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), 6057(b), 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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
UTICA MUTUAL INSURANCE COMPANY EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1966

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

UTICA MUTUAL INSURANCE COMPANY

180 GENESEE STREET
NEW HARTFORD, NY 13413-2299

2b Employer Identification Number (EIN) 15-0476880

2c Sponsor's telephone number 315-734-2000

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.	10/07/2013	GAIL STEDMAN
	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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	1704
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**	1407
b Retired or separated participants receiving benefits	**6b**	8
c Other retired or separated participants entitled to future benefits	**6c**	276
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1691
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f Total. Add lines **6d** and **6e**	**6f**	1691
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1639
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	34
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3H

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	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)	[X]	Trust
(4)	[ ]	General assets of the sponsor

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)	[X]	**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)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
UTICA MUTUAL INSURANCE COMPANY EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UTICA MUTUAL INSURANCE COMPANY

D Employer Identification Number (EIN)
15-0476880

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).. . . . . [X] 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

THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure 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)

THE VANGUARD GROUP, INC.

23-1945930

(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?
15 16 25 26 37 52 59	NONE	62627	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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)

(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
THE VANGUARD GROUP, INC.	99	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.
ROYCE AND ASSOCIATES, INC. 13-6981562	10 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	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.
DODGE & COX 94-1441976	8 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	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.
ROYCE AND ASSOCIATES, INC. 06-1619360	10 BPS

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
THE VANGUARD GROUP, INC.	99	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.
ALLIANCEBERNSTEIN FUNDS 13-4064930	THE LESSER OF 12 BPS OR $12 PER PLAN PARTICIPANT

(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:

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:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
UTICA MUTUAL INSURANCE COMPANY EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UTICA MUTUAL INSURANCE COMPANY

D Employer Identification Number (EIN)
15-0476880

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
23-2186884-022	C	25052367

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)

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)

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)

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)

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)

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)

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)

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

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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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
UTICA MUTUAL INSURANCE COMPANY EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UTICA MUTUAL INSURANCE COMPANY

D Employer Identification Number (EIN)
15-0476880

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)	665627	1374292
(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)	4130701	4297428
(9) Value of interest in common/collective trusts	1c(9)	24492715	25052367
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	110217393	126623066
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	139506436	157347153
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	139506436	157347153

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)	1374293	
(B) Participants	2a(1)(B)	6017112	
(C) Others (including rollovers)	2a(1)(C)	459973	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7851378
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)	178544	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		178544
(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)	3693409	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3693409
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		650870
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		11600558
c Other income	2c		3920
d Total income. Add all **income** amounts in column (b) and enter total	2d		23978679
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6062183	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	18212	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		6080395
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		9360
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	48207	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		48207
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6137962
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		17840717
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) [X] 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 [X] No

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

(1) Name: FITZGERALD, DEPIETRO & WOJNAS, CPAS **(2)** EIN: 16-1163912

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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.)	4a		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.)	4b		X	

			Yes	No	Amount
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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n			

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:**

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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
UTICA MUTUAL INSURANCE COMPANY EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
UTICA MUTUAL INSURANCE COMPANY

D Employer Identification Number (EIN)
15-0476880

Part I Distributions

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**

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): 23-2186884

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**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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 (include any prior year accumulated funding deficiency not waived) **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 or other authority 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

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. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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**

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Fitzgerald,
DePietro &
Wojnas CPAs, P.C.

Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

July 16, 2013

To the Plan Administrator of
Utica Mutual Insurance Company
Employee Profit Sharing and Investment Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk

assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan as of December 31, 2012, 2011 and 2010, and the changes in its net assets available for benefits for the years then ended in accordance with U.S. generally accepted accounting principles.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (Held At End of Year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with U.S. generally accepted auditing standards. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Fitzgerald, DePietro & Wojnas, CPAs, P.C.

FITZGERALD, DEPIETRO & WOJNAS, C.P.A.'s, P.C.

UTICA MUTUAL INSURANCE COMPANY
EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN

NEW HARTFORD, NEW YORK

FINANCIAL STATEMENTS

DECEMBER 31, 2012

Fitzgerald,
DePietro &
Wojnas CPAs, P.C.

Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

July 16, 2013

To the Plan Administrator of
Utica Mutual Insurance Company
Employee Profit Sharing and Investment Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2012, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk

assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan as of December 31, 2012, 2011 and 2010, and the changes in its net assets available for benefits for the years then ended in accordance with U.S. generally accepted accounting principles.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (Held At End of Year), referred to as "supplemental information," is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with U.S. generally accepted auditing standards. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Fitzgerald, DePietro & Wojnas, CPAs, P.C.

FITZGERALD, DEPIETRO & WOJNAS, C.P.A.'s, P.C.

UTICA MUTUAL INSURANCE COMPANY
EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN — NEW HARTFORD, NEW YORK

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS — DECEMBER 31,

	2012	2011	2010
A S S E T S			
Investments, At Fair Value - Notes 2(D), 3, 4 and 5:			
Mutual Funds	$126,623,066	$110,217,393	$113,589,673
Common Collective	25,052,367	24,492,715	19,246,335
	151,675,433	134,710,108	132,836,008
Receivables:			
Employer's Contributions Receivable	1,374,292	665,627	3,581,462
Notes Receivable from Participants - Note 2 (C)	4,297,428	4,130,701	4,872,594
	5,671,720	4,796,328	8,454,056
Total Assets	157,347,153	139,506,436	141,290,064
L I A B I L I T I E S			
None	-	-	-
Net Assets Available for Benefits at Fair Value	157,347,153	139,506,436	141,290,064
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract - Note 2(F)	(1,226,634)	(1,115,665)	(742,326)
Net Assets Available for Benefits	$156,120,519	$138,390,771	$140,547,738

See Accompanying Notes to Financial Statements

UTICA MUTUAL INSURANCE COMPANY
EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN — NEW HARTFORD, NEW YORK

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS — FOR THE YEAR ENDED DECEMBER 31,

	2012	2011	2010
ADDITIONS:			
Additions to net assets attributed to:			
Investment Income (Loss) - Note 4:			
Net Appreciation (Depreciation) in Fair Value of Investments	$ 11,600,558	$ (4,047,347)	$ 10,762,883
Interest, Dividends and Mutual Fund Distributions	4,411,854	4,388,315	3,098,533
	16,012,412	340,968	13,861,416
Contributions:			
Employer's	1,374,293	647,249	3,581,461
Participants'	6,017,112	5,847,770	5,545,249
Rollovers	459,973	740,234	4,426,214
	7,851,378	7,235,253	13,552,924
Total Additions	23,863,790	7,576,221	27,414,340
DEDUCTIONS:			
Deductions from net assets attributed to:			
Benefits Paid to Participants	6,089,755	9,690,466	6,670,856
Expenses	44,287	42,722	30,469
Total Deductions	6,134,042	9,733,188	6,701,325
Net Increase (Decrease)	17,729,748	(2,156,967)	20,713,015
Net Assets Available for Benefits:			
- Beginning of Year	138,390,771	140,547,738	119,834,723
- End of Year	$156,120,519	$138,390,771	$140,547,738

See Accompanying Notes to Financial Statements

NOTE 1 - Description of Plan

The following brief description of the Utica Mutual Insurance Company ("Company") Employee Profit Sharing and Investment Plan ("Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

During 2010 the Company acquired Founders Insurance Company (Founders). Employees of Founders are subject to a different employer contribution schedule. Many Founders participants, at their option, "rolled" their plan account from Founders' prior plan into the Company plan in 2010.

A) General - The Plan is a defined contribution plan covering substantially all employees of the Company who have attained age eighteen and are scheduled to work or have completed 1,000 hours or more. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

B) Contributions - Subject to Internal Revenue Code contribution limits, (maximum of $17,000 for the 2012 plan year) Utica Mutual participants may elect to contribute up to 50% of their annual compensation, before overtime and bonuses. Founders participants' annual compensation for contribution limits includes overtime and bonuses. These contributions may be pre-tax or after-tax (Roth). Participants who have attained age 50 are eligible to make additional "catch up" contributions of up to $5,500. Company matching contributions can range between 0% and 125% of the Utica Mutual participants' deferral (not to exceed 4%) based upon certain financial results of the Company. The Company match was approximately $600,000, $-0- and $3,100,000 in 2012, 2011 and 2010, respectively. The matching formula is as follows:

If the employer's percentage of net income before tax to net written premium for such calendar year is:	The employer's contribution will be the following percentage of his/her Elective Deferral Contribution:
At least 1% but less than 5%	25%
At least 5% but less than 6%	50%
At least 6% but less than 7%	75%
At Least 7% but less than 8%	100%
More than 8%	125%

Additional profit sharing contributions for Utica Mutual employees may be made at the discretion of the Board of Directors. For 2012, 2011 and 2010, no additional profit sharing contributions were made.

NOTE 1 - Description of Plan (Continued)

B) Contributions (Continued)

Utica Mutual employees hired or rehired on or after January 1, 2007, who have completed one year (consisting of 1,000 hours) of service during a plan year and are employed on the last business day of such plan year will be eligible for additional employer contributions. These "pension contributions" are a percent of the participant's compensation based on an actuarial value that takes into account the participant's age and years of service as of the last day of such plan year. "Pension contributions" were approximately $390,000, $300,000 and $230,000 in 2012, 2011 and 2010, respectively.

Founders employees that participated in the Founders Plan as of June 30, 2010 were immediately eligible to receive Employer Non-Elective and Profit Sharing Contributions. Founders Employees hired after June 30, 2010, will be eligible to receive these contributions after reaching age 21 and completing one year of service and will enter the Plan the first day of the calendar quarter immediately following the later of the date of hire or attaining age 18.

The Employer Non-Elective Contribution for Founders Employees will equal 3% of compensation (excluding retention bonuses and any amounts received from an executive savings plan). The Company's Non-Elective Contribution for Founders Employees was approximately $290,000, $280,000 and $160,000 in 2012, 2011 and 2010, respectively.

The amount of the Employer Profit Sharing Contribution for Founders Employees will be determined annually based on Founders' return on equity. The percentage is determined by using the following table:

Founders' Return on Equity	Profit Sharing Contribution (as a Percentage of Base Pay)
Below 0%	0%
1% to 8%	1% to 5%
8% to 16%	6% to 10%
16% to 20%	11% to 14%
Over 20%	15%

In order to receive a Profit Sharing Contribution, Founders employees must be actively employed on the last day of the Plan year and have completed 1,000 hours of service within that Plan year. The Company Profit Sharing Contribution for Founders employees was approximately $85,000, $85,000 and $110,000 in 2012, 2011 and 2010, respectively.

NOTE 1 - Description of Plan (Continued)

C) Participant Accounts - Individual separate accounts are maintained for each plan participant. Each participant's account is credited with their contribution, their share of the Company's contributions and actual earnings thereon. Participants direct investment of their account into various mutual funds selected by the Plan's administration.

D) Vesting - Participants are immediately 100% vested in their contributions and earnings thereon. Founders participants are immediately 100% vested in Company Non-Elective Contributions. Vesting in the Employer match and "pension" contributions for Utica Mutual employees and Employer Profit Sharing contributions for Founders employees are based on the following five year graded schedule.

Less than 2 years of service	0%
2 years	20%
3 years	40%
4 years	60%
5 years	100%

A participant is also 100% vested upon retirement, death or total and permanent disability.

E) Payment of Benefits - On termination of service other than retirement, a participant will receive a lump-sum amount equal to the total vested account value or if the account balance is over $5,000, may elect to defer distribution until no later than age 70 1/2.

Upon retirement, a participant may elect to receive a lump-sum amount or elect a series of installments or defer distribution until the later of age 65 or one year from the date of retirement.

Upon termination of service, amounts that a participant is not vested in will be forfeited. Forfeited amounts are used to offset future Company matching contributions. Forfeitures in each of 2012, 2011 and 2010 were less than $100,000.

F) Participant Loans - Participants may borrow from their account the lesser of 50% of their vested account value or $50,000. They are required to repay the loan over a period not to exceed 60 months with an interest rate of prime plus one percent. The maximum amount of loans outstanding at any time is five.

NOTE 1 - Description of Plan (Continued)

G) Withdrawals - The Plan allows for hardship withdrawals for uninsured medical expenses, tuition payments, purchase of a primary residence or to prevent eviction from or foreclosure of a primary residence.

NOTE 2 - Significant Accounting Policies

A. Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

B. Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make certain estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

C. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balance plus any accrued but unpaid interest.

D. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (See Note 3). Changes in fair value are included in changes in net assets. 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.

E. Payment of Benefits

Benefit payments are recorded upon distribution.

F. Fully Benefit-Responsive Contracts Held

The Plan purchases from Vanguard contracts for those participants receiving benefits in the form of an annuity. These contracts are considered Fully Benefit - Responsive Contracts.

Generally accepted accounting principles require investments held by a defined-contribution plan to be reported at fair value. However, contract value is the relevant value for the Plan because that is the amount participants will receive. The statement of net assets available for benefits presents the fair value of these investment contracts as well as the adjustment from fair value to contract value.

NOTE 2 - Significant Accounting Policies (Continued)

G. Subsequent Events

The Company did not have any subsequent events through July 16, 2013 (the date the financial statements were available to be issued) requiring recording or disclosure in the financial statements for the year ended December 31, 2012.

NOTE 3 - Fair Value Measurement

In accordance with generally accepted accounting principles, the Plan established a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy consists of three broad levels as listed below:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority.

- Level 2 inputs consist of observable inputs other than quoted prices for the identical assets.

- Level 3 inputs consist of unobservable inputs, have the lowest priority and should be used only when Level 1 and 2 inputs are unavailable.

When available, the Plan measures Fair Value using Level 1 inputs because they generally provide the most reliable evidence of Fair Value.

Level 1 - Fair Value Measurement

The Fair Value of Mutual Funds are based on quoted net asset values of the shares held by the Plan at year-end.

Level 2 - Fair Value Measurement

The Common Collective Trust (fully benefit-responsive contract with Vanguard) is valued using other significant observable inputs including quoted prices for similar securities, interest rates, etc.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits and are summarized below.

NOTE 3 - Fair Value Measurement (Continued)

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2012			
Mutual Funds	$126,623,066	$126,623,066	$ -
Common Collective Trust	25,052,367	-	25,052,367
Total	$151,675,433	$126,623,066	$25,052,367
December 31, 2011			
Mutual Funds	$110,217,393	$110,217,393	$ -
Common Collective Trust	24,492,715	-	24,492,715
Total	$134,710,108	$110,217,393	$24,492,715
December 31, 2010			
Mutual Funds	$113,589,673	$113,589,673	$ -
Common Collective Trust	19,246,335	-	19,246,335
Total	$132,836,008	$113,589,673	$19,246,335

NOTE 4 - Investments

The Plan's investments are all participant-directed and are held and administered by Vanguard Fiduciary Trust Company, the Plan's Trustee.

The following table presents the fair value of investments that represent 5% or more of the Plan's net assets at December 31,:

	2012	2011	2010
Mutual Funds:			
Brandywine Fund	$ -	$ -	$ 7,875,356
Dodge & Cox Income Fund	15,988,867	113,671,451	13,202,904
American Funds:			
EuroPacific Growth	-	-	7,248,481
Goldman Sachs:			
Growth Opportunity Fund Inst.	7,867,565	6,912,101	-
Vanguard Funds:			
500 Index	17,779,151	15,965,833	16,218,197
Growth and Income	11,909,357	10,194,369	10,820,114
Primecap	12,173,374	11,291,993	12,036,941
Common/Collective Trust Fund:			
Vanguard Retirement Savings Trust	25,052,367	24,492,715	19,246,335

NOTE 4 - Investments (Continued)

During 2012, 2011 and 2010, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	2012	2011	2010
Mutual Funds	$11,600,558	$(4,047,347)	$10,762,882

NOTE 5 - Investment Contract with Insurance Company

The Plan entered into benefit-responsive investment contracts held by Vanguard Retirement Savings Trust.

As described in Note 2(E), contract value is the relevant value for the Plan because contract value is the amount participants will receive under the contract.

Contract value, as reported by Vanguard, represents contributions made, plus earnings, less withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The fair value of the investment contracts at December 31, 2012, 2011 and 2010 was $25,052,367, $24,492,715 and $19,246,335, respectively.

Certain events could limit the Plan's ability to transact at contract value. Such events may include but are not limited to the following: (a) amendments to the Plan (including Plan termination or merger with another Plan), (b) transfers to other investment options, (c) events that cause a significant withdrawal from the Plan, (d) the failure to qualify for exemption from federal income taxes, or (e) a prohibited transaction under ERISA. The Company does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value, is probable.

	2012	2011	2010
Average yields:			
Based on actual earnings	2.37%	2.94%	2.92%
Based on interest rate credited to participants	2.29%	2.97%	2.89%

NOTE 6 - Tax Status

The Plan constitutes a qualified trust under Section 401(k) of the Internal Revenue Code (IRC) and is therefore exempt from Federal income taxes.

NOTE 6 - Tax Status (Continued)

The Internal Revenue Service has determined by letter dated February 4, 2003, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements.

The Plan's tax status is subject to audit. Generally, years after January 1, 2010 are open to audit.

NOTE 7 - Plan Termination

Although the Company has not expressed any intent to do so, it has the right under the Plan to terminate it at any time, subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

NOTE 8 - Party-in-Interest

Certain Plan investments are shares of a collective trust fund and mutual funds managed by Vanguard Fiduciary Trust Co. Vanguard Fiduciary Trust Co. is the Trustee of the Plan and therefore, these qualify as party-in-interest transactions.

NOTE 9 - Fees

The Company pays audit and other expenses of the Plan. Investment fees for the mutual funds are paid by the Plan and are included in the net investment returns of the various funds.

NOTE 10 - Risks, Uncertainties and Concentrations

The Plan's investments are exposed to various risks such as interest rate, credit and overall market risks. Due to the level of risk associated with investment securities, it is likely that changes in the values of its investment will occur in the near term and possible that such changes could materially affect the net assets.

The Plan's assets, although diversified through investments in several different mutual funds, are all held by Vanguard Fiduciary Trust Company. The Plan is dependent on this Custodian for safeguarding of its assets.

NOTE 11 - Reconciliation of Financial Statements to Form 5500

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

NOTE 6 - Tax Status (Continued)

The Internal Revenue Service has determined by letter dated February 4, 2003, that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements.

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The Company pays audit and other expenses of the Plan. Investment fees for the mutual funds are paid by the Plan and are included in the net investment returns of the various funds.

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The Plan's assets, although diversified through investments in several different mutual funds, are all held by Vanguard Fiduciary Trust Company. The Plan is dependent on this Custodian for safeguarding of its assets.

NOTE 11 - Reconciliation of Financial Statements to Form 5500

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

NOTE 11 - Reconciliation of Financial Statements to Form 5500 (Continued)

	2012	2011	2010
Net Assets Available for Benefits per Financial Statements	$156,120,519	$138,390,771	$140,547,738
Add: Adjustment for Contact Value for Fully Benefit-Responsive Investment Contract to Fair Value	1,226,634	1,115,665	742,326
Net Assets Available for Benefits per Form 5500	$157,347,153	$139,506,436	$141,290,064

	2012	2011	2010
Net Increase (Decrease) in Net Assets Available for Benefits per Financial Statement	$17,729,748	$(2,156,967)	$20,713,015
Add: Adjustment for Change in Difference From Contract Value for Fully Benefit-Responsive Investment Contract to Fair Value	110,969	373,339	742,326
Net Increase (Decrease) in Net Assets Available for Benefits per Form 5500	$17,840,717	$(1,783,628)	$21,455,341

NOTE 12 - Legal Proceedings/Contingencies

The Plan may engage legal counsel to defend it against such potential litigation matters whether asserted or anticipated as the Plan's management judges necessary in the circumstances. The Plan does not believe that there are any current actions that are either not covered by insurance or would have a material effect on its financial condition.

Note 13 - Plan Amendments

Effective July 1, 2010, the Plan was amended to incorporate specific provisions that apply to Founders employees who are now eligible to participate in the Plan.

SUPPLEMENTAL INFORMATION

UTICA MUTUAL INSURANCE COMPANY
EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN/
EIN 15-0476880, PLAN NO. 001

NEW HARTFORD, NEW YORK

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, PART IV, Line 4(i):

DECEMBER 31, 2012

(A)	(B) Identity of Issue	(C) Description Of Investment	(D) Cost	(E) Current Value
	Mutual Funds:			
*	AllianceBernstein Intn'l Growth Fund	20,177 Shares	**	$ 296,402
*	Goldman Sachs Growth Opportunity Fund	318,396 Shares	**	7,867,565
*	Dodge & Cox Income Fund	1,153,598 Shares	**	15,988,868
*	Northern Small Cap Value Fund	9,155 Shares	**	150,233
*	Royce Premier Fund	233,501 Shares	**	4,473,870
*	Royce Value Fund	55,856 Shares	**	633,402
*	T Rowe Price Small Cap Value Fund	16,568 Shares	**	644,820
	American Funds:			
*	EuroPacific Growth	145,172 Shares	**	5,876,549
	American Century Strategic Allocation Funds:			
*	Conservative	272,052 Shares	**	1,567,017
*	Moderate	230,591 Shares	**	1,581,851
*	Aggressive	201,325 Shares	**	1,620,666
	Dimensional Fund:			
*	Advisors International Value Portfolio	108,045 Shares	**	1,793,550
	Emerging Markets Value Portfolio	64,635 Shares	**	1,928,717
	Vanguard Funds:			
*	500 Index	135,336 Shares	**	17,779,151
*	Growth and Income	392,918 Shares	**	11,909,358
*	Inflation-Protected Securities	433,092 Shares	**	6,292,824
*	Mid-Cap Index	87,236 Shares	**	1,960,202
*	Primecap	175,182 Shares	**	12,173,374
*	Small Cap Index	32,907 Shares	**	1,274,812
*	Target Retirement 2010	84,513 Shares	**	2,039,303
*	Target Retirement 2015	254,014 Shares	**	3,398,701
*	Target Retirement 2020	237,092 Shares	**	5,649,892
*	Target Retirement 2025	346,508 Shares	**	4,709,048
*	Target Retirement 2030	154,906 Shares	**	3,621,702
*	Target Retirement 2035	125,021 Shares	**	1,761,551
*	Target Retirement 2040	58,603 Shares	**	1,358,407
*	Target Retirement 2045	70,907 Shares	**	1,031,699
*	Target Retirement 2050	32,479 Shares	**	749,949
*	Target Retirement 2055	1,347 Shares	**	33,405
*	Target Retirement Income	80,035 Shares	**	975,622
*	Windsor II	181,872 Shares	**	5,343,412
	Cash and Cash Equivalents:			
*	Vanguard Prime Money Market Fund	137,144 Shares	**	137,144
	Common/Collective Trust Fund:			
*	Vanguard Retirement Savings Trust	23,825,773 Shares	**	25,052,367
	Other Investments:			
*	Participant Loans Receivable	4.25% - 10.5%	**	4,297,428
	Total Investments			$155,972,861

* Denotes party in-interest
** Cost of Investments has been omitted due to all investments of the Plan being Participant directed.

UTICA MUTUAL INSURANCE COMPANY
EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN/
EIN 15-0476880, PLAN NO. 001

NEW HARTFORD, NEW YORK

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, PART IV, Line 4(i):

DECEMBER 31, 2012

(A)	(B) Identity of Issue	(C) Description Of Investment	(D) Cost	(E) Current Value
	Mutual Funds:			
*	AllianceBernstein Intn'l Growth Fund	20,177 Shares	**	$ 296,402
*	Goldman Sachs Growth Opportunity Fund	318,396 Shares	**	7,867,565
*	Dodge & Cox Income Fund	1,153,598 Shares	**	15,988,868
*	Northern Small Cap Value Fund	9,155 Shares	**	150,233
*	Royce Premier Fund	233,501 Shares	**	4,473,870
*	Royce Value Fund	55,856 Shares	**	633,402
*	T Rowe Price Small Cap Value Fund	16,568 Shares	**	644,820
	American Funds:			
*	EuroPacific Growth	145,172 Shares	**	5,876,549
	American Century Strategic Allocation Funds:			
*	Conservative	272,052 Shares	**	1,567,017
*	Moderate	230,591 Shares	**	1,581,851
*	Aggressive	201,325 Shares	**	1,620,666
	Dimensional Fund:			
*	Advisors International Value Portfolio	108,045 Shares	**	1,793,550
	Emerging Markets Value Portfolio	64,635 Shares	**	1,928,717
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*	500 Index	135,336 Shares	**	17,779,151
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*	Target Retirement 2035	125,021 Shares	**	1,761,551
*	Target Retirement 2040	58,603 Shares	**	1,358,407
*	Target Retirement 2045	70,907 Shares	**	1,031,699
*	Target Retirement 2050	32,479 Shares	**	749,949
*	Target Retirement 2055	1,347 Shares	**	33,405
*	Target Retirement Income	80,035 Shares	**	975,622
*	Windsor II	181,872 Shares	**	5,343,412
	Cash and Cash Equivalents:			
*	Vanguard Prime Money Market Fund	137,144 Shares	**	137,144
	Common/Collective Trust Fund:			
*	Vanguard Retirement Savings Trust	23,825,773 Shares	**	25,052,367
	Other Investments:			
*	Participant Loans Receivable	4.25% - 10.5%	**	4,297,428
	Total Investments			$155,972,861

* Denotes party in-interest
** Cost of Investments has been omitted due to all investments of the Plan being Participant directed.