,000	..126,000	137,970	128,180		..(2,180)		..(2,180)		.126,000			..0	.8,505	08/15/2013	2FE.....	
161571 DD 3	CHASE ISSUANCE TRUST 08-A13 A13.....		09/15/2013	PAYDOWN.....			500,000	..500,000	513,711	500,635		..(635)		..(635)		.500,000			..0	.6,775	09/15/2015	1FE.....	
172967 EY 3	CITIGROUP INC.....		08/27/2013	TENDER OFFER.....			388,373	..369,000	392,324	378,056		..(3,892)		..(3,892)		.374,164		14,208	..14,208	.25,745	08/12/2014	1FE.....	
22541Q 4C 3	CSFB MTG SECs CORP 03 29 6A1.....		09/01/2013	PAYDOWN.....			.25,857	..25,857	.25,759	.25,853		..4		..4		.25,857			..0	.852	11/25/2018	1FM.....	
23305X AS 0	DBUBS MORTGAGE TRUST 11-LC2A A1FL.....		09/10/2013	PAYDOWN.....			.29,702	..29,702	.29,702	.29,702						.29,702			..0	.297	07/12/2044	1FM.....	
25468P CV 6	WALT DISNEY COMPANY/THE.....		07/23/2013	VARIOUS.....			.491,505	..500,000	.496,445	.496,505		..346		..12,100		.484,750			..0	.6,755	12/01/2017	1FE.....	
26442C AL 8	DUKE ENERGY CAROLINAS.....		07/23/2013	VARIOUS.....			.511,260	..500,000	.509,725	.507,950		..(982)		..153		.506,815			..0	.4,445	12/15/2016	1FE.....	
36249K AA 8	A1		09/01/2013	PAYDOWN.....			.27,789	..27,789	.28,623	.27,889		..(100)		..(100)		.27,789			..0	.680	05/10/2020	1FM.....	
57165L AA 2	MARRIOTT VACATION CLUB OWNER T 10-1A A.....		09/20/2013	PAYDOWN.....			.33,434	..33,434	.33,430	.33,382		..51		..51		.33,434			..0	.787	10/20/2032	1FE.....	
59549P AA 6	MID-STATE TR 4 A.....		07/01/2013	PAYDOWN.....			.743	..743	.786	.747		..(4)		..(4)		.743			..0	.46	04/01/2030	3AM.....	
677347 CD 6	OHIO EDISON.....		08/28/2013	SECURITY CALLED BY ISSUER at 115,424			.230,848	..200,000	.228,370	.217,619		..(3,109)		..(3,109)		.214,510		16,337	..16,337	.14,329	07/15/2016	2FE.....	
76110V LB 2	RESIDENTIAL FDG MTG SECs II 02 H14 M1.....		09/01/2013	PAYDOWN.....			.637	..637	.635	.637						.637			..0	.25	10/25/2027	1FM.....	
79548K XP 8	SALOMON BROS MTG SECs VII 97 HUD2 AWAC.....		07/01/2013	PAYDOWN.....			.293	..293	.241	.292		..2		..2		.293			..0	.7	07/25/2024	1FM.....	
82651A AA 5	SIERRA RECEIVABLES FUNDING CO 2007 2A.....		09/20/2013	PAYDOWN.....			.34,694	..34,694	.34,693	.34,639						.34,639			..0	.55	09/20/2019	2AM.....	
86358R XZ 5	STRUCTURED ASSET SECs CORP 02 AL1 A3.....		09/01/2013	P																			

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value Increase/ (Decrease)	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Accretion	13 Other Than Temporary Impairment	14 Total Change in B.A.C.V. (11+12-13)	15 Foreign Exchange Change in B.A.C.V.							
92935V AC 2 92976B DT 6	WF-RBS COMMERCIAL MORTGAGE TRU 11-C3 WACHOVIA BK COMM MTG TR 06 C23 A4	..... .....	07/29/2013 09/01/2013	VARIOUS..... PAYDOWN.....		2,090,391 6,479	2,000,000 6,479	2,019,958 7,080	2,012,795 6,561	..... .....	(2,507) (81)	..... .....	(2,507) (81)	..... .....	2,010,288 6,479	..... .....	80,102 0	80,102	43,200 232	03/15/2044 01/15/2045	1FM..... 1FM.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					5,584,639	5,419,002	5,564,180	5,498,377	0	(17,454)	26,044	(43,498)	0	5,454,878	0	129,758	129,758	134,450	XXX...	XXX...
8399997.	Total - Bonds - Part 4.....					42,706,987	42,162,361	43,118,469	24,499,649	0	(87,136)	376,430	(463,566)	0	42,321,935	0	385,046	385,046	732,876	XXX...	XXX...
8399999.	Total - Bonds.....					42,706,987	42,162,361	43,118,469	24,499,649	0	(87,136)	376,430	(463,566)	0	42,321,935	0	385,046	385,046	732,876	XXX...	XXX...
9999999.	Total - Bonds, Preferred and Common Stocks.....					42,706,987	XXX	43,118,469	24,499,649	0	(87,136)	376,430	(463,566)	0	42,321,935	0	385,046	385,046	732,876	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

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 * XXX..
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
PNC PRIME MONEY MARKET FUND.....			.84		44,185	44,263	44,268	XXX..
BBIF MONEY FUND CLASS 4.....					368,328	428,724		XXX..
FFI INST FUND.....			.6		53,014	53,015	560,449	XXX..
PREFERRED DEPOSIT (BUS).....					250,032	250,062	250,093	XXX..
INTEREST RECEIVED DURING QTR ON DISPOSED HOLDINGS.....								XXX..
JP MORGAN CHASE..... COLUMBUS, OH.....			185		4,835,333	3,632,711	5,323,292	XXX..
PITNEY BOWES..... PITTSBURGH, PA.....					226,753	176,791	227,009	XXX..
US BANK..... COLUMBUS, OH.....					82,966	126,817	181,930	XXX..
FEDERAL HOME LOAN BANK..... CINCINNATI, OH.....			1		81,677	81,677	88,983	XXX..
MERRILL LYNCH..... COLUMBUS, OH.....					1	1	1,251	XXX..
0199999. Total Open Depositories.....	XXX.....	XXX.....	276	0	5,942,289	4,794,061	6,677,275	XXX..
0399999. Total Cash on Deposit.....	XXX.....	XXX.....	276	0	5,942,289	4,794,061	6,677,275	XXX..
0599999. Total Cash.....	XXX.....	XXX.....	276	0	5,942,289	4,794,061	6,677,275	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended September 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&O liability coverage as part of a CMP packaged policy? Yes [] No [X]

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

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

2.31 Amount quantified:

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&O liability coverages provided in CMP packaged policies: