

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan BRISTOL WEST RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 005
1c	Effective date of plan 01/01/1981
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) FARMERS GROUP, INC. 4680 WILSHIRE BOULEVARD LOS ANGELES, CA 90010-3807
2b	Employer Identification Number (EIN) 95-0725935
2c	Sponsor's telephone number 323-932-3200
2d	Business code (see instructions) 524290

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2010	ANTHONY MORRIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") FARMERS GROUP, INC. 4680 WILSHIRE BOULEVARD LOS ANGELES, CA 90010-3807	3b Administrator's EIN 95-0725935 3c Administrator's telephone number 323-932-3200
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name BRISTOL WEST HOLDINGS, INC.	4b EIN 13-3994449 4c PN 002
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5 Total number of participants at the beginning of the plan year	5	1594
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 797
b Retired or separated participants receiving benefits.....	6b 1
c Other retired or separated participants entitled to future benefits.....	6c 148
d Subtotal. Add lines 6a , 6b , and 6c	6d 946
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 946
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 920
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 11

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BRISTOL WEST RETIREMENT PLAN	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500. FARMERS GROUP, INC.	D Employer Identification Number (EIN) 95-0725935	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	SF 51203	946	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
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(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	19971868

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY CONTRACT

b Balance at the end of the previous year	7b	8367112
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c Additions: (1) Contributions deposited during the year	7c(1)	223310	
	7c(2)		
	7c(3)	275279	
	7c(4)		
	7c(5)	143806	
▶ LOAN PRINCIPAL, LOAN ROLL			

(6) Total additions	7c(6)	642395
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d Total of balance and additions (add b and c(6)).	7d	9009507
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1272291	
(2) Administration charge made by carrier	7e(2)	4371	
(3) Transferred to separate account	7e(3)	393894	
(4) Other (specify below)	7e(4)		

(5) Total deductions	7e(5)	1670556
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f Balance at the end of the current year (subtract e(5) from d)	7f	7338951
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<div>A Name of plan</div> <div>BRISTOL WEST RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>005</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>FARMERS GROUP, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>95-0725935</div>

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
24 52 63 72	NONE	8761	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MID CAP GROWTH JENNISON DRYDEN GATEWAY CENTER 3 4TH FLOOR, 100 MUL NEWARK, NJ 07102	BASIS POINTS TIMES PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	52	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ULTRA AGGRESSIVE JOURNEY 04-1590850	BASIS POINTS TIMES PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREMIER MONEY MARKET BABSON 04-3212059	MASSACHUSETTS MUTUAL LIFE INS. CO.	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PREMIER CORE BOND BABSON 04-3277549	BASIS POINTS TIMES PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SELECT INDEXED EQTY NORTHRN TRUST 04-3410047	BASIS POINTS TIMES PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEL MID CAP GR WELLINGTON/TURNER 04-3464203	BASIS POINTS TIMES PLAN ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SELECT SM CAP GR W&R/WELLINGTON 04-3464205	BASIS POINTS TIMES PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	53 72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRM CR VAL EQ BAB/ALLBRN/OFI INST 26-1345403	BASIS POINTS TIMES PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREMIER GLOBAL OFI 51-0529334	BASIS POINTS TIMES PLAN ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GROWTH AMERICA AMERICAN 52-0792143	BASIS POINTS TIMES PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ADV SMMID CAP VALUE WLS FRGO 75-3024039	BASIS POINTS TIMES PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	63 72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EQUITY GROWTH AMERICAN CENTURY 77-0273954	BASIS POINTS TIMES PLAN ASSETS	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2009</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
<p>For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009</p>		
<p>A Name of plan BRISTOL WEST RETIREMENT PLAN</p>	<p>B Three-digit plan number (PN) ▶ 005</p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FARMERS GROUP, INC.</p>	<p>D Employer Identification Number (EIN) 95-0725935</p>	
<p>Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)</p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D1 CONSERVATIVE JOURNEY</p>		
<p>b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.</p>		
<p>c EIN-PN 04-1590850-033</p>	<p>d Entity code P</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1190851</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D2 MODERATE JOURNEY</p>		
<p>b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.</p>		
<p>c EIN-PN 04-1590850-034</p>	<p>d Entity code P</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2707906</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D3 AGGRESSIVE JOURNEY</p>		
<p>b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.</p>		
<p>c EIN-PN 04-1590850-035</p>	<p>d Entity code P</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2078760</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D4 ULTRA AGGRESSIVE JOURNEY</p>		
<p>b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.</p>		
<p>c EIN-PN 04-1590850-036</p>	<p>d Entity code P</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 882231</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-DY ADV SM MID CAP VALUE</p>		
<p>b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.</p>		
<p>c EIN-PN 04-1590850-406</p>	<p>d Entity code P</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1260751</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-GW GROWTH AMERICA</p>		
<p>b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.</p>		
<p>c EIN-PN 04-1590850-418</p>	<p>d Entity code P</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1866436</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-ND PREMIER GLOBAL</p>		
<p>b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.</p>		
<p>c EIN-PN 04-1590850-079</p>	<p>d Entity code P</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2544118</p>

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-T MID CAP GR		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-116	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 854671
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-WJ EQUITY GROWTH		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-129	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1061428
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YA PRM CR VAL		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-134	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1042237
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YC SELECT SM CAP GR		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-135	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 818876
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YE PREMIER CORE BOND		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-137	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2228279
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YG PREMIER MONEY MARKET		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-139	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 251
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YQ SEL MID CAP GR		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-146	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-YX SELECT INDEXED EQTY		
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.		
c EIN-PN 04-1590850-150	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1435073
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BRISTOL WEST RETIREMENT PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 FARMERS GROUP, INC.	D Employer Identification Number (EIN) 95-0725935	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	320326	194951
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	16370794	19971868
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	8367112	7338951
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	25058232	27505770

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	25058232	27505770
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	61998	
(B) Participants	2a(1)(B)	161312	
(C) Others (including rollovers)	2a(1)(C)	286	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		223596

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	18145	
(F) Other	2b(1)(F)	275279	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		293424

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		4474673
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4991693

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2441705	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2441705
f Corrective distributions (see instructions)	2f		93628
g Certain deemed distributions of participant loans (see instructions).....	2g		61
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	6720	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2041	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8761
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2544155

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2447538
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☒ Yes ☐ No Amount: 0

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>BRISTOL WEST RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FARMERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>95-0725935</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1590850</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>77</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Report of Independent Auditors

To the Participants and Administrator of
The Bristol West Retirement Plan

We were engaged to audit the financial statements (in liquidation) and supplemental schedule of the Bristol West Retirement Plan (the "Plan") as of December 31, 2009 and 2008 and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements (in liquidation) and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Massachusetts Mutual Life Insurance Company and State Street Bank and Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodians as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As described in Note 1 to the financial statements, on April 15, 2009, the plan administrator provided plan participants with a notice of its intent to terminate the Plan. As described in Note 2 to the financial statements, the financial statements as of December 31, 2009, and for the year then ended, have been prepared on a liquidation basis of accounting.

PricewaterhouseCoopers LLP

Los Angeles, California
October 14, 2010



FARMERS

4680 Wilshire Blvd.
Los Angeles, CA 90010
Bus. (323) 932-3200
Fax (323) 932-3101

October 14, 2010

Department of Labor
Retirement Plan 5500 Center

Re: BRISTOL WEST RETIREMENT PLAN -2009 PLAN YEAR

To Whom it May Concern:

Please be advised we are filing the corresponding 5500 to the plan mentioned above with Farmers Group Inc. as the plan sponsor. (EIN: 95-0725935 Plan # 005)

We are notifying you of this filing as it differs from the 5558 extension filing for the plan. The extension was filed using the plan sponsor in place at the beginning of the plan year, Bristol West Holdings Inc. (EIN: 13-3994449 plan # 002).

However, the plan sponsor changed in the year and we believe it is more appropriate to file the 5500 return with the plan sponsor in effect for majority of the plan year.

Thank you.

A handwritten signature in black ink that reads "Bob Foster".

Bob Foster
Employee Benefits Manager

BF:mt

Bristol West Retirement Plan

**Financial Statements (In liquidation) and
Supplemental Schedule December 31, 2009 and
2008**

Bristol West Retirement Plan

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December 31, 2009 and 2008

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Supplemental Schedule

Schedule H, line 4i – Schedule of Assets (Held at End of Year) (Liquidation basis) December 31, 2009.....	14
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Note: Other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Report of Independent Auditors

To the Participants and Administrator of
The Bristol West Retirement Plan

We were engaged to audit the financial statements (in liquidation) and supplemental schedule of the Bristol West Retirement Plan (the "Plan") as of December 31, 2009 and 2008 and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements (in liquidation) and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Massachusetts Mutual Life Insurance Company and State Street Bank and Trust Company, the custodians of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the custodians as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the plan administrator by the custodians is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As described in Note 1 to the financial statements, on April 15, 2009, the plan administrator provided plan participants with a notice of its intent to terminate the Plan. As described in Note 2 to the financial statements, the financial statements as of December 31, 2009, and for the year then ended, have been prepared on a liquidation basis of accounting.

PricewaterhouseCoopers LLP

Los Angeles, California
October 14, 2010

Bristol West Retirement Plan
Statements of Net Assets Available for Benefits (In liquidation)
December 31, 2009 and 2008

	<u>2009</u> (Liquidation Basis)	<u>2008</u>
ASSETS:		
Investments - at fair value:		
Pooled separate accounts	\$ 19,971,868	\$ 16,370,794
Unallocated investment contract	8,068,369	7,989,421
Participant loans	194,951	320,326
Total investments	<u>28,235,188</u>	<u>24,680,541</u>
Receivables:		
Employee contribution	-	160,830
Employer contribution	-	61,688
Rollover contribution	-	222,518
Accrued investment income	802	137
Total receivables	<u>802</u>	<u>445,173</u>
Total assets	<u>28,235,990</u>	<u>25,125,714</u>
LIABILITIES:		
Accrued administrative expenses	40	120
Total liabilities	<u>40</u>	<u>120</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	28,235,950	25,125,594
Adjustment from fair value to contract value for fully benefit-responsive investment contract	-	377,691
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 28,235,950</u></u>	<u><u>\$ 25,503,285</u></u>

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

Bristol West Retirement Plan**Statement of Changes in Net Assets Available for Benefits (In liquidation)****December 31, 2009**

INVESTMENT INCOME:

Net appreciation in fair value of investments	5,204,091
Interest and dividend income	294,089
Net investment income	<u>5,498,180</u>

DEDUCTIONS:

Benefits paid to participants	2,757,626
Administrative expenses	7,889
Total deductions	<u>2,765,515</u>

NET INCREASE	2,732,665
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	25,503,285
End of year	<u><u>\$ 28,235,950</u></u>

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

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

December 31, 2009 and 2008 and for the year ended December 31, 2009

1. Plan Description

The following description of the Bristol West Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan Document for specific information regarding plan provisions, which is available from the Plan Sponsor.

General

The Plan is a defined contribution plan for the employees of Security National Insurance Company ("Security National"), Bristol West Insurance Services, Inc. of Florida ("BWIS of Florida"), and Coast National Insurance Company ("Coast National"), which are subsidiaries of Bristol West Holdings, Inc. (the "Company"). On and after July 3, 2007, the following transactions occurred (the "Transactions"): (1) the Company was acquired by Farmers Group Inc. ("FGI"), (2) certain employees of the Company, BWIS of Florida, Coast National, and Security National were transferred to FGI, and (3) the Company was subsequently sold to Farmers Insurance Exchange, Fire Insurance Exchange, Truck Insurance Exchange (collectively, the "Exchanges"), and Mid-Century Insurance Company ("Mid-Century"). Effective July 3, 2007, the Plan was amended to add Farmers Group Inc. ("FGI") as a participating employer and to change the definition of eligible employees, so that the employees eligible to participate in the Plan before the Transactions occurred would continue to be eligible to participate after the Transactions, but employees of FGI, other than those who transferred as a result of the Transactions, would not be eligible to participate.

The Board of Directors of the Company (the "Board") control and manage the operation and administration of the Plan. Massachusetts Mutual Life Insurance Company ("Mass Mutual") serves as the custodian and record keeper of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Effective December 31, 2008, an amendment to the Plan was executed whereby all participant accounts became 100% vested. FGI offered qualifying employees, including plan participants, the opportunity to participate in a new 401 (k) plan (the "Farmers 401 (k) Savings Plan") on January 1, 2009 as the Company intended to terminate the Plan. On April 15, 2009, the Company provided the required notice to the Plan participants regarding the Plan termination. See additional information regarding the Plan's termination in Note 9.

The 2008 Statement of Net Assets Available for Benefits includes a rollover contribution receivable of \$222,518 which was recorded in error, resulting in a corresponding overstatement of the employee rollover contribution on the 2008 Statement of Changes in Net Assets Available for Benefits. The Plan Administrator wrote off the rollover contribution receivable in 2009 resulting in a corresponding increase in Benefits paid to participants of \$222,518 on the Statement of Changes in Net Assets Available for Benefits in 2009. There was no impact to the participant account balances at December 31, 2009 or 2008 as a result of the transactions.

Contributions

Each year, participants may contribute up to 20 percent of their pretax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code ("IRC") limitations. In addition, participants age 50 or older may elect to defer additional amounts called "catch-up" contributions into the plan, subject to certain IRC limitations. The Company matches 60 percent of employee contributions to the Plan; however, in applying this matching percentage, salary deferrals that exceed five percent of base compensation are not considered. Additional amounts may be contributed at the discretion of the Company's Board of Directors. No such additional discretionary contributions were made for the year ended December 31, 2009. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

December 31, 2009 and 2008 and for the year ended December 31, 2009

1. Plan Description (Continued)

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Company discretionary contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses and administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investments

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan offered 13 pooled separate accounts and a Guaranteed Interest Fund ("investment contract") as investment options for participants.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts was amended as of December 31, 2008 allowing all participants to be 100% vested in Company contributions.

Participant Loans

Participants may borrow from their fund accounts up to a maximum of \$50,000 or 50 percent of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed as determined quarterly by the Plan administrator. The terms of such loans generally do not exceed five years, except for loans used to acquire a participant's principal residence, for which the loan term may exceed five years. Principal and interest is paid ratably through payroll deductions. Defaulted participant loans of \$27,158 were considered deemed distributions for the year ended December 31, 2009 and included within Benefits paid to participants on the Statement of Changes in Net Assets Available for Benefits. As of January 1, 2009, the Plan was prohibited from making loans to participants.

Payment of Benefits

For participants whose vested benefit in the Plan exceeds \$1,000, for termination of service due to death, disability, or retirement, a participant or beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, installments over a period of not more than the participant's life expectancy, in partial withdrawals, or as a joint and 100% survivor annuity. For termination of service for other reasons, or for participants whose vested benefit in the Plan does not exceed \$1,000, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

At December 31, 2009 and 2008, forfeited non-vested accounts totaled \$11,962 and \$6,414, respectively. Forfeited accounts are applied first to reduction of administrative expenses of the Plan, and then to reduce Employer contributions. In 2009, administrative expenses were reduced by \$2,041 from forfeited non-vested accounts.

Reclassifications

Certain amounts for prior periods have been reclassified to conform to the 2009 presentation.

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
December 31, 2009 and 2008 and for the year ended December 31, 2009

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements as of December 31, 2009, and for the year then ended, were prepared on a liquidation basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). As a result of the Plan's termination as disclosed in Note 1, the Plan changed its basis of accounting from the accrual method of accounting to the liquidation basis, whereby assets and liabilities were stated at their estimated net realizable value at December 31, 2009. The adoption of the liquidation basis of accounting did not have a material effect on the carrying value of the assets and liabilities as of December 31, 2009 because assets and liabilities are held at fair value which approximates net realizable value. All anticipated costs and expenses connected with the Plan's liquidation have been accrued in the accompanying financial statements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits as of December 31, 2008 presents fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. As of December 31, 2009, the investment contracts are presented at their net realizable value in accordance with the liquidation basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions, such as those regarding fair value, that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Contributions

Participant contributions are recorded in the period during which the Employer makes payroll deductions from the participants' earnings. Matching employer contributions are recorded on an accrual basis in the same period.

Administrative Expenses

Administrative expenses of the Plan, which consist primarily of investment management and recordkeeping fees, are paid by the Plan as provided in the Plan Document. Other administrative expenses are paid for by the Plan Sponsor.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

December 31, 2009 and 2008 and for the year ended December 31, 2009

2. Summary of Significant Accounting Policies (Continued)

Excess Contributions Payable

The Plan is required to return contributions received during the Plan year in excess of the IRC limits. All contributions in excess of IRC limits during the year ended December 31, 2009 were paid to participants as of December 31, 2009.

3. Information Certified by the Custodian

The following is a summary of the certified information regarding the Plan as of December 31, 2009 and 2008, and for the year ended December 31, 2009, included in the Plan's financial statements, notes to the financial statements and the supplemental Schedule of Assets (Held at End of Year). This information was prepared by or derived from information prepared by Mass Mutual and State Street Bank and Trust Company, the custodians of the Plan, and furnished to the plan administrator. The Plan administrator has obtained certifications from the custodians that such information is complete and accurate under 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

	2009	2008
Statements of Net Assets:		
Investments at fair value:		
Pooled separate accounts:		
Moderate Journey	\$ 2,707,906	\$ 2,401,073
Premier Global	2,544,118	1,868,088
Premier Core Bond	2,228,279	2,013,772
Aggressive Journey	2,078,760	1,710,411
Growth America	1,866,436	1,451,838
Select Indexed Equity	1,435,073	1,315,893
Adv SmMid Cap Value	1,260,751	537,973
Conservative Journey	1,190,851	1,045,693
Equity Growth	1,061,428	1,129,028
Premier Core Value Eq	1,042,237	906,029
Ultra Aggressive Journey	882,231	733,702
Mid Cap Growth	854,671	-
Select Small Cap Growth	818,876	648,438
Sel Mid Cap Growth	-	608,856
Holding Account	251	-
Investment Contract	8,068,369	7,989,421
Investments at fair value	\$ 28,040,237	\$ 24,360,215
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	\$ -	\$ 377,691
Participant loans	\$ 194,951	\$ 320,326
Statement of Changes in Net Assets:		
Investment income:		
Interest and dividend income	\$ 294,089	
Net appreciation in fair value of investments	5,204,091	

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
December 31, 2009 and 2008 and for the year ended December 31, 2009

4. Investments

Fair Value Measurement

Accounting Standards Codification ("ASC") 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	<p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none"> • Quoted prices for similar assets or liabilities in active markets; • Quoted prices for identical or similar assets or liabilities in inactive markets; • Inputs other than quoted prices that are observable for the asset or liability; • Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Pooled separate accounts: Valued at the net assets value ("NAV") of shares held by the Plan at year end and are redeemable daily.

Participant Loans: Valued at amortized cost which approximates fair value.

Guaranteed investment contract ("GIC"): Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer (see Note 5).

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
December 31, 2009 and 2008 and for the year ended December 31, 2009

4. Investments (Continued)

The following table details, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
2009				
Investments at fair value:				
Pooled Separate Accounts	\$ -	\$ 19,971,868	\$ -	\$ 19,971,868
Investment Contract			8,068,369	8,068,369
Participant loans			194,951	194,951
Investments at fair value	<u>\$ -</u>	<u>\$ 19,971,868</u>	<u>\$ 8,263,320</u>	<u>\$ 28,235,188</u>
2008				
Investments at fair value:				
Pooled Separate Accounts	\$ -	\$ 16,370,794	\$ -	\$ 16,370,794
Investment Contract			7,989,421	7,989,421
Participant loans			320,326	320,326
Investments at fair value	<u>\$ -</u>	<u>\$ 16,370,794</u>	<u>\$ 8,309,747</u>	<u>\$ 24,680,541</u>

The following table summarizes the changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009:

	Investment Contract	Participant Loans
Balance at January 1, 2009	\$ 7,989,421	\$ 320,326
Purchases, sales, issuances and settlement (net)	78,948	(125,375)
Balance at December 31, 2009	<u>\$ 8,068,369</u>	<u>\$ 194,951</u>

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
December 31, 2009 and 2008 and for the year ended December 31, 2009

4. Investments (Continued)

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2009 and 2008 are as follows:

	<u>2009</u>	<u>2008</u>
Pooled separate accounts, at fair value		
Moderate Journey	\$ 2,707,906	\$ 2,401,073
Premier Global	2,544,118	1,868,088
Premier Core Bond	2,228,279	2,013,772
Aggressive Journey	2,078,760	1,710,411
Growth America	1,866,436	1,451,838
Select Indexed Equity	1,435,073	1,315,893
Investment Contract, at net realizable value at December 31, 2009 and at contract value at December 31, 2008	7,338,951	8,367,112

During the year ended December 31, 2009, the Plan's pooled separate account investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated by \$4,474,673 in value.

5. Investment Contract with Insurance Company

In 2000, the Plan entered into a benefit-responsive investment contract with Mass Mutual. Mass Mutual maintains the contributions in a general account, which 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 fair value and then adjusted to contract value as reported to the Plan by Mass Mutual. 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 crediting interest rate is based on a formula agreed upon with the issuer but cannot be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

Average yields:	<u>2009</u>	<u>2008</u>
Based on interest rate credited to participants	3.43%	4.05%

The investment contract with Mass Mutual requires a twelve-month notice for termination.

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
December 31, 2009 and 2008 and for the year ended December 31, 2009

6. Exempt party-in-interest transactions

Certain Plan investments are shares of pooled separate accounts managed by Mass Mutual or its affiliates and an investment contract with Mass Mutual. Mass Mutual is the custodian as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. In addition, participants may receive loans from the Plan. Certain other administrative fees are paid for by the Plan Sponsor.

7. Risks and uncertainties

The Plan utilizes various investment instruments, including pooled separate accounts and an investment contract. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

8. Federal Income Tax status

Effective January 1, 2003, the Company adopted a non-standard prototype plan sponsored by Mass Mutual, with related provisions under which Mass Mutual was appointed as custodian. By letter dated April 23, 2002, the Internal Revenue Service (the "IRS") determined and informed the Plan's prototype sponsor, Mass Mutual, that the prototype plan is designed in accordance with applicable sections of the IRC. The Plan is a defined contribution plan pursuant to Section 401(a) of the IRC. Although the Plan has been amended since receiving the determination letter, it is the opinion of the Plan Administrator and the Plan's tax counsel that the Plan has been designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, the Plan is entitled to an exemption under the applicable provisions of the IRC, and thus no provision for federal income taxes has been made in the accompanying financial statements.

9. Subsequent Events

Plan Administrator has evaluated subsequent events through October 14, 2010, the date the financial statements were available to be issued.

As of October 10, 2008, the Board approved the Plan termination. On February 2, 2010, the Company received a favorable determination letter from the IRS as to the qualifying status of the Plan upon termination. On June 11, 2010, the Company notified participants of the intent to terminate the Plan and the distribution options available to them. Effective July 23, 2010, in connection with the Plan termination, the Company transferred certain assets of the Plan to the Farmers 401(k) Savings Plan and distributed all remaining assets from the Plan in accordance with the participants' distribution elections.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

December 31, 2009 and 2008 and for the year ended December 31, 2009

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2009 and 2008:

	2009	2008
Net assets available for benefits per the financial statements	\$ 28,235,950	\$ 25,503,405
Employee contributions receivable	-	(160,830)
Employer contributions receivable	-	(61,688)
Rollover contributions receivable	-	(222,518)
Accrued investment income	(802)	(137)
Accrued administrative expenses	40	120
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(729,418)	-
Net assets available for benefits per the Form 5500	<u>\$ 27,505,770</u>	<u>\$ 25,058,352</u>

The following is a reconciliation of contributions and interest and dividend income per the financial statements to the Form 5500 for the year ended December 31, 2009:

Total employee contributions per the financial statements	\$ -
Plus: Employee contributions receivable, December 31, 2008	160,830
Plus: Other	482
Total participant contributions per the Form 5500	<u>\$ 161,312</u>
Total employer contributions per the financial statements	\$ -
Plus: Employer contributions receivable, December 31, 2008	61,688
Plus: Other	310
Total employer contributions per the Form 5500	<u>\$ 61,998</u>
Total rollover contribution per the financial statements	\$ -
Plus: Other	286
Total rollover contributions per the Form 5500	<u>\$ 286</u>
Total interest and dividend income per the financial statements	\$ 294,089
Less: Accrued investment income, December 31, 2009	(802)
Plus: Accrued investment income, December 31, 2008	137
Total interest and dividend income per the Form 5500	<u>\$ 293,424</u>
Total benefits paid to participants per the financial statements	\$ 2,757,626
Less: Rollover contributions receivable (See Note 1)	(222,232)
Total benefits payments and other payments to participants per the Form 5500	<u>\$ 2,535,394</u>

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
December 31, 2009 and 2008 and for the year ended December 31, 2009

10. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of administrative expenses per the financial statements to the Form 5500 for the year ended December 31, 2009:

Total Administrative expenses per the financial statements	\$	7,889
Less: Accrued administrative expenses, December 31, 2009		(40)
Plus: Accrued administrative expenses, December 31, 2008		120
Plus: Miscellaneous expenses		792
Total administrative expenses per the Form 5500	\$	<u>8,761</u>

The following is a reconciliation of the investment contract per the financial statements to the Form 5500 as of December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Investment contract, at fair value	\$ 8,068,369	\$ 7,989,421
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(729,418)</u>	<u>377,691</u>
Total investment contract per Form 5500	<u>\$ 7,338,951</u>	<u>\$ 8,367,112</u>

* * * * *

Bristol West Retirement Plan
Schedule H, line 4i -
Schedule of Assets (Held at End of Year) (In liquidation)
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
*	MassMutual	Moderate Journey (SIA-D2, 19,102 units)	\$	2,707,906
*	MassMutual	Premier Global (SIA-ND, 10,423 units)		2,544,118
*	MassMutual	Premier Core Bond (SIA-YE, 12,469 units)		2,228,279
*	MassMutual	Aggressive Journey (SIA-D3, 16,389 units)		2,078,760
*	MassMutual	Growth America (SIA-GW, 18,930 units)		1,866,436
*	MassMutual	Select Indexed Equity (SIA-YX, 12,973 units)		1,435,073
*	MassMutual	Adv SmMid Cap Value (SIA-DY, 13,211 units)		1,260,751
*	MassMutual	Conservative Journey (SIA-D1, 7,590 units)		1,190,851
*	MassMutual	Equity Growth (SIA-WJ, 8,421 units)		1,061,428
*	MassMutual	Premier Core Value Eq (SIA-YA, 10,177 units)		1,042,237
*	MassMutual	Ultra Aggressive Journey (SIA-D4, 7,570 units)		882,231
*	MassMutual	Mid Cap Growth (SIA-T, 6,390)		854,671
*	MassMutual	Select Small Cap Gr (SIA-YC, 4,869 units)		818,876
*	MassMutual	Holding Account		251
*	MassMutual	Investment Contract		8,068,369
*	Various participants	Participant loans; maturing at various dates through August 2036, with interest rates ranging from 4.25% to 9.25%		194,951
Total			\$	28,235,188

* Denotes a party-in-interest, for which a statutory exemption exists.

** Cost information is omitted because all the investments are participant directed.

The information in this schedule has been certified as to its completeness and accuracy by Mass Mutual, custodian of the Plan.

Bristol West Retirement Plan
Schedule H, line 4i -
Schedule of Assets (Held at End of Year) (In liquidation)
December 31, 2009

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
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*	MassMutual	Premier Global (SIA-ND, 10,423 units)		2,544,118
*	MassMutual	Premier Core Bond (SIA-YE, 12,469 units)		2,228,279
*	MassMutual	Aggressive Journey (SIA-D3, 16,389 units)		2,078,760
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*	MassMutual	Select Small Cap Gr (SIA-YC, 4,869 units)		818,876
*	MassMutual	Holding Account		251
*	MassMutual	Investment Contract		7,338,951
*	Various participants	Participant loans; maturing at various dates through August 2036, with interest rates ranging from 4.25% to 9.25%		194,951
Total			\$	<u>27,505,770</u>

* Denotes a party-in-interest, for which a statutory exemption exists.

** Cost information is omitted because all the investments are participant directed.

The information in this schedule has been certified as to its completeness and accuracy by
Mass Mutual, custodian of the Plan.