

SELECTIVE INSURANCE GROUP INC
Form 10-Q
July 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: June 30, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-33067

SELECTIVE INSURANCE GROUP, INC.
(Exact Name of Registrant as Specified in Its Charter)

New Jersey
(State or Other Jurisdiction of Incorporation or Organization)

22-2168890
(I.R.S. Employer Identification No.)

40 Wantage Avenue
Branchville, New Jersey
(Address of Principal Executive Offices)

07890
(Zip Code)

(973) 948-3000
(Registrant's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such report), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

As of June 30, 2011, there were 54,164,792 shares of common stock, par value \$2.00 per share, outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SELECTIVE INSURANCE GROUP, INC.

CONSOLIDATED BALANCE SHEETS

(\$ in thousands, except share amounts)

| | Unaudited June 30, 2011 | December 31, 2010 |
|---|-------------------------------|----------------------|
| ASSETS | | |
| Investments: | | |
| Fixed maturity securities, held-to-maturity – at carrying value (fair value: \$1,120,977 – 2011; \$1,256,294 – 2010) | \$1,070,578 | 1,214,324 |
| Fixed maturity securities, available-for-sale – at fair value (amortized cost: \$2,442,579 – 2011; \$2,285,988 – 2010) | 2,525,237 | 2,342,742 |
| Equity securities, available-for-sale – at fair value (cost of: \$128,187 – 2011; \$58,039 – 2010) | 136,577 | 69,636 |
| Short-term investments (at cost which approximates fair value) | 142,809 | 161,155 |
| Other investments | 132,137 | 137,865 |
| Total investments | 4,007,338 | 3,925,722 |
| Cash | 185 | 645 |
| Interest and dividends due or accrued | 36,596 | 37,007 |
| Premiums receivable, net of allowance for uncollectible accounts of: \$4,054 – 2011; \$4,691 – 2010 | 467,122 | 414,105 |
| Reinsurance recoverables, net | 338,122 | 318,752 |
| Prepaid reinsurance premiums | 115,943 | 110,327 |
| Current federal income tax | 7,304 | 11,200 |
| Deferred federal income tax | 87,899 | 93,234 |
| Property and equipment – at cost, net of accumulated depreciation and amortization of: \$156,209 – 2011; \$151,704 – 2010 | 39,998 | 41,775 |
| Deferred policy acquisition costs | 216,185 | 209,627 |
| Goodwill | 7,849 | 7,849 |
| Other assets | 45,107 | 61,529 |
| Total assets | \$5,369,648 | 5,231,772 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Reserve for losses and loss expenses | \$2,898,592 | 2,830,058 |
| Unearned premiums | 858,627 | 823,596 |
| Notes payable | 262,346 | 262,333 |
| Accrued salaries and benefits | 100,378 | 100,933 |
| Other liabilities | 148,671 | 143,743 |
| Total liabilities | \$4,268,614 | 4,160,663 |
| Stockholders' Equity: | | |
| Preferred stock of \$0 par value per share: Authorized shares: 5,000,000; no shares issued or outstanding | \$- | - |
| Common stock of \$2 par value per share Authorized shares: 360,000,000 Issued: 96,987,900 – 2011; 96,362,667 – 2010 | 193,976 | 192,725 |
| Additional paid-in capital | 252,189 | 244,613 |
| Retained earnings | 1,185,659 | 1,176,155 |
| Accumulated other comprehensive income | 21,144 | 7,024 |
| Treasury stock – at cost (shares: 42,823,108 – 2011; 42,686,204 – 2010) | (551,934) | (549,408) |

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| | | |
|--|-------------|-----------|
| Total stockholders' equity | 1,101,034 | 1,071,109 |
| Commitments and contingencies | | |
| Total liabilities and stockholders' equity | \$5,369,648 | 5,231,772 |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

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SELECTIVE INSURANCE GROUP, INC.
UNAUDITED CONSOLIDATED STATEMENTS OF
INCOME

| (\$ in thousands, except per share amounts) | Quarter ended June 30, | | Six Months ended June 30, | |
|--|---------------------------|----------|------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| Revenues: | | | | |
| Net premiums earned | \$355,580 | 352,190 | 706,923 | 708,392 |
| Net investment income earned | 39,345 | 36,545 | 82,818 | 71,251 |
| Net realized gains (losses): | | | | |
| Net realized investment gains | 2,315 | 2,920 | 8,705 | 11,096 |
| Other-than-temporary impairments | 163 | (6,162) | (369) | (12,235) |
| Other-than-temporary impairments on fixed maturity securities recognized in other comprehensive income | (332) | (22) | (430) | (2,189) |
| Total net realized gains (losses) | 2,146 | (3,264) | 7,906 | (3,328) |
| Other income | 2,499 | 2,247 | 5,379 | 4,515 |
| Total revenues | 399,570 | 387,718 | 803,026 | 780,830 |
| Expenses: | | | | |
| Losses and loss expenses incurred | 274,555 | 239,980 | 523,761 | 494,123 |
| Policy acquisition costs | 113,843 | 116,099 | 227,273 | 232,101 |
| Interest expense | 4,559 | 4,655 | 9,116 | 9,497 |
| Other expenses | 5,392 | 4,136 | 13,883 | 14,614 |
| Total expenses | 398,349 | 364,870 | 774,033 | 750,335 |
| Income from continuing operations, before federal income tax | 1,221 | 22,848 | 28,993 | 30,495 |
| Federal income tax (benefit) expense: | | | | |
| Current | 3,111 | 1,322 | 7,387 | 10,166 |
| Deferred | (4,215) | 1,435 | (2,268) | (6,355) |
| Total federal income tax (benefit) expense | (1,104) | 2,757 | 5,119 | 3,811 |
| Net income from continuing operations | 2,325 | 20,091 | 23,874 | 26,684 |
| Loss on disposal of discontinued operations, net of tax of \$(713) for Second Quarter 2010 and \$(1,139) for Six Months 2010 | - | (1,325) | - | (2,115) |
| Net income | \$2,325 | 18,766 | 23,874 | 24,569 |
| Earnings per share: | | | | |
| Basic net income from continuing operations | \$0.04 | 0.37 | 0.44 | 0.50 |
| Basic net loss from disposal of discontinued operations | - | (0.02) | - | (0.04) |
| Basic net income | \$0.04 | 0.35 | 0.44 | 0.46 |
| Diluted net income from continuing operations | \$0.04 | 0.37 | 0.43 | 0.49 |
| Diluted net loss from disposal of discontinued operations | - | (0.02) | - | (0.04) |
| Diluted net income | \$0.04 | 0.35 | 0.43 | 0.45 |

| | | | | |
|---------------------------|--------|------|------|------|
| Dividends to stockholders | \$0.13 | 0.13 | 0.26 | 0.26 |
|---------------------------|--------|------|------|------|

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

SELECTIVE INSURANCE GROUP, INC.
 UNAUDITED CONSOLIDATED STATEMENTS OF
 STOCKHOLDERS' EQUITY

| (\$ in thousands, except per share amounts) | 2011 | Six Months ended June 30, | | 2010 |
|---|--------------|---------------------------|--|------------|
| Common stock: | | | | |
| Beginning of year | \$ 192,725 | | | 191,646 |
| Dividend reinvestment plan (shares: 47,488 – 2011; 53,272 – 2010) | 95 | | | 107 |
| Stock purchase and compensation plans (shares: 577,745 – 2011; 218,525 – 2010) | 1,156 | | | 437 |
| End of period | 193,976 | | | 192,190 |
| Additional paid-in capital: | | | | |
| Beginning of year | 244,613 | | | 231,933 |
| Dividend reinvestment plan | 716 | | | 733 |
| Stock purchase and compensation plans | 6,860 | | | 6,675 |
| End of period | 252,189 | | | 239,341 |
| Retained earnings: | | | | |
| Beginning of year | 1,176,155 | | | 1,138,978 |
| Net income | 23,874 | 23,874 | | 24,569 |
| Dividends to stockholders (\$0.26 per share – 2011 and 2010) | (14,370) | | | (14,160) |
| End of period | 1,185,659 | | | 1,149,387 |
| Accumulated other comprehensive income (loss): | | | | |
| Beginning of year | 7,024 | | | (12,460) |
| Other comprehensive income, increase in: | | | | |
| Unrealized gains on investment securities: | | | | |
| Non-credit portion of other-than-temporary impairment losses recognized in other comprehensive income, net of deferred income tax | 389 | | | 3,830 |
| Other net unrealized gains on investment securities, net of deferred income tax | 12,246 | | | 25,044 |
| Total unrealized gains on investment securities | 12,635 | 12,635 | | 28,874 |
| Defined benefit pension plans, net of deferred income tax | 1,485 | 1,485 | | 1,412 |
| End of period | 21,144 | | | 17,826 |
| Comprehensive income | | 37,994 | | 54,855 |
| Treasury stock: | | | | |
| Beginning of year | (549,408) | | | (547,722) |
| Acquisition of treasury stock (shares: 136,904 – 2011; 97,816 – 2010) | (2,526) | | | (1,518) |
| End of period | (551,934) | | | (549,240) |
| Total stockholders' equity | \$ 1,101,034 | | | 1,049,504 |

Selective Insurance Group, Inc. also has authorized, but not issued, 5,000,000 shares of preferred stock, without par value, of which 300,000 shares have been designated Series A junior preferred stock, without par value.

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

SELECTIVE INSURANCE GROUP, INC.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOW

Six Months ended
June 30,

| (\$ in thousands) | 2011 | 2010 |
|--|------------|------------|
| Operating Activities | | |
| Net income | \$23,874 | 24,569 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 16,261 | 14,805 |
| Loss on disposal of discontinued operations | - | 2,115 |
| Stock-based compensation expense | 5,286 | 5,762 |
| Undistributed income of equity method investments | (726) | (4,841) |
| Net realized (gains) losses | (7,906) | 3,328 |
| Changes in assets and liabilities: | | |
| Increase in reserves for losses and loss expenses, net of reinsurance recoverables | 49,164 | 48,870 |
| Increase in unearned premiums, net of prepaid reinsurance and advance premiums | 30,183 | 13,252 |
| Decrease (increase) in net federal income tax recoverable | 1,628 | (9,380) |
| Increase in premiums receivable | (53,017) | (22,519) |
| (Increase) decrease in deferred policy acquisition costs | (6,558) | 401 |
| Decrease (increase) in interest and dividends due or accrued | 514 | (206) |
| Decrease in accrued salaries and benefits | (555) | (80) |
| Decrease in accrued insurance expenses | (7,045) | (10,003) |
| Other-net | 8,694 | (7,862) |
| Net adjustments | 35,923 | 33,642 |
| Net cash provided by operating activities | 59,797 | 58,211 |
| Investing Activities | | |
| Purchase of fixed maturity securities, available-for-sale | (252,529) | (396,076) |
| Purchase of equity securities, available-for-sale | (123,141) | (30,974) |
| Purchase of other investments | (7,715) | (11,150) |
| Purchase of short-term investments | (694,764) | (956,904) |
| Sale of subsidiary | 670 | 788 |
| Sale of fixed maturity securities, available-for-sale | 64,104 | 128,110 |
| Sale of short-term investments | 713,111 | 826,853 |
| Redemption and maturities of fixed maturity securities, held-to-maturity | 99,560 | 171,900 |
| Redemption and maturities of fixed maturity securities, available-for-sale | 66,805 | 165,513 |
| Sale of equity securities, available-for-sale | 59,663 | 56,247 |
| Distributions from other investments | 14,046 | 15,152 |
| Sale of other investments | 16,357 | - |
| Purchase of property and equipment | (2,843) | (2,570) |
| Net cash used in investing activities | (46,676) | (33,111) |
| Financing Activities | | |
| Dividends to stockholders | (13,225) | (12,999) |
| Acquisition of treasury stock | (2,526) | (1,518) |
| Principal payment of notes payable | - | (12,300) |
| Net proceeds from stock purchase and compensation plans | 2,355 | 2,310 |
| Excess tax benefits from share-based payment arrangements | (185) | (813) |

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| | | |
|---------------------------------------|-----------|-----------|
| Net cash used in financing activities | (13,581) | (25,320) |
| Net decrease in cash | (460) | (220) |
| Cash, beginning of year | 645 | 811 |
| Cash, end of period | \$185 | 591 |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Organization

Selective Insurance Group, Inc., through its subsidiaries, (collectively referred to as “we,” “us,” or “our”) offers property and casualty insurance products. Selective Insurance Group, Inc. (referred to as the “Parent”) was incorporated in New Jersey in 1977 and its main offices are located in Branchville, New Jersey. The Parent’s common stock is publicly traded on the NASDAQ Global Select Market under the symbol “SIGL.”

We classify our business into two operating segments:

- Insurance Operations, which sells property and casualty insurance products and services primarily in 22 states in the Eastern and Midwestern U.S.; and
- Investments.

NOTE 2. Basis of Presentation

These interim unaudited consolidated financial statements (“Financial Statements”) include the accounts of the Parent and its subsidiaries, and have been prepared in conformity with: (i) U.S. generally accepted accounting principles (“GAAP”); and (ii) the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) regarding interim financial reporting. The preparation of the Financial Statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported financial statement balances, as well as the disclosure of contingent assets and liabilities. Actual results could differ from those estimates. All significant intercompany accounts and transactions between the Parent and its subsidiaries are eliminated in consolidation.

These Financial Statements reflect all adjustments that, in our opinion, are normal, recurring, and necessary for a fair presentation of our results of operations and financial condition. The Financial Statements cover the second quarters ended June 30, 2011 (“Second Quarter 2011”) and June 30, 2010 (“Second Quarter 2010”) and the six-month periods ended June 30, 2011 (“Six Months 2011”) and June 30, 2010 (“Six Months 2010”). The Financial Statements do not include all of the information and disclosures required by GAAP and the SEC for audited financial statements. Results of operations for any interim period are not necessarily indicative of results for a full year. Consequently, the Financial Statements should be read in conjunction with the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2010 (“2010 Annual Report”).

NOTE 3. Reclassification

Certain prior year amounts in these Financial Statements and related footnotes have been reclassified to conform to the current year presentation. Such reclassifications had no effect on our net income, stockholders’ equity, or cash flows.

NOTE 4. Adoption of Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements. This guidance requires: (i) separate disclosure of significant transfers between Level 1 and Level 2 of the fair value hierarchy and reasons for the transfers; (ii) disclosure, on a gross basis, of purchases, sales, issuances, and net settlements within Level 3 of the fair value hierarchy; (iii) disclosures by class of assets and liabilities; and (iv) a description of the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This guidance is effective for reporting periods beginning after December 15, 2009, except for the Level 3 disclosure requirements, which are effective for fiscal years beginning after December 15, 2010 and interim periods within those fiscal years. We have included the disclosures required by this guidance in our notes to the consolidated financial statements, where appropriate.

In December 2010, the FASB issued ASU 2010-28 Intangibles – Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts. This guidance modifies Step 1 of the goodwill impairment test, which assesses whether the carrying amount of a reporting unit exceeds its fair value, for reporting units with zero or negative carrying amounts. It requires that an entity perform Step 2 of the goodwill impairment test, which determines if goodwill has been impaired and measures the amount of impairment, if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider the qualitative factors within existing guidance that would require goodwill of a reporting unit to be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. This guidance is effective for interim and annual periods beginning after December 15, 2010. The adoption of this guidance did not impact our financial condition or results of operations.

In December 2010, the FASB issued ASU 2010-29 Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations. This guidance relates to disclosure of pro forma information for business combinations that have occurred in the current reporting period. It requires that an entity presenting comparative financial statements include revenue and earnings of the combined entity as though the combination had occurred as of the beginning of the comparable prior annual period only. This guidance is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The adoption of this guidance did not impact our financial condition or results of operations.

Pronouncements to be effective in the future

In October 2010, the FASB issued ASU 2010-26, Financial Services-Insurance (Topic 944): Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts (“ASU 2010-26”). This guidance requires that only costs that are incremental or directly related to the successful acquisition of new or renewal insurance contracts are to be capitalized as a deferred acquisition cost. This would include, among other items, sales commissions paid to agents, premium taxes, and the portion of employee salaries and benefits directly related to time spent on acquired contracts. This guidance is effective, either with a prospective or retrospective application, for interim and annual periods beginning after December 15, 2011, with early adoption permitted. Although we continue to evaluate the impact of this guidance, we anticipate that ASU 2010-26 would have an after-tax impact on our stockholders’ equity of approximately \$55 million, or about \$1 of book value per share. The adoption of this guidance is not expected to have a material impact on our results of operations on either a historical or prospective basis.

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (“ASU 2011-04”), which changes the wording used to describe the requirements in U.S. GAAP for measuring fair value and disclosing information about fair value measurements to improve consistency in the application and description of fair value between GAAP and International Financial Reporting Standards. ASU 2011-04 clarifies how the concepts of highest and best use and valuation premise in a fair value measurement are relevant only when measuring the fair value of nonfinancial assets, and are not relevant when measuring the fair value of financial assets or liabilities. In addition, ASU 2011-04 expands the disclosures for unobservable inputs for Level 3 fair value measurements, requiring quantitative information to be disclosed related to: (i) the valuation processes used; (ii) the sensitivity of the fair value measurement to changes in unobservable inputs and the interrelationships between those unobservable inputs; and (iii) use of a nonfinancial asset in a way that differs from the asset’s highest and best use. ASU 2011-04 is effective prospectively for interim and annual periods beginning after December 15, 2011. The adoption of this guidance is not expected to have a material impact on our financial condition, results of operations, or current disclosures.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income (“ASU 2011-05”). ASU 2011-05 requires that all nonowner changes in stockholders’ equity be presented either

in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 also requires financial statement presentation of reclassification adjustments for items that are reclassified from other comprehensive income to net income. This guidance, which only changes financial statement presentation, is effective, on a retrospective basis, for interim and annual periods beginning after December 15, 2011.

NOTE 5.

Statements of Cash Flow

Cash paid during the period for interest and federal income taxes was as follows:

| (\$ in thousands) | Six Months ended June 30, | |
|----------------------------------|---------------------------|--------|
| | 2011 | 2010 |
| Cash paid during the period for: | | |
| Interest | \$ 9,103 | 9,649 |
| Federal income tax | 3,673 | 14,000 |

NOTE 6.

Investments

(a) The following table provides information related to our held-to-maturity ("HTM") securities:

| June 30, 2011 | | | | | | |
|--|----------------|-------------------------------|----------------|----------------------------|-----------------------------|------------|
| (\$ in thousands) | Amortized Cost | Net Unrealized Gains (Losses) | Carrying Value | Unrecognized Holding Gains | Unrecognized Holding Losses | Fair Value |
| U.S. government and government agencies | \$86,479 | 4,280 | 90,759 | 6,336 | - | 97,095 |
| Foreign government | 5,292 | 330 | 5,622 | - | (167) | 5,455 |
| Obligations of states and political subdivisions | 779,013 | 17,284 | 796,297 | 25,828 | (594) | 821,531 |
| Corporate securities | 72,739 | (3,023) | 69,716 | 8,027 | (8) | 77,735 |
| Asset-backed securities ("ABS") | 10,238 | (2,255) | 7,983 | 1,803 | (510) | 9,276 |
| Commercial mortgage-backed securities ("CMBS") ¹ | 42,784 | (6,181) | 36,603 | 7,470 | (218) | 43,855 |
| Residential mortgage-backed securities ("RMBS") ² | 62,769 | 829 | 63,598 | 2,432 | - | 66,030 |
| Total HTM fixed maturity securities | \$1,059,314 | 11,264 | 1,070,578 | 51,896 | (1,497) | 1,120,977 |
| December 31, 2010 | | | | | | |
| (\$ in thousands) | Amortized Cost | Net Unrealized Gains (Losses) | Carrying Value | Unrecognized Holding Gains | Unrecognized Holding Losses | Fair Value |
| U.S. government and government agencies | \$93,411 | 4,695 | 98,106 | 5,023 | - | 103,129 |
| Foreign government | 5,292 | 368 | 5,660 | - | (30) | 5,630 |
| Obligations of states and political subdivisions | 874,388 | 22,183 | 896,571 | 16,845 | (1,132) | 912,284 |
| Corporate securities | 76,663 | (3,990) | 72,673 | 9,705 | (313) | 82,065 |
| ABS | 12,947 | (2,422) | 10,525 | 1,847 | (444) | 11,928 |
| CMBS ¹ | 54,909 | (7,354) | 47,555 | 7,483 | (109) | 54,929 |
| RMBS ² | 82,191 | 1,043 | 83,234 | 3,095 | - | 86,329 |
| Total HTM fixed maturity securities | \$1,199,801 | 14,523 | 1,214,324 | 43,998 | (2,028) | 1,256,294 |

¹ CMBS includes government guaranteed agency securities with a carrying value of \$5.0 million at June 30, 2011 and \$8.9 million at December 31, 2010.

2 RMBS includes government guaranteed agency securities with a carrying value of \$6.9 million at June 30, 2011 and \$4.0 million at December 31, 2010.

Unrecognized holding gains/losses of HTM securities are not reflected in the consolidated Financial Statements, as they represent fair value fluctuations from the later of: (i) the date a security is designated as HTM; or (ii) the date that an other-than-temporary impairment (“OTTI”) charge is recognized on an HTM security, through the date of the balance sheet. Our HTM securities had an average duration of 3.2 years as of June 30, 2011 and 3.4 years as of December 31, 2010.

(b) The following table provides information related to our available-for-sale (“AFS”) securities:

June 30, 2011

| (\$ in thousands) | Cost/ Amortized Cost | Unrealized Gains | Unrealized Losses | Fair Value |
|--|----------------------------|---------------------|----------------------|---------------|
| U.S. government and government agencies ¹ | \$ 288,760 | 8,223 | (52) | 296,931 |
| Foreign government | 29,768 | 477 | (145) | 30,100 |
| Obligations of states and political subdivisions | 512,957 | 29,665 | (6) | 542,616 |
| Corporate securities | 1,047,110 | 35,518 | (4,125) | 1,078,503 |
| ABS | 77,573 | 760 | (128) | 78,205 |
| CMBS ² | 105,706 | 4,599 | (1,181) | 109,124 |
| RMBS ³ | 380,705 | 10,565 | (1,512) | 389,758 |
| AFS fixed maturity securities | 2,442,579 | 89,807 | (7,149) | 2,525,237 |
| AFS equity securities | 128,187 | 10,053 | (1,663) | 136,577 |
| Total AFS securities | \$ 2,570,766 | 99,860 | (8,812) | 2,661,814 |

December 31, 2010

| (\$ in thousands) | Cost/ Amortized Cost | Unrealized Gains | Unrealized Losses | Fair Value |
|--|----------------------------|---------------------|----------------------|---------------|
| U.S. government and government agencies ¹ | \$ 312,384 | 8,292 | (147) | 320,529 |
| Foreign government | 19,035 | 280 | (349) | 18,966 |
| Obligations of states and political subdivisions | 512,013 | 22,534 | (650) | 533,897 |
| Corporate securities | 973,835 | 28,674 | (8,784) | 993,725 |
| ABS | 48,558 | 514 | (339) | 48,733 |
| CMBS ² | 103,374 | 4,024 | (2,923) | 104,475 |
| RMBS ³ | 316,789 | 7,871 | (2,243) | 322,417 |
| AFS fixed maturity securities | 2,285,988 | 72,189 | (15,435) | 2,342,742 |
| AFS equity securities | 58,039 | 11,597 | - | 69,636 |
| Total AFS securities | \$ 2,344,027 | 83,786 | (15,435) | 2,412,378 |

¹ U.S. government includes corporate securities fully guaranteed by the Federal Deposit Insurance Corporation (“FDIC”) with a fair value of \$98.9 million at June 30, 2011 and \$121.0 million at December 31, 2010.

² CMBS includes government guaranteed agency securities with a fair value of \$72.3 million at June 30, 2011 and \$71.9 million at December 31, 2010.

³ RMBS includes government guaranteed agency securities with a fair value of \$94.7 million at June 30, 2011 and \$91.1 million at December 31, 2010.

Unrealized gains/losses of AFS securities represent fair value fluctuations from the later of: (i) the date a security is designated as AFS; or (ii) the date that an OTTI charge is recognized on an AFS security, through the date of the balance sheet. These unrealized gains and losses are recorded in accumulated other comprehensive income (“AOCI”) on the Consolidated Balance Sheets.

During Six Months 2011, 18 securities, with a carrying value of \$46.6 million in a net unrecognized gain position of \$1.2 million, were reclassified from the HTM category to AFS due to recent credit rating downgrades by either Moody's Investors Service, Standard and Poor's Financial Services, or Fitch Ratings. These unexpected rating downgrades raised significant concerns about the issuers' credit worthiness, which changed our intention to hold these securities to maturity.

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(c) The following tables summarize, for all securities in a net unrealized/unrecognized loss position at June 30, 2011 and December 31, 2010, the fair value and gross pre-tax net unrealized/unrecognized loss by asset class and by length of time those securities have been in a net loss position:

| June 30, 2011 | Less than 12 months | | 12 months or longer | |
|--|---------------------|--------------------------------|---------------------|--------------------------------|
| (\$ in thousands) | Fair Value | Unrealized Losses ¹ | Fair Value | Unrealized Losses ¹ |
| AFS securities | | | | |
| U.S. government and government agencies ² | \$ 4,051 | (52) | - | - |
| Foreign government | 15,355 | (145) | - | - |
| Obligations of states and political subdivisions | - | - | 305 | (6) |
| Corporate securities | 254,600 | (4,125) | - | - |
| ABS | 25,317 | (56) | 765 | (72) |
| CMBS | 8,064 | (33) | 10,362 | (1,148) |
| RMBS | 68,028 | (888) | 7,201 | (624) |
| Total fixed maturity securities | 375,415 | (5,299) | 18,633 | (1,850) |
| Equity securities | 51,650 | (1,663) | - | - |
| Subtotal | \$ 427,065 | (6,962) | 18,633 | (1,850) |

| (\$ in thousands) | Less than 12 months | | | 12 months or longer | | |
|--|---------------------|--------------------------------|--|---------------------|--------------------------------|---------------------------------|
| | Fair Value | Unrealized Losses ¹ | Unrecognized Gains (Losses) ³ | Fair Value | Unrealized Losses ¹ | Unrecognized Gains ³ |
| HTM securities | | | | | | |
| Obligations of states and political subdivisions | \$ 13,127 | (549) | 476 | 23,379 | (1,630) | 1,312 |
| ABS | - | - | - | 3,364 | (1,635) | 340 |
| CMBS | - | - | - | 6,438 | (3,554) | 1,137 |
| RMBS | - | - | - | 112 | (38) | 18 |
| Subtotal | \$ 13,127 | (549) | 476 | 33,293 | (6,857) | 2,807 |
| Total AFS and HTM | \$ 440,192 | (7,511) | 476 | 51,926 | (8,707) | 2,807 |

| December 31, 2010 | Less than 12 months | | 12 months or longer | |
|--|---------------------|--------------------------------|---------------------|--------------------------------|
| (\$ in thousands) | Fair Value | Unrealized Losses ¹ | Fair Value | Unrealized Losses ¹ |
| AFS securities | | | | |
| U.S. government and government agencies ² | \$ 3,956 | (147) | - | - |
| Foreign government | 10,776 | (349) | - | - |
| Obligations of states and political subdivisions | 40,410 | (650) | - | - |
| Corporate securities | 362,502 | (8,784) | - | - |
| ABS | 30,297 | (273) | 880 | (66) |
| CMBS | 5,453 | (271) | 11,115 | (2,652) |
| RMBS | 70,934 | (1,098) | 20,910 | (1,145) |
| Total fixed maturity securities | 524,328 | (11,572) | 32,905 | (3,863) |

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| | | | | |
|-------------------|------------|-----------|--------|----------|
| Equity securities | - | - | - | - |
| Subtotal | \$ 524,328 | (11,572) | 32,905 | (3,863) |

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| (\$ in thousands) | Fair Value | Less than 12 months | | 12 months or longer | | |
|--|------------------|----------------------------|------------------------|---------------------|--------------------|---------------------|
| | | Unrealized (Losses) Gains1 | Unrecognized (Losses)3 | Fair Value | Unrealized Losses1 | Unrecognized Gains3 |
| HTM securities | | | | | | |
| Obligations of states and political subdivisions | \$21,036 | (381) | 45 | 27,855 | (1,969) | 670 |
| Corporate securities | 1,985 | (434) | 420 | - | - | - |
| ABS | 507 | (546) | (440) | 2,931 | (1,095) | 747 |
| CMBS | 3,621 | 15 | (17) | 5,745 | (3,933) | 833 |
| RMBS | - | - | - | 95 | (38) | 1 |
| Subtotal | \$27,149 | (1,346) | 8 | 36,626 | (7,035) | 2,251 |
| Total AFS and HTM | \$551,477 | (12,918) | 8 | 69,531 | (10,898) | 2,251 |

¹Gross unrealized losses include non-OTTI unrealized amounts and OTTI losses recognized in AOCI. In addition, this column includes remaining unrealized gain or loss amounts on securities that were transferred to an HTM designation in the first quarter of 2009 for those securities that are in a net unrealized/unrecognized loss position.

²U.S. government includes corporate securities fully guaranteed by the FDIC.

³Unrecognized holding gains/(losses) represent fair value fluctuations from the later of: (i) the date a security is designated as HTM; or (ii) the date that an OTTI charge is recognized on an HTM security.

The number of securities in an unrealized/unrecognized loss position increased from 199 at December 31, 2010 to 225 at June 30, 2011, with an associated fair value of \$621.0 million and \$492.1 million, respectively. Despite the increase in the number of securities, the corresponding unrealized/unrecognized position in total declined by \$8.6 million, reflecting smaller loss positions. This is further illustrated in the following table wherein the number of issues in the 80% – 99% market/book category increased since December 31, 2010 while the overall loss position decreased during the same period:

| (\$ in thousands) | | | | | | |
|-------------------|------------------|------------------------------|-------------------|------------------|------------------------------|--|
| June 30, 2011 | | | December 31, 2010 | | | |
| Number of Issues | % of Market/Book | Unrealized Unrecognized Loss | Number of Issues | % of Market/Book | Unrealized Unrecognized Loss | |
| 221 | 80% - 99 % | \$ 9,331 | 193 | 80% - 99 % | \$ 16,310 | |
| 1 | 60% - 79 % | 23 | 2 | 60% - 79 % | 1,125 | |
| 2 | 40% - 59 % | 2,529 | 2 | 40% - 59 % | 2,160 | |
| 1 | 20% - 39 % | 1,052 | 1 | 20% - 39 % | 986 | |
| - | 0% - 19% | - | 1 | 0% - 19% | 976 | |
| | | \$ 12,935 | | | \$ 21,557 | |

We have reviewed the securities in the tables above in accordance with our OTTI policy, as described in Note 2. “Summary of Significant Accounting Policies” in Item 8. “Financial Statements and Supplementary Data.” of our 2010 Annual Report. At June 30, 2011, unrealized/unrecognized losses on securities that were in a loss position for 12 months or longer amounted to \$5.9 million. Each of these securities are current with their interest and principal

payments in 2011 other than one security discussed below. The unrealized/unrecognized losses were primarily driven by \$3.6 million in our CMBS portfolio, including \$3.1 million of unrealized/unrecognized losses on three securities that had been previously impaired, one of which has experienced a shortfall in interest payments in 2011. The unrealized/unrecognized balance on this security was \$0.5 million at June 30, 2011. The current discounted cash flow analyses on these three securities did not indicate further impairment for Second Quarter 2011. For further discussion regarding the credit quality of our investment portfolio, see the "Investments" section of Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations." of this Form 10-Q.

We do not have the intent to sell any securities in an unrealized/unrecognized loss position nor do we believe we will be required to sell these securities, and therefore we have concluded that they are temporarily impaired as of June 30, 2011. This conclusion reflects our current judgment as to the financial position and future prospects of the entity that issued the investment security and underlying collateral. If our judgment about an individual security changes in the future, we may ultimately record a credit loss after having originally concluded that one did not exist, which could have a material impact on our net income and financial position in future periods.

(d) Fixed maturity securities at June 30, 2011, by contractual maturity, are shown below. Mortgage-backed securities are included in the maturity tables using the estimated average life of each security. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

Listed below are HTM fixed maturity securities at June 30, 2011:

| (\$ in thousands) | Carrying Value | Fair Value |
|---------------------------------------|----------------|------------|
| Due in one year or less | \$ 115,247 | 117,326 |
| Due after one year through five years | 648,116 | 676,796 |
| Due after five years through 10 years | 294,010 | 312,695 |
| Due after 10 years | 13,205 | 14,160 |
| Total HTM fixed maturity securities | \$ 1,070,578 | 1,120,977 |

Listed below are AFS fixed maturity securities at June 30, 2011:

| (\$ in thousands) | Fair Value |
|---------------------------------------|--------------|
| Due in one year or less | \$ 191,624 |
| Due after one year through five years | 1,646,663 |
| Due after five years through 10 years | 681,048 |
| Due after 10 years | 5,902 |
| Total AFS fixed maturity securities | \$ 2,525,237 |

(e) The following table outlines a summary of our other investment portfolio by strategy and the remaining commitment amount associated with each strategy:

| Other Investments | Carrying Value | | June 30, |
|--------------------------------|----------------|--------------|----------------------|
| | June 30, | December 31, | 2011 |
| (\$ in thousands) | 2011 | 2010 | Remaining Commitment |
| Alternative Investments | | | |
| Energy/power generation | \$ 29,862 | 35,560 | 10,296 |
| Secondary private equity | 27,601 | 26,709 | 12,334 |
| Distressed debt | 19,868 | 20,432 | 3,389 |
| Private equity | 18,786 | 21,601 | 7,966 |
| Real estate | 15,642 | 14,192 | 10,670 |
| Mezzanine financing | 10,126 | 10,230 | 15,865 |
| Venture capital | 7,666 | 6,386 | 1,100 |
| Total alternative investments | 129,551 | 135,110 | 61,620 |
| Other securities | 2,586 | 2,755 | - |
| Total other investments | \$ 132,137 | 137,865 | 61,620 |

The carrying value of our other investments decreased \$5.7 million compared to year end 2010. The carrying value was primarily impacted by distributions of \$32.8 million, partially offset by income of \$19.6 million and additional contributions of \$7.7 million under our existing commitments.

For a description of our seven alternative investment strategies outlined above, as well as redemption, restrictions, and fund liquidations, refer to Note 5. "Investments" in Item 8. "Financial Statements and Supplementary Data." of our 2010 Annual Report.

The following table sets forth aggregated summarized financial information for the partnerships in our alternative investment portfolio. The last line of the table below reflects our share of the aggregate income, which is the portion included in our consolidated Financial Statements. As the majority of these investments report results to us on a quarter lag, the summarized financial statement information for the three and six-month periods ended March 31 is as follows:

| Income Statement Information (\$ in millions) | Quarter ended, March 31, | | Six Months ended March 31, | |
|--|-----------------------------|----------|-------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Net investment income | \$ 132.6 | 125.6 | 286.8 | 274.4 |
| Realized gains (losses) | 355.3 | (396.9) | 163.0 | (486.7) |
| Net change in unrealized appreciation | 608.3 | 810.3 | 2,072.5 | 1,248.8 |
| Net income | \$ 1,096.2 | 539.0 | 2,522.3 | 1,036.5 |
| Selective's insurance subsidiaries' net income | \$ 7.9 | 4.9 | 19.5 | 8.8 |

(f) At June 30, 2011, we had one fixed maturity security, with a carrying value of \$15.7 million, pledged as collateral for our outstanding borrowing with the Federal Home Loan Bank of Indianapolis ("FHLBI"). This borrowing, which has an outstanding principal balance of \$13.0 million, is included in "Notes payable" on our Consolidated Balance Sheets. In accordance with the terms of our agreement with the FHLBI, we retain all rights regarding this security, which is included in the "U.S. government and government agencies" classification of our AFS fixed maturity securities portfolio.

(g) The components of net investment income earned were as follows:

| (\$ in thousands) | Quarter ended June 30, | | Six Months ended June 30, | |
|------------------------------|---------------------------|----------|------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Fixed maturity securities | \$ 32,752 | 32,977 | 65,875 | 66,173 |
| Equity securities | 785 | 480 | 1,102 | 932 |
| Short-term investments | 33 | 133 | 95 | 233 |
| Other investments | 7,922 | 4,884 | 19,588 | 8,816 |
| Investment expenses | (2,147) | (1,929) | (3,842) | (4,903) |
| Net investment income earned | \$ 39,345 | 36,545 | 82,818 | 71,251 |

Net investment income, before tax, increased by \$2.8 million for Second Quarter 2011 compared to Second Quarter 2010, and increased by \$11.6 million for Six Months 2011 compared to Six Months 2010. These increases were primarily driven by income from our alternative investments. Our alternative investments, which are accounted for under the equity method, primarily consist of investments in limited partnerships, the majority of which report results to us on a one quarter lag. The following table illustrates income by strategy for these partnerships:

| (\$ in thousands) | Quarter ended June 30, | | Six Months ended June 30, | |
|--------------------------|------------------------|--------|---------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Energy/power generation | \$ 1,284 | 965 | 5,839 | 3,031 |
| Private equity | 1,181 | 99 | 3,758 | 807 |
| Secondary private equity | 3,067 | 2,665 | 4,716 | 3,684 |
| Distressed debt | 421 | (41) | 1,394 | 723 |
| Real estate | 681 | (494) | 1,450 | (2,359) |

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| | | | | |
|-------------------------------|----------|-------|--------|-------|
| Venture capital | 565 | (18) | 1,323 | 248 |
| Mezzanine financing | 701 | 1,692 | 1,061 | 2,629 |
| Other | 22 | 16 | 47 | 53 |
| Total other investment income | \$ 7,922 | 4,884 | 19,588 | 8,816 |

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(h) The following tables summarize OTTI by asset type for the periods indicated:

| Second Quarter 2011 (\$ in thousands) | Gross | Included in Other Comprehensive Income ("OCI") | Recognized in Earnings |
|--|----------|--|---------------------------|
| Fixed maturity securities | | | |
| CMBS | \$(260) | (402) | 142 |
| RMBS | 97 | 70 | 27 |
| OTTI losses | \$(163) | (332) | 169 |

| Second Quarter 2010 (\$ in thousands) | Gross | Included in OCI | Recognized in Earnings |
|--|---------|-----------------|---------------------------|
| Fixed maturity securities | | | |
| CMBS | \$3,405 | 569 | 2,836 |
| RMBS | 2,085 | (591) | 2,676 |
| Total fixed maturity securities | 5,490 | (22) | 5,512 |
| Equity securities | 672 | - | 672 |
| OTTI losses | \$6,162 | (22) | 6,184 |

| Six Months 2011 (\$ in thousands) | Gross | Included in OCI | Recognized in Earnings |
|--|--------|-----------------|---------------------------|
| Fixed maturity securities | | | |
| Obligations of states and political subdivisions | \$17 | - | 17 |
| Corporate securities | 244 | - | 244 |
| CMBS | (186) | (658) | 472 |
| RMBS | 294 | 228 | 66 |
| OTTI losses | \$369 | (430) | 799 |

| Six Months 2010 (\$ in thousands) | Gross | Included in OCI | Recognized in Earnings |
|--------------------------------------|----------|-----------------|---------------------------|
| Fixed maturity securities | | | |
| ABS | \$158 | 127 | 31 |
| CMBS | 3,445 | (2,052) | 5,497 |
| RMBS | 7,960 | (264) | 8,224 |
| Total fixed maturity securities | 11,563 | (2,189) | 13,752 |
| Equity securities | 672 | - | 672 |
| OTTI losses | \$12,235 | (2,189) | 14,424 |

OTTI charges recognized in earnings were immaterial at \$0.2 million in Second Quarter 2011 and \$0.8 million in Six Months 2011.

The following is a discussion surrounding the credit-related OTTI charges taken in Second Quarter and Six Months 2010 as outlined in the table above:

- \$2.7 million and \$8.2 million of RMBS credit OTTI charges in Second Quarter and Six Months 2010, respectively. The Second Quarter 2010 charges related to declines in the related cash flows of the collateral support. Based on our analysis, we did not believe it is probable that we would receive all contractual cash flows for these securities. In addition to the Second Quarter 2010 charges, losses in Six Months 2010 were largely driven by impairments on two securities in the first quarter of 2010 that we intended to sell. We sold these securities in Second Quarter 2010.

- \$2.8 million and \$5.5 million of CMBS credit OTTI charges in Second Quarter and Six Months 2010, respectively. These charges were related to reductions in the related cash flows of the underlying collateral of these securities. These charges were associated with securities that had been previously impaired but, over time, have shown little, if any, improvement in valuations, poor net operating income performance of the underlying properties, and, in some cases, an increase in over 60-day delinquency rates. For Second Quarter 2010, these securities had, on average, unrealized/unrecognized loss positions of approximately 87% of their amortized cost. Based on our analysis, we did not believe it is probable that we would receive all contractual cash flows for these securities.

- \$0.7 million of equity OTTI charges in both Second Quarter and Six Months 2010. These charges were driven primarily by one health care company which, due to a recent recall of one of its products, had experienced a significant decline in its share price. This coupled with the length of time this security had been in an unrealized loss position made a recovery to our cost basis unlikely in the near term.

The following tables set forth, for the periods indicated, gross credit loss impairments on fixed maturity securities for which a portion of the OTTI charge was recognized in OCI, and the corresponding changes in such amounts:

| (\$ in thousands) | Quarter ended June 30, | |
|--|------------------------|----------|
| | 2011 | 2010 |
| Balance, beginning of period | \$ 14,368 | 24,737 |
| Addition for the amount related to credit loss for which an OTTI was not previously recognized | - | 2,004 |
| Reductions for securities sold during the period | - | (2,990) |
| Reductions for securities for which the amount previously recognized in OCI was recognized in earnings because of intention or potential requirement to sell before recovery of amortized cost | - | - |
| Reductions for securities for which the entire amount previously recognized in OCI was recognized in earnings due to a decrease in cash flows expected | (372) | (4,358) |
| Additional increases to the amount related to credit loss for which an OTTI was previously recognized | 28 | 950 |
| Accretion of credit loss impairments previously recognized due to an increase in cash flows expected to be collected | - | - |
| Balance, end of period | \$ 14,024 | 20,343 |

| (\$ in thousands) | Six Months ended June 30, | |
|--|---------------------------|----------|
| | 2011 | 2010 |
| Balance, beginning of period | \$ 17,723 | 22,189 |
| Addition for the amount related to credit loss for which an OTTI was not previously recognized | - | 2,134 |
| Reductions for securities sold during the period | - | (2,990) |
| Reductions for securities for which the amount previously recognized in OCI was recognized in earnings because of intention or potential requirement to sell before recovery of amortized cost | - | - |
| Reductions for securities for which the entire amount previously recognized in OCI was recognized in earnings due to a decrease in cash flows expected | (3,954) | (4,652) |
| Additional increases to the amount related to credit loss for which an OTTI was previously recognized | 255 | 3,662 |
| Accretion of credit loss impairments previously recognized due to an increase in cash flows expected to be collected | - | - |
| Balance, end of period | \$ 14,024 | 20,343 |

(i) The components of net realized gains, excluding OTTI charges, were as follows:

| (\$ in thousands) | Quarter ended | | Six Months ended | |
|-------------------|---------------|------|------------------|------|
| | 2011 | 2010 | 2011 | 2010 |
| | | | | |

| | | | | |
|--|----------|----------|--------|-----------|
| HTM fixed maturity securities | | | | |
| Gains | \$ 8 | 368 | 9 | 412 |
| Losses | (108) | (210) | (322) | (450) |
| AFS fixed maturity securities | | | | |
| Gains | 1,947 | 325 | 2,354 | 4,782 |
| Losses | - | (7,558) | (7) | (7,589) |
| AFS equity securities | | | | |
| Gains | 468 | 9,995 | 6,671 | 14,174 |
| Losses | - | - | - | (233) |
| Total other net realized investment gains | 2,315 | 2,920 | 8,705 | 11,096 |
| Total OTTI charges recognized in earnings | | | | |
| | (169) | (6,184) | (799) | (14,424) |
| Total net realized gains (losses) | \$ 2,146 | (3,264) | 7,906 | (3,328) |

Realized gains and losses on the sale of investments are determined on the basis of the cost of the specific investments sold. Proceeds from the sale of AFS securities were \$52.1 million in Second Quarter 2011 and \$123.8 million in Six Months 2011. In addition to calls and maturities and certain bond sales, Six Months 2011 net realized gains, excluding OTTI charges, were driven by the sale of AFS equity securities for proceeds of \$59.7 million and realized gains of \$6.7 million due to a reallocation of the equity portfolio to a high dividend yield strategy.

Proceeds from the sale of AFS securities were \$128.3 million in Second Quarter 2010 and \$184.4 million in Six Months 2010. In addition to calls and maturities, the net realized gain, excluding OTTI charges, in Second Quarter and Six Months 2010 were driven by the Second Quarter 2010 sale of energy-focused AFS equity securities to mitigate portfolio risk and sector exposure. In addition to the Second Quarter 2010 realized gains, Six Months 2010 realized gains on AFS securities included sales in the first quarter of 2010 that were predominantly associated with tax planning strategies. These gains were largely offset by realized losses on certain AFS fixed maturity securities in Second Quarter 2010 that our new investment managers, during their initial review of the portfolio, had recommended that we sell. This recommendation was due to ongoing credit concerns of the underlying investments coupled with strategically positioning the portfolio to generate maximum yield while balancing risk objectives.

NOTE 7.

Fair Value Measurements

The following table presents the carrying amounts and estimated fair values of our financial instruments as of June 30, 2011 and December 31, 2010:

| (\$ in thousands) | June 30, 2011 | | December 31, 2010 | |
|--|-----------------|------------|-------------------|------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial Assets | | | | |
| Fixed maturity securities: | | | | |
| HTM | \$1,070,578 | 1,120,977 | 1,214,324 | 1,256,294 |
| AFS | 2,525,237 | 2,525,237 | 2,342,742 | 2,342,742 |
| Equity securities, AFS | 136,577 | 136,577 | 69,636 | 69,636 |
| Short-term investments | 142,809 | 142,809 | 161,155 | 161,155 |
| Receivable for proceeds related to sale of Selective HR Solutions ("Selective HR") | 4,531 | 4,531 | 5,002 | 5,002 |
| Financial Liabilities | | | | |
| Notes payable: | | | | |
| 7.25% Senior Notes | 49,906 | 55,699 | 49,904 | 55,190 |
| 6.70% Senior Notes | 99,440 | 98,250 | 99,429 | 90,097 |
| 7.50% Junior Notes | 100,000 | 100,400 | 100,000 | 99,840 |
| 2.90% borrowings from FHLBI | 13,000 | 13,620 | 13,000 | 13,389 |
| Total notes payable | \$262,346 | 267,969 | 262,333 | 258,516 |

There have been no significant changes to the techniques used to value our financial instruments during Six Months 2011. For a discussion regarding these techniques, refer to Note 2. "Summary of Significant Accounting Policies" in Item 8. "Financial Statements and Supplementary Data." in our 2010 Annual Report. For discussion of the sale of Selective HR, refer to Note 14. "Discontinued Operations" of this Form 10-Q.

The following tables provide quantitative disclosures of our financial assets that were measured at fair value at June 30, 2011 and December 31, 2010:

June 30, 2011

| Description | Assets Measured at Fair Value at 6/30/11 | Fair Value Measurements Using | | |
|---|---|---|---|--|
| | | Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| (\$ in thousands) | | | | |
| Measured on a recurring basis: | | | | |
| U.S. government and government agencies ¹ | \$ 296,931 | 99,101 | 197,830 | - |
| Foreign government | 30,100 | - | 30,100 | - |
| Obligations of states and political subdivisions | 542,616 | - | 542,616 | - |
| Corporate securities | 1,078,503 | - | 1,078,503 | - |
| ABS | 78,205 | - | 78,205 | - |
| CMBS | 109,124 | - | 108,683 | 441 |
| RMBS | 389,758 | - | 389,758 | - |
| Total AFS fixed maturity securities | 2,525,237 | 99,101 | 2,425,695 | 441 |
| Equity securities | 136,577 | 136,577 | - | - |
| Short-term investments | 142,809 | 142,809 | - | - |
| Receivable for proceeds related to sale of Selective HR | 4,531 | - | - | 4,531 |
| Total financial assets measured on a recurring basis | \$ 2,809,154 | 378,487 | 2,425,695 | 4,972 |

December 31, 2010

| Description | Assets Measured at Fair Value at 12/31/10 | Fair Value Measurements Using | | |
|--|--|---|---|--|
| | | Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| (\$ in thousands) | | | | |
| Measured on a recurring basis: | | | | |
| U.S. government and government agencies ¹ | \$ 320,529 | 105,317 | 215,212 | - |
| Foreign government | 18,966 | - | 18,966 | - |
| Obligations of states and political subdivisions | 533,897 | - | 533,897 | - |
| Corporate securities | 993,725 | - | 993,725 | - |
| ABS | 48,733 | - | 48,733 | - |
| CMBS | 104,475 | - | 104,290 | 185 |
| RMBS | 322,417 | - | 322,417 | - |
| Total AFS fixed maturity securities | 2,342,742 | 105,317 | 2,237,240 | 185 |
| Equity securities | 69,636 | 69,636 | - | - |

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| | | | | |
|---|--------------|---------|-----------|-------|
| Short-term investments | 161,155 | 161,155 | - | - |
| Receivable for proceeds related to sale of Selective HR | 5,002 | - | - | 5,002 |
| Total financial assets measured on a recurring basis | \$ 2,578,535 | 336,108 | 2,237,240 | 5,187 |

1 U.S. government includes corporate securities fully guaranteed by the FDIC.

The following tables provide a summary of the changes in fair value of securities using Level 3 inputs. The transfers of the CMBS, AFS securities in 2010 between levels in the fair value hierarchy were driven primarily by the availability and nature of the broker quotes used at the valuation dates:

| Six Months 2011 | | Receivable for Proceeds Related to Sale of Selective HR | Total |
|--|--------------|---|--------|
| (\$ in thousands) | CMBS, AFS | | |
| Fair value, December 31, 2010 | \$ 185 | 5,002 | 5,187 |
| Total net gains (losses) for the period included in: | | | |
| OCI1 | 440 | - | 440 |
| Net income ² | (179) | 199 | 20 |
| Purchases | - | - | - |
| Sales | - | - | - |
| Issuances | - | - | - |
| Settlements | (5) | (670) | (675) |
| Net transfers in and/or out of Level 3 | - | - | - |
| Fair value, June 30, 2011 | \$ 441 | 4,531 | 4,972 |

| 2010 | | | Receivable for Proceeds Related to Sale of Selective HR | Total |
|--|----------|-----------|--|----------|
| (\$ in thousands) | ABS, AFS | CMBS, AFS | | |
| Fair Value, December 31, 2009 | \$ - | - | 12,300 | 12,300 |
| Total net (losses) gains for the period included in: | | | | |
| OCI1 | (22) | 1,862 | - | 1,840 |
| Net income ^{2,3} | - | 41 | (5,460) | (5,419) |
| Purchases, sales, issuances, and settlements (net) | 2,737 | (148) | (1,838) | 751 |
| Net transfers in and/or out of Level 3 | (2,715) | (1,570) | - | (4,285) |
| Fair value, December 31, 2010 | \$ - | 185 | 5,002 | 5,187 |

1 Amounts are reported in "Other net unrealized gains on investment securities, net of deferred income tax" on the Consolidated Statements of Stockholders' Equity.

2 Amounts are reported in "Net realized investment gains (losses)" for the ABS and CMBS securities and "Other Income" for the receivable related to the sale of Selective HR on the Consolidated Statements of Income.

3 Amounts are reported in "Loss on disposal of discontinued operations, net of tax" for the receivable related to sale of Selective HR on the Consolidated Statements of Income.

NOTE 8.

Reinsurance

The following table contains a listing of direct, assumed, and ceded reinsurance amounts for premiums written, premiums earned, and losses and loss expenses incurred. For more information concerning reinsurance, refer to Note 8. "Reinsurance" in Item 8. "Financial Statements and Supplementary Data." in our 2010 Annual Report.

| (\$ in thousands) | Quarter ended | | Six Months ended | |
|---|---------------|-----------|------------------|------------|
| | June 30, | | June 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Premiums written: | | | | |
| Direct | \$ 447,595 | 414,913 | 870,937 | 842,749 |
| Assumed | 1,537 | 947 | 7,190 | 6,189 |
| Ceded | (74,629) | (62,336) | (141,789) | (127,323) |
| Net | \$ 374,503 | 353,524 | 736,338 | 721,615 |
| Premiums earned: | | | | |
| Direct | \$ 418,977 | 411,595 | 831,856 | 825,153 |
| Assumed | 5,351 | 4,682 | 11,240 | 11,700 |
| Ceded | (68,748) | (64,087) | (136,173) | (128,461) |
| Net | \$ 355,580 | 352,190 | 706,923 | 708,392 |
| Losses and loss expenses incurred: | | | | |
| Direct | \$ 296,963 | 256,959 | 566,367 | 557,320 |
| Assumed | 3,739 | 3,023 | 7,572 | 4,923 |
| Ceded | (26,147) | (20,002) | (50,178) | (68,120) |
| Net | \$ 274,555 | 239,980 | 523,761 | 494,123 |

The ceded premiums and losses related to our involvement with the National Flood Insurance Program ("NFIP"), in which all of our Flood premiums, losses, and loss expenses are ceded to the NFIP, are as follows:

| National Flood Insurance Program | Quarter ended | | Six Months ended | |
|---|---------------|-----------|------------------|-----------|
| | June 30, | | June 30, | |
| (\$ in thousands) | 2011 | 2010 | 2011 | 2010 |
| Ceded premiums written | \$ (55,265) | (44,566) | \$ (103,579) | (90,458) |
| Ceded premiums earned | (48,907) | (45,495) | (96,855) | (89,980) |
| Ceded losses and loss expenses incurred | (15,339) | (8,122) | (29,879) | (43,076) |

NOTE 9.

Segment Information

We have classified our operations into two segments, the disaggregated results of which are reported to and used by senior management to manage our operations:

- Insurance Operations, which is evaluated based on statutory underwriting results (net premiums earned, incurred losses and loss expenses, policyholders dividends, policy acquisition costs, and other underwriting expenses), and statutory combined ratios; and
 - Investments, which is evaluated based on net investment income and net realized gains and losses.

In computing the results of each segment, we do not make adjustments for interest expense, net general corporate expenses, or federal income taxes. We do not maintain separate investment portfolios for the segments and therefore, do not allocate assets to the segments. In addition, we do not aggregate any of our operating segments.

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The following summaries present revenue from continuing operations (net investment income and net realized gain (loss) on investments in the case of the Investments segment) and pre-tax income from continuing operations for the individual segments.

| Revenue from Continuing Operations by Segment (\$ in thousands) | Quarter ended June 30, | | Six Months ended June 30, | |
|--|---------------------------|----------|------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Insurance Operations: | | | | |
| Net premiums earned: | | | | \$ |
| Commercial automobile | 69,198 | 73,176 | 138,868 | 147,492 |
| Workers compensation | 63,855 | 62,069 | 126,381 | 126,710 |
| General liability | 85,672 | 83,967 | 168,238 | 169,188 |
| Commercial property | 47,877 | 50,294 | 96,070 | 100,630 |
| Business owners' policies | 16,407 | 16,152 | 32,892 | 32,438 |
| Bonds | 4,725 | 4,828 | 9,492 | 9,431 |
| Other | 2,561 | 2,515 | 5,117 | 5,020 |
| Total commercial lines | 290,295 | 293,001 | 577,058 | 590,909 |
| Personal automobile | 37,189 | 35,243 | 74,151 | 69,563 |
| Homeowners | 25,060 | 21,126 | 49,615 | 41,619 |
| Other | 3,036 | 2,820 | 6,099 | 6,301 |
| Total personal lines | 65,285 | 59,189 | 129,865 | 117,483 |
| Total net premiums earned | 355,580 | 352,190 | 706,923 | 708,392 |
| Other income | 2,388 | 2,231 | 5,158 | 4,497 |
| Total Insurance Operations revenues | 357,968 | 354,421 | 712,081 | 712,889 |
| Investments: | | | | |
| Net investment income | 39,345 | 36,545 | 82,818 | 71,251 |
| Net realized gain (loss) on investments | 2,146 | (3,264) | 7,906 | (3,328) |
| Total investment revenues | 41,491 | 33,281 | 90,724 | 67,923 |
| Total all segments | 399,459 | 387,702 | 802,805 | 780,812 |
| Other income | 111 | 16 | 221 | 18 |
| Total revenues from continuing operations | \$ 399,570 | 387,718 | 803,026 | 780,830 |

| Income from Continuing Operations, Before Federal Income Tax (\$ in thousands) | Quarter ended June 30, | | Six Months ended June 30, | |
|---|---------------------------|----------|------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| Insurance Operations: | | | | |
| Commercial lines underwriting | \$ (22,331) | 3,305 | (27,165) | (7,667) |
| Personal lines underwriting | (10,351) | (6,466) | (16,601) | (10,099) |
| Underwriting loss, before federal income tax | (32,682) | (3,161) | (43,766) | (17,766) |
| GAAP combined ratio | 109.2 % | 100.9 | 106.2 % | 102.5 |
| Statutory combined ratio | 109.5 % | 101.0 | 106.1 % | 101.9 |
| Investments: | | | | |
| Net investment income | \$ 39,345 | 36,545 | 82,818 | 71,251 |
| Net realized gain (loss) on investments | 2,146 | (3,264) | 7,906 | (3,328) |
| Total investment income, before federal income tax | 41,491 | 33,281 | 90,724 | 67,923 |
| Total all segments | 8,809 | 30,120 | 46,958 | 50,157 |
| Interest expense | (4,559) | (4,655) | (9,116) | (9,497) |
| General corporate and other expenses | (3,029) | (2,617) | (8,849) | (10,165) |

| | | | | |
|--|----------|--------|--------|--------|
| Income from continuing operations, before federal income tax | \$ 1,221 | 22,848 | 28,993 | 30,495 |
|--|----------|--------|--------|--------|

NOTE 10.

Retirement Plans

The following tables show the costs of the Retirement Income Plan for Selective Insurance Company of America (“Retirement Income Plan”) and the retirement life insurance component (“Retirement Life Plan”) of the Selective Insurance Company of America Welfare Benefits Plan. For more information concerning these plans, refer to Note 15. “Retirement Plans” in Item 8. “Financial Statements and Supplementary Data.” of our 2010 Annual Report.

| (\$ in thousands) | Retirement Income Plan | | Retirement Life Plan | |
|---|------------------------|----------|------------------------|------|
| | Quarter ended June 30, | | Quarter ended June 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Components of Net Periodic Benefit Cost: | | | | |
| Service cost | \$ 2,174 | 1,945 | - | - |
| Interest cost | 3,155 | 3,090 | 76 | 79 |
| Expected return on plan assets | (3,481) | (2,810) | - | - |
| Amortization of unrecognized prior service cost | 38 | 38 | - | - |
| Amortization of unrecognized net loss | 1,099 | 1,171 | 5 | 1 |
| Net periodic cost | \$ 2,985 | 3,434 | 81 | 80 |

| (\$ in thousands) | Retirement Income Plan | | Retirement Life Plan | |
|---|---------------------------|----------|---------------------------|------|
| | Six Months ended June 30, | | Six Months ended June 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Components of Net Periodic Benefit Cost: | | | | |
| Service cost | \$ 4,347 | 3,942 | - | - |
| Interest cost | 6,310 | 6,015 | 153 | 158 |
| Expected return on plan assets | (6,963) | (5,626) | - | - |
| Amortization of unrecognized prior service cost | 75 | 75 | - | - |
| Amortization of unrecognized net loss | 2,200 | 2,095 | 9 | 3 |
| Net periodic cost | \$ 5,969 | 6,501 | 162 | 161 |

**Weighted-Average Expense Assumptions
for the years ended December 31:**

| | | | | | | |
|--------------------------------|------|---|------|------|---|------|
| Discount rate | 5.55 | % | 5.93 | 5.55 | % | 5.93 |
| Expected return on plan assets | 8.00 | | 8.00 | - | | - |
| Rate of compensation increase | 4.00 | | 4.00 | - | | - |

We presently anticipate contributing \$8.4 million to the Retirement Income Plan in 2011, \$4.7 million of which has been funded as of June 30, 2011.

NOTE 11.

Comprehensive Income

The components of comprehensive income, both gross and net of tax, for Second Quarter 2011 and 2010 are as follows:

Second Quarter 2011

| (\$ in thousands) | Gross | Tax | Net |
|--|-----------|----------|----------|
| Net income | \$ 1,221 | (1,104) | 2,325 |
| Components of OCI: | | | |
| Unrealized gains on securities: | | | |
| Unrealized holding gains during the period | 30,099 | 10,536 | 19,563 |
| Portion of OTTI recognized in OCI | 418 | 146 | 272 |
| Amortization of net unrealized gains on HTM securities | (1,258) | (441) | (817) |
| Reclassification adjustment for gains included in net income | (2,144) | (751) | (1,393) |
| Net unrealized gains | 27,115 | 9,490 | 17,625 |
| Defined benefit pension and post-retirement plans: | | | |
| Reversal of amortization items: | | | |
| Net actuarial loss | 1,104 | 386 | 718 |
| Prior service cost | 38 | 13 | 25 |
| Defined benefit pension and post-retirement plans | 1,142 | 399 | 743 |
| Comprehensive income | \$ 29,478 | 8,785 | 20,693 |

Second Quarter 2010

| (\$ in thousands) | Gross | Tax | Net |
|---|-----------|--------|--------|
| Net income | \$ 20,810 | 2,044 | 18,766 |
| Components of other comprehensive income: | | | |
| Unrealized gains on securities: | | | |
| Unrealized holding gains during the period | 31,498 | 11,024 | 20,474 |
| Portion of OTTI recognized in OCI | 3,617 | 1,265 | 2,352 |
| Amortization of net unrealized gains on HTM securities | (802) | (280) | (522) |
| Reclassification adjustment for losses included in net income | 783 | 274 | 509 |
| Net unrealized gains | 35,096 | 12,283 | 22,813 |
| Defined benefit pension and post-retirement plans: | | | |
| Reversal of amortization items: | | | |
| Net actuarial loss | 1,172 | 411 | 761 |
| Prior service cost | 38 | 13 | 25 |
| Defined benefit pension and post-retirement plans | 1,210 | 424 | 786 |
| Comprehensive income | \$ 57,116 | 14,751 | 42,365 |

The components of comprehensive income, both gross and net of tax, for Six Months 2011 and 2010 are as follows:

Six Months 2011

| (\$ in thousands) | Gross | Tax | Net |
|--|-----------|--------|--------|
| Net income | \$ 28,993 | 5,119 | 23,874 |
| Components of OCI: | | | |
| Unrealized gains on securities: | | | |
| Unrealized holding gains during the period | 29,166 | 10,209 | 18,957 |
| Portion of OTTI recognized in OCI | 598 | 209 | 389 |

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| | | | |
|--|-----------|----------|----------|
| Amortization of net unrealized gains on HTM securities | (2,433) | (852) | (1,581) |
| Reclassification adjustment for gains included in net income | (7,893) | (2,763) | (5,130) |
| Net unrealized gains | 19,438 | 6,803 | 12,635 |
| Defined benefit pension and post-retirement plans: | | | |
| Reversal of amortization items: | | | |
| Net actuarial loss | 2,209 | 773 | 1,436 |
| Prior service cost | 75 | 26 | 49 |
| Defined benefit pension and post-retirement plans | 2,284 | 799 | 1,485 |
| Comprehensive income | \$ 50,715 | 12,721 | 37,994 |

Six Months 2010

(\$ in thousands)

| | Gross | Tax | Net |
|--|-----------|----------|----------|
| Net income | \$ 27,241 | 2,672 | 24,569 |
| Components of other comprehensive income: | | | |
| Unrealized gains on securities: | | | |
| Unrealized holding gains during the period | 46,698 | 16,344 | 30,354 |
| Portion of OTTI recognized in OCI | 5,892 | 2,062 | 3,830 |
| Amortization of net unrealized gains on HTM securities | (6,555) | (2,294) | (4,261) |
| Reclassification adjustment for gains included in net income | (1,614) | (565) | (1,049) |
| Net unrealized gains | 44,421 | 15,547 | 28,874 |
| Defined benefit pension and post-retirement plans: | | | |
| Reversal of amortization items: | | | |
| Net actuarial loss | 2,098 | 735 | 1,363 |
| Prior service cost | 75 | 26 | 49 |
| Defined benefit pension and post-retirement plans | 2,173 | 761 | 1,412 |
| Comprehensive income | \$ 73,835 | 18,980 | 54,855 |

The balances of, and changes in, each component of AOCI (net of taxes) as of June 30, 2011 are as follows:

June 30, 2011

| (\$ in thousands) | Net Unrealized Gain (Loss) | | | Defined Benefit Pension and Post-Retirement Plans | Total Accumulated OCI |
|------------------------------------|----------------------------|-------------|-----------|---|-----------------------|
| | OTTI Related | HTM Related | All Other | | |
| Balance, December 31, 2010 | \$(4,593) | 11,144 | 47,316 | (46,843) | 7,024 |
| Changes in component during period | 389 | (2,228) | 14,474 | 1,485 | 14,120 |
| Balance, June 30, 2011 | \$(4,204) | 8,916 | 61,790 | (45,358) | 21,144 |

NOTE 12.

Commitments and Contingencies

At June 30, 2011, we had contractual obligations that expire at various dates through 2022 to invest up to an additional \$61.6 million in alternative investments. There is no certainty that any such additional investment will be required.

NOTE 13.

Litigation

In the ordinary course of conducting business, we are named as defendants in various legal proceedings. Most of these proceedings are claims litigation involving our seven insurance subsidiaries (the "Insurance Subsidiaries") as either: (i) liability insurers defending or providing indemnity for third-party claims brought against insureds; or (ii) insurers defending first-party coverage claims brought against them. We account for such activity through the establishment of unpaid loss and loss adjustment expense reserves. We expect that the ultimate liability, if any, with respect to such ordinary-course claims litigation, after consideration of provisions made for potential losses and costs of defense, will not be material to our consolidated financial condition, results of operations, or cash flows.

Our Insurance Subsidiaries also are involved from time-to-time in other legal actions, some of which assert claims for substantial amounts. These actions include, among others, putative state class actions seeking certification of a state or national class. Such putative class actions have alleged, for example, improper reimbursement of medical providers paid under workers compensation and personal and commercial automobile insurance policies. Our Insurance Subsidiaries also are involved from time-to-time in individual actions in which extra-contractual damages, punitive damages, or penalties are sought, such as claims alleging bad faith in the handling of insurance claims. We believe

that we have valid defenses to these cases. We expect that the ultimate liability, if any, with respect to such lawsuits, after consideration of provisions made for estimated losses, will not be material to our consolidated financial condition. Nonetheless, given the large or indeterminate amounts sought in certain of these actions, and the inherent unpredictability of litigation, an adverse outcome in certain matters could, from time-to-time, have a material adverse effect on our consolidated results of operations or cash flows in particular quarterly or annual periods.

NOTE 14.

Discontinued Operations

In 2009, we sold 100% of our interest in Selective HR, which had historically comprised the human resource administration outsourcing segment of our operations. We sold our interest for proceeds scheduled to be received over a 10-year period based on the ability of the purchaser to retain and generate new worksite lives through our independent agency distribution channel. Although the proceeds are contingent upon the future operations of the former Selective HR business, we have no continued involvement relevant to the proceeds. We recorded an after-tax charge of \$1.3 million and \$2.1 million in Second Quarter 2010 and Six Months 2010, respectively, primarily due to our revaluation of the contingent proceeds, including assumptions regarding worksite life generation and retention. No such charges have been recorded in 2011. As of June 30, 2011, our estimated sales price was approximately \$6.9 million, of which \$2.4 million has been received to date.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

In this Quarterly Report on Form 10-Q, we discuss and make statements regarding our intentions, beliefs, current expectations, and projections regarding our company's future operations and performance. Such statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by words such as "anticipates," "believes," "expects," "will," "should," and "intends" and their negatives. We caution prospective investors that such forward-looking statements are not guarantees of future performance. Risks and uncertainties are inherent in our future performance. Factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, but are not limited to, those discussed under Item 1A. "Risk Factors" below. These risk factors may not be exhaustive. We operate in a continually changing business environment and new risk factors may emerge from time to time. We can neither predict such new risk factors nor can we assess the impact, if any, of such new risk factors on our businesses or the extent to which any factor or combination of factors may cause actual results to differ materially from those expressed or implied in any forward-looking statements in this report. In light of these risks, uncertainties, and assumptions, the forward-looking events discussed in this report might not occur. We make forward-looking statements based on currently available information and assume no obligation to update these statements due to changes in underlying factors, new information, future developments, or otherwise.

Introduction

We offer property and casualty insurance products through our various subsidiaries. We classify our business into two operating segments: (i) Insurance Operations, which consists of commercial lines ("Commercial Lines") and personal lines ("Personal Lines"), including our flood lines of business; and (ii) Investments.

The purpose of the Management's Discussion and Analysis ("MD&A") is to provide an understanding of the consolidated results of operations and financial condition and known trends and uncertainties that may have a material impact in future periods. Consequently, investors should read the MD&A in conjunction with the consolidated financial statements in our annual report on Form 10-K for the year ended December 31, 2010 ("2010 Annual Report").

In the MD&A, we will discuss and analyze the following:

- Critical Accounting Policies and Estimates;
- Financial Highlights of Results for Second Quarter 2011 and Six Months 2011;
- Results of Operations and Related Information by Segment;
- Federal Income Taxes;
- Financial Condition, Liquidity, Short-term Borrowings, and Capital Resources;
- Ratings;
- Pending Accounting Pronouncements;
- Off-Balance Sheet Arrangements; and
- Contractual Obligations, Contingent Liabilities, and Commitments.

Critical Accounting Policies and Estimates

These unaudited interim consolidated financial statements include amounts based on our informed estimates and judgments for those transactions that are not yet complete. Such estimates and judgments affect the reported amounts in the consolidated financial statements. Those estimates and judgments most critical to the preparation of the consolidated financial statements involved the following: (i) reserves for losses and loss expenses; (ii) deferred policy acquisition costs; (iii) premium audit; (iv) pension and post-retirement benefit plan actuarial assumptions; (v) other-than-temporary investment impairments; and (vi) reinsurance. These estimates and judgments require the use of assumptions about matters that are highly uncertain and, therefore, are subject to change as facts and circumstances

develop. If different estimates and judgments had been applied, materially different amounts might have been reported in the financial statements. For additional information regarding our critical accounting policies, refer to our 2010 Annual Report, pages 44 through 54.

Financial Highlights of Results for Second Quarter 2011 and Six Months 2011

| (Shares and \$ in thousands, except per share amounts) | Quarter ended June 30, | | Change % or Points | Six Months ended June 30, | | Change % or Points |
|--|---------------------------|---------|--------------------------|------------------------------|---------|--------------------------|
| | 2011 | 2010 | | 2011 | 2010 | |
| GAAP measures: | | | | | | |
| Revenues | \$399,570 | 387,718 | 3 % | \$803,026 | 780,830 | 3 % |
| Pre-tax net investment income | 39,345 | 36,545 | 8 | 82,818 | 71,251 | 16 |
| Pre-tax net income | 1,221 | 20,810 | (94) | 28,993 | 27,241 | 6 |
| Net income | 2,325 | 18,766 | (88) | 23,874 | 24,569 | (3) |
| Diluted net income per share | 0.04 | 0.35 | (89) | 0.43 | 0.45 | (4) |
| Diluted weighted-average outstanding shares | 55,135 | 54,361 | 1 | 55,092 | 54,289 | 1 |
| GAAP combined ratio | 109.2 % | 100.9 | 8.3pts | 106.2 % | 102.5 | 3.7pts |
| Statutory combined ratio | 109.5 % | 101.0 | 8.5 | 106.1 % | 101.9 | 4.2 |
| Return on average equity | 0.9 % | 7.3 | (6.4) | 4.4 % | 4.8 | (0.4) |
| Non-GAAP measures: | | | | | | |
| Operating income ² | \$930 | 22,212 | (96)% | \$18,735 | 28,847 | (35)% |
| Diluted operating income per share ² | 0.01 | 0.41 | (98) | 0.34 | 0.53 | (36) |
| Operating return on average equity ² | 0.3 % | 8.6 | (8.3) pts | 3.5 % | 5.6 | (2.1) pts |

1 Refer to the Glossary of Terms attached to our 2010 Annual Report as Exhibit 99.1 for definitions of terms used in this Form 10-Q.

2 Operating income is used as an important financial measure by us, analysts, and investors, because the realization of investment gains and losses on sales in any given period is largely discretionary as to timing. In addition, these realized investment gains and losses, as well as other-than-temporary impairments (“OTTI”) that are charged to earnings, and the results of discontinued operations, could distort the analysis of trends. See below for a reconciliation of operating income to net income in accordance with U.S. generally accepted accounting principles (“GAAP”). Operating return on average equity is calculated by dividing annualized operating income by average stockholders’ equity.

Second Quarter 2011 revenues increased 3% compared to Second Quarter 2011, including a 1% improvement in net premiums earned. On a written basis, premiums increased 6% for the same period due to economic conditions that have improved our audit and endorsement premiums, coupled with a successful balance between retention and renewal rate. However, despite these premium improvements, pre-tax net income decreased by \$19.6 million in Second Quarter 2011 compared to the same period last year. The decrease was driven by:

- Pre-tax underwriting losses, which increased by \$29.5 million, to \$32.7 million, reflecting:
 - Catastrophe losses which increased by \$22.1 million, to \$38.1 million, compared to Second Quarter 2010; and
 - Favorable prior year casualty development of \$5 million, compared to approximately \$12 million of favorable prior year casualty development in Second Quarter 2010.

Partially offsetting these items are:

- Pre-tax net realized gains, which increased by \$5.4 million, from a realized loss of \$3.3 million to a realized gain of \$2.1 million. This improvement was primarily due to pre-tax non-cash OTTI charges that were \$6.0 million lower than last year at \$0.2 million.
- Pre-tax net investment income earned, which increased \$2.8 million, to \$39.3 million, due to higher alternative investment income of \$3.0 million, to \$7.9 million. Our alternative investments, which are accounted for under the

equity method, primarily consist of investments in limited partnerships, the majority of which report results to us on a one quarter lag. See Note 6. "Investments" in Item 1. "Financial Statements" of this Form 10-Q for additional information regarding our alternative investment portfolio.

Tax expense from continuing operations decreased primarily due to the pre-tax results discussed above, partially offset by taxes being recorded at a lower full-year expected tax rate as required under Accounting Standards Codification 270, Interim Reporting ("ASC 270"). The effect of this accounting rule is to record every quarter at the expected annual marginal rate regardless of the relative magnitude of the individual components within any one quarter.

Pre-tax net income increased by \$1.8 million in Six Months 2011 compared to the same period last year. The increase was driven by:

- Pre-tax net investment income earned, which increased \$11.6 million, to \$82.8 million, due to higher alternative investment income of \$10.8 million, to \$19.5 million.
- Pre-tax net realized gains, which increased \$11.2 million from a realized loss of \$3.3 million to a realized gain of \$7.9 million. This improvement was primarily due to pre-tax non-cash OTTI charges that were \$13.6 million lower than last year at \$0.8 million.
- Pre-tax losses on the disposal of discontinued operations of \$3.3 million as of Six Months 2010. No losses have been recorded in 2011.

Partially offsetting these items are:

- Pre-tax underwriting losses, which increased by \$26.0 million, to \$43.8 million, reflecting:
 - Non-catastrophe property losses of \$115.2 million compared to \$98.5 million in Six Months 2010;
 - Catastrophe losses of \$44.9 million compared to \$40.2 million in Six Months 2010; and
- Favorable prior year casualty development of \$9 million, compared to \$21 million of favorable prior year casualty development in Six Months 2010.

Tax expense from continuing operations increased driven by the pre-tax results discussed above coupled with the impact of taxes recorded at a full-year expected tax rate as required under ASC 270.

The following table reconciles operating income and net income for the periods presented above:

| (\$ in thousands, except per share amounts) | Quarter ended June 30, | | Six Months ended June 30, | |
|---|---------------------------|----------|------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Operating income | \$930 | 22,212 | 18,735 | 28,847 |
| Net realized gains (losses), after tax | 1,395 | (2,121) | 5,139 | (2,163) |
| Loss on disposal of discontinued operations, net of tax | - | (1,325) | - | (2,115) |
| Net income | \$2,325 | 18,766 | 23,874 | 24,569 |
| Diluted operating income per share | \$0.01 | 0.41 | 0.34 | 0.53 |
| Diluted net realized gains (losses) per share | 0.03 | (0.04) | 0.09 | (0.04) |
| Diluted net loss from disposal of discontinued operations per share | - | (0.02) | - | (0.04) |
| Diluted net income per share | \$0.04 | 0.35 | 0.43 | 0.45 |

Operating income decreased in Second Quarter 2011 and Six Months 2011 compared to the same periods last year reflecting increased property losses partially offset by improvements in net investment income as mentioned above.

Results of Operations and Related Information by Segment

Insurance Operations

Our Insurance Operations segment writes property and casualty insurance business through seven insurance subsidiaries (the “Insurance Subsidiaries”). Our Insurance Operations segment sells property and casualty insurance products and services primarily in 22 states in the Eastern and Midwestern U.S. through approximately 990 independent insurance agencies. Our Insurance Operations segment consists of two components: (i) Commercial Lines, which markets primarily to businesses and represents approximately 81% of net premium written (“NPW”); and (ii) Personal Lines, which markets primarily to individuals and represents approximately 19% of NPW. The underwriting performance of these lines is generally measured by four different statutory ratios: (i) loss and loss expense ratio; (ii) underwriting expense ratio; (iii) dividend ratio; and (iv) combined ratio. For further details regarding these ratios, see the discussion in the “Insurance Operations” section of Item 1. “Business.” of our 2010 Annual Report.

Summary of Insurance Operations

| All Lines (\$ in thousands) | Quarter ended June 30, | | Change % or Points | Six Months ended June 30, | | Change % or Points |
|---|---------------------------|----------|--------------------------|------------------------------|-----------|--------------------------|
| | 2011 | 2010 | | 2011 | 2010 | |
| GAAP Insurance Operations Results: | | | | | | |
| NPW | \$ 374,503 | 353,524 | 6 % | 736,338 | 721,615 | 2 % |
| Net premiums earned (“NPE”) | 355,580 | 352,190 | 1 | 706,923 | 708,392 | - |
| Less: | | | | | | |
| Losses and loss expenses incurred | 274,555 | 239,980 | 14 | 523,761 | 494,123 | 6 |
| Net underwriting expenses incurred | 112,246 | 114,727 | (2) | 224,181 | 229,896 | (2) |
| Dividends to policyholders | 1,461 | 644 | 127 | 2,747 | 2,139 | 28 |
| Underwriting loss | \$ (32,682) | (3,161) | (934)% | (43,766) | (17,766) | (146)% |
| GAAP Ratios: | | | | | | |
| Loss and loss expense ratio | 77.2 % | 68.1 | 9.1pts | 74.1 % | 69.8 | 4.3pts |
| Underwriting expense ratio | 31.6 | 32.6 | (1.0) | 31.7 | 32.4 | (0.7) |
| Dividends to policyholders ratio | 0.4 | 0.2 | 0.2 | 0.4 | 0.3 | 0.1 |
| Combined ratio | 109.2 | 100.9 | 8.3 | 106.2 | 102.5 | 3.7 |
| Statutory Ratios: | | | | | | |
| Loss and loss expense ratio | 77.2 | 68.1 | 9.1 | 74.1 | 69.7 | 4.4 |
| Underwriting expense ratio | 31.9 | 32.7 | (0.8) | 31.6 | 31.9 | (0.3) |
| Dividends to policyholders ratio | 0.4 | 0.2 | 0.2 | 0.4 | 0.3 | 0.1 |
| Combined ratio | 109.5 % | 101.0 | 8.5pts | 106.1 % | 101.9 | 4.2pts |

- NPW increased in both Second Quarter and Six Months 2011 compared to the same periods last year. This is the first quarter since the fourth quarter of 2007 that NPW increased compared to the prior year. This increase is due to economic improvements evidenced in our audit and endorsement premium, coupled with the successful balance between retention and renewal rate. The following details the fluctuations in NPW for the comparable periods:
 - o Audit additional premium of \$1.5 million in Second Quarter 2011 and audit return premium of \$2.1 million in Six Months 2011 compared to audit return premium of \$13.1 million in Second Quarter 2010 and \$24.3 million in Six Months 2010;
 - o Endorsement additional premium of \$1.9 million and \$1.5 million in Second Quarter and Six Months 2011, respectively, compared to endorsement return premium of \$2.3 million and \$7.0 million in Second Quarter and Six Months 2010, respectively; and
 - o Increase in net renewals of \$6.9 million, to \$320.2 million, in Second Quarter 2011 and \$3.4 million, to \$637.5 million, in Six Months 2011.

These items were partially offset by reductions in new business premiums of \$3.3 million, to \$68.4 million, in Second Quarter 2011 and \$19.7 million, to \$128.5 million, in Six Months 2011.

- NPE changes in Second Quarter and Six Months 2011 compared to the same periods last year are consistent with the fluctuation in NPW for the twelve-month period ended June 30, 2011 as compared to the twelve-month period ended June 30, 2010.

- The GAAP loss and loss expense ratio increased 9.1 points in Second Quarter 2011 compared to the prior year reflecting:
 - o An increase in catastrophe losses of \$22.1 million, or 6.2 points, to \$38.1 million;
 - o Favorable prior year casualty development of approximately \$5 million, or 1.4 points, compared to approximately \$12 million, or 3.3 points, in Second Quarter 2010; and
 - o An increase in non-catastrophe property losses of \$6.6 million, or 1.7 points.

- The GAAP loss and loss expense ratio increased 4.3 points in Six Months 2011 compared to the prior year reflecting:
 - o An increase in non-catastrophe property losses of \$16.6 million, or 2.4 points;
 - o An increase in catastrophe losses of \$4.7 million, or 0.7 points, to \$44.9 million; and
 - o Favorable prior year casualty development of approximately \$9 million, or 1.3 points, compared to approximately \$21 million, or 2.9 points, in Second Quarter 2010.

The decreases in the GAAP underwriting expense ratio in Second Quarter and Six Months 2011, compared to the same periods last year, were primarily due to an increase in premiums that has outpaced underwriting expenses.

Insurance Operations Outlook

Our Insurance Operations segment reported a statutory combined ratio of 109.5% for Second Quarter 2011 and 106.1% for Six Months 2011. This includes a Commercial Lines statutory combined ratio of 108.2% and 104.4%, respectively, and a Personal Lines statutory combined ratio of 115.3% and 113.3%, respectively. A.M. Best Company (“A.M. Best”) notes that industry-wide results for the first quarter of 2011 were significantly worse than the same period in 2010 as a result of elevated levels of catastrophe-related losses, lower reserve releases, and decreased investment gains despite an increase in net premiums written. A.M. Best expects the industry’s return on equity to remain low for the remainder of 2011 as a result of the catastrophe losses that have continued in the second quarter, ongoing challenging market conditions in the commercial lines sector, a sluggish economic recovery, and relatively low investment yields. A.M. Best believes that the level of reserve deficiencies for the industry will increase. They also anticipate record-setting catastrophe losses in Second Quarter 2011 as a result of unprecedented tornado activity, hail, drought, and wildfires. Industry results are expected to deteriorate further as a result of these factors, coupled with continued competitive market conditions, and the low interest rate environment. Certain analysts believe that results may be unprofitable through 2013, at which time they expect that market conditions may support a broader cyclical turn.

The industry has begun experiencing some improvement in pricing on select lines of business, and there are some indications that pricing may continue to improve, such as: (i) the low interest rate environment that has continued to put pressure on investment yields; (ii) an A.M. Best commercial lines industry statutory combined ratio projection for 2011 of 110.0%; (iii) higher anticipated reinsurance costs (see the “Reinsurance” section below for more detail); and (iv) declining industry profitability as a result of elevated levels of catastrophe-related losses in Six Months 2011 coupled with an Atlantic hurricane season that is expected to have above-average activity. A recent report from the Commercial Lines Insurance Pricing Survey showed that industry pricing increased by 0.4% during the first quarter of 2011, the first quarter of positive rate change since 2009. Despite this slight increase, the commercial lines industry remains very competitive and pricing has continued its downward trend in certain lines of business, such as commercial automobile and commercial property.

While industry pricing has just begun to improve, we are on our ninth consecutive quarter of price increases with 2.6% in Second Quarter 2011. The price increases that we have obtained demonstrate the overall strength of the relationships that we have with our independent agents, even in difficult economic and competitive times. We believe that once the market as a whole becomes more successful at driving price, we will be able to further capitalize on our

relationships with our agents to generate additional renewal price increases. The price increases we have been able to obtain, coupled with strong retention, have led to growth in our Commercial Lines NPW for the first time since the fourth quarter of 2007.

In an effort to write profitable business in the current commercial and personal lines environment, we continue to implement a defined plan of improving risk selection and mitigating higher frequency trends to complement our strong agency relationships and unique field-based model. In addition, as we are committed to executing on our strategy to introduce more high-margin products into our portfolio, we have entered into a renewal rights agreement to write commercial contract binding authority excess and surplus lines business. The agreement, which is expected to close in the third quarter of 2011, allows us a natural expansion of our commercial lines small business and offers a new product to agents and customers. The renewal rights that we purchased relate to a commercial lines book of business that produced gross premiums written of \$77 million in 2010.

The personal lines market has been more receptive to price increases and our Personal Lines operations continue to experience NPW growth driven by ongoing rate increases that went into effect in 2010 and 2011, which are expected to generate an additional \$26.3 million in annual premium. We were able to obtain increased Personal Lines renewal pure pricing of 6.5% in Second Quarter 2011 while retention increased two points, to 86%.

Given the elevated level of property losses incurred partially offset by the rate increases achieved and favorable prior year development we have experienced in Six Months 2011, we are expecting to generate overall full year statutory and GAAP combined ratios of between 104% and 105%, which include a catastrophe loss assumption of four points for the full year. These combined ratios do not include any assumptions for additional reserve development, favorable or unfavorable. Weighted average shares at year-end 2011 are expected to be approximately 55 million.

Review of Underwriting Results by Line of Business

Commercial Lines

| Commercial Lines | Quarter ended June 30, | | Change % or Points | Six Months ended June 30, | | Change % or Points |
|---------------------|---------------------------|---------|--------------------------|------------------------------|---------|--------------------------|
| (\$ in thousands) | 2011 | 2010 | | 2011 | 2010 | |
| GAAP Insurance | | | | | | |
| Operations Results: | | | | | | |
| NPW | \$ 303,305 | 286,882 | 6 % | 603,639 | 598,791 | 1 % |
| NPE | 290,295 | 293,001 | (1) | 577,058 | 590,909 | (2) |
| Less: | | | | | | |