

**DISCLOSURE LETTER OF SAM AND  
DISCLOSURE LETTER OF STFC  
TO THE  
AGREEMENT AND PLAN OF MERGER AND COMBINATION  
BY AND AMONG  
LIBERTY MUTUAL HOLDING COMPANY INC.,  
PYMATUNING, INC.,  
ANDOVER, INC.,  
STATE AUTOMOBILE MUTUAL INSURANCE COMPANY  
AND  
STATE AUTO FINANCIAL CORPORATION  
DATED AS OF JULY 12, 2021**

## INTRODUCTION

The SAM Disclosure Letter and STFC Disclosure Letter (collectively, the “Disclosure Letters”) are being delivered pursuant to that certain Agreement and Plan of Merger and Combination (the “Agreement”), dated as of July 12, 2021, by and among Liberty Mutual Holding Company Inc., a Massachusetts mutual holding company (“LMHC”), Pymatuning, Inc., an Ohio corporation and wholly-owned indirect subsidiary of LMHC (“Merger Sub I”), Andover, Inc., an Ohio corporation and wholly-owned direct subsidiary of LMHC (“Merger Sub II”), State Automobile Mutual Insurance Company, an Ohio mutual insurance company (“SAM”), and State Auto Financial Corporation, an Ohio corporation (“STFC”). All capitalized terms used in these Disclosure Letters and not otherwise defined herein shall have the respective meanings assigned to them in the Agreement.

Neither these Disclosure Letters nor any disclosure made in these Disclosure Letters shall constitute any representation, warranty, covenant, assurance or undertaking by SAM or STFC, except as expressly provided in the Agreement, nor shall any such disclosure be deemed to reduce or expand any representation, warranty, covenant, assurance or undertaking by SAM or STFC in the Agreement except to the extent expressly set forth herein. Certain information set forth in these Disclosure Letters is included solely for informational purposes and may not be required to be disclosed pursuant to the Agreement, and disclosure of such matters or items in these Disclosure Letters shall not affect (directly or indirectly) the interpretation of the Agreement or the scope of the disclosure obligations thereunder except to the extent expressly set forth herein. Without limiting the foregoing, the disclosure of any matter or item in these Disclosure Letters that is not required to be disclosed under the Agreement to make a representation true and correct shall not be deemed to constitute an acknowledgement that such matter or item is required to be disclosed herein or is material to a representation, warranty, covenant or condition set forth in the Agreement. Information set forth in one section or subsection of these Disclosure Letters shall be deemed to apply to and qualify the section or subsection of the Agreement to which it corresponds in number and each other section or subsection of the Agreement or these Disclosure Letters to the extent that the relevance of such information is reasonably apparent on the face of such disclosure. Any reference to a Contract or other written document (“Disclosure Item”) in these Disclosure Letters shall be deemed a full disclosure of all of the terms of such Disclosure Item and it shall not be necessary to identify or reference specific provisions or portions of such Disclosure Items in order to make a full disclosure for purposes of these Disclosure Letters. Furthermore, the references to any Disclosure Item shall be deemed to include any and all exhibits, schedules, annexes and other attachments to such Disclosure Item except to the extent that the same have not been made available to LMHC, Merger Sub I or Merger Sub II or their representatives as of two (2) Business Days prior to the date hereof in the Data Room.

The section headings and subheadings in these Disclosure Letters are for convenience of reference only and shall not be deemed to alter or affect the express description of the Disclosure Letters and their sections as set forth in the Agreement.

In disclosing the information contained in these Disclosure Letters, SAM and STFC expressly do not waive any attorney-client or other privileges associated with such information or any protection afforded by the work-product doctrine or any similar doctrine with respect to any of the matters disclosed herein.

Nothing in these Disclosure Letters constitutes an admission of any liability or obligation of SAM, STFC or any of their respective Affiliates, in each case to any Person that is not party to the Agreement, nor an admission against SAM, STFC or any of their respective Affiliates' interests to such Person.

## **SECTION 1.01 OF THE STFC DISCLOSURE LETTER**

### **DEFINITIONS AND TERMS**

**(a)**

1. Items 1-11 of Section 4.17(a) of these Disclosure Letters are incorporated herein by reference.

**(b)**

1. Michael E. LaRocco, President and Chief Executive Officer
2. Steven E. English, Senior Vice President and Chief Financial Officer
3. Elise Spriggs, Senior Vice President/ Associate & External Relations
4. Greg Tacchetti, Senior Vice President/ Chief Information
5. Jason Berkey, Senior Vice President/ Data & Analytics
6. Kim Garland, Senior Vice President/ Personal & Commercial
7. Melissa Centers, Senior Vice President/General Counsel
8. Paul Stachura, Senior Vice President, Chief CARE Officer

## **SECTION 1.01 OF THE SAM DISCLOSURE LETTER**

### **DEFINITIONS AND TERMS**

1. Michael E. LaRocco, President and Chief Executive Officer
2. Steven E. English, Senior Vice President and Chief Financial Officer
3. Elise Spriggs, Senior Vice President/ Associate & External Relations
4. Greg Tacchetti, Senior Vice President/ Chief Information
5. Jason Berkey, Senior Vice President/ Data & Analytics
6. Kim Garland, Senior Vice President/ Personal & Commercial
7. Melissa Centers, Senior Vice President/General Counsel
8. Paul Stachura, Senior Vice President, Chief CARE Officer

## SECTION 4.03

### SAM SUBSIDIARIES

**(a)**

1. State Auto Holdings, Inc., an Ohio corporation
2. Meridian Security Insurance Company, an Indiana corporation
3. Eagle Development Corporation, a Texas corporation
4. Facilitators, Inc., a South Carolina corporation
5. Network E&S Insurance Brokers, LLC, an Ohio limited liability company
6. State Auto Labs Corp., an Ohio corporation
7. State Auto Insurance Company of Wisconsin, a Wisconsin corporation
8. Rockhill Holding Company, a Delaware corporation
9. Rockhill Insurance Services LLC, a California limited liability company
10. Rockhill Underwriting Management, LLC, a Missouri limited liability company
11. RTW, Inc., a Minnesota corporation
12. American Compensation Insurance Company, a Minnesota corporation
13. Bloomington Compensation Insurance Company, a Minnesota corporation
14. Rockhill Insurance Company, an Arizona corporation
15. Plaza Insurance Company, an Iowa corporation
16. Patrons Mutual Insurance Company of Connecticut, a Connecticut corporation
17. The Paul R. Gingher – State Auto Insurance Companies Foundation under a Trust Agreement dated December 28, 1988, as amended.

**(c)**

1. Items 1-9 of Section 4.08(a)(iii) of these Disclosure Letters are incorporated herein by reference.

**SECTION 4.04**

**NO CONFLICT; REQUIRED FILINGS AND CONSENTS**

**(a)**

**(iii)**

1. Data Product License Agreement, dated March 18, 2020, by and between [REDACTED] and SAM.
2. Carrier Participation Agreement, dated May 10, 2016, by and between [REDACTED] and SAM.
3. Administrative Services Agreement, dated as of September 24, 2008, by and between [REDACTED] and SAM, as amended by the First, Second, Third, Fourth, Fifth, Value Based Programs Amendment, Sixth, Seventh, Eighth and Ninth Amendments to the Administrative Services Agreement on January 1, 2011, January 1, 2012, January 1, 2013, January 1, 2014, January 1, 2015, January 1, 2015, January 1, 2016, January 1, 2017, January 1, 2018 and January 1, 2019, respectively.
4. Master Product License Agreement, dated as of August 27, 2018, by and between [REDACTED] and SAM.
5. Credit Agreement, dated May 19, 2009, by and between SAM and Milbank Insurance Company, and that certain Addendum dated May 19, 2019.
6. Credit Agreement, dated May 8, 2009, by and between SAM and State Auto Property & Casualty Insurance Company, and that certain Addendum dated May 8, 2019.
7. Blanket Security Agreement, effective as of January 23, 2009 (the "SAM Blanket Security Agreement"), by and between SAM and Federal Home Loan Bank of Cincinnati ("FHLB").
8. Managing General Agency Agreement No. SA06012017, dated June 1, 2017, by and between [REDACTED] and Network E&S Insurance Services, LLC.
9. Master Installment Payment Agreement, dated May 28, 2021, by and between [REDACTED] and SAM, as amended.

**(b)**

1. Filing with, and approval of, the Ohio Department of Insurance pursuant to Section 3913.32(A) of the Ohio Revised Code related to the SAM Transaction.

2. Filing with, and approval of, the Massachusetts Division of Insurance pursuant to Section 19T(b)(ii) of Chapter 175 of the Massachusetts General Laws related to the SAM Transaction.
3. Form A filing with, and approval of, the Arizona Department of Insurance related to the acquisition of control of Rockhill Insurance Company.
4. Form A filing with, and approval of, the Connecticut Insurance Department related to the acquisition of control of Patrons Mutual Insurance Company of Connecticut.
5. Form A filing with, and approval of, the Indiana Department of Insurance related to the acquisition of control of Meridian Security Ins. Company.
6. Form A filing with, and approval of, the Iowa Insurance Division related to the acquisition of control of Milbank Insurance Company, Plaza Insurance Company and State Auto Property & Casualty Insurance Company.
7. Form A filing with, and approval of, the Minnesota Department of Commerce related to the acquisition of control of American Compensation Insurance Company and Bloomington Compensation Insurance Company.
8. Form A filing with, and approval of, the Ohio Department of Insurance related to the acquisition of control of SAM and State Auto Insurance Company of Ohio.
9. Form A filing with, and approval of, the Wisconsin Office of the Commissioner of Insurance related to the acquisition of control of State Auto Insurance Company of Wisconsin.
10. Form E pre-acquisition notification filing (regarding the potential competitive impact of the acquisition) in the following jurisdictions:
  - (a) Alabama;
  - (b) Arizona;
  - (c) Arkansas;
  - (d) Colorado;
  - (e) Connecticut;
  - (f) Delaware;
  - (g) Georgia;
  - (h) Illinois;
  - (i) Indiana;



- (j) Kentucky;
- (k) Maryland;
- (l) Minnesota;
- (m) Mississippi;
- (n) Missouri;
- (o) North Dakota;
- (p) Pennsylvania;
- (q) South Carolina;
- (r) South Dakota;
- (s) Tennessee;
- (t) Utah;
- (u) Virginia;
- (v) West Virginia;
- (w) Wisconsin; and
- (x) District of Columbia.

11. Change of control filings with, and non-disapproval of, the Texas Department of Insurance pursuant to Tex. Ins. Code § 4001.253 related to the acquisition of control of Network E&S Insurance Brokers, LLC and Rockhill Underwriting Management LLC.
12. Filing with, and approval of, the California Department of Insurance pursuant to California Insurance Code § 1011(c) related to the SAM Transaction.
13. Form D filings with, and non-disapprovals of, the applicable Insurance Regulator(s) with respect to any agreements to be entered into between or among any SAM Insurance Company or STFC Insurance Company, on the one hand, and LMHC and any of its Affiliates, on the other hand, in connection with the Closing.

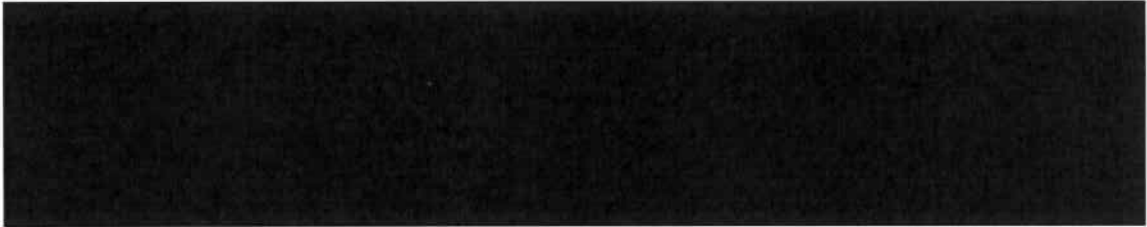
**SECTION 4.06**

**LITIGATION; ORDERS**

**(a)**

The below-designated **Class Action Matters** are currently pending against SAM or its Subsidiaries.

1. McKenzie Murphy v. SAM  
U.S. District Court for the Eastern District of Arkansas, No. 4:19-cv-00694, filed October 3, 2019



2. Dino Palmieri Salons, Inc. v. SAM  
Cuyahoga County Court of Common Pleas, Ohio, No. CV-20-932117, filed April 26, 2020



3. Bluegrass, LLC v. SAM  
U.S. District Court for the Southern District of West Virginia, No. 2:20-cv-00414, filed June 18, 2020



The below-designated **Non-Class Action Matters** are currently pending against SAM or its Subsidiaries.

1. Sylvester and Sylvester, Inc., d/b/a Sylvester's North End Italian Grille v. SAM  
Stark County Court of Common Pleas, Ohio, No. 2020-cv-00817, filed May 21, 2020



2. University Management, Inc. v. SAM

U.S. District Court for the Northern District of Mississippi, No. 1:20-cv-00138, filed July 1, 2020



3. Marathon Grill, Inc. v. SAM  
U.S. District Court for the Eastern District of Pennsylvania, No. 2:20-cv-03578, removed to federal court July 22, 2020



4. Pete Za, Inc., d/b/a Corleone's Ristorante, Inc. v. SAM  
Cuyahoga County Court of Common Pleas, Ohio, No. cv-21-943298, filed January 26, 2021



5. Terry Black's Barbecue, LLC v. SAM  
U.S. District Court for the Western District of Texas, No. 1:20-cv-00665, originally filed May 14, 2020 and removed to federal court on 06/25/2020



## SECTION 4.08

### CONTRACTS

(a)

(i)(A)(1)

1. Renewal Rights and Asset Purchase Agreement, dated as of March 22, 2018, by and among Rockhill Insurance Company, Rockhill Holding Company, Rockhill Underwriting Management, LLC, SAM, and IAT Insurance Group.
2. Renewal Rights and Asset Purchase Agreement, dated as of January 12, 2018, by and among Rockhill Insurance Company, Rockhill Holding Company, Rockhill Underwriting Management, LLC, SAM, and Capitol Indemnity Corporation.

(i)(B)

1. Master Rental Agreement, dated as of July 1, 2014, by and between SAM and [REDACTED] as amended by Amendments No. 1, No. 2, No. 3, No. 4 and No. 5 to the Master Rental Agreement on March 26, 2016, July 1, 2020, October 1, 2020, December 1, 2020 and January 1, 2021, respectively.
2. AIS Master License and Service Agreement, dated as of February 1, 2020, by and between [REDACTED] and SAM.
3. Master License and Service Agreement, dated as of January 1, 2020, by and between [REDACTED] and SAM and its subsidiaries and affiliates, as amended by the First, Second and Third Amendments to the Master License and Service Agreement on August 1, 2020, March 1, 2021 and April 1, 2021, respectively.

(ii)

1. Agreement of Limited Partnership of [REDACTED] dated June 20, 2008, by and between [REDACTED] and the limited partners set forth on the Schedule of Partners attached thereto.
2. Operating Agreement [REDACTED] dated October 16, 2017, by and between [REDACTED] and other investor members.
3. Agreement of Limited Partnership, dated July 15, 2010, by and between [REDACTED]
4. Operating Agreement of [REDACTED] dated June 30, 2016, by and between [REDACTED] and the other members admitted from time to time in [REDACTED]

accordance with the Operating Agreement and listed on Schedule I to the Operating Agreement.

5. Amended and Restated Affiliation Agreement, dated October 24, 2007, by and among SAM, Patrons Mutual Insurance Company of Connecticut and Litchfield Mutual Fire Insurance Company, and the First Amendment to the Amended and Restated Affiliate Agreement, effective March 31, 2013.

(iii)

1. Junior Subordinated Indenture, dated November 22, 2005, by and between Rockhill Holding Company and JPMorgan Chase Bank, National Association, as Trustee.
2. Indenture for Floating Rate Junior Subordinated Debt Securities Due 2033, dated May 22, 2003, by and between STFC and Wilmington Trust Company.
3. Credit Agreement, dated as of May 19, 2009, by and between SAM and Milbank Insurance Company, and the Addendum thereto dated May 19, 2019.
4. Credit Agreement, dated as of May 8 2009, by and between SAM and State Auto Property & Casualty Insurance Company, and the Addendum thereto, dated as of May 8, 2019.
5. The SAM Blanket Security Agreement and the following applications executed in connection therewith:
  - a. Cash Management Advance Application, dated as of September 11, 2020, by and between SAM and FHLB.
  - b. REPO Based Advance Application, dated as of September 11, 2020, by and between SAM and FHLB.
  - c. Application for Callable Advance, dated as of January 17, 2019, by and between SAM and FHLB.
  - d. Application for Callable Advance, dated as of September 2, 2016, by and between SAM and FHLB (the "SAM 2016 Callable Advance").

(iv)

1. Junior Subordinated Indenture, dated November 22, 2005, by and between Rockhill Holding Company and JPMorgan Chase Bank, National Association, as Trustee.
2. Indenture for Floating Rate Junior Subordinated Debt Securities Due 2033, dated May 22, 2003, by and between STFC and Wilmington Trust Company.

(v)

1. Master Services Agreement, dated as of April 20, 2020, by and between [REDACTED] and SAM.
2. ISO Master Agreement, dated as of June 15, 2005, by and between [REDACTED] and State Auto Insurance Company.
3. Master Service Agreement, dated as of July 16, 2020, by and between [REDACTED] and SAM.
4. Program Product License Agreement, dated as of February 28, 2020, by and between [REDACTED] and SAM.
5. Master Services Agreement, dated as of April 26, 2017, by and between SAM and [REDACTED]
6. License Agreement dated as of April 25, 2017, by and between SAM and [REDACTED]
7. Data Product License Agreement, dated as of March 18, 2020, by and between SAM and [REDACTED]
8. Carrier Participation Agreement, dated as of May 10, 2016, by and between [REDACTED] and SAM.
9. Master Subscription Agreement, dated as of March 1, 2017, by and between [REDACTED] and SAM.
10. Master Agreement, dated as of September 1, 2004, by and between [REDACTED] and SAM.
11. Master Agreement, dated as of April 7, 2017, by and between [REDACTED] and SAM.
12. Master Subscription Agreement, dated as of May 3, 2017, by and between [REDACTED] and SAM.
13. Software License Agreement, dated as of July 30, 2010, by and between [REDACTED] and SAM.

(viii)

1. Renewal Rights and Asset Purchase Agreement, dated as of March 22, 2018, by and among Rockhill Insurance Company, Rockhill Holding Company, Rockhill Underwriting Management, LLC, SAM, and IAT Insurance Group.

2. Renewal Rights and Asset Purchase Agreement, dated as of January 12, 2018, by and among Rockhill Insurance Company, Rockhill Holding Company, Rockhill Underwriting Management, LLC, SAM, and Capitol Indemnity Corporation.

(xiii)

1. Master Installment Payment Agreement, dated May 28, 2021, between [REDACTED] and SAM, as amended.
2. Blanket Security Agreement, dated January 23, 2009, by and between SAM and Federal Home Loan Bank of Cincinnati.
3. The “Loss & Unearned Premium Reserve Funding” sections of each of the following Quota Share Reinsurance Agreements between SAM and [REDACTED] summarize SAM's responsibility to provide collateral in support of its obligations under each respective agreement.
  - Quota Share Reinsurance Agreement, effective August 1, 2010, among [REDACTED] SAM and [REDACTED]
  - Quota Share Reinsurance Agreement, effective October 1, 2009, among [REDACTED] SAM and [REDACTED]
  - Quota Share Reinsurance Agreement, effective April 1, 2010, among [REDACTED] SAM and [REDACTED]
  - Quota Share Reinsurance Agreement, effective November 15, 2010, among [REDACTED] and SAM.
  - Quota Share Reinsurance Agreement, effective January 1, 2011, among [REDACTED] SAM and [REDACTED]
  - Quota Share Reinsurance Agreement, effective January 1, 2011, among [REDACTED] SAM and [REDACTED]

(xiv)

1. Investment Agreement, dated July 29, 2011, by and between SAM and [REDACTED]
2. Adoption Agreement, dated as of June 15, 2016, by and between SAM and [REDACTED]
3. Subscription Agreement, dated June 9, 2016, by and between SAM, and [REDACTED]
4. Subscription Agreement, dated December 2015, by and between [REDACTED] and SAM.

5. Subscription Agreement, dated August 14, 2009, by and between [REDACTED] and SAM.
6. Adoption Agreement, dated July 12, 2007, by and between [REDACTED] and State Auto Insurance Companies Employee Retirement Plan.
7. Operating Agreement of [REDACTED] dated October 16, 2017, by and between [REDACTED] and other investor members.
8. Subscription Agreement, dated October 16, 2017, by and between [REDACTED]

(xv)

1. Items 1-20 of Section 4.21(b) of these Disclosure Letters are incorporated herein by reference.

(xix)

1. Insurance Services Products and Services Agreement, dated January 8, 2010, by and between [REDACTED] and State Auto Insurance Companies, AM Best # 00856, its affiliates and subsidiaries.
2. Master Services Agreement, dated August 1, 2017, by and between [REDACTED] and that certain Identity Verification and Fraud Services Order to Master Services Agreement, dated August 1, 2017, by and between SAM and [REDACTED]
3. Master Subscription Agreement, dated May 3, 2017, by and between [REDACTED] and SAM, that certain Implementation and Enablement Services: [REDACTED] dated May 16, 2017, and those certain Purchase Orders dated May 1, 2017, May 8, 2017, November 30, 2017, March 6, 2018, and April 23, 2018.
4. Master Services Agreement, by and between [REDACTED] and SAM, and that certain Purchase Order dated September 14, 2017.



## **SECTION 4.09**

### **SAM INSURANCE COMPANIES**

1. State Auto Insurance Company of Wisconsin
2. American Compensation Insurance Company
3. Bloomington Compensation Insurance Company
4. Rockhill Insurance Company
5. Plaza Insurance Company
6. Meridian Security Insurance Company
7. Patrons Mutual Insurance Company of Connecticut

**SECTION 4.10**

**STATUTORY STATEMENT; EXAMINATIONS**

**(c)**

1.

(i) [REDACTED]

(ii) [REDACTED]

(iii) [REDACTED]

(iv) [REDACTED]

**(d)**

1. [REDACTED]

## SECTION 4.12

### REINSURANCE

(a)

(i)

1. Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers effective on July 1, 2020 through June 30, 2021.
2. Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers effective on July 1, 2020 through July 1, 2021.
3. Workers Compensation Catastrophe Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers effective on July 2020 through June 30, 2021.
4. Excess Per Risk Reinsurance Contract between SAM and Subscribing Reinsurers effective on April 1, 2020 through July 1, 2021.
5. Specialty Casualty Quota Share Reinsurance Contract between SAM and certain Reinsurers effective March 1, 2018.
6. Multiple Lines Reinsurance Agreement between Meridian Security Insurance Company and [REDACTED] effective July 1, 1978.
7. Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers effective July 1, 2017.
8. Specialty Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers effective July 1, 2017.
9. Liability Excess Reinsurance Agreement between Meridian Security Insurance Company and [REDACTED] effective January 1, 1999.
10. Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers effective July 1, 2017.
11. Quota Share Reinsurance Agreement between SAM and [REDACTED] effective November 22, 2005.
12. Excess Per Risk Reinsurance Contract between SAM and Subscribing Reinsurers effective July 1, 2019.
13. Property Facultative Excess of Loss Binding Agreement between SAM and [REDACTED] effective August 1, 2009.

14. Property and Casualty Quota Share Reinsurance Contract between Plaza Insurance Company, Rockhill Insurance Company and Subscribing Reinsurers effective February 1, 2009.
15. Multiple Layer Reinsurance Agreement between Meridian Security Insurance Company and [REDACTED] effective January 1, 1991.
16. Agreement of Reinsurance No. 8952 between American Compensation Insurance Company and [REDACTED] effective January 1, 2002.
17. Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers effective July 1, 2018.
18. Captive Reinsurance Contract between SAM and [REDACTED] effective January 1, 2011.
19. Adverse Development Reinsurance Contract between SAM and [REDACTED] effective December 31, 2014 remaining in effect until the occurrence of one of the following: (a) exhaustion of the Aggregate Limit; (b) the contract is commuted by mutual agreement; or (c) all actual and contingent liabilities of the Reinsurer have been paid in full.
20. Cyber Risk Reinsurance Agreement between SAM and [REDACTED] effective June 1, 2015 remaining in effect for unlimited duration unless otherwise terminated.
21. Data Compromise and Identity Recovery Reinsurance Agreement between SAM and [REDACTED] effective July 1, 2015 remaining in effect for unlimited duration unless otherwise terminated.
22. Employment Practices Liability Reinsurance Agreement between SAM and [REDACTED] effective March 1, 2014 remaining in effect for unlimited duration unless otherwise terminated.
23. Equipment Breakdown Reinsurance Agreement between SAM and [REDACTED] effective September 1, 2011 remaining in effect for unlimited duration unless otherwise terminated.
24. Multiple Line Reinsurance Agreement between SAM and [REDACTED] effective July 9, 2020 remaining in effect for unlimited duration unless otherwise terminated.
25. Reinsurance Pooling Agreement Amended and Restated, effective as of January 1, 2011, by and among SAM, State Auto Property & Casualty Insurance Company, Milbank Insurance Company, State Auto Insurance Company of Wisconsin (f/k/a Midwest Security Insurance Company), [REDACTED] State Auto Insurance Company of Ohio, [REDACTED] Meridian Security Insurance

Company, Meridian Citizens Mutual Insurance Company, Patrons Mutual Insurance Company of Connecticut, [REDACTED]

[REDACTED] Rockhill Insurance Company, Plaza Insurance Company, American Compensation Insurance Company and Bloomington Compensation Insurance Company.

26. The SAM Insurance Companies have ceded reserves to the [REDACTED] [REDACTED] pursuant to applicable Law. There are no Contracts in existence for such cessions.

(ii)

1. SAM terminated its participation in assumed reinsurance contracts entered into as part of its Risk Evaluation and Design program; however, there remain seven (7) open claims from the following contracts, all of which remain in effect:

- **Quota Share Reinsurance Agreement** - between [REDACTED] [REDACTED] SAM (Reinsurer), and [REDACTED] entered into April 1, 2010 and participation terminated March 31, 2012.
- **Automobile Physical Damage Excess of Loss Reinsurance Contract** - between [REDACTED] and SAM (Reinsurer); entered into January 1, 2012 and participation terminated December 31, 2012.
- **Quota Share Reinsurance Agreement** - between [REDACTED] and SAM (Reinsurer); entered into November 15, 2010 and participation terminated May 10, 2013.
- **Quota Share Reinsurance Agreement** - between [REDACTED] SAM (Reinsurer), and [REDACTED] entered into August 1, 2010 and participation terminated July 31, 2012.
- **Quota Share Reinsurance Agreement** - between [REDACTED] SAM (Reinsurer), and [REDACTED] entered into January 1, 2011 and participation terminated December 31, 2012.
- **Quota Share Reinsurance Agreement** - between [REDACTED] SAM (Reinsurer), and [REDACTED] entered into October 1, 2009 and participation terminated January 14, 2013.
- **Quota Share Reinsurance Agreement** - between [REDACTED] SAM (Reinsurer), and [REDACTED] entered into January 1, 2011 and participation terminated December 31, 2012.
- **Quota Share Reinsurance Agreement** - between [REDACTED] SAM (Reinsurer), and [REDACTED] entered into January 1, 2011 and participation terminated December 31, 2012.
- Item 1 of Section 5.14(ii) of these Disclosure Letters is incorporated herein by reference.



- Item 12 of Section 4.12(a)(i) of these Disclosure Letters is incorporated herein by reference.

(c)

(i)

<b>Claim Number</b>	<b>Reinsurance Contract</b>	<b>Reinsurance Contract Effective Date</b>
11775802	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
11775849	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
11775877	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
11775894	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
11775937	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
11776001	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
11776297	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
11776695	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
72348.01393	Specialty Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
72348.016012	Specialty Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
WC 7507979-900220199902	Liability Excess Reinsurance Agreement between Meridian Security Insurance Company and [REDACTED]	January 1, 1999

	[REDACTED]	
PBP2773946-030810202031	Excess Per Risk Reinsurance Contract between SAM and Subscribing Reinsurers	April 1, 2020
PBP2286123-010208202131	Excess Per Risk Reinsurance Contract between SAM and Subscribing Reinsurers	April 1, 2020
591390 591390	Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2017
PBP2509415-110303202031	Excess Per Risk Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2019
PBP2797494-021128201931	Excess Per Risk Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2019
PBP2859693-010302202031	Property Facultative Excess of Loss Binding Agreement between SAM and [REDACTED]	August 1, 2009
FAR3288538-000512197801	Multiple Lines Reinsurance Agreement between Meridian Security Insurance Company and [REDACTED]	July 1, 1978
WC3259586-970405198501	Multiple Lines Reinsurance Agreement between Meridian Security Insurance Company and [REDACTED]	July 1, 1978
SP 7618603-001111199201	Multiple Layer Reinsurance Agreement between Meridian Security Insurance Company and [REDACTED]	January 1, 1991
206544 206544	Agreement of Reinsurance No. 8952 between American Compensation Insurance Company and [REDACTED]	January 1, 2002

634133 634133	Casualty Excess of Loss Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2020
BAS6370473-010728197901		
AP 0678347-960405198101		
AP 0682760-960403198201		
BAP9536063-000715199901		
GAA0003179-950825199901		
AMI0049914-010325201431		
AP 0648655-960302198001		
AP 0635859-960704198101		
AP 0670961-960706198101		
AP 3577486-951030198601		
BPA0029008-000114200901		
AMI0001038-090606201431		
WC 9963936-950809199501		 - No Contract
PBP2792077-030218202131	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2020
PBP2908571-000215202131	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2020
PR-0000000-343181	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2020
PR-0000000-344807	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2020
PR-0000000-346358	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2020
PR-0000000-349693	Excess Catastrophe Reinsurance Contract between SAM and Subscribing Reinsurers	July 1, 2020



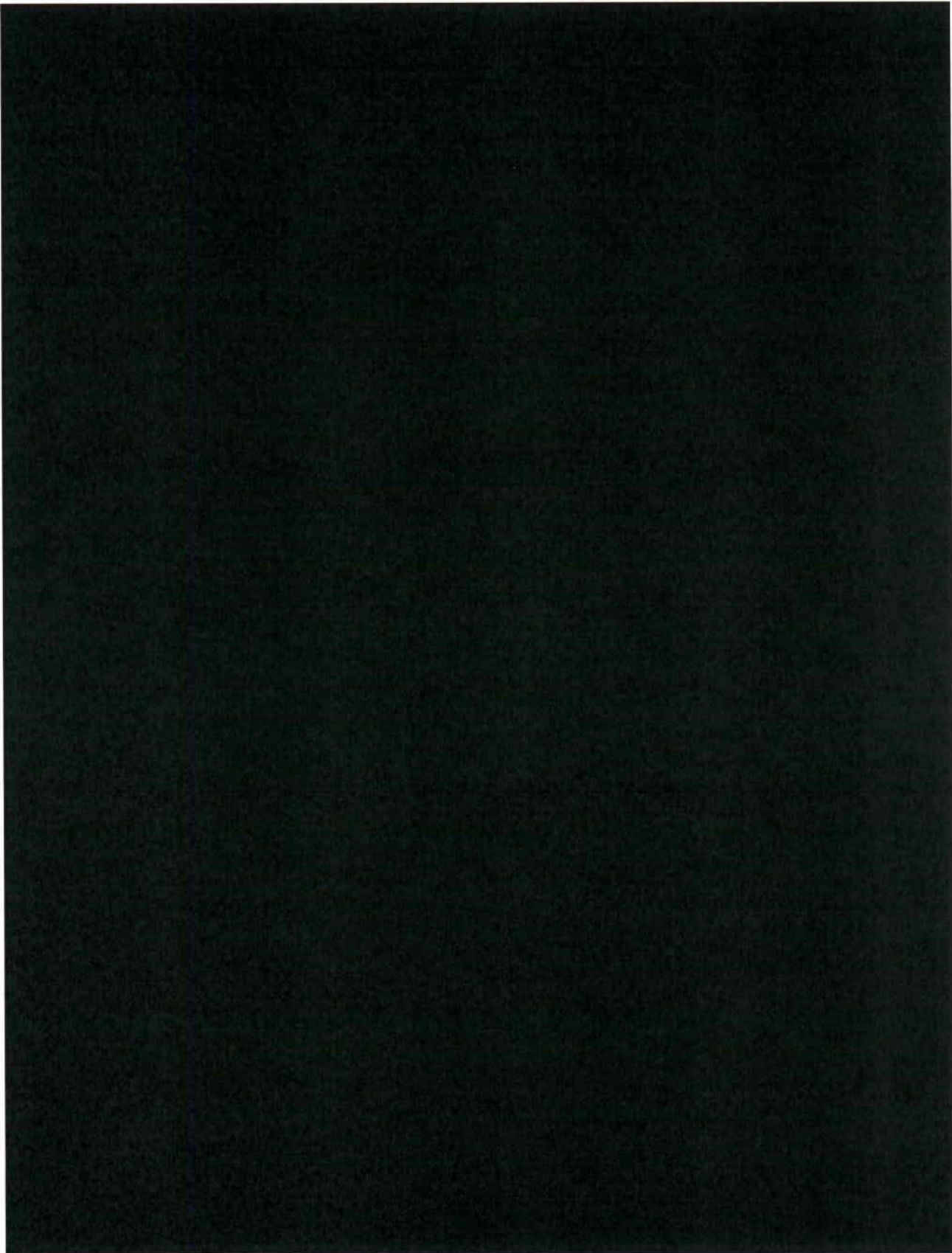
**SECTION 4.15**

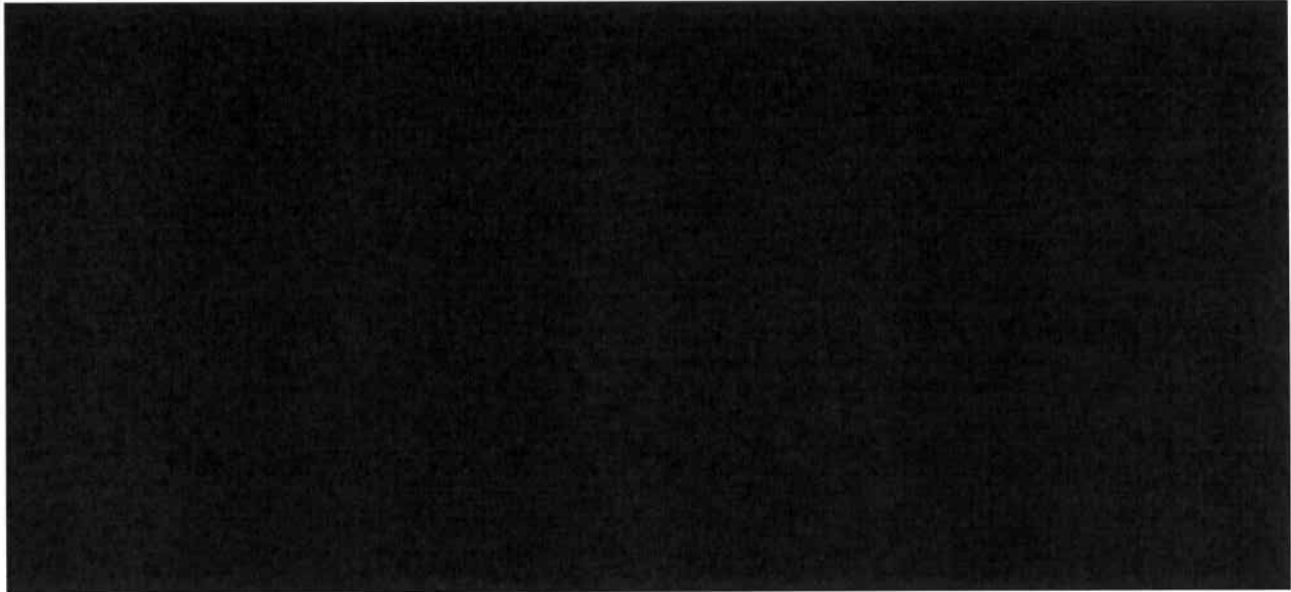
**TAXES**

**(a)**

1. 







(c)

1.



(f)

1.



2.

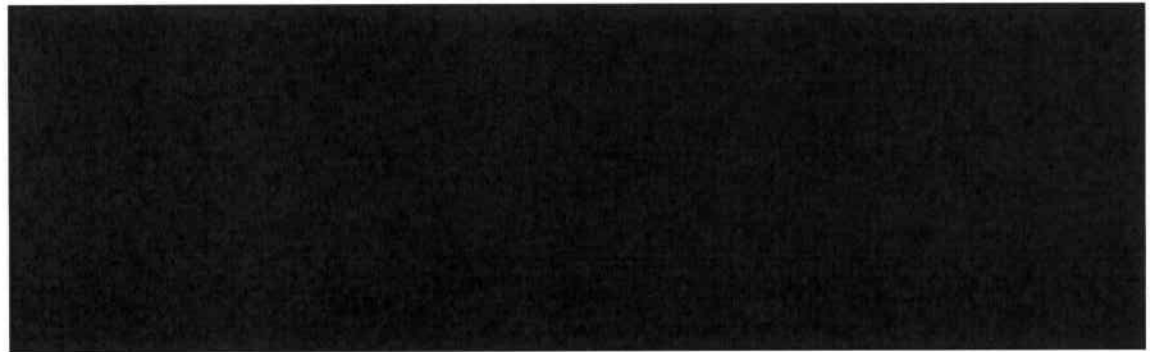


(h)

1. SAM has acquired those of its Subsidiaries labeled with an “a” in the organizational chart in the data room labeled “OrgS.A.HoldingCoSys-062521 no red.pdf”. Certain of these Subsidiaries were previously members of a different affiliated group prior to being acquired by SAM.

(i)

1.



(l)

1. SAM & Subsidiaries is a Federal Filing Group composed of both insurance companies that operate as an insurance company pursuant to Section 831 of the Code, as well as non-insurance companies. The companies in the filing group that are not taxed as insurance companies are as follows:

- State Auto Holdings Inc.
- Rockhill Holding Company
- RTW, Inc.
- Rockhill Insurance Services, LLC
- Rockhill Underwriting Management, LLC
- Risk Evaluation and Design, LLC (merged into SAM)
- Facilitators, Inc.
- Eagle Development Corporation
- Network E&S Insurance Brokers, LLC
- State Auto Labs Corp



(m)


1.











**SECTION 4.17**

**EMPLOYEE BENEFIT PLANS**

**(a)**

1. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Jason E. Berkey, dated December 1, 2020
2. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Melissa A. Centers, dated December 1, 2020
3. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Steven E. English, dated December 1, 2020
4. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Kim G. Garland, dated December 1, 2020
5. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Scott A. Jones, dated December 1, 2020
6. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Michael E. LaRocco, dated November 13, 2020
7. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Matthew S. Mrozek, dated December 1, 2020
8. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Matthew R. Pollak, dated December 1, 2020
9. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Elise D. Spriggs, dated December 1, 2020
10. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Paul M. Stachura, dated December 1, 2020
11. Executive Change of Control Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Gregory A. Tacchetti, dated December 1, 2020
12. 

13. 
14. State Auto Insurance Companies Amended and Restated Directors Deferred Compensation Plan, initially effective August 1, 1995, as amended and restated as of March 1, 2001, including all amendments thereto
15. STFC Outside Directors Restricted Share Unit Plan, and form of outstanding award agreement thereunder (Restricted Share Unit Agreement)
16. Employment Agreement by and among STFC, SAM, and State Auto Property and Casualty Insurance Company and Michael E. LaRocco, dated November 28, 2017, as amended
17. 
18. 
19. 
20. 
21. 
22. 
23. 
24. Stay Bonus Letter Agreement by and between STFC and Jason E. Berkey, dated July 12, 2021
25. Stay Bonus Letter Agreement by and between STFC and Melissa A. Centers, dated July 12, 2021

- 26. Stay Bonus Letter Agreement by and between STFC and Steven E. English, dated July 12, 2021
- 27. Stay Bonus Letter Agreement by and between STFC and Kim B. Garland, dated July 12, 2021
- 28. Stay Bonus Letter Agreement by and between STFC and Michael E. LaRocco, dated July 12, 2021
- 29. Stay Bonus Letter Agreement by and between STFC and Elise D. Spriggs, dated July 12, 2021
- 30. Stay Bonus Letter Agreement by and between STFC and Paul M. Stachura, dated July 12, 2021
- 31. Stay Bonus Letter Agreement by and between STFC and Gregory A. Tacchetti, dated July 12, 2021

32. [REDACTED]

33. [REDACTED]

34. State Auto Insurance Companies Employee Benefit Plan, benefits include:

[REDACTED]

35. [REDACTED]

36. [REDACTED]

- [REDACTED]
37. [REDACTED]
38. [REDACTED]
39. [REDACTED]
40. Director Indemnification Agreement dated as of May 8, 2020, between STFC and Dwight E. Smith
41. Director Indemnification Agreement dated as of March 16, 2018, between STFC and Michael E. LaRocco
42. Director Indemnification Agreement dated as of March 2, 2018, between STFC and Michael J. Fiorile
43. Director Indemnification Agreement dated as of June 30, 2017, between STFC and Setareh Pouraghabagher
44. Director Indemnification Agreement dated as of September 8, 2016 between STFC and Kym Marie Hubbard
45. Director Indemnification Agreement dated as of November 7, 2008, between STFC and Robert E. Baker
46. Director Indemnification Agreement dated as of November 7, 2008, between STFC and David R. Meuse
47. Director Indemnification Agreement dated as of November 7, 2008, between STFC and S. Elaine Roberts
48. Director Indemnification Agreement dated as of March 11, 2021, between SAM and Peter Migliorato
49. Director Indemnification Agreement dated as of March 6, 2020, between SAM and James R. Sappington
50. Director Indemnification Agreement dated as of March 1, 2019, between SAM and Michelle M. Lantow
51. Director Indemnification Agreement dated as of March 16, 2018, between SAM and Michael E. LaRocco



52. Director Indemnification Agreement dated as of March 2, 2018, between SAM and Robert E. Baker
53. Director Indemnification Agreement dated as of November 7, 2008, between SAM and Roger P. Sugarman
54. Director Indemnification Agreement dated as of November 7, 2008, between SAM and James E. Kunk
55. Director Indemnification Agreement dated as of November 7, 2008, between SAM and Dwight E. Smith
56. Director Indemnification Agreement dated as of August 16, 2002, between SAM and Marsha P. Ryan
57. Officer Indemnification Agreement dated as of March 19, 2018 between STFC and Melissa A. Centers
58. Officer Indemnification Agreement dated as of March 19, 2018, between STFC and Scott A. Jones
59. Officer Indemnification Agreement dated as of March 19, 2018, between STFC and Matthew S. Mrozek
60. Officer Indemnification Agreement dated as of March 19, 2018, between STFC and Matthew R. Pollak
61. Officer Indemnification Agreement dated as of March 19, 2018, between STFC and Elise D. Spriggs
62. Officer Indemnification Agreement dated as of March 16, 2018, between STFC and Michael E. LaRocco
63. Officer Indemnification Agreement dated as of March 16, 2018, between STFC and Paul M. Stachura
64. Officer Indemnification Agreement dated as of March 16, 2018, between STFC and Gregory A. Tacchetti
65. Officer Indemnification Agreement dated as of March 15, 2018, between STFC and Jason E. Berkey
66. Officer Indemnification Agreement dated as of May 8, 2009, between STFC and Steven E. English

(b)

1.



(c)

Title IV Plans

1.



(e)

1. Item 1 of Section 4.17(b) of these Disclosure Letters is incorporated herein by reference.

(f)

Post-Retirement Health and Welfare Plans

1.



(i)

1. Items 1-31 of Section 4.17(a) of these Disclosure Letters are incorporated herein by reference.

2.



**SECTION 4.19**  
**INTELLECTUAL PROPERTY**

(a)

*Copyrights*

<b>Copyright Number</b>	<b>Title</b>	<b>Copyright Claimant</b>	<b>Date</b>	<b>Type of Work</b>
PA0000436551	Royal getaway.	SAM	1989	Motion Picture
TX0002672311	State auto series one businessowners self-study.	SAM	1987	Text
TX0002676008	State Auto personal auto self-study.	SAM	1989	Text
TX0002676009	State Auto personal auto self-study.	SAM	1986	Text
TX0002681422	State Auto corporate training: ser. one, Businessowners: reference text.	SAM	1987	Text
TX0002685622	Personal auto & homeowners reference text.	SAM	1987	Text
TX0002685623	State Auto homeowners self-study.	SAM	1986	Text
TX0002686128	State Auto homeowners self-study.	SAM	1989	Text
TX0003742324	Personal protection review.	SAM	1992	Text

TX0003756607	Personal protection profile.	SAM	1992	Text
TX0003901645	State auto personal auto self-study.	SAM	1994	Text
TX0004061774	State Auto personal homeowner self-study.	SAM	1995	Text
TXu000548438	State auto client history file.	SAM	1992	Text
TXu000827873	DocQwork	RTW, Inc.	1997	Computer File
TXu000842066	RTW, Inc. training manual	RTW, Inc.	1997	Text
TXu000890584	DocQwork	RTW, Inc.	1999	Text

*Trademarks*

<b>Registration Number</b>	<b>Serial Number</b>	<b>Filing Date</b>	<b>Registration Date</b>	<b>Word Mark</b>	<b>Status</b>	<b>Owner (Registrant)</b>
1084263	73122717	04/14/77	01/31/78	MERIDIAN	LIVE	SAM
1610097	74003472	11/20/89	08/14/90	STATE AUTO	LIVE	SAM dba State Auto Insurance Companies Corporation
1968095	74626584	01/27/95	04/16/96	RTW	LIVE	RTW, Inc.
2041906	75075299	03/20/96	03/04/97	ACIC	LIVE	American Compensation

						Insurance Company
2116618	74675161	05/16/95	11/25/97	RTW SOLUTION	LIVE	RTW, Inc.
2271068	75336024	08/05/97	08/17/99	ID15	LIVE	RTW, Inc.
2463869	76058672	05/31/00	06/26/01	RTW & Design	LIVE	RTW, Inc.
2509315	76081578	06/29/00	11/20/01	RTW E-SERVICES	LIVE	RTW, Inc.
2672626	75913310	02/08/00	01/07/03	THE BUSINESS OWNERS' CHOICE	LIVE	SAM
2850581	76526334	06/27/03	06/08/04	RU ROCKHILL UNDERWRITING & Design	LIVE	Rockhill Insurance Company and Rockhill Underwriting Management, LLC
3160303	78518021	11/16/04	10/17/06	ABSENTIA	LIVE	RTW, Inc.
3160305	78518035	11/16/04	10/17/06	ABSENTIA & Design	LIVE	RTW, Inc.
3312515	78938570	07/27/06	10/16/07	R H & Design	LIVE	Rockhill Insurance Company and

						Rockhill Underwriting Management, LLC
3390706	77038295	11/07/06	03/04/08	TRANSFORMING PEOPLE FROM ABSENT OR IDLE TO PRESENT AND PRODUCTIVE . . .	LIVE	RTW, Inc.
3397086	77050057	11/22/06	03/18/08	ACIC & Design	LIVE	RTW, Inc.
3397087	77050062	11/22/06	03/18/08	BCIC & Design	LIVE	RTW, Inc.
3439739	77263455	08/24/07	06/03/08	RTW SELECTRITE	LIVE	RTW, Inc.
3517873	77326885	11/12/07	10/14/08	RTW PLACERITE	LIVE	RTW, Inc.
3570111	78856020	04/06/06	02/03/09	ROCKHILL INSURANCE COMPANY	LIVE	Rockhill Insurance Company and Rockhill Underwriting Management, LLC

3692538	77710581	04/09/09	10/06/09	PRIME OF LIFE	LIVE	SAM
3729361	77513133	07/02/08	12/22/09	HOMEXT ENDED	LIVE	SAM
3737757	77513107	07/02/08	01/12/10	AUTOXT ENDED	LIVE	SAM
3762003	77057193	12/05/06	03/23/10	SA & Design	LIVE	SAM
3847885	77968662	03/25/10	09/14/10	BIZXPRESS	LIVE	SAM
3849885	77932591	02/10/10	09/21/10	PRIME OF LIFE & Design	LIVE	SAM
4131849	85407145	08/25/11	04/24/12	CUSTOM FIT	LIVE	SAM
4235223	85473726	11/16/11	10/30/12	COMPCONNECT	LIVE	RTW, Inc.
4349842	85754349	10/15/12	06/11/13	ROCKHILL	LIVE	SAM
4734407	86324626	06/30/14	05/12/15	BOPCHOICE	LIVE	SAM
4840440	86553050	03/04/15	10/27/15	PLAZA INSURANCE COMPANY	LIVE	Plaza Insurance Company, an affiliate of SAM
4894079	85761945	10/24/12	02/02/16	DEFENDER	LIVE	SAM

4976323	86620599	05/06/15	06/14/16	PACESET TER	LIVE	SAM
5009725	86569998	03/19/15	07/26/16	AGENTS ITE	LIVE	SAM
5138207	86631400	05/15/15	02/07/17	DATA COMPRO MISE PLUS	LIVE	SAM
5167693	86855125	12/21/15	03/21/17	AUTO REPLACE MENT COST- TOTAL LOSS PLUS	LIVE	SAM
5247959	87101397	07/12/16	07/18/17	FLEET SAFETY PLAN	LIVE	Plaza Insurance Company, an affiliate of SAM
5247960	87101407	07/12/06	07/18/17	FLEET SAFETY PLAN	LIVE	Plaza Insurance Company, an affiliate of SAM
5269092	87106918	07/18/16	08/22/17	PLAZA INSURAN CE COMPAN Y FLEET SAFETY PLAN	LIVE	Plaza Insurance Company, an affiliate of SAM
5269093	87106922	07/18/16	08/22/17	PLAZA INSURAN CE COMPAN	LIVE	Plaza Insurance Company,



				Y FLEET SAFETY PLAN		an affiliate of SAM
5271660	86623557	05/08/15	08/22/17	ROCKHIL L INSURAN CE	LIVE	SAM
5341800	87101424	07/12/16	11/21/17	STATE AUTO SAFETY 360	LIVE	SAM
5365823	87101461	07/12/16	12/26/17	STATE AUTO SAFETY3 60 & Design	LIVE	SAM
5623257	87242194	11/18/16	12/04/18	STATE AUTO FLEET SAFETY 360	LIVE	SAM
5623258	87242195	11/18/16	12/04/18	STATE AUTO FLEET SAFETY 360	LIVE	SAM
5628426	87242197	11/18/16	12/11/18	FLEET SAFETY 360	LIVE	SAM
5628427	87242199	11/18/16	12/11/18	FLEET SAFETY 360	LIVE	SAM
5829285	87101432	07/12/16	08/06/19	STATE AUTO	LIVE	SAM

				SAFETY 360		
5913137	88371717	04/04/19	11/19/19	STATE AUTO LABS	LIVE	SAM
6016747	88371727	04/04/19	03/24/20	ABSENTI A SOLUTIO NS	LIVE	RTW, Inc.
6086697	88371715	04/04/19	06/23/20	STATE AUTO PEAK SERIES	LIVE	SAM
6176034	88371724	04/04/19	10/13/20	AG SMART 360	LIVE	SAM
6319650	90123664	08/19/20	04/13/21	STATE AUTO CONNEC T	LIVE	SAM
	87242184	11/18/16	Pending	STATE AUTO FLEET SAFETY 360	LIVE	SAM
	87242196	11/18/16	Pending	FLEET SAFETY 360	LIVE	SAM
	90178605	09/14/20	Pending	TOGETHE R. OUR PROVEN PAST, YOUR	LIVE	SAM

				FUTURE INSURED.		
--	--	--	--	--------------------	--	--

*Domain Names*

absentiasolutions.com Expires 1/31/2024 Owner: State Auto Insurance Companies	absentiasolutions.net Expires 1/31/2024 Owner: State Auto Insurance Companies	absentiausa.com Expires 10/11/2023 Owner: State Auto Insurance Companies	farmerscasualty.com Expires 10/31/2023 Owner: State Auto Insurance Companies
gorockhill.com Expires 3/9/2022 Owner: State Auto Insurance Companies	meridianins.com Expires 2/14/2025 Owner: State Auto Insurance Companies	meridiansecurity.com Expires 12/19/2021 Owner: State Auto Insurance Companies	middlemarketplace.com Expires 4/5/2026 Owner: State Auto Insurance Companies
mikelarocco.com Expires 6/22/2024 Owner: State Auto Insurance Companies	mikelarocco.net Expires 6/22/2024 Owner: State Auto Insurance Companies	mmic.com Expires 3/12/2025 Owner: State Auto Insurance Companies	moderninsuranceagent.com Expires 8/14/2024 Owner: State Auto Insurance Companies
mystateauto.com Expires 11/14/2024 Owner: State Auto Insurance Companies	networkeands.com Expires 5/13/2024 Owner: State Auto Insurance Companies	patronsgroup.biz Expires 4/28/2024 Owner: State Auto Insurance Companies	patronsgroup.info Expires 4/29/2024 Owner: State Auto Insurance Companies
patronsgroup.net Expires 4/29/2024 Owner: State Auto Insurance Companies	patronsgroup.org Expires 4/29/2024 Owner: State Auto Insurance Companies	plazainsco.com Expires 3/6/2022 Owner: State Auto Insurance Companies	plazainsurancecompany.com Expires 3/6/2022 Owner: State Auto Insurance Companies
redalternatives.com Expires 5/10/2024	rhkc.com Expires 5/31/2024	rockhill-group.biz Expires 9/23/2023 Owner: State Auto	rockhill-group.com

Owner: State Auto Insurance Companies	Owner: State Auto Insurance Companies	Insurance Companies	Expires 2/6/2023 Owner: State Auto Insurance Companies
rockhill-ins.com Expires 2/6/2023 Owner: State Auto Insurance Companies	rockhill.financial Expires 8/7/2024 Owner: State Auto Insurance Companies	rockhillcorp.com Expires 3/18/2024 Owner: State Auto Insurance Companies	rockhillforyou.com Expires 2/6/2023 Owner: State Auto Insurance Companies
rockhillholdings.com Expires 2/21/2022 Owner: State Auto Insurance Companies	rockhillins.biz Expires 7/22/2024 Owner: State Auto Insurance Companies	rockhillins.info Expires 7/23/2024 Owner: State Auto Insurance Companies	rockhillins.mobi Expires 7/23/2024 Owner: State Auto Insurance Companies
rockhillins.net Expires 7/23/2024 Owner: State Auto Insurance Companies	rockhillins.org Expires 7/23/2024 Owner: State Auto Insurance Companies	rockhillins.us.com Expires 7/23/2021 Owner: State Auto Insurance Companies	rockhillinsco.com Expires 3/6/2022 Owner: State Auto Insurance Companies
rockhillinsurance.com Expires 10/16/2021 Owner: State Auto Insurance Companies	rockhillinsuranceservices.com Expires 3/6/2022 Owner: State Auto Insurance Companies	rockhillnation.com Expires 2/6/2023 Owner: State Auto Insurance Companies	rockhillprotection.com Expires 2/6/2023 Owner: State Auto Insurance Companies
rockhillunderwriters.com Expires 5/31/2024 Owner: State Auto Insurance Companies	rockhillus.com Expires 2/6/2023 Owner: State Auto Insurance Companies	rockinsserv.com Expires 3/6/2022 Owner: State Auto Insurance Companies	rtwi.com Expires 12/12/2024 Owner: State Auto Insurance Companies
rtwi.info Expires 4/9/2022 Owner: State Auto	rtwi.net Expires 5/4/2022	rtwi.org Expires 5/4/2022	rtwselectrite.com Expires 6/21/2024

Insurance Companies	Owner: State Auto Insurance Companies	Owner: State Auto Insurance Companies	Owner: State Auto Insurance Companies
rtwselectrite.net Expires 6/21/2024 Owner: State Auto Insurance Companies	sa-trial.com Expires 8/9/2024 Owner: State Auto Insurance Companies	semci.com Expires 7/21/2023 Owner: State Auto Insurance Companies	shullc.com Expires 1/28/2022 Owner: State Auto Insurance Companies
state-auto-ins.com Expires 11/23/2023 Owner: State Auto Insurance Companies	state-auto-insurance.org Expires 12/28/2021 Owner: State Auto Insurance Companies	stateauto.biz Expires 12/12/2022 Owner: State Auto Insurance Companies	stateauto.cn Expires 6/21/2023 Owner: State Auto Insurance Companies
stateauto.com Expires 8/23/2022 Owner: State Auto Insurance Companies	stateauto.com.cn Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.com.tw Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.info Expires 6/21/2023 Owner: State Auto Insurance Companies
stateauto.name Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.net Expires 4/8/2023 Owner: State Auto Insurance Companies	stateauto.net.cn Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.org Expires 4/8/2022 Owner: State Auto Insurance Companies
stateauto.org.cn Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.tw Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto100.com Expires 8/3/2023 Owner: State Auto Insurance Companies	stateauto100years.com Expires 8/3/2023 Owner: State Auto Insurance Companies
stateautoforgood.com Expires 7/16/2024 Owner: State Auto Insurance Companies	stateautohub.com Expires 12/13/2029 Owner: State Auto Insurance Companies	stateautoinsurance.net Expires 5/23/2022 Owner: State Auto Insurance	stateautosafety360.com Expires 6/20/2026 Owner: State Auto Insurance Companies

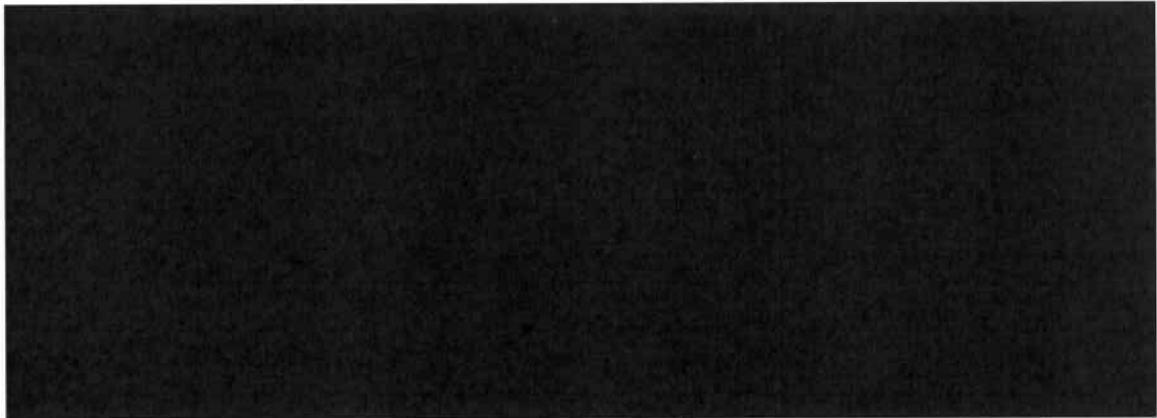
		Companies	
stateautotree.com Expires 8/13/2022 Owner: State Auto Insurance Companies	stauto.com Expires 11/24/2023 Owner: State Auto Insurance Companies	stfc.com Expires 11/29/2023 Owner: State Auto Insurance Companies	stateauto.insurance Expires 6/15/2022 Owner: SAM
rockhill.insurance Expires 9/14/2021 Owner: SAM			

*Patents*

1. None

(d)

1.



2.



## SECTION 4.21

### real property

(a)

1. Corporate Headquarters: 518 E. Broad St., Columbus Ohio 43215

(b)

1. Indianapolis Center  
12900 N. Meridian St., Ste. 200  
Carmel, IN 46032
2. Des Moines Center  
4601 Westown Pkwy., Ste. 300  
West Des Moines, Iowa 50266
3. Baltimore Center  
4 North Park Drive, Ste. 100  
Hunt Valley, Md. 21030
4. Minneapolis Center  
3600 American Blvd. West, Ste. 700  
Bloomington, Minn. 55431
5. Milbank Center  
107 Flynn Dr., Ste. 400  
Milbank, S.D. 57252
6. Nashville Center  
565 Marriott Dr., Ste. 600  
Nashville, Tenn. 37214
7. Austin Center  
Domain 7  
11501 Alterra Parkway, Ste. 53  
Austin, Texas 78758
8. Chicago Law Office  
One Naperville Plaza  
1804 N. Naper Blvd, Ste. 380  
Naperville, Illinois 60563

9. Cincinnati Law Office  
3960 Red Bank Rd., Ste. 140  
Cincinnati, Ohio 45227
10. Cincinnati Law Office  
615 Elsinore Place, Second Floor  
Cincinnati, Ohio 45202
11. Cleveland Law Office  
6000 Lombardo Center, Ste. 420  
Seven Hills, Ohio 44131
12. Dallas Law Office  
5345 Town Square Dr., Ste. 265  
Plano, Texas 75024
13. Hartford Law Office  
100 Pearl Street, Eleventh Floor  
Hartford, Connecticut 06103
14. Philadelphia Law Office  
1155 Business Center Dr., Ste. 160  
Horsham, Pennsylvania 19044

SAM subleases 1200 N. Meridian St., Ste 160, Carmel, Indiana 46032 to D.H. Williams Group, Inc.



**SECTION 5.03**

**CAPITALIZATION**

**(b)**

1. Pursuant to certain STFC Equity Awards, STFC is required to pay to the holders of such STFC Equity Awards dividends or cash payments equal to dividends paid in respect of Shares.

**(c)**

1. 

## **SECTION 5.04**

### **STFC SUBSIDIARIES**

**(a)**

1. State Auto Property & Casualty Insurance Company, an Iowa corporation
2. Stateco Financial Services, Inc., an Ohio corporation
3. Milbank Insurance Company, an Iowa corporation
4. State Auto Insurance Company of Ohio, an Ohio corporation
5. 518 Property Management and Leasing, LLC, an Ohio limited liability company

**(b)**

1. Items 1-7 of Section 5.10(a)(iv) of these Disclosure Letters are incorporated herein by reference.

## SECTION 5.05

### NO CONFLICT; REQUIRED FILINGS AND CONSENTS

(a)

(iii)

1. Credit Agreement, dated May 19, 2009, by and between SAM and Milbank Insurance Company, and that certain Addendum dated May 19, 2019.
2. Credit Agreement, dated May 8, 2009, by and between SAM and State Auto Property & Casualty Insurance Company, and that certain Addendum dated May 8, 2019.
3. Blanket Security Agreement, dated February 15, 2013, by and between State Auto Property & Casualty Insurance Company ("State Auto P&C") and FHLB, and Addendum to the Agreement (the "State Auto P&C Blanket Security Agreement").

(b)

1. Filing with, and approval of, the Ohio Department of Insurance pursuant to Section 3913.32(A) of the Ohio Revised Code related to the SAM Transaction.
2. Filing with, and approval of, the Massachusetts Division of Insurance pursuant to Section 19T(b)(ii) of Chapter 175 of the Massachusetts General Laws related to the SAM Transaction.
3. Form A filing with, and approval of, the Arizona Department of Insurance related to the acquisition of control of Rockhill Insurance Company.
4. Form A filing with, and approval of, the Connecticut Insurance Department related to the acquisition of control of Patrons Mutual Insurance Company of Connecticut.
5. Form A filing with, and approval of, the Indiana Department of Insurance related to the acquisition of control of Meridian Security Ins. Company.
6. Form A filing with, and approval of, the Iowa Insurance Division related to the acquisition of control of Milbank Insurance Company, Plaza Insurance Company and State Auto Property & Casualty Insurance Company.
7. Form A filing with, and approval of, the Minnesota Department of Commerce related to the acquisition of control of American Compensation Insurance Company and Bloomington Compensation Insurance Company.
8. Form A filing with, and approval of, the Ohio Department of Insurance related to the acquisition of control of SAM and State Auto Insurance Company of Ohio.

9. Form A filing with, and approval of, the Wisconsin Office of the Commissioner of Insurance related to the acquisition of control of State Auto Insurance Company of Wisconsin.
10. Form E pre-acquisition notification filing (regarding the potential competitive impact of the acquisition) in the following jurisdictions:
  - (a) Alabama;
  - (b) Arizona;
  - (c) Arkansas;
  - (d) Colorado;
  - (e) Connecticut;
  - (f) Delaware;
  - (g) Georgia;
  - (h) Illinois;
  - (i) Indiana;
  - (j) Kentucky;
  - (k) Maryland;
  - (l) Minnesota;
  - (m) Mississippi;
  - (n) Missouri;
  - (o) North Dakota;
  - (p) Pennsylvania;
  - (q) South Carolina;
  - (r) South Dakota;
  - (s) Tennessee;
  - (t) Utah;
  - (u) Virginia;

- (v) West Virginia;
  - (w) Wisconsin; and
  - (x) District of Columbia.
11. Change of control filings with, and non-disapproval of, the Texas Department of Insurance pursuant to Tex. Ins. Code § 4001.253 related to the acquisition of control of Network E&S Insurance Brokers, LLC and Rockhill Underwriting Management LLC.
  12. Filing with, and approval of, the California Department of Insurance pursuant to California Insurance Code § 1011(c) related to the SAM Transaction.
  13. Form D filings with, and non-disapprovals of, the applicable Insurance Regulator(s) with respect to any agreements to be entered into between or among any SAM Insurance Company or STFC Insurance Company, on the one hand, and LMHC and any of its Affiliates, on the other hand, in connection with the Closing.

**SECTION 5.07**  
**LITIGATION; ORDERS**

(a)

1.

[REDACTED]

2.

[REDACTED]

3.

[REDACTED]

Upon information and belief, the below-designated **Class Action Matters** are currently pending against SAM or its Subsidiaries.

1. Cedarview Mart, LLC v. State Auto Property and Casualty Company  
U.S. District Court for the Northern District of Mississippi, No. 3:20-cv-00107, filed April 2, 2020

[REDACTED]

2. Big Tomato LLC d/b/a Tabella v. State Auto Property and Casualty Insurance Co.  
U.S. District Court for the Southern District of Mississippi, No. 2:20-cv-00086, filed May 18, 2020

[REDACTED]

3. Planet Sub Holdings, Inc. v. State Auto Property and Casualty Company, Inc.  
U.S. District Court for the Western District of Missouri, No. 4:20-cv-00577, filed July 22, 2020

[REDACTED]

4. Kemco, LLC v. State Auto Property and Casualty Company, Inc.

U.S. District Court for the Southern District of Illinois, No. 3:21-cv-00592, removed to federal court June 15, 2021



5. Coventry Deli. v. State Auto Property and Casualty Company, Inc.  
U.S. District Court for the Southern District of Missouri, No. 2:21-cv-02708, filed May 21, 2021



Upon information and belief, the below-designated **Non-Class Action Matters** are currently pending against SAM or its Subsidiaries.

1. Classic Dining Group LLC v. State Auto Insurance Companies  
Franklin County Court of Common Pleas, Ohio, No. 20-cv-0004107, filed June 24, 2020



2. Wild Eggs Holdings, Inc. v. State Auto Property and Casualty Insurance Company  
U.S. District Court for the Western District of Kentucky, No. 3:20-cv-00501, filed July 15, 2020.



3. Haisous LLC v. State Auto Property and Casualty Insurance Company  
U.S. District Court for the Northern District of Illinois, No. 1:20-cv-04286, filed July 22, 2020.



4. C&A Gitto, Inc. v. State Auto Property and Casualty Insurance Company  
St. Louis Circuit Court, Missouri, No. 2022-CC10351, filed November 19, 2020



5. Isaac's Deli, Inc. v. State Auto Property and Casualty Insurance Company  
U.S. District Court for the Eastern District of Pennsylvania, No. 5:20-cv-06165, removed to federal court December 7, 2020.



6. MS Moe's OG Barbecue v. State Auto  
Lee County Court of Common Pleas, Mississippi, served June 24, 2020.



7. Danco LLC v. State Auto  
U.S. District Court for the Northern District of Mississippi, No. 3:20-cv-00235, removed  
to federal court August 17, 2020.





**SECTION 5.08**  
**STFC REPORTS; FINANCIAL STATEMENTS**

**(a)**

1. STFC has exceeded the 200,000 additional Shares registered with respect to the Monthly Stock Purchase Plan for Independent Agents of State Auto (the “MSPP”) pursuant to that certain Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 filed by STFC on March 2, 2016 (the “MSPP S-3) in the amount of 12,189. STFC intends to file a Post-Effective Amendment No. 3 to the MSPP S-3 (or such other form as applicable) in order to increase the number of registered Shares with respect to the MSPP pursuant to the terms of the MSPP.

**SECTION 5.09  
ABSENCE OF CERTAIN CHANGES OR EVENTS**

(c)

(ii)

1.

<b>Quarter</b>	<b>Record Date</b>	<b>Payment Date</b>
<b>1</b>	3/17/2021	3/26/2021
<b>2</b>	6/10/2021	6/25/2021
<b>3</b>	9/15/2021	9/27/2021
<b>4</b>	12/15/2021	12/15/2021

(ix)

1. Open Line of Credit Application, dated April 2, 2021, by and between State Auto Property & Casualty Insurance Company and Federal Home Loan Bank of Cincinnati.

## SECTION 5.10

### CONTRACTS

(a)

(i)

1. Investment Management Agreement, effective April 1, 1993, by and between Stateco Financial Services, Inc. and SAM, that certain First Amendment, effective January 1, 2013, and that certain Amended and Restated Exhibit A to the Investment Management Agreement, effective January 1, 2013.
2. Investment Management Agreement, effective June 1, 2001, by and between Stateco Financial Services, Inc. and Meridian Security Insurance Company, and that certain Amended and Restated Exhibit A to the Investment Management Agreement, effective January 1, 2013.
3. Investment Management Agreement, effective January 1, 1997, by and between Stateco Financial Services, Inc. and Midwest Security Insurance Company, and that certain Amended and Restated Exhibit A to the Investment Management Agreement, effective January 1, 2013.
4. Investment Management Agreement, effective June 1, 2001, by and between Stateco Financial Services, Inc. and Meridian Citizens Mutual Insurance Company, and that certain Amended and Restated Exhibit A to the Investment Management Agreement, effective January 1, 2013.
5. Amended and Restated Investment Management Agreement, dated as of December 31, 2007, by and between Stateco Financial Services, Inc. and Patrons Mutual Insurance Company of Connecticut, Patrons Fire Insurance Company of Rhode Island, and Provision State Insurance Company.
6. Investment Management Agreement, effective October 1, 2010, by and between Stateco Financial Services, Inc. and Plaza Insurance Company, and that certain Amended and Restated Exhibit A to the Investment Management Agreement, effective January 1, 2013.
7. Investment Management Agreement, effective October 1, 2010, by and between Stateco Financial Services, Inc. and Rockhill Insurance Company, and that certain Amended and Restated Exhibit A to the Investment Management Agreement, effective January 1, 2013.
8. Investment Management Agreement, effective October 1, 2010, by and between Stateco Financial Services, Inc. and American Compensation Insurance Company and Bloomington Compensation Insurance Company, and that certain Amended and Restated Exhibit A to the Investment Management Agreement, effective January 1, 2013.
9. Midwest Security Insurance Company Management Agreement, Amended and Restated as of January 1, 2000, by and between SAM, State Auto Property and Casualty Insurance

Company and Midwest Security Insurance Company (nka State Auto Insurance Company of Wisconsin).

10. Management and Operations Agreement, Amended and Restated as of January 1, 2015, by and between SAM, STFC, State Auto Property and Casualty Insurance Company, State Auto Insurance Company of Ohio, Milbank Insurance Company, Meridian Security Insurance Company, Patrons Mutual Insurance Company, Stateco Financial Services, Inc., 518 Property Management and Leasing, LLC, State Auto Holdings, Inc., Facilitators, Inc., CDC Holding, Inc., Partners General Insurance Agency, LLC, and Network E&S Brokers, LLC, as amended by that certain First Amendment, effective as of September 5 , 2017, and that certain Second Amendment, effective as of March 1, 2018.
11. Consulting Services Agreement, dated as of November 1, 2009, by and SAM, State Auto Property & Casualty Insurance Company, Meridian Security Insurance Company, Meridian Citizens Mutual Insurance Company, Farmers Casualty Insurance Company, Milbank Insurance Company, and RTW, Inc., and that certain Amended and Restated Appendix B to the Consulting Services Agreement, effective as of January 1, 2013.
12. Underwriting Management Agreement, effective as of November 20, 2009, by and between Rockhill Insurance Company, Plaza Insurance Company, American Compensation Insurance Company, Bloomington Compensation Insurance Company, SAM, State Auto Property & Casualty Insurance Company, Meridian Security Insurance Company, Milbank Insurance Company, Farmers Casualty Insurance Company, and Risk Evaluation and Design, LLC.
13. Amended and Restated Management and Operations Agreement, effective as of January 1, 2011, by and between State Auto Property & Casualty Insurance Company, SAM, Rockhill Insurance Company, Plaza Insurance Company, American Compensation Insurance Company, Bloomington Compensation Insurance Company, Rockhill Holding Company, National Environmental Coverage Corporation of the South, LLC, National Environmental Coverage Corporation, RTW, Inc., Rockhill Insurance Services, LLC and Rockhill Underwriting Management, LLC, and that certain First Amendment, effective as of January 1, 2013.
14. Reinsurance Pooling Agreement Amended and Restated as of January 1, 2011, entered into as of January 3, 2011, by and among State Automobile Mutual Insurance Company, State Auto Property & Casualty Insurance Company, Milbank Insurance Company, State Auto Insurance Company of Wisconsin, Farmers Casualty Insurance Company, State Auto Insurance Company of Ohio, State Auto Florida Insurance Company, Meridian Security Insurance Company, Meridian Citizens Mutual Insurance Company, Patrons Mutual Insurance Company of Connecticut, Litchfield Mutual Fire Insurance Company, Beacon National Insurance Company, Rockhill Insurance Company, Plaza Insurance Company, American Compensation Insurance Company and Bloomington Compensation Insurance Company, that certain First Amendment, effective as of January 1, 2011, that certain, Second Amendment, effective as of March 31, 2013, and that certain Third Amendment, effective as of July 1, 2014.

15. Amended and Restated Declaration of Trust of STFC Capital Trust I, dated as of May 22, 2003.
16. Indenture for Floating Rate Junior Subordinated Debt Securities Due 2033, dated as of May 22, 2003, by and between STFC and Wilmington Trust Company.
17. Credit Agreement, dated May 19, 2009, by and between SAM and Milbank Insurance Company, and that certain Addendum dated May 19, 2019.
18. Credit Agreement, dated May 8, 2009, by and between SAM and State Auto Property & Casualty Insurance Company, and that certain Addendum dated May 8, 2019.
19. The State Auto P&C Blanket Security Agreement and the following applications executed in connection therewith:
  - a. Application for Callable Advance, dated as of September 2, 2020, by and between State Auto P&C and FHLB.
  - b. Open Line of Credit Application, dated as of April 2, 2020, by and between State Auto P&C and FHLB.
  - c. Application for Advance, dated as of May 17, 2018, by and between State Auto P&C and FHLB.

(iv)

1. Indenture for Floating Rate Junior Subordinated Debt Securities Due 2033, dated May 22, 2003, by and between STFC and Wilmington Trust Company.
2. The SAM Blanket Security Agreement and the following applications executed in connection therewith:
  - a. Cash Management Advance Application, dated as of September 11, 2020, by and between SAM and FHLB.
  - b. REPO Based Advance Application, dated as of September 11, 2020, by and between SAM and FHLB.
  - c. Application for Callable Advance, dated as of January 17, 2019, by and between SAM and FHLB.
  - d. Application for Callable Advance, dated as of September 2, 2016, by and between SAM and FHLB.
3. The State Auto P&C Blanket Security Agreement and the following applications executed in connection therewith:

- a. Application for Callable Advance, dated as of September 2, 2020, by and between State Auto P&C and FHLB.
- b. Open Line of Credit Application, dated as of April 2, 2020, by and between State Auto P&C and FHLB.
- c. Application for Advance, dated as of May 17, 2018, by and between State Auto P&C and FHLB.

(v)

1. Indenture for Floating Rate Junior Subordinated Debt Securities Due 2033, dated May 22, 2003, by and between STFC and Wilmington Trust Company.

(xiv)

1. The State Auto P&C Blanket Security Agreement.
2. The SAM Blanket Security Agreement.
3. Reinsurance Trust Agreement, dated December 21, 2018, by and between State Auto Property & Casualty Insurance Company, Home State County Mutual Insurance Company and JP Morgan Chase Bank, N.A.

(xv)

1. Adoption Agreement, dated July 12, 2007, by and between [REDACTED] and State Auto Insurance Companies Employee Retirement Plan.
2. Subscription Agreement, dated April 21, 2021, by and between [REDACTED] and Milbank Insurance Company.
3. Subscription and Adoption Agreement, dated September 5, 2007, by and between [REDACTED] and State Auto Property and Casualty Insurance Co.

(xx)

1. Fleet Management Services Agreement, dated January 16, 2015, by and between [REDACTED] and STFC together with its divisions, subsidiaries and participants.
2. Insurance Services Products and Services Agreement, dated January 8, 2010, by and between [REDACTED] and State Auto Insurance Companies, AM Best # 00856, its affiliates and subsidiaries.

**SECTION 5.11**

**STFC INSURANCE COMPANIES**

1. Milbank Insurance Company
2. State Auto Insurance Company of Ohio
3. State Auto Property & Casualty Insurance Company

## SECTION 5.12

### STATUTORY STATEMENTS; EXAMINATIONS

(c)

1. Kentucky: The Kentucky Department of Insurance recently issued an Examination Report regarding Milbank Insurance Company's activities from January 1, 2018 through December 31, 2018, with a fine of \$117,000, with \$50,000 to be paid only if remediation is not completed. There is a repeat finding from the 2014/2015 Market Conduct Exam related to Personal Injury Protection payments.

(d)

1. None.



**SECTION 5.14**

**REINSURANCE**

**(a)**

**(i)**

1. Items 1-24 of Section 4.12(a)(i) of these Disclosure Letters are incorporated herein by reference.

**(ii)**

1. Quota Share Reinsurance Agreement No. SA06012017 between [REDACTED] and State Auto Property & Casualty Insurance Company entered into 2017.

**(c)**

**(i)**

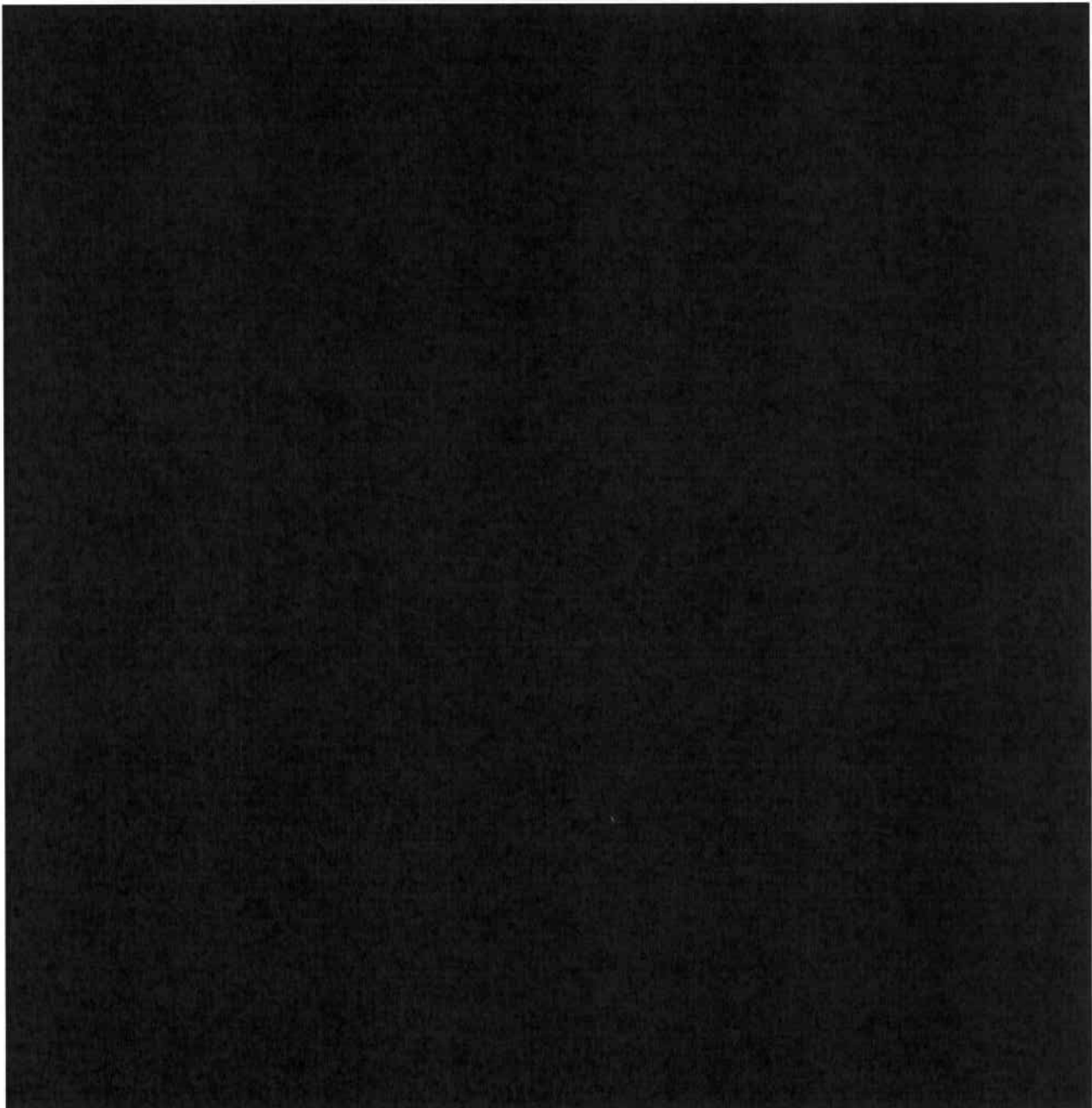
1. Section 4.12(c)(i) of these Disclosure Letters is incorporated herein by reference.

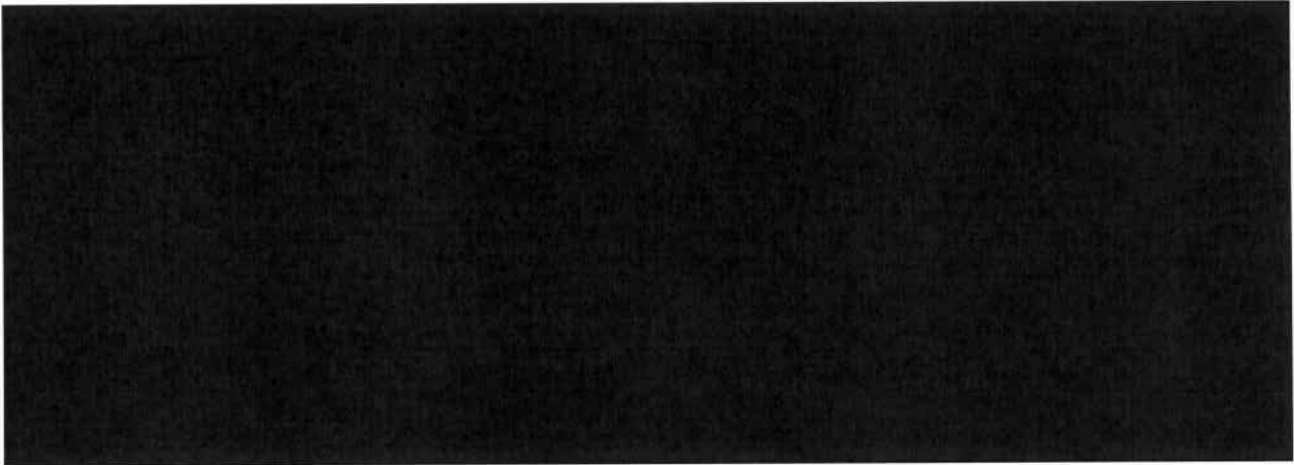
**SECTION 5.17**

**TAXES**

**(a)**

1. 





(c)

1.

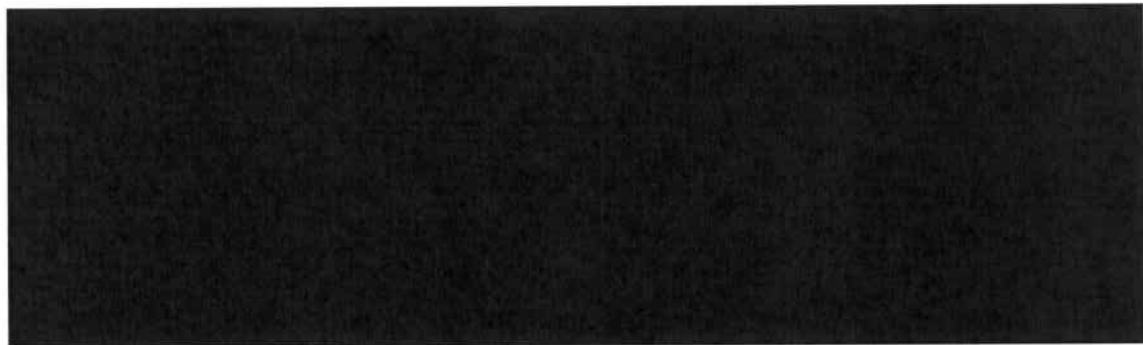


(h)

1. STFC has acquired those of its Subsidiaries labeled with an “a” in the organizational chart in the data room labeled “OrgS.A.HoldingCoSys-062521 no red.pdf”. Certain of these Subsidiaries were previously members of a different affiliated group prior to being acquired by STFC.

(i)

1.



(I)

1. STFC and Subsidiaries is a Federal Filing Group composed of both insurance companies that operate as an insurance company pursuant to Section 831 of the Code, as well as non-insurance companies. The companies in the filing group that are not taxed as insurance companies are as follows:

- State Auto Financial Corporation
- Stateco Financial Services, Inc.

In addition, 518 Property Management and Leasing, LLC is not taxed as an insurance company.

(m)

1.



**SECTION 5.19**

**EMPLOYEE BENEFIT PLANS**

**(a)**

1. Section 4.17(a) of these Disclosure Letters is incorporated herein by reference.

**(c)**

Title IV Plans

1. State Auto Insurance Companies Employee Retirement Plan

**(f)**

Post-Retirement Health and Welfare Plans

1. State Auto Insurance Companies Postretirement Medical and Death Benefit Programs

**(i)**

1. Items 1-31 of Section 4.17(a) of these Disclosure Letters is incorporated herein by reference.

2.



**SECTION 5.20**

**LABOR AND EMPLOYMENT MATTERS**

(b)

1.

[REDACTED]

2.

[REDACTED]

3.

[REDACTED]

4.

[REDACTED]

(c)

1.

Steven E. English has rescinded his previously announced intention to retire that was disclosed in a Form 8-K filed on May 3, 2021.

2.

[REDACTED] has terminated employment effective July 23, 2021.

**SECTION 5.21**

**INTELLECTUAL PROPERTY**

(a)

*Copyrights*

1. None.

*Trademarks*

Registration Number	Serial Number	Filing Date	Registration Date	Word Mark	Status	Owner (Registrant)
3148647	78743797	10/31/05	09/26/06	STFC & Design	LIVE	STFC
3409636	76649306	10/27/05	04/08/08	CUSTOMFIT	LIVE	SAM

*Domain Names*

absentiasolutions.com Expires 1/31/2024 Owner: State Auto Insurance Companies	absentiasolutions.net Expires 1/31/2024 Owner: State Auto Insurance Companies	absentiausa.com Expires 10/11/2023 Owner: State Auto Insurance Companies	farmerscasualty.com Expires 10/31/2023 Owner: State Auto Insurance Companies
gorockhill.com Expires 3/9/2022 Owner: State Auto Insurance Companies	meridianins.com Expires 2/14/2025 Owner: State Auto Insurance Companies	meridiansecurity.com Expires 12/19/2021 Owner: State Auto Insurance Companies	middlemarketplace.com Expires 4/5/2026 Owner: State Auto Insurance Companies
mikelarocco.com Expires 6/22/2024 Owner: State Auto Insurance Companies	mikelarocco.net Expires 6/22/2024 Owner: State Auto Insurance Companies	mmic.com Expires 3/12/2025 Owner: State Auto Insurance Companies	moderninsuranceagent.com Expires 8/14/2024 Owner: State Auto Insurance Companies
mystateauto.com	networkeands.com Expires 5/13/2024	patronsgroup.biz	patronsgroup.info

Expires 11/14/2024 Owner: State Auto Insurance Companies	Owner: State Auto Insurance Companies	Expires 4/28/2024 Owner: State Auto Insurance Companies	Expires 4/29/2024 Owner: State Auto Insurance Companies
patronsgroup.net Expires 4/29/2024 Owner: State Auto Insurance Companies	patronsgroup.org Expires 4/29/2024 Owner: State Auto Insurance Companies	plazainsco.com Expires 3/6/2022 Owner: State Auto Insurance Companies	plazainsurancecompany.com Expires 3/6/2022 Owner: State Auto Insurance Companies
redalternatives.com Expires 5/10/2024 Owner: State Auto Insurance Companies	rhkc.com Expires 5/31/2024 Owner: State Auto Insurance Companies	rockhill-group.biz Expires 9/23/2023 Owner: State Auto Insurance Companies	rockhill-group.com Expires 2/6/2023 Owner: State Auto Insurance Companies
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rockhillunderwriters.com Expires 5/31/2024	rockhillus.com Expires 2/6/2023 Owner: State Auto Insurance Companies	rockinsserv.com Expires 3/6/2022	rtwi.com Expires 12/12/2024



Owner: State Auto Insurance Companies		Owner: State Auto Insurance Companies	Owner: State Auto Insurance Companies
rtwi.info Expires 4/9/2022 Owner: State Auto Insurance Companies	rtwi.net Expires 5/4/2022 Owner: State Auto Insurance Companies	rtwi.org Expires 5/4/2022 Owner: State Auto Insurance Companies	rtwselectrite.com Expires 6/21/2024 Owner: State Auto Insurance Companies
rtwselectrite.net Expires 6/21/2024 Owner: State Auto Insurance Companies	sa-trial.com Expires 8/9/2024 Owner: State Auto Insurance Companies	semci.com Expires 7/21/2023 Owner: State Auto Insurance Companies	shulc.com Expires 1/28/2022 Owner: State Auto Insurance Companies
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stateauto.com Expires 8/23/2022 Owner: State Auto Insurance Companies	stateauto.com.cn Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.com.tw Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.info Expires 6/21/2023 Owner: State Auto Insurance Companies
stateauto.name Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.net Expires 4/8/2023 Owner: State Auto Insurance Companies	stateauto.net.cn Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.org Expires 4/8/2022 Owner: State Auto Insurance Companies
stateauto.org.cn Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto.tw Expires 6/21/2023 Owner: State Auto Insurance Companies	stateauto100.com Expires 8/3/2023 Owner: State Auto Insurance Companies	stateauto100years.com Expires 8/3/2023 Owner: State Auto Insurance Companies
stateautoforgood.com	stateautohub.com	stateautoinsurances.net Expires 5/23/2022	stateautosafety360.com Expires 6/20/2026

Expires 7/16/2024 Owner: State Auto Insurance Companies	Expires 12/13/2029 Owner: State Auto Insurance Companies	Owner: State Auto Insurance Companies	Owner: State Auto Insurance Companies
stateautotree.com Expires 8/13/2022 Owner: State Auto Insurance Companies	stauto.com Expires 11/24/2023 Owner: State Auto Insurance Companies	stfc.com Expires 11/29/2023 Owner: State Auto Insurance Companies	stateauto.insurance Expires 6/15/2022 Owner: SAM
rockhill.insurance Expires 9/14/2021 Owner: SAM			

*Patents*

1. None.

**(d)**

1. Section 4.19(d) of these Disclosure Letters is incorporated herein by reference.

**SECTION 5.23**

**REAL PROPERTY**

**(a)**

1. 518 Property Management and Leasing, LLC entered into a purchase agreement on June 24, 2021, to sell its owned real property located in Nashville, TN.

**(b)**

1. None.

**SECTION 7.01(a)**

**CONDUCT OF BUSINESS BY SAM AND STFC PENDING TRANSACTIONS**

(i)

1. *Dividends.*

<b>Quarter</b>	<b>Record Date</b>	<b>Payment Date</b>
<b>1</b>	3/17/2021	3/26/2021
<b>2</b>	6/10/2021	6/25/2021
<b>3</b>	9/15/2021	9/27/2021
<b>4</b>	12/15/2021	12/15/2021

(iv)

1. STFC intends to file a Post-Effective Amendment No. 3 to the MSPP S-3 (or such other form as applicable) in order to increase the number of registered Shares with respect to the MSPP pursuant to the terms of the MSPP.

(v)

1.



(ix)

1. The SAM 2016 Callable Advance in the principal amount of \$11,500,000 matures on September 2, 2021.



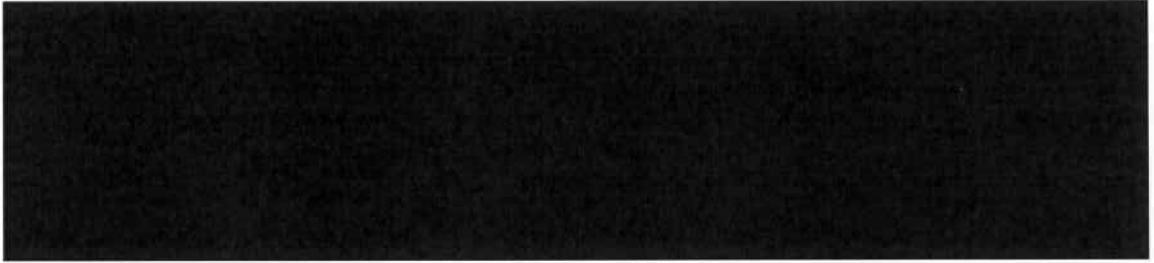
(xiii)

1.

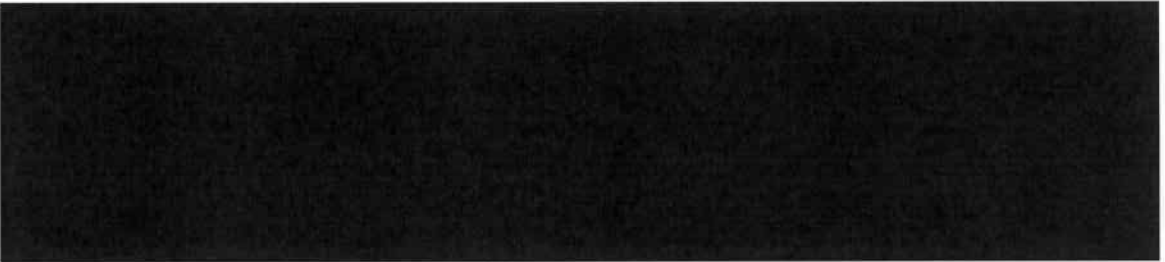


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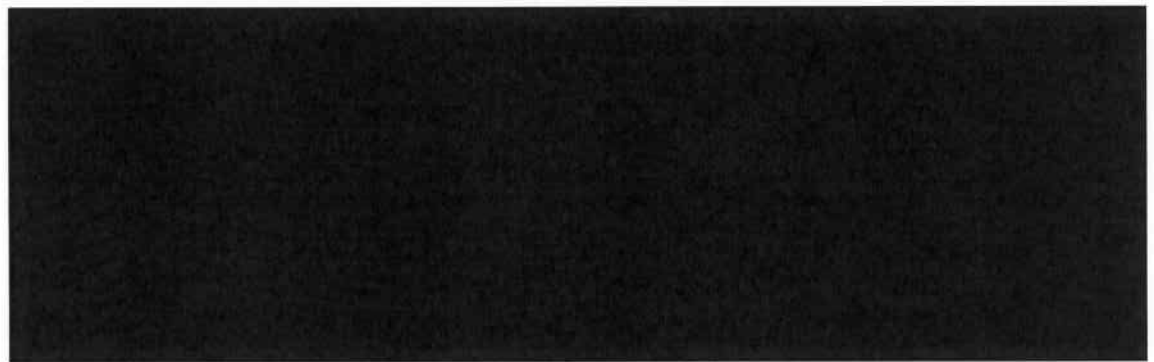
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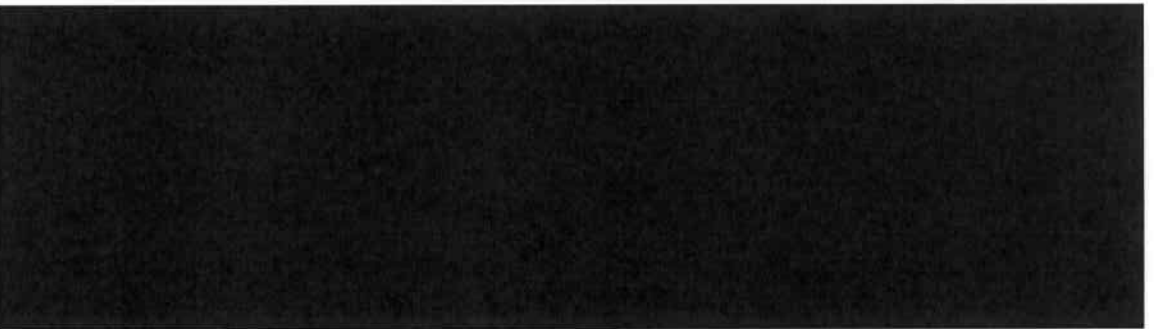
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3.



4.

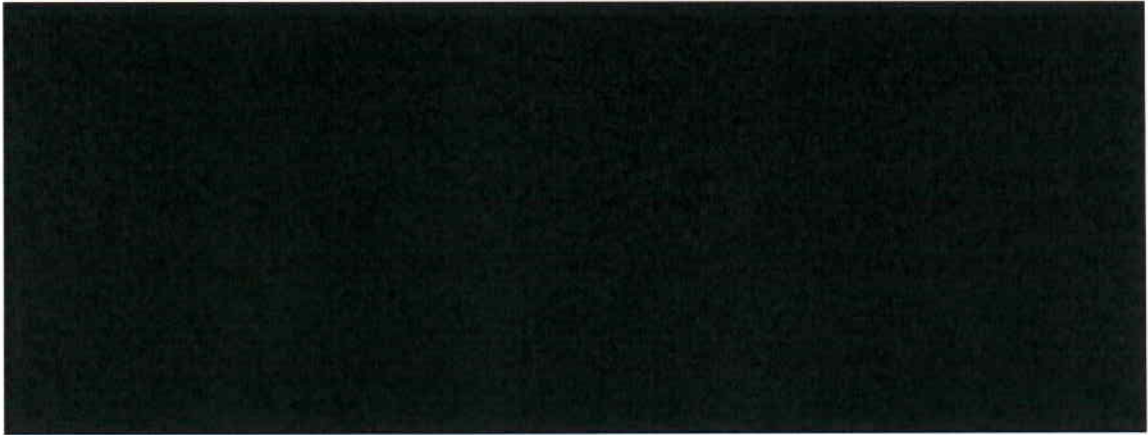


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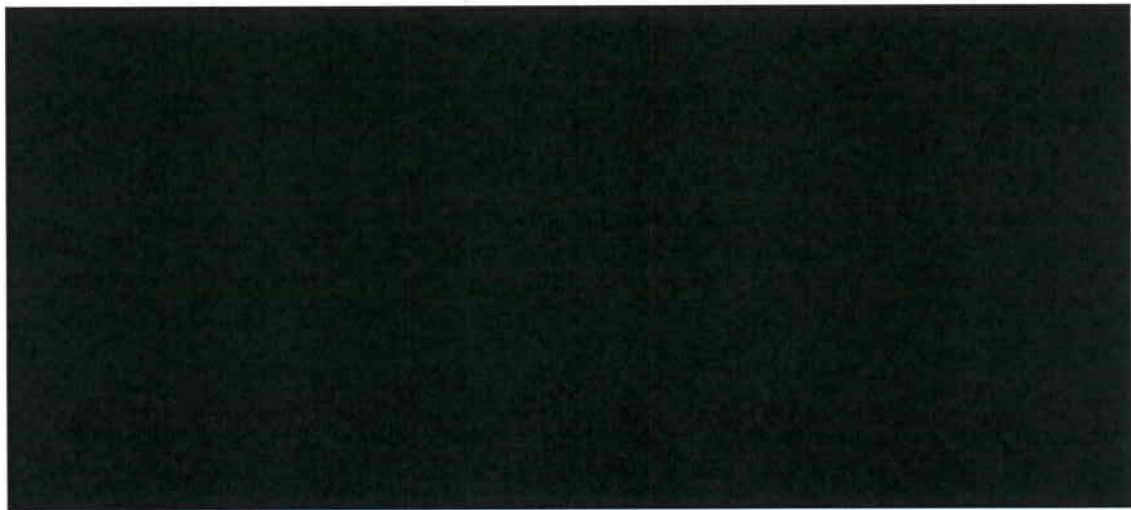




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8.



9.

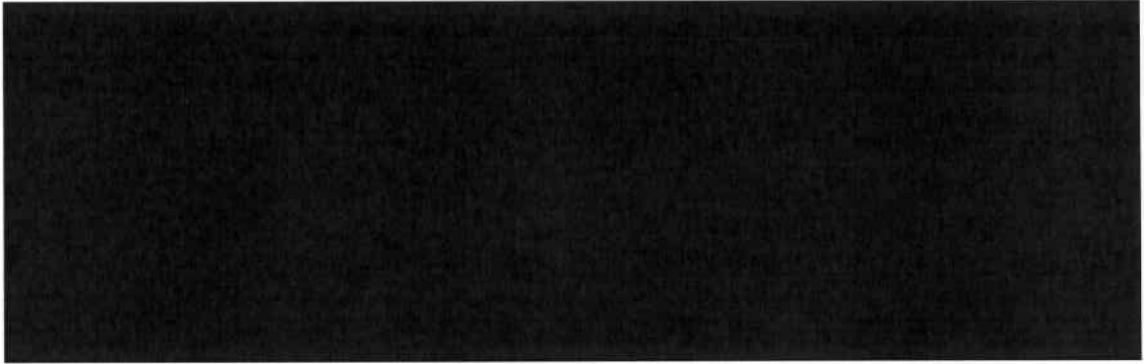


10.



**(xvii)**

1.



**(xviii)**

1.



**(xx)(B)**

1.



**SECTION 7.10  
POST CLOSING COMMITMENTS**

(c)

[REDACTED]

[REDACTED]

[REDACTED]

2.

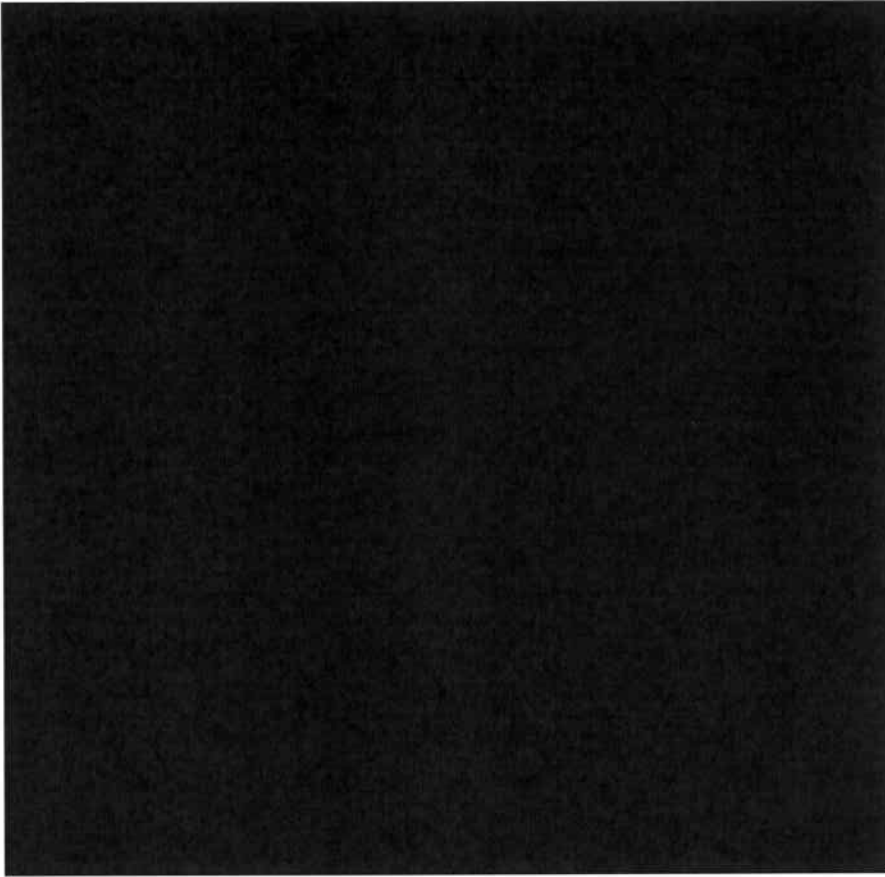
[REDACTED]

3.

[REDACTED]

[REDACTED]





**SECTION 7.11**  
**EMPLOYEE MATTERS**

**(a)**

1. State Auto Insurance Companies Employee Retirement Plan

**(e)**

- 1.
- 