

Edgar Filing: ST PAUL COMPANIES INC /MN/ - Form 11-K

ST PAUL COMPANIES INC /MN/  
Form 11-K  
June 19, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 11-K

X Annual Report Pursuant to Section 15(d) of the  
--- Securities Exchange Act of 1934 (Fee Required)

or

Transition Report Pursuant to Section 15(d) of  
--- the Securities Exchange Act of 1934 (no fee required)  
for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

For the fiscal year ended December 31, 2001

Commission file number 001-10898

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THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

THE ST. PAUL COMPANIES, INC.  
385 WASHINGTON STREET  
ST. PAUL MINNESOTA 55102

(Full title of the Plan and address of the Plan)

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THE ST. PAUL COMPANIES, INC.  
385 WASHINGTON STREET  
ST. PAUL, MINNESOTA 55102

(Name and address of principal executive  
offices of the issuer of the securities)

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## REQUIRED INFORMATION

The St. Paul Companies, Inc. Savings Plus Plan (the "Plan") is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and for purposes of satisfying the requirements of Form 11-K has included for filing herewith the Plan financial statements and schedule prepared in accordance with the financial reporting requirements of ERISA.

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## INDEPENDENT AUDITORS' REPORT

The Plan Administrative Committee and Plan Participants  
The St. Paul Companies, Inc. Savings Plus Plan:

We have audited the accompanying statements of net assets available for plan benefits of The St. Paul Companies, Inc. Savings Plus Plan (the Plan) as of December 31, 2001 and 2000, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of The St. Paul Companies, Inc. Savings Plus Plan as of December 31, 2001 and 2000, and the changes in the net assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's administrator. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

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KPMG LLP

Minneapolis, Minnesota  
June 7, 2002

## THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

### Statements of Net Assets Available for Plan Benefits

December 31, 2001 and 2000

	2001	2000
	-----	-----
Assets:		
Investments:		
Common stock of The St. Paul Companies, Inc.	\$ 72,852,398 *	\$ 94,186,945 *
Fidelity U.S. Bond Index Fund	83,180,007 *	77,441,617 *
Fidelity Puritan Fund	72,362,900 *	78,222,716 *
Fidelity U.S. Equity Index		
Commingled Pool	78,949,821 *	97,463,785 *
Fidelity Blue Chip Growth Fund	137,484,654 *	176,210,368 *
F&G Life Insurance Company		
Investment Contract	37,329,175 *	35,216,208
Fidelity Diversified International Fund	24,728,870	30,390,259
Fidelity Retirement Money Market Portfolio	26,598,558	27,217,912
Fidelity Equity-Income Fund	30,932,308	33,401,315
Franklin Small-Mid Cap Growth Fund Class A	32,422,232 *	41,780,253 *
Neuberger Berman Genesis Fund	16,079,008	10,592,708

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Fidelity BrokerageLink	2,538,495	-
Participant loans	15,272,154	16,619,071
Short-term investments	11,086,103	2,017,399
	-----	-----
Total investments	641,816,683	720,760,556
Receivables:		
Accrued dividends	461,402	470,763
Other	29,965	545,238
	-----	-----
Total assets	642,308,050	721,776,557
	-----	-----
Liabilities:		
Forfeitures and other	836,057	437,194
	-----	-----
Total liabilities	836,057	437,194
	-----	-----
Net assets available for plan benefits	\$641,471,993	\$721,339,363
	=====	=====

\*Investment represents 5 percent or more of the Plan's net assets available for plan benefits.

See accompanying notes to financial statements.

## THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

### Statements of Changes in Net Assets Available for Plan Benefits

Years Ended December 31, 2001 and 2000

	2001	2000
	-----	-----
Additions:		
Additions to net assets attributed to:		
Contributions:		
Participating companies		
(salary conversion)	\$36,180,033	\$33,489,815
Employer	-	581,182
Investment income:		
Interest	4,753,236	4,851,298
Dividends	12,423,519	27,245,322
Net appreciation (depreciation) in		
fair value of investments:		
Mutual funds	(58,079,690)	(47,948,091)
Common stock	(17,591,196)	40,526,786
BrokerageLink	142,318	-

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Net depreciation in fair value of investments	(75,528,568)	(7,421,305)
Total investment income (loss)	(58,351,813)	24,675,315
Transfers from other plans	4,891,849	33,961,023
Total additions (reductions)	(17,279,931)	92,707,335
Deductions:		
Deductions from net assets attributed to:		
Retirement and termination distribution benefits and withdrawals:		
Paid to participants in cash	60,375,605	107,464,895
Common stock distributed, at market value	2,069,208	3,106,771
Forfeitures	36,517	163,570
Administrative expenses	106,109	126,312
Transfers to other plans	-	28,603,736
Total deductions	62,587,439	139,465,284
Net decrease	(79,867,370)	(46,757,949)
Net assets available for plan benefits:		
Beginning of year	721,339,363	768,097,312
End of year	\$641,471,993	\$721,339,363

See accompanying notes to financial statements.

## THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

### Notes to Financial Statements

December 31, 2001 and 2000

#### Note 1 Description of the Plan

##### General Provisions

The St. Paul Companies, Inc. Savings Plus Plan (the Plan) is a defined contribution plan which provides retirement and other benefits to eligible employees of participating companies. The St. Paul Companies, Inc. (the Company) and its subsidiaries, St. Paul Fire and Marine Insurance Company, St. Paul Reinsurance Management Corporation and Octagon Risk Services, Inc. currently participate in the Plan. Fidelity and Guaranty Life Insurance Company (F&G Life) and Management Science

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Associates, Inc. (MSA) each withdrew from the Plan effective September 28, 2001 and July 27, 2001, respectively, pursuant to the sales of F&G Life and MSA by the Company. The Company has appointed the Administrative Committee as the Plan Administrator and the Benefit Plans Investment Committee as the delegated authority for management and control of the assets of the Plan (including the designation of investment funds). Fidelity Management Trust Company is the trustee for the trust maintained in connection with the Plan.

The following brief description of the Plan is provided for general information purposes. Participants should refer to the Plan document and the employee benefits program manual for more complete information.

### Participation, Vesting and Forfeitures

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All employees of participating companies, as defined by the Plan, are eligible to participate immediately upon employment. Participants are 100% vested in their contributions and related earnings. Participants become vested in pre-1999 Company contributions at the rate of 20% after two years of service, increasing 20% per year of additional service and are 100% vested after six years of service. Participants are immediately vested in post-1998 Company contributions. Nonvested Company contributions are forfeited by terminating participants. Forfeitures can be used to restore accounts, pay Plan administrative expenses or offset Company contributions or salary conversion contributions. Upon termination of the Plan or change in control of the Company, participant account balances would vest in full.

### Merger

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On April 18, 2000, the Company completed a merger with the MMI Companies, Inc. and subsidiaries, and effective July 1, 2000 the MMI Companies, Inc. Savings & Profit Sharing Plan (401(k)), was merged into the Plan.

## THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

### Notes to Financial Statements, continued

December 31, 2001 and 2000

#### Note 1 Description of the Plan (continued)

##### Contributions

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Participants elect to have their employer make salary conversion (pretax) contributions to the Plan on their behalf under Section 401(k) of the Internal Revenue Code. Salary conversion contributions are currently limited to 15% of

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employees' annual base salary with an annual maximum of \$10,500.

Participating companies make matching contributions of one dollar for every dollar of participant salary conversion contributions up to 4% of their base salary. This matching contribution is made in the form of The St. Paul Companies, Inc. Preferred Stock and is invested in The St. Paul Companies, Inc. Stock Ownership Plan.

A company contribution of approximately \$581 thousand was made to the Plan on July 18, 2000 by the MMI Companies, Inc., which was related to employee contributions made to the MMI Companies, Inc. Savings and Profit Sharing Plan (401(k)) through June 30, 2000.

### Investment Funds

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The Plan offers eleven separate investment funds and a brokerage window as described below:

#### St. Paul Common Stock Fund

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The St. Paul Common Stock Fund is invested in shares of common stock of The St. Paul Companies, Inc., up to a maximum of 10 percent of the Company's outstanding common stock, with a small portion held in short-term investments.

#### F&G Life Stable Interest Fund

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The F&G Life Stable Interest Fund is invested in an investment contract with Fidelity & Guaranty Life Insurance Company which preserves principal and also provides a fixed interest rate which is determined each year. Neither principal nor interest under this contract is guaranteed or insured by the U.S. Government.

THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

Notes to Financial Statements, continued

December 31, 2001 and 2000

Note 1 Description of the Plan (continued)

Investment Funds (continued)

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### Fidelity U.S. Bond Index Fund

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The Fidelity U.S. Bond Index Fund is an income mutual fund which normally invests at least 80 percent of total assets in bonds included in the Lehman Brothers Aggregate Bond Index.

### Fidelity Puritan Fund

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The Fidelity Puritan Fund is a balanced mutual fund which normally invests approximately 60 percent of assets in stocks and other equity securities and the remainder in bonds and other debt securities, including lower-quality debt securities, when its outlook is neutral. The fund will invest at least 25 percent of total assets in fixed-income senior securities, including debt securities and preferred stocks.

### Fidelity U.S. Equity Index Commingled Pool

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The Fidelity U.S. Equity Index Commingled Pool is a commingled pool, managed by Fidelity Management Trust Company, which invests primarily in common stocks of the 500 companies that make up the S&P 500 and attempts to match the investment performance of the Standard & Poor's 500 Composite Stock Index (S&P 500).

### Fidelity Blue Chip Growth Fund

-----

The Fidelity Blue Chip Growth Fund is a growth mutual fund which invests primarily in common stocks of well-known and established companies. Normally at least 65 percent of the fund's total assets are invested in the common stock of blue chip companies.

### Fidelity Diversified International Fund

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The Fidelity Diversified International Fund is a growth mutual fund which normally invests at least 65 percent of total assets in foreign securities. The fund normally invests primarily in common stocks.

THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

Notes to Financial Statements, continued

December 31, 2001 and 2000

Note 1 Description of the Plan (continued)

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### Investment Funds (continued)

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#### Fidelity Retirement Money Market Portfolio

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The Fidelity Retirement Money Market Portfolio is a money market mutual fund which invests in U.S. government securities and repurchase agreements for those securities, and enters into reverse repurchase agreements. The fund also invests more than 25 percent of total assets in the financial services industry. An investment in this portfolio is not guaranteed or insured by the FDIC or any other government agency.

#### Fidelity Equity-Income Fund

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The Fidelity Equity-Income Fund is a growth and income mutual fund which normally invests at least 65 percent of total assets in income producing equity securities which tend to lead to investments in large cap value stocks. The Fund may potentially invest in other types of equity and debt securities, including lower-quality debt securities.

#### Franklin Small-Mid Cap Growth Fund-Class A

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The Franklin Small-Mid Cap Growth Fund-Class A is a growth mutual fund which invests at least 80 percent of its net assets in the equity securities of small capitalization and mid capitalization companies. Mid cap companies are those companies with market cap values not exceeding \$8.5 billion. Small cap companies are those companies with market cap values not exceeding: (1) \$1.5 billion; or (2) the highest market cap value in the Russell 2000 Growth Index, whichever is greater at the time of purchase.

#### Neuberger Berman Genesis Fund

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The Neuberger Berman Genesis Fund is a growth mutual fund which invests primarily in common stocks of small-cap companies with market capitalizations of up to \$1.5 billion at the time of investment. The portfolio looks for growth potential by investing in strong companies with solid performance histories and proven management.

THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

Notes to Financial Statements, continued

December 31, 2001 and 2000

Note 1 Description of the Plan (continued)

Investment Funds (continued)

Fidelity BrokerageLink

The Fidelity BrokerageLink, first available on July 1, 2001, allows a participant to establish a brokerage account with Fidelity, which provides the opportunity to select from thousands of mutual funds, stocks, bonds, certificates of deposit, U.S. Treasury securities and mortgage-backed securities. A minimum transfer of \$2,500 from investment funds is required to open a BrokerageLink account. Subsequent transfers from investment funds to the BrokerageLink account must be at least \$1,000. The BrokerageLink account has an annual fee of \$100 which is paid by the participant.

Allocation

Participants may elect to have their participating Company salary conversion and Company supplemental match contributions invested in these funds in 1% multiples as they choose and may also transfer their balances daily within these funds.

Investment Income

Investment income is allocated daily to participant accounts on the basis of each participant's respective share of the assets of each applicable fund.

Distributions

Distribution of benefits from the Plan is made upon retirement, permanent total disability, death or employment termination. Distributions from the Company Stock Fund may be made either in shares of common stock of The St. Paul Companies, Inc., cash or any combination thereof at the discretion of the participant. Distributions are based on a participant's share of the market value of the assets in the applicable funds when the distribution occurs.

Participants are permitted withdrawals from their share of Company match and salary conversion contributions for financial hardship reasons, as defined by the Plan.

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## Notes to Financial Statements, continued

December 31, 2001 and 2000

### Note 1 Description of the Plan (continued)

#### Participant Loans

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Participants may request to receive as a loan from the Plan up to 50% of their vested account balance subject to a minimum of \$500 and a maximum of \$50,000. Loans are made at the current prime interest rate plus 1/2% and must be repaid by payroll deduction over a maximum period of five years (ten years if the loan is designated as a primary residence loan). Participants pay a \$75.00 set-up fee for each loan.

#### Tax Status

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The Internal Revenue Service has issued a determination letter stating that the Plan qualifies under Section 401(a) of the Internal Revenue Code and that the trust created thereunder is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code. Since the receipt of the determination letter, certain Plan amendments have been made. It is the opinion of the Company that the Plan continues to qualify under Section 401(a) of the Internal Revenue Code.

Company match contributions invested in the Plan and salary conversion contributions invested in the Plan for participants by their employers are not taxed to the participant until received as a distribution from the Plan. Any appreciation of shares of common stock of The St. Paul Companies, Inc. distributed to a participant is not taxed until the participant disposes of such shares. Under certain circumstances a distribution may be subject to excise taxes of 10% in addition to normal income tax.

Plan loans to participants are generally not considered taxable income.

Taxes on rollover transfers are deferred until the rollover amounts are received as a distribution from the Plan.

#### Plan Termination

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Although the Company expects to continue the Plan indefinitely, it has reserved the right to terminate the Plan at any time. Upon such termination, the Plan administrator would direct the Plan trustee to distribute participant account balances. Upon termination of the Plan or change in control of the Company, participant account balances would vest in full.

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## THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

### Notes to Financial Statements, continued

December 31, 2001 and 2000

#### Note 2 Significant Accounting Policies

The accompanying Plan financial statements are presented on the accrual basis of accounting.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

The investment in common stock of The St. Paul Companies, Inc. and in shares or units of investment funds are carried at market value, based on published market quotations. Realized gains or losses on sales of these investments and the change in unrealized appreciation or depreciation in market value of these investments are presented in total in the statements of changes in net assets available for plan benefits. The average cost method is used to determine cost of shares sold or distributed. Purchases and sales of investments are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

Participant loans are carried at unpaid principal amounts plus accrued interest.

Money market fund and short-term investments are carried at cost plus accrued interest, which approximates market value. The benefit-responsive investment contract is valued at contract value (see Note 4).

A portion of the administration expenses of the Plan is paid by the Company and are not reflected in the accompanying financial statements. Plan administrative expenses paid by the Plan are paid out of forfeitures. Plan forfeitures are used to restore accounts, pay administrative expenses, offset company matching contributions or salary conversion contributions.

## THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

### Notes to Financial Statements, continued

December 31, 2001 and 2000

Note 3 Plan Amendment

The Plan was amended effective as of Dec. 13, 1999, to provide each participant who becomes an employee of Metropolitan Property & Casualty Insurance Company (Metropolitan) on Jan. 1, 2000 pursuant to the terms of the Stock and Asset Purchase Agreement dated as of July 12, 1999 between St. Paul Fire and Marine Insurance Company and Metropolitan, shall be entitled to elect to have his entire vested account balance (including any outstanding loans) transferred to the MetLife Savings and Investment Plan in a voluntary trust-to-trust transfer meeting the requirements of Treas. Reg. Section 1.411(d)-4(Q&A-3)(b). On Feb. 14, 2000, the Plan transferred \$28.6 million to the MetLife Savings and Investment Plan in a voluntary trust-to-trust transfer elected by certain participants who became employees of MetLife or its affiliate, on Jan. 1, 2000.

Note 4 Investment Contract

The Plan has a benefit-responsive investment contract with F&G Life, represented by the investment in the F&G Life Stable Interest Fund. F&G Life maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by F&G Life. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rate was 6.0 percent for 2001 and 5.35 percent for 2000, respectively. The crediting interest rate is reset annually based on projections of the investment returns for the forthcoming year, but may not be less than 4 percent.

Note 5 Transfers from Other Plans

The Plan allows for rollover transfers to be made to the Plan by employees of participating companies. These rollover transfers are lump-sum distributions from other tax-qualified plans of previous employers which participants elect to have invested in the Plan within sixty days of receipt. On July 1, 2000 the MMI Companies, Inc. Savings & Profit Sharing Plan (401(k)), transferred approximately \$29.9 million into the Plan.

THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

Notes to Financial Statements, continued

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December 31, 2001 and 2000

## Note 6 Party-in-Interest Transactions

Transactions resulting in Plan assets being transferred to or used by a related party are prohibited under the Employee Retirement Income Security Act of 1974 (ERISA) unless a specific exemption applied. Fidelity Management Trust Company (Fidelity) is a party-in-interest as defined by ERISA as a result of being trustee of the Plan. Fidelity invests Plan assets in their short-term investment fund. The Plan also engages in transactions involving the acquisition or disposition of common stock and the short-term pool of The St. Paul Companies, Inc., a party-in-interest with respect to the Plan. These transactions are covered by an exemption from the "prohibited transactions" provisions of ERISA and the Internal Revenue Code.

## Note 7 Subsequent Events

All shares of common stock of the Company currently held in the Common Stock Fund of the Plan, as well as the account balances under the Plan reflecting an interest in the Common Stock Fund, were transferred to the Company's Stock Ownership Plan effective at the close of business and the completion of all Plan transactions on March 28, 2002.

All investment options (other than common or preferred stock of the Company) currently held in the Stock Ownership Plan to allow for diversification elections under the terms of the Stock Ownership Plan, as well as the account balances under the Stock Ownership Plan reflecting an interest in such investment options were transferred to the Plan effective at the close of business and the completion of all Plan transactions on March 28, 2002.

Effective May 31, 2002, the Company added three new investment options to the Plan: the Nuveen Balanced Stock and Bond Fund (Class R), the Nuveen Large-Cap Value Fund (Class R) and the Nuveen Rittenhouse Growth Fund (Class R).

## THE ST. PAUL COMPANIES, INC. SAVINGS PLUS PLAN

Schedule 1

### Schedule of Assets (Held at End of Year) December 31, 2001

Identity of Issue	Description of Investment	Cost	Current Value**
-----	-----	-----	-----
*The St. Paul Companies, Inc.	1,656,866 no par common shares	\$44,826,663	\$72,852,398
*Fidelity U.S. Bond Index	7,701,853 mutual		

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FUND	fund shares	82,585,371	83,180,007
*Fidelity Puritan Fund	4,095,241 mutual shares	79,103,264	72,362,900
*Fidelity U.S. Equity Index Commingled Pool	2,339,254 pool units	72,662,698	78,949,821
*Fidelity Blue Chip Growth Fund	3,201,785 mutual fund shares	152,126,044	137,484,654
*Fidelity Diversified International Fund	1,296,062 mutual fund shares	26,436,889	24,728,870
*Fidelity Retirement Money Market Portfolio	26,598,558 mutual fund shares	26,598,558	26,598,558
*Fidelity Equity-Income Fund	634,249 mutual fund shares	33,696,296	30,932,308
F&G Life Stable Interest Fund	Investment contract, 6.00% adjusted annually, no maturity date	37,329,175	37,329,175
Franklin Small-Mid Cap Growth Fund-Class A	1,040,174 mutual shares	38,015,501	32,422,232
Neuberger Berman Genesis Fund	790,901 mutual fund shares	13,898,108	16,079,008
*Fidelity BrokerageLink		2,431,412	2,538,495
Participant loans	12.00% to 6.50%, maximum 5 years	15,272,154	15,272,154
Short-term investments:			
*St. Paul Short-Term Pool	2.147%, due on demand	42,412	42,412
*Fidelity Institutional Cash Portfolio	2.120%, due on demand	11,043,691	11,043,691
Total short-term investments		11,086,103	11,086,103
Total investments		\$636,068,236	\$641,816,683
		=====	=====

\*Party-in-interest

\*\*For ERISA reporting purposes current value is equal to market value, except for participant loans, which are equal to unpaid principal plus accrued interest.

See accompanying independent auditors' report.

SIGNATURE

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The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

June 18, 2002

THE ST. PAUL COMPANIES, INC.  
SAVINGS PLUS PLAN  
(The Plan)

By John P. Clifford, Jr.

-----

John P. Clifford Jr.  
Senior Vice President,  
Human Resources

Member of the Administrative  
Committee for The St. Paul  
Companies, Inc. Savings Plus  
Plan