Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
COUNTRY-WIDE INSURANCE CO. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/01/1992

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

COUNTRY-WIDE INSURANCE CO.

40 WALL STREET
13TH FLOOR
NEW YORK, NY 10005

2b Employer Identification Number (EIN)
13-1999109

2c Sponsor's telephone number
212-514-7286

2d Business code (see instructions)
524150

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2014	MYLES M. SAPOSNICK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	441
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**	330
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	129
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	459
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	459
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	301
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2J 2K 2F 2G 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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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
COUNTRY-WIDE 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
COUNTRY-WIDE INSURANCE CO.

D Employer Identification Number (EIN)
13-1999109

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.

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE AND ANNUITY 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
71-0294708	86509	GH4058	314	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
32294	6321

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

TOWN SQUARE SECURITIES INC
300 DAVIDSON AVE
FL3
SOMERSET, NJ 08873

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
23844	0	CASH COMMISSIONS	3

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

CETERA ADVISOR NETWORKS LLC
200 N SEPULVEDA BLVD
STE 1200
EL SEGUNDO, CA 90245

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
8450	0	CASH COMMISSIONS	3

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

HERITAGE PENSION SERVICES INC

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
0	6321	TPA PARTNERSHIP PROGRAM	5

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	3762083
5	Current value of plan's interest under this contract in separate accounts at year end	5	10105245

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	3413155
c	Additions: (1) Contributions deposited during the year	7c(1)	659176		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	111613		
	(4) Transferred from separate account	7c(4)	1304246		
	(5) Other (specify below)	7c(5)	170830		
	▶ FUND TRANSFERS, LOAN REPAYMENTS				
	(6)Total additions			7c(6)	2245865
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	5659020
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	566725		
	(2) Administration charge made by carrier	7e(2)	1275		
	(3) Transferred to separate account	7e(3)	1147295		
	(4) Other (specify below)	7e(4)	181642		
	▶ FUND TRANSFERS, LOAN ISSUE				
	(5) Total deductions			7e(5)	1896937
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	3762083

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)**	0
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)**	0
(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)**	0
(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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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	**B** Three-digit plan number (PN) ▶	
COUNTRY-WIDE INSURANCE CO. 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
COUNTRY-WIDE INSURANCE CO.	13-1999109	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ING LIFE INSURANCE AND ANNUITY CO

71-0294708

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

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

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

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

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

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

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

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

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

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

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

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)

MORNINGSTAR

36-3297908

(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?
27	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	6535	Yes [ ] No [X]

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

ING LIFE INSURANCE AND ANNUITY CO

71-0294708

(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?
27	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [X] No [ ]	1711	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
ING LIFE INSURANCE AND ANNUITY CO	27	1711

(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.
ING LIFE INSURANCE AND ANNUITY CO 71-0294708	INVESTMENT ADVISORY (PLAN)

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MORNINGSTAR	27	6535

(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.
ING LIFE INSURANCE AND ANNUITY CO 71-0294708	INVESTMENT ADVISORY (PLAN)

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
COUNTRY-WIDE 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
COUNTRY-WIDE INSURANCE CO.

D Employer Identification Number (EIN)
13-1999109

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: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0294708-000	P	10105245

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
COUNTRY-WIDE 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
COUNTRY-WIDE INSURANCE CO.

D Employer Identification Number (EIN)
13-1999109

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	22889	24953
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	363922	388620
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	8617098	10105245
(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)	3413155	3762083
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	12417064	14280901
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	49341	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	49341	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	12367723	14280901

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	49341	
	(B) Participants	2a(1)(B)	661229	
	(C) Others (including rollovers)	2a(1)(C)	1786	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		712356
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)	15216	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15216
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1756712
(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		1212
d Total income. Add all **income** amounts in column (b) and enter total	2d		2485496
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	545512	
(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)		545512
f Corrective distributions (see instructions)	2f		22431
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)	4375	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4375
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		572318
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1913178
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: ISRAELOFF, TRATTNER & CO., PC **(2)** EIN: 11-3044886

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		228935
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

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

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

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

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

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	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
COUNTRY-WIDE 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
COUNTRY-WIDE INSURANCE CO.

D Employer Identification Number (EIN)
13-1999109

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** 0

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): 71-0294708

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

COUNTRY-WIDE INSURANCE COMPANY 401(K) PLAN

FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT

AS OF DECEMBER 31, 2013 AND 2012
AND
FOR THE YEAR ENDED DECEMBER 31, 2013,
AND
SUPPLEMENTAL SCHEDULE AS OF DECEMBER 31, 2013

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1-2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5-14
SUPPLEMENTAL SCHEDULE	
Schedule of Assets (Held at End of Year)	15

Israeloff, Trattner & Co. P.C.
CERTIFIED PUBLIC ACCOUNTANTS • FINANCIAL CONSULTANTS
1225 Franklin Avenue, Garden City, NY 11530 (516) 240-3300 Fax (516) 240-3310 www.israeloff.com

Other Office
New York, NY

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Country-Wide Insurance Company 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Country-Wide Insurance Company 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 3, which was certified by ING Life Insurance and Annuity Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, 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 don't express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets held at the end of the year as of December 31, 2013, is required by the Department of Labor's (DOL) 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. 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 trustee (or 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.

Friedman LLP

Garden City, New York
October 3, 2014

COUNTRY-WIDE INSURANCE COMPANY 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments at fair value	$ 13,867,328	$ 12,030,253
Receivables:		
Participant contributions	24,953	22,889
Notes receivable from participants	388,620	363,922
	413,573	386,811
TOTAL ASSETS	14,280,901	12,417,064
LIABILITIES		
Excess employer contributions payable	-	49,341
NET ASSETS AVAILABLE FOR BENEFITS	$ 14,280,901	$ 12,367,723

See accompanying notes to financial statements.

COUNTRY-WIDE INSURANCE COMPANY 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2013

ADDITIONS		
Investment income:		
Net appreciation in fair value of investments	$ 1,645,099	
Interest income on guaranteed interest account	111,613	
Interest on participant loans	15,216	
		$ 1,771,928
Contributions:		
Participants	661,229	
Employer	49,341	
Other	2,998	
		713,568
TOTAL ADDITIONS		2,485,496
DEDUCTIONS		
Benefits paid to participants	545,512	
Corrective distributions	22,431	
Administrative expenses	4,375	
TOTAL DEDUCTIONS		572,318
NET INCREASE		1,913,178
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		12,367,723
End of year		$ 14,280,901

See accompanying notes to financial statements.

1. DESCRIPTION OF PLAN

The following description of the Country-Wide Insurance Company ("Company") 401(k) Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

(a) General

The Company established the Plan to provide employees with a systematic means of savings and investing for the future. The Plan is a defined contribution plan under Section 401(k) of the Internal Revenue Code ("IRC") covering all eligible employees of the Company who have thirty (30) days of service and are age twenty-one (21) or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

(b) Contributions

Each year, participants may contribute up to 100% of pre-tax annual compensation, as defined in the Plan, subject to certain limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various pooled separate accounts ("PSA") and a guaranteed interest account ("Fixed Account") as investment options for participants. The Company makes contributions based on the employee's contribution percentage. Contributions are subject to certain statutory limitations. For the Plan year ending December 31, 2013, the Company contribution was $49,500 which was entirely offset by Plan forfeitures and for the Plan year ending December 31, 2012, the Plan Sponsor has suspended the Company contribution.

(c) Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions and loan repayments and charged with loan and participant's withdrawals and allocations of (a) the Company's matching contribution and (b) Plan earnings (losses), and charged with an allocation of any administrative expenses that are paid by the plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The value of the participant's account reflects the number of shares and the daily share price of the funds in which the participant is invested.

(d) Vesting

Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 % vested after six years of credited service.

1. DESCRIPTION OF PLAN (CONTINUED)

(e) Note Receivable from Participants

Participants may borrow from their investments a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Participants can have a maximum of three loans outstanding at any time. Loan terms range from 1 to 5 years or up to 30 years for the purchase of a primary residence. The loans are secured by the balance in the participant's vested account and bear interest at the prime rate plus one (1) percent. Interest rates on outstanding loans range from 4.25% to 8.5% at December 31, 2013 and 2012. Principal and interest is paid ratably through bi-weekly payroll deductions.

(f) Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant (or their beneficiary) may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Participants may receive hardship distributions, as defined, from their deferral contributions account. If the vested balance is $1,000 or less, the Plan Administrator may distribute a participant's benefit without their consent within a reasonable period of time after severance from employment.

(g) Forfeited Accounts

At December 31, 2013 and 2012, forfeited non-vested amounts totaled $-0- and $49,341, respectively which are reflected on the statements of net assets available for benefits as excess employer contributions payable. Forfeitures of terminated non-vested account balances allocated to remaining participants at December 31, 2013 and 2012, totaled $53,191 and $-0-, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan is required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair to contract value, if any. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts, if any.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(c) Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's management determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians and insurance company. See Note 5 for discussion of fair value measurements.

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

(d) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013 and 2012. If a participant ceases to make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and a benefit payment is recorded. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. Required loan payments not paid within 90 days after the due date, will render the total outstanding loan to be in default and a distribution.

At December 31, 2013 and 2012, there were no loans to participants in default and subject to repayment from a participant's account.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Corrective Distributions

For the years-ended December 31, 2013 and 2012, there were $22,431 and $-0- in excess employee contributions as well as any attributable income that was also distributed to participants.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Operating expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

(h) Subsequent Events

The Plan has evaluated subsequent events through October 3, 2014, the date the financial statements were available to be issued.

3. INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, ING, the custodian, has certified to the completeness and accuracy of all investments reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, the related investment activity reflected in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013 and the supplemental Schedule of Assets (Held at End of Year) as of December 31, 2013.

The Plan's independent accountant did not perform auditing procedures with respect to the accompanying information displayed in the following tables, except for comparing such information to the related information included in the accompanying financial statements and supplemental schedule.

	December 31	
	2013	2012
Investments, at fair value		
Pooled separate accounts	$ 10,105,245	$ 9,524,726
Fixed account	$ 3,762,083	$ 3,413,155
Interest income on fixed account	$ 111,613	$ 95,837
Net appreciation (depreciation) in fair value of pooled separate accounts	$ 1,645,099	$ 1,147,756

4. INVESTMENTS

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

	December 31,	
	2013	2012
ING Fixed Account	$ 3,762,083	$ 3,413,155
T. Rowe Price Retirement 2015 Fund	807,024	685,008
T. Rowe Price Retirement 2025 Fund	1,516,225	1,590,478
T. Rowe Price Retirement 2035 Fund	2,825,409	2,295,599

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,756,712 as follows:

	2013
Pooled separate accounts	$ 1,645,099
Fixed account	111,613
	$ 1,756,712

5. FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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 and liabilities (level 1) and the lowest priority to unobservable value inputs (level 3) The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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 identical or 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 valuation methodology are unobservable and significant to the fair value measurement.

5. FAIR VALUE MEASUREMENTS (CONTINUED)

The asset 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 maximize the use of relevant 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. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Pooled Separate Accounts ("PSA's"): PSA's are valued at their accumulation unit value ("AUV"). The PSA is valued daily as the number of accumulation units held multiplied by the AUV. These accounts are separate accounts (not a part of ING's general account (i.e., segregated); income gains, or losses from the assets in each account are credited to or charged against that account without regard to other income, gains or losses of ING or any other separate account.

Guaranteed Interest Account ("Fixed Account"): Valued at a guaranteed interest rate for a specified period of time as determined by the Plan custodian, or allowed, by the Plan. The rate credited is the rate in effect on the day when each deposit is directed into the account. All rates credited during the 12-month "deposit year" are averaged into a single composite rate. The guaranteed investment account is supported by ING's general account. The fair value of the Fixed Account is the amount that would be paid any time funds are withdrawn or transferred within the Plan (for an event other than death, disability, termination or retirement) and reflects a surrender charge, if applicable, according to the terms of the Plan's contract.

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

Assets at Fair Value as of December 31, 2013

	Total	Level 2	Level 3
Pooled Separate Accounts	$ 10,105,245	$ 10,105,245	$ -
Fixed Account	3,762,083	-	3,762,083
Total assets at fair value	$ 13,867,328	$ 10,105,245	$ 3,762,083

Assets at Fair Value as of December 31, 2012

	Total	(Level 2)	(Level 3)
Pooled Separate Accounts	$ 8,617,098	$ 8,617,098	$ -
Fixed Account	3,413,155	-	3,413,155
Total assets at fair value	$ 12,030,253	$ 8,617,098	$ 3,413,155

5. FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended for the years ended December 31, 2013 and 2012:

	Level 3 Assets Year Ended December 31, 2013 Guaranteed Interest Account
Balance, beginning of year	$ 3,413,155
Total gains or losses included in changes in net assets available for benefits	111,613
Purchases, issuances, sales, and settlements (net)	237,315
Balance, end of year	$ 3,762,083

	Level 3 Assets Year Ended December 31, 2012 Guaranteed Interest Account
Balance, beginning of year	$ 2,880,612
Total gains or losses included in changes in net assets available for benefits	95,837
Purchases, issuances, sales, and settlements (net)	437,706
Balance, end of year	$ 3,413,155

Fair Value of Investments that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2013 and 2012, respectively:

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Period Notice
Guaranteed Interest Account	$ 3,762,083	N/A	Daily	Daily

December 31, 2013	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Period Notice
Guaranteed Interest Account	$ 3,413,155	N/A	Daily	Daily

6. GUARANTEED INTEREST CONTRACT WITH ING LIFE INSURANCE AND ANNUITY COMPANY

The Plan entered into a guaranteed interest contract with ING Life Insurance Company ("ING") that is not fully benefit responsive. ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed interest contract is not fully benefit-responsive, fair value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guarantee interest contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value in arriving at net assets available for benefits. Fair value, as reported to the Plan by ING, 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 fair value

The fair value of the investment contract at December 31, 2013 and 2012 was $3,762,083 and $3,413,155, respectively. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a quarterly basis for resetting.

7. RELATED PARTY TRANSACTIONS PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are shares of pooled separate accounts and guaranteed investment contracts managed by ING. ING is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the plan for the investment management services are included in net appreciation in fair value of the investment.

8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company 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 would become 100% vested in their employer contributions.

9. TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter dated March 31, 2008, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

9. TAX STATUS (CONTINUED)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by the Internal Revenue Service; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

10. 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.

The Plan has entered into an investment contract with ING. ING maintains the Plan's assets as follows:

(a) Guaranteed Investment Account: Valued at a guaranteed interest rate for a specified period of time as determined by the Plan custodian, or allowed, by the Plan. The rate credited is the rate in effect on the day when each deposit is directed into the account. All rates credited during the 12-month "deposit year" are averaged into a single composite rate. The guaranteed investment account is supported by ING's general account. The fair value of the Fixed Account is the amount that would be paid any time funds are withdrawn or transferred within the Plan (for an event other than death, disability, termination or retirement) and reflects a surrender charge, if applicable, according to the terms of the Plan's contract.

The Fixed Account is stated at contract value in the accompanying statements of net assets available for benefits.

Crediting rates are determined by the performance of investments contained in ING's general account. The crediting rate for the years ended December 31, 2013 and 2012 was 3% for the Fixed Account.

(b) Pooled Separate Accounts ("PSA's")

These accounts hold assets allocated to each separate account. PSA's are valued at their accumulation unit value ("AUV"). The PSA is valued daily as the number of accumulation units held multiplied by the AUV. These accounts are separate accounts (not a part of ING's general account (i.e., segregated)); income gains, or losses from the assets in each account are credited to or charged against that account without regard to other income, gains or losses of ING or any other separate account.

11. DEPARTMENT OF LABOR SETTLEMENT

During the year ended December 31, 2013 the Company was in violation of ERISA guidelines and voluntarily applied for relief from enforcement actions through the Voluntary Fiduciary Correction Program (the "Program"). The Company fully and accurately corrected the violations by calculating and restoring any profits with interest to participants and filed an application with the Employee Benefits Security Administration ("EBSA") regional office that included documentation showing evidence of the corrective action taken.

COUNTRY-WIDE INSURANCE COMPANY 401(K) PLAN

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

DECEMBER 31, 2013

EIN: 13-1999109
PN: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
	ING Life Insurance & Annuity Co.	Allianz NFJ Dividend Value Fund		93,750
	ING Life Insurance & Annuity Co.	American Funds American Balanced Fund		257,640
	ING Life Insurance & Annuity Co.	American Funds EuroPacific Growth Fund		342,090
	ING Life Insurance & Annuity Co.	American Funds Fundamental InvestorsSM		248,035
	ING Life Insurance & Annuity Co.	American Funds The Growth Fund of America		693,066
	ING Life Insurance & Annuity Co.	Columbia Mid Cap Value Fund		46,077
	ING Life Insurance & Annuity Co.	CRM Mid Cap Value Fund		84,303
	ING Life Insurance & Annuity Co.	Eagle Small Cap Growth Fund		42,578
	ING Life Insurance & Annuity Co.	Voya American Small-Mid Cap Value Portfolio		161,818
	ING Life Insurance & Annuity Co.	ING Fixed Account		3,762,083
	ING Life Insurance & Annuity Co.	ING Large Cap Growth Portfolio		156,676
	ING Life Insurance & Annuity Co.	ING MidCap Opportunities Portfolio		363,033
	ING Life Insurance & Annuity Co.	ING Money Market Portfolio		373,031
	ING Life Insurance & Annuity Co.	ING Oppenheimer Global Portfolio		262,166
	ING Life Insurance & Annuity Co.	ING PIMCO Total Return Portfolio		20,887
	ING Life Insurance & Annuity Co.	ING Real Estate Fund		61,614
	ING Life Insurance & Annuity Co.	Lazard Emerging Markets Equity Portfolio		275,506
	ING Life Insurance & Annuity Co.	Loomis Sayles Bond Fund		78,511
	ING Life Insurance & Annuity Co.	Loomis Sayles Small Cap Value Fund		46,517
	ING Life Insurance & Annuity Co.	PIMCO Foreign Bond Fund		4
	ING Life Insurance & Annuity Co.	PIMCO VIT Real Return Portfolio		192,551
	ING Life Insurance & Annuity Co.	Pioneer Fund		109,561
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2015 Fund		807,024
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2025 Fund		1,516,225
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2030 Fund		684
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2035 Fund		2,825,409
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2040 Fund		1,511
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2045 Fund		557,001
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2050 Fund		719
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2055 Fund		29,231
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement Income Fund		237,846
	ING Life Insurance & Annuity Co.	Vanguard Variable Insurance Fund		220,180
	Participant Loans	Interest Rates from 4.25% - 8.5%		388,620
				$ 14,255,947

Note: Column (d) is blank as all invesments are participant directed.

See accompanying notes to financial statements.

Plan Name: TRS OF COUNTRY WIDE INS CO 401K PLAN
Plan ID: GH4058

Summary of Investment Expenses and Indirect Compensation

The chart below summarizes the investment expenses for the funds available under your ING program and the revenue received by ING from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. ING uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate one or more of your plan's other service providers. Among those additional service providers are the plan's adviser and third party administrator (TPA). For informational purposes, we are providing the amounts paid to certain other providers in the summary below. Amounts shown are expressed as a percentage of program assets based on formulas in effect as of the date above, and are subject to change.

Note: The amounts shown below are not added to each other. Rather, the revenue ING receives is paid directly or indirectly from the total investment expenses. The compensation paid by ING is an ING expense and is not separately charged to the plan.

Summary	
Average Annual Investment Expense of Managed Investment Options (1)	1.31%
Average Annual Managed Investment Option Revenue (2)	0.79%
Average Annual Total Investment Option Revenue (3)	0.71%
Annual compensation paid by ING to adviser*	
- of assets	0.25%
Annual compensation paid by ING to Third Party Administrator*	
- Partnership Program	0.05%

[1] **Average Annual Investment Expense of Managed Investment Options**: This is the weighted average of the Total Investment Expenses for the plan investment options, based on assets at the reporting date, excluding any funds for which the expenses are N/A and any self directed brokerage accounts.

[2] **Average Annual Managed Investment Option Revenue**: This is the weighted average revenue to ING, based on assets at the reporting date, from the funds included in the Total Investment Expenses. (Paid to ING from Total Investment Expenses)

[3] **Average Annual Total Investment Option Revenue:** This is the weighted average revenue to ING from all plan investment options, based on assets at the reporting date, including any assets in the ING Fixed or Guaranteed Accumulation Account.

* The annual compensation paid by ING to your adviser and TPA reflects the compensation payable after the first year of the program and does not include compensation paid on transferred assets or any "first year" compensation. See your new business paperwork for information on first year compensation. Certain minimum criteria may apply before such payments are made. Renewal Contributions are contributions made after the first year of the contract. Increase Contributions are contributions that exceed the highest contributions in any prior year. ING may also make payments to other plan service providers from the total revenue received by ING.

Plan Name: TRS OF COUNTRY WIDE INS CO 401K PLAN
Plan ID: GH4058

Investment Expenses and Indirect Compensation

The chart below shows the components of the investment expenses for the non-fixed interest funds available under your plan as well as the revenue paid to ING from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. The revenue received by ING from the fund is paid by the fund itself or a related party (e.g. the fund's investment manager) and is not an additional expense above the fund fees. ING uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate your advisor. Amounts shown below are based on charges in effect as of the date above and are subject to change.

Please refer to the Appendix for a description of the services provided in connection with the following fees paid by the Funds to ING:

		Expenses Paid											Recordkeeping Revenue to ING				
		Fund Expenses							ING Contract Charges			Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) ING Admin Fee	(I) Total Daily Asset Charge (G+H)	(J) Total Investment Expense (F+I)	(K) Total Daily Asset Charge (From column I)	(L) Sub TA/Expense Reimbursement	(M) 12b-1 Fee	(N) Service Fee	(O) Total Revenue to ING (K+L+M+N)
003	ING Money Market Portfolio I	0.25%	0.00%	0.09%	0.34%	0.00%	0.34%	04/30/2013	0.00%	0.65%	0.65%	0.99%	0.65%	0.17%	0.00%	0.00%	0.82%
081	ING MidCap Opportunities Port I	0.69%	0.00%	0.15%	0.84%	0.00%	0.84%	06/30/2013	0.00%	0.45%	0.45%	1.29%	0.45%	0.30%	0.00%	0.00%	0.75%
1008	Columbia Mid Cap Value Fund A	0.66%	0.25%	0.29%	1.20%	0.00%	1.20%	08/31/2013	0.00%	0.30%	0.30%	1.50%	0.30%	0.25%	0.25%	0.00%	0.80%
1117	Loomis Sayles Sm Cp Value Fnd Ret	0.75%	0.25%	0.38%	1.38%	-0.07%	1.31%	03/31/2013	0.00%	0.30%	0.30%	1.61%	0.30%	0.15%	0.25%	0.00%	0.70%
1205	AllianzGI NFJ Dividend Value Fd Inst	0.70%	0.00%	0.01%	0.71%	0.00%	0.71%	11/01/2013	0.00%	0.60%	0.60%	1.31%	0.60%	0.10%	0.00%	0.00%	0.70%
1251	American Funds Fdmntl Inv R3	0.25%	0.50%	0.21%	0.96%	0.00%	0.96%	06/30/2013	0.00%	0.00%	0.00%	0.96%	0.00%	0.15%	0.50%	0.00%	0.65%
1425	Loomis Sayles Bond Fund Ret	0.51%	0.25%	0.16%	0.92%	0.00%	0.92%	03/31/2013	0.00%	0.30%	0.30%	1.22%	0.30%	0.10%	0.25%	0.00%	0.65%
1697	TRowePrc Retirement 2015 Fund R	0.00%	0.50%	0.65%	1.15%	0.00%	1.15%	11/01/2013	0.00%	0.20%	0.20%	1.35%	0.20%	0.15%	0.50%	0.00%	0.85%
1699	TRowePrc Retirement 2025 Fund R	0.00%	0.50%	0.72%	1.22%	0.00%	1.22%	11/01/2013	0.00%	0.20%	0.20%	1.42%	0.20%	0.15%	0.50%	0.00%	0.85%
1700	TRowePrc Retirement 2030 Fund R	0.00%	0.50%	0.75%	1.25%	0.00%	1.25%	11/01/2013	0.00%	0.20%	0.20%	1.45%	0.20%	0.15%	0.50%	0.00%	0.85%
1701	TRowePrc Retirement 2035 Fund R	0.00%	0.50%	0.77%	1.27%	0.00%	1.27%	11/01/2013	0.00%	0.20%	0.20%	1.47%	0.20%	0.15%	0.50%	0.00%	0.85%
1702	TRowePrc Retirement 2040 Fund R	0.00%	0.50%	0.78%	1.28%	0.00%	1.28%	11/01/2013	0.00%	0.20%	0.20%	1.48%	0.20%	0.15%	0.50%	0.00%	0.85%
1703	TRowePrc Retirement 2045 Fund R	0.00%	0.50%	0.78%	1.28%	0.00%	1.28%	11/01/2013	0.00%	0.20%	0.20%	1.48%	0.20%	0.15%	0.50%	0.00%	0.85%
1704	TRowePrc Retirement 2050 Fund R	0.00%	0.50%	0.78%	1.28%	0.00%	1.28%	11/01/2013	0.00%	0.20%	0.20%	1.48%	0.20%	0.15%	0.50%	0.00%	0.85%
1705	TRowePrc Retirement 2055 Fund R	0.00%	0.50%	0.78%	1.28%	0.00%	1.28%	11/01/2013	0.00%	0.20%	0.20%	1.48%	0.20%	0.15%	0.50%	0.00%	0.85%
1706	TRowePrc Retirement Income Fund R	0.00%	0.50%	0.57%	1.07%	0.00%	1.07%	11/01/2013	0.00%	0.20%	0.20%	1.27%	0.20%	0.15%	0.50%	0.00%	0.85%
2253	Eagle Small Cap Growth Fund R3	0.53%	0.50%	0.35%	1.38%	0.00%	1.38%	04/30/2013	0.00%	0.00%	0.00%	1.38%	0.00%	0.25%	0.50%	0.00%	0.75%
292	ING Real Estate Fund A	0.70%	0.25%	0.27%	1.22%	0.00%	1.22%	09/30/2013	0.00%	0.00%	0.00%	1.22%	0.00%	0.40%	0.25%	0.00%	0.65%
341	American Funds Am Balancd R3	0.24%	0.50%	0.21%	0.95%	0.00%	0.95%	06/30/2013	0.00%	0.00%	0.00%	0.95%	0.00%	0.15%	0.50%	0.00%	0.65%
412	Vanguard VIF - Diversified Val Port	0.33%	0.00%	0.02%	0.35%	0.00%	0.35%	09/30/2013	0.00%	0.70%	0.70%	1.05%	0.70%	0.00%	0.00%	0.00%	0.70%
432	ING Oppenhmr Global Port I	0.60%	0.00%	0.15%	0.75%	0.00%	0.75%	06/30/2013	0.00%	0.35%	0.35%	1.10%	0.35%	0.31%	0.00%	0.00%	0.66%
433	ING PIMCO Total Return Portfolio I	0.44%	0.00%	0.14%	0.58%	0.00%	0.58%	06/30/2013	0.00%	0.35%	0.35%	0.93%	0.35%	0.31%	0.00%	0.00%	0.66%
434	ING AmCen Sm-Md Cp Val Port I	1.00%	0.00%	0.17%	1.17%	-0.23%	0.94%	06/30/2013	0.00%	0.35%	0.35%	1.29%	0.35%	0.31%	0.00%	0.00%	0.66%

Plan Name: TRS OF COUNTRY WIDE INS CO 401K PLAN
Plan ID: GH4058

		Expenses Paid											Recordkeeping Revenue to ING				
		Fund Expenses							ING Contract Charges			Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) ING Admin Fee	(I) Total Daily Asset Charge (G+H)	(J) Total Investment Expense (F+I)	(K) Total Daily Asset Charge (From column I)	(L) Sub TA/Expense Reimbursement	(M) 12b-1 Fee	(N) Service Fee	(O) Total Revenue to ING (K+L+M+N)
457	CRM Mid Cap Value Fund Inv	0.70%	0.00%	0.33%	1.03%	0.00%	1.03%	10/28/2013	0.00%	0.30%	0.30%	1.33%	0.30%	0.40%	0.00%	0.00%	0.70%
487	American Funds Growth Fnd R3	0.28%	0.50%	0.20%	0.98%	0.00%	0.98%	08/31/2013	0.00%	0.00%	0.00%	0.98%	0.00%	0.15%	0.50%	0.00%	0.65%
496	American Funds EuroPacific R3	0.42%	0.50%	0.22%	1.14%	0.00%	1.14%	06/01/2013	0.00%	0.00%	0.00%	1.14%	0.00%	0.15%	0.50%	0.00%	0.65%
741	ING Fixed Account	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.49%	0.49%
742	ING Large Cap Growth Portfolio Inst	0.55%	0.00%	0.12%	0.67%	-0.07%	0.60%	06/30/2013	0.00%	0.45%	0.45%	1.05%	0.45%	0.30%	0.00%	0.00%	0.75%
833	PIMCO VIT Real Return Portfolio Adm	0.50%	0.15%	0.05%	0.70%	-0.05%	0.65%	06/30/2013	0.00%	0.35%	0.35%	1.00%	0.35%	0.35%	0.00%	0.00%	0.70%
8557	PIMCO Foreign Bnd Fd (Unhedged) A	0.65%	0.25%	0.03%	0.93%	-0.03%	0.90%	08/08/2013	0.00%	0.20%	0.20%	1.10%	0.20%	0.25%	0.25%	0.00%	0.70%
936	Lazard Emerging Mkts Eqty Port Opn	1.00%	0.25%	0.15%	1.40%	0.00%	1.40%	06/30/2013	0.00%	0.30%	0.30%	1.70%	0.30%	0.15%	0.25%	0.00%	0.70%
988	Pioneer Fund R	0.50%	0.50%	0.33%	1.33%	0.00%	1.33%	06/30/2013	0.00%	0.00%	0.00%	1.33%	0.00%	0.35%	0.50%	0.00%	0.85%

Fund Notes

Loomis Sayles Small Cap Value Fund - Retail Class: Loomis, Sayles & Company, L.P. ("Loomis Sayles" or the "Adviser") has given a binding contractual undertaking to the Fund to limit the amount of the Fund's total annual fund operating expenses to 1.15% of the Fund's average daily net assets, exclusive of brokerage expenses, interest expense, taxes, acquired fund fees and expenses, organizational and extraordinary expenses, such as litigation and indemnification expenses. This undertaking is in effect through January 31, 2014 and may be terminated before then only with the consent of the Fund's Board of Trustees. The Adviser will be permitted to recover, on a class by class basis, management fees waived and/or expenses reimbursed to the extent that expenses in later periods fall below 1.15% of the Fund's average daily net assets. The Fund will not be obligated to repay any such waived/reimbursed fees and expenses more than one year after the end of the fiscal year in which the fees or expenses were waived/reimbursed.

ING Real Estate Fund - Class A: The adviser is contractually obligated to limit expenses to 1.45% through October 1, 2013; the obligation does not extend to interest, taxes, brokerage commissions, extraordinary expenses, and Acquired Fund Fees and Expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Fund or the adviser upon written notice within 90 days of the end of the current term or upon termination of the management agreement and is subject to possible recoupment by the adviser within three years.

ING American Century Small-Mid Cap Value Portfolio - Initial: The adviser is contractually obligated to limit expenses to 1.02% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years. In addition, the adviser is contractually obligated to waive a portion of the management fee through May 1, 2014. Based upon net assets as of December 31, 2012, the management fee waiver for the Portfolio would be (0.09)%. There is no guarantee that the management fee waiver will continue after May 1, 2014. The management fee waiver will only renew if the adviser elects to renew it.

ING Large Cap Growth Portfolio - Institutional Class: The adviser is contractually obligated to limit expenses to 0.60% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. This obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the management agreement and is subject to possible recoupment by the adviser within three years.

PIMCO VIT Real Return Portfolio - Administrative Class: "Other Expenses" reflect interest expense and is based on the amount incurred during the Portfolio's most recent fiscal year as a result of entering into certain investments, such as reverse repurchase agreements. Interest expense is required to be treated as a Portfolio expense for accounting purposes and is not payable to PIMCO. The amount of interest expense (if any) will vary based on the Portfolio's use of such investments as an investment strategy. Total Annual Portfolio Operating Expenses excluding interest expense is 0.65%.

PIMCO Foreign Bond Fund (Unhedged) - Class A: "Other Expenses" reflect interest expense. Interest expense results from the Fund's use of certain investments such as reverse repurchase agreements. Such expense is required to be treated as a Fund expense for accounting purposes and is not payable to PIMCO. Any interest expense amount will vary based on the Fund's use of those investments as an investment strategy best suited to seek the objective of the Fund. Total Annual Fund Operating Expenses excluding interest expense is 0.90%.

Certain data provided by Morningstar, Inc. ("Morningstar data"). All Morningstar data is © 2014 Morningstar, Inc. All Rights Reserved. Morningstar data contained herein: (1) is proprietary to Morningstar and/or its content providers; (2) may not be copied or distributed; and (3) is not warranted to be accurate, complete or timely. Neither Morningstar nor its content providers are responsible for any damages or losses arising from any use of the Morningstar data. Past performance is no guarantee of future results.

Plan Name: TRS OF COUNTRY WIDE INS CO 401K PLAN
Plan ID: GH4058

Other Indirect Compensation

Float

ING and various of its affiliated companies earn “float” income on contribution amounts awaiting investment and on distributed funds awaiting payment. Generally, ING earns a current money market rate on these funds.

Conference Support

Some fund families provide financial support to ING companies in connection with training and education events attended by ING employees and representatives. This financial support may include expenses associated with meals. For calendar year 2013 such amount was approximately $5.63 per plan. This estimate was determined by dividing the total amount received from all fund families by the number of plans for which ING provides investment services.

Appendix: Definitions for Indirect Fees

- **Fund No:** The fund number assigned by ING
- **Fund Name:** The name of the Fund

Please note that some of the funds available under your plan may include ING proprietary funds. Proprietary funds are funds which are owned by ING companies. The mutual funds listed for your plan which start with ING's name are ING proprietary funds.

FUND EXPENSES

- **Management Fees**: Fees paid by the Fund's advisor for activities related to the selection and management of fund investments. These fees may include fees paid to the trustee of a collective investment trust.
- **12b-1 Fees**: Fees paid by the Fund for distribution services provided on behalf of a fund. If the fund imposes 12b-1 fees, such payments are made out of fund assets.
- **Other Expenses**: Fees paid by the Fund for other expenses associated with maintenance of a fund, such as: accounting, audit, recordkeeping, prospectus delivery, proxy support, periodic fund reports printing and/or mailing,etc.
- **Gross Fund Expense:** The sum of the management fees, 12b-1 fees and other expenses paid by the Fund.
- **Waivers and Adjustments**: An adjustment to a portion of the mutual fund fees as stated in the fund's most current prospectus. For certain funds, the investment adviser or other service provider to the fund may waive a portion of its fees or reimburse certain fund expenses, which will reduce the expense ratio of the fund for the period of the waiver or adjustment. These waivers and adjustments may not necessarily continue in the future. Please refer to the footnotes at the end of this report for further information regarding any Waivers and Adjustments shown.
- **Net Fund Expense**: The Gross Fund Expense reduced by any waiver or adjustment in effect.
- **Prospectus Date**: The date of the fund prospectus from which the fund fees have been provided

ING CONTRACT CHARGES

- **Daily Asset Charge**: An ING contract charge assessed against the variable funds for marketing and sales expenses as well as the costs of various services (e.g., call centers, websites, daily valuation systems, regulatory information, transaction processing, communication, education and enrollment support) in support of your program. This charge may be comprised of a base contract charge as well as additional charges for optional services selected by the plan.

- **ING Admin Fee**: An adjustment (positive or negative) to the Daily Asset Charge. This fee paid to ING varies based on the fund revenue sharing agreement between ING and the respective fund families.

- **Total Daily Asset Charge**: The sum of the Daily Asset Charge and ING Admin Fee

- **Total Investment Expense**: The Net Fund Expense plus the Daily Asset Charge

REVENUE TO ING:

- **Total Daily Asset Charge**: The sum of the Daily Asset Charge and ING Admin Fee

- **Sub Transfer Agent (Sub TA) Expense Reimbursement**: The amount paid to ING by the Fund Family or Fund Transfer Agent for plan and participant level recordkeeping services

- **12b-1 Fees:** The amount paid to ING by the fund family from the fund's 12b-1 fees for distribution services

- **Service Fee:** The amount paid to ING for other services provided in connection with the investment option. If your plan uses the ING Fixed Account or ING Guaranteed Accumulation Account (GAA), the amount shown in the "Service Fee" column represents our reasonable and good faith estimate of the cost of the recordkeeping and other administrative services being offset through a reduction in the rates of interest that would otherwise be credited. In developing our estimate, we applied guidance issued by the Department of Labor in connection with Form 5500 Schedule C reporting. Under that guidance, if the rate of return on a fixed rate investment contract is net of the expense of recordkeeping and similar administrative services, then the amount so "netted" should be reported as a fee charged against the Plan's investment in order to avoid the inference that the Plan services were being provided free of charge. Estimates of those amounts are permitted so long as the estimate is reasonable, and the methodology and assumptions used to prepare the estimate are disclosed.

  The rate credited to your Plan's Fixed Account and/or GAA ("fixed accounts") balance is a "net" rate that reflects the costs of the recordkeeping and other administrative services we provide. We have estimated the amount of that rate reduction and reported it in the "Service Fee" column of our indirect compensation report in order to inform your understanding of the costs of our recordkeeping and administrative services. Set forth below is a description of the method we used in developing our estimate:

  First, we determined the ratio of (1) our estimated internal costs for providing plan recordkeeping, trusteeship and similar services to all of our Plan customers as of the prior calendar year end, to (2) our average **total assets** during the same calendar year. We applied that ratio to your Plan's fixed account(s) to arrive at an estimate of the dollar amount of reportable compensation attributable to netting the costs of providing such services against the Fixed Account/GAA rate.

- **Total Revenue to ING:** The sum of the Total **Daily Asset** Charge plus amounts received by ING from the Fund or fund custodian for Sub TA Expense Reimbursement, 12b-1 Fees and other services.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► Country-Wide Insurance Co. 401(k) Plan

Employer Identification Number:► 13-1999109

For plan year (beginning/ending):► 1/1/2013-12/31/2013 Plan number:► 001

(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
	ING Life Insurance & Annuity Co.	AllianzGI NFJ Dividend Value Fund		93750
	ING Life Insurance & Annuity Co.	American Funds American Balanced Fund		257640
	ING Life Insurance & Annuity Co.	American Funds EuroPacific Groeth Portfolio		342090
	ING Life Insurance & Annuity Co.	American Funds Fundamental InvestorsSM		248035
	ING Life Insurance & Annuity Co.	American Funds The Growth Fund of America		693066
	ING Life Insurance & Annuity Co.	Columbia Mid Cap Value Fund		46077
	ING Life Insurance & Annuity Co.	CRM Mid Cap Value Fund		84303
	ING Life Insurance & Annuity Co.	Eagle Small Cap Growth Fund		42578
	ING Life Insurance & Annuity Co.	ING Fixed Account		3762083
	ING Life Insurance & Annuity Co.	Lazard Emerging Markets Equity Portfolio		275506
	ING Life Insurance & Annuity Co.	Loomis Sayles Bond Fund		78511
	ING Life Insurance & Annuity Co.	Loomis Sayles Small Cap Value Fund		46517
	ING Life Insurance & Annuity Co.	PIMCO Foreign Bond Fund		4
	ING Life Insurance & Annuity Co.	PIMCO VIT Real Return Portfolio		192551
	ING Life Insurance & Annuity Co.	Pioneer Fund		109561
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2015 Fund		807024
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2025 Fund		1516225
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2030 Fund		684
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2035 Fund		2825409
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2040 Fund		1511
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2045 Fund		557001
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2050 Fund		719
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement 2055 Fund		29231
	ING Life Insurance & Annuity Co.	T. Rowe Price Retirement Income Fund		237846
	ING Life Insurance & Annuity Co.	Vanguard Variable Insurance Fund		220180
	ING Life Insurance & Annuity Co.	Voya Large Cap Growth Portfolio		156676
	ING Life Insurance & Annuity Co.	Voya MidCap opportunities Portfolio		363033
	ING Life Insurance & Annuity Co.	Voya Money Market Portfolio		373031
	ING Life Insurance & Annuity Co.	Voya Real Estate Fund		61614
	ING Life Insurance & Annuity Co.	VY American Century Small-Mid Cap Value		161818
	ING Life Insurance & Annuity Co.	VY Oppenheimer Global Portfolio		262166
	ING Life Insurance & Annuity Co.	VY PIMCO Bond Portfolio		20887
	Participant Loans	Interest Rates from 4.25% to 8.50%		388620