

TRAVELERS COMPANIES, INC.

Form 10-Q

April 23, 2010

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 10-Q

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

**For the quarterly period ended March 31, 2010**

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 001-10898**

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# The Travelers Companies, Inc.

(Exact name of registrant as specified in its charter)

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**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-0518860**  
(I.R.S. Employer  
Identification No.)

**485 Lexington Avenue**

**New York, NY 10017**

(Address of principal executive offices) (Zip Code)

**(917) 778-6000**

(Registrant's telephone number, including area code)

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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 reports), 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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:

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

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The number of shares of the Registrant's Common Stock, without par value, outstanding at April 20, 2010 was 495,339,156.

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**The Travelers Companies, Inc.**

**Quarterly Report on Form 10-Q**

**For Quarterly Period Ended March 31, 2010**

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Table of Contents**PART 1 FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS****THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF INCOME (Unaudited)**

(in millions, except per share amounts)

For the three months ended March 31,	2010	2009
<b>Revenues</b>		
Premiums	\$ 5,230	\$ 5,301
Net investment income	753	542
Fee income	79	73
Net realized investment gains (losses)	25	(214)
Other revenues	32	33
<b>Total revenues</b>	<b>6,119</b>	<b>5,735</b>
<b>Claims and expenses</b>		
Claims and claim adjustment expenses	3,388	3,190
Amortization of deferred acquisition costs	929	944
General and administrative expenses	847	782
Interest expense	98	92
<b>Total claims and expenses</b>	<b>5,262</b>	<b>5,008</b>
<b>Income before income taxes</b>	<b>857</b>	<b>727</b>
Income tax expense	210	65
<b>Net income</b>	<b>\$ 647</b>	<b>\$ 662</b>
<b>Net income per share</b>		
Basic	\$ 1.26	\$ 1.12
Diluted	\$ 1.25	\$ 1.11
<b>Weighted average number of common shares outstanding</b>		
Basic	508.4	584.6
Diluted	515.1	590.4
<b>For the three months ended March 31,</b>	<b>2010</b>	<b>2009</b>
<b>Net Realized Investment Gains (Losses)</b>		
Other-than-temporary impairment losses:		
Total losses	\$ (1)	\$ (184)

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Portion of losses recognized in accumulated other changes in equity from nonowner sources	(9)	
Other-than-temporary impairment losses	(10)	(184)
Other net realized investment gains (losses)	35	(30)
<b>Net realized investment gains (losses)</b>	<b>\$ 25</b>	<b>\$ (214)</b>

See notes to consolidated financial statements (unaudited).

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEET**

(in millions)

	March 31, 2010 (Unaudited)	December 31, 2009
<b>Assets</b>		
Fixed maturities, available for sale, at fair value (including \$83 and \$90 subject to securities lending) (amortized cost \$62,463 and \$63,311)	\$ 65,116	\$ 65,847
Equity securities, available for sale, at fair value (cost \$367 and \$373)	463	451
Real estate	851	865
Short-term securities	4,648	4,852
Other investments	2,963	2,950
<b>Total investments</b>	<b>74,041</b>	<b>74,965</b>
Cash	251	255
Investment income accrued	777	825
Premiums receivable	5,564	5,471
Reinsurance recoverables	12,727	12,816
Ceded unearned premiums	997	916
Deferred acquisition costs	1,767	1,758
Deferred tax asset	560	672
Contractholder receivables	5,840	5,797
Goodwill	3,365	3,365
Other intangible assets	564	588
Other assets	2,243	2,132
<b>Total assets</b>	<b>\$ 108,696</b>	<b>\$ 109,560</b>
<b>Liabilities</b>		
Claims and claim adjustment expense reserves	\$ 52,841	\$ 53,127
Unearned premium reserves	10,935	10,861
Contractholder payables	5,840	5,797
Payables for reinsurance premiums	638	546
Debt	6,525	6,527
Other liabilities	5,246	5,287
<b>Total liabilities</b>	<b>82,025</b>	<b>82,145</b>
<b>Shareholders equity</b>		
Preferred Stock Savings Plan convertible preferred stock (0.2 shares issued and outstanding)	77	79
Common stock (1,748.6 shares authorized; 497.0 and 520.3 shares issued and outstanding)	19,762	19,593
Retained earnings	16,792	16,315
Accumulated other changes in equity from nonowner sources	1,271	1,219
Treasury stock, at cost (227.4 and 199.6 shares)	(11,231)	(9,791)
<b>Total shareholders equity</b>	<b>26,671</b>	<b>27,415</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 108,696</b>	<b>\$ 109,560</b>



See notes to consolidated financial statements (unaudited).

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)**

(in millions)

For the three months ended March 31,	2010	2009
<b>Convertible preferred stock savings plan</b>		
Balance, beginning of year	\$ 79	\$ 89
Redemptions during period	(2)	(2)
Balance, end of period	77	87
<b>Common stock</b>		
Balance, beginning of year	19,593	19,242
Employee share-based compensation	119	11
Compensation amortization under share-based plans and other changes	50	37
Balance, end of period	19,762	19,290
<b>Retained earnings</b>		
Balance, beginning of year	16,315	13,314
Net income	647	662
Dividends	(169)	(178)
Other	(1)	7
Balance, end of period	16,792	13,805
<b>Accumulated other changes in equity from nonowner sources, net of tax</b>		
Balance, beginning of year	1,219	(900)
Change in net unrealized gain (loss) on investment securities:		
Having no credit losses recognized in the consolidated statement of income	54	687
Having credit losses recognized in the consolidated statement of income	23	
Net change in unrealized foreign currency translation and other changes	(25)	(19)
Balance, end of period	1,271	(232)
<b>Treasury stock (at cost)</b>		
Balance, beginning of year	(9,791)	(6,426)
Treasury shares acquired share repurchase authorization	(1,400)	
Net shares acquired related to employee share-based compensation plans	(40)	(27)
Balance, end of period	(11,231)	(6,453)
Total common shareholders' equity	26,594	26,410
Total shareholders' equity	\$ 26,671	\$ 26,497
<b>Common shares outstanding</b>		
Balance, beginning of year	520.3	585.1
Treasury shares acquired share repurchase authorization	(27.0)	
Net shares issued under employee share-based compensation plans	3.7	0.2

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Balance, end of period		497.0		585.3
<b>Summary of changes in equity from nonowner sources</b>				
Net income	\$	647	\$	662
Other changes in equity from nonowner sources, net of tax		52		668
Total changes in equity from nonowner sources	\$	699	\$	1,330

See notes to consolidated financial statements (unaudited).

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)**

(in millions)

<b>For the three months ended March 31,</b>	<b>2010</b>	<b>2009</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 647	\$ 662
Adjustments to reconcile net income to net cash provided by operating activities:		
Net realized investment (gains) losses	(25)	214
Depreciation and amortization	216	206
Deferred federal income tax expense	76	22
Amortization of deferred acquisition costs	929	944
Equity in (income) loss from other investments	(45)	194
Premiums receivable	(97)	(44)
Reinsurance recoverables	86	167
Deferred acquisition costs	(939)	(948)
Claims and claim adjustment expense reserves	(224)	(373)
Unearned premium reserves	86	64
Other	(179)	(295)
<b>Net cash provided by operating activities</b>	<b>531</b>	<b>813</b>
<b>Cash flows from investing activities</b>		
Proceeds from maturities of fixed maturities	1,229	1,210
Proceeds from sales of investments:		
Fixed maturities	1,646	630
Equity securities	19	16
Real estate	9	
Other investments	114	92
Purchases of investments:		
Fixed maturities	(2,175)	(2,265)
Equity securities	(5)	(12)
Real estate	(3)	(5)
Other investments	(104)	(112)
Net (purchases) sales of short-term securities	202	(451)
Securities transactions in course of settlement	95	398
Other	(75)	(84)
<b>Net cash provided by (used in) investing activities</b>	<b>952</b>	<b>(583)</b>
<b>Cash flows from financing activities</b>		
Payment of debt		(141)
Dividends paid to shareholders	(168)	(178)
Issuance of common stock employee share options	123	10
Treasury stock acquired share repurchase authorization	(1,407)	
Treasury stock acquired net employee share-based compensation	(38)	(27)
Excess tax benefits from share-based payment arrangements	4	1
<b>Net cash used in financing activities</b>	<b>(1,486)</b>	<b>(335)</b>
Effect of exchange rate changes on cash	(1)	

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Net decrease in cash		(4)		(105)
Cash at beginning of period		255		350
<b>Cash at end of period</b>	<b>\$</b>	<b>251</b>	<b>\$</b>	<b>245</b>
<b>Supplemental disclosure of cash flow information</b>				
Income taxes paid	\$	44	\$	34
Interest paid	\$	63	\$	63

See notes to consolidated financial statements (unaudited).

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES**

**Basis of Presentation**

The interim consolidated financial statements include the accounts of The Travelers Companies, Inc. (together with its subsidiaries, the Company). These financial statements are prepared in conformity with U.S. generally accepted accounting principles (GAAP) and are unaudited. In the opinion of the Company's management, all adjustments necessary for a fair presentation have been reflected. Certain financial information that is normally included in annual financial statements prepared in accordance with GAAP, but that is not required for interim reporting purposes, has been omitted. All material intercompany transactions and balances have been eliminated. Certain reclassifications have been made to the 2009 financial statements and notes to conform to the 2010 presentation. The accompanying interim consolidated financial statements and related notes should be read in conjunction with the Company's consolidated financial statements and related notes included in the Company's 2009 Annual Report on Form 10-K.

The preparation of the interim consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and claims and expenses during the reporting period. Actual results could differ from those estimates.

**Adoption of Accounting Standards Updates**

*Amendments to Accounting for Variable Interest Entities*

In June 2009, the FASB issued updated guidance on the accounting for variable interest entities that eliminates the concept of a qualifying special-purpose entity and the quantitative-based risks and rewards calculation for determining which company, if any, has a controlling financial interest in a variable interest entity. The updated guidance requires an analysis of whether a company has: (1) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (2) the obligation to absorb the losses that could potentially be significant to the entity or the right to receive benefits from the entity that could potentially be significant to the entity. An entity is required to be re-evaluated as a variable interest entity when the holders of the equity investment at risk, as a group, lose the power from voting rights or similar rights to direct the activities that most significantly impact the entity's economic performance. Additional disclosures are required about a company's involvement in variable interest entities and an ongoing assessment of whether a company is the primary beneficiary.

The updated guidance is effective for all variable interest entities owned on or formed after January 1, 2010. The adoption of this guidance did not have any effect on the Company's results of operations, financial position or liquidity.

### **Nature of Operations**

The Company is organized into three reportable business segments: Business Insurance; Financial, Professional & International Insurance; and Personal Insurance. These segments reflect the manner in which the Company's businesses are currently managed and represent an aggregation of products and services based on type of customer, how the business is marketed and the manner in which risks are underwritten. The specific business segments are as follows:

#### **Business Insurance**

The Business Insurance segment offers a broad array of property and casualty insurance and insurance-related services to its clients primarily in the United States. Business Insurance is organized into the following six groups, which collectively comprise Business Insurance Core operations: Select Accounts; Commercial Accounts; National Accounts; Industry-Focused Underwriting; Target Risk Underwriting; and Specialized Distribution.

Business Insurance also includes the Special Liability Group (which manages the Company's asbestos and environmental liabilities) and the assumed reinsurance and certain international and other runoff operations, which collectively are referred to as Business Insurance Other.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES (Unaudited), Continued****Financial, Professional & International Insurance**

The Financial, Professional & International Insurance segment includes surety and financial liability coverages, which primarily use credit-based underwriting processes, as well as property and casualty products that are primarily marketed on a domestic basis in the United Kingdom, the Republic of Ireland and Canada, and on an international basis through Lloyd's. The segment includes the Bond & Financial Products group as well as the International group.

**Personal Insurance**

The Personal Insurance segment writes virtually all types of property and casualty insurance covering personal risks. The primary coverages in Personal Insurance are automobile and homeowners insurance sold to individuals.

**2. SEGMENT INFORMATION**

The following tables summarize the components of the Company's revenues, operating income and total assets by reportable business segments:

(for the three months ended March 31, in millions)	Business Insurance	Financial, Professional & International Insurance	Personal Insurance	Total Reportable Segments
<b>2010</b>				
Premiums	\$ 2,628	\$ 824	\$ 1,778	\$ 5,230
Net investment income	528	111	114	753
Fee income	79			79
Other revenues	6	6	20	32
Total operating revenues (1)	\$ 3,241	\$ 941	\$ 1,912	\$ 6,094



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Operating income (1)	\$	567	\$	86	\$	59	\$	712
<b>2009</b>								
Premiums	\$	2,757	\$	801	\$	1,743	\$	5,301
Net investment income		355		104		83		542
Fee income		73						73
Other revenues		6		6		21		33
Total operating revenues (1)	\$	3,191	\$	911	\$	1,847	\$	5,949
Operating income (1)	\$	547	\$	148	\$	154	\$	849

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(1) Operating revenues for reportable business segments exclude net realized investment gains (losses). Operating income for reportable business segments equals net income excluding the after-tax impact of net realized investment gains (losses).

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## THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

## 2. SEGMENT INFORMATION, Continued

## Business Segment Reconciliations

(in millions)	Three Months Ended	
	2010	March 31, 2009
<b>Revenue reconciliation</b>		
Earned premiums		
Business Insurance:		
Commercial multi-peril	\$ 710	\$ 718
Workers compensation	600	633
Commercial automobile	471	479
Property	423	446
General liability	425	482
Other	(1)	(1)
<b>Total Business Insurance</b>	<b>2,628</b>	<b>2,757</b>
Financial, Professional & International Insurance:		
Fidelity and surety	247	248
General liability	226	228
International	318	292
Other	33	33
<b>Total Financial, Professional &amp; International Insurance</b>	<b>824</b>	<b>801</b>
Personal Insurance:		
Automobile	904	918
Homeowners and other	874	825
<b>Total Personal Insurance</b>	<b>1,778</b>	<b>1,743</b>
<b>Total earned premiums</b>	<b>5,230</b>	<b>5,301</b>
Net investment income	753	542
Fee income	79	73
Other revenues	32	33
<b>Total operating revenues for reportable segments</b>	<b>6,094</b>	<b>5,949</b>
Net realized investment gains (losses)	25	(214)
<b>Total consolidated revenues</b>	<b>\$ 6,119</b>	<b>\$ 5,735</b>

<b>Income reconciliation, net of tax</b>			
Total operating income for reportable segments	\$	<b>712</b>	\$ 849
Interest Expense and Other (1)		<b>(81)</b>	(50)
<b>Total operating income</b>		<b>631</b>	799
Net realized investment gains (losses)		<b>16</b>	(137)
<b>Total consolidated net income</b>	\$	<b>647</b>	\$ 662

(1) The primary component of Interest Expense and Other is after-tax interest expense of \$64 million and \$60 million for the three months ended March 31, 2010 and 2009, respectively. The 2010 total included \$12 million of tax expense associated with the recently enacted federal health care legislation, whereas the 2009 total included a benefit of \$14 million from the favorable resolution of various prior year tax matters.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****2. SEGMENT INFORMATION, Continued**

(in millions)	March 31, 2010	December 31, 2009
<b>Asset reconciliation:</b>		
Business Insurance	\$ 80,724	\$ 81,705
Financial, Professional & International Insurance	14,217	13,920
Personal Insurance	13,176	13,328
Total assets for reportable segments	108,117	108,953
Other assets (1)	579	607
Total consolidated assets	\$ 108,696	\$ 109,560

(1) The primary components of other assets at both dates were other intangible assets and deferred taxes.

**3. INVESTMENTS****Fixed Maturities**

The amortized cost and fair value of investments in fixed maturities classified as available for sale were as follows:

(at March 31, 2010, in millions)	Amortized Cost	Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and obligations of U.S. Government and government agencies and authorities	\$ 2,019	\$ 85	\$	\$ 2,104
Obligations of states, municipalities and political subdivisions	39,642	1,810	46	41,406
Debt securities issued by foreign governments	1,877	48	3	1,922
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	4,915	216	121	5,010
All other corporate bonds	13,962	723	62	14,623

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Redeemable preferred stock		<b>48</b>		<b>4</b>		<b>1</b>		<b>51</b>
Total	\$	<b>62,463</b>	\$	<b>2,886</b>	\$	<b>233</b>	\$	<b>65,116</b>

(at December 31, 2009, in millions)	Amortized Cost	Gains	Gross Unrealized Losses		Fair Value
U.S. Treasury securities and obligations of U.S. Government and government agencies and authorities	\$ 2,490	\$ 85	\$ 1	\$	2,574
Obligations of states, municipalities and political subdivisions	39,459	1,915	41		41,333
Debt securities issued by foreign governments	1,912	48	3		1,957
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	5,182	190	165		5,207
All other corporate bonds	14,221	623	116		14,728
Redeemable preferred stock	47	2	1		48
Total	\$ 63,311	\$ 2,863	\$ 327	\$	65,847

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The cost and fair value of investments in equity securities were as follows:

(at March 31, 2010, in millions)	Cost	Gains	Gross Unrealized		Losses	Fair Value
Common stock	\$ 174	\$ 54	\$		\$ 1	\$ 227
Non-redeemable preferred stock	193	54			11	236
Total	\$ 367	\$ 108	\$		\$ 12	\$ 463

(at December 31, 2009, in millions)	Cost	Gains	Gross Unrealized		Losses	Fair Value
Common stock	\$ 175	\$ 46	\$		\$ 2	\$ 219
Non-redeemable preferred stock	198	48			14	232
Total	\$ 373	\$ 94	\$		\$ 16	\$ 451

**Variable Interest Entities**

Entities which do not have sufficient equity at risk to allow the entity to finance its activities without additional financial support or in which the equity investors, as a group, do not have the characteristic of a controlling financial interest are referred to as variable interest entities (VIE). A VIE is consolidated by the variable interest holder that is determined to have the controlling financial interest (primary beneficiary) as a result of having both the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses or right to receive benefits from the VIE that could potentially be significant to the VIE. The Company determines whether it is the primary beneficiary of an entity subject to consolidation based on a qualitative assessment of the VIE's capital structure, contractual terms, nature of the VIE's operations and purpose and the Company's relative exposure to the related risks of the VIE on the date it becomes initially involved in the VIE. The Company reassesses its VIE determination with respect to an entity on an ongoing basis.

The Company is involved in the normal course of business with VIEs primarily as a passive investor in limited partner equity interests issued by third party VIEs. These include investments in private equity limited partnerships, hedge funds and real estate partnerships where the Company

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is not related to the general partner. These investments are generally accounted for under the equity method and reported in the Company's consolidated balance sheet as other investments unless the Company is deemed the primary beneficiary. These equity interests generally cannot be redeemed. Distributions from these investments are received by the Company as a result of liquidation of the underlying investments of the funds and/or as income distribution. The Company's maximum exposure to loss with respect to these investments is limited to the investment carrying amounts reported in the Company's consolidated balance sheet and any unfunded commitment. Neither the carrying amounts nor the unfunded commitments related to these VIEs are material.

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## THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

## 3. INVESTMENTS, Continued

## Unrealized Investment Losses

The following tables summarize, for all investments in an unrealized loss position at March 31, 2010 and December 31, 2009, the aggregate fair value and gross unrealized losses by length of time those securities have been continuously in an unrealized loss position.

(at March 31, 2010, in millions)	Less than 12 months		12 months or longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>Fixed maturities</b>						
U.S. Treasury securities and obligations of U.S. Government and government agencies and authorities	\$ 234	\$	\$	\$	\$ 234	\$
Obligations of states, municipalities and political subdivisions	2,884	34	191	12	3,075	46
Debt securities issued by foreign governments	224	3			224	3
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	233	15	853	106	1,086	121
All other corporate bonds	893	20	712	42	1,605	62
Redeemable preferred stock	6	1	3		9	1
<b>Total fixed maturities</b>	<b>4,474</b>	<b>73</b>	<b>1,759</b>	<b>160</b>	<b>6,233</b>	<b>233</b>
<b>Equity securities</b>						
Common stock	5		10	1	15	1
Non-redeemable preferred stock	14		94	11	108	11
<b>Total equity securities</b>	<b>19</b>		<b>104</b>	<b>12</b>	<b>123</b>	<b>12</b>
<b>Total</b>	<b>\$ 4,493</b>	<b>\$ 73</b>	<b>\$ 1,863</b>	<b>\$ 172</b>	<b>\$ 6,356</b>	<b>\$ 245</b>





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## THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

## 3. INVESTMENTS, Continued

(at December 31, 2009, in millions)	Less than 12 months		12 months or longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>Fixed maturities</b>						
U.S. Treasury securities and obligations of U.S. Government and government agencies and authorities	\$ 1,018	\$ 1	\$	\$	\$ 1,018	\$ 1
Obligations of states, municipalities and political subdivisions	1,901	24	250	17	2,151	41
Debt securities issued by foreign governments	282	3			282	3
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	313	4	988	161	1,301	165
All other corporate bonds	1,079	22	1,100	94	2,179	116
Redeemable preferred stock	6	1	3		9	1
<b>Total fixed maturities</b>	<b>4,599</b>	<b>55</b>	<b>2,341</b>	<b>272</b>	<b>6,940</b>	<b>327</b>
<b>Equity securities</b>						
Common stock	59	1	17	1	76	2
Non-redeemable preferred stock	9		83	14	92	14
<b>Total equity securities</b>	<b>68</b>	<b>1</b>	<b>100</b>	<b>15</b>	<b>168</b>	<b>16</b>
<b>Total</b>	<b>\$ 4,667</b>	<b>\$ 56</b>	<b>\$ 2,441</b>	<b>\$ 287</b>	<b>\$ 7,108</b>	<b>\$ 343</b>

The following table summarizes, for all fixed maturities and equity securities reported at fair value for which fair value is less than 80% of amortized cost at March 31, 2010, the gross unrealized investment loss by length of time those securities have continuously been in an unrealized loss position of greater than 20% of amortized cost:

(in millions)	Period For Which Fair Value Is Less Than 80% of Amortized Cost				Total
	3 Months or Less	Greater Than 3 Months, 6 Months or Less	Greater Than 6 Months, 12 Months or Less	Greater Than 12 Months	

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<b>Fixed maturities</b>										
Mortgage-backed securities	\$	3	\$		\$	7	\$	42	\$	52
Other								26		26
<b>Total fixed maturities</b>		<b>3</b>				<b>7</b>		<b>68</b>		<b>78</b>
<b>Equity securities</b>										
<b>Total</b>	\$	<b>3</b>	\$		\$	<b>7</b>	\$	<b>68</b>	\$	<b>78</b>

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****3. INVESTMENTS, Continued****Impairment Charges**

Impairment charges included in net realized investment gains (losses) in the consolidated statement of income were as follows:

(for the three months ended March 31, in millions)	2010	2009
<b>Fixed maturities</b>		
U.S. Treasury securities and obligations of U.S. Government and government agencies and authorities	\$	\$
Obligations of states, municipalities and political subdivisions		
Debt securities issued by foreign governments		
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	1	51
All other corporate bonds	5	56
Redeemable preferred stock		
<b>Total fixed maturities</b>	<b>6</b>	<b>107</b>
<b>Equity securities</b>		
Common stock	1	15
Non-redeemable preferred stock		59
<b>Total equity securities</b>	<b>1</b>	<b>74</b>
<b>Other investments</b>	<b>3</b>	<b>3</b>
<b>Total</b>	<b>\$ 10</b>	<b>\$ 184</b>

In the second quarter of 2009, the Company adopted updated accounting guidance that changed the reporting of other-than-temporary impairments (OTTI). As a result, the credit component of OTTI on fixed maturities was reported separately effective April 1, 2009, the date of adoption.

The following table presents a roll-forward of the credit component of other-than-temporary impairments (OTTI) on fixed maturities recognized in the consolidated statement of income for which a portion of the other-than-temporary impairment was recognized in accumulated other changes in equity from nonowner sources for the period January 1, 2010 through March 31, 2010:

January 1, 2010 through March 31, 2010 (in millions)	January 1, 2010 Cumulative OTTI Credit Losses Recognized for Securities Held	Additions for OTTI Securities Where No Credit Losses Were Recognized Prior to January 1, 2010	Additions for OTTI Securities Where Credit Losses Have Been Recognized Prior to January 1, 2010	Reductions Due to Sales/Defaults of Credit- Impaired Securities	Adjustments to Book Value of Credit- Impaired Securities due to Changes in Cash Flows	March 31, 2010 Cumulative OTTI Credit Losses Recognized for Securities Still Held
<b>Fixed maturities</b>						
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	\$ 46	\$	\$ 1	\$	\$	\$ 47
All other corporate bonds	93		2	(4)	1	92
<b>Total fixed maturities</b>	<b>\$ 139</b>	<b>\$</b>	<b>\$ 3</b>	<b>(4)</b>	<b>\$ 1</b>	<b>\$ 139</b>

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued**

**4. FAIR VALUE MEASUREMENTS**

The Company's estimates of fair value for financial assets and financial liabilities are based on the framework established in the fair value accounting guidance. The framework is based on the inputs used in valuation, gives the highest priority to quoted prices in active markets, and requires that observable inputs be used in the valuations when available. The disclosure of fair value estimates in the fair value accounting guidance hierarchy is based on whether the significant inputs into the valuation are observable. In determining the level of the hierarchy in which the estimate is disclosed, the highest priority is given to unadjusted quoted prices in active markets and the lowest priority to unobservable inputs that reflect the Company's significant market assumptions. The three levels of the hierarchy are as follows:

- Level 1 - Unadjusted quoted market prices for identical assets or liabilities in active markets that the Company has the ability to access.
- Level 2 - Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; or valuations based on models where the significant inputs are observable (e.g., interest rates, yield curves, prepayment speeds, default rates, loss severities, etc.) or can be corroborated by observable market data.
- Level 3 - Valuations based on models where significant inputs are not observable. The unobservable inputs reflect the Company's own assumptions about the inputs that market participants would use.

***Valuation of Investments Reported at Fair Value in Financial Statements***

The fair value of a financial instrument is the estimated amount at which the instrument could be exchanged in an orderly transaction between knowledgeable, unrelated willing parties, i.e., not in a forced transaction. The estimated fair value of a financial instrument may differ from the amount that could be realized if the security was sold in an immediate sale, e.g., a forced transaction. Additionally, the valuation of fixed maturity investments is more subjective when markets are less liquid due to the lack of market based inputs, which may increase the potential that the estimated fair value of an investment is not reflective of the price at which an actual transaction would occur.

For investments that have quoted market prices in active markets, the Company uses the quoted market prices as fair value and includes these prices in the amounts disclosed in Level 1 of the hierarchy. The Company receives the quoted market prices from a third party, nationally recognized pricing service (pricing service). When quoted market prices are unavailable, the Company utilizes a pricing service to determine an

estimate of fair value, which is mainly used for its fixed maturity investments. The fair value estimates provided from this pricing service are included in the amount disclosed in Level 2 of the hierarchy. If quoted market prices and an estimate from a pricing service are unavailable, the Company produces an estimate of fair value based on internally developed valuation techniques, which, depending on the level of observable market inputs, will render the fair value estimate as Level 2 or Level 3. The Company bases all of its estimates of fair value for assets on the bid price as it represents what a third-party market participant would be willing to pay in an arm's length transaction.

*Fixed Maturities*

The Company utilizes a pricing service to estimate fair value measurements for approximately 99% of its fixed maturities. The pricing service utilizes market quotations for fixed maturity securities that have quoted prices in active markets. Since fixed maturities other than U.S. Treasury securities generally do not trade on a daily basis, the pricing service prepares estimates of fair value measurements for these securities using its proprietary pricing applications, which include available relevant market information, benchmark curves, benchmarking of like securities, sector groupings and matrix pricing. Additionally, the pricing service uses an Option Adjusted Spread model to develop prepayment and interest rate scenarios.

The pricing service evaluates each asset class based on relevant market information, relevant credit information, perceived market movements and sector news. The market inputs utilized in the pricing evaluation, listed in the approximate order of priority, include: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, reference data, and industry and economic events. The extent of the use of each market input depends on the asset class and the market conditions. Depending on the security, the priority of the use of inputs may change or some market inputs may not be relevant. For some securities, additional inputs may be necessary.

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued**

**4. FAIR VALUE MEASUREMENTS, Continued**

The pricing service utilized by the Company has indicated that they will only produce an estimate of fair value if there is objectively verifiable information to produce a valuation. If the pricing service discontinues pricing an investment, the Company would be required to produce an estimate of fair value using some of the same methodologies as the pricing service but would have to make assumptions for market-based inputs that are unavailable due to market conditions.

The fair value estimates of most fixed maturity investments are based on observable market information rather than market quotes. Accordingly, the estimates of fair value for such fixed maturities, other than U.S. Treasury securities, provided by the pricing service are included in the amount disclosed in Level 2 of the hierarchy. The estimated fair value of U.S. Treasury securities is included in the amount disclosed in Level 1 as the estimates are based on unadjusted market prices.

The Company holds privately placed corporate bonds and estimates the fair value of these bonds using an internal matrix that is based on market information regarding interest rates, credit spreads and liquidity. The underlying source data for calculating the matrix of credit spreads relative to the U.S. Treasury curve are the Merrill Lynch U.S. Corporate Index and the Merrill Lynch High Yield BB Rated Index. The Company includes the fair value estimates of these corporate bonds in Level 2, since all significant inputs are market observable. As many of these securities are issued by public companies, the Company compares the estimates of fair value to the fair values of these companies' publicly traded debt to test the validity of the internal pricing matrix.

While the vast majority of the Company's municipal bonds are included in Level 2, the Company holds a small number of municipal bonds which are not valued by the pricing service and estimates the fair value of these bonds using an internal pricing matrix with some unobservable inputs that are significant to the valuation. Due to the limited amount of observable market information, the Company includes the fair value estimates for these particular bonds in Level 3. Additionally, the Company holds a small amount of fixed maturities that have characteristics that make them unsuitable for matrix pricing. For these fixed maturities, the Company obtains a quote from a broker (typically a market maker). Due to the disclaimers on the quotes that indicate that the price is indicative only, the Company includes these fair value estimates in Level 3.

*Equities – Public Common and Preferred*

For public common and preferred stocks, the Company receives prices from a nationally recognized pricing service that are based on observable market transactions and includes these estimates in the amount disclosed in Level 1. Infrequently, current market quotes in active markets are unavailable for certain non-redeemable preferred stocks held by the Company. In these instances, the Company receives an estimate of fair value from the pricing service that provides fair value estimates for the Company's fixed maturities. The service utilizes some of the same



methodologies to price the non-redeemable preferred stocks as it does for the fixed maturities. The Company includes the fair value estimate for these non-redeemable preferred stocks in the amount disclosed in Level 2.

*Other Investments*

Common Stock with Transfer Restrictions and Other

The Company holds one public common stock with transfer restrictions with a fair value of \$212 million. At March 31, 2010, the fair value of this common stock was determined by adjusting the observed market price of the security for a liquidity discount which takes into consideration the restriction on the common stock that existed at March 31, 2010 and is based on market observable inputs. As a result of adjusting the market price to consider the transfer restriction, the Company discloses this security in Level 2. The Company holds investments in non-public common and preferred equity securities, with a fair value estimate of \$54 million at March 31, 2010, reported in other investments, where the fair value estimate is determined either internally or by an external fund manager based on recent filings, operating results, balance sheet stability, growth and other business and market sector fundamentals. Due to the significant unobservable inputs in these valuations, the Company includes the total fair value estimate for all of these investments at March 31, 2010 in the amount disclosed in Level 3. The Company holds investments in various publicly-traded securities which are reported in other investments. The \$44 million fair value of these investments at March 31, 2010 is disclosed in Level 1. These investments include securities in the Company's trading portfolio (\$24 million), mutual funds (\$16 million) and other small holdings (\$4 million).

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****4. FAIR VALUE MEASUREMENTS, Continued***Derivatives*

The Company holds non-public warrants in a public company and has convertible bonds containing embedded conversion options that are valued separately from the host bond contract. The Company estimates fair value for the warrants using an option pricing model with observable market inputs. Because the warrants are not market traded and information concerning market participants is not available, the Company includes the fair value estimate of \$84 million at March 31, 2010 in the amount disclosed in Level 3 - other investments.

*Fair Value Hierarchy*

The following tables present the level within the fair value hierarchy at which the Company's financial assets and financial liabilities are measured on a recurring basis at March 31, 2010 and December 31, 2009.

(at March 31, 2010, in millions)	Total	Level 1	Level 2	Level 3
<b>Invested assets:</b>				
<b>Fixed maturities</b>				
U.S. Treasury securities and obligations of U.S. Government and government agencies and authorities	\$ 2,104	\$ 2,087	\$ 17	
Obligations of states, municipalities and political subdivisions	41,406		41,302	104
Debt securities issued by foreign governments	1,922		1,922	
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	5,010		4,986	24
All other corporate bonds	14,623		14,501	122
Redeemable preferred stock	51	50	1	
<b>Total fixed maturities</b>	<b>65,116</b>	<b>2,137</b>	<b>62,729</b>	<b>250</b>
<b>Equity securities</b>				
Common stock	227	227		

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Non-redeemable preferred stock	236	139	97	
Total equity securities	463	366	97	
<b>Other investments (1)</b>	<b>394</b>	<b>44</b>	<b>212</b>	<b>138</b>
Total	\$ 65,973	\$ 2,547	\$ 63,038	\$ 388

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(1) The amount in Level 3 includes \$84 million of non-public stock purchase warrants of a publicly-held company.

The Company did not have significant transfers between Levels 1 and 2 during the quarter ended March 31, 2010.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****4. FAIR VALUE MEASUREMENTS, Continued**

(at December 31, 2009, in millions)	Total	Level 1	Level 2	Level 3
<b>Invested assets:</b>				
<b>Fixed maturities</b>				
U.S. Treasury securities and obligations of U.S. Government and government agencies and authorities	\$ 2,574	\$ 2,517	\$ 57	
Obligations of states, municipalities and political subdivisions	41,333		41,232	101
Debt securities issued by foreign governments	1,957		1,957	
Mortgage-backed securities, collateralized mortgage obligations and pass-through securities	5,207		5,184	23
All other corporate bonds	14,728		14,612	116
Redeemable preferred stock	48	36	12	
<b>Total fixed maturities</b>	<b>65,847</b>	<b>2,553</b>	<b>63,054</b>	<b>240</b>
<b>Equity securities</b>				
Common stock	219	219		
Non-redeemable preferred stock	232	138	94	
<b>Total equity securities</b>	<b>451</b>	<b>357</b>	<b>94</b>	
<b>Other investments (1)</b>	<b>413</b>	<b>46</b>	<b>213</b>	<b>154</b>
<b>Total</b>	<b>\$ 66,711</b>	<b>\$ 2,956</b>	<b>\$ 63,361</b>	<b>\$ 394</b>

(1) The amount in Level 3 includes \$94 million of non-public stock purchase warrants of a publicly-held company.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****4. FAIR VALUE MEASUREMENTS, Continued**

The following tables present the changes in the Level 3 fair value category during the three months ended March 31, 2010 and the twelve months ended December 31, 2009.

(in millions)	Fixed Maturities	Other Investments	Total
Balance at December 31, 2009	\$ 240	\$ 154	\$ 394
Total realized and unrealized investment gains (losses):			
Included in realized investment gains (losses) (1)	1	(9)	(8)
Included in increases (decreases) in accumulated other changes in equity from nonowner sources	2	(2)	
Purchases, sales and settlements/maturities:			
Purchases	15		15
Sales	(6)	(5)	(11)
Settlements/maturities	(5)		(5)
Gross transfers into Level 3	4		4
Gross transfers out of Level 3	(1)		(1)
Balance at March 31, 2010	\$ 250	\$ 138	\$ 388
Amount of total realized investment gains (losses) for the period included in the consolidated statement of income attributable to changes in the fair value of assets still held at the reporting date	\$	\$ (10)	\$ (10)

(1) Includes impairments on investments held at the end of the period as well as amortization on fixed maturities.

(in millions)	Fixed Maturities	Other Investments	Total
Balance at December 31, 2008	\$ 154	\$ 311	\$ 465
Total realized and unrealized investment gains (losses):			
Included in realized investment gains (losses) (1)	(5)	(4)	(9)
Included in increases (decreases) in accumulated other changes in equity from nonowner sources	11	73	84
Purchases, sales and settlements/maturities:			
Purchases	128	4	132
Sales	(12)		(12)

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Settlements/maturities		(18)		(18)
Gross transfers into Level 3		9		9
Gross transfers out of Level 3		(27)	(230)	(257)
Balance at December 31, 2009	\$	240	\$	154
			\$	394

Amount of total realized investment gains (losses) for the period included in the consolidated statement of income attributable to changes in the fair value of assets still held at the reporting date	\$		\$	7	\$	7
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(1) Includes impairments on investments held at the end of the period as well as amortization on fixed maturities.

The Company had no financial assets or financial liabilities that were measured at fair value on a non-recurring basis during the three months ended March 31, 2010 or twelve months ended December 31, 2009.

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued**

**4. FAIR VALUE MEASUREMENTS, Continued**

**Financial Instruments Disclosed, But Not Carried, At Fair Value**

The Company uses various financial instruments in the normal course of its business. The Company's insurance contracts are excluded from fair value of financial instruments accounting guidance and, therefore, are not included in the amounts discussed below.

The carrying values of cash, short-term securities and investment income accrued approximated their fair values.

The carrying values of \$591 million and \$623 million of financial instruments classified as other assets approximated their fair values at March 31, 2010 and December 31, 2009, respectively. The carrying values of \$3.82 billion and \$4.14 billion of financial instruments classified as other liabilities at March 31, 2010 and December 31, 2009, respectively, also approximated their fair values. Fair value is determined using various methods including discounted cash flows, as appropriate for the various financial instruments.

The carrying value and fair value of the Company's debt at March 31, 2010 was \$6.53 billion and \$6.93 billion, respectively. The respective totals at December 31, 2009 were \$6.53 billion and \$6.82 billion. The Company utilized a pricing service to estimate fair value measurements for approximately 96% of its debt, other than commercial paper, at each of March 31, 2010 and December 31, 2009. The pricing service utilizes market quotations for debt that have quoted prices in active markets. For the small amount of the Company's debt securities for which a pricing service is not used, the Company utilizes pricing estimates from a nationally recognized broker/dealer to estimate fair value. If estimates of fair value are unavailable from the pricing service or the broker/dealer, the Company produces an estimate of fair value based on internally developed valuation techniques which are based on a discounted cash flow methodology and incorporates all available relevant observable market inputs.

The fair value of commercial paper included in debt outstanding at March 31, 2010 and December 31, 2009 approximated its book value because of its short-term nature.

**5. GOODWILL AND OTHER INTANGIBLE ASSETS**

**Goodwill**

The following table presents the carrying amount of the Company's goodwill by segment at March 31, 2010 and December 31, 2009:

<b>(in millions)</b>	<b>March 31, 2010</b>	<b>December 31, 2009</b>
Business Insurance	\$ 2,168	\$ 2,168
Financial, Professional & International Insurance	557	557
Personal Insurance	613	613
Other	27	27
<b>Total</b>	<b>\$ 3,365</b>	<b>\$ 3,365</b>



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## THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

## 5. GOODWILL AND OTHER INTANGIBLE ASSETS, Continued

## Other Intangible Assets

The following presents a summary of the Company's other intangible assets by major asset class at March 31, 2010 and December 31, 2009:

(at March 31, 2010, in millions)	Gross Carrying Amount	Accumulated Amortization	Net
<b>Intangible assets subject to amortization</b>			
Customer-related	\$ 935	\$ 739	\$ 196
Fair value adjustment on claims and claim adjustment expense reserves and reinsurance recoverables (1)	191	39	152
<b>Total intangible assets subject to amortization</b>	<b>1,126</b>	<b>778</b>	<b>348</b>
<b>Intangible assets not subject to amortization</b>	<b>216</b>		<b>216</b>
<b>Total other intangible assets</b>	<b>\$ 1,342</b>	<b>\$ 778</b>	<b>\$ 564</b>

(at December 31, 2009, in millions)	Gross Carrying Amount	Accumulated Amortization	Net
<b>Intangible assets subject to amortization</b>			
Customer-related	\$ 935	\$ 722	\$ 213
Fair value adjustment on claims and claim adjustment expense reserves and reinsurance recoverables (1)	191	32	159
<b>Total intangible assets subject to amortization</b>	<b>1,126</b>	<b>754</b>	<b>372</b>
<b>Intangible assets not subject to amortization</b>	<b>216</b>		<b>216</b>
<b>Total other intangible assets</b>	<b>\$ 1,342</b>	<b>\$ 754</b>	<b>\$ 588</b>

(1) The time value of money and the risk margin (cost of capital) components of the intangible asset run off at different rates, and, as such, the amount recognized in income may be a net benefit in some periods and a net expense in other periods.

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The following presents a summary of the Company's amortization expense for other intangible assets by major asset class:

(for the three months ended March 31, in millions)	2010	2009
Customer-related	\$ 17	\$ 21
Fair value adjustment on claims and claim adjustment expense reserves and reinsurance recoverables	7	7
Total amortization expense	\$ 24	\$ 28

Intangible asset amortization expense is estimated to be \$62 million for the remainder of 2010, \$69 million in 2011, \$52 million in 2012, \$45 million in 2013 and \$43 million in 2014.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****6. SHARE REPURCHASE AUTHORIZATION**

Since May 2006, the Company's board of directors has approved four common share repurchase authorizations, for a cumulative authorization of up to \$16 billion of shares of the Company's common stock. Under these authorizations, the most recent of which totaled \$6 billion and was approved by the board of directors in October 2009, repurchases may be made from time to time in the open market, pursuant to preset trading plans meeting the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, in private transactions or otherwise. The authorizations do not have a stated expiration date. The timing and actual number of shares to be repurchased in the future will depend on a variety of factors, including the Company's earnings, corporate and regulatory requirements, share price, catastrophe losses, strategic initiatives and other market conditions. During the three months ended March 31, 2010, the Company repurchased 27.0 million shares under its share repurchase authorization, for a total cost of approximately \$1.40 billion. The average cost per share repurchased was \$51.88. At March 31, 2010, the Company had \$5.11 billion of capacity remaining under the share repurchase authorization.

**7. CHANGES IN EQUITY FROM NONOWNER SOURCES**

The Company's total changes in equity from nonowner sources were as follows:

(in millions, after-tax)	Three Months Ended	
	2010	2009
Net income	\$ 647	\$ 662
Change in net unrealized gain (loss) on investments:		
Having no credit losses recognized in the consolidated statement of income	54	687
Having credit losses recognized in the consolidated statement of income	23	
Other changes	(25)	(19)
<b>Total changes in equity from nonowner sources</b>	<b>\$ 699</b>	<b>\$ 1,330</b>

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## THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

## 8. EARNINGS PER SHARE

The following is a reconciliation of the income and share data used in the basic and diluted earnings per share computations:

(in millions, except per share amounts)	Three Months Ended	
	2010	March 31, 2009
<b>Basic</b>		
Net income, as reported	\$ 647	\$ 662
Preferred stock dividends	(1)	(1)
Participating share-based awards allocated income	(5)	(5)
Net income available to common shareholders basic	\$ 641	\$ 656
<b>Diluted</b>		
Net income available to common shareholders	\$ 641	\$ 656
Effect of dilutive securities:		
Convertible preferred stock	1	1
Zero coupon convertible notes		1
Net income available to common shareholders diluted	\$ 642	\$ 658
<b>Common Shares</b>		
<b>Basic</b>		
Weighted average shares outstanding	508.4	584.6
<b>Diluted</b>		
Weighted average shares outstanding	508.4	584.6
Weighted average effects of dilutive securities:		
Stock options and performance shares	4.8	2.0
Convertible preferred stock	1.9	2.2
Zero coupon convertible notes		1.6
Total	515.1	590.4
<b>Net Income per Common Share</b>		
Basic	\$ 1.26	\$ 1.12
Diluted	\$ 1.25	\$ 1.11

**9. SHARE-BASED INCENTIVE COMPENSATION**

The following presents information for fully vested stock option awards at March 31, 2010:

<b>Stock Options</b>	<b>Number</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Contractual Life Remaining</b>	<b>Aggregate Intrinsic Value (\$ in millions)</b>
Vested at end of period (1)	24,639,942	\$ 46.20	3.6 years	\$ 201
Exercisable at end of period	21,136,868	\$ 46.22	2.8 years	\$ 173

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(1) Represents awards for which the requisite service has been rendered, including those that are retirement eligible.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****9. SHARE-BASED INCENTIVE COMPENSATION, Continued**

The total compensation cost recognized in earnings for all share-based incentive compensation awards was \$42 million and \$37 million for the three months ended March 31, 2010 and 2009, respectively. The related tax benefit recognized in earnings was \$15 million and \$13 million for the three months ended March 31, 2010 and 2009, respectively.

The total unrecognized compensation cost related to all nonvested share-based incentive compensation awards at March 31, 2010 was \$186 million, which is expected to be recognized over a weighted-average period of 2.2 years. The total unrecognized compensation cost related to all nonvested share-based incentive compensation awards at December 31, 2009 was \$111 million, which was expected to be recognized over a weighted-average period of 1.7 years.

**10. PENSION PLANS, RETIREMENT BENEFITS AND SAVINGS PLANS**

The following table summarizes the components of net periodic benefit cost for the Company's pension and postretirement benefit plans recognized in the consolidated statement of income.

(for the three months ended March 31, in millions)	Pension Plans		Postretirement Benefit Plans	
	2010	2009	2010	2009
<b>Net Periodic Benefit Cost:</b>				
Service cost	\$ 24	\$ 20	\$	\$
Interest cost on benefit obligation	32	31	4	4
Expected return on plan assets	(46)	(43)		
Amortization of unrecognized:				
Prior service benefit	(1)	(1)		
Net actuarial loss	15	5		
Net benefit expense	\$ 24	\$ 12	\$ 4	\$ 4

**11. CONTINGENCIES, COMMITMENTS AND GUARANTEES**

## Contingencies

The following section describes the major pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company or any of its subsidiaries is a party or to which any of their properties are subject.

### Asbestos- and Environmental-Related Proceedings

In the ordinary course of its insurance business, the Company receives claims for insurance arising under policies issued by the Company asserting alleged injuries and damages from asbestos- and environmental-related exposures that are the subject of related coverage litigation, including, among others, the litigation described below. The Company continues to be subject to aggressive asbestos-related litigation. The conditions surrounding the final resolution of these claims and the related litigation continue to change. The Company is defending its asbestos- and environmental-related litigation vigorously and believes that it has meritorious defenses; however, the outcomes of these disputes are uncertain. In this regard, the Company employs dedicated specialists and aggressive resolution strategies to manage asbestos and environmental loss exposure, including settling litigation under appropriate circumstances. For other information regarding the Company's asbestos and environmental exposure, including the results of its annual in-depth asbestos claim review as well as its quarterly asbestos reserve review, see

Part I Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations Asbestos Claims and Litigation, Environmental Claims and Litigation and Uncertainty Regarding Adequacy of Asbestos and Environmental Reserves.

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued**

**11. CONTINGENCIES, COMMITMENTS AND GUARANTEES, Continued**

*Asbestos Direct Action Litigation* In October 2001 and April 2002, two purported class action suits (*Wise v. Travelers* and *Meninger v. Travelers*) were filed against Travelers Property Casualty Corp. (TPC) and other insurers (not including The St. Paul Companies, Inc. (SPC)) in state court in West Virginia. These and other cases subsequently filed in West Virginia were consolidated into a single proceeding in the Circuit Court of Kanawha County, West Virginia. The plaintiffs allege that the insurer defendants engaged in unfair trade practices in violation of state statutes by inappropriately handling and settling asbestos claims. The plaintiffs seek to reopen large numbers of settled asbestos claims and to impose liability for damages, including punitive damages, directly on insurers. Similar lawsuits alleging inappropriate handling and settling of asbestos claims were filed in Massachusetts and Hawaii state courts. These suits are collectively referred to as the Statutory and Hawaii Actions.

In March 2002, the plaintiffs in consolidated asbestos actions pending before a mass tort panel of judges in West Virginia state court amended their complaint to include TPC as a defendant, alleging that TPC and other insurers breached alleged duties to certain users of asbestos products. The plaintiffs seek damages, including punitive damages. Lawsuits seeking similar relief and raising similar allegations, primarily violations of purported common law duties to third parties, have also been asserted in various state courts against TPC and SPC. The claims asserted in these suits are collectively referred to as the Common Law Claims.

The federal bankruptcy court that had presided over the bankruptcy of TPC's former policyholder Johns-Manville Corporation issued a temporary injunction prohibiting the prosecution of the Statutory Actions (but not the Hawaii Actions), the Common Law Claims and an additional set of cases filed in various state courts in Texas and Ohio, and enjoining certain attorneys from filing any further lawsuits against TPC based on similar allegations. Notwithstanding the injunction, additional common law claims were filed against TPC.

In November 2003, the parties reached a settlement of the Statutory and Hawaii Actions. This settlement includes a lump-sum payment of up to \$412 million by TPC, subject to a number of significant contingencies. In May 2004, the parties reached a settlement resolving substantially all pending and similar future Common Law Claims against TPC. This settlement requires a payment of up to \$90 million by TPC, subject to a number of significant contingencies. Among the contingencies for each of these settlements is a final order of the bankruptcy court clarifying that all of these claims, and similar future asbestos-related claims against TPC, are barred by prior orders entered by the bankruptcy court (the 1986 Orders).

On August 17, 2004, the bankruptcy court entered an order approving the settlements and clarifying that the 1986 Orders barred the pending Statutory and Hawaii Actions and substantially all Common Law Claims pending against TPC (the Clarifying Order). The Clarifying Order also applies to similar direct action claims that may be filed in the future.



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On March 29, 2006, the U.S. District Court for the Southern District of New York substantially affirmed the Clarifying Order while vacating that portion of the order that required all future direct actions against TPC to first be approved by the bankruptcy court before proceeding in state or federal court.

Various parties appealed the district court's March 29, 2006 ruling to the U.S. Court of Appeals for the Second Circuit. On February 15, 2008, the Second Circuit issued an opinion vacating on jurisdictional grounds the District Court's approval of the Clarifying Order. On February 29, 2008, TPC and certain other parties to the appeals filed petitions for rehearing and/or rehearing *en banc*, requesting reinstatement of the district court's judgment, which were denied. TPC and certain other parties filed Petitions for Writ of Certiorari in the United States Supreme Court seeking review of the Second Circuit's decision, and on December 12, 2008, the Petitions were granted.

On June 18, 2009, the Supreme Court ruled in favor of TPC, reversing the Second Circuit's February 15, 2008 decision, finding, among other things, that the 1986 Orders are final and generally bar the Statutory and Hawaii actions and substantially all Common Law Claims against TPC. Further, the Supreme Court ruled that the bankruptcy court had jurisdiction to issue the Clarifying Order. However, since the Second Circuit had not ruled on certain additional issues, principally related to procedural matters and the adequacy of notice provided to certain parties, the Supreme Court remanded

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued**

**11. CONTINGENCIES, COMMITMENTS AND GUARANTEES, Continued**

the case to the Second Circuit for further proceedings on those specific issues. On October 21, 2009, all but one of the objectors to the Clarifying Order requested that the Second Circuit dismiss their appeal of the order approving the settlement, and that request was granted. On March 22, 2010, the Second Circuit issued an opinion in which it found that the notice of the 1986 Orders provided to the remaining objector was insufficient to bar contribution claims by that objector against TPC. On April 5, 2010, TPC filed a Petition for Rehearing and Rehearing *En Banc* with the Second Circuit, requesting further review of its March 22, 2010 opinion.

SPC, which is not covered by the Manville bankruptcy court rulings or the settlements described above, is a party to pending direct action cases in Texas state court asserting common law claims. All such cases that are still pending and in which SPC has been served are currently on the inactive docket in Texas state court. If any of those cases becomes active, SPC intends to litigate those cases vigorously. SPC was previously a defendant in similar direct actions in Ohio state court. Those actions have all been dismissed following favorable rulings by Ohio trial and appellate courts.

Currently, it is not possible to predict legal outcomes and their impact on the future development of claims and litigation relating to asbestos and environmental claims. Any such development will be affected by future court decisions and interpretations, as well as changes in applicable legislation. Because of these uncertainties, additional liabilities may arise for amounts in excess of the current related reserves. In addition, the Company's estimate of ultimate claims and claim adjustment expenses may change. These additional liabilities or increases in estimates, or a range of either, cannot now be reasonably estimated and could result in income statement charges that could be material to the Company's results of operations in future periods.

**Other Proceedings**

*Industry-Wide Investigations* As previously disclosed, as part of industry-wide investigations that commenced in October 2004, the Company and its affiliates received subpoenas and written requests for information from a number of government agencies and authorities, including, among others, state attorneys general, state insurance departments, the U.S. Attorney for the Southern District of New York and the U.S. Securities and Exchange Commission (SEC). The areas of pending inquiry addressed to the Company included its relationship with brokers and agents and the Company's involvement with non-traditional insurance and reinsurance products. The Company and its affiliates may receive additional subpoenas and requests for information with respect to these matters.

The Company cooperated with these subpoenas and requests for information. In addition, outside counsel, with the oversight of the Company's board of directors, conducted an internal review of these matters. This review was commenced after the announcement of litigation brought in October 2004 by the New York Attorney General's office against a major broker. In particular, upon completion of its review with respect to

non-traditional insurance and reinsurance products, the Company concluded that no adjustment to previously issued financial statements was required. Any authority with open inquiries or investigations could ask that additional work be performed or reach conclusions different from the Company's.

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued**

**11. CONTINGENCIES, COMMITMENTS AND GUARANTEES, Continued**

*Broker Anti-Trust Litigation* In 2005, four putative class action lawsuits were brought against a number of insurance brokers and insurers, including the Company and/or certain of its affiliates, by plaintiffs who allegedly purchased insurance products through one or more of the defendant brokers. The plaintiffs alleged that various insurance brokers conspired with each other and with various insurers, including the Company and/or certain of its affiliates, to artificially inflate premiums, allocate brokerage customers and rig bids for insurance products offered to those customers. To the extent they were not originally filed there, the federal class actions were transferred to the U.S. District Court for the District of New Jersey and were consolidated for pre-trial proceedings with other class actions under the caption *In re Insurance Brokerage Antitrust Litigation*. On August 1, 2005, various plaintiffs, including the four named plaintiffs in the above-referenced class actions, filed an amended consolidated class action complaint naming various brokers and insurers, including the Company and certain of its affiliates, on behalf of a putative nationwide class of policyholders. The complaint included causes of action under the Sherman Act, the Racketeer Influenced and Corrupt Organizations Act (RICO), state common law and the laws of the various states prohibiting antitrust violations. The complaint sought monetary damages, including punitive damages and trebled damages, permanent injunctive relief, restitution, including disgorgement of profits, interest and costs, including attorneys' fees. All defendants moved to dismiss the complaint for failure to state a claim. After giving plaintiffs multiple opportunities to replead, the court dismissed the Sherman Act claims on August 31, 2007 and the RICO claims on September 28, 2007, both with prejudice, and declined to exercise supplemental jurisdiction over the state law claims. The plaintiffs appealed the district court's decisions to the U.S. Court of Appeals for the Third Circuit. Oral argument before the Third Circuit took place on April 21, 2009. The parties continue to await a ruling from the Third Circuit. Additional individual actions have been brought in state and federal courts against the Company involving allegations similar to those in *In re Insurance Brokerage Antitrust Litigation*, and further actions may be brought. The Company believes that all of these lawsuits have no merit and intends to defend vigorously.

*Other* In addition to those described above, the Company is involved in numerous lawsuits, not involving asbestos and environmental claims, arising mostly in the ordinary course of business operations, either as a liability insurer defending third-party claims brought against policyholders or as an insurer defending claims brought against it relating to coverage or the Company's business practices. In addition, from time to time, the Company is involved in proceedings addressing disputes with its reinsurers regarding the collection of amounts due under the Company's reinsurance agreements. While the ultimate resolution of these legal proceedings could be material to the Company's results of operations in a future period, in the opinion of the Company's management, none would likely have a material adverse effect on the Company's financial position or liquidity.

The Company previously reported that it sought guidance from the Division of Corporation Finance of the SEC with respect to the appropriate purchase accounting treatment for certain second quarter 2004 adjustments totaling \$1.63 billion. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Other Matters. After discussion with the staff of the Division of Corporate Finance and the Company's independent auditors, the Company continues to believe that its accounting treatment for these adjustments is appropriate. On May 3, 2006, the Company received a letter from the Division of Enforcement of the SEC advising the Company that it is conducting an inquiry relating to the second quarter 2004 adjustments and the April 1, 2004 merger of SPC and TPC. The Company cooperated with the requests for information.

**Other Commitments and Guarantees**

**Commitments**

*Investment Commitments* The Company has unfunded commitments to private equity limited partnerships and real estate partnerships in which it invests. These commitments were \$1.30 billion and \$1.32 billion at March 31, 2010 and December 31, 2009, respectively.

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**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued**

**11. CONTINGENCIES, COMMITMENTS AND GUARANTEES, Continued**

**Guarantees**

The Company has contingent obligations for guarantees related to letters of credit, issuance of debt securities, certain investments and various indemnifications, including those related to the sale of business entities. The Company also provides standard indemnifications to service providers in the normal course of business. The indemnification clauses are often standard contractual terms. Certain of these guarantees and indemnifications have no stated or notional amounts or limitation to the maximum potential future payments, and, accordingly, the Company is unable to develop an estimate of the maximum potential payments for such arrangements.

In the ordinary course of selling business entities to third parties, the Company has agreed to indemnify purchasers for losses arising out of breaches of representations and warranties with respect to the business entities being sold, covenants and obligations of the Company and/or its subsidiaries following the closing, and in certain cases obligations arising from undisclosed liabilities, adverse reserve development, imposition of additional taxes due to either a change in the tax law or an adverse interpretation of the tax law, or certain named litigation. Such indemnification provisions generally survive for periods ranging from 12 months following the applicable closing date to the expiration of the relevant statutes of limitations, or in some cases agreed upon term limitations. Certain of these contingent obligations are subject to deductibles which have to be incurred by the obligee before the Company is obligated to make payments. The maximum amount of the Company's contingent obligation for indemnifications that are quantifiable was \$1.39 billion at March 31, 2010, of which \$12 million was recognized on the balance sheet at that date. These amounts resulted from indemnifications that were provided in connection with the sales of business entities.

**12. CONSOLIDATING FINANCIAL STATEMENTS OF THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES**

The following consolidating financial statements of the Company have been prepared pursuant to Rule 3-10 of Regulation S-X. These consolidating financial statements have been prepared from the Company's financial information on the same basis of accounting as the consolidated financial statements. The Travelers Companies, Inc. has fully and unconditionally guaranteed certain debt obligations of TPC, its wholly-owned subsidiary, which totaled \$1.19 billion at March 31, 2010.

Prior to the merger, TPC fully and unconditionally guaranteed the payment of all principal, premiums, if any, and interest on certain debt obligations of its wholly-owned subsidiary, Travelers Insurance Group Holdings, Inc. (TIGHI). The Travelers Companies, Inc. has fully and unconditionally guaranteed such guarantee obligations of TPC. TPC is deemed to have no assets or operations independent of TIGHI. Consolidating financial information for TIGHI has not been presented herein because such financial information would be substantially the same

as the financial information provided for TPC.

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For the three months ended March 31, 2010

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Revenues</b>					
Premiums	\$ 3,523	\$ 1,707	\$	\$	\$ 5,230
Net investment income	519	231	3		753
Fee income	79				79
Net realized investment gains (losses)	21	14	(10)		25
Other revenues	28	4			32
<b>Total revenues</b>	<b>4,170</b>	<b>1,956</b>	<b>(7)</b>		<b>6,119</b>
<b>Claims and expenses</b>					
Claims and claim adjustment expenses	2,225	1,163			3,388
Amortization of deferred acquisition costs	616	313			929
General and administrative expenses	574	267	6		847
Interest expense	18		80		98
<b>Total claims and expenses</b>	<b>3,433</b>	<b>1,743</b>	<b>86</b>		<b>5,262</b>
<b>Income (loss) before income taxes</b>	<b>737</b>	<b>213</b>	<b>(93)</b>		<b>857</b>
Income tax expense (benefit)	171	49	(10)		210
Equity in net income of subsidiaries			730	(730)	
<b>Net income</b>	<b>\$ 566</b>	<b>\$ 164</b>	<b>\$ 647</b>	<b>\$ (730)</b>	<b>\$ 647</b>

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Net Realized Investment Gains (Losses)</b>					
Other-than-temporary impairment losses:					
Total losses	\$ 3	\$ (4)	\$	\$	\$ (1)
Portion of losses recognized in accumulated other changes in equity from nonowner sources	(6)	(3)			(9)
Other-than-temporary impairment losses	(3)	(7)			(10)



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Other net realized investment gains (losses)	24	21	(10)	35
<b>Net realized investment gains (losses)</b>	<b>\$ 21</b>	<b>\$ 14</b>	<b>\$ (10)</b>	<b>\$ 25</b>

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(1) The Travelers Companies, Inc., excluding its subsidiaries.

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For the three months ended March 31, 2009

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Revenues</b>					
Premiums	\$ 3,587	\$ 1,714	\$ 6	\$	\$ 5,301
Net investment income	331	205	6		542
Fee income	73				73
Net realized investment losses	(106)	(75)	(33)		(214)
Other revenues	30	3			33
<b>Total revenues</b>	<b>3,915</b>	<b>1,847</b>	<b>(27)</b>		<b>5,735</b>
<b>Claims and expenses</b>					
Claims and claim adjustment expenses	2,136	1,054			3,190
Amortization of deferred acquisition costs	633	311			944
General and administrative expenses	491	285	6		782
Interest expense	18		74		92
<b>Total claims and expenses</b>	<b>3,278</b>	<b>1,650</b>	<b>80</b>		<b>5,008</b>
<b>Income (loss) before income taxes</b>	<b>637</b>	<b>197</b>	<b>(107)</b>		<b>727</b>
Income tax expense (benefit)	131	25	(91)		65
Equity in net income of subsidiaries			678	(678)	
<b>Net income</b>	<b>\$ 506</b>	<b>\$ 172</b>	<b>\$ 662</b>	<b>\$ (678)</b>	<b>\$ 662</b>

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Net Realized Investment Gains (Losses)</b>					
Other-than-temporary impairment losses:					
Total losses	\$ (110)	\$ (74)	\$	\$	\$ (184)
Portion of losses recognized in accumulated other changes in equity from nonowner sources					

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Other-than-temporary impairment losses	(110)	(74)	(184)
Other net realized investment gains (losses)	4	(1)	(33)
<b>Net realized investment (losses)</b>	<b>\$ (106)</b>	<b>\$ (75)</b>	<b>\$ (33)</b>
			<b>\$ (214)</b>

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(1) The Travelers Companies, Inc., excluding its subsidiaries.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****12. CONSOLIDATING FINANCIAL STATEMENTS OF THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES, Continued****CONSOLIDATING BALANCE SHEET (Unaudited)**

At March 31, 2010

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Assets</b>					
Fixed maturities, available for sale, at fair value (including \$83 subject to securities lending) (amortized cost \$62,463)	\$ 43,960	\$ 21,145	\$ 11	\$	\$ 65,116
Equity securities, available for sale, at fair value (cost \$367)	195	208	60		463
Real estate	1	850			851
Short-term securities	1,063	557	3,028		4,648
Other investments	1,833	1,044	86		2,963
<b>Total investments</b>	<b>47,052</b>	<b>23,804</b>	<b>3,185</b>		<b>74,041</b>
Cash	112	130	9		251
Investment income accrued	529	248			777
Premiums receivable	3,697	1,867			5,564
Reinsurance recoverables	8,291	4,436			12,727
Ceded unearned premiums	742	255			997
Deferred acquisition costs	1,513	254			1,767
Deferred tax asset	371	149	40		560
Contractholder receivables	4,278	1,562			5,840
Goodwill	2,411	954			3,365
Other intangible assets	349	215			564
Investment in subsidiaries			29,010	(29,010)	
Other assets	1,963	269	57	(46)	2,243
<b>Total assets</b>	<b>\$ 71,308</b>	<b>\$ 34,143</b>	<b>\$ 32,301</b>	<b>\$ (29,056)</b>	<b>\$ 108,696</b>
<b>Liabilities</b>					
Claims and claim adjustment expense reserves	\$ 34,502	\$ 18,339	\$	\$	\$ 52,841
Unearned premium reserves	7,440	3,495			10,935
Contractholder payables	4,278	1,562			5,840
Payables for reinsurance premiums	378	260			638
Debt	1,192	9	5,370	(46)	6,525

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Other liabilities	3,962	1,019	265		5,246
<b>Total liabilities</b>	<b>51,752</b>	<b>24,684</b>	<b>5,635</b>	<b>(46)</b>	<b>82,025</b>
<b>Shareholders equity</b>					
Preferred Stock Savings Plan convertible preferred stock (0.2 shares issued and outstanding)			77		77
Common stock (1,748.6 shares authorized; 497.0 shares issued and outstanding)		391	19,762	(391)	19,762
Additional paid-in capital	11,207	6,959		(18,166)	
Retained earnings	7,044	1,563	16,787	(8,602)	16,792
Accumulated other changes in equity from nonowner sources	1,305	546	1,271	(1,851)	1,271
Treasury stock, at cost (227.4 shares)			(11,231)		(11,231)
<b>Total shareholders equity</b>	<b>19,556</b>	<b>9,459</b>	<b>26,666</b>	<b>(29,010)</b>	<b>26,671</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 71,308</b>	<b>\$ 34,143</b>	<b>\$ 32,301</b>	<b>\$ (29,056)</b>	<b>\$ 108,696</b>

(1) The Travelers Companies, Inc., excluding its subsidiaries.

Table of Contents**THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued****12. CONSOLIDATING FINANCIAL STATEMENTS OF THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES, Continued****CONSOLIDATING BALANCE SHEET (Unaudited)**

At December 31, 2009

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Assets</b>					
Fixed maturities, available for sale, at fair value (including \$90 subject to securities lending) (amortized cost \$63,311)	\$ 44,532	\$ 21,022	\$ 293	\$	\$ 65,847
Equity securities, available for sale, at fair value (cost \$373)	196	198	57		451
Real estate	2	863			865
Short-term securities	2,241	750	1,861		4,852
Other investments	1,826	1,029	95		2,950
<b>Total investments</b>	<b>48,797</b>	<b>23,862</b>	<b>2,306</b>		<b>74,965</b>
Cash	132	122	1		255
Investment income accrued	547	275	3		825
Premiums receivable	3,648	1,823			5,471
Reinsurance recoverables	8,260	4,556			12,816
Ceded unearned premiums	788	128			916
Deferred acquisition costs	1,507	251			1,758
Deferred tax asset	460	173	39		672
Contractholder receivables	4,268	1,529			5,797
Goodwill	2,411	954			3,365
Other intangible assets	356	232			588
Investment in subsidiaries			30,608	(30,608)	
Other assets	1,871	248	59	(46)	2,132
<b>Total assets</b>	<b>\$ 73,045</b>	<b>\$ 34,153</b>	<b>\$ 33,016</b>	<b>\$ (30,654)</b>	<b>\$ 109,560</b>
<b>Liabilities</b>					
Claims and claim adjustment expense reserves	\$ 34,622	\$ 18,505	\$	\$	\$ 53,127
Unearned premium reserves	7,504	3,357			10,861
Contractholder payables	4,268	1,529			5,797
Payables for reinsurance premiums	309	237			546
Debt	1,192	9	5,372	(46)	6,527

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Other liabilities	3,832	1,221	234		5,287
<b>Total liabilities</b>	<b>51,727</b>	<b>24,858</b>	<b>5,606</b>	<b>(46)</b>	<b>82,145</b>
<b>Shareholders equity</b>					
Preferred Stock Savings Plan convertible preferred stock (0.2 shares issued and outstanding)			79		79
Common stock (1,748.6 shares authorized; 520.3 shares issued and outstanding)		391	19,593	(391)	19,593
Additional paid-in capital	11,206	6,960		(18,166)	
Retained earnings	8,852	1,399	16,310	(10,246)	16,315
Accumulated other changes in equity from nonowner sources	1,260	545	1,219	(1,805)	1,219
Treasury stock, at cost (199.6 shares)			(9,791)		(9,791)
<b>Total shareholders equity</b>	<b>21,318</b>	<b>9,295</b>	<b>27,410</b>	<b>(30,608)</b>	<b>27,415</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 73,045</b>	<b>\$ 34,153</b>	<b>\$ 33,016</b>	<b>\$ (30,654)</b>	<b>\$ 109,560</b>

(1) The Travelers Companies, Inc., excluding its subsidiaries.

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## THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

## 12. CONSOLIDATING FINANCIAL STATEMENTS OF THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES, Continued

## CONSOLIDATING STATEMENT OF CASH FLOWS (Unaudited)

For the three months ended March 31, 2010

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Cash flows from operating activities</b>					
Net income	\$ 566	\$ 164	\$ 647	\$ (730)	\$ 647
Net adjustments to reconcile net income to net cash provided by operating activities	(103)	(372)	2,004	(1,645)	(116)
<b>Net cash provided by (used in) operating activities</b>	<b>463</b>	<b>(208)</b>	<b>2,651</b>	<b>(2,375)</b>	<b>531</b>
<b>Cash flows from investing activities</b>					
Proceeds from maturities of fixed maturities	740	479	10		1,229
Proceeds from sales of investments:					
Fixed maturities	1,199	447			1,646
Equity securities	15	4			19
Real estate		9			9
Other investments	86	28			114
Purchases of investments:					
Fixed maturities	(1,265)	(910)			(2,175)
Equity securities	(4)	(1)			(5)
Real estate		(3)			(3)
Other investments	(63)	(41)			(104)
Net (purchases) sales of short-term securities	1,178	191	(1,167)		202
Securities transactions in course of settlement	79	16			95
Other	(73)	(2)			(75)
<b>Net cash provided by (used in) investing activities</b>	<b>1,892</b>	<b>217</b>	<b>(1,157)</b>		<b>952</b>
<b>Cash flows from financing activities</b>					
Dividends paid to shareholders			(168)		(168)
Issuance of common stock - employee share options			123		123
Treasury shares acquired share repurchase authorization			(1,407)		(1,407)



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Treasury shares acquired net employee share-based compensation			(38)				(38)
Excess tax benefits from share-based payment arrangements			4				4
Dividends paid to parent company	(2,375)			2,375			
<b>Net cash used in financing activities</b>	<b>(2,375)</b>		<b>(1,486)</b>	<b>2,375</b>			<b>(1,486)</b>
Effect of exchange rate changes on cash			(1)				(1)
Net increase (decrease) in cash	(20)	8	8				(4)
Cash at beginning of period	132	122	1				255
<b>Cash at end of period</b>	<b>\$ 112</b>	<b>\$ 130</b>	<b>\$ 9</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>251</b>
<b>Supplemental disclosure of cash flow information</b>							
Income taxes paid	\$ 13	\$ 8	\$ 23	\$	\$	\$	44
Interest paid	\$ 29	\$	\$ 34	\$	\$	\$	63

(1) The Travelers Companies, Inc., excluding its subsidiaries.

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## THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

## 12. CONSOLIDATING FINANCIAL STATEMENTS OF THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES, Continued

## CONSOLIDATING STATEMENT OF CASH FLOWS (Unaudited)

For the three months ended March 31, 2009

(in millions)	TPC	Other Subsidiaries	Travelers (1)	Eliminations	Consolidated
<b>Cash flows from operating activities</b>					
Net income	\$ 506	\$ 172	\$ 662	\$ (678)	\$ 662
Net adjustments to reconcile net income to net cash provided by operating activities	(125)	236	52	(12)	151
<b>Net cash provided by operating activities</b>	<b>381</b>	<b>408</b>	<b>714</b>	<b>(690)</b>	<b>813</b>
<b>Cash flows from investing activities</b>					
Proceeds from maturities of fixed maturities	634	567	9		1,210
Proceeds from sales of investments:					
Fixed maturities	486	140	4		630
Equity securities	2	14			16
Other investments	81	11			92
Purchases of investments:					
Fixed maturities	(941)	(1,324)			(2,265)
Equity securities		(12)			(12)
Real estate		(5)			(5)
Other investments	(68)	(44)			(112)
Net sales (purchases) of short-term securities	(206)	146	(391)		(451)
Securities transactions in course of settlement	362	36			398
Other	(84)				(84)
<b>Net cash provided by (used in) investing activities</b>	<b>266</b>	<b>(471)</b>	<b>(378)</b>		<b>(583)</b>
<b>Cash flows from financing activities</b>					
Payment of debt			(141)		(141)
Dividends paid to shareholders			(178)		(178)
Issuance of common stock - employee share options			10		10
Treasury shares acquired net employee share-based compensation			(27)		(27)
			1		1

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Excess tax benefits from share-based payment arrangements				
Dividends paid to parent company	(690)		690	
<b>Net cash used in financing activities</b>	<b>(690)</b>	<b>(335)</b>	<b>690</b>	<b>(335)</b>
Effect of exchange rate changes on cash				
Net increase (decrease) in cash	(43)	(63)	1	(105)
Cash at beginning of period	183	167		350
<b>Cash at end of period</b>	<b>\$ 140</b>	<b>\$ 104</b>	<b>\$ 1</b>	<b>\$ 245</b>
<b>Supplemental disclosure of cash flow information</b>				
Income taxes paid (received)	\$ 95	\$ (17)	\$ (44)	\$ 34
Interest paid	\$ 29	\$	\$ 34	\$ 63

(1) The Travelers Companies, Inc., excluding its subsidiaries.

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

The following is a discussion and analysis of the financial condition and results of operations of The Travelers Companies, Inc. (together with its subsidiaries, the Company).

**FINANCIAL HIGHLIGHTS**

**2010 First Quarter Consolidated Results of Operations**

- Net income of \$647 million, or \$1.26 per share basic and \$1.25 per share diluted
- Net earned premiums of \$5.23 billion
- Catastrophe losses of \$471 million pretax (\$312 million after-tax)
- Pretax net favorable prior year reserve development of \$294 million (\$192 million after-tax)
- GAAP combined ratio of 96.4%
- Pretax net investment income of \$753 million (\$610 million after-tax)
- Pretax net realized investment gains of \$25 million (\$16 million after-tax)

**2010 First Quarter Consolidated Financial Condition**

- Total investments of \$74.04 billion; fixed maturities and short-term securities comprise 94% of total investments
- Total assets of \$108.70 billion
- Total debt of \$6.53 billion, resulting in a debt-to-total capital ratio of 19.7% (20.9% excluding net unrealized investment gains (losses), net of tax)
- Repurchased 27.0 million common shares for total cost of \$1.40 billion under share repurchase authorization
- Shareholders' equity of \$26.67 billion; book value per common share of \$53.50, up 19% from March 31, 2009

- Holding company liquidity of \$3.03 billion

**CONSOLIDATED OVERVIEW**

The Company provides a wide range of property and casualty insurance products and services to businesses, government units, associations and individuals, primarily in the United States and in selected international markets.

Table of Contents**Consolidated Results of Operations**

(for the three months ended March 31, in millions except ratio and per share amounts)

	2010	2009
<b>Revenues</b>		
Premiums	\$ 5,230	\$ 5,301
Net investment income	753	542
Fee income	79	73
Net realized investment gains (losses)	25	(214)
Other revenues	32	33
<b>Total revenues</b>	<b>6,119</b>	<b>5,735</b>
<b>Claims and expenses</b>		
Claims and claim adjustment expenses	3,388	3,190
Amortization of deferred acquisition costs	929	944
General and administrative expenses	847	782
Interest expense	98	92
<b>Total claims and expenses</b>	<b>5,262</b>	<b>5,008</b>
<b>Income before income taxes</b>	<b>857</b>	<b>727</b>
Income tax expense	210	65
<b>Net income</b>	<b>\$ 647</b>	<b>\$ 662</b>
<b>Net income per share</b>		
Basic	\$ 1.26	\$ 1.12
Diluted	\$ 1.25	\$ 1.11
<b>GAAP combined ratio</b>		
Loss and loss adjustment expense ratio	64.0%	59.7%
Underwriting expense ratio	32.4	30.9
<b>GAAP combined ratio</b>	<b>96.4%</b>	<b>90.6%</b>
<b>Incremental impact of direct to consumer initiative on GAAP combined ratio</b>	<b>0.6%</b>	<b>0.5%</b>

The Company's discussions of net income and segment operating income included in the following discussion are presented on an after-tax basis. Discussions of the components of net income and segment operating income are presented on a pretax basis, unless otherwise noted. Discussions of net income per common share are presented on a diluted basis.

*Overview*

Diluted net income per share of \$1.25 in the first quarter of 2010 increased by 13% over the same period of 2009, despite a 2% decline in reported net income, reflecting the impact of common share repurchases over the previous twelve months that led to a 75 million, or 13%, decline in the number of weighted average diluted shares outstanding in the first quarter of 2010 compared with the same 2009 period. Net income of \$647 million in the first quarter of 2010 decreased \$15 million from net income of \$662 million in the same period of 2009, primarily

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reflecting the impact of an increase in catastrophe losses, partially offset by net realized investment gains in 2010 (compared with significant net realized investment losses in 2009), a strong increase in net investment income, a decline in non-catastrophe weather-related losses and an increase in net favorable prior year reserve development. Catastrophe losses in the first quarters of 2010 and 2009 totaled \$471 million and \$83 million, respectively. Net income in the first quarter of 2009 also reflected a reduction in income tax expense of \$69 million resulting from the favorable resolution of various prior year tax matters and a \$61 million reduction in the estimate of property windpool assessments related to Hurricane Ike that had been recorded in general and administrative expenses in 2008.

Table of Contents**Revenues***Earned Premiums*

Earned premiums in the first quarter of 2010 totaled \$5.23 billion, a decrease of \$71 million, or 1%, from the same period of 2009. In the Business Insurance segment, earned premiums declined 5% from the first quarter of 2009 despite strong business retention levels, attributable to reduced insured exposures due to lower levels of economic activity. In the Financial, Professional & International Insurance segment, the 3% increase in earned premiums over the first quarter of 2009 was primarily attributable to the favorable impact of foreign currency exchange rates. In the Personal Insurance segment, earned premium growth of 2% over the first quarter of 2009 reflected continued strong business retention rates, continued renewal price increases and growth in new business volumes during the preceding twelve months.

*Net Investment Income*

The following table sets forth information regarding the Company's investments.

<b>(for the three months ended March 31, in millions)</b>	<b>2010</b>		<b>2009</b>	
Average investments (a)	\$	<b>72,659</b>	\$	72,720
Pretax net investment income		<b>753</b>		542
After-tax net investment income		<b>610</b>		474
Average pretax yield (b)		<b>4.1%</b>		3.0%
Average after-tax yield (b)		<b>3.4%</b>		2.6%

(a) Excludes net unrealized investment gains and losses, net of tax, and reflects cash, receivables for investment sales, payables on investment purchases and accrued investment income.

(b) Excludes net realized investment gains and losses and net unrealized investment gains and losses.

Net investment income of \$753 million in the first quarter of 2010 increased \$211 million, or 39%, over the same period of 2009, primarily resulting from improved returns from non-fixed maturity investments, which generated net investment income of \$66 million in the first quarter of 2010, compared with negative net investment income of \$175 million in the same period of 2009. This increase was partially offset by a decline in investment income from fixed maturity investments, driven by lower long-term reinvestment interest rates available for maturing securities and lower short-term interest rates. The average pretax yield on the total investment portfolio was 4.1% and 3.0% in the first quarters of 2010 and 2009, respectively. The improved performance from non-fixed income investments in 2010 reflected improving capital market conditions. The amortized cost of the fixed maturity and short-term security portion of the investment portfolio at March 31, 2010 totaled \$67.11 billion, \$333 million lower than at the same date in 2009, primarily reflecting the impact of \$4.78 billion of common share repurchases, \$681 million of dividends paid to shareholders and contributions of \$260 million to the Company's pension plan during the preceding twelve months, which were largely offset by strong operating cash flows during that time period (a portion of which was invested in fixed maturity securities) and the issuance of \$500 million of senior notes in the second quarter of 2009.



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Except as described below for certain legal entities, the Company allocates its invested assets and the related net investment income to its reportable business segments. Pretax net investment income is allocated based upon an investable funds concept, which takes into account liabilities (net of non-invested assets) and appropriate capital considerations for each segment. For investable funds, a benchmark investment yield is developed that reflects the estimated duration of the loss reserves future cash flows, the interest rate environment at the time the losses were incurred and A+ rated corporate debt instrument yields. For capital, a benchmark investment yield is developed that reflects the average yield on the total investment portfolio. The benchmark investment yields are applied to each segment's investable funds and capital, respectively, to produce a total notional investment income by segment. The Company's actual net investment income is allocated to each segment in proportion to the respective segment's notional investment income to total notional investment income. There are certain legal entities within the Company that are dedicated to specific reportable business segments. The invested assets and related net investment income from these legal entities are reported in the applicable business segment and are not allocated among the other business segments.

Table of Contents*Fee Income*

The National Accounts market in the Business Insurance segment is the primary source of the Company's fee-based business. The \$6 million increase in fee income in the first quarter of 2010 compared with the same period of 2009 is described in the Business Insurance segment discussion that follows.

*Net Realized Investment Gains (Losses)*

The following table sets forth information regarding the Company's net realized investment gains (losses).

<b>(for the three months ended March 31, in millions)</b>	<b>2010</b>	<b>2009</b>
<b>Net Realized Investment Gains (Losses) (1)</b>		
Other-than-temporary impairment losses:		
Total losses	\$ (1)	\$ (184)
Portion of losses recognized in accumulated other changes in equity from nonowner sources	(9)	
Other-than-temporary impairment losses	(10)	(184)
Other net realized investment gains (losses)	35	(30)
<b>Net realized investment gains (losses)</b>	<b>\$ 25</b>	<b>\$ (214)</b>

(1) In the second quarter of 2009, the Company adopted updated accounting guidance that changed the reporting of other-than-temporary impairments (OTTI). As a result, the credit component of OTTI on fixed maturities was reported separately effective April 1, 2009, the date of adoption.

**Other-Than-Temporary Impairment Losses on Investments** In the first quarter of 2010, impairments included in net income totaled \$10 million and included \$6 million related to the fixed maturity portfolio, \$3 million related to other investments and \$1 million related to equity securities. In the first quarter of 2009, impairments included in net income totaled \$184 million. Impairments in the fixed maturity portfolio in the first quarter of 2009 totaled \$107 million, which included \$51 million of impairments related to structured mortgage securities, \$47 million related to various issuers' deteriorated financial position and \$9 million related to externally managed securities with respect to which the Company does not have the ability to assert an intention to hold until recovery in market value. Impairments in the first quarter of 2009 also included \$74 million related to equity investments and \$3 million related to other investments. The majority of equity impairments in the first quarter of 2009 were related to issuers in the financial industry.

**Other Net Realized Investment Gains (Losses)** Other net realized investment gains in the first quarter of 2010 totaled \$35 million, which included \$28 million of net realized investment gains related to fixed maturity investments, \$18 million of net realized investment gains related to equity securities and other investments, and \$8 million of net realized investment gains related to foreign currency exchange. These net realized investment gains were partially offset by \$10 million of net realized investment losses related to the Company's holdings of stock purchase warrants of Platinum Underwriters Holdings, Ltd. a publicly held company, and \$7 million of net realized investment losses related to U.S. Treasury futures contracts, which are used to shorten the duration of the Company's fixed maturity portfolio. In the first quarter of 2009, the Company incurred \$33 million of other net realized investment losses related to its holdings of stock purchase warrants of Platinum Underwriters Holdings, Ltd.

*Written Premiums*

Consolidated gross and net written premiums were as follows:

(for the three months ended March 31, in millions)	Gross Written Premiums	
	2010	2009
Business Insurance	\$ 3,118	\$ 3,294
Financial, Professional & International Insurance	898	842
Personal Insurance	1,787	1,727
<b>Total</b>	<b>\$ 5,803</b>	<b>\$ 5,863</b>

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(for the three months ended March 31, in millions)	Net Written Premiums	
	2010	2009
Business Insurance	\$ 2,834	\$ 2,963
Financial, Professional & International Insurance	681	563
Personal Insurance	1,736	1,677
<b>Total</b>	<b>\$ 5,251</b>	<b>\$ 5,203</b>

Gross written premiums in the first quarter of 2010 decreased 1% from the same period of 2009, whereas net written premiums increased 1% over the first quarter of 2009. The difference in changes between gross and net written premiums was concentrated in the Financial, Professional & International Insurance segment, largely due to changes in the structure of the Company's reinsurance that directionally aligned retentions in the Company's International business with U.S. practices and, to a lesser extent, lower reinsurance costs. Retention rates remained high and the impact of renewal rate changes on premiums remained positive across all three business segments. New business volume increased slightly over the first quarter of 2009, as modest growth in the Financial, Professional & International Insurance and Personal Insurance segments was largely offset by a decline in new business volume in the Business Insurance segment.

In Business Insurance, net written premiums in the first quarter of 2010 declined 4% from the same period of 2009, driven by lower levels of economic activity in recent quarters that impacted exposure changes at renewal, audit premium adjustments, policy endorsements and mid-term cancellations. In Financial, Professional & International Insurance, net written premiums in the first quarter of 2010 increased 21% over the same period of 2009, reflecting the changes in the structure and cost of reinsurance referred to above, new business at Lloyd's and higher business volume in the Construction Services business unit. In the Personal Insurance segment, net written premiums in the first quarter of 2010 increased 4% over the same period of 2009, reflecting continued strong retention rates and renewal premium increases, particularly in the Homeowners and Other line of business.

*Claims and Expenses*

Claims and claim adjustment expenses totaled \$3.39 billion in the first quarter of 2010, \$198 million, or 6%, higher than the first quarter 2009 total of \$3.19 billion. The 2010 total included \$471 million of catastrophe losses and \$294 million of net favorable prior year reserve development, whereas the 2009 first quarter total included \$83 million of catastrophe losses and \$258 million of net favorable prior year reserve development. The 2010 total also reflected a decline in non-catastrophe weather-related losses, primarily in the Personal Insurance segment. Catastrophe losses in the first quarter of 2010 primarily resulted from several severe winter, wind and hail storms in the eastern United States, as well as an earthquake in Chile. In the first quarter of 2009, catastrophes primarily resulted from several winter storms, tornadoes and hail storms. The Business Insurance segment accounted for \$242 million of net favorable prior year reserve development in the first quarter of 2010, driven by better than expected loss development in the general liability, property and commercial multi-peril product lines for recent accident years. In the Financial, Professional & International Insurance segment, the Bond & Financial Products group and the International group both recorded net favorable prior year reserve development in the first quarter of 2010. The Personal Insurance segment also experienced a small amount of net favorable prior year reserve development in the first quarter of 2010, primarily in various property coverages.

Net favorable prior year reserve development in the first quarter of 2009 was also concentrated in the Business Insurance segment, resulting from better than expected loss development for recent accident years in the general liability, commercial multi-peril, property and commercial automobile product lines, and in the Personal Insurance segment, primarily due to favorable loss experience related to Hurricanes Katrina and Ike. Net favorable prior year reserve development in the Financial, Professional & International Insurance segment in the first quarter of 2009 was concentrated in the International group.

Factors contributing to net favorable prior year reserve development in each segment are discussed in more detail in the segment discussions that follow.

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The amortization of deferred acquisition costs totaled \$929 million in the first quarter of 2010, \$15 million, or 2%, lower than the comparable 2009 total of \$944 million, consistent with the decline in earned premiums. General and administrative expenses totaled \$847 million in the first quarter of 2010, an increase of \$65 million, or 8%, over the comparable 2009 total of \$782 million. The 2009 total reflected a \$61 million reduction in the estimate of assessments related to Hurricane Ike that had been recorded in general and administrative expenses.

*Interest Expense*

Interest expense of \$98 million in the first quarter of 2010 was \$6 million higher than in the same period of 2009, primarily reflecting higher average levels of debt outstanding in the first quarter of 2010.

**GAAP Combined Ratio**

The consolidated loss and loss adjustment expense ratio of 64.0% in the first quarter of 2010 was 4.3 points higher than the loss and loss adjustment expense ratio of 59.7% in the same 2009 period. Catastrophe losses accounted for 9.0 points of the 2010 first quarter loss and loss adjustment expense ratio, whereas the 2009 first quarter loss and loss adjustment expense ratio included a 1.6 point impact from catastrophe losses. The 2010 and 2009 first quarter loss and loss adjustment expense ratios included a 5.6 point and a 4.9 point benefit from net favorable prior year reserve development, respectively. The loss and loss adjustment expense ratio adjusted for catastrophe losses and prior year reserve development in the first quarter of 2010 was 2.4 points lower than the 2009 first quarter ratio on the same basis, primarily reflecting a decline in non-catastrophe weather-related losses (principally in the Personal Insurance segment). In addition, the loss ratio reported in the first quarter of 2009 did not reflect the favorable re-estimation (primarily in the Business Insurance segment) that occurred in the second half of 2009.

The underwriting expense ratio of 32.4% for the first quarter of 2010 was 1.5 points higher than the first quarter 2009 underwriting expense ratio of 30.9%. The 2009 ratio reflected a 1.2 point benefit resulting from the \$61 million reduction in the estimate of property windpool assessments related to Hurricane Ike that had been recorded in general and administrative expenses. Adjusting for those assessments in 2009, the underwriting expense ratio in the first quarter of 2010 was 0.3 points higher than in the same period of 2009, reflecting continued investments to support business growth and product development, including the Company's direct to consumer initiative in the Personal Insurance segment, as well as the impact of the decline in earned premiums.

**RESULTS OF OPERATIONS BY SEGMENT**

The Company is organized into three reportable business segments: Business Insurance; Financial, Professional & International Insurance; and Personal Insurance. These segments reflect the manner in which the Company's businesses are currently managed and represent an aggregation of products and services based on type of customer, how the business is marketed, and the manner in which risks are underwritten.

**Business Insurance**

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The Business Insurance segment offers a broad array of property and casualty insurance and insurance-related services to its clients primarily in the United States. Business Insurance is organized into the following six groups, which collectively comprise Business Insurance Core operations: Select Accounts, Commercial Accounts, National Accounts, Industry-Focused Underwriting, Target Risk Underwriting and Specialized Distribution.

Business Insurance also includes the Special Liability Group (which manages the Company's asbestos and environmental liabilities) and the assumed reinsurance and certain international and other runoff operations, which collectively are referred to as Business Insurance Other.

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Results of the Company's Business Insurance segment were as follows:

(for the three months ended March 31, in millions)	2010	2009
<b>Revenues</b>		
Premiums	\$ 2,628	\$ 2,757
Net investment income	528	355
Fee income	79	73
Other revenues	6	6
<b>Total revenues</b>	<b>\$ 3,241</b>	<b>\$ 3,191</b>
<b>Total claims and expenses</b>	<b>\$ 2,489</b>	<b>\$ 2,534</b>
<b>Operating income</b>	<b>\$ 567</b>	<b>\$ 547</b>
Loss and loss adjustment expense ratio	58.7%	57.8%
Underwriting expense ratio	32.7	31.2
<b>GAAP combined ratio</b>	<b>91.4%</b>	<b>89.0%</b>

*Overview*

Operating income of \$567 million in the first quarter of 2010 was \$20 million, or 4%, higher than operating income of \$547 million in the same period of 2009, primarily reflecting increases in net investment income and net favorable prior year reserve development, which were largely offset by an increase in catastrophe losses. In addition, operating income in 2009 included a benefit of \$38 million from the favorable resolution of various prior year tax matters and a \$26 million reduction in the estimate of property windpool assessments related to Hurricane Ike. Net favorable prior year reserve development totaled \$242 million in the first quarter of 2010, compared with \$182 million in the same 2009 period. Catastrophe losses in the first quarter of 2010 totaled \$135 million, compared with \$12 million in the same period of 2009.

*Earned Premiums*

Earned premiums of \$2.63 billion in the first quarter of 2010 decreased \$129 million, or 5%, from the same period of 2009 despite strong business retention levels, primarily attributable to reduced insured exposures due to lower levels of economic activity.

*Net Investment Income*

Net investment income in this segment in the first quarter of 2010 increased \$173 million over the same 2009 period. Refer to the *Net Investment Income* section of the *Consolidated Results of Operations* discussion herein for a description of the factors contributing to the increase in the Company's consolidated net investment income in the first quarter of 2010 compared with the same period of 2009.

*Fee Income*

National Accounts is the primary source of fee income due to its service businesses, which include claim and loss prevention services to large companies that choose to self-insure a portion of their insurance risks, as well as claims and policy management services to workers



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compensation residual market pools. Fee income in the first quarter of 2010 increased by \$6 million over the same 2009 period, primarily reflecting a loss-sensitive fee adjustment made in the first quarter of 2009 that reduced reported fee income. Notwithstanding the current quarter increase, fee income in recent quarters has typically reflected lower serviced premium and claim volume due to the de-population of workers compensation residual market pools, the impact of both lower claim volume and lower loss costs (as fees are based either on the number of claims serviced or as a percentage of losses) driven by workers compensation reforms and overall lower claim frequency. Lower new business volume due to lower levels of economic activity and increased competition also contributed to the lack of significant growth in fee income in recent quarters.

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*Claims and Expenses*

Claims and claim adjustment expenses in the first quarter of 2010 totaled \$1.58 billion, a decrease of \$35 million, or 2%, from the same 2009 period, primarily reflecting an increase in net favorable prior year reserve development, which was largely offset by an increase in catastrophe losses. Net favorable prior year reserve development totaled \$242 million in the first quarter of 2010, compared with net favorable prior year reserve development of \$182 million in the same 2009 period. The 2010 total was driven by better than expected loss results primarily concentrated in the general liability, property and commercial multi-peril product lines for recent accident years. In the general liability product line, what the Company believes to be continued improvement in legal and judicial environments resulted in better than expected loss results for umbrella and excess casualty coverages. The improvement in the commercial multi-peril product line reflected what the Company believes to be improved legal and judicial environments, as well as enhanced risk control, underwriting and claim process initiatives. The property product line improvement primarily occurred in the 2009 accident year as a result of better than expected claim emergence trends in the inland marine and ocean marine lines of business. Catastrophe losses in the first quarter of 2010 totaled \$135 million, compared with \$12 million in the same 2009 period. Catastrophe losses in the first three months of 2010 primarily resulted from several severe winter, wind and hail storms in the eastern United States.

Net favorable prior year reserve development in the first quarter of 2009 was driven by better than expected loss results primarily concentrated in the general liability, commercial multi-peril, property and commercial automobile product lines for recent accident years. The general liability and commercial multi-peril product lines experienced better than anticipated loss development that was attributable to several factors, including what the Company believes to be improved legal and judicial environments, as well as enhanced risk control, underwriting and claim process initiatives. The property product line improvement primarily occurred in the latter part of the 2008 accident year as a result of better than expected claim emergence trends in the inland marine line of business. The commercial automobile line of business experienced better than expected loss development which was attributable to what the Company believes to be more favorable legal and judicial environments, claim handling initiatives focused on the automobile line of insurance and improvements in auto safety technology.

The amortization of deferred acquisition costs totaled \$425 million in the first quarter of 2010, 5% lower than the comparable 2009 total of \$449 million, consistent with the decline in earned premiums.

General and administrative expenses in the first quarter of 2010 totaled \$481 million, \$14 million, or 3%, higher than the comparable total of \$467 million in the same period of 2009. The 2009 total reflected a \$26 million reduction in the estimate of property windpool assessments related to Hurricane Ike that had been recorded in general and administrative expenses. Adjusting for that reduction in 2009, general and administrative expenses in the first quarter of 2010 were \$12 million lower than in the first quarter of 2009, primarily reflecting lower expense related to operations in runoff.

*GAAP Combined Ratio*

The loss and loss adjustment expense ratio in the first quarter of 2010 of 58.7% was 0.9 points higher than the comparable 2009 ratio of 57.8%. Net favorable prior year reserve development in 2010 provided a 9.2 point benefit to the loss and loss adjustment expense ratio, whereas net favorable prior year reserve development in 2009 accounted for a 6.6 point benefit to the loss and loss adjustment expense ratio. Catastrophe losses in the first quarters of 2010 and 2009 accounted for 5.1 points and 0.4 points, respectively, of the loss and loss adjustment expense ratio. The 2010 first quarter loss and loss adjustment expense ratio adjusted for catastrophe losses and prior year reserve development was 1.2 points lower than the 2009 ratio on the same basis. The loss ratio reported in the first quarter of 2009 did not reflect the favorable re-estimation that occurred in the second half of 2009. The underwriting expense ratio of 32.7% for the first quarter of 2010 was 1.5 points higher than the comparable 2009 ratio. The 2009 ratio reflected a 0.9 point benefit from the reduction in the estimate of property windpool assessments related to Hurricane Ike that had been recorded in general and administrative expenses. Adjusting for the impact of those assessments in 2009, the underwriting expense ratio in the first quarter of 2010 was 0.6 points higher than in the same 2009 period, reflecting the impact of the decline in earned premiums in 2010.



Table of Contents*Written Premiums*

The Business Insurance segment's gross and net written premiums by market were as follows:

(for the three months ended March 31, in millions)	Gross Written Premiums	
	2010	2009
Select Accounts	\$ 710	\$ 738
Commercial Accounts	750	754
National Accounts	327	409
Industry-Focused Underwriting	615	660
Target Risk Underwriting	501	517
Specialized Distribution	216	223
<b>Total Business Insurance Core</b>	<b>3,119</b>	<b>3,301</b>
Business Insurance Other	(1)	(7)
<b>Total Business Insurance</b>	<b>\$ 3,118</b>	<b>\$ 3,294</b>

(for the three months ended March 31, in millions)	Net Written Premiums	
	2010	2009
Select Accounts	\$ 702	\$ 731
Commercial Accounts	706	710
National Accounts	226	259
Industry-Focused Underwriting	569	617
Target Risk Underwriting	412	422
Specialized Distribution	215	222
<b>Total Business Insurance Core</b>	<b>2,830</b>	<b>2,961</b>
Business Insurance Other	4	2
<b>Total Business Insurance</b>	<b>\$ 2,834</b>	<b>\$ 2,963</b>

In Business Insurance Core, gross and net written premiums in the first quarter of 2010 decreased 6% and 4%, respectively, from the same period of 2009. The difference in rates of decline between gross and net written premiums in the first quarter of 2009 was concentrated in Residual Markets within National Accounts. A significant portion of gross written premiums for products offered by Residual Markets is ceded to other insurers and residual market pools. As a result, the decline in gross written premiums did not have a proportional impact on net written premiums. The decline in gross and net written premiums in the first quarter of 2010 was driven in large part by lower levels of economic activity in recent quarters that impacted exposure changes at renewal, audit premium adjustments, policy endorsements and mid-term cancellations.

*Select Accounts.* Net written premiums of \$702 million in the first quarter of 2010 decreased 4% from the same 2009 period, primarily due to reduced insured exposures driven by lower levels of economic activity. Business retention rates remained strong, but declined from the prior year quarter. Renewal premium changes were positive in the first quarter of 2010 and increased over the same period of 2009, reflecting positive renewal rate changes. New business volume in 2010 declined from the first quarter of 2009, driven by lower business volumes in larger, more complex accounts where marketplace competition remains high.

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*Commercial Accounts.* Net written premiums of \$706 million in the first quarter of 2010 decreased slightly from the same prior year quarter, primarily due to reduced insured exposures driven by lower levels of economic activity. Business retention rates in the first quarter of 2010 remained strong but declined slightly from the prior year quarter. Renewal premium changes were slightly negative in 2010 but improved over the same 2009 period, as the impact of positive renewal rate changes on premiums was partially offset by reduced insured exposures due to lower levels of economic activity. New business levels increased when compared with the first quarter of 2009 due to various product and customer initiatives.

*National Accounts.* Net written premiums of \$226 million in the first quarter of 2010 decreased 13% from the first quarter of 2009, due to reduced insured exposures driven by lower levels of economic activity and lower new business volume.

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*Industry-Focused Underwriting.* Net written premiums of \$569 million in the first quarter of 2010 decreased 8% from the same 2009 period. The decline was concentrated in the Construction and Oil & Gas business units, reflecting market conditions in these industries.

*Target Risk Underwriting.* Net written premiums of \$412 million in the first quarter of 2010 declined 2% from the prior year quarter, primarily concentrated in the Inland Marine and Ocean Marine business units, reflecting market conditions. National Property premium volume in the first quarter of 2010 increased over the same period of 2009. Business retention levels in National Property in the first quarter of 2010 increased over the same period of 2009.

*Specialized Distribution.* Net written premiums of \$215 million in the first quarter of 2010 decreased 3% from the same prior year quarter. The decline was centered in the National Programs business unit. Renewal premium changes in National Programs in the first quarter of 2010 remained negative but improved slightly over the same period of 2009.

**Financial, Professional & International Insurance**

The Financial, Professional & International Insurance segment includes surety and financial liability coverages, which primarily use credit-based underwriting processes, as well as property and casualty products that are primarily marketed on a domestic basis in the United Kingdom, the Republic of Ireland and Canada, and on an international basis through Lloyd's. The segment includes the Bond & Financial Products group as well as the International group.

Results of the Company's Financial, Professional & International Insurance segment were as follows:

(for the three months ended March 31, in millions)	2010	2009
<b>Revenues</b>		
Premiums	\$ 824	\$ 801
Net investment income	111	104
Other revenues	6	6
<b>Total revenues</b>	<b>\$ 941</b>	<b>\$ 911</b>
<b>Total claims and expenses</b>	<b>\$ 818</b>	<b>\$ 726</b>
<b>Operating income</b>	<b>\$ 86</b>	<b>\$ 148</b>
Loss and loss adjustment expense ratio	62.3%	54.7%
Underwriting expense ratio	36.6	35.5
<b>GAAP combined ratio</b>	<b>98.9%</b>	<b>90.2%</b>

*Overview*

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Operating income of \$86 million in the first quarter of 2010 was \$62 million, or 42%, lower than operating income in the same 2009 period, driven by \$86 million of catastrophe losses resulting from an earthquake in Chile as well as non-catastrophe weather-related losses in the International group, partially offset by an increase in net favorable prior year reserve development. The prior year quarter also included an \$8 million benefit from the favorable resolution of various prior year tax matters.

### *Earned Premiums*

Earned premiums of \$824 million in the first quarter of 2010 increased by 3% over the prior year quarter, which was primarily attributable to the favorable impact of foreign currency exchange rates. Adjusting for the impact of exchange rates, earned premiums were level with the first quarter of 2009.

### *Net Investment Income*

Net investment income in this segment in the first quarter of 2010 increased \$7 million over the same 2009 period. Refer to the Net Investment Income section of the Consolidated Results of Operations discussion herein for a description of the factors contributing to the increase in the Company's consolidated net investment income in the first quarter of 2010 compared with the same period of 2009.

Table of Contents*Claims and Expenses*

Claims and claim adjustment expenses in the first quarter of 2010 totaled \$516 million, an increase of \$74 million, or 17%, over the same 2009 period, reflecting \$86 million of catastrophe losses primarily in the International group that resulted from an earthquake in Chile, as well as other non-catastrophe weather-related losses in the International group. There were no catastrophe losses incurred in the first quarter of 2009. Net favorable prior year reserve development totaled \$34 million in the first quarter of 2010, compared with \$12 million in the same period of 2009. The majority of net favorable prior year reserve development in 2010 occurred in the Bond & Financial Products group and was related to better than expected results for recent accident years for the directors' and officers' line of business for public companies and favorable loss experience in the surety line of business. Several lines of business at Lloyd's also experienced net favorable prior year reserve development in the first quarter of 2010.

The amortization of deferred acquisition costs totaled \$153 million in the first quarter of 2010, 5% higher than the comparable 2009 total of \$146 million. The increase was due to the increase in earned premiums in the first quarter of 2010 and lower profit-sharing commission expense in the first quarter of 2009. General and administrative expenses in the first quarter of 2010 totaled \$149 million, 7% higher than the first quarter 2009 total of \$138 million, reflecting increases in employee-related costs and the unfavorable impact of foreign currency exchange rates.

*GAAP Combined Ratio*

The loss and loss adjustment expense ratio of 62.3% in the first quarter of 2010 was 7.6 points higher than the 2009 first quarter ratio of 54.7%. Catastrophe losses in the first quarter of 2010 accounted for 10.4 points of the loss and loss adjustment expense ratio, whereas the first quarter 2009 ratio included no impact from catastrophes. The 2010 and 2009 first quarter ratios included a 4.2 point and 1.4 point benefits, respectively, from net favorable prior year reserve development. The 2010 first quarter loss and loss adjustment expense ratio adjusted for catastrophe losses and prior year reserve development was level with the 2009 ratio on the same basis. The underwriting expense ratio of 36.6% in the first quarter of 2010 was 1.1 points higher than the comparable 2009 ratio of 35.5%, primarily reflecting lower profit-sharing commission expense in the first quarter of 2009 and an increase in employee-related expenses in the first quarter of 2010.

*Written Premiums*

The Financial, Professional & International Insurance segment's gross and net written premiums by market were as follows:

(for the three months ended March 31, in millions)	Gross Written Premiums	
	2010	2009
Bond & Financial Products	\$ 529	\$ 525
International	369	317
<b>Total Financial, Professional &amp; International Insurance</b>	<b>\$ 898</b>	<b>\$ 842</b>

(for the three months ended March 31, in millions)	Net Written Premiums	
	2010	2009
Bond & Financial Products	\$ 362	\$ 334
International	319	229



**Total Financial, Professional & International  
Insurance**

\$	<b>681</b>	\$	563
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The Financial, Professional & International Insurance segment's gross written premiums of \$898 million in the first quarter of 2010 increased 7% over the same period of 2009, whereas net written premiums of \$681 million increased 21% over the first quarter of 2009. The higher rate of growth in net written premiums was largely due to changes in the structure of the Company's reinsurance that directionally aligned retentions in the Company's International business with U.S. practices and, to a lesser extent, lower reinsurance costs. In addition, gross and net written premium growth in the first quarter of 2010 reflected the favorable impact of foreign currency exchange rates, new business volume in several lines of business at Lloyd's and in Ireland, and an increase in Construction Services' business volume in

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the Bond & Financial Products group. Adjusting for the impact of foreign currency exchange rates in 2010, gross and net written premiums in the first quarter of 2010 increased 4% and 17%, respectively, over the same period of 2009. In the Bond & Financial Products group (excluding the surety line of business, for which the following are not relevant measures), business retention rates in the first quarter of 2010 remained strong but declined slightly from the first quarter of 2009 due to continued underwriting actions in the Professional Liability business unit. Renewal premium changes were positive in the first quarter of 2010, primarily reflecting rate increases over 2009, although at a lower level than the increases achieved in the 2009 period. These changes were partially offset by reduced insured exposures due to underwriting actions taken and lower levels of economic activity. New business volume in the first quarter of 2010 declined from the same 2009 period, which reflected the increased business opportunities in the first quarter of 2009 due to market disruption. For the International group in the first quarter of 2010 (also excluding the surety line of business), business retention rates declined from the same period of 2009, primarily due to competitive market conditions in the United Kingdom and Ireland, and underwriting actions taken at the Company's operations at Lloyd's. Renewal price changes were positive and new business volume increased over the first quarter of 2009.

**Personal Insurance**

The Personal Insurance segment writes virtually all types of property and casualty insurance covering personal risks. The primary coverages in Personal Insurance are automobile and homeowners insurance sold to individuals. Personal Insurance writes almost all of its insurance coverage through agents, brokers and other intermediaries, which collectively comprise its Agency book of business.

Results of the Company's Personal Insurance segment were as follows:

(for the three months ended March 31, in millions)	2010	2009
<b>Revenues</b>		
Premiums	\$ 1,778	\$ 1,743
Net investment income	114	83
Other revenues	20	21
<b>Total revenues</b>	<b>\$ 1,912</b>	<b>\$ 1,847</b>
<b>Total claims and expenses</b>	<b>\$ 1,847</b>	<b>\$ 1,649</b>
<b>Operating income</b>	<b>\$ 59</b>	<b>\$ 154</b>
Loss and loss adjustment expense ratio	72.5%	64.9%
Underwriting expense ratio	30.1	28.4
<b>GAAP combined ratio</b>	<b>102.6%</b>	<b>93.3%</b>
<b>Incremental impact of direct to consumer initiative on GAAP combined ratio</b>	<b>1.7%</b>	<b>1.6%</b>

*Overview*

Operating income of \$59 million in the first quarter of 2010 was \$95 million, or 62%, lower than operating income in the same period of 2009, primarily reflecting an increase in catastrophe losses and a decline in net favorable prior year reserve development, partially offset by a reduction

in non-catastrophe weather-related losses. In addition, the 2009 total included a \$34 million reduction in the estimate of property windpool assessments related to Hurricane Ike that had been recorded in general and administrative expenses and a \$9 million benefit from the favorable resolution of various prior year tax matters. Catastrophe losses in the first quarter of 2010 totaled \$250 million, compared with \$71 million in the same period of 2009. Net favorable prior year reserve development in the first quarters of 2010 and 2009 totaled \$18 million and \$64 million, respectively.

*Earned Premiums*

Earned premiums of \$1.78 billion in the first quarter of 2010 increased \$35 million, or 2%, over earned premiums of \$1.74 billion in the same period of 2009. The increase reflected continued strong business retention rates, renewal price increases and growth in new business volume over the preceding twelve months.

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*Net Investment Income*

Net investment income in this segment in the first quarter of 2010 increased \$31 million over the same 2009 period. Refer to the Net Investment Income section of the Consolidated Results of Operations discussion herein for a description of the factors contributing to the increase in the Company's consolidated net investment income in the first quarter of 2010 compared with the same period of 2009.

*Claims and Expenses*

Claims and claim adjustment expenses in the first quarter of 2010 totaled \$1.29 billion, an increase of \$159 million, or 14%, over the same period of 2009, reflecting an increase in catastrophe losses, a reduction in net favorable prior year reserve development and increased business volume, partially offset by a decline in non-catastrophe weather-related losses. Catastrophe losses in the first quarter of 2010 totaled \$250 million, compared with catastrophe losses of \$71 million in the same period of 2009. The 2010 total was driven by several severe winter, wind and hail storms in the eastern United States. In the first quarter of 2009, catastrophes primarily resulted from two tornado and hail storms. Net favorable prior year reserve development in the first quarters of 2010 and 2009 totaled \$18 million and \$64 million, respectively. The 2010 total was concentrated in the Homeowners and Other line of business. The 2009 net favorable development was concentrated in the Homeowners and Other product line and primarily reflected favorable loss experience related to Hurricanes Katrina and Ike.

The amortization of deferred acquisition costs totaled \$351 million in the first quarter of 2010, 1% higher than the comparable 2009 total of \$349 million, primarily reflecting increased business volume.

General and administrative expenses totaled \$207 million in the first quarter of 2010, an increase of \$37 million, or 22%, over the first quarter 2009 total of \$170 million. The 2009 total reflected a \$34 million reduction in the estimate of property windpool assessments related to Hurricane Ike that had been recorded in general and administrative expenses.

*GAAP Combined Ratio*

The loss and loss adjustment expense ratio of 72.5% in the first quarter of 2010 was 7.6 points higher than the comparable 2009 ratio of 64.9%. The 2010 ratio included a 14.0 point impact of catastrophe losses and a 1.0 point benefit from net favorable prior year reserve development, whereas the 2009 ratio included a 4.1 point impact of catastrophe losses and a 3.7 point benefit from net favorable prior year reserve development. The 2010 first quarter loss and loss adjustment expense ratio adjusted for catastrophe losses and prior year reserve development was 5.0 points lower than the 2009 ratio on the same basis, primarily reflecting a decline in non-catastrophe weather-related losses. The underwriting expense ratio of 30.1% in the first quarter of 2010 was 1.7 points higher than the first quarter 2009 ratio of 28.4%. The 2009 ratio reflected a 2.0 point benefit resulting from the \$34 million reduction in the estimate of property windpool assessments related to Hurricane Ike that had been recorded in general and administrative expenses.

*Agency Written Premiums*

Personal Insurance's gross and net written premiums by product line were as follows for its Agency business, which comprises business written through agents, brokers and other intermediaries, and represents almost all of the Personal Insurance segment's gross and net written premiums:

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(for the three months ended March 31, in millions)	Gross Written Premiums	
	2010	2009
Agency Automobile	\$ 917	\$ 924
Agency Homeowners and Other	849	792
<b>Total Agency Personal Insurance</b>	<b>\$ 1,766</b>	<b>\$ 1,716</b>

(for the three months ended March 31, in millions)	Net Written Premiums	
	2010	2009
Agency Automobile	\$ 913	\$ 917
Agency Homeowners and Other	803	749
<b>Total Agency Personal Insurance</b>	<b>\$ 1,716</b>	<b>\$ 1,666</b>

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Gross and net agency written premiums in the first quarter of 2010 both increased 3% over the respective totals in the same period of 2009.

In the Agency Automobile line of business, net written premiums in the first quarter of 2010 were slightly lower than in the same period of 2009. A decline in the number of active policies compared with the first quarter of 2009 was largely offset by positive renewal price changes. The number of active policies increased from the fourth quarter of 2009.

In the Agency Homeowners and Other line of business, net written premiums in the first quarter of 2010 increased 7% over the same period of 2009, driven by an increase in new business levels and a slight increase in renewal price changes. In addition, business retention rates remained strong and were slightly higher than in the first quarter of 2009.

For its Agency business, the Personal Insurance segment had approximately 7.4 million and 7.3 million active policies at March 31, 2010 and 2009, respectively. In the Agency Automobile line of business, active policies at March 31, 2010 decreased 2% from the same date in 2009. Active policies in the Agency Homeowners and Other line of business at March 31, 2010 grew by 3% over the same date in 2009.

**Interest Expense and Other**

(for the three months ended March 31, in millions)	2010	2009
Operating loss	\$ (81)	\$ (50)

The \$31 million increase in operating loss for Interest Expense and Other in the first quarter of 2010 compared with the same period of 2009 was driven in part by a \$12 million increase in tax expense related to the recently enacted federal health care legislation and a \$4 million increase in after-tax interest expense. In addition, the operating loss in the first quarter of 2009 included a \$14 million benefit from the favorable resolution of various prior year tax matters. After-tax interest expense was \$64 million in the first quarter of 2010, compared with \$60 million in the same period of 2009.

**ASBESTOS CLAIMS AND LITIGATION**

The Company believes that the property and casualty insurance industry has suffered from court decisions and other trends that have attempted to expand insurance coverage for asbestos claims far beyond the intent of insurers and policyholders. While the Company has experienced a decrease in new asbestos claims over the past several years, the Company continues to receive a significant number of asbestos claims from the Company's policyholders (which includes others seeking coverage under a policy), including claims against the Company's policyholders by individuals who do not appear to be impaired by asbestos exposure. Factors underlying these claim filings include intensive advertising by lawyers seeking asbestos claimants and the focus by plaintiffs on previously peripheral defendants. The focus on these defendants is primarily the result of the number of traditional asbestos defendants who have sought bankruptcy protection in previous years. In addition to contributing to the overall number of claims, bankruptcy proceedings may increase the volatility of asbestos-related losses by initially delaying the reporting of claims and later by significantly accelerating and increasing loss payments by insurers, including the Company. The bankruptcy of many traditional defendants has also caused increased settlement demands against those policyholders who are not in bankruptcy but that remain in the tort system. Currently, in many jurisdictions, those who allege very serious injury and who can present credible medical evidence of their

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injuries are receiving priority trial settings in the courts, while those who have not shown any credible disease manifestation are having their hearing dates delayed or placed on an inactive docket. This trend of prioritizing claims involving credible evidence of injuries, along with the focus on previously peripheral defendants, contributes to the claims and claim adjustment expense payments experienced by the Company. The Company's asbestos-related claims and claim adjustment expense experience also has been impacted by the unavailability of other insurance sources potentially available to policyholders, whether through exhaustion of policy limits or through the insolvency of other participating insurers.

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The Company continues to be involved in coverage litigation concerning a number of policyholders, some of whom have filed for bankruptcy, who in some instances have asserted that all or a portion of their asbestos-related claims are not subject to aggregate limits on coverage. In these instances, policyholders also may assert that each individual bodily injury claim should be treated as a separate occurrence under the policy. It is difficult to predict whether these policyholders will be successful on both issues. To the extent both issues are resolved in a policyholder's favor and other Company defenses are not successful, the Company's coverage obligations under the policies at issue would be materially increased and bounded only by the applicable per-occurrence limits and the number of asbestos bodily injury claims against the policyholders. Accordingly, although the Company has seen a moderation in the overall risk associated with these lawsuits, it remains difficult to predict the ultimate cost of these claims.

Many coverage disputes with policyholders are only resolved through settlement agreements. Because many policyholders make exaggerated demands, it is difficult to predict the outcome of settlement negotiations. Settlements involving bankrupt policyholders may include extensive releases which are favorable to the Company but which could result in settlements for larger amounts than originally anticipated. There also may be instances where a court may not approve a proposed settlement, which may result in additional litigation and potentially less beneficial outcomes for the Company. As in the past, the Company will continue to pursue settlement opportunities.

In addition to claims against policyholders, proceedings have been launched directly against insurers, including the Company, by individuals challenging insurers' conduct with respect to the handling of past asbestos claims and by individuals seeking damages arising from alleged asbestos-related bodily injuries. The Company anticipates the filing of other direct actions against insurers, including the Company, in the future. It is difficult to predict the outcome of these proceedings, including whether the plaintiffs will be able to sustain these actions against insurers based on novel legal theories of liability. The Company believes it has meritorious defenses to these claims and has received favorable rulings in certain jurisdictions.

Travelers Property Casualty Corp. (TPC), a wholly-owned subsidiary of the Company, had entered into settlement agreements, which are subject to a number of contingencies, in connection with a number of these direct action claims. These settlement agreements had been approved by the court in connection with proceedings initiated by TPC in the Johns Manville bankruptcy court. On March 29, 2006, the U.S. District Court for the Southern District of New York substantially affirmed the bankruptcy court's orders, while vacating that portion of the bankruptcy court's orders which required all future direct actions against TPC to first be approved by the bankruptcy court before proceeding in state or federal court. Various parties appealed the district court's ruling to the U.S. Court of Appeals for the Second Circuit. On February 15, 2008, the Second Circuit issued an opinion vacating on jurisdictional grounds the district court's approval of the bankruptcy court's order that barred the filing of certain direct action claims against TPC in the future. TPC and certain other parties filed Petitions for Writ of Certiorari in the United States Supreme Court seeking review of the Second Circuit's decision. Those petitions were granted and on June 18, 2009, the Supreme Court ruled in favor of the Company, reversing the Second Circuit's decision. However, since the Second Circuit had not ruled on several additional issues principally related to procedural matters and the adequacy of notice provided to certain parties, the Supreme Court remanded the case to the Second Circuit for further proceedings on those specific issues. On March 22, 2010, the Second Circuit issued an opinion in which it found that the notice of the 1986 Orders provided to the remaining objector was insufficient to bar contribution claims by that objector against TPC. On April 5, 2010, TPC filed a Petition for Rehearing and Rehearing *En Banc* with the Second Circuit, requesting further review of its March 22, 2010 opinion. (For a description of these matters, see Part II Item 1 Legal Proceedings).

Because each policyholder presents different liability and coverage issues, the Company generally reviews the exposure presented by each policyholder at least annually. Among the factors which the Company may consider in the course of this review are: available insurance coverage, including the role of any umbrella or excess insurance the Company has issued to the policyholder; limits and deductibles; an analysis of the policyholder's potential liability; the jurisdictions involved; past and anticipated future claim activity and loss development on pending claims; past settlement values of similar claims; allocated claim adjustment expense; potential role of other insurance; the role, if any, of non-asbestos claims or potential non-asbestos claims in any resolution process; and applicable coverage defenses or determinations, if any, including the determination as to whether or not an asbestos claim is a product/completed operation claim subject to an aggregate limit and the available coverage, if any, for that claim.





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The Company's quarterly asbestos reserve review includes an analysis of exposure and claim payment patterns by policyholder category, as well as recent settlements, policyholder bankruptcies, judicial rulings and legislative actions. Developing payment patterns among policyholders in the home office and field office and assumed reinsurance and other categories are also analyzed. In addition, the Company reviews its historical gross and net loss and expense paid experience, year-by-year, to assess any emerging trends, fluctuations, or characteristics suggested by the aggregate paid activity. For certain policyholders an estimate of the gross ultimate exposure for indemnity and related claim adjustment expense is determined, and for those policyholders the Company calculates, by each policy year, a ceded reinsurance projection based on any applicable facultative and treaty reinsurance, past ceded experience and reinsurance collections. Conventional actuarial methods are not utilized to establish asbestos reserves nor have the Company's evaluations resulted in any way of determining a meaningful average asbestos defense or indemnity payment.

Net asbestos losses and expenses paid in the first three months of 2010 were \$74 million, compared with \$61 million in the same period of 2009. Approximately 49% and 38% of total net paid losses in the first three months of 2010 and 2009, respectively, related to policyholders with whom the Company had entered into settlement agreements limiting the Company's liability. Net asbestos reserves totaled \$2.68 billion at March 31, 2010, compared with \$2.85 billion at March 31, 2009.

The following table displays activity for asbestos losses and loss expenses and reserves:

(at and for the three months ended March 31, in millions)	2010	2009
Beginning reserves:		
Direct	\$ 3,097	\$ 3,299
Ceded	(339)	(385)
Net	2,758	2,914
Incurred losses and loss expenses:		
Direct		
Ceded		
Net		
Losses paid:		
Direct	93	83
Ceded	(19)	(22)
Net	74	61
Ending reserves:		
Direct	3,004	3,216
Ceded	(320)	(363)
Net	\$ 2,684	\$ 2,853

See Uncertainty Regarding Adequacy of Asbestos and Environmental Reserves.

**ENVIRONMENTAL CLAIMS AND LITIGATION**

The Company continues to receive claims from policyholders who allege that they are liable for injury or damage arising out of their alleged disposition of toxic substances. Mostly, these claims are due to various legislative as well as regulatory efforts aimed at environmental remediation. For instance, the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), enacted in 1980 and later modified, enables private parties as well as federal and state governments to take action with respect to releases and threatened releases of hazardous substances. This federal statute permits the recovery of response costs from some liable parties and may require liable parties to undertake their own remedial action. Liability under CERCLA may be joint and several with other responsible parties.

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The Company has been, and continues to be, involved in litigation involving insurance coverage issues pertaining to environmental claims. The Company believes that some court decisions have interpreted the insurance coverage to be broader than the original intent of the insurers and policyholders. These decisions often pertain to insurance policies that were issued by the Company prior to the mid-1980s. These decisions continue to be inconsistent and vary from jurisdiction to jurisdiction. Environmental claims when submitted rarely indicate the monetary amount being sought by the claimant from the policyholder, and the Company does not keep track of the monetary amount being sought in those few claims which indicate a monetary amount.

The resolution of environmental exposures by the Company generally occurs by settlement on a policyholder-by-policyholder basis as opposed to a claim-by-claim basis. Generally, the Company strives to extinguish any obligations it may have under any policy issued to the policyholder for past, present and future environmental liabilities and extinguish any pending coverage litigation dispute with the policyholder. This form of settlement is commonly referred to as a buy-back of policies for future environmental liability. In addition, many of the agreements have also extinguished any insurance obligation which the Company may have for other claims, including but not limited to asbestos and other cumulative injury claims. The Company and its policyholders may also agree to settlements which extinguish any liability arising from known specified sites or claims. These agreements also include appropriate indemnities and hold harmless provisions to protect the Company. The Company's general purpose in executing these agreements is to reduce the Company's potential environmental exposure and eliminate the risks presented by coverage litigation with the policyholder and related costs.

In establishing environmental reserves, the Company evaluates the exposure presented by each policyholder and the anticipated cost of resolution, if any. In the course of this analysis, the Company generally considers the probable liability, available coverage, relevant judicial interpretations and historical value of similar exposures. In addition, the Company considers the many variables presented, such as the nature of the alleged activities of the policyholder at each site; the allegations of environmental harm at each site; the number of sites; the total number of potentially responsible parties at each site; the nature of environmental harm and the corresponding remedy at each site; the nature of government enforcement activities at each site; the ownership and general use of each site; the overall nature of the insurance relationship between the Company and the policyholder, including the role of any umbrella or excess insurance the Company has issued to the policyholder; the involvement of other insurers; the potential for other available coverage, including the number of years of coverage; the role, if any, of non-environmental claims or potential non-environmental claims in any resolution process; and the applicable law in each jurisdiction. Conventional actuarial techniques are not used to estimate these reserves.

In its review of environmental reserves, the Company considers: past settlement payments; changing judicial and legislative trends; its reserves for the costs of litigating environmental coverage matters; the potential for policyholders with smaller exposures to be named in new clean-up actions for both on- and off-site waste disposal activities; the potential for adverse development; the potential for additional new claims beyond previous expectations; and the potential higher costs for new settlements.

The duration of the Company's investigation and review of these claims and the extent of time necessary to determine an appropriate estimate, if any, of the value of the claim to the Company vary significantly and are dependent upon a number of factors. These factors include, but are not limited to, the cooperation of the policyholder in providing claim information, the pace of underlying litigation or claim processes, the pace of coverage litigation between the policyholder and the Company and the willingness of the policyholder and the Company to negotiate, if appropriate, a resolution of any dispute pertaining to these claims. Because these factors vary from claim-to-claim and policyholder-by-policyholder, the Company cannot provide a meaningful average of the duration of an environmental claim. However, based upon the Company's experience in resolving these claims, the duration may vary from months to several years.

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The Company continues to receive notices from policyholders tendering claims for the first time. These policyholders generally present smaller exposures, have fewer sites and are lower tier defendants. Further, in many instances clean-up costs have been reduced because regulatory agencies are willing to accept risk-based site analyses and more efficient clean-up technologies. In recent years, the Company had experienced a decline in both the number of new policyholders tendering claims for the first time and the number of pending lawsuits between the Company and its policyholders pertaining to coverage for environmental claims. However, during 2009 the Company experienced an increase in the number of policyholders tendering claims for the first time and in the number of pending environmental-related coverage actions. In addition, the Company experienced upward development in the expected defense and settlement costs for certain of its pending policyholders.

Net paid losses in the first quarters of 2010 and 2009 were \$16 million and \$22 million, respectively. At March 31, 2010, approximately 93% of the net environmental reserve (approximately \$349 million) was carried in a bulk reserve and included unresolved environmental claims, incurred but not reported environmental claims and the anticipated cost of coverage litigation disputes relating to these claims. The bulk reserve the Company carries is established and adjusted based upon the aggregate volume of in-process environmental claims and the Company's experience in resolving those claims. The balance, approximately 7% of the net environmental reserve (approximately \$28 million), consists of case reserves.

The following table displays activity for environmental losses and loss expenses and reserves:

(at and for the three months ended March 31, in millions)	2010	2009
Beginning reserves:		
Direct	\$ 389	\$ 400
Ceded	4	14
Net	393	414
Incurred losses and loss expenses:		
Direct		
Ceded		
Net		
Losses paid:		
Direct	16	22
Ceded		
Net	16	22
Ending reserves:		
Direct	373	378
Ceded	4	14
Net	\$ 377	\$ 392

**UNCERTAINTY REGARDING ADEQUACY OF ASBESTOS AND ENVIRONMENTAL RESERVES**

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As a result of the processes and procedures described above, management believes that the reserves carried for asbestos and environmental claims at March 31, 2010 are appropriately established based upon known facts, current law and management's judgment. However, the uncertainties surrounding the final resolution of these claims continue, and it is difficult to determine the ultimate exposure for asbestos and environmental claims and related litigation. As a result, these reserves are subject to revision as new information becomes available and as claims develop. The continuing uncertainties include, without limitation, the risks and lack of predictability inherent in complex litigation, any impact from the bankruptcy protection sought by various asbestos producers and other asbestos defendants, a further increase or decrease in asbestos and environmental claims beyond that which is anticipated, the role of any umbrella or excess policies the Company has issued, the resolution or adjudication of disputes pertaining to the amount of available coverage for asbestos and environmental claims in a manner inconsistent with the Company's previous assessment of these claims, the number and outcome of direct actions against the Company, future developments pertaining to the Company's ability to recover reinsurance for asbestos and environmental claims and the unavailability of other insurance sources potentially available to policyholders, whether

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through exhaustion of policy limits or through the insolvency of other participating insurers. In addition, uncertainties arise from the insolvency or bankruptcy of policyholders and other defendants. It is also not possible to predict changes in the legal, regulatory and legislative environment and their impact on the future development of asbestos and environmental claims. This development will be affected by future court and regulatory decisions and interpretations, as well as changes in applicable legislation. It is also difficult to predict the ultimate outcome of complex coverage disputes until settlement negotiations near completion and significant legal questions are resolved or, failing settlement, until the dispute is adjudicated. This is particularly the case with policyholders in bankruptcy where negotiations often involve a large number of claimants and other parties and require court approval to be effective. As part of its continuing analysis of asbestos and environmental reserves, the Company continues to study the implications of these and other developments. (Also, see Part II Item 1, Legal Proceedings ).

Because of the uncertainties set forth above, additional liabilities may arise for amounts in excess of the current related reserves. In addition, the Company's estimate of claims and claim adjustment expenses may change. These additional liabilities or increases in estimates, or a range of either, cannot now be reasonably estimated and could result in income statement charges that could be material to the Company's operating results in future periods.

## **INVESTMENT PORTFOLIO**

The majority of funds available for investment are deployed in a widely diversified portfolio of high quality, liquid taxable U.S. government, tax-exempt U.S. municipal bonds, and taxable corporate and U.S. agency mortgage-backed bonds. The Company closely monitors the duration of its fixed maturity investments, and investment purchases and sales are executed with the objective of having adequate funds available to satisfy the Company's insurance and debt obligations. The weighted average credit quality of the Company's fixed maturity portfolio, both including and excluding U.S. Treasury securities, was Aa2 at March 31, 2010 and December 31, 2009. Below investment grade securities represented 2.8% and 2.7% of the total fixed maturity investment portfolio at March 31, 2010 and December 31, 2009, respectively. The average effective duration of fixed maturities and short-term securities was 3.9 (4.2 excluding short-term securities) at both March 31, 2010 and December 31, 2009.

The Company's fixed maturity investment portfolio at March 31, 2010 included \$41.41 billion of securities which are obligations of states, municipalities and political subdivisions (collectively referred to as the municipal bond portfolio). The municipal bond portfolio is diversified across the United States, the District of Columbia and Puerto Rico, and includes general obligation and revenue bonds issued by states, cities, counties, school districts, and similar issuers. On April 2, 2009, municipal securities issued by local governments within the United States were assigned a negative outlook by Moody's Investors Service. On February 22, 2010, Moody's affirmed that negative outlook. Included in the municipal bond portfolio are \$6.26 billion of advance refunded or escrowed-to-maturity bonds. Advance refunded and escrowed-to-maturity bonds are bonds for which an irrevocable trust has been established to fund the remaining payments of principal and interest. Such escrow accounts are verified as to their sufficiency by an external auditor and almost exclusively involve U.S. Treasury securities.

The Company bases its investment decision on the credit characteristics of the municipal security; however, its municipal bond portfolio includes a number of securities that were enhanced by third-party insurance for the payment of principal and interest in the event of an issuer default. The downgrade during 2009 and 2008 of credit ratings of insurers of these securities resulted in a corresponding downgrade in the ratings of the securities to the underlying rating of the respective security. Of the insured municipal securities in the Company's investment portfolio at March 31, 2010, approximately 98% were rated at A3 or above, and approximately 81% were rated at Aa3 or above, without the benefit of insurance. The Company believes that a further loss of the benefit of insurance would not result in a material adverse impact on the Company's results of operations, financial position or liquidity, due to the underlying credit strength of the issuers of the securities, as well as the Company's ability and intent to hold the securities. The average credit rating of the underlying issuers of these securities was Aa3 at March 31, 2010. The average credit rating of the entire municipal bond portfolio was Aa1 at March 31, 2010 with and without the third-party insurance.





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At March 31, 2010 and December 31, 2009, the Company held commercial mortgage-backed securities (CMBS, including FHA project loans) of \$702 million and \$714 million, respectively. At March 31, 2010, approximately \$225 million of these securities, or the loans backing such securities, contained guarantees by the U.S. government or a government-sponsored enterprise and \$20 million were comprised of Canadian non-guaranteed securities. The average credit rating of the \$477 million of non-guaranteed securities at March 31, 2010 was Aaa, and 91% of those securities were issued in 2004 and prior years. The CMBS portfolio is supported by loans that are diversified across economic sectors and geographical areas. The Company does not believe this portfolio exposes it to a material adverse impact on its results of operations, financial position or liquidity, due to the portfolio's relatively small size and the underlying credit strength of these securities.

The Company makes investments in residential collateralized mortgage obligations (CMOs) that typically have high credit quality, offer good liquidity and are expected to provide an advantage in yield compared to U.S. Treasury securities. The Company's investment strategy is to purchase CMO tranches which offer the most favorable return given the risks involved. One significant risk evaluated is prepayment sensitivity. While prepayment risk (either shortening or lengthening of duration) and its effect on total return cannot be fully controlled, particularly when interest rates move dramatically, the investment process generally favors securities that control this risk within expected interest rate ranges. The Company does invest in other types of CMO tranches if a careful assessment indicates a favorable risk/return tradeoff. The Company does not purchase residual interests in CMOs.

At March 31, 2010 and December 31, 2009, the Company held CMOs classified as available for sale with a fair value of \$2.50 billion and \$2.58 billion, respectively (in addition to the CMBS securities of \$702 million and \$714 million, respectively, described above). Approximately 38% and 37% of the Company's CMO holdings are guaranteed by or fully collateralized by securities issued by GNMA, FNMA or FHLMC at March 31, 2010 and December 31, 2009, respectively. In addition, at March 31, 2010 and December 31, 2009, the Company held \$2.51 billion and \$2.63 billion, respectively, of GNMA, FNMA, FHLMC (excluding FHA project loans which are included with CMBS) mortgage-backed pass-through securities classified as available for sale. The average credit rating of all of the above securities was Aa1 at March 31, 2010 and December 31, 2009.

The Company's fixed maturity investment portfolio at March 31, 2010 and December 31, 2009 included asset-backed securities collateralized by sub-prime mortgages and collateralized mortgage obligations backed by alternative documentation mortgages with a collective fair value of \$273 million and \$270 million, respectively (comprising approximately 0.4% of the Company's total fixed maturity investments at March 31, 2010 and December 31, 2009). The disruption in secondary investment markets for mortgage-backed securities provided the Company with the opportunity to selectively acquire additional asset-backed securities collateralized by sub-prime mortgages at discounted prices. The Company made no purchases of such securities in the first quarter of 2010. The Company purchased \$74 million of such securities during 2009. The Company defines sub-prime mortgage-backed securities as investments in which the underlying loans primarily exhibit one or more of the following characteristics: low FICO scores, above-prime interest rates, high loan-to-value ratios or high debt-to-income ratios. Alternative documentation securitizations are those in which the underlying loans primarily meet the government-sponsored entity's requirements for credit score but do not meet the government-sponsored entity's guidelines for documentation, property type, debt and loan-to-value ratios. The average credit rating on these securities and obligations held by the Company was Baa1 and A3 at March 31, 2010 and December 31, 2009, respectively.

The Company's real estate investments include warehouses and office buildings and other commercial land and properties that are directly owned. The carrying value of these investments totaled \$851 million and \$865 million at March 31, 2010 and December 31, 2009, respectively.

The Company's other investments are primarily comprised of private equity limited partnerships, hedge funds, real estate partnerships, joint ventures, mortgage loans, venture capital (through direct ownership and limited partnerships) and trading securities, which are subject to more volatility than the Company's fixed maturity investments. While these asset classes have historically provided a higher return than fixed maturities, in the three months ended March 31, 2010 and the year ended December 31, 2009 the returns were significantly lower than in prior periods. For the first quarter ended March 31, 2009 and, to a lesser extent for the full year ended December 31, 2009, these investments

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produced negative investment income, reflecting market conditions. At March 31, 2010 and December 31, 2009, the carrying value of the Company's other investments was \$2.96 billion and \$2.95 billion, respectively.

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For a description of the Company's reinsurance recoverables, refer to Reinsurance Recoverables in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

The following table summarizes the composition of the Company's reinsurance recoverable assets:

(in millions)	March 31, 2010	December 31, 2009
Gross reinsurance recoverables on paid and unpaid claims and claim adjustment expenses	\$ 8,035	\$ 8,138
Allowance for uncollectible reinsurance	(482)	(523)
<b>Net reinsurance recoverables</b>	<b>7,553</b>	<b>7,615</b>
Structured settlements	3,432	3,456
Mandatory pools and associations	1,742	1,745
<b>Total reinsurance recoverables</b>	<b>\$ 12,727</b>	<b>\$ 12,816</b>

The \$89 million decline in net reinsurance recoverables since December 31, 2009 primarily reflected cash collections.

**OUTLOOK**

The following discussion provides outlook information for certain key drivers of the Company's results of operations and capital position.

*Premiums.* The Company's earned premiums are a function of net written premium volume. Net written premiums comprise both renewal business and new business, including the impact of audit premium adjustments, policy endorsements and mid-term cancellations, and are recognized as earned premium over the life of the underlying policies. When business renews, the amount of net written premiums associated with that business may increase or decrease (renewal premium change) as a result of increases or decreases in rate and/or insured exposures, which the Company considers as a measure of units of exposure. Net written premiums from both renewal and new business, and therefore earned premiums, are impacted by competitive market conditions and general economic conditions.

The Company expects retention levels (the amount of expiring premium that renews, before the impact of renewal premium changes) will remain high, generally consistent with recent periods, in each of its business segments. In the Business Insurance and the Financial, Professional & International Insurance segments, the Company expects renewal premium changes in the remainder of 2010 will be similar to 2009 levels. With regard to the components comprising renewal premium changes, the Company expects that, to the extent positive rate changes are achieved during the remainder of 2010, those rate changes will be largely offset by a decline in insured exposures. In the Personal Insurance segment, the Company expects that Agency Automobile renewal premium changes, while positive, will decrease slightly in the remainder of 2010 from 2009 levels. For its Agency Homeowners and Other business, the Company expects renewal premium changes in the remainder of 2010 will remain generally consistent with 2009 levels.

The pricing environment for new business generally has less of an impact on underwriting profitability than renewal rate changes, given the volume of new business relative to renewal business. While property and casualty insurance market conditions are expected to remain competitive in the remainder of 2010 for new business, the Company believes it is well-positioned to capitalize on new business opportunities as agents, brokers and customers seek to place business with high-quality carriers. In addition, the Company announced in 2009 that it launched a new distribution channel that markets personal insurance products directly to consumers, which is expected to generate modest growth in premium volume for Personal Insurance in 2010.

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While economic conditions have recently improved and U.S. gross domestic product experienced growth in the latter part of 2009, that trend may not continue and the U.S. economy may enter into a "double dip" recession. Further, if growth continues, it may be at a slow rate for an extended period of time. In addition, other economic conditions, such as the commercial and residential real estate environment and employment rates, may continue to be weak. If weak economic conditions persist or deteriorate, low levels of economic activity could impact exposure changes at renewal and our ability to write business at acceptable rates. Additionally, such low levels of economic activity could adversely impact audit premium adjustments, policy endorsements and mid-term cancellations after policies are written. All of the foregoing, in turn, could adversely impact net written premiums in 2010. Since earned premiums lag net written premiums, earned premiums could be adversely impacted in the remainder of 2010 and into 2011.

*Underwriting Gain/Loss.* The anticipated impact of competitive market conditions and general economic conditions on the Company's earned premiums, as discussed above, coupled with an expected modest increase in loss costs, will likely result in modestly reduced underwriting profitability during the remainder of 2010, as compared with 2009. In addition, the Company's direct to consumer initiative in the Personal Insurance segment, discussed above, while intended to enhance the Company's long-term ability to compete successfully in a consumer-driven marketplace, is expected to remain unprofitable for a number of years as this book of business grows and matures.

In recent periods, the Company has experienced net favorable prior year reserve development, driven by better than expected loss experience in all of the Company's segments for prior loss years. If better than expected loss experience continues, the Company may recognize additional net favorable prior year reserve development in the remainder of 2010. However, better than expected loss experience may not continue or may reverse, in which case the Company may recognize no favorable prior year reserve development or may recognize unfavorable prior year reserve development in future periods. The ongoing review of prior year claim and claim adjustment expense reserves, or other changes in current period circumstances, may result in the Company revising current year loss estimates upward or downward in future periods.

Catastrophe losses are inherently unpredictable from year to year, and the Company's results of operations would be adversely impacted by significant catastrophe losses in the remainder of 2010.

*Investments.* The Company expects to continue to focus its investment strategy on maintaining a high-quality investment portfolio and a relatively low average effective duration. The Company's invested assets at March 31, 2010 totaled \$74.04 billion, of which 94% was invested in fixed maturity and short-term securities, with the remaining 6% invested in equity securities, real estate, private equity limited partnerships, hedge funds, and real estate partnerships.

Net investment income is a material contributor to the Company's results of operations. While investment returns are difficult to predict and inherently uncertain, in the remainder of 2010 the Company expects investment returns for its fixed maturity investment portfolio to be generally consistent with recent periods, and returns for its short-term and non-fixed maturity investment portfolios to remain challenged. Short-term interest rates are expected to remain at or near historically low levels. The Company expects investment income in its non-fixed maturity investment portfolio to improve from 2009 levels, which were negative. However, if general economic conditions and/or capital market conditions deteriorate in the remainder of 2010, the Company could also experience a reduction in net investment income and/or significant realized investment losses, including impairments.

*Capital Position.* The Company believes it has a strong capital position and expects to continue its common share repurchase program in the remainder of 2010 as part of its continuing efforts to maximize shareholder value. During the remainder of 2010, the Company expects to repurchase between \$2.1 billion and \$2.6 billion of its common shares under its share repurchase authorization. The actual amount of share

repurchases may be materially less and will depend on a variety of factors, including the Company's earnings, corporate and regulatory requirements, share price, catastrophe losses, strategic initiatives and other market conditions.

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The Company had a net after-tax unrealized investment gain of \$1.75 billion in its fixed maturity investment portfolio at March 31, 2010. While the Company does not attempt to predict future interest rate movements, a rising interest rate environment would reduce the market value of fixed maturity investments and, therefore, reduce shareholders' equity, and a declining interest rate environment would have the opposite effects.

Many of the statements in this Outlook section are forward-looking statements, which are subject to risks and uncertainties that are often difficult to predict and beyond the Company's control. Actual results could differ materially from those expressed or implied by such forward-looking statements. Further, such forward-looking statements speak only as of the date of this report and the Company undertakes no obligation to update them. See Forward Looking Statements. For a discussion of potential risks and uncertainties that could impact the Company's results of operations or financial position, see Item 1A Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2009, and Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates in this report.

## **LIQUIDITY AND CAPITAL RESOURCES**

Liquidity is a measure of a company's ability to generate sufficient cash flows to meet the short- and long-term cash requirements of its business operations. The liquidity requirements of the Company's business have been met primarily by funds generated from operations, asset maturities and income received on investments. Cash provided from these sources is used primarily for claims and claim adjustment expense payments and operating expenses. The timing and amount of catastrophe claims are inherently unpredictable. Such claims increase liquidity requirements. The timing and amount of reinsurance recoveries may be affected by reinsurer solvency and reinsurance coverage disputes. Additionally, the variability of asbestos-related claim payments, as well as the volatility of potential judgments and settlements arising out of litigation, may also result in increased liquidity requirements. It is the opinion of the Company's management that the Company's future liquidity needs will be adequately met from all of the above sources.

At March 31, 2010, total cash, short-term invested assets and other readily marketable securities aggregating \$3.03 billion were held at the holding company. The assets held at the holding company are sufficient to meet the holding company's current liquidity requirements and are almost three times the Company's target level. These liquidity requirements primarily include shareholder dividends and debt service. The Company intends to reduce the amount of holding company liquidity during the remainder of 2010, primarily through common share repurchases, subject to profitability, market conditions and other factors. The Company has a shelf registration with the Securities and Exchange Commission which permits it to issue securities from time to time. The Company also has a \$1.0 billion line of credit facility with several financial institutions that expires in the second quarter of 2010. This line of credit also backs up the Company's \$800 million commercial paper program, of which \$100 million was outstanding at March 31, 2010. The Company is not reliant on its commercial paper program to meet its operating cash flow needs. The Company expects to replace the existing credit agreement with a new credit agreement that could be of a different amount or duration.

The Company currently utilizes uncollateralized letters of credit issued by major banks with an aggregate limit of approximately \$458 million to provide much of the capital needed to support its obligations at Lloyd's. If uncollateralized letters of credit are not available at a reasonable price or at all in the future, the Company can collateralize these letters of credit or may have to seek alternative means of supporting its obligations at Lloyd's, which could include utilizing holding company funds on hand.

## **Operating Activities**

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Net cash flows provided by operating activities in the first three months of 2010 and 2009 totaled \$531 million and \$813 million, respectively. Cash flows in the first quarter of 2010 reflected a higher level of catastrophe loss payments, a decline in reinsurance recoveries and lower collected premiums compared with the first quarter of 2009.

### **Investing Activities**

Net cash flows provided by investing activities in the first three months of 2010 totaled \$952 million, compared with net cash flows used in investing activities of \$583 million in the same period of 2009. Net cash provided by investing activities in the first quarter of 2010, along with cash flows provided by operating activities, was principally deployed in common share repurchases during the first quarter of 2010. Fixed maturity securities accounted for the majority of investment purchases, sales and maturities in the first quarters of both years.



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The Company's consolidated total investments at March 31, 2010 decreased by \$924 million from year-end 2009, primarily reflecting the impact of \$1.4 billion of common share repurchases under the Company's share repurchase authorization.

The Company's management of the duration of the fixed maturity investment portfolio generally produces a duration that exceeds the estimated duration of the Company's net insurance liabilities. The average duration of fixed maturities and short-term securities was 3.9 (4.2 excluding short-term investments) at both March 31, 2010 and December 31, 2009.

The primary goals of the Company's asset liability management process are to satisfy the insurance liabilities, manage the interest rate risk embedded in those insurance liabilities and maintain sufficient liquidity to cover fluctuations in projected liability cash flows. Generally, the expected principal and interest payments produced by the Company's fixed maturity portfolio adequately fund the estimated runoff of the Company's insurance reserves. Although this is not an exact cash flow match in each period, the substantial degree by which the market value of the fixed maturity portfolio exceeds the expected present value of the net insurance liabilities, as well as the positive cash flow from newly sold policies and the large amount of high quality liquid bonds, provide assurance of the Company's ability to fund claim payments without having to sell illiquid assets or access credit facilities.

**Financing Activities**

Net cash flows used in financing activities in the first three months of 2010 totaled \$1.49 billion, compared with \$335 million in the same 2009 period. The 2010 total primarily reflected common share repurchases and dividends to shareholders, partially offset by the proceeds from employee stock option exercises. The 2009 total primarily reflected the repayment of debt and dividends to shareholders, partially offset by the proceeds from employee stock option exercises. On March 3, 2009, the Company's zero coupon convertible notes with an effective yield of 4.17% and a remaining principal balance of \$141 million matured and were fully paid.

Dividends paid to shareholders totaled \$168 million and \$178 million in the first three months of 2010 and 2009, respectively. The declaration and payment of future dividends to holders of the Company's common stock will be at the discretion of the Company's board of directors and will depend upon many factors, including the Company's financial position, earnings, capital requirements of the Company's operating subsidiaries, legal requirements, regulatory constraints and other factors as the board of directors deems relevant. Dividends would be paid by the Company only if declared by its board of directors out of funds legally available, subject to any other restrictions that may be applicable to the Company. On April 23, 2010, the Company announced that it increased its regular quarterly dividend by 9% to \$0.36 per share. The increased dividend is payable June 30, 2010 to shareholders of record on June 10, 2010.

On April 15, 2010, the Company's \$250 million, 8.125% senior notes matured and were fully paid from internally-generated funds.

Since May 2006, the Company's board of directors has approved four common share repurchase authorizations, for a cumulative authorization of up to \$16 billion of shares of the Company's common stock. Under these authorizations, the most recent of which totaled \$6 billion and was approved by the board of directors in October 2009, repurchases may be made from time to time in the open market, pursuant to preset trading plans meeting the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, in private transactions or otherwise. The authorizations do not have a stated expiration date. The timing and actual number of shares to be repurchased in the future will depend on a variety of factors, including the Company's earnings, corporate and regulatory requirements, share price, catastrophe losses, strategic initiatives and other market conditions. During the three months ended March 31, 2010, the Company repurchased 27.0 million shares under its share repurchase authorization for a total cost of approximately \$1.4 billion. The average cost per share repurchased was \$51.88. At March 31, 2010,

the Company had \$5.11 billion of capacity remaining under its share repurchase authorization.

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The following table summarizes the components of the Company's capital structure at March 31, 2010 and December 31, 2009.

(in millions)	March 31, 2010	December 31, 2009
Debt:		
Short-term	\$ 373	\$ 373
Long-term	6,165	6,165
Net unamortized fair value adjustments and debt issuance costs	(13)	(11)
Total debt	6,525	6,527
Preferred shareholders' equity	77	79
Common shareholders' equity:		
Common stock and retained earnings, less treasury stock	25,323	26,117
Accumulated other changes in equity from nonowner sources	1,271	1,219
Total shareholders' equity	26,671	27,415
Total capitalization	\$ 33,196	\$ 33,942

The \$746 million decrease in total capitalization from December 31, 2009 primarily reflected the impact of common share repurchases under the Company's share repurchase authorization totaling \$1.4 billion and shareholder dividends of \$168 million in the first quarter of 2010, partially offset by net income of \$647 million.

The following table provides a reconciliation of total capitalization excluding net unrealized gain on investments to total capitalization presented in the foregoing table.

(dollars in millions)	March 31, 2010	December 31, 2009
Total capitalization excluding net unrealized gain on investments	\$ 31,258	\$ 32,081
Net unrealized gain on investments, net of taxes	1,938	1,861
Total capitalization	\$ 33,196	\$ 33,942
Debt-to-total capital ratio	19.7%	19.2%
Debt-to-total capital ratio excluding net unrealized gain on investments	20.9%	20.3%

The debt-to-total capital ratio excluding net unrealized gain on investments is calculated by dividing (a) debt by (b) total capitalization excluding net unrealized investment gain on investments, net of taxes. Net unrealized investment gains and losses can be significantly impacted by both discretionary and other economic factors and are not necessarily indicative of operating trends. Accordingly, in the opinion of the Company's management, the debt-to-total capital ratio calculated on this basis provides another useful metric for investors to understand the Company's financial leverage position. The Company's debt-to-total capital ratio of 20.9% at March 31, 2010 calculated on this basis approximated its targeted level.

*Catastrophe Reinsurance Coverage*

The Company utilizes a general catastrophe reinsurance treaty with unaffiliated reinsurers to help manage its exposure to losses resulting from catastrophes. In addition to the coverage provided under this treaty, the Company also utilizes a catastrophe bond program, as well as a

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Northeast catastrophe reinsurance treaty, to protect against losses resulting from catastrophes in the Northeastern United States. The Company's catastrophe reinsurance coverage is described in more detail in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

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Ratings are an important factor in setting the Company's competitive position in the insurance industry. The Company receives ratings from the following major rating agencies: A.M. Best Company (A.M. Best), Fitch Ratings (Fitch), Moody's Investors Service (Moody's) and Standard & Poor's Corp. (S&P). Rating agencies typically issue two types of ratings: claims-paying (or financial strength) ratings which assess an insurer's ability to meet its financial obligations to policyholders and debt ratings which assess a company's prospects for repaying its debts and assist lenders in setting interest rates and terms for a company's short- and long-term borrowing needs. Agency ratings are not a recommendation to buy, sell or hold any security, and they may be revised or withdrawn at any time by the rating agency. Each agency's rating should be evaluated independently of any other agency's rating. The system and the number of rating categories can vary widely from rating agency to rating agency. Customers usually focus on claims-paying ratings, while creditors focus on debt ratings. Investors use both to evaluate a company's overall financial strength. The ratings issued on the Company or its subsidiaries by any of these agencies are announced publicly and are available on the Company's website and from the agencies.

The Company's insurance operations could be negatively impacted by a downgrade in one or more of the Company's claims-paying or debt ratings. If this were to occur, the Company could experience a reduced demand for certain products in certain markets. Additionally, the Company's ability to access the capital markets could be impacted by a downgrade in one or more of the Company's debt ratings. If this were to occur, the Company could incur higher borrowing costs.

**Claims Paying Ratings**

The following table summarizes the current claims-paying (or financial strength) ratings of the Travelers Reinsurance Pool, Travelers C&S Co. of America, Travelers Personal single state companies, Travelers C&S Co. of Europe, Ltd., Travelers Guarantee Company of Canada and Travelers Insurance Company Limited as of April 23, 2010. The table also presents S&P's Lloyd's Syndicate Assessment rating for Travelers Syndicate Management - Syndicate 5000. The table presents the position of each rating in the applicable agency's rating scale.

	<b>A.M. Best</b>	<b>Moody's</b>	<b>S&amp;P</b>	<b>Fitch</b>
Travelers Reinsurance Pool (a)(b)	A+ (2nd of 16)	Aa2 (3rd of 21)	AA- (4th of 21)	AA (3rd of 21)
Travelers C&S Co. of America	A+ (2nd of 16)	Aa2 (3rd of 21)	AA- (4th of 21)	AA (3rd of 21)
First Floridian Auto and Home Ins. Co.	A- (4th of 16)			AA (3rd of 21)
First Trenton Indemnity Company	A (3rd of 16)			AA (3rd of 21)
The Premier Insurance Company of Massachusetts	A (3rd of 16)			
Travelers C&S Co. of Europe, Ltd.	A+ (2nd of 16)	Aa2 (3rd of 21)	AA- (4th of 21)	
Travelers Guarantee Company of Canada	A+ (2nd of 16)			
Travelers Insurance Company Limited	A (3rd of 16)			
Travelers Syndicate Management Limited - Syndicate 5000			3- (9th of 15)	

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(a) The Travelers Reinsurance Pool consists of: The Travelers Indemnity Company, The Charter Oak Fire Insurance Company, The Phoenix Insurance Company, The Travelers Indemnity Company of Connecticut, The Travelers Indemnity Company of America, Travelers Property Casualty Company of America, Travelers Commercial Casualty Company, TravCo Insurance Company, The Travelers Home and Marine Insurance Company, Travelers Casualty and Surety Company, Northland Insurance Company, Northfield Insurance Company, Northland Casualty Company, American Equity Specialty Insurance Company, The Standard Fire Insurance Company, The Automobile Insurance Company of Hartford, Connecticut, Travelers Casualty Insurance Company of America, Farmington Casualty Company, Travelers Commercial Insurance Company, Travelers Casualty Company of Connecticut, Travelers Property Casualty Insurance Company, Travelers Personal Security Insurance Company, Travelers Personal Insurance Company, Travelers Excess and Surplus Lines Company, St. Paul Fire and Marine Insurance Company, St. Paul Surplus Lines Insurance Company, Athena Assurance Company, St. Paul Protective Insurance Company, St. Paul Medical Liability Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., Discover Property & Casualty Insurance Company, Discover Specialty Insurance Company and United States Fidelity and Guaranty Company.

(b) The following affiliated companies are 100% reinsured by one of the pool participants noted in (a) above: Fidelity and Guaranty Insurance Company, Gulf Underwriters Insurance Company, American Equity Insurance Company, Select Insurance Company, St. Paul Fire and Casualty Insurance Company, The Travelers Lloyds Insurance Company and Travelers Lloyds of Texas Insurance Company.

**Debt Ratings**

The following table summarizes the current debt, preferred stock and commercial paper ratings of the Company and its subsidiaries as of April 23, 2010. The table also presents the position of each rating in the applicable agency's rating scale.

	A.M. Best		Moody's		S&P		Fitch	
Senior debt	a-	(7th of 22)	A2	(6th of 21)	A-	(7th of 22)	A	(6th of 19)
Subordinated debt	bbb+	(8th of 22)	A3	(7th of 21)	BBB+	(8th of 22)	A-	(7th of 19)
Junior subordinated debt	bbb	(9th of 22)	A3	(7th of 21)	BBB	(9th of 22)	BBB+	(8th of 19)
Trust preferred securities	bbb	(9th of 22)	A3	(7th of 21)	BBB	(9th of 22)	BBB+	(8th of 19)
Preferred stock	bbb	(9th of 22)	Baa1	(8th of 21)	BBB	(9th of 22)		
Commercial paper	AMB-1	(2nd of 6)	P-1	(1st of 3)	A-2	(3rd of 10)	F-1	(2nd of 7)

**Rating Agency Actions**

There were no further rating agency actions taken with respect to the Company from January 1, 2010 through April 23, 2010 beyond that disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Table of Contents**CRITICAL ACCOUNTING ESTIMATES**

For a description of the Company's critical accounting estimates, refer to Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates in the Company's Annual Report on Form 10-K for the year ended December 31, 2009. The Company considers its most significant accounting estimates to be those applied to claims and claim adjustment expense reserves and related reinsurance recoverables, investment valuation and impairments, and goodwill impairments. Except as discussed below, there have been no material changes to the Company's critical accounting estimates since December 31, 2009.

**Claims and Claim Adjustment Expense Reserves**

The table below displays the Company's gross claims and claim adjustment expense reserves by product line. A portion of the Company's gross claims and claim adjustment expense reserves (totaling \$3.38 billion at March 31, 2010) are for asbestos and environmental claims and related litigation. While the ongoing review of asbestos and environmental claims and associated liabilities considers the inconsistencies of court decisions as to coverage, plaintiffs' expanded theories of liability and the risks inherent in complex litigation and other uncertainties, in the opinion of the Company's management, it is possible that the outcome of the continued uncertainties regarding these claims could result in liability in future periods that differs from current reserves by an amount that could be material to the Company's future operating results. See the preceding discussion of Asbestos Claims and Litigation and Environmental Claims and Litigation.

Gross claims and claim adjustment expense reserves by product line were as follows:

(in millions)	March 31, 2010			December 31, 2009		
	Case	IBNR	Total	Case	IBNR	Total
General liability	\$ 6,109	\$ 11,210	\$ 17,319	\$ 6,368	\$ 11,542	\$ 17,910
Property	1,008	746	1,754	1,211	771	1,982
Commercial multi-peril	1,919	1,734	3,653	1,878	1,762	3,640
Commercial automobile	2,223	1,196	3,419	2,262	1,294	3,556
Workers compensation	9,342	7,183	16,525	9,355	7,122	16,477
Fidelity and surety	608	1,112	1,720	661	1,091	1,752
Personal automobile	1,436	969	2,405	1,457	994	2,451
Homeowners and personal other	660	838	1,498	633	717	1,350
International and other	2,282	2,194	4,476	2,003	1,933	3,936
Property-casualty	25,587	27,182	52,769	25,828	27,226	53,054
Accident and health	63	9	72	64	9	73
<b>Claims and claim adjustment expense reserves</b>	<b>\$ 25,650</b>	<b>\$ 27,191</b>	<b>\$ 52,841</b>	<b>\$ 25,892</b>	<b>\$ 27,235</b>	<b>\$ 53,127</b>

The \$286 million decline in gross claims and claim adjustment expense reserves since December 31, 2009 reflected ongoing claims and claim adjustment expense activity, including losses incurred and payments, as well as favorable prior year reserve development and payments related to operations in runoff, partially offset by \$471 million of catastrophe losses incurred during the first quarter of 2010.

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Asbestos and environmental reserves are included in the General liability, Commercial multi-peril and International and other lines in the summary table above. Asbestos and environmental reserves are discussed separately; see Asbestos Claims and Litigation , Environmental Claims and Litigation and Uncertainty Regarding Adequacy of Asbestos and Environmental Reserves.



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**OTHER MATTERS**

*Unresolved Staff Comments*

On July 23, 2004, the Company announced that it was seeking guidance from the staff of the Division of Corporation Finance of the SEC with respect to the appropriate purchase accounting treatment for certain second quarter 2004 adjustments totaling \$1.63 billion (\$1.07 billion after-tax). The Company recorded these adjustments as charges in its consolidated statement of income in the second quarter of 2004. Through an informal comment process, the staff of the Division of Corporation Finance subsequently asked for further information, which the Company provided. Specifically, the staff asked for information concerning the Company's adjustments to certain of SPC's insurance reserves and reserves for reinsurance recoverables and premiums due from policyholders, and how those adjustments may relate to SPC's reserves for periods prior to the merger of SPC and TPC. After reviewing the staff's questions and comments and discussions with the Company's independent auditors, the Company continues to believe that its accounting treatment for these adjustments is appropriate. If, however, the staff disagrees, some or all of the adjustments may not be recorded as charges in the Company's consolidated statement of income, thereby increasing net income for the second quarter and full year 2004 and increasing shareholders' equity at December 31, 2004 and at the end of each succeeding calendar year through December 31, 2009, and at March 31, 2010, in each case by the approximate after-tax amount of the change. The effect on tangible shareholders' equity (adjusted for the effects of deferred taxes associated with goodwill and other intangible assets) at each date would not be material. Increases to goodwill and deferred tax liabilities would be reflected on the Company's balance sheet at April 1, 2004, either due to purchase accounting or adjustment of SPC's reserves prior to the merger of SPC and TPC. On May 3, 2006, the Company received a letter from the Division of Enforcement of the SEC (the Division) advising the Company that it is conducting an inquiry relating to the second quarter 2004 adjustments and the April 1, 2004 merger between SPC and TPC. The Company cooperated with the Division's requests for information.

**FUTURE APPLICATION OF ACCOUNTING STANDARDS**

See note 1 to the consolidated financial statements for a discussion of recently issued accounting pronouncements.

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**FORWARD-LOOKING STATEMENTS**

This report contains, and management may make, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, may be forward-looking statements. Specifically, earnings guidance, statements about the Company's share repurchase plans (which repurchase plans depend on a variety of factors, including the Company's financial position, earnings, capital requirements of the Company's operating subsidiaries, legal requirements, regulatory constraints, other investment opportunities (including mergers and acquisitions), market conditions and other factors) and statements about the potential impact of recent or future disruption in the investment markets and other economic conditions on the Company's investment portfolio and underwriting results, among others, are forward looking, and the Company may make forward-looking statements about, among other things, its results of operations (including, among others, premium volume, premium rates (either for new or renewal business), net and operating income, investment income and performance, return on equity, expected current returns and combined ratio) and financial condition; the sufficiency of the Company's asbestos and other reserves (including, among others, asbestos claim payment patterns); the impact of emerging claim issues (including, among others, Chinese-made drywall); the cost and availability of reinsurance coverage; catastrophe losses; the impact of investment, economic and underwriting market conditions; and strategic initiatives. The Company cautions investors that such statements are subject to risks and uncertainties, many of which are difficult to predict and generally beyond the Company's control, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements.

Some of the factors that could cause actual results to differ include, but are not limited to, the following: catastrophe losses could materially and adversely affect the Company's results of operations, its financial position and/or liquidity, and could adversely impact the Company's ratings, the Company's ability to raise capital and the availability and cost of reinsurance; during or following a period of financial market disruption or prolonged economic downturn, the Company's business could be materially and adversely affected; the Company's investment portfolio may suffer reduced returns or material losses; if actual claims exceed the Company's loss reserves, or if changes in the estimated level of loss reserves are necessary, the Company's financial results could be materially and adversely affected; the Company's business could be harmed because of its potential exposure to asbestos and environmental claims and related litigation; the Company is exposed to, and may face adverse developments involving, mass tort claims such as those relating to exposure to potentially harmful products or substances; the effects of emerging claim and coverage issues on the Company's business are uncertain; the intense competition that the Company faces could harm its ability to maintain or increase its business volumes and profitability; the Company may not be able to collect all amounts due to it from reinsurers, and reinsurance coverage may not be available to the Company in the future at commercially reasonable rates or at all; the Company is exposed to credit risk in certain of its business operations; the Company's businesses are heavily regulated and changes in regulation may reduce the Company's profitability and limit its growth; a downgrade in the Company's claims-paying and financial strength ratings could adversely impact the Company's business volumes, adversely impact the Company's ability to access the capital markets and increase the Company's borrowing costs; the inability of the Company's insurance subsidiaries to pay dividends to the Company's holding company in sufficient amounts would harm the Company's ability to meet its obligations and to pay future shareholder dividends; disruptions to the Company's relationships with its independent agents and brokers could adversely affect the Company; the Company's efforts to develop new products or expand in targeted markets may not be successful and may create enhanced risks; the Company's business success and profitability depend, in part, on effective information technology systems and on continuing to develop and implement improvements in technology; if the Company experiences difficulties with technology, data security and/or outsourcing relationships the Company's ability to conduct its business could be negatively impacted; acquisitions and integration of acquired businesses may result in operating difficulties and other unintended consequences; the Company is subject to a number of risks associated with its business outside the United States; the Company could be adversely affected if its controls to ensure compliance with guidelines, policies and legal and regulatory standards are not effective; the Company's businesses may be adversely affected if it is unable to hire and retain qualified employees; and loss of or significant restriction on the use of credit scoring in the pricing and underwriting of Personal Insurance products could reduce the Company's future profitability.

The Company's forward-looking statements speak only as of the date of this report or as of the date they are made, and the Company undertakes no obligation to update forward-looking statements. For a more detailed discussion of these factors, see the information under the caption "Risk Factors" in the Company's most recent annual report on Form 10-K filed with the Securities and Exchange Commission and "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein and in the Company's most recent annual report on Form 10-K.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There were no material changes in the Company's market risk components since December 31, 2009.

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**Item 4. CONTROLS AND PROCEDURES**

The Company maintains disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) that are designed to ensure that information required to be disclosed in the Company's reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of March 31, 2010. Based upon that evaluation and subject to the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2010, the design and operation of the Company's disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

There were no changes in the Company's internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II OTHER INFORMATION**

**Item 1. LEGAL PROCEEDINGS**

This section describes the major pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the Company or any of its subsidiaries is a party or to which any of the Company's property is subject.

**Asbestos- and Environmental-Related Proceedings**

In the ordinary course of its insurance business, the Company receives claims for insurance arising under policies issued by the Company asserting alleged injuries and damages from asbestos- and environmental-related exposures that are the subject of related coverage litigation, including, among others, the litigation described below. The Company continues to be subject to aggressive asbestos-related litigation. The conditions surrounding the final resolution of these claims and the related litigation continue to change. The Company is defending its asbestos- and environmental-related litigation vigorously and believes that it has meritorious defenses; however, the outcomes of these disputes are uncertain. In this regard, the Company employs dedicated specialists and aggressive resolution strategies to manage asbestos and environmental loss exposure, including settling litigation under appropriate circumstances. For other information regarding the Company's asbestos and environmental exposure, including the results of its annual in-depth asbestos claim review as well as its quarterly asbestos reserve review, see

Part I Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations Asbestos Claims and Litigation, Environmental Claims and Litigation and Uncertainty Regarding Adequacy of Asbestos and Environmental Reserves.

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*Asbestos Direct Action Litigation* In October 2001 and April 2002, two purported class action suits (*Wise v. Travelers* and *Meninger v. Travelers*) were filed against Travelers Property Casualty Corp. (TPC) and other insurers (not including The St. Paul Companies, Inc. (SPC)) in state court in West Virginia. These and other cases subsequently filed in West Virginia were consolidated into a single proceeding in the Circuit Court of Kanawha County, West Virginia. The plaintiffs allege that the insurer defendants engaged in unfair trade practices in violation of state statutes by inappropriately handling and settling asbestos claims. The plaintiffs seek to reopen large numbers of settled asbestos claims and to impose liability for damages, including punitive damages, directly on insurers. Similar lawsuits alleging inappropriate handling and settling of asbestos claims were filed in Massachusetts and Hawaii state courts. These suits are collectively referred to as the Statutory and Hawaii Actions.

In March 2002, the plaintiffs in consolidated asbestos actions pending before a mass tort panel of judges in West Virginia state court amended their complaint to include TPC as a defendant, alleging that TPC and other insurers breached alleged duties to certain users of asbestos products. The plaintiffs seek damages, including punitive damages. Lawsuits seeking similar relief and raising similar allegations, primarily violations of purported common law duties to third parties, have also been asserted in various state courts against TPC and SPC. The claims asserted in these suits are collectively referred to as the Common Law Claims.

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The federal bankruptcy court that had presided over the bankruptcy of TPC's former policyholder Johns-Manville Corporation issued a temporary injunction prohibiting the prosecution of the Statutory Actions (but not the Hawaii Actions), the Common Law Claims and an additional set of cases filed in various state courts in Texas and Ohio, and enjoining certain attorneys from filing any further lawsuits against TPC based on similar allegations. Notwithstanding the injunction, additional common law claims were filed against TPC.

In November 2003, the parties reached a settlement of the Statutory and Hawaii Actions. This settlement includes a lump-sum payment of up to \$412 million by TPC, subject to a number of significant contingencies. In May 2004, the parties reached a settlement resolving substantially all pending and similar future Common Law Claims against TPC. This settlement requires a payment of up to \$90 million by TPC, subject to a number of significant contingencies. Among the contingencies for each of these settlements is a final order of the bankruptcy court clarifying that all of these claims, and similar future asbestos-related claims against TPC, are barred by prior orders entered by the bankruptcy court (the 1986 Orders).

On August 17, 2004, the bankruptcy court entered an order approving the settlements and clarifying that the 1986 Orders barred the pending Statutory and Hawaii Actions and substantially all Common Law Claims pending against TPC (the Clarifying Order). The Clarifying Order also applies to similar direct action claims that may be filed in the future.

On March 29, 2006, the U.S. District Court for the Southern District of New York substantially affirmed the Clarifying Order while vacating that portion of the order that required all future direct actions against TPC to first be approved by the bankruptcy court before proceeding in state or federal court.

Various parties appealed the district court's March 29, 2006 ruling to the U.S. Court of Appeals for the Second Circuit. On February 15, 2008, the Second Circuit issued an opinion vacating on jurisdictional grounds the District Court's approval of the Clarifying Order. On February 29, 2008, TPC and certain other parties to the appeals filed petitions for rehearing and/or rehearing *en banc*, requesting reinstatement of the district court's judgment, which were denied. TPC and certain other parties filed Petitions for Writ of Certiorari in the United States Supreme Court seeking review of the Second Circuit's decision, and on December 12, 2008, the Petitions were granted.

On June 18, 2009, the Supreme Court ruled in favor of TPC, reversing the Second Circuit's February 15, 2008 decision, finding, among other things, that the 1986 Orders are final and generally bar the Statutory and Hawaii actions and substantially all Common Law Claims against TPC. Further, the Supreme Court ruled that the bankruptcy court had jurisdiction to issue the Clarifying Order. However, since the Second Circuit had not ruled on certain additional issues, principally related to procedural matters and the adequacy of notice provided to certain parties, the Supreme Court remanded the case to the Second Circuit for further proceedings on those specific issues. On October 21, 2009, all but one of the objectors to the Clarifying Order requested that the Second Circuit dismiss their appeal of the order approving the settlement, and that request was granted. On March 22, 2010, the Second Circuit issued an opinion in which it found that the notice of the 1986 Orders provided to the remaining objector was insufficient to bar contribution claims by that objector against TPC. On April 5, 2010, TPC filed a Petition for Rehearing and Rehearing *En Banc* with the Second Circuit, requesting further review of its March 22, 2010 opinion.

SPC, which is not covered by the Manville bankruptcy court rulings or the settlements described above, is a party to pending direct action cases in Texas state court asserting common law claims. All such cases that are still pending and in which SPC has been served are currently on the inactive docket in Texas state court. If any of those cases becomes active, SPC intends to litigate those cases vigorously. SPC was previously a defendant in similar direct actions in Ohio state court. Those actions have all been dismissed following favorable rulings by Ohio trial and appellate courts.



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Currently, it is not possible to predict legal outcomes and their impact on the future development of claims and litigation relating to asbestos and environmental claims. Any such development will be affected by future court decisions and interpretations, as well as changes in applicable legislation. Because of these uncertainties, additional liabilities may arise for amounts in excess of the current related reserves. In addition, the Company's estimate of ultimate claims and claim adjustment expenses may change. These additional liabilities or increases in estimates, or a range of either, cannot now be reasonably estimated and could result in income statement charges that could be material to the Company's results of operations in future periods.

**Other Proceedings**

*Industry-Wide Investigations* As previously disclosed, as part of industry-wide investigations that commenced in October 2004, the Company and its affiliates received subpoenas and written requests for information from a number of government agencies and authorities, including, among others, state attorneys general, state insurance departments, the U.S. Attorney for the Southern District of New York and the U.S. Securities and Exchange Commission (SEC). The areas of pending inquiry addressed to the Company included its relationship with brokers and agents and the Company's involvement with non-traditional insurance and reinsurance products. The Company and its affiliates may receive additional subpoenas and requests for information with respect to these matters.

The Company cooperated with these subpoenas and requests for information. In addition, outside counsel, with the oversight of the Company's board of directors, conducted an internal review of these matters. This review was commenced after the announcement of litigation brought in October 2004 by the New York Attorney General's office against a major broker. In particular, upon completion of its review with respect to non-traditional insurance and reinsurance products, the Company concluded that no adjustment to previously issued financial statements was required. Any authority with open inquiries or investigations could ask that additional work be performed or reach conclusions different from the Company's.

*Broker Anti-Trust Litigation* In 2005, four putative class action lawsuits were brought against a number of insurance brokers and insurers, including the Company and/or certain of its affiliates, by plaintiffs who allegedly purchased insurance products through one or more of the defendant brokers. The plaintiffs alleged that various insurance brokers conspired with each other and with various insurers, including the Company and/or certain of its affiliates, to artificially inflate premiums, allocate brokerage customers and rig bids for insurance products offered to those customers. To the extent they were not originally filed there, the federal class actions were transferred to the U.S. District Court for the District of New Jersey and were consolidated for pre-trial proceedings with other class actions under the caption *In re Insurance Brokerage Antitrust Litigation*. On August 1, 2005, various plaintiffs, including the four named plaintiffs in the above-referenced class actions, filed an amended consolidated class action complaint naming various brokers and insurers, including the Company and certain of its affiliates, on behalf of a putative nationwide class of policyholders. The complaint included causes of action under the Sherman Act, the Racketeer Influenced and Corrupt Organizations Act (RICO), state common law and the laws of the various states prohibiting antitrust violations. The complaint sought monetary damages, including punitive damages and trebled damages, permanent injunctive relief, restitution, including disgorgement of profits, interest and costs, including attorneys' fees. All defendants moved to dismiss the complaint for failure to state a claim. After giving plaintiffs multiple opportunities to replead, the court dismissed the Sherman Act claims on August 31, 2007 and the RICO claims on September 28, 2007, both with prejudice, and declined to exercise supplemental jurisdiction over the state law claims. The plaintiffs appealed the district court's decisions to the U.S. Court of Appeals for the Third Circuit. Oral argument before the Third Circuit took place on April 21, 2009. The parties continue to await a ruling from the Third Circuit. Additional individual actions have been brought in state and federal courts against the Company involving allegations similar to those in *In re Insurance Brokerage Antitrust Litigation*, and further actions may be brought. The Company believes that all of these lawsuits have no merit and intends to defend vigorously.



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*Other* In addition to those described above, the Company is involved in numerous lawsuits, not involving asbestos and environmental claims, arising mostly in the ordinary course of business operations, either as a liability insurer defending third-party claims brought against policyholders or as an insurer defending claims brought against it relating to coverage or the Company's business practices. In addition, from time to time, the Company is involved in proceedings addressing disputes with its reinsurers regarding the collection of amounts due under the Company's reinsurance agreements. While the ultimate resolution of these legal proceedings could be material to the Company's results of operations in a future period, in the opinion of the Company's management, none would likely have a material adverse effect on the Company's financial position or liquidity.

The Company previously reported that it sought guidance from the Division of Corporation Finance of the SEC with respect to the appropriate purchase accounting treatment for certain second quarter 2004 adjustments totaling \$1.63 billion. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Other Matters. After discussion with the staff of the Division of Corporate Finance and the Company's independent auditors, the Company continues to believe that its accounting treatment for these adjustments is appropriate. On May 3, 2006, the Company received a letter from the Division of Enforcement of the SEC advising the Company that it is conducting an inquiry relating to the second quarter 2004 adjustments and the April 1, 2004 merger of SPC and TPC. The Company cooperated with the requests for information.

**Item 1A. RISK FACTORS**

For a discussion of the Company's potential risks or uncertainties, please see Risk Factors in Part I, Item 1A of the Company's 2009 Annual Report on Form 10-K filed with the Securities and Exchange Commission. In addition, please see Management's Discussion and Analysis of Financial Condition and Results of Operations - Outlook and Critical Accounting Estimates herein and in the 2009 Form 10-K. There have been no material changes to the risk factors disclosed in Part I, Item 1A of the Company's 2009 Annual Report on Form 10-K.

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The table below sets forth information regarding repurchases by the Company of its common stock during the periods indicated.

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period Beginning	Period Ending	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs
January 1, 2010	January 31, 2010	3,337,406	\$ 49.47	3,289,920	\$ 6,346,901,108
February 1, 2010	February 28, 2010	13,606,199	51.18	12,873,500	5,688,142,484
March 1, 2010	March 31, 2010	10,825,497	53.46	10,821,903	5,109,655,637
<b>Total</b>		27,769,102	\$ 51.86	26,985,323	\$ 5,109,655,637

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The Company repurchased 783,779 shares during this three-month period that were not part of the publicly announced share repurchase authorization, representing shares repurchased to cover payroll withholding taxes in connection with the vesting of restricted stock awards and exercises of stock options, and shares used to cover the exercise price of certain stock options that were exercised. Since May 2006, the Company's board of directors has approved four common share repurchase authorizations, for a cumulative authorization of up to \$16 billion of shares of the Company's common stock.

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**Item 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**Item 4. (REMOVED AND RESERVED)**

**Item 5. OTHER INFORMATION**

All of the Company's executive officers hold equity in the Company in excess of the required level under the Company's executive stock ownership policy. For a summary of this policy as currently in effect, see "Stock Ownership Guidelines" under "Executive Compensation Compensation Discussion and Analysis" in the Company's proxy statement filed with the SEC on March 17, 2010. From time to time, some of the Company's executives may determine that it is advisable to diversify their investments for personal financial planning reasons and may sell shares of common stock of the Company in the open market, in private transactions or to the Company. To effect such sales, some of the Company's executives have entered into, and may in the future enter into, trading plans designed to comply with the Company's Securities Trading Policy and the provisions of Rule 10b5-1 under the Securities Exchange Act of 1934. The trading plans will not reduce any of the executives' ownership of the Company's shares below the applicable executive stock ownership guidelines. The Company does not undertake any obligation to report Rule 10b5-1 plans that may be adopted by any employee or director of the Company in the future, or to report any modifications or termination of any publicly announced plan.

As of March 31, 2010, Jay S. Fishman, Chairman of the Board and Chief Executive Officer, and Jay S. Benet, Vice Chairman and Chief Financial Officer, were the only named executive officers (i.e. an executive officer named in the compensation disclosures in the Company's proxy statement) that have entered into Rule 10b5-1 trading plans that remain in effect. The trading plans extend from approximately four to nine months from the date of this report. Under the Company's stock ownership guidelines, Mr. Fishman has a target ownership level established as the lesser of 150,000 shares or the equivalent value of 500% of base salary, and Mr. Benet has a target ownership level established as the lesser of 30,000 shares or the equivalent value of 300% of base salary (as such amounts are calculated for purposes of the stock ownership guidelines). See "Executive Compensation Compensation Discussion and Analysis Stock Ownership Guidelines" in the Company's proxy statement filed with the SEC on March 17, 2010.

**Item 6. EXHIBITS**

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, The Travelers Companies, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**THE TRAVELERS COMPANIES, INC.**  
**(Registrant)**

Date: April 23, 2010

By

/S/ MATTHEW S. FURMAN  
**Matthew S. Furman**

**Senior Vice President**

**(Authorized Signatory)**

Date: April 23, 2010

By

/S/ DOUGLAS K. RUSSELL  
**Douglas K. Russell**

**Senior Vice President and Corporate Controller**

**(Principal Accounting Officer)**

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Amended and Restated Articles of Incorporation of The Travelers Companies, Inc. (the Company), effective as of May 1, 2007, were filed as Exhibit 3.1 to the Company's quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2007, and are incorporated herein by reference.
3.2	Amended and Restated Bylaws of the Company, effective as of February 18, 2009, were filed as Exhibit 3.2 to the Company's annual report on Form 10-K for the fiscal year ended December 31, 2008, and are incorporated herein by reference.
12.1	Statement regarding the computation of the ratio of earnings to fixed charges and the ratio of earnings to combined fixed charges and preferred stock dividends.
31.1	Certification of Jay S. Fishman, Chairman and Chief Executive Officer of the Company, as required by Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Jay S. Benet, Vice Chairman and Chief Financial Officer of the Company, as required by Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Jay S. Fishman, Chairman and Chief Executive Officer of the Company, as required by Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Jay S. Benet, Vice Chairman and Chief Financial Officer of the Company, as required by Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	The following financial information from The Travelers Companies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 formatted in XBRL: (i) Consolidated Statement of Income for the three months ended March 31, 2010 and 2009; (ii) Consolidated Balance Sheet at March 31, 2010 and December 31, 2009; (iii) Consolidated Statement of Changes in Shareholders' Equity for the three months ended March 31, 2010 and 2009; (iv) Consolidated Statement of Cash Flows for the three months ended March 31, 2010 and 2009; and (v) Notes to Consolidated Financial Statements, tagged as blocks of text.

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Filed herewith.

Copies of any of the exhibits referred to above will be furnished to security holders who make written request therefor to The Travelers Companies, Inc., 385 Washington Street, Saint Paul, MN 55102, Attention: Corporate Secretary.

The total amount of securities authorized pursuant to any instrument defining rights of holders of long-term debt of the Company does not exceed 10% of the total assets of the Company and its consolidated subsidiaries. Therefore, the Company is not filing any instruments evidencing long-term debt. However, the Company will furnish copies of any such instrument to the Securities and Exchange Commission upon request.

