

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>08/09/2010</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☒ the final return/report;	
	☐ an amended return/report;	☒ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

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

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	<u>Filed with authorized/valid electronic signature.</u>	<u>05/13/2011</u>	<u>ANTHONY MORRIS</u>
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

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	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	946
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

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) ☒ ¹ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE A (Form 5500) <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>2010</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 08/09/2010		
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	0	01/01/2010	08/09/2010

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

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	(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** 0**5** Current value of plan's interest under this contract in separate accounts at year end **5** 0**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. **6d**

Specify nature of costs ▶

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** 7338951**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 120145(4) Transferred from separate account **7c(4)** 17338099(5) Other (specify below) **7c(5)** 906725▶ **LOAN PRINCIPAL, LOAN TRANSFER**(6) Total additions **7c(6)** 18364969**d** Total of balance and additions (add **b** and **c(6)**). **7d** 25703920**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 1425624(2) Administration charge made by carrier **7e(2)** 5241(3) Transferred to separate account **7e(3)** 83993(4) Other (specify below) **7e(4)** 24189062▶ **TRANSFER OF ASSETS FROM THIS PLAN**(5) Total deductions **7e(5)** 25703920**f** Balance at the end of the current year (subtract **e(5)** from **d**) **7f** 0

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
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 08/09/2010

<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)

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?
64	SERVICE PROVIDER	11829	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 ☐

(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

(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.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(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.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(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.

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: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2010</div> This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 08/09/2010

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

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-D1 CONSERVATIVE JOURNEY			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.			
c EIN-PN 04-1590850-033	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-D2 MODERATE JOURNEY			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.			
c EIN-PN 04-1590850-034	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-D3 AGGRESSIVE JOURNEY			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.			
c EIN-PN 04-1590850-035	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-D4 ULTRA AGGRESSIVE JOURNEY			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.			
c EIN-PN 04-1590850-036	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-DY ADV SM MID CAP VALUE			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.			
c EIN-PN 04-1590850-406	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-GW GROWTH AMERICA			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.			
c EIN-PN 04-1590850-418	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-ND PREMIER GLOBAL			
b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INS. CO.			
c EIN-PN 04-1590850-079	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-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)	0
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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)	0
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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)	0
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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)	0
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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)	0
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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)	0
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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)	0
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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)	
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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)	
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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
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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
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **08/09/2010**

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
---------------	--------------------------------------

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)	194951	
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	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)	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	27505770	0

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	27505770	0
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	11307	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11307
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)	6686	
(F) Other	2b(1)(F)	120145	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		126831
(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)		
(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)		145849
(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		747375
d Total income. Add all income amounts in column (b) and enter total.....	2d		1031362

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4336168	
(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)		4336168
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		73
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	10040	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1789	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		11829
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4348070

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3316708
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		24189062

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.	X		

- 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)
FARMERS GROUP, INC. 401 (K) SAVINGS PLAN	95-0725935	002

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 08/09/2010

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>52</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)
----------------	--

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.
----------------	---

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2010
v.092308.1

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) of the Bristol West Retirement Plan (the "Plan") as of August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010, as listed in the accompanying index. These financial statements (in liquidation) 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. 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 August 9, 2010 and December 31, 2009, and for the period from January 1, 2010 through August 9, 2010, 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 taken as a whole. The form and content of the information included in the financial statements, 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 August 9, 2010, the Plan was terminated. As described in Note 2 to the financial statements, the financial statements as of August 9, 2010, and for the period from January 1, 2010 through August 9, 2010 have been prepared on a liquidation basis of accounting.

As described in Note 2 to the financial statements, during the period from January 1, 2010 through August 9, 2010, the Plan adopted the provisions of Accounting Standards Update No. 2010-25.

PricewaterhouseCoopers LLP

Los Angeles, California
May 13, 2011

Bristol West Retirement Plan

**Financial Statements (In liquidation)
August 9, 2010 and December 31, 2009**

Bristol West Retirement Plan
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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) of the Bristol West Retirement Plan (the "Plan") as of August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010, as listed in the accompanying index. These financial statements (in liquidation) 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. 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 August 9, 2010 and December 31, 2009, and for the period from January 1, 2010 through August 9, 2010, 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 taken as a whole. The form and content of the information included in the financial statements, 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 August 9, 2010, the Plan was terminated. As described in Note 2 to the financial statements, the financial statements as of August 9, 2010, and for the period from January 1, 2010 through August 9, 2010 have been prepared on a liquidation basis of accounting.

As described in Note 2 to the financial statements, during the period from January 1, 2010 through August 9, 2010, the Plan adopted the provisions of Accounting Standards Update No. 2010-25.

PricewaterhouseCoopers LLP

Los Angeles, California
May 13, 2011

Bristol West Retirement Plan
Statements of Net Assets Available for Benefits (In liquidation)
August 9, 2010 and December 31, 2009

	<u>2010</u>	<u>2009</u>
	(Liquidation Basis)	(Liquidation Basis)
ASSETS:		
Investments - at fair value:		
Pooled separate accounts	\$ -	\$ 19,971,868
Unallocated investment contract	-	8,068,369
	<u>-</u>	<u>28,040,237</u>
 Receivables:		
Accrued investment income	-	802
Notes receivable from participants	-	194,951
	<u>-</u>	<u>195,753</u>
 Total receivables	<u>-</u>	<u>195,753</u>
 Total assets	<u>-</u>	<u>28,235,990</u>
 LIABILITIES:		
Accrued administrative expenses	-	40
	<u>-</u>	<u>40</u>
 Total liabilities	<u>-</u>	<u>40</u>
 NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	 <u><u>\$ -</u></u>	 <u><u>\$ 28,235,950</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)
January 1 through August 9, 2010

CONTRIBUTIONS:

Rollover contributions	\$ 11,307
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Total contributions	<u>11,307</u>
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INVESTMENT INCOME:

Net appreciation in fair value of investments	163,806
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Interest and dividend income	126,029
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Net investment income	<u>289,835</u>
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DEDUCTIONS:

Benefits paid to participants	4,336,241
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Administrative expenses	<u>11,789</u>
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Total deductions prior to termination	4,348,030
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Transfer to Farmers 401 (k) Savings Plan	24,189,062
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Total deductions	<u>28,537,092</u>
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NET DECREASE	(28,235,950)
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	28,235,950
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End of year	<u><u>\$ -</u></u>
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The accompanying notes are an integral part of these financial statements.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

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").

As of October 10, 2008, the Board approved the Plan termination. 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.

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 most of the 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. The remaining assets were distributed to participants on August 9, 2010, completing the Plan's termination.

Contributions

Each year, participants were eligible to 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 had the option to defer additional amounts called "catch-up" contributions into the plan, subject to certain IRC limitations. The Company matched 60 percent of employee contributions to the Plan; however, in applying this matching percentage, salary deferrals that exceeded five percent of base compensation were not considered. Additional amounts were contributed at the discretion of the Company's Board of Directors. No such additional discretionary contributions were made for the period from January 1, 2010 through August 9, 2010. Participants were also able to contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

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.

Notes Receivable from Participants

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 \$42,537 were considered deemed distributions for the period from January 1, 2010 through August 9, 2010 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 August 9, 2010 and December 31, 2009, forfeited non-vested accounts totaled \$0 and \$11,962, respectively. Forfeited accounts are applied first to reduction of administrative expenses of the Plan, and then to reduce Employer contributions. In 2010, administrative expenses were reduced by \$1,789 from forfeited non-vested accounts.

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements as of August 9, 2010, and for the period from January 1, 2010 through August 9, 2010, were prepared on a liquidation basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In 2009, 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 August 9, 2010 and 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 August 9, 2010 and 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. As of August 9, 2010 and 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)

August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

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. There were no contributions in excess of IRC limits during the period from January 1, 2010 through August 9, 2010.

Reclassification

Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-25 in September 2010, which stipulates that participant loans should be classified as notes receivable and measured at their unpaid principal balance plus any accrued but unpaid interest for years ending after December 15, 2010. The Plan elected early adoption of this ASU. The guidance in this ASU is to be applied retrospectively. Accordingly, participant loans previously included in investments of the Plan at December 31, 2009 have been reclassified in the statements of net assets available for benefits to conform to the current year presentation.

3. Information Certified by the Custodian

The following is a summary of the certified information regarding the Plan as of August 9, 2010 and December 31, 2009, and for the period from January 1, 2010 through August 9, 2010, included in the Plan's financial statements and notes to the financial statements. 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.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

	2010	2009
Statements of Net Assets:		
Investments at fair value:		
Pooled separate accounts:		
Moderate Journey	\$ -	\$ 2,707,906
Premier Global	-	2,544,118
Premier Core Bond	-	2,228,279
Aggressive Journey	-	2,078,760
Growth America	-	1,866,436
Select Indexed Equity	-	1,435,073
Adv SmMid Cap Value	-	1,260,751
Conservative Journey	-	1,190,851
Equity Growth	-	1,061,428
Premier Core Value Eq	-	1,042,237
Ultra Aggressive Journey	-	882,231
Mid Cap Growth	-	854,671
Select Small Cap Growth	-	818,876
Holding Account	-	251
Investment Contract	-	8,068,369
Investments at fair value	\$ -	\$ 28,040,237
Notes Receivable from Participants	\$ -	\$ 194,951
Statement of Changes in Net Assets:		
Investment income:		
Interest and dividend income	\$ 126,029	
Net appreciation in fair value of investments	163,806	

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.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

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 August 9, 2010 and December 31, 2009.

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

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.

The Plan had no remaining investments as of August 9, 2010 due to the Plan's termination (see Note 1). The following table details, by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 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
Investments at fair value	<u>\$ -</u>	<u>\$ 19,971,868</u>	<u>\$ 8,068,369</u>	<u>\$ 28,040,237</u>

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
August 9, 2010 and December 31, 2009 and for the period from January 1, 2010
through August 9, 2010

4. Investments (Continued)

The following table summarizes the changes in the fair value of the Plan's level 3 assets for the period from January 1, 2010 through August 9, 2010:

	<u>Investment Contract</u>
Balance at January 1, 2010	\$ 8,068,369
Purchases, sales, issuances and settlement (net)	<u>(8,068,369)</u>
Balance at August 9, 2010	<u><u>\$ -</u></u>

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of August 9, 2010 and December 31, 2009 are as follows:

	<u>2010</u>	<u>2009</u>
Pooled separate accounts, at fair value		
Moderate Journey	\$ -	\$ 2,707,906
Premier Global	-	2,544,118
Premier Core Bond	-	2,228,279
Aggressive Journey	-	2,078,760
Growth America	-	1,866,436
Select Indexed Equity	-	1,435,073
Investment Contract, at net realizable value at August 9, 2010 and December 31, 2009	-	7,338,951

During the period from January 1, 2010 through August 9, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Guaranteed investment contract	\$ 17,957
Pooled separate accounts	145,849
Net change in fair value of investments	<u><u>\$ 163,806</u></u>

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

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 was adjusted to contract value as reported to the Plan by Mass Mutual before the plan was in liquidation. 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.

	<u>2010</u>	<u>2009</u>
Average yields:		
Based on interest rate credited to participants and actual earnings	11.13%	3.43%

The investment contract with Mass Mutual was terminated effective August 9, 2010. Refer to Note 1 for additional information regarding the Plan termination.

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.

Bristol West Retirement Plan

Notes to Financial Statements (In liquidation)

August 9, 2010 and December 31, 2009 and for the period from January 1, 2010 through August 9, 2010

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. As referred to in Note 1, the Plan received a favorable termination determination letter from the IRS on February 2, 2010. 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.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by United States government. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of August 9, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2007.

9. 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 August 9, 2010 and December 31, 2009:

	2010	2009
Net assets available for benefits per the financial statements	\$ -	\$ 28,235,950
Accrued investment income	-	(802)
Accrued administrative expenses	-	40
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>\$ -</u>	<u>\$ 27,505,770</u>

The following is a reconciliation of the investment contract per the financial statements to the Form 5500 as of August 9, 2010 and December 31, 2009:

	2010	2009
Investment contract, at fair value	\$ -	\$ 8,068,369
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	-	(729,418)
Total investment contract per Form 5500	<u>\$ -</u>	<u>\$ 7,338,951</u>

Bristol West Retirement Plan
Notes to Financial Statements (In liquidation)
August 9, 2010 and December 31, 2009 and for the period from January 1, 2010
through August 9, 2010

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

The following is a reconciliation of net appreciation in fair value of investments and interest and dividend income per the financial statements to the Form 5500 for the period from January 1, 2010 through August 9, 2010:

Net appreciation in fair value of investments per the financial statements	\$	163,806
Plus: Adjustment from fair value to contract value for fully benefit-responsive investment contracts, December 31, 2009		729,418
Total investment gain from pooled separate accounts and other income per the Form 5500	<u>\$</u>	<u>893,224</u>
 Total interest and dividend income per the financial statements	 \$	 126,029
Plus: Accrued investment income, December 31, 2009		802
Total interest and dividend income per the Form 5500	<u>\$</u>	<u>126,831</u>

The following is a reconciliation of administrative expenses per the financial statements to the Form 5500 for the period from January 1, 2010 through August 9, 2010:

Total administrative expenses per the financial statements	\$	11,789
Plus: Accrued administrative expenses, December 31, 2009		40
Total administrative expenses per the Form 5500	<u>\$</u>	<u>11,829</u>

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FARMERS

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May 3, 2011

PricewaterhouseCoopers LLP
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**RE: BRISTOL WEST RETIREMENT PLAN (95-0725935; PLAN #005) –PLAN
TERMINATION DATE CLARIFICATION**

To the PWC Audit Team:

This letter will clarify the Bristol West Retirement Plan's 2010 termination date. As you know, we've maintained the plan terminated on July 23, 2010 and we filed our 2010 plan 5500 extension accordingly with this date.

However, while all the assets of the plan transferred out of the trust on July 23, 2010, during the course of the final 5500 audit and review, we discovered there was subsequent interest distribution activity up until August 9, 2010. As a result of this residual activity, we are revising the termination date to August 9, 2010 to ensure this activity is accurately reflected for the plan records.

Please contact us if you have any further questions.

Very truly yours,

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

Bob Foster
Employee Benefits Manager

BF:df