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

2015

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

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

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1966

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
UTICA MUTUAL INSURANCE COMPANY

180 GENESEE STREET
NEW HARTFORD, NY 13413-2299

2b Employer Identification Number (EIN)
15-0476880

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

2d Business code (see instructions)
524290

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2016	GAIL STEDMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number

3a	Plan administrator's name and address [X] 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:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	1639
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)**	1264
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1370
b	Retired or separated participants receiving benefits	**6b**	21
c	Other retired or separated participants entitled to future benefits	**6c**	367
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1758
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1758
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1571
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	31
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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)	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.**	**2015** **This Form is Open to Public Inspection.**

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
15-0476880

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

THE VANGUARD GROUP, INC.

23-1945930

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

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(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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 37 52 59	NONE	72659	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	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.
ROYCE AND ASSOCIATES, INC. 13-6981562	10 BPS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX 94-1441976	8 BPS

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

(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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
15-0476880

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-024	C	26142655

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

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-022	C	0

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

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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

2015

This Form is Open to Public Inspection

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
15-0476880

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3134745	2934502
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	4201673	3794897
(9) Value of interest in common/collective trusts	1c(9)	24698152	26142655
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	156448813	151303877
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	188483383	184175931
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	188483383	184175931

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)	2796104	
(B) Participants	2a(1)(B)	6146020	
(C) Others (including rollovers)	2a(1)(C)	408814	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		9350938
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)	165168	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		165168
(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)	5432172	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5432172
(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)		182868
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-6690544
c Other income	2c		12028
d Total income. Add all **income** amounts in column (b) and enter total	2d		8452630
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12686755	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	11928	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		12698683
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	61399	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		61399
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12760082
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-4307452
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

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

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

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

Part IV Compliance Questions

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

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

			Yes	No	N/A	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X		
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X		
e	Was this plan covered by a fidelity bond?	4e	X			10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X		
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X		
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
l	Has the plan failed to provide any benefit when due under the plan?	4l		X		
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n				
o	Did the plan trust incur unrelated business taxable income?	4o				
p	Were in-service distributions made during the plan year?	4p				

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

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

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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

2015

This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
15-0476880

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-2186884

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A

22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____ (See instructions for tax law changes and codes).

22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter _____/_____/_____ and the letter's serial number _____.

22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter _____/_____/_____.

23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

FITZGERALD, DEPIETRO & WOJNAS CPAS, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

July 20, 2016

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

We have audited the accompanying financial statements of Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2015, 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

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan as of December 31, 2015, 2014 and 2013 and the changes in its net assets available for benefits for the years then ended in accordance with U.S. generally accepted accounting principles.

Report on Supplemental Information

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

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

FITZGERALD, DEPIETRO & WOJNAS, CPAs, P.C.

UTICA MUTUAL INSURANCE COMPANY
EMPLOYEE PROFIT SHARING AND INVESTMENT PLAN

NEW HARTFORD, NEW YORK

FINANCIAL STATEMENTS

DECEMBER 31, 2015

FITZGERALD, DEPIETRO & WOJNAS CPAS, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

July 20, 2016

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

We have audited the accompanying financial statements of Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan, which comprise the statements of net assets available for benefits as of December 31, 2015, 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

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Utica Mutual Insurance Company Employee Profit Sharing and Investment Plan as of December 31, 2015, 2014 and 2013 and the changes in its net assets available for benefits for the years then ended in accordance with U.S. generally accepted accounting principles.

Report on Supplemental Information

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

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

FITZGERALD, DEPIETRO & WOJNAS, CPAs, P.C.

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

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS — DECEMBER 31,

	2015	2014	2013
A S S E T S			
Investments, At Fair Value - Notes 2(D), 3, 4 and 5:			
Mutual Funds	$151,303,877	$156,448,813	$150,873,306
Common Collective Trust	26,142,655	24,698,152	24,940,706
	177,446,532	181,146,965	175,814,012
Receivables:			
Participants' Contributions	-	-	25,270
Employer's Contribution	2,934,502	3,134,745	1,442,240
Loans Receivable from Participants - Note 2 (C)	3,794,897	4,201,673	4,303,839
	6,729,399	7,336,418	5,771,349
Total Assets	184,175,931	188,483,383	181,585,361
L I A B I L I T I E S			
None	-	-	-
Net Assets Available for Benefits at Fair Value	184,175,931	188,483,383	181,585,361
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract - Note 2(F)	(435,106)	(725,814)	(664,393)
Net Assets Available for Benefits	$183,740,825	$187,757,569	$180,920,968

See Accompanying Notes to Financial Statements

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

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

	2015	2014	2013
ADDITIONS:			
Additions to net assets attributed to:			
Investment Income - Note 4:			
Net Appreciation (Depreciation) in Fair Value of Investments	$ (6,690,545)	$ 5,342,542	$ 22,667,067
Interest, Dividends and Mutual Fund Distributions	6,082,945	8,367,980	5,400,412
	(607,600)	13,710,522	28,067,479
Contributions:			
Employer	2,796,104	3,134,754	1,442,240
Participants	6,146,020	6,022,252	6,395,172
Rollovers	408,814	901,330	188,405
	9,350,938	10,058,336	8,025,817
Total Additions	8,743,338	23,768,858	36,093,296
DEDUCTIONS:			
Deductions from net assets attributed to:			
Benefits Paid to Participants	12,698,683	16,873,065	11,241,683
Expenses	61,399	59,192	51,164
Total Deductions	12,760,082	16,932,257	11,292,847
Net Increase (Decrease)	(4,016,744)	6,836,601	24,800,449
Net Assets Available for Benefits:			
- Beginning of Year	187,757,569	180,920,968	156,120,519
- End of Year	$183,740,825	$187,757,569	$180,920,968

See Accompanying Notes to Financial Statements

NOTE 1 - Description of Plan

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

Employees of Founders Insurance Company (a wholly owned subsidiary) (Founders) are subject to a different contribution schedule.

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

B) Contributions - Subject to Internal Revenue Code contribution limits, (maximum of $18,000 for the 2015 plan year) Utica Mutual participants may elect to contribute up to 50% of their annual compensation, before overtime and bonuses. Founders participants' compensation for contribution limits includes overtime and bonuses. Contributions may be pre-tax or after-tax (Roth). Participants who have attained age 50 are eligible to make additional "catch up" contributions of up to $6,000. Company matching contributions can range between 0% and 125% of the Utica Mutual participants' deferral (not to exceed 4%) based upon certain financial results of the Company. The Company match was approximately $1,720,000, $1,730,000 and $620,000 in 2015, 2014 and 2013, respectively. The matching formula is as follows:

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

Additional profit sharing contributions for Utica Mutual employees may be made at the discretion of the Board of Directors. For 2015, 2014 and 2013, no additional profit sharing contributions were made.

NOTE 1 - Description of Plan (Continued)

B) Contributions (Continued)

Utica Mutual employees hired or rehired on or after January 1, 2007, who have completed one year (consisting of 1,000 hours) of service during a plan year and are employed on the last business day of such plan year will be eligible for additional employer contributions. These "pension contributions" are a percent of the participant's compensation based on an actuarial value that takes into account the participant's age and years of service as of the last day of such plan year. "Pension contributions" were approximately $630,000, $530,000 and $500,000 in 2015, 2014 and 2013, respectively.

The Employer Non-Elective Contribution for Founders Employees will equal 3% of compensation (excluding any amounts received from an executive savings plan). Founders employees must be actively employed on the last day of the Plan year and have completed 1,000 hours of service within that Plan year. The Company's Non-Elective Contribution for Founders Employees was approximately $300,000, $300,000 and $330,000 in 2015, 2014 and 2013, respectively.

The amount of the Employer Profit Sharing Contribution for Founders Employees will be determined annually based on certain financial results of the Company. The percentage is determined by using the following table:

If the employer's percentage of net income before tax to net written premium for such calendar year is:	Profit Sharing Contribution (as a Percentage of Base Pay)
At least 1% but less than 5%	1%
At least 5% but less than 6%	2%
At least 6% but less than 7%	3%
At Least 7% but less than 8%	4%
More than 8%	5%

In order to receive a Profit Sharing Contribution, Founders employees must be actively employed on the last day of the Plan year and have completed 1,000 hours of service within that Plan year. The Company Profit Sharing Contribution for Founders employees was approximately $280,000, $570,000 and $-0- in 2015, 2014 and 2013, respectively.

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

NOTE 1 - Description of Plan (Continued)

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

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

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

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

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

Upon termination of service, amounts that a participant is not vested in will be forfeited. Forfeited amounts are used to offset future Company matching contributions. Forfeitures in each of 2015, 2014 and 2013 were less than $100,000.

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

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

NOTE 2 - Significant Accounting Policies

A. Basis of Accounting

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

B. Use of Estimates

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

C. Loans Receivable from Participants

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

D. Investment Valuation and Income Recognition

The Plan's investments are stated at fair value (See Note 3). Changes in fair value are included in changes in net assets. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

E. Payment of Benefits

Benefit payments are recorded upon distribution.

F. Fully Benefit-Responsive Contracts Held

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

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

G. Subsequent Events

The Company did not have any subsequent events through _____ (the date the financial statements were available to be issued) requiring recording or disclosure in the financial statements for the year ended December 31, 2015.

NOTE 3 - Fair Value Measurement

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

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority.
- Level 2 inputs consist of observable inputs other than quoted prices for the identical assets.
- Level 3 inputs consist of unobservable inputs, have the lowest priority and should be used only when Level 1 and 2 inputs are unavailable.

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

Level 1 - Fair Value Measurement

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

Level 2 - Fair Value Measurement

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

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

		Fair Value Measurements Using:	
December 31, 2015	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Mutual Funds	$151,303,877	$151,303,877	$ -
Common Collective Trust	26,142,655	-	26,142,655
Total	$177,446,532	$151,303,877	$26,142,655

NOTE 3 - Fair Value Measurement (Continued)

	Fair Value	Fair Value Measurements Using: Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
December 31, 2014			
Mutual Funds	$156,448,813	$156,448,813	$ -
Common Collective Trust	24,698,152	-	24,698,152
Total	$181,146,965	$156,448,813	$24,698,152
December 31, 2013			
Mutual Funds	$150,873,306	$150,873,306	$ -
Common Collective Trust	24,940,706	-	24,940,706
Total	$175,814,012	$150,873,306	$24,940,706

NOTE 4 - Investments

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

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

	2015	2014	2013
Mutual Funds:			
Dodge & Cox Income Fund	$12,711,230	$14,573,184	$15,217,161
Goldman Sachs:			
Growth Opportunity Fund Inst.	8,617,640	10,147,741	10,226,138
Vanguard Funds:			
Target Retirement 2025	10,990,015	-	-
Growth and Income	13,865,485	15,023,836	14,588,540
Institutional Index	20,865,017	22,376,384	22,196,456
Primecap	15,544,096	16,743,126	15,403,282
Common/Collective Trust Fund:			
Vanguard Retirement Savings Trust	26,142,655	24,698,152	24,940,706

During 2015, 2014 and 2013, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	2015	2014	2013
Mutual Funds	$(6,690,545)	$5,342,542	$22,667,067

NOTE 5 - Investment Contract with Insurance Company

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

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

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

The fair value of the investment contracts at December 31, 2015, 2014 and 2013 was $26,142,655, $24,698,152 and $24,940,706, respectively.

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

	2015	2014	2013
Average yields:			
Based on actual earnings	2.21%	2.14%	2.06%
Based on interest rate credited to participants	1.91%	1.97%	1.68%

NOTE 6 - Tax Status

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

The Internal Revenue Service has determined by letter dated September 29, 2015, that the Plan is designed in accordance with the applicable sections of the Internal Revenue Code.

The Plan's tax status is subject to audit. Generally, years after January 1, 2013 are open to audit.

NOTE 7 - Plan Termination

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

NOTE 8 - Party-in-Interest

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

NOTE 9 - Fees

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

NOTE 10 - Risks, Uncertainties and Concentrations

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

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

NOTE 11 - Reconciliation of Financial Statements to Form 5500

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

	2015	2014	2013
Net Assets Available for Benefits per Financial Statements	$183,740,825	$187,757,569	$180,920,968
Add: Adjustment for Contact Value for Fully Benefit-Responsive Investment Contract to Fair Value	435,106	725,814	664,393
Net Assets Available for Benefits per Form 5500	$184,175,931	$188,483,383	$181,585,361

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

	2015	2014	2013
Net Increase in Net Assets Available for Benefits per Financial Statement	$(4,016,744)	$ 6,836,601	$24,800,449
Add: Adjustment for Change in Difference From Contract Value for Fully Benefit-Responsive Investment Contract to Fair Value	(290,708)	61,420	(562,241)
Net Increase (Decrease) in Net Assets Available for Benefits per Form 5500	$(4,307,452)	$ 6,898,021	$24,238,208

NOTE 12 - Legal Proceedings/Contingencies

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

Note 13 - Plan Amendments

Effective January 1, 2013, the Plan was amended to allow commissions to be included in eligible compensation.

Effective January 1, 2015, the Founders Profit Sharing Contribution is calculated under a new formula (See Page 6). Also, in order to receive the Non-Elective Contribution, Founders' employees are required to be employed on, and have completed 1,000 hours of service as of December 31st for the plan year.

The Plan was amended in 2015 (effective January 1, 2013) to incorporate changes approved by the latest favorable determination letter on September 29, 2015. There was no material effect on plan provisions.

SUPPLEMENTAL INFORMATION

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

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, PART IV, Line 4(i): DECEMBER 31, 2015

(A)	(B) Identity of Issue	(C) Description Of Investment	(D) Cost	(E) Current Value
	Mutual Funds:			
*	Goldman Sachs Growth Opportunity Fund	365,684 Shares	**	$ 8,617,640
*	Dodge & Cox Income Fund	1,257,561 Shares	**	12,711,230
*	Northern Small Cap Value Fund	15,914 Shares	**	1,285,255
*	JP Morgan Intrepid Mid-Cap Fund	169,203 Shares	**	3,329,916
*	American Funds EuroPacific Growth Fund	138,578 Shares	**	6,280,343
	DFA Emerging Markets Value Portfolio	51,820 Shares	**	1,057,132
	Vanguard Funds:			
*	Growth and Income	214,769 Shares	**	13,865,485
*	Inflation-Protected Securities	95,663 Shares	**	2,411,668
*	Institutional Index	111,805 Shares	**	20,865,017
*	Mid-Cap Index	22,325 Shares	**	3,320,170
*	Primecap	150,519 Shares	**	15,544,096
*	Small Cap Index	48,169 Shares	**	2,555,358
*	Target Retirement 2010	63,090 Shares	**	1,232,779
*	Target Retirement 2015	287,478 Shares	**	5,553,211
*	Target Retirement 2020	434,506 Shares	**	8,338,161
*	Target Retirement 2025	576,299 Shares	**	10,990,015
*	Target Retirement 2030	361,833 Shares	**	6,853,117
*	Target Retirement 2035	163,816 Shares	**	3,083,022
*	Target Retirement 2040	117,845 Shares	**	2,202,517
*	Target Retirement 2045	107,641 Shares	**	2,011,813
*	Target Retirement 2050	122,635 Shares	**	2,292,052
*	Target Retirement 2055	13,807 Shares	**	258,049
*	Target Retirement 2060	1,125 Shares	**	21,024
*	Target Retirement Income	53,764 Shares	**	1,053,775
*	Total Bond Market Index	428,300 Shares	**	4,557,110
*	Total International Bond Index	4,887 Shares	**	103,107
*	Total International Stock Index	147,914 Shares	**	3,585,434
*	Total Stock Market Index	45,128 Shares	**	2,292,038
*	Windsor II	83,903 Shares	**	4,987,220
	Cash and Cash Equivalents:			
*	Vanguard Prime Money Market Fund	46,123 Shares	**	46,123
	Common/Collective Trust Fund:			
*	Vanguard Retirement Savings Trust III	25,707,549 Shares	**	26,142,655
	Other Investments:			
*	Participant Loans Receivable	4.25% - 8.5%	**	3,794,897
	Total Investments			$181,241,429

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

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

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500 - SCHEDULE H, PART IV, Line 4(i): DECEMBER 31, 2015

(A)	(B) Identity of Issue	(C) Description Of Investment	(D) Cost	(E) Current Value
	Mutual Funds:			
*	Goldman Sachs Growth Opportunity Fund	365,684 Shares	**	$ 8,617,640
*	Dodge & Cox Income Fund	1,257,561 Shares	**	12,711,230
*	Northern Small Cap Value Fund	15,914 Shares	**	1,285,255
*	JP Morgan Intrepid Mid-Cap Fund	169,203 Shares	**	3,329,916
*	American Funds EuroPacific Growth Fund	138,578 Shares	**	6,280,343
	DFA Emerging Markets Value Portfolio	51,820 Shares	**	1,057,132
	Vanguard Funds:			
*	Growth and Income	214,769 Shares	**	13,865,485
*	Inflation-Protected Securities	95,663 Shares	**	2,411,668
*	Institutional Index	111,805 Shares	**	20,865,017
*	Mid-Cap Index	22,325 Shares	**	3,320,170
*	Primecap	150,519 Shares	**	15,544,096
*	Small Cap Index	48,169 Shares	**	2,555,358
*	Target Retirement 2010	63,090 Shares	**	1,232,779
*	Target Retirement 2015	287,478 Shares	**	5,553,211
*	Target Retirement 2020	434,506 Shares	**	8,338,161
*	Target Retirement 2025	576,299 Shares	**	10,990,015
*	Target Retirement 2030	361,833 Shares	**	6,853,117
*	Target Retirement 2035	163,816 Shares	**	3,083,022
*	Target Retirement 2040	117,845 Shares	**	2,202,517
*	Target Retirement 2045	107,641 Shares	**	2,011,813
*	Target Retirement 2050	122,635 Shares	**	2,292,052
*	Target Retirement 2055	13,807 Shares	**	258,049
*	Target Retirement 2060	1,125 Shares	**	21,024
*	Target Retirement Income	53,764 Shares	**	1,053,775
*	Total Bond Market Index	428,300 Shares	**	4,557,110
*	Total International Bond Index	4,887 Shares	**	103,107
*	Total International Stock Index	147,914 Shares	**	3,585,434
*	Total Stock Market Index	45,128 Shares	**	2,292,038
*	Windsor II	83,903 Shares	**	4,987,220
	Cash and Cash Equivalents:			
*	Vanguard Prime Money Market Fund	46,123 Shares	**	46,123
	Common/Collective Trust Fund:			
*	Vanguard Retirement Savings Trust III	25,707,549 Shares	**	26,142,655
	Other Investments:			
*	Participant Loans Receivable	4.25% - 8.5%	**	3,794,897
	Total Investments			$181,241,429

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