

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 2014 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ROOT INC. PROFIT SHARING & SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1985</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/01/1985</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>11/01/1985</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ROOT INC.</u> <u>5470 MAIN STREET</u> <u>SYLVANIA, OH 43560</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1464469</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>419-874-0077</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>611000</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1464469</u>	2c Plan Sponsor's telephone number <u>419-874-0077</u>	2d Business code (see instructions) <u>611000</u>	
2b Employer Identification Number (EIN) <u>34-1464469</u>					
2c Plan Sponsor's telephone number <u>419-874-0077</u>					
2d Business code (see instructions) <u>611000</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/06/2015	KAREN STIGALL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/06/2015	KAREN STIGALL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor		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	155
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	127
a(2) Total number of active participants at the end of the plan year		6a(2)	129
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	24
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	153
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	153
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	142
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>ROOT INC. PROFIT SHARING & SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROOT INC.</u>	D Employer Identification Number (EIN) <u>34-1464469</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	67935	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS UTILITIES R4 - MFS SERVICE CEN 04-2865649	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPHMR DEV MKTS A - OFI GLOBAL ASS TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO INCOME D - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.37%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP HEALTH SCIENCES - T. ROWE PRIC 52-2269240	0.15%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>ROOT INC. PROFIT SHARING & SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROOT INC.</u>		D Employer Identification Number (EIN) <u>34-1464469</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	76456	0
(2) Participant contributions.....	1b(2)	33533	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	278585	368440
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	89182	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	136007	119982
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	12679624	13017361
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	13293387	13505783

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13293387	13505783
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	245776	
(B) Participants	2a(1)(B)	859481	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1105257

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	36	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	5480	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5516

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	401928	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		401928

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		306385
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1819086

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1526572	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1526572
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		12178
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	67940	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		67940
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1606690

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		212396
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **WEBER & OBRIEN**

(2) EIN: **34-1591161**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		550000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
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 2014 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>ROOT INC. PROFIT SHARING & SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROOT INC.</u>	D Employer Identification Number (EIN) <u>34-1464469</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ 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): _____

**ROOT, INC. PROFIT
SHARING & SAVINGS PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2014 AND 2013

ROOT, INC. PROFIT SHARING & SAVINGS PLAN

TABLE OF CONTENTS

Independent Auditor's Report	1 - 2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 11
Schedule of Assets Held for Investment Purposes at Year End	12



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrators and Finance Committee of
Root, Inc. Profit Sharing & Savings Plan
5470 Main Street
Sylvania, Ohio 43560

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Root, Inc. Profit Sharing & Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with 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 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes at year end as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. 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 referred to above.

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, 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.

A handwritten signature in black ink, appearing to read "Robert O'Brien". The signature is written in a cursive, flowing style.

October 1, 2015

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments (at Fair Value)	\$ 13,385,802	\$ 13,047,391
Contributions Receivable:		
Participants	37,260	33,533
Employer	84,063	76,456
Notes Receivable from Participants	<u>119,982</u>	<u>136,007</u>
TOTAL ASSETS	<u><u>\$ 13,627,107</u></u>	<u><u>\$ 13,293,387</u></u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 13,627,107</u></u>	<u><u>\$ 13,293,387</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
<u>ADDITIONS:</u>		
Contributions		
Participants	\$ 896,741	\$ 763,263
Employer	329,839	290,814
Rollover	<u>-0-</u>	<u>24,508</u>
Total Contributions	1,226,580	1,078,585
Investment Income		
Net Appreciation in Fair Value of Investments	306,384	1,608,185
Interest and Dividends	<u>401,964</u>	<u>157,825</u>
Total Investment Income	708,348	1,766,010
Interest Income on Notes Receivable from Participants	<u>5,583</u>	<u>7,458</u>
TOTAL ADDITIONS	1,940,511	2,852,053
<u>DEDUCTIONS:</u>		
Benefits Paid to Participants	1,538,854	398,188
Administrative Fees	<u>67,937</u>	<u>4,017</u>
TOTAL DEDUCTIONS	<u>1,606,791</u>	<u>402,205</u>
NET INCREASE	333,720	2,449,848
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>13,293,387</u>	<u>10,843,539</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 13,627,107</u></u>	<u><u>\$ 13,293,387</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
Years Ended December 31, 2014 and 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Root, Inc. Profit Sharing & Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan covering all employees of Root, Inc. (the Company) who work over 1,000 hours per year. Employees may enter the Plan on their date of hire. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The original Plan was implemented on November 1, 1985.

Contributions

The Plan allows employees who are 21 years of age or over and work at least 1,000 hours in one year to contribute a portion of their pre-tax annual compensation, as defined in the Plan agreement. The Company contributes 100% of the participants' deferral up to 3% of the participants' base salary. Participants making deferrals are eligible to receive the Company match. The Plan allows for profit sharing contributions at the discretion of the Company. There was no profit sharing contribution in 2014 or 2013. All contributions are participant based on their existing fund allocation. All contributions are subject to compliance with the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's contribution, Plan earnings (losses), and charged with an allocation of Plan administrative expense. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon and in the Company's matching and profit sharing contributions and the earnings thereon.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 1 - DESCRIPTION OF PLAN, Continued

Notes Receivable from Participants

Participants may borrow from their fund accounts the lesser of \$50,000 or 50% of their vested account balance. The minimum loan amount permitted is \$1,000. The outstanding loan balance at December 31, 2014 and 2013 was \$119,982 and \$136,007, respectively. The loans are secured by the balance in the participant's account. Loans bear interest at market rates as determined by the Plan Administrator. Current loans bear interest at the rate of 4.25% per annum. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment, retirement, disability, or death, a participant may elect to remain in the Plan, receive a lump sum distribution equal to the participant's vested interest in his or her account, or roll their account into another plan.

Plan Administrative Fees

Trustee fees are paid by the Plan's participants, and other administrative fees are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value, with the guaranteed investment account adjusted to contract value.

Purchases and sales of securities are recorded on the settlement-date basis. However, differences between settlement-date and trade-date are immaterial. Interest and dividends are recorded on the accrual basis.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Investment Valuation and Income Recognition, Continued

Plan participants may choose investments at their discretion from those offered by the Plan.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus accrued interest. No allowance for credit losses has been recorded as of December 31, 2014 and 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Information Certified by Trustee

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted under this election, the Plan Administrator has obtained a certification from the trustee, Fidelity Management Trust Company that the information provided to the Plan Administrator by the trustee is complete and accurate. Accordingly, no audit procedures have been performed with respect to information certified by the trustee.

Amounts included in the accompanying financial statements which include certification by the trustee are: Investments, Investment Income (Loss), Notes Receivable from Participants, Interest Income, and certain information included in the supplemental Schedule of Assets Held for Investment Purposes at Year End.

Subsequent Events

Management has evaluated events and transactions from December 31, 2014 through October 1, 2015 for possible recognition or disclosure in these financial statements. This date is the date these financials were available to be issued. Management concluded there were no subsequent events requiring recognition or disclosure.

Reclassification

Certain amounts in the 2013 financial statements have been reclassified to conform with the 2014 presentation.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 3 – FAIR VALUE MEASUREMENTS

The financial statements follow the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10, *Fair Value Measurements*, which defines and establishes a single authoritative definition of fair value, sets a framework for measuring fair value and requires additional disclosures about fair value measurement.

In accordance with ASC 820-10, the Plan classifies its investments into Level 1, which refers to securities traded in an active market, Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available or Level 1 securities where there is a contractual restriction, and Level 3, which refers to securities not traded in an active market for which no significant observable market inputs are available. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Shares of non-publicly traded corporate stock are valued by an independent appraisal which considers market and other financial information. Transfers between levels 1, 2 and 3 of the fair value hierarchy are recognized at the date the transfer is made. There were no transfers between levels in 2014 and 2013. At December 31, 2014 and 2013, the Plan's investments were classified as follows, based on fair values:

Fair Value Measurements at December 31, 2014:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended	\$ 8,693,587	\$ -0-	\$ -0-	\$ 8,693,587
Bond	2,784,890	-0-	-0-	2,784,890
Value	1,011,142	-0-	-0-	1,011,142
Growth	527,743	-0-	-0-	527,743
Money Market	<u>368,440</u>	<u>-0-</u>	<u>-0-</u>	<u>368,440</u>
Total Assets at Fair Value	<u>\$13,385,802</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$13,385,802</u>

Fair Value Measurements at December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended	\$ 9,617,586	\$ -0-	\$ -0-	\$ 9,617,586
Bond	2,059,522	-0-	-0-	2,059,522
Value	662,858	-0-	-0-	662,858
Growth	339,658	-0-	-0-	339,658
Money Market	278,585	-0-	-0-	278,585
Non Publicly Traded Stock	<u>-0-</u>	<u>-0-</u>	<u>89,182</u>	<u>89,182</u>
Total Assets at Fair Value	<u>\$12,958,209</u>	<u>\$ -0-</u>	<u>\$ 89,182</u>	<u>\$13,047,391</u>

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 3 - FAIR VALUE MEASUREMENTS, Continued

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Balance, Beginning of Year	\$89,182	\$398,867
Gains	-0-	8,800
Purchases	-0-	28,360
Sales	(89,182)	(335,392)
Transfers Out	-0-	(2,804)
Settlements	<u>-0-</u>	<u>(8,649)</u>
Balance, End of Year	<u><u>\$ -0-</u></u>	<u><u>\$ 89,182</u></u>

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values of those inputs during 2013.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range of Weighted Averages</u>
Non Publicly Traded Stock	\$89,182	Independent Appraisal	Estimated Market Value for Similar Investments	N/A

NOTE 4 - INVESTMENTS

Following is a summary of Plan investments at December 31, 2014 and 2013. All investments that represent 5% or more of the net assets of the Plan are separately identified.

<u>At Fair Value:</u>	<u>2014</u>
Mutual Funds:	
DFA U.S. Core Equity II Portfolio Institutional Class	\$ 3,385,965
Vanguard LifeStrategy Conservative Growth Fund	1,929,819
DFA International Core Equity Portfolio Institutional Class	1,288,725
Vanguard Short-Term Bond Index Fund Admiral Shares	774,087
DFA Short-Term Extended quality Portfolio Institutional Class	741,051
Spartan 500 Index Fund- Fidelity Advantage Class	690,672
Other Mutual Funds	<u>4,575,483</u>
Total	<u><u>\$13,385,802</u></u>

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 4 - INVESTMENTS, Continued

<u>At Fair Value:</u>	<u>2013</u>
Mutual Funds:	
Vanguard LifeStrategy Conservative Growth Fund	\$ 4,194,553
DFA U.S. Core Equity II Portfolio Institutional Class	2,459,927
DFA International Core Equity Portfolio Institutional Class	1,026,962
Spartan 500 Index Fund- Fidelity Advantage Class	731,177
Other Mutual Funds	4,545,590
Other	<u>89,182</u>
Total	<u>\$13,047,391</u>

The Plan's investments certified by the trustee (including investments bought, sold, and held during the year) appreciated in value by \$306,384 and \$1,553,529 for the years ended December 31, 2014 and 2013, respectively, of which \$306,384 and \$1,555,827 is attributable to mutual funds and \$-0- and (\$2,298) is attributable to investment contracts held by the Plan. In addition to amounts certified by the trustee, the Plan investments held in an individual brokerage account (including investments bought, sold, and held during the year) appreciated in value by \$54,656 for the year ended December 31, 2013, of which \$47,346 was attributable to mutual funds and \$7,310 was attributable to shares of non-publicly traded corporate stock.

NOTE 5 - PLAN TERMINATION

Although it has not expressed 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.

NOTE 6 - TAX STATUS

This Plan is a prototype non-standardized profit-sharing plan with Fidelity. Fidelity has been informed that this Plan is acceptable under Section 401 of the Internal Revenue Code and that a company that adopts this plan will be considered to have a plan qualified under Code Section 401(a) provided all terms of the Plan are followed.

The Company believes that the Plan is currently being operated in compliance with the applicable sections of the Internal Revenue Code and that the Plan and related trust are qualified and tax exempt as of the financial statement date.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014 and 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 6 - TAX STATUS, Continued

The Plan administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2011.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are offered through and managed by Fidelity and John Hancock, the Trustees, in the aggregate of \$1,318,728 and \$1,317,182 as of December 31, 2014 and 2013, respectively, and therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for the investment management services amounted to \$67,937 and \$4,017 for the years ended December 31, 2014 and 2013, respectively.

NOTE 8 - RISKS AND UNCERTAINTIES

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

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500:

	<u>2014</u>
Net Assets Available for Benefits Per Accompanying Financial Statements	\$13,627,107
Less: Contributions Receivable	(<u>121,323</u>)
Net Assets Available for Benefits Per the Form 5500	<u>\$13,505,784</u>

The following is a reconciliation of contributions received per the accompanying financial statements to the Form 5500:

	<u>2014</u>
Contributions Per Accompanying Financial Statements	\$1,226,580
Less: Contributions Receivable	(<u>121,323</u>)
Contributions Per Form 5500	<u>\$1,105,257</u>

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
EMPLOYER IDENTIFICATION 34-1464469, PLAN NUMBER 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END
FORM 5500, SCHEDULE H, LINE 4i
December 31, 2014

(a)	(b)	(c)	(d)	(e)
	<u>Issue</u>	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
	DFA U.S. Core Equity II Portfolio Institutional Class	Mutual Fund		\$ 3,385,965
	Vanguard LifeStrategy Conservative Growth Fund Investor Shares	Mutual Fund		1,929,819
	DFA International Core Equity Portfolio Institutional Class	Mutual Fund		1,288,725
	Vanguard Short-Term Bond Index Fund Admiral Shares	Mutual Fund		774,087
	DFA Short-Term Extended Quality Portfolio Institutional Class	Mutual Fund		741,051
*	Spartan 500 Index Fund - Fidelity Advantage Class	Mutual Fund		690,672
	DFA Selectively Hedged Global Fixed Income Portfolio Institutional Class	Mutual Fund		483,331
	DFA Real Estate Securities Portfolio Institutional Class	Mutual Fund		463,379
	DFA Five-Year Global Fixed Income Portfolio Institutional Class	Mutual Fund		417,425
	DFA Emerging Markets core Equity Portfolio Institutional Class	Mutual Fund		397,094
	DFA International Real Estate Securities Portfolio Institutional Class	Mutual Fund		377,937
*	Fidelity Money Market Trust Retirement Money Market Portfolio	Money Market		368,440
	T. Rowe Price Health Sciences Fund	Mutual Fund		286,037
	DFA U.S. Small Cap Value Portfolio Institutional Class	Mutual Fund		222,897
	Oppenheimer Developing Markets Fund Class A	Mutual Fund		222,241
	PIMCO Total Return Fund Institutional Class	Mutual Fund		140,292
	Vanguard Emerging Markets Stock Index Admiral Shares	Mutual Fund		147,976
	Vanguard Energy Fund Investors Shares	Mutual Fund		132,498
	DFA International Small Cap Value Portfolio Institutional Class	Mutual Fund		123,636
	PIMCO Income Fund Class D	Mutual Fund		122,892
	MFS Utilities Fund Class RF	Mutual Fund		119,910
*	Spartan Mid Cap Index Fund - Fidelity Advantage Class	Mutual Fund		111,241
	Vanguard Developed Markets Index Fund Investor Shares	Mutual Fund		106,113
	Vanguard Value Index Fund Admiral Shares	Mutual Fund		99,094
*	Fidelity Select IT Services Portfolio	Mutual Fund		67,668
	DFA Inflation-Protected Securities Portfolio Institutional Class	Mutual Fund		63,466
*	Spartan U.S. Bond Index Fund - Fidelity Advantage Class	Mutual Fund		39,421
*	Spartan Small Cap Index Fund - Fidelity Advantage Class	Mutual Fund		21,821
*	Fidelity Emerging Markets Fund	Mutual Fund		19,465
	Vanguard FTSE Social Index Fund Investor Shares	Mutual Fund		18,284
	DFA Investment Grade Portfolio Institutional Class Shares	Mutual Fund		2,925
	Subtotal			13,385,802
	Participant Loans (Rate of Interest 4.25%)			119,982
	TOTAL			\$ 13,505,784

* Party in Interest

Column (d) is blank as all investments are participant directed.

"See Independent Auditor's Report"

**ROOT, INC. PROFIT
SHARING & SAVINGS PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2014 AND 2013

ROOT, INC. PROFIT SHARING & SAVINGS PLAN

TABLE OF CONTENTS

Independent Auditor's Report	1 - 2
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5 - 11
Schedule of Assets Held for Investment Purposes at Year End	12



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrators and Finance Committee of
Root, Inc. Profit Sharing & Savings Plan
5470 Main Street
Sylvania, Ohio 43560

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Root, Inc. Profit Sharing & Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with 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 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule of assets held for investment purposes at year end as of December 31, 2014 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. 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 referred to above.

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, 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.

A handwritten signature in black ink, appearing to read "Robert O'Brien". The signature is fluid and cursive, with a large initial "R" and "O".

October 1, 2015

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
ASSETS		
Investments (at Fair Value)	\$ 13,385,802	\$ 13,047,391
Contributions Receivable:		
Participants	37,260	33,533
Employer	84,063	76,456
Notes Receivable from Participants	<u>119,982</u>	<u>136,007</u>
TOTAL ASSETS	<u><u>\$ 13,627,107</u></u>	<u><u>\$ 13,293,387</u></u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 13,627,107</u></u>	<u><u>\$ 13,293,387</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
<u>ADDITIONS:</u>		
Contributions		
Participants	\$ 896,741	\$ 763,263
Employer	329,839	290,814
Rollover	<u>-0-</u>	<u>24,508</u>
Total Contributions	1,226,580	1,078,585
Investment Income		
Net Appreciation in Fair Value of Investments	306,384	1,608,185
Interest and Dividends	<u>401,964</u>	<u>157,825</u>
Total Investment Income	708,348	1,766,010
Interest Income on Notes Receivable from Participants	<u>5,583</u>	<u>7,458</u>
TOTAL ADDITIONS	1,940,511	2,852,053
<u>DEDUCTIONS:</u>		
Benefits Paid to Participants	1,538,854	398,188
Administrative Fees	<u>67,937</u>	<u>4,017</u>
TOTAL DEDUCTIONS	<u>1,606,791</u>	<u>402,205</u>
NET INCREASE	333,720	2,449,848
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	<u>13,293,387</u>	<u>10,843,539</u>
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	<u><u>\$ 13,627,107</u></u>	<u><u>\$ 13,293,387</u></u>

**"The Accompanying Notes are an Integral
Part of These Financial Statements"**

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
Years Ended December 31, 2014 and 2013

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Root, Inc. Profit Sharing & Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan covering all employees of Root, Inc. (the Company) who work over 1,000 hours per year. Employees may enter the Plan on their date of hire. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The original Plan was implemented on November 1, 1985.

Contributions

The Plan allows employees who are 21 years of age or over and work at least 1,000 hours in one year to contribute a portion of their pre-tax annual compensation, as defined in the Plan agreement. The Company contributes 100% of the participants' deferral up to 3% of the participants' base salary. Participants making deferrals are eligible to receive the Company match. The Plan allows for profit sharing contributions at the discretion of the Company. There was no profit sharing contribution in 2014 or 2013. All contributions are participant based on their existing fund allocation. All contributions are subject to compliance with the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contribution, allocations of the Company's contribution, Plan earnings (losses), and charged with an allocation of Plan administrative expense. Allocations are based on participant earnings or account balances, as defined by the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon and in the Company's matching and profit sharing contributions and the earnings thereon.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 1 - DESCRIPTION OF PLAN, Continued

Notes Receivable from Participants

Participants may borrow from their fund accounts the lesser of \$50,000 or 50% of their vested account balance. The minimum loan amount permitted is \$1,000. The outstanding loan balance at December 31, 2014 and 2013 was \$119,982 and \$136,007, respectively. The loans are secured by the balance in the participant's account. Loans bear interest at market rates as determined by the Plan Administrator. Current loans bear interest at the rate of 4.25% per annum. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment, retirement, disability, or death, a participant may elect to remain in the Plan, receive a lump sum distribution equal to the participant's vested interest in his or her account, or roll their account into another plan.

Plan Administrative Fees

Trustee fees are paid by the Plan's participants, and other administrative fees are paid by the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value, with the guaranteed investment account adjusted to contract value.

Purchases and sales of securities are recorded on the settlement-date basis. However, differences between settlement-date and trade-date are immaterial. Interest and dividends are recorded on the accrual basis.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, Continued

Investment Valuation and Income Recognition, Continued

Plan participants may choose investments at their discretion from those offered by the Plan.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus accrued interest. No allowance for credit losses has been recorded as of December 31, 2014 and 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Information Certified by Trustee

The Plan Administrator has elected the method of compliance permitted by Section 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted under this election, the Plan Administrator has obtained a certification from the trustee, Fidelity Management Trust Company that the information provided to the Plan Administrator by the trustee is complete and accurate. Accordingly, no audit procedures have been performed with respect to information certified by the trustee.

Amounts included in the accompanying financial statements which include certification by the trustee are: Investments, Investment Income (Loss), Notes Receivable from Participants, Interest Income, and certain information included in the supplemental Schedule of Assets Held for Investment Purposes at Year End.

Subsequent Events

Management has evaluated events and transactions from December 31, 2014 through October 1, 2015 for possible recognition or disclosure in these financial statements. This date is the date these financials were available to be issued. Management concluded there were no subsequent events requiring recognition or disclosure.

Reclassification

Certain amounts in the 2013 financial statements have been reclassified to conform with the 2014 presentation.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 3 – FAIR VALUE MEASUREMENTS

The financial statements follow the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820-10, *Fair Value Measurements*, which defines and establishes a single authoritative definition of fair value, sets a framework for measuring fair value and requires additional disclosures about fair value measurement.

In accordance with ASC 820-10, the Plan classifies its investments into Level 1, which refers to securities traded in an active market, Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available or Level 1 securities where there is a contractual restriction, and Level 3, which refers to securities not traded in an active market for which no significant observable market inputs are available. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end. Shares of non-publicly traded corporate stock are valued by an independent appraisal which considers market and other financial information. Transfers between levels 1, 2 and 3 of the fair value hierarchy are recognized at the date the transfer is made. There were no transfers between levels in 2014 and 2013. At December 31, 2014 and 2013, the Plan's investments were classified as follows, based on fair values:

Fair Value Measurements at December 31, 2014:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended	\$ 8,693,587	\$ -0-	\$ -0-	\$ 8,693,587
Bond	2,784,890	-0-	-0-	2,784,890
Value	1,011,142	-0-	-0-	1,011,142
Growth	527,743	-0-	-0-	527,743
Money Market	<u>368,440</u>	<u>-0-</u>	<u>-0-</u>	<u>368,440</u>
Total Assets at Fair Value	<u>\$13,385,802</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$13,385,802</u>

Fair Value Measurements at December 31, 2013:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds:				
Blended	\$ 9,617,586	\$ -0-	\$ -0-	\$ 9,617,586
Bond	2,059,522	-0-	-0-	2,059,522
Value	662,858	-0-	-0-	662,858
Growth	339,658	-0-	-0-	339,658
Money Market	278,585	-0-	-0-	278,585
Non Publicly Traded Stock	<u>-0-</u>	<u>-0-</u>	<u>89,182</u>	<u>89,182</u>
Total Assets at Fair Value	<u>\$12,958,209</u>	<u>\$ -0-</u>	<u>\$ 89,182</u>	<u>\$13,047,391</u>

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 3 - FAIR VALUE MEASUREMENTS, Continued

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Balance, Beginning of Year	\$89,182	\$398,867
Gains	-0-	8,800
Purchases	-0-	28,360
Sales	(89,182)	(335,392)
Transfers Out	-0-	(2,804)
Settlements	<u>-0-</u>	<u>(8,649)</u>
Balance, End of Year	<u><u>\$ -0-</u></u>	<u><u>\$ 89,182</u></u>

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values of those inputs during 2013.

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Techniques</u>	<u>Unobservable Inputs</u>	<u>Range of Weighted Averages</u>
Non Publicly Traded Stock	\$89,182	Independent Appraisal	Estimated Market Value for Similar Investments	N/A

NOTE 4 - INVESTMENTS

Following is a summary of Plan investments at December 31, 2014 and 2013. All investments that represent 5% or more of the net assets of the Plan are separately identified.

<u>At Fair Value:</u>	<u>2014</u>
Mutual Funds:	
DFA U.S. Core Equity II Portfolio Institutional Class	\$ 3,385,965
Vanguard LifeStrategy Conservative Growth Fund	1,929,819
DFA International Core Equity Portfolio Institutional Class	1,288,725
Vanguard Short-Term Bond Index Fund Admiral Shares	774,087
DFA Short-Term Extended quality Portfolio Institutional Class	741,051
Spartan 500 Index Fund- Fidelity Advantage Class	690,672
Other Mutual Funds	<u>4,575,483</u>
Total	<u><u>\$13,385,802</u></u>

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 4 - INVESTMENTS, Continued

<u>At Fair Value:</u>	<u>2013</u>
Mutual Funds:	
Vanguard LifeStrategy Conservative Growth Fund	\$ 4,194,553
DFA U.S. Core Equity II Portfolio Institutional Class	2,459,927
DFA International Core Equity Portfolio Institutional Class	1,026,962
Spartan 500 Index Fund- Fidelity Advantage Class	731,177
Other Mutual Funds	4,545,590
Other	<u>89,182</u>
Total	<u>\$13,047,391</u>

The Plan's investments certified by the trustee (including investments bought, sold, and held during the year) appreciated in value by \$306,384 and \$1,553,529 for the years ended December 31, 2014 and 2013, respectively, of which \$306,384 and \$1,555,827 is attributable to mutual funds and \$-0- and (\$2,298) is attributable to investment contracts held by the Plan. In addition to amounts certified by the trustee, the Plan investments held in an individual brokerage account (including investments bought, sold, and held during the year) appreciated in value by \$54,656 for the year ended December 31, 2013, of which \$47,346 was attributable to mutual funds and \$7,310 was attributable to shares of non-publicly traded corporate stock.

NOTE 5 - PLAN TERMINATION

Although it has not expressed 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.

NOTE 6 - TAX STATUS

This Plan is a prototype non-standardized profit-sharing plan with Fidelity. Fidelity has been informed that this Plan is acceptable under Section 401 of the Internal Revenue Code and that a company that adopts this plan will be considered to have a plan qualified under Code Section 401(a) provided all terms of the Plan are followed.

The Company believes that the Plan is currently being operated in compliance with the applicable sections of the Internal Revenue Code and that the Plan and related trust are qualified and tax exempt as of the financial statement date.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014 and 2013 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS, CONTINUED
Years Ended December 31, 2014 and 2013

NOTE 6 - TAX STATUS, Continued

The Plan administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2011.

NOTE 7 - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are offered through and managed by Fidelity and John Hancock, the Trustees, in the aggregate of \$1,318,728 and \$1,317,182 as of December 31, 2014 and 2013, respectively, and therefore, these transactions qualify as party-in-interest. Fees paid by the Plan for the investment management services amounted to \$67,937 and \$4,017 for the years ended December 31, 2014 and 2013, respectively.

NOTE 8 - RISKS AND UNCERTAINTIES

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

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500:

	<u>2014</u>
Net Assets Available for Benefits	
Per Accompanying Financial Statements	\$13,627,107
Less: Contributions Receivable	(<u>121,323</u>)
Net Assets Available for Benefits	
Per the Form 5500	<u>\$13,505,784</u>

The following is a reconciliation of contributions received per the accompanying financial statements to the Form 5500:

	<u>2014</u>
Contributions Per Accompanying	
Financial Statements	\$1,226,580
Less: Contributions Receivable	(<u>121,323</u>)
Contributions Per Form 5500	<u>\$1,105,257</u>

ROOT, INC. PROFIT SHARING & SAVINGS PLAN
EMPLOYER IDENTIFICATION 34-1464469, PLAN NUMBER 001
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT YEAR END
FORM 5500, SCHEDULE H, LINE 4i
December 31, 2014

(a)	(b)	(c)	(d)	(e)
	<u>Issue</u>	<u>Description</u>	<u>Cost</u>	<u>Current Value</u>
	DFA U.S. Core Equity II Portfolio Institutional Class	Mutual Fund		\$ 3,385,965
	Vanguard LifeStrategy Conservative Growth Fund Investor Shares	Mutual Fund		1,929,819
	DFA International Core Equity Portfolio Institutional Class	Mutual Fund		1,288,725
	Vanguard Short-Term Bond Index Fund Admiral Shares	Mutual Fund		774,087
	DFA Short-Term Extended Quality Portfolio Institutional Class	Mutual Fund		741,051
*	Spartan 500 Index Fund - Fidelity Advantage Class	Mutual Fund		690,672
	DFA Selectively Hedged Global Fixed Income Portfolio Institutional Class	Mutual Fund		483,331
	DFA Real Estate Securities Portfolio Institutional Class	Mutual Fund		463,379
	DFA Five-Year Global Fixed Income Portfolio Institutional Class	Mutual Fund		417,425
	DFA Emerging Markets core Equity Portfolio Institutional Class	Mutual Fund		397,094
	DFA International Real Estate Securities Portfolio Institutional Class	Mutual Fund		377,937
*	Fidelity Money Market Trust Retirement Money Market Portfolio	Money Market		368,440
	T. Rowe Price Health Sciences Fund	Mutual Fund		286,037
	DFA U.S. Small Cap Value Portfolio Institutional Class	Mutual Fund		222,897
	Oppenheimer Developing Markets Fund Class A	Mutual Fund		222,241
	PIMCO Total Return Fund Institutional Class	Mutual Fund		140,292
	Vanguard Emerging Markets Stock Index Admiral Shares	Mutual Fund		147,976
	Vanguard Energy Fund Investors Shares	Mutual Fund		132,498
	DFA International Small Cap Value Portfolio Institutional Class	Mutual Fund		123,636
	PIMCO Income Fund Class D	Mutual Fund		122,892
	MFS Utilities Fund Class RF	Mutual Fund		119,910
*	Spartan Mid Cap Index Fund - Fidelity Advantage Class	Mutual Fund		111,241
	Vanguard Developed Markets Index Fund Investor Shares	Mutual Fund		106,113
	Vanguard Value Index Fund Admiral Shares	Mutual Fund		99,094
*	Fidelity Select IT Services Portfolio	Mutual Fund		67,668
	DFA Inflation-Protected Securities Portfolio Institutional Class	Mutual Fund		63,466
*	Spartan U.S. Bond Index Fund - Fidelity Advantage Class	Mutual Fund		39,421
*	Spartan Small Cap Index Fund - Fidelity Advantage Class	Mutual Fund		21,821
*	Fidelity Emerging Markets Fund	Mutual Fund		19,465
	Vanguard FTSE Social Index Fund Investor Shares	Mutual Fund		18,284
	DFA Investment Grade Portfolio Institutional Class Shares	Mutual Fund		2,925
	Subtotal			13,385,802
	Participant Loans (Rate of Interest 4.25%)			119,982
	TOTAL			\$ 13,505,784

* Party in Interest

Column (d) is blank as all investments are participant directed.

"See Independent Auditor's Report"