

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BRICKSTREET MUTUAL INSURANCE CO. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2006</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2006</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2006</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BRICKSTREET MUTUAL INSURANCE CO.</u> <u>400 QUARRIER STREET</u> <u>CHARLESTON, WV 25301</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-2394166</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>304-941-1000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>524150</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-2394166</u>	2c Sponsor's telephone number <u>304-941-1000</u>	2d Business code (see instructions) <u>524150</u>	
2b Employer Identification Number (EIN) <u>20-2394166</u>					
2c Sponsor's telephone number <u>304-941-1000</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	Filed with authorized/valid electronic signature.	07/29/2014	TERESA MCCORMICK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	380
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	356
b Retired or separated participants receiving benefits		6b	
c Other retired or separated participants entitled to future benefits.....		6c	56
d Subtotal. Add lines 6a , 6b , and 6c		6d	412
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	
f Total. Add lines 6d and 6e		6f	412
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	411
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: 2A 2E 2F 2G 2J 2K 2S 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) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

A Name of plan BRICKSTREET MUTUAL INSURANCE CO. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRICKSTREET MUTUAL INSURANCE CO.	D Employer Identification Number (EIN) 20-2394166	

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

(a) Name of insurance carrier

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1590850	65935	RM 85180-1	411	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
57941	0

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

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

CATHERINE LEAR CHATFIELD
2365 HARRODSBURG ROAD, SUITE A-220
LEXINGTON, KY 40504

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
10230			3

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

KEVIN T. COLLINS
2365 HARRODSBURG ROAD, SUITE A-300
LEXINGTON, KY 40504

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4433			3

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

PATRICK CHARLES SMITH

3 STONY POINT ROAD
CHARLESTON, WV 25314

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
20519			3

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

CAPFINANCIAL PARTNERS LLC

4208 SIX FORKS RD #1700
RALEIGH, NC 27609

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
22759			1

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	24425433

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

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

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

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

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

b Balance at the end of the previous year	7b	1192129
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c Additions: (1) Contributions deposited during the year	7c(1)	3303010	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	36938	
(4) Transferred from separate account	7c(4)	27934	
(5) Other (specify below)	7c(5)	780554	

▶ LN INT, LN PRIN, LOAN DEFAULT, ROLLOVER

(6) Total additions	7c(6)	4148436
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d Total of balance and additions (add lines 7b and 7c(6))	7d	5340565
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	49664	
(2) Administration charge made by carrier	7e(2)	1124	
(3) Transferred to separate account	7e(3)	3888614	
(4) Other (specify below)	7e(4)	7186	

▶ LN DISTRIB

(5) Total deductions	7e(5)	3946588
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1393977
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan BRICKSTREET MUTUAL INSURANCE CO. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRICKSTREET MUTUAL INSURANCE CO.	D Employer Identification Number (EIN) 20-2394166	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
MASSMUTUAL LIFE INSURANCE COMPANY	1295 STATE STREET SPRINGFIELD, MA 01111

04-1590850

(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)

CATHERINE LEAR CHATFIELD

2365 HARRODSBURG ROAD, SUITE A-220
LEXINGTON, KY 40504

(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?
53	SHAREHOLDER S SERVICE PROV		Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

KEVIN T. COLLINS

4101 TATES CREEK CTR. DR.
LEXINGTON, KY 40517

(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?
53	SHAREHOLDER S SERVICE PROV		Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

QUALIFIED PLAN SERVICES, DBA BENEFIT

2365 HARRODSBURG ROAD, SUITE A-220
LEXINGTON, KY 40504

61-1271536

(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?
13	TPA		Yes ☒ No ☐	Yes ☐ No ☒	31711	Yes ☐ No ☒

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

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

PATRICK CHARLES SMITH

3 STONY POINT RD
CHARLESTON, WV 25314

(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?
53	SHAREHOLDER S SERVICE PROV		Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

CAPFINANCIAL PARTNERS LLC

(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?
53	SHAREHOLDER S SERVICE PROV		Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

MASSACHUSETTS MUTUAL LIFE INSURANCE

04-1590850

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
52 60 63 64 68 72	CONTRACT ADMINISTRATOR	15000	Yes ☒ No ☐	Yes ☒ No ☐		Yes ☒ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BENEFITS PLUS	13	31711
(d) Enter name and EIN (address) of source of indirect compensation		
MASSMUTUAL LIFE INSURANCE COMPANY	EXPENSE REIMBURSEMENT TO THIRD PARTY	
04-1590850		
(a) Enter service provider name as it appears on line 2		
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(d) Enter name and EIN (address) of source of indirect compensation		
CAPITAL APPRECIATION (ALGER)	BASIS POINTS*PLAN ASSETS	
13-3733280		
(a) Enter service provider name as it appears on line 2		
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(d) Enter name and EIN (address) of source of indirect compensation		
INTERNATIONAL BOND (OFI)	BASIS POINTS*PLAN ASSETS	
84-1308320		

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
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
RETIREMENT INCOME (T. ROWE PRICE) 56-2294396	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
RISING DIVIDENDS (OFI) 13-3035629	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
SMALL CAP VAL (INVESCO) 36-4277151	BASIS POINTS*PLAN ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
DISCIPLINED VALUE (PIONEER) 36-4356313	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EQUITY & INCOME (OAKMARK) 04-3276558	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GROWTH (BARON) 13-3806818	BASIS POINTS*PLAN ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	72	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SEL MID CAP GR II (TRP/FRONTIER) 04-3512596	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	72	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SELECT PIMCO TOTAL RETURN 27-2377446	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
INT'L OPPORTUNITIES (BLACKROCK) 52-2047916	BASIS POINTS*PLAN ASSETS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
INTERNATIONAL VALUE (THORNBURG)	BASIS POINTS*PLAN ASSETS	
85-0451747		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MID CAP CORE EQUITY (INVESCO)	BASIS POINTS*PLAN ASSETS	
94-6602729		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
RETIREMENT 2030 (T. ROWE PRICE)	BASIS POINTS*PLAN ASSETS	
20-0001636		

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
MASSMUTUAL LIFE INSURANCE COMPANY	60	
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>RETIREMENT 2040 (T. ROWE PRICE)</p> <p>20-0001638</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS*PLAN ASSETS</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>MASSMUTUAL LIFE INSURANCE COMPANY</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>RETIREMENT 2050 (T. ROWE PRICE)</p> <p>51-0612044</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS*PLAN ASSETS</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>MASSMUTUAL LIFE INSURANCE COMPANY</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MID CAP VALUE (PERKINS)</p> <p>84-1458637</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>BASIS POINTS*PLAN ASSETS</p>		

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
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
RETIREMENT 2010 (T. ROWE PRICE)	BASIS POINTS*PLAN ASSETS	
20-0001631		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
RETIREMENT 2020 (T. ROWE PRICE)	BASIS POINTS*PLAN ASSETS	
20-0001634		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
COMPANIES SELECT (INVESCO)	BASIS POINTS*PLAN ASSETS	
47-0929668		

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
MASSMUTUAL LIFE INSURANCE COMPANY	60	
(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.	
UTILITIES (MFS) 04-3132873	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSMUTUAL LIFE INSURANCE COMPANY	72	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREMIER MONEY MARKET (BABSON) 04-3212059	BASIS POINTS*PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan BRICKSTREET MUTUAL INSURANCE CO. 401(K) PLAN	B Three-digit plan number (PN)	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BRICKSTREET MUTUAL INSURANCE CO.	D Employer Identification Number (EIN) 20-2394166	

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: SIA-ZT RETIREMENT 2040			
b Name of sponsor of entity listed in (a): MMLIC			
c EIN-PN 90-0342299-039	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1180536
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-AT SELECT MID-CAP GROWTH II			
b Name of sponsor of entity listed in (a): MMLIC			
c EIN-PN 04-1590850-026	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	341671
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-C6 INTERNATIONAL BOND			
b Name of sponsor of entity listed in (a): MMLIC			
c EIN-PN 90-0342299-011	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	350750
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-DJ INTERNATIONAL VALUE			
b Name of sponsor of entity listed in (a): MMLIC			
c EIN-PN 04-1590850-423	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1921419
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-HF SMALL CAP VALUE			
b Name of sponsor of entity listed in (a): MMLIC			
c EIN-PN 90-0342299-064	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	563990
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-IL CAPITAL APPRECIATION			
b Name of sponsor of entity listed in (a): MMLIC			
c EIN-PN 90-0342299-067	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1918060
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA-O6 RISING DIVIDENDS			
b Name of sponsor of entity listed in (a): MMLIC			
c EIN-PN 04-1590850-092	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3893859

a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-RT RETIREMENT INCOME](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-033	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 202031
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-RU UTILITIES](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-114	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 214717
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-RZ SELECT PIMCO TOTAL RETURN](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-219	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3808363
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-SG SELECT COMPANIES](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-082	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1342492
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-ST RETIREMENT 2010](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-035	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 133078
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-TI MID CAP VALUE](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-017	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 439380
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-TT MID CAP CORE EQUITY](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 04-1590850-359	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 992424
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-UT RETIREMENT 2050](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-093	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 523852
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-V DSCIPLINED VALUE](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-090	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1723400
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-VK EQUITY & INCOME](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-149	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 107456
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-VT RETIREMENT 2020](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-036	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1415676
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-WO INT'L OPPORTUNITIES](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-135	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 339564
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-WY GROWTH](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 04-1590850-236	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 415678
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-XT RETIREMENT 2030](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 90-0342299-037	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2596277
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SIA-AG PREMIER MONEY MARKET](#)**b** Name of sponsor of entity listed in (a): [MMLIC](#)

c EIN-PN 04-1590850-016	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 761
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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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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>BRICKSTREET MUTUAL INSURANCE CO. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRICKSTREET MUTUAL INSURANCE CO.</u>	D Employer Identification Number (EIN) <u>20-2394166</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		0
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(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)	1062604	1113279
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	17903813	24425434
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1311389	1478619
(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	20277806	27017332

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	20277806	27017332
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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)	1445930	
(B) Participants	2a(1)(B)	1857080	
(C) Others (including rollovers)	2a(1)(C)	473388	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3776398

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)	37047	
(F) Other	2b(1)(F)	36939	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		73986

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

(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)	-34618	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-34618

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		3783775
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7599541

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	845015	
(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)		845015
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)	15000	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		15000
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		860015

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6739526
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: ARNETTFOSTERTOOTHMAN PLLC

(2) EIN: 55-0486667

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	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		10000000
4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust
 BRICKSTREET MUTUAL INSURANCE CO. 40

6b Trust's EIN
 202394166

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 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>BRICKSTREET MUTUAL INSURANCE CO. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRICKSTREET MUTUAL INSURANCE CO.</u>	D Employer Identification Number (EIN) <u>20-2394166</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
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1590850</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

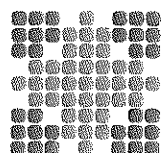
b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

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

**BRICKSTREET MUTUAL INSURANCE COMPANY
401(k) PLAN**

Financial Report

December 31, 2013



**arnett
foster
toothman**_{pllc}
CPAs & Advisors

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INDEPENDENT AUDITOR'S REPORT

To the Audit Committee of the Board of Directors
BrickStreet Mutual Insurance Company 401(k) Plan
Charleston, West Virginia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BrickStreet Mutual Insurance Company 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits on a modified cash basis as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits on a modified cash basis for the years then ended 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 the modified cash basis of accounting described in Note 1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on 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 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 Massachusetts Mutual Life Insurance Company the custodian of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the custodian as of December 31, 2013 and 2012, and for the years then ended that the information provided to the Plan Administrator by the custodian 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.

Basis of Accounting

We draw attention to Note 1 to the financial statements, which describes the basis of accounting. The financial statements and supplemental schedule are prepared on a modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) on a Modified Cash Basis as of December 31, 2013, 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 supplemental schedule is the responsibility of the Plan's 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 supplemental schedule.

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 supplemental schedule, other than that derived from the information certified by the custodian, 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.

ARNETT FOSTER TOOTHMAN PLLC

Arnett Foster Toothman PLLC

Charleston, West Virginia
July 17, 2014

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS ON A MODIFIED CASH BASIS
December 31, 2013 and 2012

ASSETS	2013	2012
Investments, at fair value	\$ 25,904,053	\$ 19,215,202
Receivables:		
Notes receivable from participants	1,113,279	1,062,604
Total assets	27,017,332	20,277,806
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	27,017,332	20,277,806
Adjustment of fair value to contract value for full benefit-responsive investment contracts	(84,642)	(119,260)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 26,932,690	\$ 20,158,546

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS ON A MODIFIED CASH BASIS**
Year ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributed to:		
Net appreciation in fair value of investments	\$ 3,783,775	\$ 1,869,164
Investment income	36,939	31,136
Interest income on notes receivable from participants	37,047	34,213
	<u>3,857,761</u>	<u>1,934,513</u>
Employer contributions	1,445,930	1,752,759
Participant contributions	1,857,080	1,659,807
Rollovers from other qualified plans	473,388	217,939
Total contributions	<u>3,776,398</u>	<u>3,630,505</u>
Total additions	<u>7,634,159</u>	<u>5,565,018</u>
Deductions to net assets attributed to:		
Benefits paid to participants	845,015	731,508
Administrative expenses	15,000	13,245
Total Deductions	<u>860,015</u>	<u>744,753</u>
Net Increase	6,774,144	4,820,265
Net assets available for benefits:		
Beginning of year	<u>20,158,546</u>	<u>15,338,281</u>
End of year	<u>\$ 26,932,690</u>	<u>\$ 20,158,546</u>

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of Plan and Significant Accounting Policies

Plan description: The following description of the BrickStreet Mutual Insurance Company 401(k) Plan (the Plan), provides only general information. Participants should refer to the Plan document for more complete information.

General: The Plan, which was established January 1, 2006, last amended May 1, 2012 effective January 1, 2011 to change the profit sharing contributions vesting to 100% for all participants upon Plan entrance, is a defined contribution 401(k) safe harbor plan that provides for both salary deferral contributions and employer contributions under Section 401(k) of the Internal Revenue Code. All employees of the Plan Sponsor who have 60 days of service, are eligible to participate in the Plan. Employees who do not complete a waiver of non-participation are automatically enrolled in the Plan upon meeting the above eligibility requirements at a deferral rate of 4%. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may elect to defer a percentage of their compensation as defined in the Plan document limited to the maximum percentage allowable under the Internal Revenue Code for such Plan year. The Plan also allows for participant Roth elective deferrals. Rollover contributions are permitted from other qualified plans. The employer's matching contribution is an enhanced safe harbor contribution which is an amount equal to 100% of the participant's deferral contributions up to 6% of participants' compensation.

The employer's discretionary profit sharing contribution is allocated among participants based on their classification and compensation. In addition, no profit-sharing contribution will be made on behalf of participants who are not employed as of year-end.

Participant accounts: Each participant account is credited with the participant's elective deferrals, participant rollover contributions and any employer contributions. In addition, each participant's account is credited with their share of appreciation/depreciation in the value of investments and charged with an allocation of administrative expenses paid from Plan assets. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participant Investment options: Each participant has the right to direct contributions and earnings of their account among alternative investment funds provided under the Plan. Participants should refer to the most recent annual report of each investment fund for information on risk factors, asset concentrations, use of derivative financial instruments and other financial data. Participants may transfer funds between investment options at any time.

If a participant does not make an investment option election, contributions are automatically allocated to the T. Rowe Price Target Asset Allocation Investment Option which most closely corresponds to the participant's target retirement date age of 65.

Vesting: Participants are immediately vested in their deferral contributions, rollover contributions and employer safe harbor contributions. Effective January 1, 2011, participants became fully vested in the employer's discretionary profit sharing contribution for all participants upon satisfying the 1,000 hours of service requirement.

Payment of benefits: Upon retirement (normal retirement age is 65), death, disability, other termination of employment, hardship, or in-service distribution (after age 59 1/2), as defined, participants or their spouses and/or beneficiaries will receive their account balance under a method allowed by the Plan as disclosed below. If vested balances are less than \$5,000, the Plan Administrator may elect to distribute the entire account balance to the participant without the participant's consent.

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Distribution methods allowed by the Plan upon separation of employment include:

- Lump sum,
- Partial withdrawals, or
- Rollovers to an Individual Retirement Account or Annuity or other qualified employer plan.

Distribution methods allowed by the Plan if under normal retirement age include:

- Lump sum, or
- Partial withdrawals.

The Plan allows for hardship withdrawals for certain participant needs as defined in the Plan document. Hardships may be taken from participant elective contributions, Roth deferrals, employer profit sharing contributions and related earnings.

Notes Receivable from Participants: The Plan provides that participants can borrow from the Plan. These loans are secured by the balance in the participant's account and bear interest commensurate with prevailing rates. These loans are limited to the lesser of \$50,000 or 50% of the participants vested account balance with a minimum requirement of \$1,000. Loan principal and interest payments are made in accordance with the note's amortization schedule.

Forfeitures: Forfeitures are used to pay Plan administrative expenses, and then used to reduce employer contributions. For the years ended December 31, 2013 and 2012, there were no forfeited nonvested accounts.

Significant accounting policies: The accounting and reporting policies of the Plan conform to the modified cash basis of accounting and to general practices within the employee benefit plan industry. The preparation of financial statements in conformity with the Plan's basis of accounting requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The principles and policies which significantly affect the determination of net assets and the changes in net assets are summarized below.

Basis of accounting: The accounting records of the Plan are maintained, and the statements of net assets available for benefits and related statements of changes in net assets available for benefits are presented on a modified cash basis of accounting, a practice permitted by the United States Department of Labor. Accordingly, with the exception of appreciation or depreciation in the fair value of investments and the recording of contributions receivable, income and expense items are recognized only as cash is received or paid. Therefore, certain receivables, payables and accrued expenses and deferred expenses, which would be recognized under accounting principles generally accepted in the United States of America, and general practices within the employee benefit plan industry, and which may be material in amount, are not recognized in the accompanying financial statements. Accordingly, the accompanying financial statements are not intended to present net assets or changes in net assets in accordance with accounting principles generally accepted in the United States of America.

Investment valuation and income recognition: The Plan's investments are stated at fair value which is based upon the quoted market price as of the last day of the Plan year. Additionally, the Plan's investment in a fully benefit-responsive investment contract is stated in accordance with certain requirements of professional accounting standards which provide that contract value is the relevant measurement attribute for 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. Professional standards require that the Statement of Net Assets Available for Benefits on a Modified Cash Basis present the fair value of investment contracts as well as the adjustment for the fully benefit-responsive investment contracts from fair value to contract value. Investments of the Plan include the Massachusetts Mutual Life Insurance Company General Investment Account at December 31, 2013 and 2012. As required by the standards, the Statement of Net Assets Available for Benefits on a Modified Cash Basis presents the fair value of the investment contracts as well as the adjustment of the fully

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN**NOTES TO FINANCIAL STATEMENTS**

benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits on a Modified Cash Basis is prepared on a contract value basis.

Pooled Separate Accounts

The value of a unit in a pooled separate account is the fair market value of investments in the account as of the valuation date, plus cash balances and accruals less accounts payable, expenses and taxes that are allocable to the account, divided by the number of outstanding participation units in the account. Securities held in the pooled separate accounts are valued based on quoted market prices. If there is no readily available market value for a particular security, the investment manager will determine the fair market value of such investment in accordance with accepted practices and applicable laws and regulations. As of any date, the value of the Plan's share of a separate account will equal the number of participation units held by the Plan multiplied by the participation unit value.

The Plan does not require collateral to secure investment instruments. Purchases and sales of securities are recorded on a trade-date basis. Investment income is recorded when received.

Payment of benefits: Benefit payments are recorded upon distribution.

Operating expenses: Expenses of maintaining the Plan may be paid by the Plan Sponsor.

Subsequent events: The Plan has evaluated subsequent events through July 17, 2014, the date the financial statements were available to be issued.

Note 2. Income Tax Status

The Plan has adopted the Benefits Plus, Prototype Non-Standardized Profit-Sharing Plan. Benefits Plus has received a determination letter dated March 31, 2008 that the prototype plan and related amendments qualify under Internal Revenue Code Section 401(a). An employer who has adopted the prototype plan will also be considered to have a plan qualified under Section 401(a) provided all of the terms of the plan are followed, and the eligibility requirements and contribution or benefit provisions are not more favorable for highly compensated employees than other employees. The Plan has been restated since the date of the determination letter; however, the Plan Administrator believes that the BrickStreet Mutual Insurance Company 401(k) Plan is currently being operated in compliance with the aforementioned prototype plan and applicable provisions of the Internal Revenue Code.

Plan management evaluates tax positions taken by the Plan to determine if any uncertain tax positions exist that compromise the Plan's tax exempt status that could result in tax obligations requiring recognition or disclosure in the Plan's financial statements. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2010.

Note 3. Plan Termination

Although it has not expressed any intent to do so, the Plan 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. In the event of Plan termination, participants will become 100 percent vested in their accounts.

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4. Parties-in-Interest and Related Party Transactions

Parties-in-interest are defined under United States Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employers and certain others. The Plan Sponsor has contracted with Massachusetts Mutual Life Insurance Company to administer the Plan assets. Administrative functions include participant account maintenance, and custodial services. During the years ended December 31, 2013 and 2012, fees for these services were \$15,000 and \$13,245, respectively. Certain other administrative expenses for legal, auditing, and other professional services are paid directly by the Plan Sponsor and certain administrative functions are performed by officers or employees of the Plan Sponsor at no cost to the Plan.

Note 5. Information Certified by the Custodian

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2013 and 2012, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the custodian and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that information provided to the Plan Administrator by the custodian related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditor's not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets.

Investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2013 and 2012 are separately identified as follows:

	2013	2012
Investments at fair value as determined by quoted market price:		
Pooled Separate Accounts:		
Alger Capital Appreciation	\$ 1,918,060	\$ 1,317,835
Pioneer Cullen Value	1,723,400	1,157,823
Thornburg International Value	1,921,419	1,532,433
T. Rowe Price Retirement 2020	1,415,676	1,120,991
T. Rowe Price Retirement 2030	2,596,277	1,498,024
OFI Rising Dividends Selected Mid-Cap Growth II	3,893,859	2,810,053
Select PIMCO Total Return	3,808,363	3,371,214
Other, none in excess of 5% of net assets	7,148,380	5,095,440
	<u>24,425,434</u>	<u>17,903,813</u>
Insurance contract at contract value:		
Massachusetts Mutual Life Insurance Company		
General Investment Account	1,393,977	1,192,129
	<u>1,393,977</u>	<u>1,192,129</u>
Total investments	25,819,411	19,095,942
Notes receivable from participants	1,113,279	1,062,604
	<u>1,113,279</u>	<u>1,062,604</u>
Total assets certified	\$ 26,932,690	\$ 20,158,546

Massachusetts Mutual Life Insurance Company also certified to the completeness and accuracy of the net appreciation in fair value of investments of \$3,783,775 and \$1,869,164, interest income of \$36,939 and \$31,136 related to the investments as well as interest income of \$37,047 and \$34,213 related to notes receivable from participants for the year ended December 31, 2013 and 2012, respectively.

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 6. Fair Value Measurement

ASC Topic 820 "*Fair Value Measurements and Disclosure*" (ASC 820), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value.

Money Market Funds: Valued at net realizable value which equates to quoted market value.

Pooled Separate Accounts: Valued at the quoted market value of the underlying investments.

General Investment Account (Guaranteed Interest Account): The Fair Value represents the estimated market value determined in accordance with the contractual market value formula.

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

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Money Market Funds	\$ -	\$ 761	\$ -	\$ 761
Equity				
Large Cap	-	14,046,475	-	14,046,475
Mid Cap	-	2,189,153	-	2,189,153
Small Cap	-	1,906,482	-	1,906,482
Bond				
Long Term Bond	-	202,031	-	202,031
Intermediate term bond	-	3,808,363	-	3,808,363
Foreign				
International Bond	-	350,750	-	350,750
Large Cap	-	1,921,419	-	1,921,419
	-	24,425,434	-	24,425,434
Guaranteed Interest Contract	-	-	1,478,619	1,478,619
Total assets at fair value	\$ -	\$ 24,425,434	\$ 1,478,619	\$ 25,904,053

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Pooled Separate Accounts:				
Money Market Funds	\$ -	\$ 1,684	\$ -	\$ 1,684
Equity				
Large Cap	-	9,717,942	-	9,717,942
Mid Cap	-	1,469,005	-	1,469,005
Small Cap	-	1,325,617	-	1,325,617
Bond				
Long Term Bond	-	163,296	-	163,296
Intermediate term bond	-	3,371,214	-	3,371,214
Foreign				
International Bond	-	322,622	-	322,622
Large Cap	-	1,532,433	-	1,532,433
	-	17,903,813	-	17,903,813
Guaranteed Interest Contract	-	-	1,311,389	1,311,389
Total assets at fair value	\$ -	\$ 17,903,813	\$ 1,311,389	\$ 19,215,202

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of value for those inputs:

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Investment contracts:					
2013	\$1,478,619	Amounts invested, less withdrawals,	Guaranteed interest rate	2.65% for 2013 and for 2012	N/A
2012	\$1,311,389	plus interest at guaranteed rate			

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2013.

	Year Ended December 31, 2013
	<u>Guaranteed Investment Contract</u>
Balance, Beginning of year	\$ 1,311,389
Unrealized gain relating to instruments still held at the reporting date	(34,618)
Purchases	252,636
Redemption Sales	<u>(50,788)</u>
Balance, end of year	<u>\$ 1,478,619</u>

The unrealized gain on instruments still held at the reporting date is attributable to the Plan's investment in the Guaranteed Investment Contract. Consequently, this unrealized gain is not reported in net appreciation (depreciation) in fair value of investments in the Statement of Changes in Net Assets Available for Benefits on a Modified Cash Basis as this investment is reported at contract value (see Note 7).

Note 7. Guaranteed Interest Account

Participants may allocate funds in their account to a guaranteed investment contract option. The Plan entered into a fully benefit-responsive guaranteed investment contract with Massachusetts Mutual Life Insurance Company. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The Plan's proportionate share of contract value of the Massachusetts Mutual Life Insurance Company investment contract, as reported to the Plan as of December 31, 2013 and 2012, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no allowances against contract value for credit risk of Massachusetts Mutual Life Insurance Company. The crediting interest rate is determined semiannually by Massachusetts Mutual Life Insurance Company, but may not be less than 3% of contract value.

Upon full or partial contract or plan termination and certain other events initiated by the Plan or the Plan Sponsor, distributions from the investment contract may be subject to a liquidation value (market value) adjustment pursuant to a formula specified in the contract. The market value formula may produce a value that is more or less than the contract value of the Plan's investment in the investment contract.

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Average yields based on the fair value of the guaranteed investment contracts are as follows:

	For the year ended	
	December 31, 2013	December 31, 2012
Based on actual earnings	2.65%	2.65%
Based on interest rate credited to participants	2.65%	2.65%

Note 8. Risks and Uncertainties

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

Note 9. Subsequent Events

The Plan Sponsor's Board of Directors has approved making Putnam Investments the custodian of the Plan subsequent to the year ending December 31, 2013.

Note 10. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012, to Form 5500.

	2013	2012
Net assets available for benefits per the financial statements	\$ 26,932,690	\$ 20,158,546
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts	84,642	119,260
Net assets available for benefits per the Form 5500	\$ 27,017,332	\$ 20,277,806
	2013	2012
Additions to net assets per the financial statements	\$ 6,774,144	\$ 4,820,265
Adjustments from fair value to contract value for fully benefit responsive investment contracts	(34,618)	91,082
Total income per the Form 5500	\$ 6,739,526	\$ 4,911,347

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN
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SUPPLEMENTAL INFORMATION

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ON A MODIFIED CASH BASIS

December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
<u>Pooled Separate Accounts</u>				
*	MassMutual	Premier Money Market	**	\$ 761
*	MassMutual	Alger Capital Appreciation	**	1,918,060
*	MassMutual	Pioneer Cullen Value	**	1,723,400
*	MassMutual	Oakmark Equity and Income	**	107,456
*	MassMutual	Baron Growth	**	415,678
*	MassMutual	BlackRock International Opportunities	**	339,564
*	MassMutual	OFI International Bond	**	350,750
*	MassMutual	Thornburg International Value	**	1,921,419
*	MassMutual	Invesco Mid Cap Core Equity	**	992,424
*	MassMutual	Perkins Mid Cap Value	**	439,380
*	MassMutual	T. Rowe Price Retirement 2010	**	133,078
*	MassMutual	T. Rowe Price Retirement 2020	**	1,415,676
*	MassMutual	T. Rowe Price Retirement 2030	**	2,596,277
*	MassMutual	T. Rowe Price Retirement 2040	**	1,180,536
*	MassMutual	T. Rowe Price Retirement 2050	**	523,852
*	MassMutual	T. Rowe Price Retirement Income	**	202,031
*	MassMutual	OFI Rising Dividends Select Mid Cap Growth II	**	3,893,859
*	MassMutual	Select Mid Cap Growth II	**	341,671
*	MassMutual	Invesco Van Kampen Small Cap Value	**	563,990
*	MassMutual	Select PIMCO Total Return	**	3,808,363
*	MassMutual	Invesco Small Companies	**	1,342,492
*	MassMutual	MFS Utilities	**	214,717
Total Pooled Separate Accounts				24,425,434
<u>Guaranteed Investment Contract</u>				
*	MassMutual	Guaranteed Investment Contract	**	1,478,619
Total Guaranteed Investment Contract				1,478,619
<u>Participant Loans</u>				
*	Various Plan Participants	Maximum term of 60 months unless loan for principal residence; rate of interest 3.25% - 5.00%	**	1,113,279
Total Participant Loans				1,113,279
Total Assets Held				\$ 27,017,332

* Denotes issuer or sponsor considered to be a party-in-interest to the Plan

** Denotes historical cost information is not required for participant directed investments

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN
EIN: 20-2394166

SUPPLEMENTAL INFORMATION

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