

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 <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>03/01/1978</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GRANGE INSURANCE ASSOCIATION</u> <u>200 CEDAR STREET SEATTLE, WA 98121</u>	2b Employer Identification Number (EIN) <u>91-6025140</u> 2c Sponsor's telephone number <u>206-448-4911</u> 2d Business code (see instructions) <u>524150</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>10/14/2013</u>	<u>ANNEMARIE KILLEN-GALL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2013</u>	<u>SEAN MCGOURTY</u>
	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 <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address GRANGE INSURANCE ASSOCIATION 200 CEDAR STREET SEATTLE, WA 98121	3b Administrator's EIN 91-6025140 3c Administrator's telephone number 206-448-4911
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
5 Total number of participants at the beginning of the plan year	5 286
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 197
b Retired or separated participants receiving benefits.....	6b 2
c Other retired or separated participants entitled to future benefits.....	6c 75
d Subtotal. Add lines 6a , 6b , and 6c	6d 274
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1
f Total. Add lines 6d and 6e	6f 275
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 266
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
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 2T 3D	
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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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 <u>GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRANGE INSURANCE ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-6025140</u>

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
FID.INV.INST.OPS.CO.

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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 37 65 60	RECORDKEEPER	2156	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ABF LG CAP VAL INV - STATE STREET B 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO COMM REL RET A - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.45%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO REAL RTN BD AD - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
PIMCO TOT RETURN ADM - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.27%	
(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.	

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
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(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) <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="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GRANGE INSURANCE ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-6025140</u>	

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: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2343138</u>
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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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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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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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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):

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">002</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRANGE INSURANCE ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-6025140</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	572909	580612
(2) Participant contributions	1b(2)	29030	0
(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)	349359	323931
(9) Value of interest in common/collective trusts.....	1c(9)	3452730	2343138
(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)	17992061	19840991
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(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	22396089	23088672

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	22396089	23088672
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1014226	
(B) Participants	2a(1)(B)	927610	
(C) Others (including rollovers)	2a(1)(C)	10301	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1952137

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)	14106	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14106

(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)	595176	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		595176

(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)		

(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		18469
(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)		1861189
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4441077

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3746192	
(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)		3746192
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
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)	2302	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2302
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3748494

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		692583
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: CLARK NUBER

(2) EIN: 91-1194016

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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		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		1000000
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:

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

A Name of plan <u>GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRANGE INSURANCE ASSOCIATION</u>	D Employer Identification Number (EIN) <u>91-6025140</u>

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	<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>04-6568107</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	

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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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. If no, check the "No" box.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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): _____

***GRANGE INSURANCE ASSOCIATION
SAVINGS & INVESTMENT PLAN***

Financial Statements

For the Year Ended December 31, 2012

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Independent Auditors' Report***The Audit Committee and 401(k) Committee
Grange Insurance Association Savings & Investment Plan
Seattle, Washington******REPORT ON THE FINANCIAL STATEMENTS***

We were engaged to audit the accompanying financial statements of Grange Insurance Association Savings & Investment Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 5, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

CLARK NUBER

Certified Public
Accountants
and Consultants

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, 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.



Certified Public Accountants
September 30, 2013

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

***Statements of Net Assets Available for Benefits
December 31, 2012 and 2011***

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value-		
Mutual funds	\$ 19,840,991	\$ 17,992,061
Common collective trust fund	<u>2,343,138</u>	<u>3,452,730</u>
Total investments at fair value	22,184,129	21,444,791
Receivables-		
Employee contributions		29,030
Employer contributions	580,612	572,909
Notes receivable from participants	<u>323,931</u>	<u>349,359</u>
Total receivables	<u>904,543</u>	<u>951,298</u>
Net Assets Available for Benefits, at Fair Value	23,088,672	22,396,089
Adjustment from fair value to contract value for the fully benefit-responsive common collective trust fund	<u>(67,054)</u>	<u>(85,158)</u>
Net Assets Available for Benefits	<u>\$ 23,021,618</u>	<u>\$ 22,310,931</u>

See accompanying notes.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

***Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012***

Additions to Net Assets:

Contributions-

Employer	\$ 1,014,226
Employee	927,610
Rollover	<u>10,301</u>

Total contributions 1,952,137

Investment income-

Interest and dividends	645,855
Net increase in fair value of investments	<u>1,861,189</u>

Net investment income 2,507,044

Total Additions to Net Assets 4,459,181

Deductions from Net Assets:

Benefits paid to participants	3,746,192
Administrative expenses	<u>2,302</u>

Total Deductions from Net Assets 3,748,494

Net Increase in Net Assets Available for Benefits 710,687

Net Assets Available for Benefits:

Beginning of year 22,310,931

End of Year \$ 23,021,618

See accompanying notes.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 1 - Description of the Plan

The following description of the Grange Insurance Association Savings & Investment Plan (the Plan) provides general information only. Participants should refer to the plan document for complete information regarding the Plan's definitions, benefits, eligibility and other matters.

General - The Plan is a defined contribution plan for the benefit of substantially all employees of Grange Insurance Association (the Sponsor), except those employees covered by a collective bargaining agreement and leased employees. Said employees are eligible to participate in the Plan on the first day of the month after employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, (ERISA), as amended.

Contributions - Eligible employees are automatically enrolled in the Plan on the first of each month after employment with a deferral rate of 3% unless otherwise requested by the participant. Effective October 3, 2012, the automatic enrollment deferral rate increased to 5%. Participants may elect to defer up to 75% of eligible compensation, as defined by the Plan, subject to certain limitations under the Internal Revenue Code (the Code).

The Sponsor matches 100% of participant contributions up to 3% of eligible compensation and an additional 50% of the portion of deferred salary over 3% but not exceeding 5% of eligible compensation. The Sponsor may also provide discretionary employer profit sharing contributions to be made annually. A participant must be employed by the Sponsor at year-end and earn at least 1,000 hours of service during the plan year to receive a profit sharing contribution. The profit sharing contribution for the year ended December 31, 2012, was \$580,612.

Participants may allocate their contributions into any one of the funds offered by the Plan at a percentage designated by the participant. The participant may modify the contribution percentage as of the first day of each calendar month, and the participant may elect to commence salary deferral as of the first day of each month.

Participant Accounts - Each participant's account is credited with the participant's contributions, the Sponsor's matching contributions, discretionary profit sharing contributions, loans and loan repayments, and an allocation of fund earnings. 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.

Vesting - Participants are fully vested in the values of their respective contributions, plus actual earnings thereon. Effective January 1, 2002, active participants achieved 100% vesting in the Sponsor's matching and profit sharing contributions, upon entry into the Plan.

Forfeitures - Forfeitures are used to reduce the Sponsor's future contributions. At December 31, 2012 and 2011, forfeitures available to offset future matching contributions were \$13,815 and \$11,230, respectively. No forfeitures were used to reduce Sponsor contributions for the year ended December 31, 2012.

Benefit Payments - Upon termination of service, retirement, death, disability, or certain financial hardships, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Participants may also elect distributions under a systematic withdrawal plan (installments). Participants who have attained age 59 ½ may elect to receive a distribution of all or any portion of their account balance prior to termination of employment (in-service withdrawals). Participants may also elect to receive in-service withdrawals from balances rolled into the Plan.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 1 - Continued

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Only one loan is permitted per participant. Loan terms range from one to five years unless it is used to acquire a principal residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 0.5%. Principal and interest are paid ratably through monthly payroll deductions.

Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance. The majority of all other administrative expenses of the Plan are paid by the Sponsor.

Plan Termination - Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust fund. Contract value for the common collective trust fund is based on the net asset value of the fund as reported by the trustee. The statements of net assets available for benefits presents the fair value of the investment in the common collective trust fund and the adjustment of the investment in the collective trust fund from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amount of assets in the statements of net assets available for benefits and the additions and deductions in the statement of changes in net assets available for benefits, as well as the amounts disclosed in the financial statement footnotes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's 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 3 for discussion of fair value measurements.

Purchases and sales 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 in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded for the full amount of the outstanding loan balance.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 2 - Continued

Benefits Paid to Participants - Benefits paid to participants are recognized when they are paid. At December 31, 2012 and 2011, there were no amounts allocated to accounts of participants who have elected to withdraw from the Plan, but were not yet paid.

Risks and Uncertainties - All of the Plan's assets consist of investments in mutual funds and a common collective trust fund. Investments in stocks and bonds through mutual funds and common collective trust funds bear the risks associated with the performance of the underlying securities. Prices of the underlying securities are subject to change based upon various market, economic, and other factors beyond the control of the Plan's trustee. Due to the level of risk associated with the investments, it is at least reasonably possible that changes in the value 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 statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events - The Plan's management has evaluated subsequent events through September 30, 2013, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

U.S. GAAP 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) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon 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.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds - Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and transaction at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Collective Trust Fund - The Fidelity Managed Income Portfolio is a common collective trust fund investing primarily in guaranteed investment contracts (GICs). The underlying GICs are fully benefit-responsive and valued using the NAV provided by the fund's trustee. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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 following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value at December 31, 2012 and 2011:

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds-				
Small cap	\$ 1,099,493	\$ -	\$ -	\$ 1,099,493
Mid cap	2,323,011	-	-	2,323,011
Large cap	3,299,096	-	-	3,299,096
International stock	1,955,524	-	-	1,955,524
Fixed income	2,804,638	-	-	2,804,638
Specialty	72,113	-	-	72,113
Blended	8,287,116	-	-	8,287,116
Total mutual funds	19,840,991	-	-	19,840,991
Common collective trust fund-				
Stable value	-	2,343,138	-	2,343,138
	\$ 19,840,991	\$ 2,343,138	\$ -	\$ 22,184,129

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 3 - Continued

<i>Fair Value Measurements as of December 31, 2011</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds-				
Small cap	\$ 1,035,625	\$ -	\$ -	\$ 1,035,625
Mid cap	2,241,522	-	-	2,241,522
Large cap	2,891,516	-	-	2,891,516
International stock	1,652,387	-	-	1,652,387
Fixed income	2,872,310	-	-	2,872,310
Specialty	75,722	-	-	75,722
Blended	7,222,979	-	-	7,222,979
Total mutual funds	17,992,061	-	-	17,992,061
Common collective trust fund-				
Stable value	-	3,452,730	-	3,452,730
	\$ 17,992,061	\$ 3,452,730	\$ -	\$ 21,444,791

The following sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent), as of December 31:

	<i>2012 Fair Value</i>	<i>2011 Fair Value</i>	<i>Redemption Frequency</i>	<i>Redemption Notice Period</i>
Collective trust fund-				
Fidelity Managed Income Portfolio	\$ 2,343,138	\$ 3,452,730	Daily	None

The objective of the Fidelity Managed Income Portfolio common collective trust fund is to maintain principal value, protect against market price volatility, obtain consistent income return, and provide liquidity for benefit payments and withdrawals. The fund diversifies investments primarily among fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements. There were no unfunded commitments at December 31, 2012 and 2011.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 4 - Investments

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2012</u>	<u>2011</u>
Mutual funds-		
Fidelity Freedom 2020	\$ 2,402,891	\$ 1,972,839
Spartan US Bond Index	1,724,058	1,983,330
Fidelity Capital Appreciation	1,409,280	1,304,098
Spartan Extended Market Index	1,372,635	1,231,458
Fidelity Freedom 2030	1,151,835	*
Common collective trust fund-		
Fidelity Managed Income Portfolio	2,343,138	3,452,730

* Does not comprise 5% or more of net assets at year-end.

Note 5 - Information Certified by the Trustee

The Sponsor has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Sponsor has obtained certifications from the trustee, Fidelity Management Trust Company, that the following information provided by the trustee and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2012 and 2011;
- Investment and other income earned and losses incurred for the year ended December 31, 2012; and
- Investment transactions for the year ended December 31, 2012.

Note 6 - Party-In-Interest Transactions

The Plan invests in shares of mutual funds and a common collective trust fund managed by an affiliate of the trustee. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments, qualify as party-in-interest transactions, which are exempt from the rules governing prohibited transactions under ERISA. Fees paid by the Plan to the affiliate for administrative expenses for year ended December 31, 2012, totaled \$2,302.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 7 - Income Tax Status

The underlying nonstandardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401(a) of the Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2005-6, the Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 8 - 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 at December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 23,021,618	\$ 22,310,931
Adjustment from contract value to fair value for the fully benefit-responsive common collective trust fund	<u>67,054</u>	<u>85,158</u>
Net Assets Per the Form 5500	<u>\$ 23,088,672</u>	<u>\$ 22,396,089</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase per the financial statements	\$ 710,687
Change in the adjustment from contract value to fair value for the fully benefit-responsive common collective trust fund from December 31, 2011 to December 31, 2012	<u>(18,104)</u>
Net Income Per the Form 5500	<u>\$ 692,583</u>

SUPPLEMENTARY INFORMATION

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Grange Insurance Association
EIN: 91-6025140
Plan No.: 002

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Freedom 2020	Mutual fund	**	\$ 2,402,891
*	Fidelity Managed Income Portfolio	Common collective trust	**	2,343,138
*	Spartan US Bond Index	Mutual fund	**	1,724,058
*	Fidelity Capital Appreciation	Mutual fund	**	1,409,280
	Spartan Extended Market Index	Mutual fund	**	1,372,635
*	Fidelity Freedom 2030	Mutual fund	**	1,151,835
*	Fidelity Freedom 2015	Mutual fund	**	1,131,902
*	Fidelity Worldwide	Mutual fund	**	1,121,956
*	Fidelity Small Cap Stock	Mutual fund	**	1,091,988
	ABF Large Cap Value	Mutual fund	**	1,085,180
*	Fidelity Freedom 2025	Mutual fund	**	971,929
*	Fidelity Low Price Stock	Mutual fund	**	950,376
	PIMCO Total Return	Mutual fund	**	862,384
*	Fidelity Freedom 2040	Mutual fund	**	837,984
*	Fidelity Diversified International	Mutual fund	**	833,568
*	Spartan 500 Index	Mutual fund	**	804,636
*	Fidelity Balanced	Mutual fund	**	745,145
*	Fidelity Freedom 2035	Mutual fund	**	649,326
	PIMCO Real Return Strategy A	Mutual fund	**	218,196
*	Fidelity Freedom 2045	Mutual fund	**	135,172
*	Fidelity Freedom 2010	Mutual fund	**	103,102
*	Fidelity Freedom 2050	Mutual fund	**	77,237
	PIMCO Real Return Bond	Mutual fund	**	72,113
*	Fidelity Freedom Income	Mutual fund	**	43,331
*	Fidelity Freedom 2000	Mutual fund	**	30,448
*	Spartan Small Cap Index Advantage	Mutual fund	**	7,506
*	Fidelity Freedom 2005	Mutual fund	**	5,255
*	Fidelity Freedom 2055	Mutual fund	**	1,558
*	Participant Loans	Rates from 3.75% to 10.00%, maturing through August 2021	-0-	323,931
Total				<u>\$ 22,508,060</u>

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

***GRANGE INSURANCE ASSOCIATION
SAVINGS & INVESTMENT PLAN***

Financial Statements

For the Year Ended December 31, 2012

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Independent Auditors' Report***The Audit Committee and 401(k) Committee
Grange Insurance Association Savings & Investment Plan
Seattle, Washington******REPORT ON THE FINANCIAL STATEMENTS***

We were engaged to audit the accompanying financial statements of Grange Insurance Association Savings & Investment Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 5, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

CLARK NUBER

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, 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.



Certified Public Accountants
September 30, 2013

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

***Statements of Net Assets Available for Benefits
December 31, 2012 and 2011***

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value-		
Mutual funds	\$ 19,840,991	\$ 17,992,061
Common collective trust fund	<u>2,343,138</u>	<u>3,452,730</u>
Total investments at fair value	22,184,129	21,444,791
Receivables-		
Employee contributions		29,030
Employer contributions	580,612	572,909
Notes receivable from participants	<u>323,931</u>	<u>349,359</u>
Total receivables	<u>904,543</u>	<u>951,298</u>
Net Assets Available for Benefits, at Fair Value	23,088,672	22,396,089
Adjustment from fair value to contract value for the fully benefit-responsive common collective trust fund	<u>(67,054)</u>	<u>(85,158)</u>
Net Assets Available for Benefits	<u>\$ 23,021,618</u>	<u>\$ 22,310,931</u>

See accompanying notes.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

***Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012***

Additions to Net Assets:

Contributions-	
Employer	\$ 1,014,226
Employee	927,610
Rollover	<u>10,301</u>
Total contributions	1,952,137
Investment income-	
Interest and dividends	645,855
Net increase in fair value of investments	<u>1,861,189</u>
Net investment income	<u>2,507,044</u>
Total Additions to Net Assets	4,459,181
Deductions from Net Assets:	
Benefits paid to participants	3,746,192
Administrative expenses	<u>2,302</u>
Total Deductions from Net Assets	<u>3,748,494</u>
Net Increase in Net Assets Available for Benefits	710,687
Net Assets Available for Benefits:	
Beginning of year	<u>22,310,931</u>
End of Year	<u><u>\$ 23,021,618</u></u>

See accompanying notes.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 1 - Description of the Plan

The following description of the Grange Insurance Association Savings & Investment Plan (the Plan) provides general information only. Participants should refer to the plan document for complete information regarding the Plan's definitions, benefits, eligibility and other matters.

General - The Plan is a defined contribution plan for the benefit of substantially all employees of Grange Insurance Association (the Sponsor), except those employees covered by a collective bargaining agreement and leased employees. Said employees are eligible to participate in the Plan on the first day of the month after employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, (ERISA), as amended.

Contributions - Eligible employees are automatically enrolled in the Plan on the first of each month after employment with a deferral rate of 3% unless otherwise requested by the participant. Effective October 3, 2012, the automatic enrollment deferral rate increased to 5%. Participants may elect to defer up to 75% of eligible compensation, as defined by the Plan, subject to certain limitations under the Internal Revenue Code (the Code).

The Sponsor matches 100% of participant contributions up to 3% of eligible compensation and an additional 50% of the portion of deferred salary over 3% but not exceeding 5% of eligible compensation. The Sponsor may also provide discretionary employer profit sharing contributions to be made annually. A participant must be employed by the Sponsor at year-end and earn at least 1,000 hours of service during the plan year to receive a profit sharing contribution. The profit sharing contribution for the year ended December 31, 2012, was \$580,612.

Participants may allocate their contributions into any one of the funds offered by the Plan at a percentage designated by the participant. The participant may modify the contribution percentage as of the first day of each calendar month, and the participant may elect to commence salary deferral as of the first day of each month.

Participant Accounts - Each participant's account is credited with the participant's contributions, the Sponsor's matching contributions, discretionary profit sharing contributions, loans and loan repayments, and an allocation of fund earnings. 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.

Vesting - Participants are fully vested in the values of their respective contributions, plus actual earnings thereon. Effective January 1, 2002, active participants achieved 100% vesting in the Sponsor's matching and profit sharing contributions, upon entry into the Plan.

Forfeitures - Forfeitures are used to reduce the Sponsor's future contributions. At December 31, 2012 and 2011, forfeitures available to offset future matching contributions were \$13,815 and \$11,230, respectively. No forfeitures were used to reduce Sponsor contributions for the year ended December 31, 2012.

Benefit Payments - Upon termination of service, retirement, death, disability, or certain financial hardships, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Participants may also elect distributions under a systematic withdrawal plan (installments). Participants who have attained age 59 ½ may elect to receive a distribution of all or any portion of their account balance prior to termination of employment (in-service withdrawals). Participants may also elect to receive in-service withdrawals from balances rolled into the Plan.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 1 - Continued

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Only one loan is permitted per participant. Loan terms range from one to five years unless it is used to acquire a principal residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 0.5%. Principal and interest are paid ratably through monthly payroll deductions.

Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance. The majority of all other administrative expenses of the Plan are paid by the Sponsor.

Plan Termination - Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust fund. Contract value for the common collective trust fund is based on the net asset value of the fund as reported by the trustee. The statements of net assets available for benefits presents the fair value of the investment in the common collective trust fund and the adjustment of the investment in the collective trust fund from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amount of assets in the statements of net assets available for benefits and the additions and deductions in the statement of changes in net assets available for benefits, as well as the amounts disclosed in the financial statement footnotes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's 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 3 for discussion of fair value measurements.

Purchases and sales 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 in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded for the full amount of the outstanding loan balance.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 2 - Continued

Benefits Paid to Participants - Benefits paid to participants are recognized when they are paid. At December 31, 2012 and 2011, there were no amounts allocated to accounts of participants who have elected to withdraw from the Plan, but were not yet paid.

Risks and Uncertainties - All of the Plan's assets consist of investments in mutual funds and a common collective trust fund. Investments in stocks and bonds through mutual funds and common collective trust funds bear the risks associated with the performance of the underlying securities. Prices of the underlying securities are subject to change based upon various market, economic, and other factors beyond the control of the Plan's trustee. Due to the level of risk associated with the investments, it is at least reasonably possible that changes in the value 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 statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events - The Plan's management has evaluated subsequent events through September 30, 2013, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

U.S. GAAP 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) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon 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.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds - Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and transaction at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Collective Trust Fund - The Fidelity Managed Income Portfolio is a common collective trust fund investing primarily in guaranteed investment contracts (GICs). The underlying GICs are fully benefit-responsive and valued using the NAV provided by the fund's trustee. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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 following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value at December 31, 2012 and 2011:

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds-				
Small cap	\$ 1,099,493	\$ -	\$ -	\$ 1,099,493
Mid cap	2,323,011	-	-	2,323,011
Large cap	3,299,096	-	-	3,299,096
International stock	1,955,524	-	-	1,955,524
Fixed income	2,804,638	-	-	2,804,638
Specialty	72,113	-	-	72,113
Blended	8,287,116	-	-	8,287,116
Total mutual funds	19,840,991	-	-	19,840,991
Common collective trust fund-				
Stable value	-	2,343,138	-	2,343,138
	\$ 19,840,991	\$ 2,343,138	\$ -	\$ 22,184,129

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 3 - Continued

<i>Fair Value Measurements as of December 31, 2011</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds-				
Small cap	\$ 1,035,625	\$ -	\$ -	\$ 1,035,625
Mid cap	2,241,522	-	-	2,241,522
Large cap	2,891,516	-	-	2,891,516
International stock	1,652,387	-	-	1,652,387
Fixed income	2,872,310	-	-	2,872,310
Specialty	75,722	-	-	75,722
Blended	7,222,979	-	-	7,222,979
Total mutual funds	17,992,061	-	-	17,992,061
Common collective trust fund-				
Stable value	-	3,452,730	-	3,452,730
	\$ 17,992,061	\$ 3,452,730	\$ -	\$ 21,444,791

The following sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent), as of December 31:

	<i>2012 Fair Value</i>	<i>2011 Fair Value</i>	<i>Redemption Frequency</i>	<i>Redemption Notice Period</i>
Collective trust fund-				
Fidelity Managed Income Portfolio	\$ 2,343,138	\$ 3,452,730	Daily	None

The objective of the Fidelity Managed Income Portfolio common collective trust fund is to maintain principal value, protect against market price volatility, obtain consistent income return, and provide liquidity for benefit payments and withdrawals. The fund diversifies investments primarily among fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements. There were no unfunded commitments at December 31, 2012 and 2011.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements For the Year Ended December 31, 2012

Note 4 - Investments

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2012</u>	<u>2011</u>
Mutual funds-		
Fidelity Freedom 2020	\$ 2,402,891	\$ 1,972,839
Spartan US Bond Index	1,724,058	1,983,330
Fidelity Capital Appreciation	1,409,280	1,304,098
Spartan Extended Market Index	1,372,635	1,231,458
Fidelity Freedom 2030	1,151,835	*
Common collective trust fund-		
Fidelity Managed Income Portfolio	2,343,138	3,452,730

* Does not comprise 5% or more of net assets at year-end.

Note 5 - Information Certified by the Trustee

The Sponsor has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Sponsor has obtained certifications from the trustee, Fidelity Management Trust Company, that the following information provided by the trustee and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2012 and 2011;
- Investment and other income earned and losses incurred for the year ended December 31, 2012; and
- Investment transactions for the year ended December 31, 2012.

Note 6 - Party-In-Interest Transactions

The Plan invests in shares of mutual funds and a common collective trust fund managed by an affiliate of the trustee. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments, qualify as party-in-interest transactions, which are exempt from the rules governing prohibited transactions under ERISA. Fees paid by the Plan to the affiliate for administrative expenses for year ended December 31, 2012, totaled \$2,302.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 7 - Income Tax Status

The underlying nonstandardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401(a) of the Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2005-6, the Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 8 - 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 at December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 23,021,618	\$ 22,310,931
Adjustment from contract value to fair value for the fully benefit-responsive common collective trust fund	<u>67,054</u>	<u>85,158</u>
Net Assets Per the Form 5500	<u>\$ 23,088,672</u>	<u>\$ 22,396,089</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase per the financial statements	\$ 710,687
Change in the adjustment from contract value to fair value for the fully benefit-responsive common collective trust fund from December 31, 2011 to December 31, 2012	<u>(18,104)</u>
Net Income Per the Form 5500	<u>\$ 692,583</u>

SUPPLEMENTARY INFORMATION

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Grange Insurance Association
EIN: 91-6025140
Plan No.: 002

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Freedom 2020	Mutual fund	**	\$ 2,402,891
*	Fidelity Managed Income Portfolio	Common collective trust	**	2,343,138
*	Spartan US Bond Index	Mutual fund	**	1,724,058
*	Fidelity Capital Appreciation	Mutual fund	**	1,409,280
	Spartan Extended Market Index	Mutual fund	**	1,372,635
*	Fidelity Freedom 2030	Mutual fund	**	1,151,835
*	Fidelity Freedom 2015	Mutual fund	**	1,131,902
*	Fidelity Worldwide	Mutual fund	**	1,121,956
*	Fidelity Small Cap Stock	Mutual fund	**	1,091,988
	ABF Large Cap Value	Mutual fund	**	1,085,180
*	Fidelity Freedom 2025	Mutual fund	**	971,929
*	Fidelity Low Price Stock	Mutual fund	**	950,376
	PIMCO Total Return	Mutual fund	**	862,384
*	Fidelity Freedom 2040	Mutual fund	**	837,984
*	Fidelity Diversified International	Mutual fund	**	833,568
*	Spartan 500 Index	Mutual fund	**	804,636
*	Fidelity Balanced	Mutual fund	**	745,145
*	Fidelity Freedom 2035	Mutual fund	**	649,326
	PIMCO Real Return Strategy A	Mutual fund	**	218,196
*	Fidelity Freedom 2045	Mutual fund	**	135,172
*	Fidelity Freedom 2010	Mutual fund	**	103,102
*	Fidelity Freedom 2050	Mutual fund	**	77,237
	PIMCO Real Return Bond	Mutual fund	**	72,113
*	Fidelity Freedom Income	Mutual fund	**	43,331
*	Fidelity Freedom 2000	Mutual fund	**	30,448
*	Spartan Small Cap Index Advantage	Mutual fund	**	7,506
*	Fidelity Freedom 2005	Mutual fund	**	5,255
*	Fidelity Freedom 2055	Mutual fund	**	1,558
*	Participant Loans	Rates from 3.75% to 10.00%, maturing through August 2021	-0-	323,931
Total				<u>\$ 22,508,060</u>

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.

***GRANGE INSURANCE ASSOCIATION
SAVINGS & INVESTMENT PLAN***

Financial Statements

For the Year Ended December 31, 2012

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Independent Auditors' Report***The Audit Committee and 401(k) Committee
Grange Insurance Association Savings & Investment Plan
Seattle, Washington******REPORT ON THE FINANCIAL STATEMENTS***

We were engaged to audit the accompanying financial statements of Grange Insurance Association Savings & Investment Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 5, which was certified by Fidelity Management Trust Company, the trustee 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 trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

CLARK NUBER

Certified Public
Accountants
and Consultants

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplementary information, as listed in the accompanying table of contents, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary information.

REPORT ON FORM AND CONTENT IN COMPLIANCE WITH DOL RULES AND REGULATIONS

The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, 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.



Certified Public Accountants
September 30, 2013

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

***Statements of Net Assets Available for Benefits
December 31, 2012 and 2011***

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value-		
Mutual funds	\$ 19,840,991	\$ 17,992,061
Common collective trust fund	<u>2,343,138</u>	<u>3,452,730</u>
Total investments at fair value	22,184,129	21,444,791
Receivables-		
Employee contributions		29,030
Employer contributions	580,612	572,909
Notes receivable from participants	<u>323,931</u>	<u>349,359</u>
Total receivables	<u>904,543</u>	<u>951,298</u>
Net Assets Available for Benefits, at Fair Value	23,088,672	22,396,089
Adjustment from fair value to contract value for the fully benefit-responsive common collective trust fund	<u>(67,054)</u>	<u>(85,158)</u>
Net Assets Available for Benefits	<u>\$ 23,021,618</u>	<u>\$ 22,310,931</u>

See accompanying notes.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

***Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012***

Additions to Net Assets:

Contributions-

Employer	\$ 1,014,226
Employee	927,610
Rollover	<u>10,301</u>

Total contributions	1,952,137
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Investment income-

Interest and dividends	645,855
Net increase in fair value of investments	<u>1,861,189</u>

Net investment income	<u>2,507,044</u>
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Total Additions to Net Assets	4,459,181
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Deductions from Net Assets:

Benefits paid to participants	3,746,192
Administrative expenses	<u>2,302</u>

Total Deductions from Net Assets	<u>3,748,494</u>
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Net Increase in Net Assets Available for Benefits	710,687
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Net Assets Available for Benefits:

Beginning of year	<u>22,310,931</u>
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End of Year	<u><u>\$ 23,021,618</u></u>
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See accompanying notes.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 1 - Description of the Plan

The following description of the Grange Insurance Association Savings & Investment Plan (the Plan) provides general information only. Participants should refer to the plan document for complete information regarding the Plan's definitions, benefits, eligibility and other matters.

General - The Plan is a defined contribution plan for the benefit of substantially all employees of Grange Insurance Association (the Sponsor), except those employees covered by a collective bargaining agreement and leased employees. Said employees are eligible to participate in the Plan on the first day of the month after employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, (ERISA), as amended.

Contributions - Eligible employees are automatically enrolled in the Plan on the first of each month after employment with a deferral rate of 3% unless otherwise requested by the participant. Effective October 3, 2012, the automatic enrollment deferral rate increased to 5%. Participants may elect to defer up to 75% of eligible compensation, as defined by the Plan, subject to certain limitations under the Internal Revenue Code (the Code).

The Sponsor matches 100% of participant contributions up to 3% of eligible compensation and an additional 50% of the portion of deferred salary over 3% but not exceeding 5% of eligible compensation. The Sponsor may also provide discretionary employer profit sharing contributions to be made annually. A participant must be employed by the Sponsor at year-end and earn at least 1,000 hours of service during the plan year to receive a profit sharing contribution. The profit sharing contribution for the year ended December 31, 2012, was \$580,612.

Participants may allocate their contributions into any one of the funds offered by the Plan at a percentage designated by the participant. The participant may modify the contribution percentage as of the first day of each calendar month, and the participant may elect to commence salary deferral as of the first day of each month.

Participant Accounts - Each participant's account is credited with the participant's contributions, the Sponsor's matching contributions, discretionary profit sharing contributions, loans and loan repayments, and an allocation of fund earnings. 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.

Vesting - Participants are fully vested in the values of their respective contributions, plus actual earnings thereon. Effective January 1, 2002, active participants achieved 100% vesting in the Sponsor's matching and profit sharing contributions, upon entry into the Plan.

Forfeitures - Forfeitures are used to reduce the Sponsor's future contributions. At December 31, 2012 and 2011, forfeitures available to offset future matching contributions were \$13,815 and \$11,230, respectively. No forfeitures were used to reduce Sponsor contributions for the year ended December 31, 2012.

Benefit Payments - Upon termination of service, retirement, death, disability, or certain financial hardships, a participant or beneficiary may elect to receive a lump-sum distribution equal to the value of the participant's vested interest in his or her account. Participants may also elect distributions under a systematic withdrawal plan (installments). Participants who have attained age 59 ½ may elect to receive a distribution of all or any portion of their account balance prior to termination of employment (in-service withdrawals). Participants may also elect to receive in-service withdrawals from balances rolled into the Plan.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 1 - Continued

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Only one loan is permitted per participant. Loan terms range from one to five years unless it is used to acquire a principal residence. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 0.5%. Principal and interest are paid ratably through monthly payroll deductions.

Administrative Expenses - Several of the investment fund options are subject to investment and administrative fees based on a percentage of invested assets, as disclosed in the fund's prospectus. All such fees are charged directly against the fund's investment performance. The majority of all other administrative expenses of the Plan are paid by the Sponsor.

Plan Termination - Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

Note 2 - Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust fund. Contract value for the common collective trust fund is based on the net asset value of the fund as reported by the trustee. The statements of net assets available for benefits presents the fair value of the investment in the common collective trust fund and the adjustment of the investment in the collective trust fund from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amount of assets in the statements of net assets available for benefits and the additions and deductions in the statement of changes in net assets available for benefits, as well as the amounts disclosed in the financial statement footnotes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's 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 3 for discussion of fair value measurements.

Purchases and sales 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 in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Accrued but unpaid interest, if any, would not have a material impact on the Plan's financial statements. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded for the full amount of the outstanding loan balance.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 2 - Continued

Benefits Paid to Participants - Benefits paid to participants are recognized when they are paid. At December 31, 2012 and 2011, there were no amounts allocated to accounts of participants who have elected to withdraw from the Plan, but were not yet paid.

Risks and Uncertainties - All of the Plan's assets consist of investments in mutual funds and a common collective trust fund. Investments in stocks and bonds through mutual funds and common collective trust funds bear the risks associated with the performance of the underlying securities. Prices of the underlying securities are subject to change based upon various market, economic, and other factors beyond the control of the Plan's trustee. Due to the level of risk associated with the investments, it is at least reasonably possible that changes in the value 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 statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Subsequent Events - The Plan's management has evaluated subsequent events through September 30, 2013, the date on which the Plan's financial statements were available to be issued.

Note 3 - Fair Value Measurements

U.S. GAAP 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) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

Level 1 - Unadjusted quoted prices available in active markets for identical assets or liabilities;

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

Level 3 - Unobservable inputs that are significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based upon 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.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 3 - Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual Funds - Valued at daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and transaction at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Collective Trust Fund - The Fidelity Managed Income Portfolio is a common collective trust fund investing primarily in guaranteed investment contracts (GICs). The underlying GICs are fully benefit-responsive and valued using the NAV provided by the fund's trustee. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding at the valuation date. The fund is traded on a private market that is not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.

The valuation methodologies used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan's management 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 following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value at December 31, 2012 and 2011:

<i>Fair Value Measurements as of December 31, 2012</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds-				
Small cap	\$ 1,099,493	\$ -	\$ -	\$ 1,099,493
Mid cap	2,323,011	-	-	2,323,011
Large cap	3,299,096	-	-	3,299,096
International stock	1,955,524	-	-	1,955,524
Fixed income	2,804,638	-	-	2,804,638
Specialty	72,113	-	-	72,113
Blended	8,287,116	-	-	8,287,116
Total mutual funds	19,840,991	-	-	19,840,991
Common collective trust fund-				
Stable value	-	2,343,138	-	2,343,138
	\$ 19,840,991	\$ 2,343,138	\$ -	\$ 22,184,129

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 3 - Continued

<i>Fair Value Measurements as of December 31, 2011</i>				
	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Mutual funds-				
Small cap	\$ 1,035,625	\$ -	\$ -	\$ 1,035,625
Mid cap	2,241,522	-	-	2,241,522
Large cap	2,891,516	-	-	2,891,516
International stock	1,652,387	-	-	1,652,387
Fixed income	2,872,310	-	-	2,872,310
Specialty	75,722	-	-	75,722
Blended	7,222,979	-	-	7,222,979
Total mutual funds	17,992,061	-	-	17,992,061
Common collective trust fund-				
Stable value	-	3,452,730	-	3,452,730
	\$ 17,992,061	\$ 3,452,730	\$ -	\$ 21,444,791

The following sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent), as of December 31:

	<i>2012 Fair Value</i>	<i>2011 Fair Value</i>	<i>Redemption Frequency</i>	<i>Redemption Notice Period</i>
Collective trust fund-				
Fidelity Managed Income Portfolio	\$ 2,343,138	\$ 3,452,730	Daily	None

The objective of the Fidelity Managed Income Portfolio common collective trust fund is to maintain principal value, protect against market price volatility, obtain consistent income return, and provide liquidity for benefit payments and withdrawals. The fund diversifies investments primarily among fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements. There were no unfunded commitments at December 31, 2012 and 2011.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements For the Year Ended December 31, 2012

Note 4 - Investments

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2012</u>	<u>2011</u>
Mutual funds-		
Fidelity Freedom 2020	\$ 2,402,891	\$ 1,972,839
Spartan US Bond Index	1,724,058	1,983,330
Fidelity Capital Appreciation	1,409,280	1,304,098
Spartan Extended Market Index	1,372,635	1,231,458
Fidelity Freedom 2030	1,151,835	*
Common collective trust fund-		
Fidelity Managed Income Portfolio	2,343,138	3,452,730

* Does not comprise 5% or more of net assets at year-end.

Note 5 - Information Certified by the Trustee

The Sponsor has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Under this provision of ERISA, certain information certified by a qualifying institution need not be subjected to independent audits. The Sponsor has obtained certifications from the trustee, Fidelity Management Trust Company, that the following information provided by the trustee and included in the Plan's financial statements and supplementary information is complete and accurate:

- Fair value and, if applicable, contract value of investments as of December 31, 2012 and 2011;
- Investment and other income earned and losses incurred for the year ended December 31, 2012; and
- Investment transactions for the year ended December 31, 2012.

Note 6 - Party-In-Interest Transactions

The Plan invests in shares of mutual funds and a common collective trust fund managed by an affiliate of the trustee. Transactions in such investments and fees charged by the affiliate directly to the funds for managing the investments, qualify as party-in-interest transactions, which are exempt from the rules governing prohibited transactions under ERISA. Fees paid by the Plan to the affiliate for administrative expenses for year ended December 31, 2012, totaled \$2,302.

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Notes to Financial Statements

For the Year Ended December 31, 2012

Note 7 - Income Tax Status

The underlying nonstandardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008, stating that the form of the Plan is qualified under Section 401(a) of the Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2005-6, the Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

The Plan is subject to audits by the IRS for certain tax periods based on applicable laws and regulations; however, there are currently no audits for any tax periods in progress.

Note 8 - 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 at December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 23,021,618	\$ 22,310,931
Adjustment from contract value to fair value for the fully benefit-responsive common collective trust fund	<u>67,054</u>	<u>85,158</u>
Net Assets Per the Form 5500	<u>\$ 23,088,672</u>	<u>\$ 22,396,089</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

Net increase per the financial statements	\$ 710,687
Change in the adjustment from contract value to fair value for the fully benefit-responsive common collective trust fund from December 31, 2011 to December 31, 2012	<u>(18,104)</u>
Net Income Per the Form 5500	<u>\$ 692,583</u>

SUPPLEMENTARY INFORMATION

GRANGE INSURANCE ASSOCIATION SAVINGS & INVESTMENT PLAN

Attachment to Form 5500, Schedule H, Line 4(i)
Schedule of Assets Held as of December 31, 2012

Employer: Grange Insurance Association
EIN: 91-6025140
Plan No.: 002

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Freedom 2020	Mutual fund	**	\$ 2,402,891
*	Fidelity Managed Income Portfolio	Common collective trust	**	2,343,138
*	Spartan US Bond Index	Mutual fund	**	1,724,058
*	Fidelity Capital Appreciation	Mutual fund	**	1,409,280
	Spartan Extended Market Index	Mutual fund	**	1,372,635
*	Fidelity Freedom 2030	Mutual fund	**	1,151,835
*	Fidelity Freedom 2015	Mutual fund	**	1,131,902
*	Fidelity Worldwide	Mutual fund	**	1,121,956
*	Fidelity Small Cap Stock	Mutual fund	**	1,091,988
	ABF Large Cap Value	Mutual fund	**	1,085,180
*	Fidelity Freedom 2025	Mutual fund	**	971,929
*	Fidelity Low Price Stock	Mutual fund	**	950,376
	PIMCO Total Return	Mutual fund	**	862,384
*	Fidelity Freedom 2040	Mutual fund	**	837,984
*	Fidelity Diversified International	Mutual fund	**	833,568
*	Spartan 500 Index	Mutual fund	**	804,636
*	Fidelity Balanced	Mutual fund	**	745,145
*	Fidelity Freedom 2035	Mutual fund	**	649,326
	PIMCO Real Return Strategy A	Mutual fund	**	218,196
*	Fidelity Freedom 2045	Mutual fund	**	135,172
*	Fidelity Freedom 2010	Mutual fund	**	103,102
*	Fidelity Freedom 2050	Mutual fund	**	77,237
	PIMCO Real Return Bond	Mutual fund	**	72,113
*	Fidelity Freedom Income	Mutual fund	**	43,331
*	Fidelity Freedom 2000	Mutual fund	**	30,448
*	Spartan Small Cap Index Advantage	Mutual fund	**	7,506
*	Fidelity Freedom 2005	Mutual fund	**	5,255
*	Fidelity Freedom 2055	Mutual fund	**	1,558
*	Participant Loans	Rates from 3.75% to 10.00%, maturing through August 2021	-0-	323,931
Total				<u>\$ 22,508,060</u>

* Party-in-interest as defined by section 3(14) of ERISA.

** Historical cost information omitted with respect to assets held for investment purposes on participant-directed individual account balances.

See independent auditors' report.